

# **BYLAWS**

## **PRESCOTT AREA WOODTURNERS**

### Article I - Organization and Name

The organization shall be known as the Prescott Area Woodturners, a non-profit Arizona Corporation operating as an affiliate chapter of the American Association of Woodturners (AAW), a non-profit corporation domiciled in the State of Minnesota. Prescott Area Woodturners has been granted an exemption from taxation under section 501(C)(7) of the United States internal revenue code.

### Article II – Purpose

Section 1. The purpose of the Prescott Area Woodturners, hereafter referred to as “PAW,” shall be to inform, educate and foster the art and craft of lathe-turning for its members, educational institutions and the interested public. This shall be accomplished by providing demonstrations, technical assistance and education at regular and special meetings, arts and crafts shows, schools or other venues.

Section 2. PAW may, from time to time, participate in arts and crafts shows, galleries or other exhibits to provide individual members the opportunity to display and or sell their work for their own benefit. PAW will only receive reimbursement for incurred expenses.

Section 3. PAW may, from time to time, conduct or participate in fundraising activities for the purpose of providing funds for education, supplies, equipment or other general operating expenses for the benefit of the PAW membership.

### Article III – Membership

Section 1. Membership in PAW shall be open to any person interested in the stated purpose of the organization upon payment of the currently established dues. PAW does not discriminate against any person on the basis of age, race, color, gender, national origin, sexual orientation, or religion.

Section 2. Dues shall be paid by members on a calendar year basis; the amount of which shall be established by the Board of Directors.

Section 3. Membership renewal becomes payable in October. Should a member’s renewal dues not be paid by January 31, the member shall be dropped from the rolls on February 1st.

Section 4. Membership in the American Association of Woodturners is recommended but not required for PAW membership. Elected Board Members shall currently, or subsequent to their election, hold and maintain AAW membership.

Section 5. The Board of Directors shall retain the right to cancel a member's membership and return the membership dues on a prorated basis. This course of action may be triggered by, but not be limited to, a member attending a PAW sponsored meeting, demonstration or other sponsored event, while under the influence of alcohol, non-prescribed controlled substance, or prescribed drug that would alter or impair that person's abilities or endanger others, or behavior that is threatening or offensive to other members.

#### Article IV – Meetings

Section 1. Meetings of the membership shall be held on a regular basis at such time, place and frequency fixed by a consensus of the membership. Meeting dates, times and places may be changed by the Board of Directors as required to accommodate special programs or circumstances, providing the membership has been given prior notification. A minimum of 25% of the membership shall be present to constitute a quorum for issues that require a vote.

Section 2. The regular meetings of the Board of Directors shall be held monthly at a time and place agreed upon by the Board. The majority of the Board may vote to cancel or reschedule a regularly scheduled Board of Directors meeting. The Board may hold special meetings as required. A majority of the Elected Board Members shall constitute a quorum at any regular or special meeting. Elected and Appointed Board Members should attend all Board meetings. Any PAW member may attend regular or special Board meetings. Any non-Board member who wishes to address the Board should be put on the agenda in advance of the meeting.

#### Article V – Board of Directors

Section 1. The control and conduct of the business of PAW shall be vested in the corporate Board of Officers, referred to in this document as the "Board of Directors" or as the "Board," subject to provisions set forth in other sections of these bylaws. The Board shall also determine the operating policies of PAW. The Board shall be comprised of Elected and Appointed members. All votes of the Board shall be determined by a majority of the Elected Board Members including the Immediate Past President.

1.1. Elected Board Members: President, Vice President, Secretary, Treasurer, Membership Director, Program Director.

1.1.1. Members are eligible to be elected to the Board of Directors after one year of active participation in PAW. Active participation includes attending a minimum of six regular monthly meetings and participation in two or more PAW sponsored events.

1.1.2. An elected board member may only hold one elected position at a time.

1.2. Appointed Board Members: A majority of the Elected Board Members may appoint members to positions as needed for the benefit of PAW. The duties and terms of the Appointed Board Members shall be in accordance with a Policy approved by the Elected Board Members.

1.3. Immediate Past President: The Immediate Past President is an ex officio member of the Board with the same voting rights as Elected Board Members.

Section 2. A Board member may be removed due to non-performance or non-attendance by affirmative vote of a majority of the Elected Board Members.

Section 3. A Board member may resign at any time by giving written notice to the President.

Section 4. Any vacancies due to any reason may be filled to complete the unexpired term of the resigned, reassigned or removed Board Member by affirmative vote of a majority of Elected Board Members.

#### Article VI – Duties of Elected Board Members

Section 1. President.

1.1. The President shall preside at all meetings of the membership and the Board of Directors.

1.2. The President shall direct and administer the affairs of PAW as its executive head.

1.3. The President may appoint special committees as required.

1.4. The President, with concurrence of the Board, shall determine the method used to communicate PAW activities, announcements, policies, and procedures to all members.

1.5. The President shall perform all other duties associated with that office.

Section 2. Vice President.

2.1. The Vice President shall assist the President in carrying out their duties and shall preside in the absence of the President.

2.2. In the event the office of President should become vacant, the Vice President shall become President for the remainder of the unexpired term.

Section 3. Secretary.

3.1. The Secretary shall keep a record of all proceedings of the membership and Board of Directors and provide copies of the records as requested by the Board.

3.2. The Secretary shall be responsible for maintaining original and subsequent copies of the Bylaws and other documents pertaining to the operation and organization of PAW.

3.3. The Secretary shall communicate information to the membership at the direction of the President.

3.4. The Secretary shall retain a copy of the current roster of the membership, as provided by the Membership Director.

3.5. The Secretary shall retain a copy of the planned training events and demonstrations as provided by the Program Director.

#### Section 4. Treasurer.

4.1. The Treasurer shall collect and record any payments made to the Club for any reason.

4.2. The Treasurer or their designee shall serve as cashier at all sales events.

4.3. The Treasurer shall have banking authority for all PAW's funds and shall disburse funds as instructed by the Board of Directors or approved by action of the membership.

4.4. The Treasurer shall establish and maintain commonly recognized payment methods for funds collection and payment of invoices.

4.5. The Treasurer shall establish and maintain a suitable method of accounting for all funds and retaining necessary records. When funds are received, the Treasurer shall notify the appropriate Board members responsible for the funds-related activity.

4.6. The Treasurer shall prepare reports for meetings of the Board of Directors and general membership.

4.7. The Treasurer shall account for all money received at PAW sales, account for and distribute proceeds to members who participate in the sales, and shall account for and pay all PAW related taxes.

4.8. The Treasurer shall provide year-end financial reports to the person or agency the Board has designated as the filer of the annual tax return.

4.9. The Treasurer or their designee shall periodically check the PAW postal mailbox and distribute mail to the appropriate recipients.

## Section 5. Program Director.

5.1. The Program Director shall arrange and coordinate training events and demonstrations for all regular and special meetings of the membership. This includes Board sanctioned small group demonstrations that are held in members' shops.

5.2. The Program Director shall prepare a list of all planned training events and demonstrations, obtain Board approval of the planned activities, and provide a copy of the approved list to the Secretary.

5.3. The Program Director shall ensure that attendance records are obtained for all training events and demonstrations and shall provide the attendance records to the Membership Director for retention with other attendance records.

## Section 6. Membership Director.

6.1. The Membership Director shall issue name tags, maintain a current roster of the membership and submit the current roster to the Secretary and to all members as changes are made.

6.2. The Membership Director shall maintain attendance records for general meetings and retain attendance records provided by the Program Director for all training events and demonstrations.

6.3. The Membership Director shall liaison with Yavapai Community College and seek opportunities to promote PAW and recruit new members.

6.4. The Membership Director shall establish and maintain relationships with vendors for the purpose of obtaining Club discounts or gifts for members.

## Section 7. Immediate Past President.

7.1. The Immediate Past President shall ensure a smooth transition from the past Board of Directors to the newly elected Board to maintain the continuity of PAW activities, policies, and procedures.

7.2. The Immediate Past President shall serve as an advisor to the current President on all PAW related issues or concerns.

## Article VII – Elections

Section 1. All Elected Board Members shall be elected for a one-year term but may be re-elected for an indefinite number of terms.

Section 2. The President shall appoint a selection committee to propose a slate of candidates for Elected Board positions. Candidates shall be announced to the membership at least two weeks before an election.

Section 3. All elections shall be by voice vote unless there is more than one candidate for an office, in which case the election for that office shall be by ballot. The candidates receiving a plurality of votes from the members present at the election meeting shall be elected.

Section 4. The term of office for all Board Members shall be from January 1 through December 31.

Section 5. Elections shall be held at any regular meeting of the membership at or prior to the November general meeting.

#### Article VIII – Finances

Section 1. The Board shall have authority to disburse funds, approved by a majority of the Elected Board Members, for an amount up to and including \$600.

Section 2. Disbursements in excess of \$600 shall require recommendation by the Board and approval by a majority of the membership in attendance at a regular or special meeting as defined in Article IV: Section 1 unless the expenditure is part of a previously approved program, project or event. This would include, but not be limited to, equipment and special guest demonstrations.

Section 3. Checks shall require a single signature in the following order: first, by the Treasurer, or second if the Treasurer is unavailable, by the President; or third if the President is unavailable, by the Vice President.

Section 4. The Treasurer and the Board shall determine the types of documents required for payments and reimbursements. The Board shall establish a policy for reimbursements of expenses incurred by any member for the benefit of PAW.

#### Article IX – Compensation

Section 1. No Board member shall receive compensation for the performance of their duties.

Section 2. The Board shall establish a policy for providing an honorarium for guest demonstrators.

#### Article X – Dissolution

In the event of the dissolution of PAW, all financial and physical assets shall be donated to one or more recognized non-profit organizations as specified by the Board.

### Article XI – Fiscal Year

The fiscal year for PAW shall begin on January 1 and end on December 31.

### Article XII – Amendments

The Bylaws may be amended by a proposal by the Board and ratification by a two-thirds majority vote of the membership present at a regular meeting as defined in Article IV: Section 1.

### Article XIII – Rules of Order

The rules contained in the current edition of “Robert’s Rules of Order” shall govern the conduct of PAW in all cases in which they apply, and in which they are not inconsistent with the Bylaws or special rules of order of this organization.

### Article XIV – Michael Adler Funds

Section 1. Michael Adler, a PAW member who passed away in 2023, made a financial donation from his Trust to PAW in 2024. These funds shall henceforth be called the “Adler Funds.” This Article establishes rules for the Adler Funds management, so they are used in ways that honor Michael Adler for his generous donation, promote the purposes of PAW for as long as the funds remain available and to safeguard the Adler fund from frivolous expenditures.

Section 2. The Adler Funds shall be managed as a separate category within the PAW financial system and shall be managed by an oversight committee, henceforth called the “Adler Committee,” with responsibilities, authorities, and guidelines as described in this Article XIV.

Section 3. The PAW Board of Directors shall select and appoint three (3) PAW members to the Adler Committee.

3.1. The Adler Committee shall report to the PAW Board of Directors (BOD) about the financial management of the Adler Funds on at least a semi-annual basis.

3.2. The Adler Committee is responsible for the selection of a Professional Financial Advisor, the investment strategy implementation and the withdrawal and reinvestment of Adler Funds but only at the direction and approval of the Board of Directors.

3.3. Except as noted in Section 3.3, each Adler Committee member shall be appointed for a three (3)-year term. The BOD may reappoint a serving member whose term is about to expire to a new subsequent three (3)-year term.

3.4. The BOD shall stagger the terms of the Adler Committee members during the first three (3)-year period so that one term completes each year. Subsequent appointments shall be for three (3)-year terms continuing this staggered rolling replacement of one (1) Adler Committee member per year.

3.5. The BOD may change the appointments to the Adler Committee at any time.

3.6. An Adler Committee member may terminate their appointment at any time by written notice to the BOD.

3.7. No Adler Committee member shall receive compensation for performance of their duties.

3.8. All Adler Committee members shall have a signed Conflict of Interest Disclosure on file with the BOD before joining the Adler Committee and a repeated disclosure shall be submitted each January thereafter.

Section 4. The Adler Committee shall engage the services of a Professional Financial Advisor (PFA) to invest the Adler Funds with the goal of preserving the principal and to obtain income on the principal.

4.1. The PFA shall serve as a fiduciary of the Adler Funds under their purview.

4.2. The BOD shall appoint two Adler Committee members, henceforth called “Adler Liaisons,” to be PAW representatives to the PFA.

4.3. The BOD shall assign signature authority to the two Adler Liaisons for Adler Funds investment activities.

4.4. The PFA shall be directed to allow investment changes, reinvestments or withdrawals only with the authorization of both Adler Liaisons.

4.5. The Adler Committee shall meet at least every six (6) months to review the Adler Funds investment status to ensure the PFA is managing the funds in the best interests of PAW. If needed, a change to the PFA appointment may be made with approval of the BOD.

4.6. Investment fees and/or taxes, if any, shall be paid from the Adler Funds.

Section 5. The BOD may request that the Adler Liaisons authorize the withdrawal of funds from the Adler Funds per the following guidelines.

5.1. The BOD shall consider the financial consequences of removing funds from the Adler Funds versus the benefit to PAW for using the funds.



5.2. A minimum of 67% of the total PAW membership shall approve the withdrawal of \$5,000 or more in any twelve (12)-month period from the Adler Funds investment account prior to the withdrawal being made.

5.3. Withdrawal amounts less than \$5,000 from the Adler Funds shall be approved in accordance with Bylaws Article VIII: Section 2.

Section 6. If there are future donations from any source, the BOD may direct that those amounts be added to the Adler Funds.

Section 7. In the event of the dissolution of PAW, the Adler Funds account shall be closed, and all Adler Funds shall be disbursed in accordance with Bylaws Article X.

Membership Approved June 28, 2025