

# Bylaws of Flint Hills Woodturners

## ARTICLE ONE -- NAME, OFFICES, AND PURPOSES

**Section 1. Name and Offices** The name of this organization shall be the Flint Hills Woodturners (FHW), as specified in the Articles of Incorporation and the principal office of the corporation shall be located at the address of its then current Chairman of the Board of Directors/President. The corporation may have other officers and may conduct its business at such other locations as the Board of Directors may determine from time to time. In the event the chairman of the Board of Directors is not a resident of Kansas, a Kansas resident will be appointed from among the Directors as the agent.

### Section 2. Purposes

(A) The corporation is organized exclusively for educational purposes within the meaning of Section 501(c)3 of the Internal Revenue Code, and its mission is to educate woodturners, its members, and the public in and about the art and craft of woodturning. This purpose will be accomplished by encouraging, providing, and facilitating the establishment of training programs for woodturners; by disseminating information about safety, technique, sources of material and equipment; by exposing the art of woodturning to the public; and by serving as a center of information about woodturning for members, schools, galleries, and other interested groups and the general public.

(B) The corporation is organized exclusively for the purposes set forth above, including for such purposes the making of distributions of funds or educational materials to similar organizations to the extent permitted by Section 501(c)3 of the Internal Revenue Code or the corresponding section of any future Federal tax code.

(C) To further the purposes set forth herein, the corporation may engage in any lawful act or activity for which nonprofit, non-stock corporations may be organized under the laws of Kansas. The corporation shall have all of the powers granted to corporations under the laws of the State of Kansas.

(D) Notwithstanding any other provision of the Articles of Incorporation or these Bylaws, the corporation shall not carry on any activity nor exercise any power that is (1) not permitted or in furtherance of the exempt purposes of organization as set forth in the subsection of Section 501(c)3 of the Internal Revenue Code or any amendment or recodification thereof, under which the corporation may choose to qualify for exemption or (2) by a corporation, contributions to which are deductible under Section 170(c)2 of the Internal Revenue Code or any amendment or recodification thereof.

(E) No part of the activities of the corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office.

## **ARTICLE TWO -- MEMBERSHIP, DUES, AND VOTING RIGHTS**

**Section 1. Membership and Voting Rights** The corporation shall have the classes of membership with the voting rights and privileges as specified herein. Any person, firm, or corporation engaged in woodturning or interested therein, may become a member of the corporation as set forth in these Bylaws. Any regular, family, lifetime, or honorary member shall be entitled to attend and participate in all membership meetings, skill enhancement sessions, demonstrations, symposia, or other events sponsored by the corporation on such terms and in accordance with such rules as the Board of Directors may prescribe.

**Regular Membership** A regular member is any one person, business, or corporation who practices woodturning as a profession or avocation or is interested in woodturning. A regular member shall pay dues annually at the rate established from time to time by the membership. A regular member shall have the right to one (1) vote on any issue that may come before the membership pursuant to the Articles of Incorporation or these Bylaws.

**Family Membership** A family membership is available to all people living together in a household who practice woodturning as a profession or avocation or are interested in woodturning. A family membership shall pay dues annually at the rate established from time to time by the membership. A family membership shall have the right to no more than two (2) votes on any issue that may come before the membership pursuant to the Articles of Incorporation or these Bylaws regardless of the number of members in the family but to exercise the two votes, two family members must be present at the vote.

**Military Membership** A military membership is available to any current active duty military members as long as they maintain active duty status. Dues will be one half the regular fee. A family membership is also available to military families at one half the regular fee. Active duty and military family members are accorded all the rights and privileges of regular and family membership.

**Dual-Chapter Membership** A dual-chapter member is a regular member or family member (1) who is concurrently a member of an official sister chapter of the American Association of Woodturners that offers reciprocal dual-chapter membership to members of the corporation, (2) who declares such sister chapter to be his or her

primary chapter, and (3) who is current in the payment of full regular or family membership dues to such chapter comparable to the regular or family dues of the corporation. Upon providing evidence of such qualifications satisfactory to the Treasurer, a dual-chapter member shall be entitled to a discount on the regular or family member dues in an amount to be set annually pursuant to Section 2 of this Article II. A dual-chapter member shall have all the privileges of a regular member.

**Lifetime Membership** A lifetime membership may be bestowed by the Board of Directors on any individual who is a regular, family, or dual member in recognition for long and exemplary services rendered to the corporation or to the craft of woodturning. Lifetime members shall pay no dues and shall be entitled to all privileges of membership on the same basis as regular members.

**Honorary Membership** An honorary membership may be bestowed by the Board of Directors on any individual who is not a regular or family member in recognition for long and exemplary service rendered to the corporation or to the craft of woodturning. Honorary members shall pay no dues and shall be entitled to all privileges of membership on the same basis as regular members.

**Sponsor Membership** A sponsor membership may be bestowed by the Board of Directors on any individual associated with an organization which provides support for the operation and programs of FHW. The dues required (if any) will be set by the Board of Directors. Sponsor members shall be entitled to all privileges of membership on the same basis as regular members.

**Section 2. Dues and Fees** The Board of Directors shall annually propose the rates of dues to be charged to regular and family members, and the rate of discount on dues to be charged to dual-chapter members, which rates shall be approved by the membership. Dues shall be due on such date as the Board of Directors may prescribe. The Board of Directors may also establish fees to be charged to members for video or equipment rentals or attending or participating in special events and demonstrations, including demonstrations that may occur at regular membership meetings.

**Section 3. Default and Termination of Membership** When any regular or family member shall be in default in the payment of dues for a period of two months from the date on which such dues become due and payable, his or her membership will thereupon be terminated.

## **ARTICLE THREE BOARD OF DIRECTORS**

**Section 1. General Powers** Affairs of the corporation shall be managed by its Board of Directors. The members of the Board of Directors shall be the officers of the

corporation as provided in these bylaws. The president of the corporation shall serve as the chairman of the Board of Directors and the vice president of the corporation shall serve as vice chairman of the Board of Directors.

**Section 2. Number, Appointment, Tenure, and Removal** Directors of the corporation shall not number fewer than five (5) individuals elected by the membership of the corporation having voting rights. The initial Board of Directors shall consist of the individuals as set forth in the Articles of Incorporation. The Board of Directors shall be elected by an affirmative vote of a majority of the membership at the annual membership meeting and shall take office on January 1 of the following calendar year. The number of directors constituting the Board of Directors may be increased or decreased by an affirmative vote of a majority of the membership. All directors shall be regular or family members of the corporation. The immediate past president, unless removed from office for cause, shall be a member of the Board of Directors.

The term of office for a director shall be one year or until the election and qualification of a successor. Directors of the corporation may be removed from office, with or without cause, by an affirmative vote of the membership at a regular or special membership meeting called for that purpose.

**Section 3. Meetings** The Board of Directors shall meet at least once annually at such time and place as the chairman of the Board of Directors may designate. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Meetings of the Board of Directors may be conducted by any means of communication by which all directors participating may simultaneously hear each other during the meeting, including by telephone conference call or by video conferencing.

**Section 4. Special Meetings** Special meetings of the Board of Directors may be called by, or at the request of, the chairman or any two directors, and shall be held at the principal office of the corporation or at such other place as the directors may determine. Special meetings of the Board of Directors may be conducted by any means of communication by which all directors participating may simultaneously hear each other during the meeting, including by telephone conference call or by video conferencing. Notice of any special meetings of the Board of Directors shall be given at least five days previously thereto by written notice, delivered personally, or sent by mail, telegram, facsimile transmission, or e-mail to each director at his or her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may waive notice of any special meeting.

**Section 5. Waiver of Notice** A director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such

meeting, except where a director attends a meeting for the express and sole purpose of objection to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these Bylaws.

**Section 6. Quorum** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board but if fewer than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting without further notice.

**Section 7. Board Decisions** The act of a majority of the directors present at the meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Action by the Board of Directors may be taken by unanimous written consent in lieu of a regular or special meeting of the Board if each director signs a consent describing the action to be taken and delivers it to the corporation. Such action shall be effective when the last director signs the consent, unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein provided the consent states the date of execution by each director. For purposes of this Section 7, a written consent and the signing thereof may be accomplished by one or more electronic transmissions.

**Section 8. Vacancies** Any vacancy occurring in the Board of Directors of the corporation shall be filled by appointment by the remaining members of the Board of Directors.

**Section 9. Compensation** The members of the Board of Directors shall not receive any compensation for their services, but the corporation may, by resolution, authorize the reimbursement of directors for actual sums expended on behalf of the corporation.

## **ARTICLE FOUR -- OFFICERS**

**Section 1. Officers** The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, an Operations Director, a Program Director, and a Newsletter Editor or Member at Large. The officers of the corporation shall be directors of the corporation and shall have the authority and duties as prescribed herein. The Board of Directors may appoint such other officers, who shall not be directors, as it shall deem desirable. Officers shall be elected annually by the membership at the

annual meeting and shall have the authority and perform the duties as prescribed, from time to time, by the Board of Directors. An officer may hold more than one position.

**Section 2. Term of Office** The officers of the corporation shall be elected by an affirmative vote of the majority of the membership present at the annual membership meeting and shall take office on January 1 of the following calendar year. The term of office shall be one year. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer shall hold office until his or her successor has been duly appointed and qualified.

**Section 3. Removal** Any officer elected by the membership may be removed from office by a majority vote of the membership present and voting at a special membership meeting called for that purpose, whenever, in its judgment, the best interests of the corporation would be served thereby. Any officer appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interest of the corporation would be served thereby.

**Section 4. Vacancies** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5. Powers and Duties** The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purpose and objectives as this corporation.

**President** – The President shall be the principal executive officer of the corporation and shall serve as the chairman of the Board of Directors. The President shall supervise and control the day to day business and affairs of the corporation and shall conduct the corporation’s membership meetings.

**Vice President** – The Vice President shall conduct membership meetings in the absence of the President and in the event of the President’s death, inability to serve, resignation, or removal, shall accede to the office of the President. The Vice President shall perform other duties as may be assigned by the President. The Vice President shall ensure that the business of the corporation is conducted in accordance with these Bylaws.

**Secretary** – The Secretary shall keep the minutes of the meetings of the Board of Directors, officers, and membership and see that all notices required by law or these Bylaws are duly provided. The Secretary shall maintain a set of Standard Operating

Procedures (SOP), which may from time to time be approved by the membership. The SOP shall be keyed to the minutes of the meeting at which the policy was adopted or modified. The Standard Operational Policies shall be available to any member in good standing. The Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Board of Directors.

**Treasurer** – The Treasurer shall collect all membership dues and fees and all other moneys belonging to the corporation. The Treasurer shall keep current and accurate books of account and records of all moneys that flow through the corporation and disburse corporate funds only in accordance with duly authorized expenditures. The Treasurer shall maintain a list of all members and their current status. The Treasurer shall make a verbal report of the status of the treasury at each membership meeting and shall provide the Secretary and the Newsletter Editor with the balance of the treasury and a list of the receipts and expenditures since the last newsletter summary. The Treasurer shall provide the President, and any other member the President shall designate, a copy of all expenditures and receipts made or received and an annotated copy of the most recent bank statement when requested. This report shall also be available to any member in good standing. The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the President or the Board of Directors.

**Program Director** – The Program Director shall plan and organize programs for each membership meeting and shall be the official contact for all demonstrators presenting at the monthly membership meetings or at special events sponsored by the corporation.

**Operations Director** – The Operations Director shall plan and organize the corporation's participation in shows and other events that promote the corporation's purposes and objectives and the craft of woodturning. The Operations Director shall be responsible for setting up all equipment for regularly scheduled membership meetings.

**Newsletter Editor** – The Newsletter Editor shall be responsible for coordinating, composing, editing, producing, and distributing the newsletter to the membership and other selected recipients. The newsletter shall assist the corporation in its purpose of educating members, other woodturners, and the public in and about the art and craft of woodturning. Should a Newsletter Editor not be one of the officers, a Member at Large may be elected from the membership. The Member at Large may be assigned duties in accordance with the wishes of the President.

**Section 6. Compensation** The officers of the corporation shall not receive any compensation for their services, but the corporation may, by resolution, authorize the reimbursement of officers for actual sums expended on behalf of the corporation.

**Section 7. AAW Membership** As a member organization of the American Association of Woodturners (AAW), certain officers are required by the AAW to maintain AAW membership. Those officers so designated and required will maintain AAW membership as long as they fill such offices.

## **ARTICLE FIVE -- COMMITTEES**

**Section 1. Committees of Directors** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director, of any responsibility imposed by law.

**Section 2. Other Committees** Other committees not having or exercising the authority of the Board of Directors in the management of the corporation may be designated by the President.

## **ARTICLE SIX -- CONTRACTS, CHECKS, DEPOSITS, AND GIFTS**

**Section 1. Contracts** The Board of Directors may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

**Section 2. Checks, Drafts, or Orders** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers or agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or by the President of the corporation.

**Section 3. Deposits** All funds of the corporation shall be deposited from time to time by the Treasurer to the credit of the corporation in such banks, trust companies, or other depositories insured by the FDIC or other federally insured corporation as the Board of Directors may select.



**Section 4. Gifts and Grants** The Board of Directors may accept on behalf of the corporation any contribution, grant, gift, bequest, or device for any purpose of the corporation.

## **ARTICLE SEVEN -- BUDGET AND FISCAL YEAR**

**Section 1. Budget** The Board of Directors of the corporation shall annually prepare a proposed budget for the next fiscal year which shall be submitted to the membership for approval.

**Section 2. Fiscal Year** The fiscal year of the corporation shall begin on the first day of January of each year and end at midnight on the 31<sup>st</sup> day of December of that year. The Board of Directors may, by resolution, elect to change the fiscal year to such other fiscal year if it determines that such change is in the best interest of the corporation.

## **ARTICLE EIGHT -- MEMBERSHIP MEETINGS**

**Section 1. Annual Membership Meeting** The annual membership meeting shall be held in November of each year, or at such other time as the Board of Directors may prescribe. The election of officers and directors shall occur at the annual membership meeting and those elected shall take office the following January 1. The Board of Directors shall use its best efforts to give notice to the membership of a slate of candidates for office in the newsletter immediately preceding the annual membership meeting. No other notice shall be required, but additional notice may be provided at the discretion of the Board of Directors. Additional nominations of candidates for office may be received from the floor at the annual membership meeting.

**Section 2. Quorum and Voting Requirements** The presence in person or by proxy of 25% of members of the corporation entitled to vote shall be necessary to constitute a quorum for the transaction of business at the annual membership meeting. Members are entitled to vote as provided in these Bylaws if their dues are current. Election shall be by affirmative vote of a majority of the members present and voting.

**Section 3. Proxies** Every member of the corporation entitled to vote at any regular, annual, or special membership meeting may vote by proxy. A proxy shall be in writing and revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be invalid after eleven months from the date of its execution. The original proxy shall be provided to the President or other officer conducting the meeting at the time the votes are cast.

**Section 4. Special Membership Meetings** Special membership meetings may be called by the Board of Directors. In addition, upon written request of 20% of the corporation's membership, the Board of Directors shall call a special meeting to consider a specific subject. Notice of a special membership meeting shall be published in the corporation's newsletter at least 30 days prior to the date of the special membership meeting. The notice will show the time and place of the meeting and will include a proposed agenda. Quorum and voting requirements shall be the same as those for the annual membership meeting.

**Section 5. Regular Membership Meetings** The Board of Directors shall endeavor to conduct monthly meetings for the membership at such time and location as they may determine to assist the corporation in its purpose of educating woodturners, members, and the public in and about the art and craft of woodturning.

#### **ARTICLE NINE -- SEAL**

The Board of Directors may, by resolution, designate such form of corporate seal as it may from time to time specify.

#### **ARTICLE TEN -- WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of law of the State of Kansas, the Articles of Incorporation, or the bylaws of the corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **ARTICLE ELEVEN -- INDEMNIFICATION**

The Board of Directors may, by resolution duly adopted, indemnify and advance expenses to any director, officer, employee, or agent of the corporation for any liability or expenses incurred by that individual in good faith and in his or her official capacity to the maximum extent permitted by law.

#### **ARTICLE TWELVE -- NET PROFITS**

The corporation is not operated for profit. Any net profits earned by the corporation in excess of its costs and expenses incurred and in excess of the

corporation's needs for both capital and non-capital items shall be used by the corporation to further its public educational purpose.

### **ARTICLE THIRTEEN -- DISTRIBUTION IN THE EVENT OF TERMINATION**

In the event of the dissolution or termination of the corporation, no member, director, officer, or employee shall be entitled to any distribution or division of its remaining property or proceeds, and any balance of the corporations' property, received from any source, shall, after payment of all debts and obligations of the corporation, be distributed exclusively to one or more exempt organizations with similar purposes, in accordance with the provisions of Section 501(c)3 of the Internal Revenue Code of 1954 as the same now exists or may from time to time be amended.

### **ARTICLE FOURTEEN -- AMENDMENT OF BYLAWS**

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the members present at any regular membership meeting or at any annual or special membership meeting if at least thirty (30) days' notice is given in the corporation's newsletter of intention to alter, amend, repeal or to adopt new bylaws at such meeting.

### **ARTICLE FIFTEEN -- RELATIONSHIP WITH THE AMERICAN ASSOCIATION OF WOODTURNERS**

The Flint Hills Woodturners is an official chapter of the American Association of Woodturners, Inc. (AAW), a Section 501(c)3 nonprofit educational organization. The corporation will invite its members to become members of AAW. The AAW does not own or control the corporation. The AAW and its directors and officers shall not be responsible for any debts, obligations, liabilities, or encumbrances of the corporation. The corporation shall not be responsible for any debts, obligations, liabilities, or encumbrances of the AAW. Neither the AAW nor the corporation shall have any legal liability or responsibility for accidents that occur during events of any kind sponsored by the other entity.

Adopted December 18, 2021

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Secretary