

# Bylaws

of the

## SAN DIEGO FINE WOODWORKERS ASSOCIATION

### ARTICLE 1. PURPOSE

#### Section 1. General Purposes

The San Diego Fine Woodworkers Association (henceforth referred to as the Association) shall be a non-profit, non-partisan organization dedicated to the education, promotion, and execution of the principles of fine woodworking through any lawful activity for which a corporation may be organized under the laws of the State of California.

#### Section 2. Specific Purposes

The specific purposes shall include:

- a) Public education of the principles of fine woodworking by the presentation of lectures, seminars, discussions, workshops, and field trips.
- b) The dissemination and exchange of data and information on indigenous and rare woods and associated fine woodworking methods.
- c) Public exhibition of the products of fine woodworking.
- d) The promotion and appreciation of the arts and skills of the artisan woodworker.
- e) Producing wooden items such as toddler chairs, toys and games for donation to charitable organizations.

### ARTICLE 2. ADDRESS OF THE ASSOCIATION

#### Section 1. Association Address

The address of the Association will be located in San Diego County, California.

#### Section 2. Change of Address

The Board of Directors may change the address of the Association within San Diego County by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws.

P.O. Box 99656. San Diego. CA 92109

Date: 1 December. 1982

P.O. Box 82323, San Diego, CA 92138-2323

Date: 16 March, 1988

## **ARTICLE 3. MEMBERS**

### Section 1. Qualifications of Members

There shall be two types of membership:

- a) General membership, granted to any person who pays such membership dues as may be set from time to time by the Board of Directors.
- b) Honorary membership, granted to past presidents of the Association.

### Section 2. Membership Dues

Membership dues will be paid annually and shall run from January 1 through December 31. Membership in the Association shall entitle the member's spouse to all benefits of a member except voting.

Failure to pay dues as set forth herein shall result in automatic termination of membership. No member shall, by reason of his membership, be subjected to assessment by the Association. Nothing herein shall preclude any member or other person from contributing to the Association amounts in excess of the membership dues.

### Section 3. Rights of Members

Each member shall be entitled to one vote on any matter placed before the membership in accordance with these Bylaws. No person shall hold more than one membership in the Association.

Membership is neither transferable nor assignable.

### Section 4. Admission of Members

Applicants shall be admitted to membership upon payment of the membership dues established by the Board of Directors.

### Section 5. Membership Record

The Association shall keep an annual membership record containing the name, address, telephone number, and email address of each member, and the term of their current membership. This record shall be kept by the Membership Chairperson, and shall be available for inspection at reasonable times by any Director.

### Section 6. Liability of Members

No member of the Association (including Officers and Directors) shall be personally liable for any debts, liabilities, or obligations of the Association.

The Association shall have the right to purchase and maintain insurance to the full extent permitted by law against any liability asserted against or incurred by a member acting on behalf of the Association.

## Section 7. Termination of Membership

Membership shall automatically terminate under the following circumstances:

- a) Upon request by the member delivered to the President or Membership Chairperson.
- b) Upon the death of the member.
- c) Upon failure to pay dues when they become due.
- d) Upon expulsion, for due cause, but only by a four-fifths (4/5) vote of the Board of Directors.

## ARTICLE 4. MEETINGS

### Section 1. Meetings of Members

Meetings of members will be held at locations and times selected by the Board of Directors. The Annual meeting and Special meetings require not less than two weeks notice. Other meetings require not less than a one week notice.

### Section 2. Annual Meetings

The Annual meeting of members will be held in November or December on a date selected by the Board of Directors. At such meetings directors shall be elected, amendments to these Bylaws will be considered, reports of the affairs of the Association will be rendered, and any other business which is in the powers of the members may be transacted. Not less than two weeks notice shall be given for the time, place, and business to be conducted at the Annual meeting.

### Section 3. Special Meetings

Special meetings of the members for any purpose may be called at any time by the President or by the Vice President in the President's absence, or by the board of Directors, or by ten percent (10%) of the members. Not less than two weeks notice shall be given for the time, place, and business to be conducted at a Special meeting. A Special meeting may run concurrently with a General meeting.

### Section 4. General Meetings

A General meeting of the members may be called by the Board of Directors at any time. Normally meetings will be held bi-monthly. A General meeting shall be held for conducting business and for performance of the stated purposes of the Association, that is, educational, promotional, and informational programs on fine woodworking.

### Section 5. Quorum

One hundred members shall constitute a quorum for the transaction of business.

## ARTICLE 5. DIRECTORS

### Section 1. Duties and Powers

Subject to the limitations of the Articles of Incorporation, of the Bylaws, and of the laws of the State of California as to action to be authorized or approved by the members, and subject to the duties of Directors as prescribed by these Bylaws, all Association powers shall be exercised by or under the authority of, and the business affairs of the Association shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers:

- a) To select and remove any or all of the officers, agents, and employees of the Association; to prescribe such powers and duties for them as are consistent with law, the Articles of Incorporation, and these Bylaws; to fix their compensation, if any; and, if desired, to require from them security for faithful service.
- b) To conduct, manage, and control the affairs of the Association, and to make such rules and regulations therefore, consistent with law, the Articles of Incorporation, and these Bylaws.

### Section 2. Number and Qualifications of Directors

The authorized number of Directors shall be five (5). All Directors shall be current members of the Association.

### Section 3. Election and Term of Office

- a) The Board of Directors shall be elected by the members at the Annual meeting.
- b) The Directors shall hold office for a term of one year.
- c) The Directors shall hold office until their successors have been elected and have assumed office.
- d) A Director shall be eligible for re-election except the President, who is restricted to no more than four consecutive terms and may be re-elected after a one-year break in service.
- e) At the meeting of members prior to the Annual meeting, the Nominating Committee shall present a list of candidates for the offices on the Board of Directors. Further nominations will be accepted at the Annual meeting.
- f) The election of Directors shall be conducted in this order: President, Vice President, Treasurer, Secretary, and Director at Large (if applicable).
- g) Prior to the election of the President, and at the conclusion of the election for each office, nominations from the floor will be taken for the next office to be voted on.
- h) Voting shall be by voice vote or by ballot if the voice vote appears to be close.

### Section 4. Compensation

Directors shall normally serve without compensation. They shall, however, be allowed reasonable compensation for extraordinary services and reimbursement for out-of-pocket expenses not exceeding two hundred fifty dollars (\$250) for out-of-pocket expenses for any single expenditure incurred in the performance of the duties outlined in Article 6 of these Bylaws. Approval by the Board of Directors in advance will be required for reimbursement of expenditures in excess of this amount.

"Extraordinary services" refers to the performance of duties not specified in this Article which are performed in furtherance of the primary purposes of the Association. Such extraordinary services must be authorized by the Board in advance of performance.

## Section 5. Vacancies

Vacancies on the Board of Directors may be filled by a vote of the majority of the remaining Directors, though less than a quorum, or by a sole remaining Director, and each Director so appointed shall hold office until his successor is elected at the next Annual meeting. No reduction of the authorized number of Directors shall be allowed without amendment to these Bylaws.

## Section 6. Removal of Directors

A Director may be removed from office by the vote of not less than seventy-five percent (75%) of the members present at a Special meeting, provided notice of such proposed action shall have been duly given to the members in the notice of meeting. The Director involved shall be given the opportunity to be heard at such meeting.

## Section 7. Regular Board Meetings

Regular meetings of the Board of Directors shall be held at such times and places within the County of San Diego as may be designated by resolution of the Board.

## Section 8. Absence from Meetings

Any Director absent from three (3) consecutive regular board meetings without excuse satisfactory to the Board may be considered to have surrendered his office as Director.

## Section 9. Special Board Meetings

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, or, if he is absent or unable or refuses to act, by the Vice President, or by any two (2) Directors.

Written notice of the time and place of a Special Board meeting shall be delivered personally to each Director, or sent by U. S. Mail, addressed to him at his address as it is shown in the records of the Association, or by email to the email address of record. In case such notice is mailed, it shall be deposited in the U. S. Mail, in San Diego County, at least seven (7) days prior to the time of the meeting.

In case such notice is delivered personally, as above provided, it shall be so delivered at least seventy-two (72) hours prior to the time of the meeting. Such mailing, delivery, or email as above provided, shall be due legal and personal notice to such Directors.

## Section 10. Waiver of Notice

The transactions at any Special meeting of the Board of Directors, however called and noticed, or wherever held, shall be valid as though transacted at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the Association's records, and made a part of the minutes of the meeting.

## Section 11. Quorum

A majority of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn, as hereinafter provided. Every act done, or decision made, by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as an act done, or decision made, by the Board of Directors.

## Section 12. Adjournment

A majority of the Directors present may adjourn any Directors' meeting, to meet again at a stated time and place. Timely notice of the time and place of holding an adjourned meeting must be given to absent Directors.

## Section 13. Association Seal

The Board of Directors may adopt, use, and at will alter, an Association seal. Such seal shall be affixed to all corporate documents, but failure to affix it shall not affect the validity of any such document.

# **ARTICLE 6. OFFICES**

## Section 1. Directors

The Association shall have a President, a Vice President, a Treasurer and a Secretary. The members that hold these offices plus the immediate Past President shall make up the Board of Directors. If the immediate Past President is not available to serve, or has been re-elected President, or has been elected to another office on the Board of Directors, then the fifth member of the Board of Directors will be a Director at Large.

## Section 2. Subordinate Officers

The Board of Directors may appoint such other officers as the business of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors may determine.

## Section 3. Removal and Resignation

Any officer appointed by the Board may be removed, either with or without cause, by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors, or to the President. Any such resignation shall take effect at the date of the receipt of such notice, or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

## Section 4. Vacancies

A vacancy in any elected office, due to any cause, shall be filled in the manner prescribed in these Bylaws as noted in Article 5, Section 5.

## Section 5. President

The President shall be the chief executive officer of the Association and shall control the affairs and officers of the Association. He shall preside at all meetings of the members, and at all meetings of the Board of Directors. He shall be an ex-officio member of all the standing committees, if any, and shall have the general powers and duties of management, usually vested in the office of President of a corporation, and may have other powers and duties as may be prescribed for him by the Board of Directors or the Bylaws.

The President shall:

- a) Call and conduct General and Special meetings.
- b) Call Board of Directors meetings as needed and report suggestions and actions to the next General meeting.
- c) See that all new officers receive either physical or electronic copies of the Bylaws of the Association and the SDFWA Handbook and discuss with them any changes, additions, or temporary reallocation of duties.
- d) Appoint the various Committee Chair positions as needed.
- e) Appoint special temporary committees as needed.
- f) After consultation with the Board of Directors, arrange schedule of dates and locations of meetings.
- g) Prepare agendas for meetings.
- h) Make necessary arrangements for participation in the Design in Wood show at the San Diego County Fair.
- i) Issue checks in the absence of the Treasurer.
- j) Appoint a Nominating Committee.
- k) In coordination with the Publicity Chairperson, handle public relations and liaison with other groups.
- l) Monitor and support all committees as needed.
- m) Safely keep in possession the historical archive backup.

## Section 6. Vice President

In the absence or disability of the President, the Vice President shall perform all the duties of the President. When so acting he shall have all the powers of, and be subject to all the restrictions upon, the President.

The Vice President shall:

- a) Have such other powers and perform such other duties as from time to time may be prescribed for him by the President or the Board of Directors.
- b) Work with the Board of Directors in helping to develop an annual plan of operations and update the long-range plan.
- c) Assist the President in selection of committee chairpersons for pertinent committees.
- d) Assist the President in preparing the agenda for the Annual meeting.

## Section 7. Treasurer

The Treasurer shall have general charge of the financial records of the Association, and shall keep and maintain adequate and correct books of accounting showing the receipts and disbursements of the Association and an account of its cash and other assets. The books of the account shall, at all reasonable times, be open to inspection by any Director or officer.

The Treasurer shall:

- a) Keep all Association financial records. Deposit all monies and pay all Association bills.
- b) With the assistance of the Membership Chairperson, collect all membership dues.
- c) With the assistance of the Raffles Chairperson, account for and deposit all monies expended and collected for the raffle.
- d) With the assistance of the Merchandise Chairperson, account for the deposit of all monies expended and collected for merchandise sold.
- e) With the assistance of the Board of Directors, establish guidelines for liability insurance and maintain a policy to cover the Association functions, including the toy program.
- f) Prepare an annual budget to assist the Board of Directors in making financial decisions, with distribution of committee budgets to each chairperson.
- g) Prepare financial reports, as required by state and federal regulatory agencies.
- h) Furnish required financial records to ensure state and federal taxes are submitted.
- i) With the assistance of the Property Chairperson, maintain accountability of all properties of the Association.
- j) Give financial reports to the Board of Directors at Board meetings.
- k) Prepare and submit non-profit tax forms – with the assistance of a qualified CPA when appropriate.
- l) Prepare for a yearly audit.
- m) Prepare and submit a financial report as required by the Bylaws of the Association.
- n) Maintain records to keep track of expenses.
- o) Maintain the non-profit status and do filing with the state.

## Section 8. Secretary

The Secretary shall keep or cause to be kept at such place as the Board of Directors may order, a book or electronic file of minutes of all Board, Special, and Annual meetings. These minutes shall include the time and place of holding, the names of those present at Directors' meetings, and the approximate number of members present at Special and Annual meetings, and the proceedings thereof. The minutes for a Special or Annual Meeting may be limited to official Association business conducted at the meeting.

The Secretary shall:

- a) Record and date the Association meeting minutes, keep a file of these minutes, and distribute a copy of the minutes to the President, and other Officers as requested. The minutes will include, but are not limited to, the date, time and location of the meeting. The minutes shall record a list of items discussed as well as a list of reports presented, motions presented, and a description of their disposition.
- b) Provide a copy of the minutes to the Historian.



## Section 9. Director at Large

The immediate Past President serves as the fifth Board member, as a Director at Large, to lend advice and support to the Board. This position provides for continuity of leadership from year to year. At the time of the Annual meeting, if the outgoing President is not able or is unwilling to fill this position, Article 5, Section 3 shall prevail. If a vacancy occurs in this position after the Annual meeting, a replacement will be selected in accordance with Article 5, Section 5, of these Bylaws.

The Director at Large shall:

- a) Advise and support the Board, and be a voting member of the Board.
- b) Help with providing long term strategic plans that look beyond the current concerns.
- c) Help provide a perspective on current events and decisions.

## **ARTICLE 7. STANDING COMMITTEES AND SPECIAL PURPOSE COMMITTEES**

The Board of Directors shall establish committees to carry out the purpose of this Association as stated in these Bylaws.

A Handbook will be maintained and continually updated which will describe in detail the functions and responsibilities of these Committees. Each Committee Chairperson shall be sent a copy of the Handbook or notified by the President of its availability on the SDFWA website at the beginning of the new year and when the new Chairperson begins their service. The master copy of the Handbook will be maintained by the Association Secretary and archived by the Historian.

## **ARTICLE 8. MISCELLANEOUS**

### Section 1. Checks and Drafts

All checks, drafts, or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of, or payable by the Association shall be signed either by the Treasurer or by the President.

### Section 2. Execution of Instruments

The Board of Directors, except as the Bylaws otherwise provide, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or in any amount.

### Section 3. Fiscal Year

The fiscal year of the Association shall begin on the first (1st) day of January and end on the thirty-first (31st) day of December in each year.

### Section 4. Membership Cards

The Directors may authorize the issuance of numbered cards evidencing membership in the Association.

## Section 5. Audits

The accounts of the Treasurer shall be audited annually by two qualified individuals appointed by the President, and their report shall be made available at the Annual meeting.

## Section 6. Amendment of Bylaws

Subject to any provision of law applicable to the amendment of bylaws of non-profit corporations, these Bylaws, or any of them, may be altered, amended, or repealed, and new Bylaws approved, only by the vote of a majority of members present at an Annual meeting. After member approval, the Board of Directors shall pass a resolution adopting the approved amendment of the Bylaws.

## Section 7. Inspection of Bylaws

The Association shall make the original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the President, available for inspection by the members at all Annual, General, and Special meetings, or posted on the Association website.

## Section 8. Amendment of Articles of Incorporation

Subject to any provision of law applicable to the amendment of the articles of incorporation of non-profit corporations, the Articles of Incorporation may be amended only by the vote of a majority of the members present at an Annual meeting.

## Section 9. Rules of Order

The rules contained in Robert's Rules of Order, Newly Revised, shall govern all General, Special, and Annual meetings, except in instances of conflict between Robert's Rules of Order, these Bylaws, or provisions of law.

## Section 10. Construction and Definitions

Unless the context otherwise requires, the purpose of the Association, the general provisions, rules of construction, and definitions contained in the California Corporations Code shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular, and the term "person" includes an association, group, or corporation, as well as a natural person.

## Section 11. Dissolution and Distribution of Assets

In the event of dissolution of the Association, the assets remaining after payment of, or provisions for payment of, all debts and liabilities shall be distributed as set forth in the Articles of Incorporation to such qualified non-profit fund, foundation, association, or corporation as may be selected by the Board of Directors. This corporation may be dissolved by resolution of the Board of Directors after affirmative vote of two-thirds (2/3) of the number of members present at a meeting of members called and noticed as a Special meeting for the purpose of dissolving this corporation.