

By-laws
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” or “SDFWA”) is a non-profit, non-partisan, 501(c)3 California corporation 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 include, but are not limited to:

- a) Public education of the principles of fine woodworking by the presentation of classes, 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 woodworker.
- e) Producing wooden items (such as children’s chairs, tables and toys) for donation to charitable organizations.
- f) Operating a Member Workshop to provide qualified members with access to woodworking tools and equipment, including classroom facilities for woodworking classes, member events and meetings, lectures, seminars and workshops.
- g) Operate and maintain a website to communicate, promote, and enhance all the above purposes.

ARTICLE 2. ADDRESS OF THE ASSOCIATION

Section 1. Association Address

The address will be in San Diego County, California.

The current address is: 5360 Eastgate Mall, Suite E, San Diego, CA 92121- Effective Date: June 2017

Section 2. Change of Address

The Board of Directors (BOD) may change the address 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 by-laws.

ARTICLE 3. MEMBERS

Section 1. Qualifications of Members

There shall be three classes of membership:

- a) Association membership without shop privileges is granted to any person who pays such membership dues as may be set from time to time by the BOD. Spouses of association members without shop privileges are considered members except for the exclusions set forth in these by-laws.
- b) Association membership with Shop privileges is granted to any person who pays dues per (a) above and meets Shop qualifications and pays additional fees as set by the shop leadership.
- c) Honorary membership (paid for life), granted to past presidents of the Association.

Section 2. Membership Dues and Privileges

Association membership without shop privileges will be paid or renewed on a 12-month January through December cycle. This membership shall entitle the member's spouse to sponsor's discounts. Spousal members are excluded from voting and taking classes.

Association membership with shop privileges will be paid or renewed on a 12-month cycle beginning when the member joins. This membership shall entitle the member's spouse to sponsor's discounts. Spousal members are excluded from voting, shop privileges, and taking classes.

Failure to pay dues as set forth herein may result in automatic termination of membership. No member shall, because of his membership, be subjected to assessment by the Association. Nothing herein shall prevent any member or other person from contributing to the Association amounts more than the membership dues as donations.

Section 3. Rights of Members

Each member (excluding spouses) shall be entitled to one vote on any matter placed before the membership per these by-laws.

Membership is neither transferable nor assignable.

Section 4. Admission of Members

Applicants at least 18 years old, shall be admitted to membership upon payment of the membership dues established by the BOD, and who additionally meet the qualifications for shop membership (as applicable) as defined by shop leadership.

Membership is open to the public, and the Association maintains a non-discrimination policy in accordance with California and federal law.

Shop membership growth may be frozen, controlled and/or limited by the physical limitations of the shop and for safety purposes.

Section 5. Membership Record

A membership record shall be kept containing, as a minimum, the name, mailing 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 (including members, officers and directors) shall be personally liable for any debts, liabilities, or obligations of the Association.

Insurance shall be purchased and maintained as follows:

- a) General Liability
- b) Property damage or loss
- c) Directors and Officers liability

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 unless a majority of the BOD agrees otherwise.
- d) Upon expulsion, for due cause, by a majority vote of the BOD.

Section 8. Harassment

The Association is committed to providing an environment that is free from harassment. Harassment based upon an individual's sex, race, ethnicity, national origin, age, religion or any other legally protected characteristics will not be tolerated. All members are required to abide by this policy. No person will be adversely affected by bringing complaints of unlawful harassment.

ARTICLE 4. MEETINGS

Section 1. Meetings of Members

Meetings of members will be held at locations and times selected by the BOD. The general, special and annual meetings require not less than two **calendar** weeks written notice on the website as a minimum. Other meetings require not less than a one-week written notice.

Section 2. Annual Meetings

The annual meeting of members will be held in November or December on a date selected by the BOD. At this meeting, directors shall be elected by a majority of the members attending, reports of the affairs of the Association may be presented, and any other business which is within the power of the members may be transacted. Not less than two calendar weeks written notice on the website as a minimum 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 calendar weeks written notice on the website as a minimum shall be given for the time, place, and business to be conducted at a special meeting.

The BOD may call a special executive meeting without general notice to discuss matters it deems sensitive, confidential, dealing with personnel or legal matters, or other such matters that require only BOD discussion.

Section 4. General Meetings

A general meeting of the members may be called by the BOD at any time. General meetings may be held, as determined by the BOD, for conducting business and for implementing the stated purposes in Article 1 and 2. Not less than two calendar weeks written notice on the website as a minimum shall be given for the time, place, and business to be conducted at a general meeting. General meetings shall be held, as a minimum, 4 times a year.

Section 5. Quorum

Forty members shall constitute a quorum for the transaction of business at a general and annual meeting.

ARTICLE 5. DIRECTORS

Section 1. Definition of Directors and Authority

The Board of Directors (BOD) shall be the top-level governing body of SDFWA.

They will consist of Officers as a minimum (see article 6). Other BOD members may be elected as required from time to time. Additional directors may include, but not be limited to, a Shop Representative, a Design in Wood Coordinator, and a Member-at-large.

Section 2 Duties and Powers

All powers defined in these by-laws shall be exercised by or under the authority of and shall be controlled by the BOD. These powers shall be subject to the limitations of the Articles of Incorporation, of the by-laws, and of the laws of the State of California. The Director's powers shall include, but not be limited to:

- a) To select and remove any of the officers, directors, or volunteers.
- b) To prescribe such powers and duties for them as are consistent with law, the Articles of Incorporation, and these by-laws.
- c) To conduct, manage, and control the affairs of SDFWA, and to make such rules and regulations that are consistent with California and Federal law, the Articles of Incorporation, and these by-laws.
- d) To direct that any committee or task group established by the BOD that requires funds shall present an annual budget for the following year. Such committees spending shall not exceed their budgets' limits each year unless additional funds are approved by the BOD.

Section 3. Number and Qualifications of Directors

As a minimum, the Directors shall be the president, vice president, treasurer, and secretary. The authorized number of Directors shall be no less than 4 nor more than 10. All Directors shall be current paid association members.

Section 4. Election and Term of Office

- a) The BOD shall be elected by the members at the annual meeting.
- b) The Directors shall hold office for a term of one year, effective upon election.
- c) The Directors shall hold office until their successors have been elected and have assumed office.
- d) A Director shall be eligible for unlimited 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) The nominating committee shall present a written list of candidates on the website as a minimum at least 30 calendar days ahead of the annual meeting for the offices on the BOD. Further nominations will be accepted at the annual meeting.
- f) The election of Directors shall be conducted in this order: President, Vice President, Treasurer, and Secretary. If applicable, other positions, if necessary, shall then be voted on.
- g) Prior to the election of each office, nominations from the floor will be taken for the next office to be voted on.
- h) Voting shall be by voice vote, show of hands, or by ballot if the voice vote appears to be close.

Section 5. Vacancies

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

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 BOD members present at a special BOD meeting. Written notice of such proposed action shall have been duly given to the BOD members prior to the meeting. The Director or officer involved shall be given the opportunity to be heard at such meeting.

Section 7. Regular Board Meetings

Regular meetings of the BOD shall be held at such times and places within the County of San Diego as may be designated by the BOD. BOD meetings shall be held, as a minimum, 4 times a year.

Section 8. Special Board Meetings

Special meetings of the BOD 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 on the website as a minimum of the time and place of a special board meeting shall be delivered to each Director.

The BOD may call a special executive meeting without general notice to discuss matters it deems sensitive, confidential, dealing with personnel or legal matters, or other such matters that require only BOD discussion.

Section 9. Absence from Meetings

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

Section 10. Waiver of Notice

The transactions at any special meeting of the Board of Directors, shall be valid if a quorum is present. When no quorum is present, the meeting is valid if:

- a. Each of the Directors not present signs a written waiver of notice, consents to the meeting and approves the minutes.
- b. All such waivers, consents, or approvals shall be filed with the 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.

If the number of Directors is even, 50% + 1 is the number needed for a quorum.

If the number of Directors is an odd number, then 50% rounded to the next whole number is the number needed for a quorum.

Section 12. Adjournment

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

ARTICLE 6. OFFICERS

Section 1. Definition of Officers and Authority

The Officers shall consist of: President, Vice President, Treasurer, and Secretary.

The Officers shall be appointed by the BOD and shall perform their duties under the authority of the BOD.

. Section 2. Other Officers

The BOD may appoint such other officers as may be required, each of whom shall hold office for such period, have such authority, and perform such duties as the BOD may determine.

Section 3. Removal and Resignation

Any officer appointed by the BOD may be removed, either with or without cause, by the BOD. Any officer may resign at any time by giving written notice to the BOD, or to the President. Any such resignation shall take effect at the date of the receipt of such written 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 Officer position due to any cause, shall be filled in the manner prescribed in these by-laws as noted in Article 5, Section 5.

Section 5. President

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

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 have such other powers and perform such other duties as from time to time may be prescribed for him by the President or the BOD.

Section 7. Treasurer

The Treasurer and/or their authorized assistant accountants shall be authorized to pay all expenses for the day-to-day operation of the SDFWA. The treasurer shall be in charge of the financial records and shall keep and maintain adequate and correct books of accounting showing the receipts and disbursements 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 may appoint or hire 1 or more assistant accountants who will perform the day-to-day bookkeeping functions or other functions as the Treasurer may assign. The Treasurer may establish multiple checking accounts and such other accounts to assure transparency and provide income from time to time.

Section 8. Secretary

The Secretary shall keep or cause it to be kept at such place as the BOD may order a book or electronic file of minutes of all BOD, Special, and Annual meetings. These minutes shall include, as a minimum, the time and place of the meeting, the names of those present at BOD meetings, and the 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 business conducted at the meeting.

ARTICLE 7. COMMITTEES

The BOD shall establish committees as needed to carry out the tasks and responsibilities as stated in these Bylaws and as otherwise deemed necessary.

ARTICLE 8. MISCELLANEOUS

Section 1. Checks and Drafts

The authority to issue all checks, drafts, or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of, or payable by SDFWA shall be delegated by the BOD to the treasurer, the assistant treasurers, authorized officers, authorized supervisors, and/or authorized members.

Section 2. Compensation and Expenditure of Funds

Members and Directors shall serve without compensation.

All expenditures of funds shall be authorized as follows:

- a. Funds for labor and/or materials can only be authorized to directly support the purposes of SDFWA as defined in Articles 1 and 2.
- b. Authorized members shall be issued company credit cards to be used in carrying out their approved duties and responsibilities. Credit limits shall be placed on all company credit cards.
- c. Members without company credit cards, if required to make purchases, shall be authorized in accordance with Section 3 below. This authorization is limited to \$250 dollars. Such purchase requests above this limit shall be brought to the BOD for approval.
- d. The BOD may authorize other expenditures from time to time to support our purposes. These may include, but not be limited to, donations, scholarships and awards.

Section 3. Execution of Instruments

The BOD, 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 or specific dollar limits; and, unless so authorized by the BOD, no officer or agent, 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 4. Fiscal Year

The SDFWA fiscal year shall begin on the first day of January and end on the last day of December in each year.

Section 5. Membership Cards

The BOD has the authority to authorize the issuance of numbered cards (or an equivalent method) showing valid and current membership.

Section 6. Audits

The accounts of the Treasurer may be reviewed annually by qualified individuals appointed by the President if deemed necessary, and their report will be made available at the annual meeting. These individuals may be external and may be compensated for their work.

Section 7. Amendment of By-laws

Subject to any provision of law applicable to the amendment of by-laws of non-profit corporations, these by-laws, or any of them, may be amended by the vote of a majority of the members at any general, special or annual meeting, provided:

- a) That no amendment shall be made which would cause the corporation to cease to qualify as a tax- exempt corporation under section 501(c)3 of the IRS code.
- b) That an amendment does not affect the voting rights of directors.
- c) That all amendments be consistent with the articles of incorporation.
- d) The written draft of the proposed change(s) will be made available on the website, as a minimum, to members at least 2 calendar weeks prior to the vote.

Section 8. Inspection of By-laws

The Association shall make a copy of these by-laws for inspection by the members at all annual, general, and/or special meetings, or by any other reasonable means.

Section 9. Amendment of Articles of Incorporation

Subject to any provision of law applicable to the amendment of the articles of incorporation of nonprofit corporations, the Articles of Incorporation may be amended by the vote of a majority of the members at any general, special or annual meeting, provided:

The written draft of the proposed change(s) will be made available to all members on the website, as a minimum, at least 2 calendar weeks prior to the vote.

Section 10. Rules of Order

The rules contained in Robert's Rules of Order, Latest Revised, will be used as a guide to govern all general, special, and annual meetings. In instances of conflict with Robert's Rules of Order, these by-laws, or provisions of law, shall take precedence.

Section 11. Construction and Definitions

Unless the context otherwise requires, the purpose, 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 12. Dissolution and Distribution of Assets

The assets and property of this organization are irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by section 214 of the California Revenue and Taxation Code.

In the event of dissolution, 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 BOD in accordance with section 214(a)(6) of the California Revenue and Taxation Code. This corporation may be dissolved by resolution of the BOD after affirmative vote of two-thirds (2/3) of the number of members present at a meeting of members called by written notice on the website as a minimum as a special meeting for the purpose of dissolving this corporation.

Section 13. Due Diligence Policy

The BOD and the officers shall exercise due diligence in overseeing the activities and operations of the organization. Due diligence means acting with reasonable care, prudence, and good faith in fulfilling their fiduciary duties and legal obligations. Due diligence also means ensuring that the organization complies with all applicable federal, state, and local laws and regulations, as well as its own mission, vision, values, policies, and procedures. The board of directors and the officers shall regularly review and evaluate the performance, financial condition, and strategic direction of the organization, and take appropriate actions to protect and advance its interests and goals.

Section 14. Document Retention Policy

The Association shall maintain a records management and retention system that ensures all records necessary for business and compliance reasons are retained for a period of time that will reasonably assure their availability when needed, but for no period of time longer than reasonably necessary for the purposes for which the data was collected. The system shall comply with all applicable federal, state, and local laws and regulations, as well as the organization's own mission, vision, values, policies, and procedures. The system shall be reviewed and updated periodically to reflect changes in law, recommended practices, and available resources. The system shall also be annotated with explanatory endnotes, including citations to applicable laws, alternatives, and recommended practices. The organization shall institute procedures that it is likely to be able to comply with consistently in the long term.