

Mid South Woodturners Guild

A chapter of the American Association of Woodturners (AAW)

BYLAWS

ARTICLE I – FOUNDING, PURPOSES AND AREA SERVED:

- A. The Mid South Woodturners Guild (hereinafter MSWG) is a non-profit organization incorporated in the State of Tennessee, for individuals interested in woodturning.
- B. It was founded on January 24, 1997.
- C. The primary purposes of MSWG are consistent with those of AAW, “to provide Information, Education and Organization to those interested in turning wood”.
- D. In addition to the primary purposes, stated above, other purposes of MSWG are to: provide a meeting location for woodturners; share ideas regarding woodturning, including lathes, tools, turning materials, turning techniques, and design of turned objects; exchange wood and other woodturning materials and tools; inform members about activities of interest to woodturners; and promote woodturning as an art form and craft.
- E. The membership is primarily drawn from the Memphis area including west Tennessee, north Mississippi and east Arkansas plus any others wishing to belong.

ARTICLE II – OFFICE AND MEETINGS:

- A. Office -- The principal office is located at the residence of the President.
- B. Meetings – A general meeting of the membership shall be held monthly at a place and date set by the Board. The Board shall meet monthly at a place and date set by the President.

ARTICLE III – RELATION OF MSWG TO AAW:

- A. The Officers and Directors of MSWG shall be Members of both MSWG and AAW.
- B. While it is understood that AAW may provide advice and counsel, as requested, the nature and extent of the activities of MSWG are determined by MSWG alone.
- C. Demonstrations, while part of the normal activities of MSWG, are to be conducted solely at the discretion of the MSWG Board (see Article V Board and Officers).
- D. All safety precautions and instructions are under the explicit direction and control of the Board. As recommended by AAW, notice will be given to participants during all demonstrations where woodworking equipment is used, that safety eye protection, preferably a full-face shield, must be worn and that woodturning equipment is dangerous.
- E. MSWG is a legally separate entity from AAW and specifically dissociates itself from any debts, obligations or encumbrances of AAW.
- F. MSWG does not shoulder any legal liability for accidents that occur during events of any kind sponsored by itself or by AAW.
- G. As a chapter of AAW, MSWG utilizes insurance available through and required by AAW.
- H. All demonstrators at MSWG events are preferred to be Members of AAW. The Board of Directors can vote to allow non AAW demonstrators as long as our insurance policy allows for this coverage and the BOD agrees the demonstrator is competent to perform the demo.
- I. Anyone using MSWG equipment, at a sanctioned club event will adhere to the safety policies of AAW and the direction of the Board of Directors.

ARTICLE IV – MEMBERSHIP AND FEES:

- A. Members – Anyone age 18 or older may become a Member by completing an application form and paying the annual dues. Members may offer motions, discuss motions and vote on motions at meetings as well as participate in general discussions.
- B. Family Membership – All related persons residing at the same address meeting the requirements for Members will be considered Members (with all the privileges pertaining thereunto) if dues are current.
- C. Junior Members – Persons under the age of 18 may become Junior Members by completing an application form and paying dues and by being sponsored by a Member. A Junior Member does not have the right to vote or floor privileges at the meetings and must be accompanied at the meetings by a Member.
- D. Lifetime Members – Members who have served MSWG in an outstanding manner over several years may be nominated and elected by the Board to become Lifetime Members. Lifetime Members remain Members of MSWG for their lifetime but are not required to pay annual dues.
- E. Dues/Fees
 - 1. The MSWG year is the calendar year.
 - 2. New Members are required to pay full yearly membership dues from January through June 30th. Dues after July 1st will be pro-rated to semi-annually.
 - 3. Those joining the weekend of or after the November meeting shall pay full dues and be considered to have paid their dues for the following year.
 - 4. Renewal dues are due by the end of December and payable no later than the last day of February. Members who do not pay their dues prior to the last day of February shall be considered to have dropped their membership. Such persons must pay their full annual dues in order to reinstate their membership for the current year.
 - 5. Dues for Members, Family Membership and Junior Members and all fees will be determined by the Board and announced at the October meeting and posted on the website prior to beginning of each new year.
- F. Removal of Member- Removal of any member of the MSWG may be accomplished by a super majority five/seven or greater vote of the full Board of Directors.

ARTICLE V – BOARD OF DIRECTORS AND OFFICERS:

A. Board of Directores (Hereafter Board)

- 1. The Board will consist of seven Directors (four Executive Officer Directors (Hereafter Officers), [President, Vice-President, Secretary, and Treasurer], the Webmaster/Communications Director, and two At Large Directors) from among the membership as elected by the Members present at the November meeting.
- 2. Nominees must be announced one month prior to the election, either in the Newsletter, by electronic notification (e-mail), or at the monthly meeting.
- 3. Directors shall serve a term of two years with three being elected in odd numbered years and four being elected in even numbered years. Directors elected as At-Large members shall have no term limits. Directors elected as Officers shall serve for two-year terms with a maximum of two consecutive terms or four years in the same office. Those elected in November will take office the following January.

4. A majority vote of Members present will be required for election. Written ballots may be submitted, if received by the secretary prior to the meeting at which the election occurs.
5. Removal of Directors – A majority vote (by secret ballot) of Members present at a regular meeting is required to remove a Director when it is deemed that the best interests of MSWG would be served by such removal. The vote must be announced at a prior regular meeting and written notice thereof sent to the membership at least 3 weeks prior to the vote. Any Member may originate the motion for removal.
6. Vacancies – The President, with the approval of the Board, may appoint a Member to a vacant Board position or call for an election. Such election will be decided by majority vote of Members present at a regular meeting or by mail ballot.
7. The Board will conduct MSWG business between regular meetings of the membership and oversee planning of MSWG operations. All Members may attend Board meetings but only Directors may vote.

B. Officers:

Officers, consisting of a President, Vice President, Secretary, and Treasurer; will be elected by the Board from among the Directors. Officers may serve more than one successive term of office, up to the maximum four years in the same Officer position. The immediate past President shall be a non-voting advisor to the Board.

1. **President** – The President is the chief executive officer. Presidential duties include, but are not limited to:
 - a. Supervision of the business and affairs of MSWG.
 - b. Call or cause to be called regularly scheduled meetings of the Board and of the membership.
 - c. Preside at all meetings except committee meetings chaired by other Members.
 - d. Appoint a Newsletter Editor, Webmaster and other needed positions with the advice and consent of the Board for a term determined by the President. The President is empowered to remove appointed persons from these positions at his/her discretion.
 - e. Appoint and dissolve committees as needed with the advice and consent of the Board. The President is an ex-officio member of all committees without vote thereon, but may appoint another Director as a stand-in.
2. **Vice President** – The duties of the Vice President include, but are not limited to:
 - a. Perform the duties of the President in the event the President is unable or unwilling to serve. In so acting the Vice President shall have all the responsibilities, duties and powers of the President and shall be subject to all the restrictions upon the President.
 - b. The Vice President has the responsibility for all tools and real property owned by MSWG including, but not limited to receipt, disposition, storage, and maintenance thereof.
 - c. Keep the Treasurer informed as to current conditions of MSWG's equipment for valuation purposes.
 - d. Perform such other duties as assigned by the President.
3. **Secretary** – The duties of the Secretary include, but are not limited to:
 - a. Keep minutes of Member business meetings and Board meetings. Distribute copies thereof to the Board.
 - b. Maintaining all records of MSWG official business.

- c. Sending notices to Members as required, including annual notification (no later than January) to all members of the name and contact information of the elected officers; the contact address of MSWG; and the membership dues and fee structure.
- d. Maintaining the membership roster.
- e. Performing all other duties incident to those of an organization secretary.
- f. Perform such other duties as assigned by the President.
- 4. **Treasurer** – The duties of the Treasurer include, but are not limited to:
 - a. Collect all dues and fees and other funds coming in to MSWG.
 - b. Disperse all funds authorized to be paid by MSWG.
 - c. Maintain accurate records of all funds, received, disbursed and transferred by MSWG and make them available to the audit committee appointed by the President.
 - d. Maintain a list of all Members and Junior Members and keep the Secretary so informed.
 - e. If required by law, file an annual return to the IRS and State of Tennessee Secretary of State.
 - f. Keep all MSWG funds in a certified bank checking account and any long-term funds (e.g. endowment) in an appropriate savings account, certificate of deposit, money market fund, etc.).
 - g. Present monthly reports to the membership, and the Board, of cash on hand, income and expenditures.
 - h. Assure that insurance requirements are met in all activities of MSWG.
 - i. Perform such other duties as assigned by the President.

ARTICLE VI – QUORUM AND ORDER OF BUSINESS

- A. A quorum at a general meeting shall consist of the Members present (a minimum of 20 is required).
- B. A quorum at a Board meeting shall be four directors in attendance.
- C. These quorums shall be in effect whether meetings are held in-person or virtually.

ARTICLE VII – RECORDS AND INDEBTEDNESS

- A. All records of MSWG, in keeping with its status as a non-profit corporation, shall be made available for public inspection with the consent of the majority of the Board.
- B. All functions of MSWG are on a cash basis. MSWG may not incur any debt through the actions of the officers or any of its members.

ARTICLE VIII – INDEMNIFICATION:

The MSWG Board may indemnify any officer, or Member who is a party or is threatened to be a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of MSWG by reason of the fact that the individual is or was an officer, employee, member or agent of MSWG or is or was serving at the request of MSWG against expenses, including reasonable attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by the individual in connection with such action, suit, or proceeding if the individual acted in good faith and in a manner the individual reasonably believed to be in or not opposed to the best interests of MSWG and with respect to any criminal proceedings, if the individual had no reasonable cause to believe that the conduct was unlawful.

ARTICLE IX – AMENDMENTS:

- A. These Bylaws may be amended or repealed, and new bylaws adopted by a majority vote of the Members of MSWG casting ballots at a meeting of the membership.
- B. Proposed amendments to or repeal of these Bylaws shall be announced to the membership by electronic notification (e-mail), in-person, and/or being posted on the MSWG website at the time of the monthly meeting immediately prior to the meeting at which the vote will be taken.
- C. Copies of all amendments to or repeal of these Bylaws must be filed with the AAW.

ARTICLE X – DISSOLUTION:

- A. In the event the membership of MSWG votes to dissolve MSWG, the Board is authorized to sell any and all assets of MSWG and to deposit the funds from said sale into MSWG's bank account from which all outstanding debts and financial obligations of MSWG shall be paid.
- B. In the event of a surplus of funds at dissolution, the surplus shall be contributed to the Education Fund of the AAW.

Adopted: February 22, 2025 by majority vote of the members present at a regular monthly meeting, the motion to adopt having been presented and seconded at the previous monthly meeting following recommendation by the Board of Directors

Signatures of Officers:

President: Rick Gillespie Date: 3/17/25

Vice President: Robert 'Vic' Sheer Date: 3/17/25

Secretary: Mark D Maxwell Date: 3/17/25

Treasurer: Larry Splt Date: 3/17/25