



BYLAWS OF THE LONG ISLAND WOODWORKERS CLUB, INC.

Bylaws of the Long Island Woodworkers Club, Inc. (A Not-For-Profit Corporation)

Article I

NAME and LOCATION

The name of this organization shall be “Long Island Woodworkers Club, Inc.” The principal office of the Corporation shall be located in the State of New York. The Corporation may also have other such offices at places within New York State as the Board of Directors may from time to time determine.

Article II

PURPOSE

The Long Island Woodworkers Club, Inc. (LIW) is an association whose members share a common interest in woodworking. Membership is open to persons with an interest in woodworking, from beginners to professional and to all types of woodworking.

The LIW is a non-profit Corporation organized to educate and provide opportunities for members to advance their craft and forge new friendships. This is accomplished by holding monthly meetings for the entire membership as well as holding special interest group meetings open to all active members in good standing. Additionally, educational workshops, weekend seminars, field trips, and an annual show and exhibition may be held.

Article III

MEMBERSHIP

1. Eligibility for Membership

Application for membership is open to anyone over the age of 18 who has an interest in woodworking. Membership is granted after completion of the application and payment of the annual dues.

2. Nondiscrimination

The Long Island Woodworkers Club, Inc. is committed to equal opportunity and treatment for all members. It is our policy that no one shall be treated differently, separately, or have any action directly affecting him or her taken on the basis of race, religion, national origin, marital status, sex, sexual orientation, gender identity, or disability where a person is otherwise qualified or could be with reasonable accommodation.



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3. Membership Dues

The annual membership dues shall be set each year by a vote of the Board of Directors. Membership dues are due on January 1 each year. Continued membership is contingent upon being up to date on payment of membership dues at the start of each year. New members who join after the start of the calendar year may receive a prorated membership fee as determined and set by the Board of Directors.

4. Right of Members

Members in good standing may attend all meetings, vote, hold office after a minimum of one year of membership, serve on committees and participate in all exhibits and other LIW activities.

5. Resignation and Termination

Any member may resign by submitting a resignation to the Membership Director. Resignation shall not entitle the member to a refund of dues paid. Members can have their membership terminated for cause by a vote of the Board of Directors.

Article IV

MEETINGS of MEMBERS

1. General Membership Monthly Meeting

There shall be one meeting per month, open to all members in good standing, which discusses general business and includes a demonstration or event of a general woodworking nature. The time and place of the general meeting shall be determined and set by the Board of Directors.

2. Special Interest Groups (SIG) Monthly Meetings

Each Special Interest Group shall hold one meeting per month, open to all members of the LIW. The meeting should include an event or demonstration of particular interest to and consistent with the purpose of the SIG. The time and place of the SIG meeting shall be determined and set by the Board of Directors. July and August SIG meetings are optional and will occur as determined by the Board of Directors.

3. Annual Meeting of General Membership

One meeting per year of the general membership shall be designated as the Annual Membership Meeting. The Annual Membership meeting will initiate the voting process by the general membership to elect the members of the Board of Directors and may include other issues for general membership input as determined by the current Board of Directors.



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4. Special Meetings of the General Membership

Special meetings of the general membership may be called from time to time for various purposes. Special meetings of the general membership can be requested by any member, and must be approved by the Board of Directors.

5. Notice of Meetings

Notice of all general membership meetings shall be given to all members via the most practical method, as determined by the Board of Directors. The members shall be notified at least two weeks in advance of all general membership meetings. The membership shall be notified of special circumstances (such as weather cancellations, etc.) by the quickest methods practical.

6. Quorum of the General Membership

A quorum of the general membership meeting shall be met when there is 25% of the total membership in attendance. A quorum is needed for a vote by the general membership.

7. Voting of the General Membership

All issues to be voted on by the general membership shall be decided by a simple majority of those present at the meeting in which the vote takes place.

Article V

BOARD of DIRECTORS

1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation. The Board of Directors shall develop policies and procedures as necessary for the management of the Corporation.

2. Number of Board Directors

The number of the Directors shall be fixed from time-to-time by a vote of the Directors, and shall include:

Executive Board Members

- President
- Vice President
- Treasurer
- Secretary
- Membership Director
- 2 Directors



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General Board Members

- Presidents of each Special Interest Group.

3. Requirements

- a. Directors shall be members of the Corporation whose memberships are in good standing.
- b. Executive Directors should attend all monthly General Membership meetings and are required to attend at least 50% of the General Membership meetings each year.
- c. Directors should attend all meetings of the Board of Directors and are required to attend at least 50% of the Board of Directors' meetings each year.
- d. Directors shall participate, to the best of their ability, in all important communications and voting procedures implemented by the Board.
- e. Directors shall sign the Conflict of Interest Policy, update it whenever necessary and during January of each year.

4. Meetings of the Board

- a. The Board of Directors shall meet on a quarterly basis to discuss and conduct Corporation business. The schedule and location of the Board meetings shall be determined by the Board.
- b. Board of Directors meetings shall have a public portion which is open to the general membership.
- c. The quarterly Board meeting schedule shall be communicated to the membership with a minimum of 30 days of notice and in the same manner as general membership meetings. The membership shall be notified of special circumstances (such as weather cancellations, etc.) by the quickest methods practical.
- d. Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors.
- e. Notice of Special meetings of the Board shall be given at least 3 days in advance of the meeting. Notice shall be communicated by direct email, telephone or written communication to each board member and standard posting to the general membership.
- f. A quorum of a Board of Director's meeting shall be met when there is more than 50% of the Executive Board members in attendance. A quorum is needed for a vote by the Board of Directors.
- g. Unless specifically noted, all issues to be voted on by the Board of Directors shall be decided by a simple majority of those present at the meeting in which the vote takes place.



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5. Election of Board Members

The Nominating Committee shall submit at the meeting prior to the annual meeting the names of those persons to be considered for election to the Board of Director positions. Nominations may also be received from the floor after the report of the Nominating Committee until the election. The election shall be initiated at the annual meeting of the general membership. All members in good standing may cast a vote for all Director positions. All candidates may submit a qualifications statement and photo to the nominating committee for distribution to the general membership 14 days prior to the annual meeting.

6. Term of Board Members

Officers elected at the annual meeting shall serve a term of one (1) year, commencing January 1, following the annual meeting.

7. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

8. Confidentiality

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming events and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

9. Resignation

Any Director may resign by submitting a resignation to the Secretary. Resignation from the Board of Directors does not imply a resignation from membership.

10. Vacancy

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at the next Board meeting. If deemed necessary, a special meeting could be called by the President for the purpose of filling the vacant Board position.

11. Forfeiture

Any member of the Executive Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 3 of this Article by October 1st shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately



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proceed to fill the vacancy. The Board may vote to waive automatic forfeiture of a Board position if they deem that special circumstances warrant a waiver.

12. Removal

Any member of the Board of Directors may be removed with cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action.

Article VI

COMMITTEES

1. Committee Formation

The board may create committees as needed, by Board vote during scheduled Board meetings. Committees are created to provide oversight and management of subfunctions of the Corporation, such as:

- Programs
- Communications
- Shows

2. Committee Chairpersons

The Board of Directors vote to appoint the chairperson of each committee at the time of its creation, and in successive years, at the first Board of Directors meeting of the year. The term of Committee chairperson is for one year. Committee chairpersons can be reappointed by the Board without term limits.

3. Committee Members

All members of the LIW are encouraged to participate in committees. Committee members are appointed or removed to each committee by the respective committee chairperson.

4. Committee Termination

The Board may close committees if determined they are no longer needed, by Board vote during scheduled Board meetings.

Article VII

SPECIAL INTEREST GROUPS

1. Special Interest Group Formation

The Board may create Special Interest Groups for members with an interest in a subcategory of general woodworking. Special Interest Groups are created by vote of the Board of Directors at a Board meeting.



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2. Membership in the SIG

All members in good standing are included in the membership of each Special Interest Group.

3. SIG Leadership

Each SIG shall have a President, who is elected by the general membership. As with Board Directors, the nominating committee shall nominate a slate of candidates according to the same procedure for Board Directors. The SIG president may fill additional leadership positions as necessary.

4. Support of the SIGs

The LIW shall support each SIG by providing a monthly meeting location suitable for the size and nature of the needs of the SIG. Rent for the meeting location will be paid for by the general membership dues. The SIG President may submit an annual budget request to the Board of Directors, prior to the first Board meeting of the calendar year.

5. Additional SIG Funds

The SIG may raise funds to meet their needs above and beyond those provided by the Board of Directors. The reason for, and method of raising funds must be submitted by the SIG President to the Board of Directors at a Board of Directors meeting for approval.

6. Termination of SIGs

The board may terminate a SIG if it is determined it is no longer viable, either due to lack of interest or for financial reasons, by Board vote during scheduled Board meetings.

Article VIII
PROPERTY

1. Ownership of Property

From time to time, the LIW may need to purchase items for use during meetings, shows, etc. Any items purchased by the LIW or a SIG will remain the property of the LIW in perpetuity and records shall be kept with an inventory and physical location of the assets. The Vice President shall keep the records and locations of the assets and provide a report to the Treasurer in January of each year. These assets include but are not limited to:

- Hand Tools, Power Tools and Machinery
- Audio / Visual Equipment
- Storage Cabinets and related items
- Computers



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2. Disposal of Property

From time to time, the LIW may need to dispose of its property that is no longer needed. The Board will determine a fair method of disposal of the property. All proceeds of the disposal belong to the LIW. Records shall be kept for all transactions.

Article IX
INDEMINIFICATION

General

The organization agrees to indemnify, defend and save harmless the board members, its officers and directors, from and against all liability, loss, cost or expense (including attorney's fees) by reason of liability imposed upon the Client, arising out of or related to organization's activities, whether caused by or contributed to by the members or any other party indemnified herein, unless caused by the sole negligence of the member or any other party indemnified herein.

Article X
LIABILITY INSURANCE

General Liability Insurance

The Corporation shall provide General Liability Insurance, at a level commensurate with good business practices, to protect any LIW member acting on behalf of the Corporation.

Article XI
BOOKS and RECORDS

1. Meeting Records

The Corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors, General Meetings and SIG Meetings.

2. Financial Records

The purpose of financial management in the operation of all LIW activities is to fulfill the organization's mission in the most effective and efficient manner and to remain accountable to stakeholders, including members and the community. To accomplish this, the LIW shall maintain and provide accurate and complete financial data for internal and external use by the Board of Directors.



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Article XII
AMENDMENTS

1. Articles of Incorporation

The Articles may be amended from time to time by first drafting a proposal of said changes, which is then voted upon by the Board of Directors. If such a proposal is approved, it is then sent to the general membership for approval. The general membership shall be given 14 days notices of the proposed changes, prior to the next general membership meeting. Affirmation by 2/3 of the membership present is required for approval of the proposed amendments.

2. Bylaws

The Bylaws may be amended from time to time by first drafting a proposal of said changes, which is then voted upon by the Board of Directors. If such a proposal is approved, it is then sent to the general membership for approval. The general membership shall be given 14 days notices of the proposed changes, prior to the next general membership meeting. Affirmation by 2/3 of the membership present is required for approval of the proposed amendments.