

BY-LAWS FOR THE VILLAGES WOODWORKERS CLUB, INC.

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THE VILLAGES WOODWORKERS CLUB, INC.

Bylaws

1. NAME AND FORM

Section 1.1 The name of this organization shall be The Villages Woodworkers Club, Inc.

Section 1.2 The Villages Woodworkers Club, Inc., (hereinafter referred to as TVWC) shall be governed by a Board of Directors and shall be presided over by a President and appropriate assisting officers.

Section 1.3 TVWC shall be a single club which operates at multiple locations as authorized by the Board of Directors.

Section 1.4 TVWC is and shall continue to be qualified and operated as a non-profit corporation under the laws of the State of Florida and pursuant to the requirements of Section 501 (c) (3) of the *Internal Revenue Code of 1986*, as amended.

Section 1.5 Any word denoting gender used in these bylaws shall apply equally to either gender as the context may require.

Section 1.6 The fiscal year of TVWC shall run from 1 January to 31 December.

2. OBJECTIVES

Section 2.1 The objectives of TVWC shall be:

Section 2.1.1 To associate congenial persons of good character having a common love and appreciation of carving, turning, stained glass, and general woodworking activity.

Section 2.1.2 To encourage safe use of equipment and to stimulate members to increase their knowledge of and skill in woodworking.

Section 2.1.3 To promote and develop a better understanding of the selection, techniques of proper use and daily maintenance of TVWC equipment.

Section 2.1.4 To encourage its members to render such altruistic or other civic service as they may determine.

3. MEMBERSHIP

Section 3.1 The membership is open to all residents of The Villages thirty (30) years old or older, willing and able to contribute time, energy and skills to the objectives of TVWC and having made the required application to the Office Manager with the appropriate dues and fees necessary for membership.

Section 3.2 There shall be one class of membership and each member shall have all the privileges of membership in TVWC and shall have one vote.

Section 3.3 Every member shall be permitted to use all TVWC locations.

Section 3.4 Only the Board of Directors shall confer honorary membership for one year to persons who are not members of TVWC and who have made a significant contribution to TVWC. An honorary member shall not have a vote and shall not pay fees or annual dues.

Section 3.5 Each member shall:

Section 3.5.1 Complete the Certification Program to affirm that he has been introduced to TVWC tools, equipment and safe practices associated with them.

Section 3.5.2 Read and sign a continuing irrevocable waiver/hold harmless agreement in favor of TVWC.

Section 3.5.3 Perform Monitor duties unless exempt.

Section 3.5.4 Abide by all regulations pertaining to the proper operation of equipment and observe rules necessary to ensure his personal safety and the safety of his fellow members.

Section 3.5.5 Provide a medical release following a medical incident in the woodshop or on TVWC property that requires the completion of an injury report or outside medical attention as specified in the Medical/Guidelines policy.

Section 3.5.6 Have recourse through the Disciplinary Review Policy for issues contrary to TVWC objectives

identified in Section 2.1 and as may be added from time to time.

4. DUES AND FEES

Section 4.1 The annual dues year shall run concurrent with the annual calendar year.

Section 4.2 New members shall be charged the Annual Dues and a Shop Initiation Fee which will be submitted with the application for membership.

Section 4.3 Membership dues and the Shop Initiation Fee paid to TVWC for the ensuing year shall be fixed annually, no later than the September Board of Directors meeting.

Section 4.4 Membership dues shall be due and payable before 1 January. Members failing to pay dues before 1 February shall be removed from the TVWC roster.

Section 4.5 The grace period for paying dues between January 1st and January 31st, shall allow a member to continue his membership, but access to the shop is denied during this period until the dues are actually paid. When special circumstances exist, a written request made by the member failing to pay his dues before 1 February may be submitted to the Board of Directors stating said member's extenuating circumstances. Approval by the Board of Directors to reinstate will be by majority vote. Continuing membership shall be effective upon payment of all dues by said member.

5. TERMINATION OF MEMBERSHIP

Section 5.1 Termination of membership other than described in 4.4 must involve approval by the Board of Directors. Termination shall result from failure or refusal to comply with TVWC Bylaws or any special rules, regulations, or resolutions. Additionally, termination can result from causing conditions that are not in the best interest of TVWC. The action to terminate must be for reasonable cause and shall be confirmed by no less than two thirds of the members of the Board voting in the affirmative. The member may be restricted from the shop pending final resolution.

Section 5.2 A member shall be notified by the Board of Directors of any charge of misconduct or violation that may warrant his termination of membership. Notification of charge

shall be sent within 14 days of the offense upon which said charge is based and shall be sent by certified mail with return receipt requested.

Section 5.3 After receipt of a letter to answer charges to terminate membership, the member shall be allowed to attend the next scheduled Board meeting of TVWC to rebut charges brought against him.

Section 5.4 The charged member shall be allowed the privilege to have appear with him and on his behalf up to two members of TVWC.

Section 5.5 Voluntary resignations and involuntary terminations of members shall not be a cause for the Treasurer of TVWC to return any prepaid dues or fees. Dues cannot be transferred to another member.

6. BOARD CHAIRMAN AND MEMBERS

Section 6.1 TVWC shall be governed by a Board of Directors comprised of members from all woodworking shop locations and shall have responsibility for the control of policy, the oversight of management of operations, supervision and control of leased and/or owned property.

Section 6.2 TVWC Board of Directors shall be composed of twelve (12) members from the membership in good standing. They must be active members of TVWC for a minimum of one year and nominated by the Chairman of the Committee on Nominations, or nominated from the floor, and elected by the membership.

Section 6.2.1 To provide an orderly transition when Board membership is increased, one more director than those with terms ending should be elected every calendar year until the total number of Directors satisfies the specified Board membership.

Section 6.3 Each Board member elected shall serve for three years.

Section 6.4 Board of Directors members shall not serve for two consecutive terms.

Section 6.5 The Board of Directors shall:

Section 6.5.1 Conduct a meeting of the Board of Directors immediately after the Annual Membership meeting and shall elect one Board member as Chairman of the Board.

Section 6.5.2 Require a quorum for any Board of Directors meeting of no fewer than seventy (70) percent of active Board members in good standing.

Section 6.5.3 Appoint a Chairman of the Committee on Nominations at the February Board of Directors meeting who shall be an active member in good standing from the current membership and was a past member of the Board of Directors.

Section 6.5.4 As needed, appoint a Chairman of the Rules Committee to make and amend these bylaws, policies, rules and regulations for its own governance.

Section 6.5.5 Have the privilege to appoint a member in good standing who shall be a past member of the Board of Directors and possesses knowledge related to management of all areas of VWC and who will act as an advisor to the Board Chairperson.

Section 6.5.6 Hold regular and special meetings at such times and places as it may designate.

Section 6.5.7 Determine the need to fill vacant positions on the Board of Directors and then appoint an active member as a Director of TVWC, complying with Section 9.1. A member so appointed will complete the term of the Director being replaced. A replacement Board of Director member will not be eligible to be elected to the next full (3 year) term if the member has served more than 18 months of the current term. A replacement Board of Director member serving less than 18 months will be eligible to be elected to the next full (3 year) term.

Section 6.5.8 Approve all contracts or obligations that may be entered into by TVWC.

Section 6.5.9 Be vested with and have custody of all real property and other assets of TVWC.

Section 6.5.10 Enforce the authority given under these Bylaws and take such action as may be necessary to advance

the best interests of TVWC, to include disciplinary action for violation of TVWC policy and these bylaws, and limiting membership as needed.

Section 6.5.11 Approve the subsequent year budget during the Board Meeting to be held in December.

Section 6.6 All voluntary resignations of the Board of Directors and TVWC Officers must be made in writing to the Chairman or the Secretary.

Section 6.7 The Chairman of the Board shall:

Section 6.7.1 Preside at all Board meetings or appoint a Board member to act as Board Chairman in his absence.

Section 6.7.2 Distribute an agenda to all Board members at least three (3) days before said Board meeting.

Section 6.7.3 Have the authority to appoint a Committee Chairman to investigate, take action or report on matters significant to TVWC.

Section 6.8 A Board of Directors member shall attend all Board and Special meetings when called. Two consecutive or three total absences in one year may result in his dismissal as a Board member. Medical and special extenuating circumstances may exist which may be reason for the Board of Directors to not dismiss the member.

Section 6.9 Removal of a member from the Board of Directors shall require seven members voting in the affirmative.

7. OFFICERS AND COMMITTEES

Section 7.1 All Officers are designated officers for all woodworking shop locations.

Section 7.2 The President shall:

Section 7.2.1 Be responsible for daily overall management of TVWC.

Section 7.2.2 Preside at the general membership meetings and other meetings needed to implement policy and coordinate effectively the objectives of TVWC and the Board of Directors.

Section 7.2.3 Serve ex officio as a member of the Board of Directors without voting privileges.

Section 7.2.4 Be cognizant that the mark of a good leader is to permit the voice and articulation of the minority while encouraging the acceptance of the rule of the majority.

Section 7.2.5 Have the right to cast his vote only to break a tie vote at all meetings and all committees of TVWC of which he is an ex officio member with the exception of the Committee on Nominations, the Rules Committee and the Board of Directors.

Section 7.2.6 Have the authority to appoint Committee Chairmen to investigate, take action or report on matters significant to TVWC.

Section 7.2.7 Have the authority to appoint any such assistants necessary for the efficient operation of the Club.

Section 7.2.8 Have responsibility for appointing managers who report directly to the President (e.g Maintenance, Special Projects, Lumber, Toy Group, Turners Group, Carvers Group, Stained Glass, Tool Crib, Information Technology, Public Relations, Library and Woodworking Technology Departments)

Section 7.2.9 Be the custodian, keep accurate inventories and determine the location of property belonging to TVWC.

Section 7.2.10 Upon leaving office, convey all correspondence and papers of office that may be of current and historical nature to the incoming President for his safekeeping.

Section 7.3 The Vice-President shall:

Section 7.3.1 In the temporary absence or incapacity of the President, perform the duties and exercise the powers of the President.

Section 7.3.2 Have responsibility for appointing Managers who report directly to the Vice President (e.g Education,

Procurement, Office Management, Monitor Training and Safety Departments.)

Section 7.3.3 Perform such duties as may be assigned by the President.

Section 7.3.4 Upon leaving office, convey all correspondence and papers of office that may be of current and historical nature to the incoming Vice-President for his safekeeping.

Section 7.4 The Secretary shall:

Section 7.4.1 Transcribe accurate minutes for all regular membership, special and Board meetings.

Section 7.4.2 Establish a roll call of officers that attend all called meetings and maintain a list of members who have been appointed to committees.

Section 7.4.3 Maintain minutes for all membership, special and Board meetings as well as a copy of the current by-laws and approved proposals.

Section 7.4.4 Assure that bylaws are published on the website within fourteen days of approval by the general membership.

Section 7.4.5 In the temporary absence or incapacity of the Vice-President, perform the duties and exercise the powers of the Vice-President.

Section 7.4.6 As prescribed by the President, read all pertinent correspondence at regular meetings, send out notice of Board of Directors and Executive Operating Committee (EOC) Meetings and perform other club correspondence as requested.

Section 7.4.7 Perform such duties as may be assigned by the Board of Directors.

Section 7.4.8 Have the option of appointing an assistant secretary.

Section 7.4.9 Upon leaving office, convey minutes of all past meetings, correspondence and all other papers of

current and historical importance, to the incoming Secretary for his safekeeping.

Section 7.5 If appointed, an Assistant Secretary shall:

Section 7.5.1 Perform the duties of the Secretary in his absence.

Section 7.5.2 Perform such duties as may be assigned by the Secretary.

Section 7.5.3 Upon leaving office, convey minutes of all past meetings, correspondence and all other papers of current and historical importance, to the Secretary for his safekeeping.

Section 7.6 The Treasurer shall:

Section 7.6.1 Report directly to the Board of Directors.

Section 7.6.2 Receive and make deposits of all checks and cash collected as assets of TVWC, keeping a record of all checks before deposit is made.

Section 7.6.3 Pay by check when possible, all invoices when accompanied with receipts and when clearly authorized by an area manager. (Also See Section 8). Expenditures presented for payment without proper receipts will be paid only after approval has been given to do so by the President.

Section 7.6.4 Provide a financial report at each Board of Directors meeting. Present an audited financial statement at the Board meeting prior to the Annual election of the Treasurer.

Section 7.6.5 Record and maintain all financial records as recommended and accepted by GAAP (General Accepted Accounting Principles) and correspond with all local, state and federal agencies when, and as necessary, to maintain TVWC as a not-for-profit corporation.

Section 7.6.6 Present for approval to the Board of Directors any expense over \$500 NOT already contained within the approved budget.

Section 7.6.7 With input from area managers, develop and submit to the Board of Directors a budget for the subsequent year no later than the date of the October Board of Directors meeting.

Section 7.6.8 Perform such duties as may be assigned by the Board of Directors or the President.

Section 7.6.9 Have the option of appointing an assistant treasurer.

Section 7.6.10 Upon leaving office, convey to the incoming Treasurer, all financial records, correspondence and all other papers of current and historical importance for his safekeeping.

Section 7.7 If appointed, an Assistant Treasurer shall:

Section 7.7.1 Perform the duties of the Treasurer in his absence.

Section 7.7.2 Perform such duties as may be assigned by the Treasurer.

Section 7.7.3 Upon leaving office, convey all correspondence and papers of office that may be of current and historical nature to the Treasurer for his safekeeping.

8. CHECK AUTHORIZATION

Section 8.1 All checks written to satisfy the liabilities of the TVWC must have the following signatures:

Section 8.1.1 All checks written for less than \$500 require only one authorized signature by either the President of the TVWC or the Vice President in the Presidents Absence (see Section 7.3.1), the Chairman of the TVWC Board of Directors, the Treasurer of the TVWC, or one member of the Board of Directors of TVWC appointed and authorized by the Board of Directors of the TVWC.

Section 8.1.2 All checks written for \$500 or more require two of the authorized signatures cited in 8.1.1.

9. MEETINGS, NOTICE AND QUORUMS

Section 9.1 The rules contained in the most current edition of *Robert's Rules of Order* shall govern in all cases except where they are inconsistent with these bylaws and any special rules of order which TVWC may adopt.

Section 9.2 Unless otherwise provided by the members or the President, the order of business at all membership meetings of TVWC shall be:

1. Written department reports are distributed when applicable.
2. Unfinished Business.
3. Presentations pertinent to members.
4. Elections (only at the annual meeting).
5. New Business
6. Adjournment

Section 9.3 Regular membership meetings of TVWC will be held each month at a time and place designated by the President except that the President, with approval of the Board of Directors, shall have the authority to eliminate summer meetings.

Section 9.4 Special meetings of TVWC may be called at any time and place designated by the President or Chairman of the Board.

Section 9.5 Special meetings may be called by the active members by submitting a written request stating an explanation or justification signed by at least fifty (50) members from TVWC active membership in good standing and filed with the Secretary no less than 10 days before said meeting date.

Section 9.6 TVWC election of the Board of Directors and Officers of TVWC shall be conducted during the annual meeting held in January.

Section 9.7 Voting at membership meetings shall be only by qualified members in good standing. A voter shall be in attendance at the time the vote is taken unless provision for absentee voting has been made.

Section 9.8 After the nominations for directors and officers have been announced, voting by absentee ballot may be permitted. Absentee ballots shall be provided ten (10) days before the date of the Annual Meeting. To be counted absentee ballots shall be returned to the Secretary before the votes at the Annual Meeting have been tabulated

Section 9.9 A quorum at any regular or special meeting of TVWC shall not be fewer than 10% of the membership or seventy-five (75) current members in good standing, whichever number is smaller. In the case of elections, an absentee ballot by a member in good standing shall count towards the quorum.

Section 9.10 A quorum at a committee meeting shall not be fewer than the majority of the number of Committee members.

10. NOMINATIONS AND ELECTIONS

Section 10.1 Members of TVWC shall be qualified for nomination and election to the Board of Directors or as an Officer of TVWC if he has been an active member in good standing for one (1) year and affirms he is willing to serve before being nominated.

Section 10.2 A member shall only be eligible for election to the Board of Directors or as an Officer of TVWC if he is nominated by the Committee on Nominations or by being nominated from the floor only during the December membership meeting. If nominated from the floor, the member nominated must meet the same qualifications as stated in section 10.1.

Section 10.3 The Chairman of the Committee on Nominations shall name members in good standing from each TVWC site who are not currently an Officer or a Director of TVWC to his committee soon after his appointment.

Section 10.4 The Nominating Committee shall:

Section 10.4.1 Conduct a one-on-one discussion with each candidate for nomination to ascertain his qualification as a member of the Board of Directors and/or for the TVWC offices (See section 10.1).

Section 10.4.2 Nominate a slate of candidates containing at least one more candidate than is necessary to fill the vacancies on the Board of Directors.

Section 10.4.3 Nominate a slate of names, at least one for each office, of the president, vice-president, secretary and treasurer to be elected for the subsequent year.

Section 10.4.4 Nominate members to the Board of Directors and to each TVWC office at the December membership meeting. Further nominations to the Board of Directors and

to TVWC offices will be accepted from the floor only at the December membership meeting.

Section 10.4.5 In the event of a nominee refusing nomination, or becoming incapable of serving in office, nominate a replacement.

Section 10.5 A member of the Committee on Nominations shall not be nominated to the Board of Directors or to a TVWC office during his year of tenure.

11. Bylaws

Section 11.1 The bylaws of TVWC may be reviewed at any time by a Rules Committee whose Chairman is appointed by the Chairman of the Board of Directors. The Chairman of the Rules Committee shall appoint members as needed. This committee shall convey all proposed changes to the Board of Directors for its approval.

Section 11.2 After the Board of Directors has approved the proposed changes they shall be posted on TVWC bulletin board and published on the TVWC website no less than 15 days before the date of the designated membership meeting for approving changes. Changes to the bylaws shall require approval by a two-thirds vote of the members attending the general meeting to accept the changes.

12. Miscellaneous

Section 12.1 All proposals requiring action by the Board of Directors must be presented to the Board and cannot be acted upon any sooner than the next Board meeting except for those issues requiring immediate action.

Section 12.2 Any oral or written correspondence by a member with non-TVWC groups or individuals, public or private, which represents any official TVWC policy or position or which implies that the member is an official representative of TVWC shall have the prior approval of the Chairman of the Board of Directors, Board of Directors or President of TVWC. Failure to obtain prior approval will result in disciplinary action by the Board of Directors, up to and including dismissal from the club.

Section 12.3 Unless otherwise approved in advance by the Board of Directors, all services performed for TVWC by its members shall be without monetary compensation of any kind.

Section 12.4 Except for items produced by members to be sold under the auspices and support of TVWC, members may not receive personal monetary compensation or personal gain of any sort for item(s) produced at a TVWC shop. Such action may result in disciplinary action.

Section 12.5 No person shall take advantage of TVWC membership status or its list of members in order to achieve personal gain or remuneration which would otherwise be unavailable.

Section 12.6 No member of TVWC shall have, as an individual, any interest in or title to the assets of TVWC.

Section 12.7 The official website of TVWC shall be called The Villages Woodworkers Club, Inc.

13. DISTRIBUTION OF ASSETS AFTER TERMINATION

Section 13.1 In the event of the dissolution of TVWC, all remaining assets after payment of all liabilities then belonging to TVWC shall be assigned to an institution which qualifies for tax exemption under Section 501 (c) (3) of the *Internal Revenue Code of 1986*, as amended, or by such other section of the code by which TVWC is exempt. The recipient of such assignments shall be selected by the Board of Directors.

Approved _____