

BYLAWS
OF
THE WOODWORKERS CLUB OF HOUSTON, TEXAS, INC.

ARTICLE I: Name

The name of this organization shall be The Woodworkers Club of Houston, Texas, Inc. Hereinafter it is referred to as the Club.

ARTICLE II: Objectives

The objectives of the Club shall be to promote woodworking by providing an educational forum for the exchange of ideas in order to help members and the public learn and improve woodworking skills and techniques and to promote safer woodworking habits and conditions. This education takes place at Club meetings as well as community outreach programs. The Club also creates woodworking items, primarily toys for children, and donates these to other exempt organizations.

ARTICLE III: Members

Section 1. Membership Eligibility and Admission.

Any person interested in woodworking may become a member of the Club. No person shall be denied membership on the basis of, including, but not limited to, race, color, religion, gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, military status, or knowledge of woodworking. Upon completion of an application and payment of dues, a person is granted all rights and privileges inherent as a member of the Club.

Section 2. Privacy Policy.

Neither the Club nor any member shall release membership lists, member names, or contact information to any third party. Club use of member names and photos for publications intended for non-members, for example as part of a publicity release, shall require written consent of the member(s) involved. The Club assumes member consent for use of names and/or photos in publications intended primarily for members (e.g., the newsletter, membership book, and website). The club shall not use the name or photo of any member who submits a written request to that effect to the Publications Director.

Section 3. Dues.

The annual dues shall be established by the Executive Board with the approval of a majority vote of the members. These dues shall be payable in advance on or before January 31st of each year. For any new member joining after January 31st, dues shall be pro-rated per a schedule approved by the Executive Board. Any member with dues in arrears after the last day in February shall have their membership rights and privileges automatically suspended. Suspension of a member for non-payment of dues shall be rescinded upon payment of dues in full without prorating of their dues. If a suspended Club member has not paid their dues by December 31st, he or she shall automatically be dropped from membership in the Club. A person dropped from membership may return to membership by completion of a new application and payment of dues, without pro-rating, only for the year that they return.

Section 4. Lifetime Achievement Membership.

Upon a member's signed letter of recommendation received by the Executive Board prior to December 1st, and by two-thirds vote of the Executive Board meeting in executive session, Lifetime Achievement Membership may be conferred upon another member who has rendered notable service to the Club for a minimum of five years. Lifetime Achievement Members shall be exempt from paying annual dues. Only one Lifetime Achievement Membership may be conferred per year. The award shall be presented at the Club's January meeting.

Section 5. Quorum.

A quorum of the membership at any Club meeting shall consist of at least twenty-five percent of the current membership.

Section 6. Disruptive Members.

Any member deemed to be sufficiently disruptive may have their membership revoked by consensus vote of the Executive Board in Executive session. Some examples of disruptive behavior include threats, violence and theft. A member removed in such

manner will be notified by both USPS Certified mail and First Class mail. A person whose membership has been revoked for disruptive behavior may appeal this decision by letter submitted either in person or by electronic means, regular mail, or delivery service and received by the Executive Board within 30 days of the member's receipt of notification. A consensus vote by the Executive Board, meeting in executive session, to uphold or to rescind the revocation of membership shall be binding. No refund of dues shall be made to a person whose membership has been revoked for disruptive behavior, and such person shall not be accepted as a member at a later date.

ARTICLE IV: The Executive Board

Section 1. Composition.

The nine officers of the Club shall constitute the Executive Board. Hereinafter referred to as the Board.

Section 2. Duties and Powers.

The overall purpose of the Board is to plan, organize, staff, direct, and control those activities necessary to fulfill the Club's objectives. The Board shall have general supervision of the affairs of the Club between the Club's meetings, establish the hour and place of Club meetings, make recommendations to the Club members, and perform other such duties as are specified in these bylaws. All officers shall have an equal vote in Board proceedings.

Section 3. Meetings.

Regular monthly meetings of the Board shall have a place, date, and time as approved by the Board. Special meeting of the Board may be called by the President or shall be called upon written request of five board members.

Section 4. Quorum.

A quorum of the Board shall be five members.

Section 5. Executive Session.

Board meetings shall normally be open. If, during the course of a Board meeting, discussion focuses on an issue where privacy or confidentiality is a concern, an executive session may be declared by vote of two-thirds of the Board members present. All non-Board members shall exit the meeting until such time as the executive session has ended.

Section 6. Expenditures.

Section 6.1. Authorization and Accounting.

Board members, chairpersons, committee members or Club members may spend club funds or financially obligate the Club only with prior authorization by the Board.

Expenses up to \$500 must be pre-approved by two or more Board members. Amounts over \$500 must be approved by a quorum of the Board. A detailed accounting of all completed transactions by the purchaser shall be submitted to the Treasurer in writing prior to payment or reimbursement.

Section 6.2. Compensation

No part of the net earnings shall benefit or be distributable to the club's members, officers or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the activities of the Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Club shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Section 6.5. Payment.

The Treasurer shall pay authorized financial obligations with a check co-signed by any two of the following Board members: the President, the Immediate Past President, or the Treasurer.

ARTICLE V: Officers

Section 1. Officers and Duties.

The officers of the Club shall be a President, a Vice President, a Secretary, a Treasurer, a Publications Director, and four Directors. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Club.

Section 2. Nomination Procedure and Time for Elections.

The President shall recommend and, following approval of the Board, appoint the chairperson of the Nominating Committee by the last day of February. This chairperson shall, without approval of the Board, select three additional committee members by March 31st. Neither the chairperson nor any member of the Committee shall be a member of the Board. The nominating committee shall present a slate of nominees at the Club's November meeting. This slate shall include a candidate for President, Vice-President, Secretary, Treasurer, Publications Director, and one director. The slate may also include nominees for additional Directors as described below.

The current President, Vice President, Secretary, and Treasurer shall normally pass without election to the succeeding Board for a one-year term as Directors and shall be identified as the Immediate Past President, Immediate Past Vice President, Immediate Past Secretary, and Immediate Past Treasurer. If any of these current officers are included in the committee's slate, such officer(s) shall forfeit succession to Director. The committee's slate shall include an additional nominee for Director in lieu of each such officer.

Additional nominations from the floor shall be permitted at the Club's November meeting, providing each nominee agrees to serve and receives a second to their nomination. If the current President Secretary, and/or Treasurer accepts nomination from the floor for the same or different office, such officer(s) shall forfeit succession to Director, and a nominee for Director to serve in lieu of each such officer shall be obtained from the floor. The complete list of nominees, by office, shall be published in the Club's December newsletter.

Section 3. Ballot Election, Term of Office.

If there are multiple nominees for one or more offices, all officers shall be elected by secret ballot at the Club's December meeting. If no office has multiple nominees, election shall be by voice vote at the Club's December meeting. Officers shall serve for one year or, if there is a disruption in the election cycle, until their successor is elected. Their normal term of office shall be January 1st through December 31st.

Section 4. Vacancies.

A vacancy in the President's office shall be filled by advancement of the Vice-President. For all other offices, the President shall recommend and, following approval by the Board, appoint a Club member to fill the vacancy. The term of an officer filling a vacancy shall begin immediately upon their advancement or appointment and continue through December 31st, or, if there is a disruption in the election cycle, until their successor is elected.

Section 5. Office-Holding Limitations.

No Club member shall hold more than one office at a time, and no Club member shall be eligible to serve as an officer more than three consecutive years with the following exception: A President, Vice President, Secretary, or Treasurer who has reached the three year limit may assume a Director position as Immediate Past President, Immediate Past Vice President, Immediate Past Secretary, or Immediate Past Treasurer without election for one more year. A former officer shall not be appointed or elected to any Club office for one full election cycle after their date of leaving office.

ARTICLE VI: Meetings

Section 1. Regular Meetings.

Regular monthly meetings of the Club shall have a place, date, and time as approved by the Board.

Section 2. Annual Meeting.

The regular meeting of the Club in December shall be designated as its annual meeting and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.

Section 3. Special Meetings.

Special meetings of the Club may be called by the President and shall be called upon written request of five members of the Board or upon written request of twenty-five per cent of the Club's current membership. The purpose of the meeting shall be stated in its call. Except in cases of emergency, at least three days notice shall be given in advance for any special meeting.

ARTICLE VII: Duties of Officers

Section 1. The President.

In addition to duties prescribed elsewhere in the bylaws, the President shall:

- . Preside at all meetings of the Club and the Board;
- . Upon approval of the Board, sign all contracts and financial obligations of the Club;
- . Represent the Club at meetings with other organizations and/or events unless special representatives are elected or appointed for such purpose;
- . Report to the Board and/or the Club members, as appropriate, on outside activities performed in the name of the Club;
- . Generally supervise and keep informed and involved with all activities of the Club, and,
- . Perform other duties as directed by the Board.

Section 2. The Vice-President.

In addition to duties prescribed elsewhere in these bylaws, the Vice-President shall:

- . Perform the duties of the President during the President's absence;
- . Serve as an ex-officio member of a standing committee;
- . Perform the duties of the Program Coordinator including:
- . Prepare and schedule programs for the Club's monthly meetings and special events as directed by the Board; and,

- . Coordinate the Club's programs and activities with outside individuals and/or organizations.

- . Maintain records of programs and contacts; and,

- . Perform other duties as directed by the Board.

Section 3. The Secretary.

In addition to duties prescribed elsewhere in these bylaws, the Secretary shall:

- . Record the minutes of all meetings of the Board and file these minutes in Club's minute book.

- . Prepare ballots, as necessary, for Club elections;

- . Act as custodian of all Club records except financial records;

- . Serve as an ex-officio member of a standing committee; and,

- . Perform other duties as directed by the Board.

Section 4. The Treasurer.

In addition to duties prescribed elsewhere in these bylaws, the Treasurer shall:

- . Collect appropriate dues from each Club member;

- . Serve as an ex-officio member of the Membership Committee;

- . Maintain an up-to-date list of Club members including contact and other information appropriate to the objectives of the Club;

- . Collect the funds from all Club sponsored activities and issue receipts for all funds collected;

- . Deposit, manage, and monitor Club funds in a financial institution approved by the Board;

- . At each meeting of the Board, submit a written report on the financial condition of the Treasury which shall include receipts, expenditures, and bank balances;

- . At the December meeting of the Board, provide a proposed budget of the Club's activities for the next year;

- . Act as President at the regular Club meetings and meetings of the Board in the event the President and Vice-President are absent or otherwise unable to preside; and,

- . Perform other duties as directed by the Board.

Section 5. The Publications Director.

The Publications Director shall:

- . Serve as chair of the Publications Committee;
- . Be responsible for the development and dissemination of all Club publications; and,
- . Perform other duties as directed by the Board.

Section 6. The Directors.

Each Director shall:

- . Serve as an ex-officio member of a standing committee; and,
- . Perform other duties as directed by the Board.

ARTICLE VIII: Committees

Section 1. The President shall recommend and, following approval of the Board, appoint the chairperson of the Nominating Committee as described in Article V, Section 2. The President shall also recommend and, following approval of the Board, appoint chairpersons of the following standing committees and panels by the December meeting of the Board, or as the need arises.

- . The Library Committee
- . The Master of Ceremonies Committee
- . The Membership Committee
- . The Publications Committee
- . The Raffle Committee
- . The Technology Committee
- . The Woodworker of the Year Panel of Judges

Section 2. The President may, with approval from the Board appoint other committees as the need arises.

Section 3. Chairpersons of the standing committees shall appoint additional members with the assistance of the Board.

Section 4. Activities of the Club's Committees shall be determined by the Board and thereafter be carried out by the chairpersons and members appointed to the committees.

ARTICLE IX: Awards

Section 1. Woodworker of the Year.

The Woodworker of the Year Award is presented to the Club member who demonstrates the finest woodworking craftsmanship through participation in the Club's Show and Tell programs. This award shall be presented at the Club's January meeting.

Section 2. Golden Hammer.

The Golden Hammer Award is presented to a Club member for recognition of his or her service to the Club in the previous 12 months. Nominations are made by the Board at its November meeting. The Board votes by secret ballot in an executive session at its December meeting. In the event of a tie, multiple awards shall be made. Members of the Board who may be candidates for this award are excused from this executive session. The award shall be presented at the Club's January meeting.

Section 3. Other awards.

The Board may make other awards to members of the Club who have made significant contributions towards achieving the Club's objectives. Such awards shall be presented at the Club's January meeting, or at the Board's discretion.

ARTICLE X: Insurance

Section 1. Indemnification of Directors.

At a time or times of its choosing, the Club, through action of its Board, may indemnify members of the Board against any third-party claims and demands for money, other damages, injunctions and any other assertions, legal or equitable, in which some degree of personal liability could attach, and the Club and/or its insurer will at all times defend against all such claims, demands and/or litigation

Section 2. Liability Coverage.

At a time or times of its choosing, the Club, through action of its Board, may obtain Liability insurance.

ARTICLE XI: Splinter Groups

When specific and/or special interests of Club members become apparent and those interests are consistent with the Club's objectives, the Board may authorize the formation of one or more splinter groups. Each splinter group's activities shall be conducted in the spirit of the Club's objectives. No additional restrictions shall be placed on splinter groups. The Club assumes no responsibility or liability for the activities or conduct of splinter groups.

ARTICLE XII: Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Club in all cases in which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Club may adopt.

ARTICLE XIII: Amendments

An amendment to these bylaws may be proposed in writing by five members of the Board or by written request signed by twenty-five percent of the Club's current membership. Any such proposed amendment shall be discussed during the next scheduled board meeting. If approved by majority vote of the Board, the amendment shall be presented to the Club members with a recommendation of passage at the next scheduled Club meeting at which a quorum is present, and approved by a two-thirds vote of the members present.

ARTICLE XIV: Dissolution

Upon the dissolution of the Club, after paying or making provisions for payment of all Club liabilities, the Board shall distribute all remaining Club assets for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

ARTICLE XV: Approval of Bylaws

These bylaws shall be deemed to have been adopted upon their approval by, given a quorum, a majority of the members present at the Club's meeting on October 8, 2016.