

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. Hereafter 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 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 charitable 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 Club members. These dues shall be payable in advance on or before the last day of February of each year. For any new member joining after the last day of February, dues shall be pro-rated according to the number of months remaining in the year. Any member with dues in arrears after the last day in February shall be dropped from Club membership and will not be listed in that year's Club membership directory. A dropped member who rejoins during the same calendar year must pay the full year's dues without prorating.

Club members rejoining at any time after the year of their dropped membership shall be treated as new members. They must complete a membership application and pay the appropriate pro-rated membership fee.

Section 4. Lifetime Achievement Membership.

The Lifetime Achievement Membership may be conferred upon a 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. A maximum of one Lifetime Achievement Membership may be conferred per year. The award shall be presented at the next Club meeting after the Board votes on the award.

Any member in good standing may recommend another member for a Lifetime Achievement membership. Recommendations must be received by the Board before December 1st each year and may be submitted via written communication to a Board member (letter or email) or may be presented in person at a Board meeting.

Award of the Lifetime Achievement recognition shall require a two thirds vote of the Executive Board meeting in executive session.

If conferred in January, the Lifetime Achievement Membership will be presented by the Past President. Otherwise, it will be presented by the current President.

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. Hereafter 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 have 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 request of any Board member present. A vote shall not be necessary. 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 of the Board. Ad Hoc expenses up to \$500 must be preapproved by two or more Board members. Expenses up to \$500 in support of ongoing Club programs which have a pre-approved budget (for instance, the toy program) do not require pre-approval provided the annual budgeted amount will not be exceeded. 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, the Club shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Club.

Section 6.3: Payment

The Treasurer shall pay authorized financial obligations with a check co-signed by any two of the following Board members: the President, Past President, or Treasurer. If the Past President is unable to fulfill their obligations to the Board, a Club member may be nominated by the President and approved by the Board to fill the position.

ARTICLE V: Officers

Section 1. Officers and Duties.

The officers of the Club shall be a President, Vice President, Secretary, Treasurer, the Past President 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 appoint the chairperson of the nominating committee by the last day of June. This chairperson shall, without approval of the Board, select a minimum of two and a maximum of three additional committee members by September 30th. 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. The slate shall include candidates for President, Vice-President, Secretary, Treasurer and four or five at-large Directors.

The current President shall pass without election to the new Board as Past President for a single year and is not subject to Office Holding Limitations as described in Section 5 below. If the Past President has served their single term, and the current President is re-elected, then an additional at-large Director position shall be included in the slate of candidates.

Additional nominations from the floor shall be permitted at the Club's November meeting, provided each nominee is in good standing, agrees to serve and receives a second to their nomination. 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, the 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 and Directors, the President shall recommend and, following approval by the Board, appoint a Club member to fill the vacancy. The term of an officer or Director 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 elected office at a time, and no Club member shall be eligible to serve as an officer or Board member for more than three consecutive years. A term-limited Board member shall not be appointed or elected to any Club office for one full election cycle after their date of leaving office. If the President has reached their three-year limit, they may still pass to the role of Past President for a single term.

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

- Participate in monthly and special Board meetings.
- Perform the duties of the President during the President's absence.
- 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.
 - Coordinate the Club's activities with outside individuals and/or organizations.
 - Maintain records of programs and contacts
- Perform other duties as directed by the Board.

Section 3. The Secretary.

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

- Participate in monthly and special Board meetings.
- Record the minutes of all meetings of the Board and file these minutes on the Club's Google drive or other such digital medium as shall be used in the future.
- Prepare ballots, as necessary, for Club elections.
- Act as custodian of all Club records except financial records
- Perform other duties as directed by the Board.

Section 4. The Treasurer.

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

- Participate in monthly and special Board meetings.
- Collect appropriate dues from each Club member.
- 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 amounts over \$50 and for smaller amounts, if so requested.
- 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.
- Perform other duties as directed by the Board.

Section 5: The Directors

Each Director shall:

- Participate in monthly and special Board meetings.
- Perform other duties as directed by the Board.

ARTICLE VIII: Committees

Section 1

The President shall appoint the chairperson of the Nominating Committee as described in Article V, Section 2

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

Section 3. Chairpersons of the 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 annually to the Club member who demonstrates the finest woodworking craftsmanship during the year through presentation of newly completed work to the Club. This includes Show and Tell programs, and presentations at Club meetings and workshops. This award shall be presented by the Past President at the Club's January meeting.

Nominations for the award shall be made by a committee consisting of the previous three winners of the award. Voting on the award will take place at the November meeting of the Club.

Section 2. Golden Hammer.

The Golden Hammer may be awarded to a Club member in recognition of exceptionally meritorious service to the Club. The Golden Hammer may or may not be awarded in a given year.

Nominations are made by the Board at its November meeting. The Board votes on the Golden Hammer in executive session at its December meeting. Voting shall be by secret ballot. The Secretary shall be responsible for counting the votes. If there is a tie in the vote, the tie shall be broken by canvassing votes from all nine Board members, including those not present at the December meeting.

Current Board members shall not be eligible for the Golden Hammer.

If awarded, the Golden Hammer shall be presented by the Past President at the January Club 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 may purchase insurance to 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

Any member may propose an amendment to these bylaws. The proposal must be made in writing (email is acceptable) to the President or any other Board member. Any such proposal must show the exact text of the proposed amendment, must compare it to the existing bylaws and must provide reasons why the change is justified.

Amendments presented in this way 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. A two-thirds vote of the members present shall be necessary for approval.

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 members present at the Club's meeting on October 8, 2016.

Any future amendments shall go into effect immediately after the required two thirds vote at a Club regular or special meeting.

The official copy of the bylaws, as amended, shall be posted to the Club's Google drive, and to the Club website. A note shall be added to indicate the date of adoption of any revisions.