

**BY-LAWS
OF
GRANITE STATE WOODTURNERS**

Revision dated Feb. 4, 2021.

**ARTICLE ONE
OFFICES AND PURPOSES**

Section 1. Office: The principal address of the Granite State Woodturners (GSWT) shall be the address of its current President.

Section 2. Organization: The GSWT is organized exclusively for educational purposes. Its mission is to educate woodturners, its members and the public, in the art and craft of woodturning. GSWT will encourage, provide and facilitate the establishment of training programs for woodturners; disseminate information about technique, safety, sources of material and equipment; expose the art of woodturning to the public; and serve as a center of information about woodturning for members, schools, galleries, interested groups and the general public.

Section 3. Associations: The GSWT is an affiliate chapter of the American Association of Woodturners (known hereafter as the AAW) and a sub-group of the Guild of New Hampshire Woodworkers (known hereafter as the Guild).

**ARTICLE TWO
MEMBERSHIP, DUES AND VOTING RIGHTS**

Section 1. Membership: A member is any person, business, or corporation who is interested in woodturning and is a concurrent member in good standing of the Guild of New Hampshire Woodworkers, OR of the American Association of Woodturners.

Section 2. Voting Rights: A member shall have the right to one (1) vote on any issue that may come before the membership.

Section 3. Dues and Fees: A member must pay annual dues to the Guild of New Hampshire Woodworkers OR to the American Association of Woodturners.

Section 4. Default and Termination of Membership: Any default in the payment of dues for a period of two months shall result in suspension of all membership rights until such dues are paid.

ARTICLE THREE BOARD OF DIRECTORS AND OFFICERS

Section 1. General Powers: The affairs of the GSWT shall be managed by its Board of Directors, consisting of both elected officers and appointed directors-at-large.

Section 2. Election, Appointment, Tenure and Removal:

A. Officers: The elected officers of the GSWT shall be no fewer than four (4) individuals. The elected officers shall serve in the positions of President, Vice President, Secretary and Treasurer.

Officers shall be elected by an affirmative majority vote of the membership present at the annual membership meeting in September and shall take office following the vote.

The term of office for an elected officer shall be one year or until the election or appointment of his/her successor.

All elected officers (4) shall be members of both the GNHW and the AAW.

Elected officers may be removed from office by an affirmative vote of the majority of the membership present at a special membership meeting called for that purpose whenever the best interests of the GSWT would be served thereby.

B. Directors-at-large. Additional directors-at-large will be appointed by the elected officers to create a Board of Directors consisting of not less than seven (7) members. The appointed directors shall be members of GSWT.

The term of office for directors-at-large shall be one year or until the appointment of his/her successor. Any member appointed to any position by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the GSWT would be served thereby.

Section 3. Meetings: The Board of Directors shall meet at least once annually at such time and location as the chairman of the Board of Directors may designate.

Section 4. Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 5. Voting: Each member of the board of directors present at a meeting of the Board shall have one vote in any matter before the board.

Section 6. Vacancies: Any vacancy occurring on the Board of Directors shall be filled by appointment by the remaining members of the Board of Directors. Such an appointment shall complete the term of that vacancy.

Section 7. Compensation: The members of the Board of Directors shall not receive any compensation for their services. However, the GSWT may authorize reimbursement for actual sums expended on behalf of the organization. These sums shall be paid by the Guild for a pre-authorized or customarily authorized expenditure.

Section 8. Officers: President, Vice President, Secretary and Treasurer shall serve as elected officers of the GSWT, as described herein:

President - The President shall be the principal executive officer of the GSWT and shall serve as the Chairman of the Board of Directors. The President shall supervise and control the day to day business and affairs of the GSWT and shall conduct all meetings.

Vice President - The Vice President shall conduct all meetings in the absence of the President and, in the event of the President's death, inability, resignation, or removal, shall accede to the office of President. The Vice President shall perform such other duties as may be assigned by the President or the Board of Directors.

Secretary - The Secretary shall keep the minutes of all meetings. The Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Board of Directors.

Treasurer - The Treasurer shall collect all fees and other moneys associated with the operations of the GSWT. The Treasurer shall keep a current and accurate account and record of all moneys that flow through the GSWT. Excluding petty cash, all funds will be transferred to the Guild, to be held in a GSWT account. Authorized expenditures on behalf of the GSWT will be made by the Guild from the GSWT account. The Treasurer shall make a verbal report of the status of the GSWT account at each membership meeting. The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the President or the Board of Directors.

ARTICLE FOUR CONTRACTS, GIFTS AND GRANTS

Section 1. Contracts: All GSWT contracts will be in the name of and executed by the Guild of New Hampshire Woodworkers.

Section 2. Gifts and Grants: On behalf of the GSWT, the Board of Directors may accept any contribution, grant, gift, bequest, or device for any purpose of the GSWT. Prior to acceptance, such contributions shall be reviewed for potential risk or additional liability by the Guild Board of Directors. Contributions shall be held in the GSWT account.

ARTICLE FIVE MEMBERSHIP MEETINGS

Section 1. Annual Membership Meeting: The annual membership meeting shall be in September on such date as the Board of Directors may prescribe. The election of officers shall occur at the annual membership meeting.

Section 2. Voting. Members in good standing are entitled to vote as provided in these Bylaws.

Section 3. Quorum. Approval of any matter brought before the membership shall require an affirmative vote of a majority of the members present and voting at the annual membership meeting.

Section 4. Invitation to Nominate: Notification of invitation to nominate potential officers shall be extended to the membership no less than 60 days (2 months) prior to the annual membership meeting. Nominations shall be forward to the Board of Directors.

Section 5. Nominations: Nominations so forwarded shall be vetted for membership by the Board of Directors in accordance with these By Laws. Nominations shall be made public to the membership by notification no less than 45 days (6 weeks) prior to the annual membership meeting.

Section 6. Invitation to Vote: Notification of invitation to vote shall be made no less than 30 days (1 month) prior to the annual membership meeting.

Section 7. Voting. Voting shall occur at the annual membership meeting. Voting results shall be published to the membership by normal means not more than ten (10) days after the annual membership meeting. Newly elected officers shall take office at the close of that meeting.

In the event of extraordinary circumstances, voting by remote means shall occur no less than 14 days (2 weeks) prior to the expected date of the annual membership meeting. Remote voting shall be allocated a time frame of not less than 10 days prior to the scheduled date of the annual membership meeting. Remote voting results will be tabulated by assignation by the Board of Directors. Remote notification of voting results shall then follow no less than 10 days after the scheduled date of the annual membership meeting.

Section 8. Membership Meetings: The Board of Directors shall conduct meetings for the membership at such time and location as they may determine. These meeting shall be for the purpose of educating members, woodturners and the public about the art and craft of woodturning. Meetings shall be open to members and non-members alike without charge. Additional matters may be brought before the membership for approval by a majority of the membership present at that meeting.

ARTICLE SIX AMENDMENT OF BYLAWS

Section 1. By petition, these bylaws may be altered, amended, or repealed by the Board of Directors. Following approval by a majority of the Guild Board of Directors, these changes shall be subject to a vote of adoption by a majority of the members present at any membership meeting. Fourteen (14) days' notice to the membership is to be given by notification of the intention to alter, amend, repeal, or adopt new bylaws at such a meeting.

**ARTICLE SEVEN
RELATIONSHIP WITH THE GUILD OF NEW HAMPSHIRE
WOODWORKERS**

Section 1. As a sub-group of the Guild of NH Woodworkers (the Guild), GSWT may avail itself of any and all aspects the Guild, including but not limited to:

- A. Utilization of the Guild Web Site (www.gnhw.org) to disseminate information about: its activities both past, present and future. GSWT may post information in the Calendar; submit write-ups of past meetings to *TOUCH UPS*, *Old Saw* or the *Journal*; advance discussions on-line; make available registration for meetings; and include pertinent information in the weekly Guild e-mail network, *Touch-Ups*.
- B. Receive grants from the Guild to support its activities as may be approved by the Guild.
- C. All GSWT members who pay dues to the Guild shall receive all the benefits of Guild membership.
- D. Insurance coverage of GSWT activities shall be held under the policy of the Guild.
- E. The GSWT operates as a sub-group within the Guild of NH Woodworkers. The Guild is designated by the IRS as a 501(c)3 non-profit organization and is so registered with the State of NH. Federal laws governing such non-profits require the Guild, through its own Board of Directors, to audit of all expenditures and contracts made by the GSWT. Excluding petty cash, the Guild must, through its Treasurer, hold and account for all funds of the GSWT.
- F. While the GSWT operates with its own Bylaws described herein, these Bylaws may not conflict in any way with the Bylaws of the Guild. The Bylaws of the GSWT, and any changes made therein, must be approved by the Board of Directors of the Guild before being adopted by a membership vote of the GSWT.
- G. The Bylaws of the Guild do not prohibit the GSWT from any concomitant status in another organization.

**ARTICLE EIGHT
RELATIONSHIP WITH THE AMERICAN ASSOCIATION OF
WOODTURNERS**

Section 1. The GSWT is a chapter affiliate of the American Association of Woodturners, Inc. (AAW).

Section 2. All GSWT members who pay dues to the AAW shall receive all the benefits of AAW membership.

Section 3. The AAW specifically disassociates itself from any debts, obligations, or encumbrances of the GSWT. The Corporate Board of Directors of AAW is not responsible for the debts, nor shares in the profits of any local chapters. The AAW does not shoulder any legal liability for incidents that occur during events of any kind whether sponsored or not sponsored by a local chapter.

Section 4. The GSWT specifically disassociates itself from any debts, obligations, or encumbrances of the AAW. The Board of Directors of the GSWT is not responsible for the debts nor shares in the profits of the AAW. The GSWT does not shoulder any legal liability for incidents that occur during events of any kind whether sponsored or not sponsored by the AAW.

ARTICLE NINE: DISSOLUTION OF THE GSWT

Section 1. Dissolution: The Board of Directors of the GSWT may declare dissolution when any one of the following conditions is/are met:

A: The total number of active members becomes equal to or falls below the number of Board of Directors.

B: Following a duly executed petition by the membership at the annual membership meeting or at any membership meeting called for that purpose. Such a meeting must be notified to the membership no less than 60 days prior to its convention and provision made for membership voting as detailed above (Article Five).

C: The Board of Directors declares and so notifies the remaining membership that the Board is unable to find sufficient replacements to fulfill these By Laws.

D: Following the simultaneous or near-simultaneous resignation of greater than half the Board of Directors.

Section 2. Distribution of Real Property: Should the Board of Directors declare the imminent dissolution of GSWT, the Board is directed to dispose of any and all real property in the following manner:

A: Real property is to be offered to the Guild Board of Directors to retain or dispose of as best benefits the General Membership of the Guild.

Section 3. Notification of Dissolution: Notification of imminent dissolution shall be made directly to all members in a normal fashion. Notification of this and a record of the vote and/or circumstances leading to this decision shall be made to the Guild Board of Directors. Notification shall also be made in all available Guild publications, both print and digital and in any GSWT publications, both print and digital. Notification shall also be posted in whatever newspaper serves the greater New Hampshire population.

SIGNATURES AND DATES OF RECORD:

Amended by the GSWT Board: R. L. Maynor (President) 2/4/2021
Accepted by the Guild Board: _____ (President) _____
Adopted by GSWT Membership: _____ (President) _____