

2009 BYLAWS of the

BAINBRIDGE ISLAND COMMUNITY WOODSHOP

Approved by the members at March 21, 2009 Meeting

ARTICLE 1: Purpose

The Bainbridge Island Community Woodshop is a non-profit organization under the laws of the State of Washington (RCW Chapter 24.03) with the intent that it also qualifies under the Internal Revenue Code as a 501(c)(3) charitable or educational organization (for purposes of these bylaws, the corporation will sometimes be referred to as "Woodshop" and sometimes as corporation). The Woodshop is established to promote the craft of woodworking in our community through classes, demonstrations and workshops; to build and maintain a woodworking shop for use by members and participants in classes; to educate the community in the safe use of tools, the proper techniques of woodworking and maintaining woodworking equipment; to perform charity for the community through its woodworking projects and other service projects that benefit the community; to maintain the long tradition of woodworking in the community both for the benefit of senior citizens and youth; to kindle a love of craftsmanship and to encourage our members to provide other community service. These bylaws govern the internal operation and management of the Woodshop.

ARTICLE 2: Membership

Membership is open to all residents of Kitsap County, Washington and to others, as authorized by the Board of Directors, who agree to abide by the bylaws and rules prescribed by the Board of Directors. Membership will be effective for one year, will expire for all members Dec. 31 each year; but membership can be renewed indefinitely on an annual basis. There will be two classes of membership as stated below: Full membership or Associate membership. The use of the term member in these bylaws applies to both full and associate members, unless described otherwise.

All members must abide by the rules set by the Operating and Safety Committee and may not use any facilities or equipment until approved by an authorized person from that committee. An individual shall be expelled from membership by a two-thirds vote of the Board of Directors after notice and an opportunity for hearing before the Board of Directors. Grounds for expulsion will be established in a written policy adopted by the Board and will include failure to pay dues for three consecutive months, violation of the written safety rules adopted by the Board for use of the equipment and facilities on three separate occasions with written notice of each violation provided to the member, or for using the facilities and equipment while under the influence of alcohol or impaired by

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drugs. There is no appeal from a decision by the Board of Directors. The Board may set a time period for the length of any expulsion.

2.1 Full Membership

Full membership is available to applicants over the age of 18, who fulfill the requirements set by the Operating and Safety Committee and pay the monthly dues. The Board of Directors shall otherwise establish in more detail the requirements and procedures for full membership.

2.2 Associate Membership

Associate membership is available to applicants over the age of 16 years, who fulfill the requirements set by the Operating and Safety Committee and pay for use of the facilities and equipment on a per use basis.

2.3 Guests A Guest of members may use the facilities, provided the guest has completed safety training and otherwise meet the requirements for a guest as determined by the Board of Directors.

ARTICLE 3: Board of Directors

The affairs of the community woodshop shall be managed by the Board of Directors.

The Board of Directors shall consist of eight (8) full-time members, each elected to a three (3) year term by a vote of the "full members" and either by a mail-in ballot or by vote at the annual meeting by a show of hands. Directors can serve a maximum of two (2) consecutive terms. The initial term of the original Directors will be staggered by lot so that no more than three (3) Directors will complete their respective terms of office in any given year. After a break in service for a period of no less than one year, a former Director will again be eligible for election to the Board.

Candidates for the Board of Directors will be nominated by a nominating committee appointed by the President of the Woodshop. Members may nominate additional candidates by a petition signed by at least ten (10%) percent of the members submitted ten days in advance of the Annual meeting. Any director may be removed, with or without cause, by two-thirds (2/3) vote of the Directors at a special meeting of the Board set for that purpose.

ARTICLE 4: Officers

The Board of Directors shall elect five (5) officers from the Board at its first meeting after the annual meeting. The officers shall be: President, Vice President, Treasurer, Secretary, and Shop Manager. The Board may appoint such other offices as it determines appropriate. An individual may hold more than one office at the same time.

The term of office shall be one (1) year with a limit of three consecutive terms. After a break in service of no less than one year, a former officer shall again be eligible for election to an office.

An officer may be removed from office, with or without cause, by two-thirds (2/3) vote of the Directors at a special meeting of the Board set for that purpose.

ARTICLE 5: Duties of the Officers

5.1 President:

The president is the chief executive officer of the Woodshop and shall preside over meetings of the Board of Directors in accordance with generally acceptable practices and guided by (but not required to strictly follow) Robert's Rules of Order; shall advise, at the president's discretion, officers and Directors serving on standing and ad-hoc committees in performance of their responsibilities; and make appointments as needed to meet organizational responsibilities. The President will keep the Board of Directors informed of any current and pending matters and make recommendations, at the President's discretion, for Board consideration. He or she may participate in any committee meetings as a non-voting member. The president, working with the officers, shall plan and prepare the agenda for meetings of the Directors and for the annual meeting. The president may sign any document authorized by the Board of Directors. In general, the president shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

5.2 Vice President

The vice president shall assist the president in the execution of his or her responsibilities; perform the duties of the president in his or her absence with the same authority and responsibility as the president; and succeed to the Presidency in case of incapacity, removal from office or resignation. The vice-president shall have other duties as the President or Board may assign to the vice president from time to time. The vice president is also authorized to sign any documents authorized by the Board of Directors.

5.3 Secretary

The secretary shall keep and maintain minutes of all Board proceedings and distribute them for review by the membership as approved by the Board; notify members of the dates and times of Board meetings; and notify members of the dates and times of the annual meeting and any committee meetings that the secretary attends and will prepare the minutes.. For committee meetings that the Secretary does not attend, he or she will undertake to have others present at the meeting prepare the minutes. The secretary

shall prepare and send correspondence as the president may direct. The secretary shall have other duties as the president or Board may determine. The secretary will maintain the membership roster. At the conclusion of the secretary's term of service, upon leaving office, the secretary shall deliver the records to his or her successor.

5.4 Treasurer

The treasurer shall manage the financial affairs of the Woodshop; shall keep accurate record of the receipts and disbursements according to acceptable accounting practices; and provide monthly financial statements for the Board and membership. The treasurer shall be responsible for preparation of annual financial reports as required by auditing agencies and regulatory requirements and as required by the President or the Board of Directors. The treasurer shall be responsible for preparation of any required federal or state tax returns or other forms required by the State of Washington or the federal government. The treasurer shall be responsible for sending notices of annual dues and making reasonable efforts to collect the dues. The treasurer shall also prepare and furnish such reports as the Board may request from time to time. With the consent of the Board, the treasurer may engage others to assist the treasurer in carrying out his or her duties.

5.5 Shop Manager

The Shop Manager shall chair the Maintenance Committee; shall prepare, maintain and enforce the shop rules; and shall be responsible overall that the shop is safely operated and well maintained. Users of the facility will be expected to keep the premises clean, neat and safe and must at all times follow the shop rules.

ARTICLE 6: Board Vacancies

If a vacancy occurs on the Board of Directors, a temporary replacement will be chosen by a majority vote of the remaining directors. The replacement director shall serve until the next annual meeting when a permanent replacement will be elected by the membership. If the temporary Director is later elected to a three-year term of the Board, the period as temporary Director will not be counted towards total tenure..

ARTICLE 7: Standing Committees

All committees whether standing or *ad hoc* are responsible to the Board of Directors. The standing committees as described below will consist of from three (3) to five (5) members appointed by the president. Committee members will assume responsibilities as described below:

7.1 Liaison Committee

The Liaison committee shall be chaired by the president and include two other directors, as approved by the Board. This committee shall represent and present the views of the Woodshop in negotiations with officials of the City of Bainbridge Island, Bainbridge Island Park and Recreation District, Bainbridge Island School District, or State agencies or other public entities. Only this committee shall represent and speak for the Woodshop to the public or the news media.

7.2 Maintenance Committee The Maintenance Committee shall be chaired by the Shop Manager and shall be responsible for maintaining in good operating condition all shop equipment, including capital and minor equipment, such as hand tools. It shall make recommendations to the Board for purchase of capital equipment, minor equipment (e.g. Hand tools), repairs and expendable supplies and will coordinate closely with the Treasurer. The committee shall consist of the chair and four other members appointed by the president and approved by the Board.

7.3 Operation and Safety Committee

This Operating and Safety Committee shall be chaired by the Shop Manager. The Shop Manager, establishes rules for the safe operation of the equipment, facilities, and the overall safety and standards for the effective operation of the Woodshop. The committee will work with the Education Committee to establish a training program for use by members of the equipment and facilities and, together with the Education Committee, will develop methods of evaluation of each member's knowledge of the safe use of equipment before any equipment may be used by that member. The committee shall consist of the chair and four other members recommended by the President and approved by the Board.

7.4 Education Committee

The Education Committee shall be responsible for programs to train members and non members in the safe use of woodworking equipment and in techniques useful in the craft of woodworking. The committee shall work with the school district to support education of local students and shall solicit support of local experts in forming specialized woodworking classes. The committee shall consist of the chair and four other members recommended by the chair and approved by the Board.

7.5 Nominating Committee

The Nominating Committee shall be chaired by a member of the Board, appointed by the President and approved by the Board and have four members in addition to the chair. The Nominating Committee shall meet as needed and shall nominate in a timely manner those full-members of the Woodshop that the committee believes would serve with distinction as members of the Board. The members of the committee should

consider the interest of the member in playing a leadership role for the Woodshop and his or her willingness to assume more responsibility for the safe operation of the Woodshop. The members should also consider as part of their nomination process, the importance of having a diverse group of Directors, with diverse backgrounds and experiences.

7.5 Audit Committee

An Audit Committee shall be appointed by the president to audit club finances at such time as the Board determines is necessary. Because of the expense, it is not intended that there be an annual audit, although the Board may direct the committee to conduct an annual review of financial books and records. If audits are required by outside organizations other than the woodshop, they will be conducted from time to time as the Board of Directors determines necessary. The committee shall consist of the chair and four other members recommended by the President and approved by the Board. The chair shall be appointed by the president and approved by the Board. Subject to Board approval, the Audit Committee shall have authority to engage an experienced accountant to assist in the audit or review of the books and records of the Woodshop.

The Board has authority to appoint *ad hoc committees from time to time for purposes as the Board shall determine.*

ARTICLE 8: Annual Election of Directors

The Nominating committee shall recommend at least one candidate for each Board vacancy that needs to be filled and post a list of such candidates on the Woodshop website at least three (3) weeks before the annual meeting. In addition, members may nominate other candidates by petition signed by at least 10% of the full members. Voting will be by written ballot if the election is contested by more than one person per vacancy, otherwise by voice vote at the annual meeting or by mail-in ballot, such that ballots are received before the voice vote at the annual meeting.. Ballots may also be delivered to the Woodshop before the voice vote at the annual meeting. Mail-in ballots need not be prepared on any particular form; but must be signed by the member. Mail-in ballots may be requested from the Secretary at any time after the slate of candidates has been determined. The newly elected Directors shall take office on January 1 following the annual meeting. The annual meeting shall be held at the principal place of business of the Woodshop or at such other place as the Board shall decide. Elections shall be decided by a plurality vote of the members whether voting in person or by mail-in ballot.

ARTICLE 9: Meetings

Meetings of the Board of Directors shall be held on a regular basis on dates recommended by the Secretary, approved by the Board and thereafter published on the Woodshop Website. Any member may attend Board meetings and committee meetings, and may join in discussions in conformity with acceptable meeting practices guided by Robert's Rules of Order. Only Directors may vote on any issue before the Board. Five (5) Directors shall constitute a quorum at any Board meeting. For all issues before the Board, the president may cast a vote. All decisions of the Board shall be made by majority vote, unless stated otherwise in these bylaws.

An annual meeting of the general membership shall be held on the second Tuesday of each December beginning at 7:00 p.m. at the Woodshop. The Board may set a different time, place or date for the meeting in December. The members present at the annual meeting shall constitute a quorum.

Any three (3) Directors, or the President, may call for a special meeting of the members or the Board. Members will be notified of any such member-meeting by e-mail. The notice of any special meeting shall clearly state the purpose of the meeting and notice provided at least ten (10) days prior to the meeting unless the Board determines that a lesser amount of time for notice is required under the circumstances. Also a notice of the meeting will be posted on the organization's website at least five (5) days prior to the meeting. All notices of all meetings of the Board, or the membership and all committee meetings shall be posted on the organization's website at least five (5) days prior to the meeting.

ARTICLE 10: Dues

The Woodshop shall collect dues solely for the purposes of meeting operational and capital needs with a goal of accessibility to anyone interested in woodworking.

Monthly dues shall be established each year by the Board of Directors and announced at the Annual Meeting and posted on the organization's website. In cases of special needs, the Treasurer or President may arrange an alternative dues payment amount or schedule specific to the individual situation.

Each year the Board of Directors shall also determine per diem rates for use of the facilities and equipment by associate members.

An waiver from paying annual dues shall be established by the Board of Directors on an ability to pay basis.

ARTICLE 11: Monitoring

The President shall appoint a member of the Board to maintain a monitor roster and to schedule monitor coverage during hours of operation of the wood shop. Monitors shall oversee activities of persons using the facilities and equipment and assure that they are properly trained and accredited and that Shop Rules are followed. Qualifications for monitors and their schedule will be established by the Operation and Safety Committee. Rules for operation shall be posted on the organization's website and displayed at all times at the shop.

ARTICLE 12: Dissolution

The Woodshop, as a nonprofit corporation, may be dissolved and its affairs wound up in the following manner:

The Board of Directors shall adopt a resolution recommending that the corporation be dissolved, and directing that the question of such dissolution be submitted to a vote at a meeting of members, which shall be a special meeting. Written notice of the meeting stating that the purpose, or one of the purposes, of such meeting is to consider the advisability of dissolving the corporation, shall be given to each member entitled to vote at such meeting, within the time and in the manner provided above for special meetings. A resolution to dissolve the corporation shall be adopted upon receiving at least a two-thirds affirmative vote of the members present at such meeting or represented by mail-in ballot.

Upon dissolution of the Woodshop, any assets in excess of all liabilities shall be transferred to the Bainbridge Island Park and Recreation District.

ARTICLE 13: Annual Review of Bylaws.

These bylaws shall be reviewed annually by the Board of Directors. Proposed modifications shall be presented at the Annual Meeting and adopted on receiving a majority vote of full members present. A copy of the approved bylaws shall be furnished to all elected officers, Directors and members of standing committees. They shall also be made available to all other members by posting a copy on the Woodshop's website.

ARTICLE 14: Limited Liability and Indemnification.

No director of the Woodshop shall be personally liable to the corporation or its members for monetary damages for conduct as a director as provided in the Articles of Incorporation: PROVIDED, That such provision shall not eliminate or limit the liability of a director for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director, or for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

The corporation may indemnify to the fullest extent permitted by law any person (director, officer or agent or any others) who is made, or threatened to be made, a party to an action, suit or proceeding whether civil, criminal, administrative, investigative or otherwise and whether formal or informal (including an action, suit or proceeding by the members of the corporation) by reason of the fact that the person is or was a director or officer of the corporation. Director includes, unless the context requires otherwise, the estate or personal representative of a director. This Article shall not be deemed exclusive of any other provisions for indemnification of directors and officers.

ARTICLE 15: Communication by Electronic Mail

To the extent feasible, all notices as required by these bylaws shall be sent by email or posted on the Woodshop's website. All notices sent by email or posted on the Woodshop's website shall be deemed received when sent or when posted.

All members shall have a duty to check the Woodshop's website daily to receive notices or messages from the Board of Directors.

ARTICLE 16: Approval or Modification of Bylaws

The initial set of bylaws for the Woodshop shall be approved by the members. Thereafter, any modification or amendment of the bylaws may be made by the Directors at any regular or special meeting; provided that members shall have received at least 10 days notice of a proposed change in the bylaws with an invitation to respond.

ARTICLE 17: Fiscal Year

The fiscal year of the corporation shall be January 1 through December 31 of any given year.

ARTICLE 18: Financial Information

The president (or vice president in the president's absence) must authorize any expenditure of Woodshop funds. Expenditures below \$500 may be authorized without Board approval. Expenditures over \$500, even if provided for in the annual budget, must be authorized by the Board.

These bylaws were approved by the members at its meeting on March 21, 2009.

A handwritten signature in cursive script, appearing to read "Roger Lauen", is written above a horizontal line.

Roger Lauen, President