

2009 BYLAWS of the

BAINBRIDGE ISLAND COMMUNITY WOODSHOP

Approved by the members at March 21, 2009 Meeting

Revised by the board of directors _____, 2011

ARTICLE 1: Purpose

The Bainbridge Island Community Woodshop (BICW) 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).~~ -WE'RE CHANGING REFERENCES TO BICW FOR CLARITY. ~~The Woodshop~~BICW 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, ~~in~~ 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~~BICW.

ARTICLE 2: Membership

Membership is open to all residents of Kitsap County, Washington and to others, as authorized by the board ~~Board~~ of Directors, who agree to abide by the bylaws and rules prescribed by the board ~~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-three~~ classes of membership ~~as stated below:~~ Full membership, open to people 18 or older; -or- Associate membership, open to open to people younger than 18; and contributor membership, open to people who want to attend meetings, participate in service projects, help with fund-raising, teach classes or otherwise participate in BICW but not use the shop for personal projects. RATIONAL: ADDS CONCEPT OF CONTRIBUTORS, CONSOLIDATES LANGUAGE THAT WAS LATER IN THE DOCUMENT. The use of the term member in these bylaws applies ~~to both full and associate~~ all three classes of 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. Users of the facility must will be expected to keep the premises clean, neat and safe and must at all times follow the shop rules. RATIONALE: HOUSEKEEPING (THIS LANGUAGE WAS MIXED IN WITH THE SHOP MANAGER'S DUTIES)

-An individual shall be expelled from membership by a two-thirds vote of the boardBoard of Directors after notice and an opportunity for hearing before the boardBoard 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 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 Directorsboard of directors shall otherwise establish in more detail the requirements and procedures for full membership. RATIONALE:: MAXIMUM FLEXIBILITY FOR BOARD TO DECIDE: SEE ARTICLE 10.~~

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 as determined by the Board. RATIONALE: CLARITY OF RESPONSIBILITY FOR ESTABLISHMENT OF DUES.~~

2.3 Contributor Membership

~~Contributor membership is available at a reduced dues rate to be determined by the board for people who want to attend meetings, work on community projects, teach classes, assist in fund raising, or otherwise contribute to BICW, but who will not use the shop. RATIONALE: PROVIDE FOR LARGER MEMBERSHIP OF INTERESTED/CONTRIBUTING PEOPLE; FLEXIBILITY IN RATES DETERMINED BY BOARD. RATIONAL: RELEVANT DETAILS WERE MOVED UP. DUES ISSUES ARE DEALT WITH LATER.~~

~~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~~board of directors. RATIONALE: A Guest REQUIRES TIME/ENERGY FOR OUR SAFETY COMMITTEE, COSTS FOR EQUIPMENT MAINTENANCE, ETC., AND IS SUBJECT TO ABUSE. WE NEED/WANT REGULARLY PAYING MEMBERS.

ARTICLE 3: ~~Board of Directors~~board of directors

The affairs of ~~the community woodshop~~BICW shall be managed by the ~~Board of Directors~~board of directors.

The ~~Board of Directors~~board of directors shall consist of ~~eight (8)~~nine (9) 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~~. [See Article 9 for consistency. I made the above changes to be consistent with Article 9. It provides for secret ballot if requested etc.] Directors can serve a maximum of two (2) consecutive terms after the shop is in operation. (No limit until that point.) RATIONAL: WE NEED CONTINUITY DURING THE START-UP PHASE. ONCE SHOP IS IN OPERATION, IT'S IMPORTANT TO GUARD AGAINST HAVING AN "IN" GROUP THAT RUNS THE PLACE TO THEIR BENEFIT ONLY. ~~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 ~~D~~director will again be eligible for election to the ~~Board~~. RATIONALE: PROVIDE FOR NEW MEMBERS WITH EXPERTISE IN FUNDRAISING; ELIMINATE LANGUAGE NO LONGER PERTINENT;

Candidates for the ~~Board of Directors~~board of directors will be nominated ~~by a nominating committee appointed by the President of the Woodshop~~according to the terms of Article 7.5. ~~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 ~~D~~directors at a special meeting of the ~~board~~Board set for that purpose. RATIONALE: CLARITY FOR ALL NOMINATIONS, EASIER FOR MEMBERS TO NOMINATE. SEE ARTICLE 7.5

ARTICLE 4: Officers

The ~~Board of Directors~~board of directors shall elect ~~five (5)~~four (4) officers from the ~~Board~~ at its first meeting after the annual meeting. The officers shall be: President, Vice President, Treasurer, ~~and Secretary~~,and Shop Manager. The ~~board~~Board may appoint such other officers 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 the shop is in operation. After a break in service of no less than one year, a former officer shall again be eligible for election to an office. RATIONALE: ELIMINATES SHOP MANAGER AS MEMBER OF THE BOARD; OTHERWISE WE WOULD BE REQUIRED TO REPLACE HIM/HER EVERY THREE YEARS. SEE ARTICLE 7.2 MAINTENANCE COMMITTEE FOR DESCRIPTION OF SHOP MANAGER'S DUTIES.

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~~Board~~ set for that purpose.

ARTICLE 5: Duties of the Officers

5.1 President:

The president is the chief executive officer of ~~the Woodshop~~BICW and shall preside over meetings of the ~~Board of Directors~~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~~board of directors informed of any current and pending matters and make recommendations, at the President's discretion, for the board's ~~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~~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 ~~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 office of president~~Presidency~~ in case of incapacity, removal from office or resignation. The vice-president shall have other duties as the ~~P~~resident 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~~board of directors~~.

5.3 Secretary

The secretary shall keep and maintain minutes of all board Board proceedings and distribute them for review by the membership as approved by the board Board; notify members of the dates and times of board 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 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. [Question: Do we need to take minutes of every committee meeting? I do not think we are doing that now—only board meetings, I think.]

5.4 Treasurer

The treasurer shall manage the financial affairs of ~~the WoodshopBICW~~; shall keep accurate record of the receipts and disbursements according to acceptable accounting practices; and provide monthly financial statements for the board 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 Directorsboard 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 Board may request from time to time. With the consent of the board 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.~~ RATIONALE: ELIMINATES SHOP MANAGER AS MEMBER OF THE BOARD; OTHERWISE WE WOULD BE REQUIRED TO REPLACE HIM/HER EVERY THREE YEARS. DUTIES DETAILED BELOW.

ARTICLE 6: Board Board Vacancies

If a vacancy occurs on the Board of Directorsboard 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~~ Board, the period as temporary Director will not be counted towards total tenure.

ARTICLE 7: Other Positions

~~The board may hire one or more persons to serve as paid staff as needed.~~

~~The board shall appoint a shop manager, who shall prepare, maintain and enforce the shop rules. The Shop Manager shall be responsible for ensuring that the shop is safely operated and well maintained. The Shop Manager shall attend board- meetings and chair the Operations and Maintenance Committee.~~

ARTICLE ~~87~~: Standing Committees

All committees whether standing or *ad hoc* are responsible to the ~~Board of Directors~~ board of directors. The standing committees as described below will consist of ~~from three (3) to five (5) a chair and at least three (3)~~ members appointed by the president ~~and approved by the board board~~. Committee members will assume responsibilities as described below: RATIONALE: STANDARDIZE SIZE/MAKEUP OF ALL COMMITTEES, FLEXIBILITY IN NUMBERS; BOARD APPROVAL OF MEMBERS.

~~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. RATIONAL: WE HAVEN'T SEEN A NEED FOR THIS. THE BOARD WOULD HAVE THE AUTHORITY TO APPOINT SUCH A COMMITTEE IF IT IS NEEDED.~~

~~7.28.1 Operations and Maintenance Committee~~

~~The Operations and Maintenance Committee shall be chaired by the Shop Manager. The Shop Manager shall prepare, maintain and enforce the shop rules, and shall be responsible overall that the shop is safely operated and well maintained. The Shop Manager will attend all Board meetings, and The Maintenance Committee shall be responsible for seeing that the shop is operated in a safe, effective manner. The committee shall establish a system for training and scheduling shop monitors to oversee~~

~~activities whenever members are using the shop for personal projects. The committee shall also be responsible for maintaining in good operating condition all shop equipment, including capital and minor equipment, such as hand tools. The committee shall make recommendations to the board Board for repairs and purchase of equipment and expendable supplies, 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.~~ **RATIONAL: DESCRIBE DUTIES of SHOP MANAGER, INSURE ATTENDANCE AT BOARD MEETINGSS; STANDARDIZE SIZE OF COMMITTES**

7.3 Operation and Safety Committee

~~This Operating Operation 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 on the safe use of the equipment and facilities and ,together with the Education Committee, will develop methods to evaluate of evaluation of each member's knowledge of the safe use of equipment before that member uses the 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.~~ **RATIONALE: CONSOLIDATES THE TWO COMMITTEES CHAIRED BY THE SHOP MANAGER AND SIMPLIFIES OTHER LANGUAGE. CONSISTENCY OF LANGUAGE (TITLE/FRST SENTENCE); STANDARDIZE SIZE OF COMMITTES**

7.4 8.2 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, park district, and other organizations 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.~~ **RATIONALE: MAKES COMMITTEE'S FOCUS MORE OPEN-ENDED AND STANDARDIZES SIZE OF COMMITTES**

8.3 Community Service Committee

The Community Service Committee shall be responsible for working with local non-profit organizations and others to identify projects where BICW members can provide community service, primarily focused on woodworking. The Committee shall review project proposals and decide which ones are feasible for BICW to undertake. The Committee will also appoint a coordinator and solicit a volunteer crew for each project, and ensure that logistics, safety, and liability issues are adequately addressed. THIS WORDING IS NEW. OK?

7.58.4 Nominating Committee

The Nominating Committee shall be chaired by a member of the Board who is not up for reelection, 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. The Committee is responsible for overseeing the nominations process and conducting elections. Under the provisions of Article 98: Annual Election of Directors, the Committee will prepare a list of candidates for all open positions, accept nominations from members, post the complete list of all nominees on the BICW web site, and post positions statements of candidates. The chair of the Committee, or his/her appointee, will conduct all elections. RATIONALE: AVOID PERCEPTION OF CONFLICT OF INTEREST (CHAIR); CLARITY ABOUT RESPONSIBILITIES FOR NOMINATION/ELECTIONS; EASIER FOR MEMBERS TO NOMINATE; CAMPAIGN RULES (POSTING OF STATEMENTS). THIS MAY BE TOO REPETITIVE: COULD BE JUST A REFERENCE TO ARTICLE 8 (???)

78.5 Audit Committee

An Audit Committee shall be appointed by the president to audit club finances at such time as the board Board determines is necessary. Because of the expense, it is not intended that there be an annual audit, although the boad 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 BICW, they will be conducted from time to time as the Board of Directors 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 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 BICW.~~

The ~~Board~~ has authority to appoint *ad hoc committees from time to time for purposes as the Board shall determine.* RATIONALE: STANDARDIZE SIZE OF COMMITTEES

ARTICLE 98: Annual Election of Directors

~~Members will be notified of the election and a recommended slate of nominees at least three (3) weeks before the Annual Meeting. The Nominating committee shall recommend at least one candidate for each board 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. A member may nominate other candidates by delivering a written, signed note to the BICW mailing address postal box, or via e-mail to the BICW contact e-mail address on the web site. All nominations must be received three weeks before the annual meeting, at which time the nominations are closed. A list of all candidates will be posted on the BICW website three (3) weeks before the annual meeting. A candidate may place a position statement on the web site any time before the election. Voting will be by voice vote at the annual meeting, unless 10% of those at the annual meeting vote to request a secret written ballot, in which case there will be a secret written ballot. Elections will be decided by a plurality vote of the members voting. The newly elected Directors shall take office on January 1 following the annual meeting immediately after the annual meeting is adjourned. 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 with notice of the location of the meeting to members. Elections shall be decided by a plurality vote of the members whether voting in person or by mail in ballot.~~ RATIONALE: CLARIFY NOMINATIONS/ELECTIONS PROCESS, EASIER FOR MEMBERS TO NOMINATE, NOTIFICATION, TIMELINE, POSTING,, VOTING PROCEDURES, ETC.; CLARIFY WHEN NEW BOARD MEMBERS TAKE OFFICE.

ARTICLE 109: Meetings

Meetings of the ~~Board of Directors~~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 BICWWoodshop Website. ~~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.~~ ~~The board~~ may also call special meetings as needed. Any member may attend ~~board~~ 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 Board. Five (5) ~~d~~Directors shall constitute a quorum at any board Board meeting. For all issues before the board Board, the president may cast a vote. All decisions of the board Board shall be made by majority vote, unless stated otherwise in these bylaws.

RATIONALE: STANDARDIZE NOTIFICATION FOR MEETINGS.

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 in January or February of each year.~~ ~~The date, time, and place of the meeting shall be determined by the board~~ board and posted on the web site at least six weeks ~~one month~~ in advance of the meeting. ~~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. RATIONALE: DECEMBER IS A BAD MONTH FOR AN IMPORTANT MEETING; FLEXIBILITY DESIREABLE IN TIME/DATE/PLACE FOR ANNUAL MEETING

~~The Board~~ Any three (3) Directors, or the President, may call for a special meeting of the members and shall give members notice ~~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.~~ RATIONALE: STANDARDIZE NOTIFICATION OF SPECIAL MEETINGS.

ARTICLE 110: 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-The Board of Directors~~board of directors shall establish dDues rates and manners of payment for all classes of membership. The ~~Board~~ shall notify members of these decisions by email. ~~-shall be established each year in January by the Board of Directors~~board of directors and announced at the Annual Meeting and posted on the organization's website. ~~The dues structure may be altered mid-year by a 2/3 vote of the Board. Members will be advised by e-mail and/or on the web site of any mid-year changes in dues two months before they are to take effect.~~

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~~board of directors shall also determine per diem rates for use of the facilities and equipment by associate members.RATIONALE: MAXIMUM FLEXIBILITY FOR BOARD TO DECIDE ON DUES STRUCTURE AND/OR TO OR CHANGE AS NEEDED.

A waiver from paying annual dues shall ~~may~~ be established by the ~~Board of Directors~~board of directors on an ability to pay basis ~~or some other basis~~. RATIONALE: PERMISSIVE LANAGUAGE FOR FLEXIBILITY—NOT REQUIRED AS IN “SHALL” LANGUAGE.

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.—RATIONAL: CONTENT ADDED TO DUTIES OF OPERATIONS AND MAINTENANCE COMMITTEE.~~

Wayne has revised Article 12 to be consistent with our current Articles of Incorporation. This change is consistent with the IRS requirements. I am not sure why the change does not show up consistent with other changes on this document. I colored it yellow.

ARTICLE 12: Dissolution

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

The ~~Board of Directors~~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.

[New] Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 13: Annual Review of Bylaws.

These bylaws shall be reviewed annually by the ~~Board of Directors~~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 WoodshopBICW's~~ website.

ARTICLE 14: Limited Liability and Indemnification.

No director of ~~the WoodshopBICW~~ 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, however,: ~~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 WoodshopBICW~~'s website. All notices sent by email or posted on ~~the WoodshopBICW~~'s website shall be deemed received when sent or when posted.

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

ARTICLE 16: Approval or Modification of Bylaws

The initial set of bylaws for ~~the WoodshopBICW~~ 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 ~~WoodshopBICW~~ funds. Expenditures below \$500 may be authorized without ~~board~~ 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 a meeting on March 21, 2009 and revised by the board of directors on _____, 2011 after notice was posted on the organization's website on Dec. 1, 2011.

Roger Lauen, President