

BYLAWS of the

BAINBRIDGE ISLAND COMMUNITY WOODSHOP

Approved by the members at March 21, 2009 Meeting,

Revised by the board _____, 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. 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, 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 BICW.

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 three classes of membership: full membership, open to people 18 or older; 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. The use of the term member in these bylaws applies 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 will be expected to keep the premises clean, neat and safe and must at all times follow the shop rules.

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 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.

ARTICLE 3: Board of Directors

The affairs of BICW shall be managed by the Board of Directors.

The Board of Directors shall consist of 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. Directors can serve a maximum of two (2) consecutive terms after the shop is in operation. (No limit until that point.) 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 according to the terms of Article 7.5. 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 four (4) officers from the Board at its first meeting after the annual meeting. The officers shall be: President, Vice President, Treasurer, and Secretary. The 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.

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 BICW 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 BICW; 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.

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: Other Positions

The board may hire a 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 shall chair the Operations and Maintenance Committee.

ARTICLE 8: 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 a chair and at least three (3) members appointed by the president and approved by the board. Committee members will assume responsibilities as described below.

8.1 Operations and Maintenance Committee

The Operations and 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 for purchase of capital equipment, minor equipment (e.g. hand tools), repairs and expendable supplies, and will coordinate closely with the Treasurer.

The committee will work with the Education Committee to establish a training program for members on the safe use of the equipment and facilities and methods to evaluate each member's knowledge of the safe use of equipment before that member uses the equipment.

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 and shall solicit support of local experts in forming specialized woodworking classes.

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?

8.4 Nominating Committee

The Nominating Committee shall be chaired by a member of the Board who is not up for reelection. The Committee is responsible for overseeing the nominations process and conducting elections. Under the provisions of Article 9: 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.

8.5 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 BICW, they will be conducted from time to time as the Board of Directors determines necessary. 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 BICW.

8.6 Ad Hoc Committees

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

ARTICLE 9: 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 vacancy that needs to be filled.. A member may nominate other candidates by delivering a written, signed note to the BICW mailing address 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 immediately after the annual meeting is adjourned.

ARTICLE 10: Meetings

Meetings of the Board of Directors shall be held on a regular basis on dates approved by the Board and thereafter published on the Woodshop Website. The board may also call special meetings as needed. 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 in January or February. The date, time, and place of the meeting shall be determined by the board and posted on the web site at least six weeks in advance of the meeting. The members present at the annual meeting shall constitute a quorum.

The Board may call for a special meeting of the members and shall give members notice 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.

ARTICLE 11: Dues

The Board of Directors shall establish dues rates and manners of payment for all classes of membership. The Board shall notify members of these decisions by email.

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

ARTICLE 12: Dissolution.

BICW, 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 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. 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 BICW's website.

ARTICLE 14: Limited Liability and Indemnification.

No director of BICW 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 BICW's website. All notices sent by email or posted on BICW's website shall be deemed received when sent or when posted.

All members shall have a duty to check BICW'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 BICW 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 BICW 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 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