

# **THE VILLAGES WOODWORKERS CLUB, INC.**

## **Bylaws**

### **1. NAME AND FORM**

Section 1.1 The name of this organization shall be The Villages Woodworkers Club, Inc.

Section 1.2 The Villages Woodworkers Club, Inc., (hereinafter referred to as TVWC) shall be governed by a Board of Directors and shall be presided over by a President and appropriate assisting officers.

Section 1.3 TVWC is and shall continue to be qualified and operated as a non-profit corporation under the laws of the State of Florida and pursuant to the requirements of Section 501 (c)(3) of the *Internal Revenue Code of 1986*, as amended.

Section 1.4 Any word denoting gender used in these bylaws shall apply equally to either gender as the context may require.

Section 1.5 The fiscal year of TVWC shall run from 1 January to 31 December.

### **2. OBJECTS**

Section 2.1 The objects of TVWC shall be:

Section 2.1.1 To associate congenial persons of good character having a common love and appreciation of carving, turning and general woodworking activity.

Section 2.1.2 To encourage safe use of equipment and to stimulate members to increase their knowledge of and skill in woodworking.

Section 2.1.3 To promote and develop a better understanding of the selection, techniques of proper use and daily maintenance of woodworking equipment.

Section 2.1.4 To encourage its members to render such altruistic or other civic service as they may determine.

### **3. MEMBERSHIP**

Section 3.1 The membership is open to all residents of The Villages thirty (30) years or older, willing and able to contribute time, energy and skills to the objectives of TVWC and having made the required application to the Office Manager with the appropriate dues and fees necessary for membership.

Section 3.2 There shall be one class of membership and each member shall have all the privileges of membership in TVWC and shall have one vote.

Section 3.3 Only by authority as delegated by the Board of Directors, shall the TVWC confer honorary membership, for one year only, to persons who are not members of TVWC and who have made a significant contribution to carving, turning, or to the general art of woodworking. An honorary member shall not have a vote and shall not pay fees or annual dues.

Section 3.4 Each member shall:

Section 3.4.1 Complete the Certification Program to affirm that he knows how to use woodworking tools and equipment.

Section 3.4.2 Read and sign a continuing irrevocable waiver/hold harmless agreement in favor of TVWC.

Section 3.4.3 Perform Monitor duties observing dates and times as may be required by the Board of Directors.

Section 3.4.4 Abide by all regulations pertaining to the proper operation of equipment; and observe rules necessary to insure his personal safety and the safety of his fellow members.

### Section 3.5 Termination of Membership

Section 3.5.1 When dues of any member are in arrears later than 31 days after the beginning of the dues year, he will be terminated automatically and without further notice.

Section 3.5.2 Membership in TVWC may be terminated only by the Board of Directors. Termination shall result from any member who may fail or refuse to comply with TVWC bylaws or fail or refuse to abide by any special rules, regulations, or resolutions, or cause to exist conditions that may not be in the best interest of TVWC. The action to terminate must be for reasonable cause and shall be confirmed by no less than 7 members of the Board voting in the affirmative.

Section 3.5.3 A member shall be notified by the Board of Directors of any misconduct or charge of violation that may warrant his termination of membership. Notification of charge shall be sent within 10 days of the offense upon which said charge is based and shall be sent by certified mail return receipt requested.

Section 3.5.4 After receipt of a letter to answer charges to terminate membership, the member shall be allowed to attend the next scheduled Board meeting of TVWC to rebut charges brought against him.

Section 3.5.5 This charged member shall be allowed the privilege to have appear with him and on his behalf one member of TVWC.

Section 3.5.6 Failure to comply with Section 3.5.4 said member shall permit TVWC Board of Directors to terminate his membership without the need to bring this matter to a vote.

Section 3.5.7 Voluntary resignations and involuntary terminations of members shall not be a cause for the Treasurer of TVWC to return any prepaid dues or fees. Dues cannot be transferred to another member.

#### **4. BOARD CHAIRMAN AND MEMBERS**

Section 4.1 TVWC shall be governed by a Board of Directors and shall have responsibility for the control of policy, management of operations, supervision of activity and control of leased and/or owned property.

Section 4.2 TVWC Board shall be composed of nine (9) members from the membership in good standing, nominated by the Chairman of the Committee on Nominations or nominated from the floor and elected by the membership.

Section 4.3 Each Board member elected shall serve for three years.

Section 4.4 Board members shall not serve for two consecutive - terms.

Section 4.5 The Board of Directors shall:

Section 4.5.1 Conduct a meeting of the Board of Directors immediately after the Annual Membership meeting and shall elect one Board member as Chairman of the Board.

Section 4.5.2 A quorum at any meeting of the Board of Directors shall be no fewer than seven (7) of the number of Board members holding office and in good standing.

Section 4.5.3 Select and authorize two members in good standing to sign checks written for payment by the Treasurer to satisfy liabilities of TVWC.

Section 4.5.4 Appoint active members from the membership of TVWC as prescribed by **Section 7.1** as Office Manager, Assistant Office Manager, Education Officer, Assistant Secretary, and Assistant Treasurer. All shall serve for a term of one year.

Section 4.5.5 Appoint a Chairman of the Committee on Nominations at the February membership meeting which shall be an active member in good standing from the current membership and has served as a member of the Board of Directors.

Section 4.5.6 Appoint a Chairman of the Rules Committee to make and amend these bylaws, policy, rules and regulations for its own governance.

Section 4.5.7 Have the privilege to appoint a member in good standing who shall be a past member of the Board of Directors and possesses knowledge related to management of all areas of VWC and who will act as an advisor to the Board Chairperson.

Section 4.5.8 Hold regular and special meetings at such times and places as it may designate.

Section 4.5.9 Determine the need to fill vacant positions on the Board of Directors and if the need exists, appoint an active member from the membership of TVWC as prescribed by **Section 7.1**. A member so appointed will complete the term of the Director as replaced.

Section 4.5.10 Approve all contracts or obligations that may be entered into by chairman of committees of TVWC.

Section 4.5.11 Be vested with and have custody of all real property and other assets of TVWC.

Section 4.5.12 Enforce the authority given under these bylaws and take such action as may be necessary to advance the best interests of TVWC, to include disciplinary action for violation of TVWC policy and these bylaws.

Section 4.5.13 Approve the subsequent year budget during the Board Meeting to be held in December.

Section 4.6 All voluntary resignations of the Board of Directors and TVWC Officers must be made in writing to the President or the Secretary.

Section 4.7 The Chairman of the Board shall:

Section 4.7.1 Preside at all Board meetings.

Section 4.7.2 Distribute an agenda to all Board members at least three (3) days before said Board meeting.

Section 4.7.3 Have the authority to appoint a Committee Chairman to investigate, take action or report on matters significant to TVWC.

Section 4.7.4 Be authorized to sign checks written for payment and as one of two required signatures for checks of more than \$500 that may be written to satisfy liabilities of TVWC.

Section 4.8 A Board member shall attend all Board, Membership and Special meetings when called. Two consecutive absences or three total absences from Board meetings in one year shall result in dismissal as a Board member. Medical and special extenuating circumstances may exist which may be reason for the Board not to dismiss the member.

Section 4.9 Removal of a member from the Board of Directors shall require seven (7) members voting in the affirmative.

## **5. OFFICERS AND COMMITTEES**

Section 5.1 The President shall:

Section 5.1.1 Preside at the general membership meetings and at all membership meetings thereof in order to implement policy and to coordinate effectively the objectives of TVWC and the Board of Directors.

Section 5.1.2 Serve ex officio as a member of the Board of Directors without voting privileges.

Section 5.1.3 Be cognizant that the mark of a good leader is to permit the voice and articulation of the minority while encouraging the acceptance of the rule of the majority.

Section 5.1.4 Have the right to cast his vote only to break a tie vote at all meetings and all committees of TVWC of which he is an ex officio member with the exception of the Committee on Nominations, the Rules Committee and the Board of Directors.

Section 5.1.5a Have the authority to appoint Committee

Chairman to investigate, take action or report on matters significant to TVWC.

Section 5.1.5b Have the authority, with Board approval, to appoint any such assistants necessary for the efficient operation of the club.

Section 5.1.6 Have responsibility over managers of Maintenance, Special Projects, Lumber, Toy Group, Turners Group and Carvers Group.

Section 5.1.7 Be authorized to sign checks written for payment and as one of two required signatures for checks of more than \$500 that may be written to satisfy liabilities of TVWC.

Section 5.1.8 Upon leaving office, convey all correspondence and papers of office that may be of current and historical nature to the incoming President for his safekeeping.

Section 5.2 The Vice-President shall:

Section 5.2.1 In the temporary absence or incapacity of the President, perform the duties and exercise the powers of the President.



Section 5.2.2 Be the custodian, keep accurate inventories and determine the location of property belonging to TVWC.

Section 5.2.3 Have responsibility over the Education, Procurement, Office Management, Monitor Training and Safety.

Section 5.2.4 Perform such duties as may be assigned by the Board of Directors.

Section 5.2.5 Upon leaving office, convey all correspondence and papers of office that may be of current and historical nature to the incoming Vice-President for his safekeeping.

Section 5.3 The Secretary shall:

Section 5.3.1 Transcribe accurate minutes of all regular membership, special and Board meetings.

Section 5.3.2 Establish a roll call of officers that attend all called meetings and maintain a list of members who have been appointed to committees.

Section 5.3.3 Take possession of all documents belonging to TVWC to include the most recent and current copy of the bylaws; and to have a current roster of the membership.

Section 5.3.4 In the temporary absence or incapacity of the Vice-President, perform the duties and exercise the powers of the Vice-President.

Section 5.3.5 As prescribed by the President, read correspondence at regular meetings, send out notice of Board Meetings and perform other club correspondence.

Section 5.3.6 Perform such duties as may be assigned by the Board of Directors.

Section 5.3.7 Confirm that minutes of the prior meeting is displayed on TVWC website at least 14 days after said meeting.

Section 5.3.8 Upon leaving office, convey minutes of all past meetings, correspondence and all other papers of current and historical importance, to the incoming Secretary for his safekeeping.

Section 5.4 The Assistant Secretary shall:

Section 5.4.1 Perform the duties of the Secretary in his absence.

Section 5.4.2 Perform such duties as may be assigned by the Board of Directors.

Section 5.4.3 Upon leaving office, convey minutes of all past meetings, correspondence and all other papers of current and historical importance, to the incoming Assistant Secretary for his safekeeping.

Section 5.5 The Treasurer shall:

Section 5.5.1 Receive and make deposits of all checks and cash collected as assets of TVWC, keeping a record of all checks before deposit is made.

Section 5.5.2 Pay by check when possible, all invoices when accompanied with receipts and when clearly authorized by a Committee Chairman through the Board of

Directors. Expenditures presented for payment without proper receipts will be paid only after approval has been given to do so by the Board of Directors.

Section 5.5.3 Be authorized to sign checks in the absence of the President or Chairman of the Board.

Section 5.5.4 Give a financial report when required by the presiding officer to do so. Present an audited financial statement at the Board meeting prior to the Annual election of the Treasurer and for presentation to the membership for their acceptance.

Section 5.5.5 Record and maintain all financial records as recommended and accepted by GAAP (General Accepted Account Practices) and correspond with all local, state and federal offices when and as necessary to maintain TVWC as a not for profit corporation.

Section 5.5.6 Not pay any expense incurred by a Chairman of a committee, its members or any member of TVWC over the amount of five hundred dollars (\$500) without prior approval of the Board of Directors.

Section 5.5.7 Submit to the Board of Directors a budget for the subsequent year no later than the date of the October Board of Directors meeting.

Section 5.5.8 Perform such duties as may be assigned by the Board of Directors.

Section 5.5.9 Upon leaving office, convey to the incoming Treasurer, all financial records, correspondence and all other papers of current and historical importance for his safekeeping.

Section 5.6 The Assistant Treasurer shall:

Section 5.6.1 Perform the duties of the Treasurer in his absence.

Section 5.6.2 Perform such duties as may be assigned by the Board of Directors.

Section 5.6.3 Upon leaving office, convey minutes of all past meetings, correspondence and all other papers of current and historical importance, to the incoming Assistant Treasurer for his safekeeping.

Section 5.7 The Office Manager shall:

Section 5.7.1 Have supervision over the Monitors Scheduling Program.

Section 5.7.2 Receive all membership dues, and after notifying the Secretary of all renewals, confirm that all monies are transferred to the Treasurer.

Section 5.7.3 Perform such duties as may be assigned by the Board of Directors.

Section 5.7.4 Upon leaving office, convey minutes of all past meetings, correspondence and all other papers of current and historical importance, to the incoming Officer Manager for his safekeeping.

Section 5.8 The Assistant Office Manager shall:

Section 5.8.1 Perform the duties of the Office Manager in his absence.

Section 5.8.2 Perform such duties as may be assigned by the Board of Directors.

Section 5.8.3 Upon leaving office, convey minutes of all past meetings, correspondence and all other papers of current and historical importance, to the incoming Assistant Office Manager for his safekeeping.

Section 5.9 The Education Officer shall:

Section 5.9.1 Devise, implement and have supervision over programs to improve the knowledge and craftsmanship of members of the TVWC and conduct Certification and Shop Monitor classes to ascertain that all members possess adequate knowledge as to the proper operation of woodworking equipment.

Section 5.9.2 Certify to the President and/or Vice-President only those members who have completed classes and are qualified to operate woodworking equipment as prescribed in Section 5.9.1 to have access to TVWC shop area.

Section 5.9.3 Schedule and publish classes, dates and requirements as authorized by the Vice-President.

Section 5.9.4 Solicit and maintain a list of members as may be required for class instructors.

Section 5.9.5 Perform such duties as may be assigned by the Board of Directors.

Section 5.9.6 Upon leaving office, convey minutes of all past meetings, correspondence and all other papers of current and historical importance, to the incoming Education Officer for his safekeeping.

## 6. MEETINGS, NOTICE AND QUORUMS

Section 6.1 The rules contained in the most current edition of *Robert's Rules of Order* shall govern in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order which TVWC may adopt.

Section 6.2 Unless otherwise provided by the members or the President, the order of business at all membership meetings of TVWC shall be:

- 1)
- 2) Determination of Quorum at any meeting which requires a  
vote by the membership.
- 2)
- 3)
- 4)
- 5)
- 6)
- 7)
- 8)

Section 6.3 Regular membership meetings of TVWC will be held each month at a time and place designated by the Board of Directors, except that the board shall have the authority to eliminate summer meetings.

Section 6.4 Special meetings of TVWC may be called at any time and place designated by the President or by five (5) members of the Board. If so called shall be by written request stating an explanation or justification for the meeting and filed with the Secretary not less than 10 days before said meeting date.

Section 6.5 Special meetings may be called by the active members by submitting a written request stating an explanation or justification signed by at least fifty (50) members from TVWC active membership in good standing and filed with the Secretary no less than 10 days before said meeting date.

Section 6.6 TVWC election of the Board of Directors and Officers of TVWC shall be conducted during the annual meeting held in January.

Section 6.7 Notice of monthly membership meetings including the agenda shall be posted on TVWC bulletin board and published on TVWC Website at least three (3) days prior to the meeting.

Section 6.8 Voting at membership meetings shall be only by qualified members in good standing and to be counted, a voter shall be in attendance at the time the vote is taken.

Section 6.9 Voting by absentee ballot shall be permitted before the Annual meeting held for the election of the Board of Directors and Officers of TVWC after the slate of names have been placed in nomination. Absentee ballots shall be provided ten (10) days before the date of the Annual Meeting. To be counted absentee ballots shall be returned to the Secretary before the votes at the Annual Meeting have been tabulated.

Section 6.10 Voting by absentee ballot shall only be permitted for the election of the Board of Directors and Officers of TVWC during the Annual meeting.

Section 6.11 A quorum at any regular or special meeting of TVWC shall not be fewer than seventy-five (75) current members in good standing.

Section 6.12 A quorum at a committee meeting shall not be fewer than the majority of the number of members as appointed.

## 7. NOMINATIONS AND ELECTIONS

Section 7.1 Members of TVWC shall be qualified for nomination, election and permitted to accept an office on the Board of Directors and as an Officer of TVWC if he has been an active member in good standing for one (1) year and affirms he is willing to serve before being nominated.

Section 7.2 Members of TVWC appointed by the Board of Directors shall be an active member in good standing for one (1) year and affirms he is willing to serve before being appointed.

Section 7.3 A member shall only be eligible for election to the Board of Directors and as an Officer of TVWC if he is nominated by the Committee on Nominations or by being nominated from the floor during the annual election of officers. If nominated from the floor, the member nominated must meet the same qualifications as stated by **Section 7.1**.

Section 7.4 The Chairman of the Committee on Nominations shall:

Section 7.4.1 Name two members in good standing from the current membership to his committee soon after his appointment. This exposes the members of the nominating committee to the membership and the individual recognition that each member may bring to their attention during the next club year.

Section 7.4.2 In the presence of his committee members conduct a one-on-one discussion with each candidate for nomination to ascertain his qualification as a member of the Board of Directors and/or for the TVWC offices.

Section 7.4.3 Nominate a slate of candidates necessary to fill only the vacancies in the Board of Directors.



Section 7.4.4 Nominate a slate of names one for each office of the president, vice-president, secretary and treasurer to be elected for the subsequent year.

Section 7.4.5 Nominate members to the Board and to a TVWC office at the December membership meeting. Further nominations to the Board and to a TVWC office will be accepted from the floor.

Section 7.5 In the event of a nominee dying, refusing nomination, or becoming incapable of serving in office, forthwith nominate a replacement.

Section 7.6 A member of the Committee on Nominations shall not be elected to the Board of Directors or to a TVWC office during his year of tenure.

Section 7.7 A member of the Board of Directors or an Officer of the Club shall not be a member of the Committee on Nominations.

## **8. DUES AND FEES**

Section 8.1 The annual dues year shall run concurrent with the annual calendar year.

Section 8.2 New members shall be charged the Annual Dues and a Shop Initiation Fee which will be submitted with the application for membership. The amount of this fee will be determined by the Board of Directors.

Section 8.3 Membership dues and the Shop Initiation Fee paid to TVWC for the ensuing year, shall be fixed annually no later than 90 days prior to the end of the current dues year. In the event that no such annual dues or fees are so fixed, they shall be the same as for the current year.

Section 8.4 Membership dues shall be due and payable before 1 January. Members failing to pay dues before 1 February shall be removed from the TVWC roster.

Section 8.5 The grace period for paying dues between January 1st and January 31st, shall be to reinstate membership, but access to the shop is denied during this period until the dues are actually paid. When special circumstances exist, a written request made by the member failing to pay his dues before 1 February may be submitted to the Board of Directors stating the said member's extenuating circumstances. Approval of the Board to reinstate will be by majority vote and if approved shall be ordered upon payment of all dues by said member.

## **9. Bylaws**

Section 9.1 The bylaws of TVWC may be revised at any time by a Rules Committee that shall be appointed by the Board of Directors. This committee shall convey all proposed changes to the Board of Directors for its approval.

Section 9.2 After the Board of Directors has approved the proposed changes they shall be posted on TVWC bulletin board and published on the TVWC website no less than 15 days before the date of the designated membership meeting for approving changes. Changes to the bylaws shall require a two-thirds vote by the members attending and voting for approval.

## **10. Miscellaneous**

Section 10.1 Any oral or written correspondence by a member with non-TVWC groups or individuals, public or private, which represents any official TVWC policy or position or which implies that the member is an official representative of TVWC shall have the prior approval of the Chairman of the Board, Board of Directors or President of TVWC.

Section 10.2 Unless otherwise approved in advance by the Board of Directors, all services performed for TVWC by its members shall be without monetary compensation of any kind.

Section 10.3 No person shall take advantage of TVWC membership status or its list of members in order to achieve personal gain or remuneration which would otherwise be unavailable.

Section 10.4 No member of TVWC shall have, as an individual, any interest in or title to the assets of TVWC.

Section 10.5 The official website of TVWC shall be called The Villages Woodworkers Club, Inc.

## **11. DISTRIBUTION OF ASSETS AFTER TERMINATION**

Section 11.1 In the event of the dissolution, all remaining assets after payment of all liabilities then belonging to TVWC shall be assigned to an institution which qualifies for tax exemption under Section 501 (c)(3) of the *Internal Revenue Code of 1986*, as amended, or by such other section of the code by which TVWC is exempt. The recipient of such assignments shall be selected by the Board of Directors

Bylaws, approved by the Membership of TVWC, at the General Membership Meeting  
September 13, 2016.

17 February 2017