

**By-laws, Northeastern Woodworkers Association**  
**May 13, 2021**

I. NAME and ADDRESS - The name of this organization shall be the NORTHEASTERN WOODWORKERS ASSOCIATION; its address is Box 246, Rexford, New York 12148.

II. PURPOSE - The purpose of the Association shall be to advance the arts and crafts of fine woodworking through education, programs and activities focused upon the sharing of knowledge, skill and experience of woodworkers and the utilization of such knowledge, skill and experience to provide educational and community services.

III. MEMBERSHIP

- A. Regular members: Any person interested in fine woodworking will be accepted as a member of the Association by applying for membership and paying the annual dues.
- B. Other members: Other categories of membership may be established by the Board of Directors.
- C. Dues: Annual dues for each category of membership shall be set by the Board and reviewed each year.

IV. GOVERNANCE - The Association shall be governed by its Board of Directors which sets policy and carries the ultimate responsibility for the affairs of the Association.

- A. The Board of Directors shall be comprised of
  1. the President,
  2. the Vice-president,
  3. the Executive Secretary,
  4. The Secretary,
  5. the Treasurer, .
  6. a representative selected by the Mid-Hudson Chapter,
  7. the immediate Past President (to be replaced by Member at Large #1 after one year of service of the immediate Past President),
  8. two Members at Large, designated #2 and #3.
- B. Officers - There shall be a President, a Vice-president, the immediate Past President, a Secretary and a Treasurer. The President shall serve for a term of one year and may be elected for up to two successive one year terms and directly then for a term of one year as Past President, following which he/she shall not be eligible for election to the office of President for a period of two years . The Vice-president shall serve for a term of one year and may be elected for up to two successive one year terms following which he/she shall not be eligible for election to the office of Vice-president for a period of two years. Both the Secretary and the Treasurer shall serve for terms of two years, but with their terms staggered in alternate years. Vacancy of the office of Vice-president, Secretary, or Treasurer shall be filled for the remainder of the term by appointment by the President. To stand for election as President or Vice-president the candidate must have served as an officer, committee chair, Chapter representative, Chapter President, or Special Interest Group ("SIG") representative for at least one year or been a member for at least two years.
- C. Duties of Officers and Terms of Board Members
  1. Each year the Board of Directors shall elect a Chair from among its members. The Chair shall preside at all meetings of the Board. The President shall preside at all General meetings of the Association and shall chair the Operations Committee. He/she shall exercise general supervision of the affairs of the Association, and with Board concurrence, appoint the Executive Secretary and the chairs of the standing committees and of such ad hoc committees as the Board may establish. All appointments shall be for a term of one year. Reappointments shall be unlimited.
  2. The Vice-president shall be Program Chair for the Association, shall chair the Programs/SIG Committee. and in the absence or incapacity of the President, perform the duties of the President.
  3. The Secretary shall keep records of meetings of the Board of Directors, maintain current lists of officers and committee members and perform the duties ordinarily associated with the offices of secretary.
  4. The Treasurer shall receive and disburse the funds of the Association and in general be responsible for the conduct of its financial affairs. Each year the Treasurer shall prepare a budget of projected income and expenses and prepare a report on the financial condition of the Association for acceptance of and distribution to the Board. The Treasurer shall also prepare or cause to be prepared an annual financial statement and file any required government reports.

5. For a period of one year the Past President shall serve as special adviser and member of the Board and may accept appointment as chair or member of Association committees.
6. The terms of the Board Members at Large shall be as follows: Member at Large #1 shall be elected upon expiration of the immediate Past President's term and shall serve a term of two years, or one year if superseded by a President assuming the role of immediate Past President. In the first election following ratification of these by-laws Member at Large #2 shall be elected for a one year term and Member at Large #3 for a two year term (so as to create staggered terms) . Subsequent terms shall be for two years. Members at Large may serve up to four consecutive years. They may stand for election again only after a two year period has passed during which they did not serve.

D. Election of Officers and Board Members

1. Two months before the Annual Meeting, the President shall appoint a Nominating Committee made up of at least three members, one of whom, the Vice-president, shall serve as chair. From the membership qualified for elected positions, this committee shall select at least one candidate for each of the offices and Board Members at Large to be filled and from each obtain his/her acceptance of nomination. Names of the nominees shall be communicated to the membership at least ten days in advance of voting at the Annual Meeting. Members at the meeting may offer additional candidates, providing each candidate proffered has given assurance of serving if elected.
2. As determined by the Board, voting shall be in person at the meeting, in absentia/proxy within ten days prior to the meeting or a combination thereof. Voting at the meeting shall be by voice vote, by show of hands, or by written ballot. The method of voting shall be determined by the Board. Regardless of the method of voting, each paid membership shall be entitled to one vote.
3. Each winning candidate must receive at least a plurality of the votes cast for that office.
4. Winning candidates take office at the conclusion of the Annual Meeting.
5. Any unfilled Member at Large position may be appointed by a majority vote of the Board and serve until the next election.

E. Executive Secretary

An executive secretary annually shall be appointed by the President, with the concurrence of the Board, to carry out the administrative functions of the Association. These duties shall include:

1. assist the President in the preparation of an agenda for Board meetings,
2. notify members and Directors of meetings of the Board of Directors,
- 3.
4. Inform the Board or President (as appropriate) of matters or activities of the Association which do not naturally fall into the province of the standing committees,
5. serve as contact between the Association and the woodworking world, and
6. perform day-to-day administrative tasks necessary to the operation of the Association which do not fall into the province of the standing committees.

V. STANDING COMMITTEES

- A. The Program Committee, chaired by the Vice-president, shall be responsible for the format and content of each of the regular meetings of the Association.
- B. The Publications Committee shall be responsible for publication of a periodic newsletter for the membership, maintenance of the Association websites and preparation of such additional items or periodicals as may be appropriate to the functioning of the Association. The Publications Committee shall include the publications editor, website editor and webmasters.
- C. The SHOWCASE Committee shall be responsible for planning and production of an annual woodworking show with the general knowledge and concurrence of the Board.
- D. The Membership Committee shall be responsible for the maintenance of current membership lists, and such other activities for which the Association may have need. The committee shall assist the Treasurer in maintaining accurate records of dues payments, provide an annual membership directory and carry out those activities which would make membership records an asset to the functions of the Association.
- E. The Library Committee shall be responsible for obtaining and maintaining publications and other audio-visual material bearing on the arts and crafts of fine woodworking which are judged to be of broad interest to the membership.

- F. The Fiske Education Fund committee shall be responsible for administering the Fiske Education Fund as specified in Section XI.
- G. The Education Committee shall be responsible for the educational activities of the Association which are designed to advance the woodworking knowledge and skills of its members, students, and the general public.
- H. The Hospitality Committee shall be responsible for providing an atmosphere at Association meetings which encourages members to become acquainted and learn of the interests and talents of fellow members.
- I. The Association Historian shall be responsible for preserving such records of Association activities as will make it possible to accurately trace the development of the Association and its impact on woodworkers and the community.
- J. The Learning Center Operations Committee (LCOC) will coordinate shop equipment, shop supplies, and the general inventory of materials within the NWA Learning Center. The LCOC will be responsible for providing guidance concerning woodworking safety.
- K. The Publicity Committee shall be responsible for communications and activities designed to inform the general public or selected groups concerning the programs and functions of the Association.
- L. The Auction Committee shall be responsible for acquisition and sale of items for the benefit of raising funds for the Association and for the Fiske Fund.
- M. The Operations Committee shall consist of the following committee chairs: Auction, Education, Membership, LCOC, SHOWCASE, Publications, Publicity, Fiske Education Fund, Librarian, Historian and such ad-hoc committees as determined by the Board.
- N. The Programs/SIG Committee shall consist of the following committee chairs and representatives: Program, SIG representatives, Chapter representatives (except mid-Hudson Chapter which is represented at the Board), Hospitality and such ad-hoc committees as determined by the Board.
- O. Chairs of all committees (with the exception of the Program Committee) shall be appointed by the President with the concurrence of the Board and shall serve until a successor is appointed. Members of each committee shall be appointed by the respective chair, with the approval of the President and serve during the tenure of that chair.

VI. AD HOC COMMITTEES - Committees for specific purposes and of limited tenure may be established by the Board or by the President, with the concurrence of the Board, for any purposes consistent with the purpose of the Association.

#### VII. MEETINGS

- A. General meetings of the membership shall be held on a schedule established by the Board. The necessary business of the Association shall be conducted at these meetings under established rules of order. These meetings shall otherwise consist of such features, supportive of the purpose of the Association, as the Program Committee may provide.
- B. The Annual Meeting shall be held in May of each year for election of new officers and Board Members at Large, and for such other business as Association members in good standing or the Board may wish to consider.
- C. Meetings of the Board of Directors shall be held at least five times a year at such times and places as the Board Chair or at least four Directors may decide. A majority of filled Director positions, including at least one of the elected officers, shall constitute a quorum for meetings of the Board.
- D. The President shall convene the Operations Committee at least four times per year.
- E. The Vice-president shall convene the Programs/SIG Committee at least four times per year.

VIII. QUORUM - In compliance with New York State law, the quorum for a vote by the membership shall be defined as at least 10% of members (where each paid membership is entitled to one vote). The counting of votes for a quorum shall include votes by absentia/proxy.

#### IX. FISCAL MATTERS

- A. The fiscal year of the Association shall start on September 1 and end on the succeeding August 31.
- B. The official bank of the Association shall be designated by the Board. Only the Treasurer and the Executive Secretary may conduct Association business with that bank.

- C. An annual audit of the financial records and practices of the Association shall be made by an auditor appointed by the Board, and reported at the Annual Meeting.
- D. No Board member or appointee shall commit to the expenditure of funds not covered by an approved budget without prior approval of a committee made up of the President, Treasurer and the Executive Secretary.

#### X. BENEFITS AND DISSOLUTION

- A. Net income received from activities conducted or sponsored by the Association, or assets given to it, shall be applied to the operation of the Association and the support of its purpose. No asset of the Association shall inure to the pecuniary benefit of any member.
- B. In the event of the dissolution of the Association, the Board of Directors, after payment of all debts and obligations, shall distribute the remaining assets to such organization(s), which will pursue the purpose of the Association.

#### XI. THE FISKE EDUCATIONAL FUND

- A. The Fiske Educational Fund is for educational purposes and is dedicated to the furtherance of woodworking by granting educational awards. The grants will provide the recipients with the opportunity to increase and improve their knowledge and abilities in any form of woodworking through instruction and hands on learning experiences.
- B. The assets and net earnings of the Fiske Educational Fund may not be used to further the general program of the Northeastern Woodworkers Association
- C. In the event the Fiske Educational Fund is dissolved, the assets of the Fund will be considered to be the property of the Association.

#### XII. CHAPTERS

- A. Chapters of the Association may be created by groups of members who live in common geographical areas. Such Chapters shall elect a slate of officers, including a representative to the Programs/SIG Committee. All chapter members must be members of the Northeastern Woodworkers Association.
- B. Each Chapter shall develop By-laws, which are consistent with the By-laws of the Association.
- C. All Chapter activities shall be considered to be Association sponsored activities.
- D. Annually each Chapter shall submit a budget, which the Association Treasurer shall incorporate into the Association's budget, for approval by the Board of Directors.
- E. Should a Chapter disband all assets will be considered to be the property of the Association.

#### XIII. SPECIAL INTEREST GROUPS

- A. Many Association members are interested in specific areas of woodworking. Groups with common woodworking interests are encouraged to form Special Interest Groups to concentrate on those areas of interest. All members of such Groups must be members of the Association.
- B. To be recognized by the Board a Special Interest Group must elect a slate of officers and petition the Board for such recognition. Once recognized by the Board, a SIG may designate a representative to the Programs/SIG Committee .
- C. Special Interest Groups which sponsor activities, other than regular meetings, which involve income and expenditure of funds shall develop By-laws, which are consistent with the By-laws of the Association.
- D. All Special Interest Group activities shall be considered to be Association sponsored activities.
- E. Annually each Special Interest Group shall submit a budget, which the Association Treasurer shall incorporate into the Association budget, for approval by the Board of Directors.
- F. Should a Special Interest Group disband all assets will be considered to be the property of the Association.

#### XIV. DISCIPLINARY ACTIONS

- A. In the rare event where a member's behavior is considered harmful to the Association the member is subject to removal from the Association. In such a case, upon a motion from a Board member, the member will be given written notice of the behavior in question and a reasonable time to respond. Following a two-thirds vote of the full Board, the member is removed from the Association for a period of time determined by the Board.
- B. In the rare event where a member is behaving in violation of shop safety procedures, as may be established by the Association, the member is subject to suspension of shop privileges. This determination is managed by the President. Upon a motion by the LCOC chair the member will be given written notice of the

behavior in question and given a chance to respond. Following a two-thirds vote of the Operations Committee the member has shop privileges suspended for a period defined by the LCOC chair.

- C. In the rare event that the Board determines an officer or Board member is no longer fit to serve, any officer or Board member may be removed from that position following a two-thirds vote of the full Board. Vacancy of any Member at Large or office of the President may be filled by appointment of the Board until the remainder of the term.

#### XV. VIRTUAL MEETINGS

- A. At the discretion of the Chair, Board meetings may be held virtually or semi-virtually and shall carry the same weight as if held in person. (Semi-virtually means some attendees attend in person and some attend via telephone or teleconference system)
- B. At the discretion of the President and Vice-president the Operations and Programs/SIG Committee meetings, respectively, may be held virtually or semi-virtually and shall carry the same weight as if held in person.
- C. For any Board meeting, Operations Committee meeting, or Programs/SIG Committee meeting, a majority of filled Board or committee positions, respectively, shall constitute a quorum. A "full Board" shall mean all filled Board positions.

XVI. AMENDMENTS - These By-laws may be amended at a meeting of the Association by a simple majority of the quorum as defined herein, provided that the proposed amendments shall have been submitted to the entire membership at least two weeks in advance by email, special mailing or newsletter.

Revised May 13, 2021

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