

By-laws, Northeastern Woodworkers Association, Inc.
April 9, 2026

I. NAME and ADDRESS - The name of this organization shall be the NORTHEASTERN WOODWORKERS ASSOCIATION, INC.; its address is P.O. 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 Secretary,
 4. the Treasurer,
 5. the immediate Past President (to be replaced by a Member at Large after one year of service of the immediate Past President),
 6. four Members at Large, or five when there is no immediate Past President.
- B. The Officers shall be the President, the Vice-president, the immediate Past President, the Secretary and the Treasurer.
- C. Duties of Officers and Terms of Board Members
 1. The President shall preside at all meetings of the Board. The President shall preside at all General meetings of the Association and shall chair the Administration Committee. He/she shall exercise general supervision of the affairs of the Association, and with Board concurrence, appoint the chairs of the standing committees and of such ad hoc committees as the Board may establish. All appointments shall be until a successor is appointed.

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.
 2. The Vice-president shall chair the General Meetings Committee and the Programs Committee. In the absence or incapacity of the President, the Vice-president shall perform the duties of the President. 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.
 3. The Secretary shall keep records of meetings of the Board of Directors, maintain current lists of Board members, committee members, and other Association leaders, and perform the duties ordinarily associated with the office. The secretary shall also obtain and present to the President the annual affirmation of the Association's Conflict of Interest Policy from each Director, as required by Section 715-A of the New York Not-For-Profit Corporation Law.
 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, with input from Special Interest Groups (SIGs), Chapter(s), and Committee Chairs, shall prepare a budget of projected income and expenses and prepare a report on the financial condition of the Association, for review and approval of both by the Board. The Treasurer shall also prepare or cause to be prepared an annual financial statement and file any required government reports.

5. Both the Secretary and the Treasurer shall serve for terms of two years, but with their terms staggered in alternate years.
6. For a period of one year the Past President will serve as special adviser and member of the Board and may accept appointment as chair or member of Association committees.
7. Members at Large shall serve two-year terms, staggered to minimize the turnover of Members at Large in any one election, or a one-year term if necessary to preserve 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.
8. Vacancy of the office of Vice-president, Secretary, or Treasurer, or a vacancy of a Member at Large position shall be filled for the remainder of the term by appointment by the President with concurrence of the Board. Vacancy of the office of President may be filled by appointment by the Board for the remainder of the term.
9. Additional duties and responsibilities of Board positions may be defined by the Board.

D. Election of Officers and Board Members

1. At least two months before the Annual Meeting, the President shall appoint a Nominating Committee made up of at least three members, one of whom shall be a member of the Board not up for election, who shall serve as chair.
2. From the membership qualified for elected positions, this committee shall select at least one candidate for each of the offices and Member at Large positions to be filled and from each obtain his/her acceptance of nomination and a written affirmation of compliance with the Association's Conflict of Interest Policy mandated by New York State law.
3. In the interest of obtaining a Board that is representative of the entire Association, the Chapters, SIGs, Committees, and members shall be encouraged to propose to the Nominating Committee suitable candidates for open Board positions.
4. To stand for election as an officer or member of the Board a candidate must be a member in good standing of the Association.
5. To stand for election as President or Vice-president the candidate must have served as an officer, committee chair, Chapter representative, Chapter President, or SIG leader for at least one year or been a member for at least two full years.
6. Names of the nominees shall be communicated to the membership at least ten days in advance of voting at the Annual Meeting.
7. As determined by the Board, voting shall be by meeting participants (in person or remote in a virtual or semi-virtual meeting, as defined in Section VII), in absentia or by 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, by written ballot, or by polling of remote participants. 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.
8. Each winning candidate must receive at least a plurality of the votes cast for that office.
9. Elected candidates take office at the conclusion of the Annual Meeting.

V. STANDING COMMITTEES

- A. The General Meetings 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 Educational Fund Committee shall be responsible for administering the Fiske Educational 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 oversee 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, including being responsible for the conduct of training and certification of members on the safe operation of Learning Center equipment.
- 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 Educational Fund.
- M. Chairs of the above committees (with the exception of the General Meetings 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.
- N. In order to facilitate the communication and coordination among the subgroups of the Association (meaning Chapters, SIGs, and committees), the leaders of the Association shall be organized in the following two groups:
 - 1. The Administration Committee shall consist of the following committee chairs: Auction, Membership, LCOC, Showcase, Publications, Publicity, Fiske Educational Fund, Library, Historian, and such ad-hoc committees as determined by the Board.
 - 2. The Programs Committee shall consist of the following committee chairs and representatives: General Meetings, SIG representatives, Chapter representatives, Education, Hospitality, and such ad-hoc committees as determined by the Board.

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 General Meetings 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 President or at least four Directors may decide.
- D. The President shall convene the Administration Committee at least four times per year.
- E. The Vice-president shall convene the Programs Committee at least four times per year.
- F. At the discretion of the meeting's leader, any meeting 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.)

VIII. QUORUM

- A. In compliance with New York State law, the quorum at a meeting of members of the full Association for the transaction of any business shall be defined as 10% of members (where each paid membership is entitled to one vote). The counting of members for a quorum shall include members participating in person, virtually, in absentia, or by proxy.
- B. For any Board meeting, a majority of filled Board positions, including at least one of the elected officers, shall constitute a quorum.

IX. FISCAL MATTERS

- A. The fiscal year of the Association shall start on January 1 and end on the succeeding December 31.
- B. The official financial institutions of the Association shall be designated by the Board. Only the Treasurer and two other elected Board members selected by the Board as backup signatories to the Treasurer may conduct Association business with the primary Association accounts¹ at those institutions. The backup signatories to the Treasurer shall act solely to maintain continuity of access to the accounts and to conduct necessary business of the Association in the absence of the Treasurer, under the oversight of the Board.
- C. In addition to the primary Association accounts, financial accounts designated by the Board may be maintained by Chapters, SIGs, and Committees, provided they are deemed to be essential to the efficient operation of these groups. The elected Treasurer of each of these groups, with appropriate backups, shall administer their respective accounts, with inquiry access² to the accounts by the Association Treasurer. No new financial accounts may be opened without the approval of the Board.
- D. An annual inspection of the financial records and practices of the Association shall be made by Association member(s) designated by the Board, the results of which shall be reported to the Board, and subsequently presented to the membership at a General Meeting.
- E. No person shall commit to the expenditure of Association funds unless the expense a) is covered by an approved budget and Board guidance or b) has prior approval by the Board.

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, including its subgroups, 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.
- C. In the event of the dissolution of any subgroup of the Association the assets of that group shall be considered the property 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 Association.

¹ “Primary Association accounts” are those financial accounts of the parent Association, as opposed to financial accounts of subgroups (Chapters, SIGs, or committees).

² “Inquiry access”, if available from a financial institution, means electronic access to account information, including statements and transaction history without the ability to perform transactions or manage the account. If not provided by a financial institution, “inquiry access” means account statements will be routinely and promptly shared with the Association Treasurer by the account administrator.

XII. CHAPTERS

- A. Chapters of the Association may be created by groups of members who live in common geographical areas, subject to the approval of the Board.
 - 1. Such Chapters shall elect a slate of officers, including a representative to the Programs Committee.
 - 2. All chapter members must be members of the 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 propose a budget, which, after a reconciliation process, shall be incorporated into the Association's budget, for approval by the Board of Directors.
- E. Income obtained by Chapter activities shall be considered part of the Association operating budget unless prior approval has been granted by the Board.

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 (SIGs) 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 SIG must select a leadership team and petition the Board for such recognition. Once recognized by the Board, a SIG may designate a representative to the Programs Committee.
- C. SIGs which conduct 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 SIG activities shall be considered to be Association sponsored activities.
- E. Annually each SIG shall propose a budget, which, after a reconciliation process, shall be incorporated into the Association budget, for approval by the Board of Directors.
- F. Income obtained by SIG activities shall be considered part of the Association operating budget unless prior approval has been granted by the Board.

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 majority vote of the full Board (a "full Board" shall mean all filled Board positions), the member will be 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 majority vote of the full Board the member will have shop privileges suspended for a period as recommended 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 majority vote of the full Board.

XV. 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 & adopted – April 9, 2026

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