

ATTACHMENT "A"

Oregon Coast Woodturners , Inc.
Amended of Original Bylaws Dated October 27,2011
(See following Page 1.)

OREGON COAST WOODTURNERS, INC. BY-LAWS
(A CHAPTER OF THE AMERICAN ASSOCIATION OF WOODTURNERS)

ARTICLE I

Name

The name of this organization shall be the Oregon Coast Woodturners This organization shall also be identified as by the acronym "OCW", and may be referred to in these by-laws simply as the "Chapter". The principal office of the corporation shall be located at 3333 SE Ferry Slip Rd South Beach, Oregon 97366 The corporation may have other offices and may conduct its business at such other locations as the Board of Directors may determine from time to time.

ARTICLE II

Mission Statement

Our mission is to provide education and information to those who are interested in woodturning. We define woodturning as the shaping of wood using a lathe, which results in objects and images that range from the familiar to the profound. This includes everything from decorative and functional bowls, boxes, and vessels, to furniture, architectural spindles, toys, tools, musical instruments, and sculptural objects.

ARTICLE III

Purposes and Objectives

In following the thrust of our Mission Statement, the Oregon Coast Woodturners shall promote an interest in woodturning for persons of all levels of competence and experience, including beginners and advanced professionals; to provide up-to-date information, education and guidance for all members; to stimulate creativity, and to explore new methods and techniques for advancing woodturning as both a creative craft, and as a unique art form; and to encourage membership in, and continued support for, the American Association of Woodturners.

Section A, The Oregon Coast Woodturners is formed and shall be operated exclusively for "charitable, scientific and educational" purposes as those terms are defined within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future Internal Revenue Law of the United States) as now enacted or an may be hereafter amended ("Code"). The primary mission is to create and coordinate a wide range of educational opportunities for woodturners and people interested in woodturning.

Section B, Private Inurement. No part of the net earnings of the Oregon Coast Woodturners shall inure, directly or indirectly, to the benefit of any private person or individual; and no Director, officer of the OCW shall receive any pecuniary benefit of any kind except reasonable compensation for services actually rendered to the OCW in effecting its corporate compensation for series rendered to the Association in effecting its corporate purposes. No substantial part of the activities of the OCW shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the

OCW participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Section C, Liquidation. In the event the Oregon Coast Woodturners is dissolved and liquidated, the Board shall, after paying or making provision for payment of all the liabilities of the Chapter, distribute its remaining assets to one or more organizations described in Section 501(c)(3) of the Code and Section 170(b)(1)(A) of the Code (and who have been so described for a period of at least sixty (60) months prior thereto_ exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code. Any of the property or assets not so distributed shall be distributed by the Court of Common Pleas for the County in which the principal office of the Oregon Coast Woodturners is location to one or more organizations so described for such purposes.

Section D, Private Foundation Restrictions. For any period in which the OCW is determined to be a private foundation within the meaning of Section 509 of the Code:

- (a) The Association may not merge or consolidate with any corporation or other entity which is not an exempt organization described in Code Section 501(c)(3) and Section 170(b)(1)(A) (other than clauses (vii) and (viii) and which has not been in existence and so described for a continuous period of at least sixty (60) calendar months.

ARTICLE IV

Relationship to the American Association of Woodturners

The Oregon Coast Woodturners shall be a Chapter of the American Association of Woodturners, (AAW), and shall support and participate in the activities of that organization. The 4 Executive Officers of the Chapter agree to be members in good standing of the AAW. The Chapter will encourage all members to become affiliated with the AAW. The AAW specifically disassociates itself from any debts, obligations, or encumbrances of the Chapter; the AAW and its Board of Directors shall have no legal or financial responsibility in the affairs of the (The Club) or it's Board of Directors.

ARTICLE V

Membership

Section A, Qualifications: Regular Membership shall be open to all persons. Membership shall be contingent upon the payment of dues as provided for in Article VI of the Bylaws.

Section B, Removal of Member: Removal of any member of the Oregon Coast Woodturners may be accomplished by a majority vote of the full Board of Directors.

ARTICLE VI

Dues

Section A, Annual Dues: All members shall pay dues as recommended by the Board of Directors and approved by the membership.

Section B, Renewal Dues: Will be due on January 1st and payable no later than the last

day of January. Members who do not pay their dues prior to the February meeting shall be considered to have dropped their membership. Such persons must pay their full annual dues in order to reinstate their membership for the current year.

ARTICLE VII

Fiscal Year

The fiscal year of the Chapter shall be January to December and may be changed by the Board of Directors if such change will benefit the Chapter.

ARTICLE VIII

Meetings

Section A, Monthly Meetings: Regular meetings of the Chapter shall be held on the second (2) Saturday in Tillamook and the third (3) Saturday in South Beach or at alternative times, with the time and location determined by the Board of Directors and announced via email or by direct mail.

Section B, Special Meetings Special meetings may be called by the Chapter's Board of Directors. Also, upon written request of 20% of the Chapter's membership, the Board of Directors shall call a meeting to discuss a specific subject. Notice of a "Special Meeting" will be by separate email or direct mail letter, at least 7 days, prior to the date of the meeting. This notice will show the date, time, and place of the meeting, and will include a proposed agenda.

Section C. Quorum: The presence in person, or by proxy, of 25% of members of the Chapter entitled to vote shall be necessary to constitute a quorum for the transaction of business. Members are entitled to vote only if current dues have been paid.

Section D: Proxies: Every member of the Chapter entitled to vote at any regular meeting may vote in proxy. A proxy shall be in writing and is revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be invalid after 30 days from the date of its execution.

ARTICLE IX

Board of Directors

Section A, Powers: The Board of Directors shall be the governing body of the Chapter and shall have all powers necessary to conduct the business of the Chapter, which are consistent with these By-Laws. The Board of Directors shall nominate Directors, Officers, and appoint committees and special positions as may be required. The Board of Directors shall also have the power to abolish any committee or special position.

Section B, Number and Manner of Election: The Board of Directors shall consist of four (4) Executive Officers and no less than two (2) elected Directors. Elections will be conducted at the November, meeting with newly elected Directors assuming duties on January 1st, Election will be by a simple majority of votes cast by the membership present.

Section C, Terms of Office: Elected Directors shall serve for terms of two years. Terms of the elected Directors should be staggered to maintain some degree of continuity within the Chapter organization. Arrangement of terms will be coordinated by the currently serving Directors. The Chapter secretary will record the term of each Director and advise the Board which Directors Term expires each year.

Section D, Meetings of the Board: A regular meeting of the Board of Directors shall be held within 30 days of the annual election of Officers and Directors. The President may, when he or she deems necessary, or the Secretary shall, at the request in writing of three (3) members of the Board, issue a call for a special meeting of the Board, at least ten (10) days before the appointed date for the meeting. Due to distances involving considerable travel, special meeting items and related decisions requiring Board approval, may be accomplished via email or direct mail. Proposals must be clearly stated, and responses returned to a designated member of the Board of Directors within seven (7) days.

Section E, Quorum: In regular meetings, a simple majority of Directors present will constitute a quorum. In email ballots (decisions) a majority of Directors currently in office will be required to determine an affirmative vote.

Section F, Vacancies: Whenever any vacancy occurs on the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay by a majority vote by ballot by the remaining members of the Board of Directors at a regular Board meeting, or at a special meeting which shall be called for that purpose. The election shall be held as soon as possible, but no later than sixty (60) days after the occurrence of the vacancy. The person so chosen shall hold office for the remainder of the term of the Director he or she replaces.

Section G, Removal of Directors: Any one or more of the Directors may be removed with just cause, at any time, by a vote of two-thirds of the members present at any special meeting called for that purpose.

ARTICLE X

Officers

Section A, Number: The Executive officers of the Chapter shall consist of a President, a Vice President, a Secretary, and a Treasurer. These Officers shall serve on and be included in the Board of Directors. At the discretion of the Board of Directors, the positions of Secretary and Treasurer may be combined.

Section B, Method of Election: The Officers (3 or 4) shall be elected at the November, meeting of the Chapter, and shall serve for terms of one year. A slate of Officers shall be developed by the Board of Directors in October, presented to the membership at the October, meeting, and combined with any nominations from the floor at that time. The election of Officers will take place at the November meeting with the newly elected Officers assuming full duties on January 1st Elections will be by a simple majority of

votes cast by the membership present.

Section C, Duties of Officers: The duties and powers of the Officers of the Chapter shall be as follows:

PRESIDENT- The President shall be the chief executive officer of the Chapter; shall chair all meetings of the Board of Directors, and regular monthly meetings of the Chapter; shall be authorized to make deposits and withdrawals of the Chapter's funds for Chapter purposes; and shall have the power to enter into and sign contracts in the name of the Chapter whenever such contracts are authorized by the Board of Directors. The President shall have the authority to make committee appointments and will coordinate the appointment and actions of an Audit Committee, as required.

VICE PRESIDENT- In the case of death, or the absence of the President, or of his or her inability from any cause to act, the Vice President shall perform the duties of the Office of President. The Vice President shall be in-charge of scheduling meeting demonstrations and special classes.

SECRETARY- The Secretary shall attend and keep minutes of all meetings of the Chapter, its Officers, and its Board of Directors. The Secretary shall conduct all correspondence and carry into execution all orders, votes, and resolutions not otherwise committed; shall keep a list of the members of the Chapter; shall notify the Officers and members of their appointment to committees; and shall maintain a list of the expiration date of each Director's term of office. In the case of absence or disability of the Secretary, the President may appoint a Secretary Pro Tem.

TREASURER- The Treasurer shall be responsible for handling, depositing, and accounting of all funds of the CHAPTER, and shall provide a quarterly report to the Board of Directors of all receipts, disbursements, and monies on deposit.

Section D, Bond of President & Treasurer: The Board of Directors may require that the President and Treasurer give a surety bond in an amount determined by the Board of Directors. A validated copy of the surety bond shall be presented to the Board of Directors prior to assuming the handling of the assets and specifically his or her signing of any checks. The cost of the surety bond will be paid for by the Chapter.

ARTICLE XI

Equipment and supplies

The Board of Directors shall coordinate the acquisition of all equipment and shall regulate and/or restrict the use of any equipment and supplies belonging to the Chapter.

ARTICLE XII

Amendments

These By-Laws may be amended from time to time by the membership. Such action shall be preceded by giving all Chapter members ten (10) days prior notice of the meeting at

which such amendments will be considered, and all provisions for proxies and mail in ballots shall have been given. Corrections and clarifications made to these By-Laws shall not be considered as amendments.

ARTICLE XIII

Indemnification

Each person who has been, now is or shall hereafter be a member of the Board of Directors, an Officer, or committee member of the Chapter, shall be indemnified by the Chapter to the extent of its treasury funds and as permitted by law against all expenses reasonably incurred by him or her in connection with any action, suit, proceedings or the settlement or compromise thereof, or payment of any judgment or fine resulting therefrom in which he or she may become involved by reason of any action taken or omitted by him or her provided that such action was taken or omitted in good faith for the Chapter.

ARTICLE XIV

Rules of Order

The meetings of the Chapter shall be conducted in accordance with Robert's Rules of Order.

ARTICLE XV

Conflicts of Interest

Section A, Purpose: The purpose of the conflict of interest policy is to protect OCW interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of OCW or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section B, Definitions:

- 1.) Interested Persons: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

- 2.) Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family (a) an ownership or investment interest in any entity with which OCW has a transaction or arrangement, (b) a compensation arrangement with OCW or with any entity or individual with which OCW has a transaction or arrangement, or (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which OCW is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section C, Paragraph 2 of this Article, a

person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists. The OCW will only enter agreements with an Interested Person if the agreement is at cost or within industry average profit.

Section C, Procedures:

1.) Duty to Disclose, In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2.) Determining Whether a Conflict of Interest Exists, After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3) Procedures for addressing the conflict of Interest,

a.) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b.) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c.) After exercising due diligence, the governing board or committee shall determine whether OCW can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d.) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in OCW's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4.) Violations of the Conflict of Interest Policy, If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the

governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section D, Records of Proceedings: The minutes of the governing board and all committees with board delegated powers shall contain (a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed; and (b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings,

Section E, Compensation: A voting member of the governing board who receives compensation, directly or indirectly, from OCW for services is precluded from voting on matters pertaining to that member's compensation. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from OCW for services is precluded from voting on matters pertaining to that member's compensation. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from OCW, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section F, Annual Statements: Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person (a) has received a copy of the conflicts of interest policy, (b) has read and understands the policy, (c) has agreed to comply with the policy, and (d) understands that OCW is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section G, Periodic Reviews: To ensure OCW operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: (a) whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and (b) whether partnerships, joint ventures, and arrangements with management organizations conform to OCW written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section H, Use of outside Experts: When conducting the periodic reviews provided for in Section G, OCW may, but need not, use outside advisors. If outside experts are used,

their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted

ARTICLE XVI

Prohibited Activities

OCW was formed for charitable and educational purposes as set forth in Articles II and III of these By-Laws. Thus, OCW recognizes that it is prohibited from undertaking activities which impermissibly benefit private interests. OCW shall not engage in any activities not permitted to be carried on by a corporation exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code.

Adopted: Date _____

President's Signature _____

President's Name _____

Vice President's Signature _____

Vice President's Name _____

Secretary Signature _____

Secretary Name _____

Treasurer Signature _____

Treasurer Name _____