BYLAWS

OF THE

SAN JOAQUIN FINE WOODWORKERS ASSOCIATION

November 19, 2022

TABLE OF CONTENTS

Page

ARTICLE I. PURPOSES 1
Section 1. General Purposes 1
Section 2. Specific Purposes 1

ARTICLE 11. ADDRESS OF THE ASSOCIATION 1
Section 1. Change of Principal Office Location 1

ARTICLE III MEMBERS 2
Section 1. Membership Categories 2
Section 2. Membership Dues and Fees 2
Section 3. Rights of Members 2
Section 4. Admission of Members 2
Section 5. Membership Records 2
Section 6. Non-liability of Members 3
Section 7. Termination of Membership 3
Section 8. Suspension and Expulsion of Members 3

ARTICLE IV. **MEETINGS OF MEMBERS** 3
Section 1. Places of General Meetings 3
Section 2. Annual Meetings 3
Section 3. Special or Adjourned Meetings 4
Section 4. Notice of Annual or Special Meetings 4
Section 5. Quorum 4

ARTICLES V. BOARD OF **DIRECTORS** 4
Section 1. Duties and Powers 4
Section 2. Numbers and Qualifications of Directors 5
Section 3. Election and Term of Officers 5
Section 4. Compensation 5
Section 5. Vacancies 6
Section 6. Removal of Officers and Directors 6
Section 7. General Board Meetings 6
Section 8. Absence from Meetings 6
Section 9. Special Board Meetings 6
Section 10. Waiver of Notice 7
Section 11. Quorum 7
Section 12. Adjournment 7
Section 13. Non-Liability of Directors 7

ARTICLE VI. OFFICES 7
Section 1. Officers and Directors at Large 7

TABLE OF CONTENTS (continued)

Page

Section 2. Subordinate Officers....7
Section 3. Vacancies....8
Section 4. President....8
Section 5. Vice President....9
Section 6. Secretary....9
Section 7. Treasurer....9
Section 8. Newsletter Editor....10

ARTICLE VII. STANDING COMMITTEES AND SPECIAL PURPOSE COMMITTEES....10
Section 1. Committees....10

ARTICLE VIII. MISCELANEOUS....11
Section 1. Checks and Drafts....11
Section 2. Execution of Instruments....11
Section 3. Fiscal Year....11
Section 4. Membership Cards....11
Section 5. Audits....11
Section 6. Amendment of Bylaws....12
Section 7. Inspection of Bylaws....12
Section 8. Amendment of Article of Incorporation....12
Section 9. Rules of Order....12
Section 10. Construction and Definitions....12
Section 11. Dissolution and Distribution of Assets....12

SIGNATURE PAGE....14

BYLAWS

OF THE

SAN JOAQUIN FINE WOODWORKERS ASSOCIATION

ARTICLE I. PURPOSES

Section 1. General Purposes

The San Joaquin Fine Woodworkers Association (**Association**) shall be a non-profit, non-partisan organization dedicated to the education, promotion, and execution of the principles of fine woodworking through any lawful activity for which a corporation may be organized under the laws of the State of California.

Section 2. Specific Purposes

The specific purposes shall include:

a) public education of the principles of fine woodworking by the presentation of lectures, seminars, discussions, workshops, and field trips

b) dissemination and exchange of data and information on indigenous and rare woods and associated fine woodworking methods

c) public exhibition of the products of fine woodworking

d) promotion and appreciation of the arts and skills of the artisan woodworker

ARTICLE II. ADDRESS OF THE ASSOCIATION

Section 1. Change of Principal Office Location

The Board of Directors may change the principal office from one location to another by noting the changed address and effective date below and such changes of address shall not be deemed an amendment of the Bylaws. All correspondence should be addressed to the President and sent to the Association Post Office Box below in Fresno.

P.O. Box 789, Porterville, CA 93258-0789 Dated: 1983

P.O. Box 3132, Visalia, CA 93278-3132 Dated: 1984

P. O. Box 27442, Fresno, CA 93729 Dated: 2022

ARTICLE III. MEMBERS

Section 1. Membership Categories

There shall be two classes of membership:

Charter members - Those members who were present from the beginning of the Association and are entitled to life membership without the need to pay annual dues.

Regular members - Those joining after the Association was formed in 1983.

Section 2. Membership Dues and Fees

Each member of the Association shall pay such membership dues and fees as may be set from time to time by the Board of Directors. Failure to pay dues as set forth herein shall result in automatic termination of membership. No member shall, by reason of his/her membership, be subjected to assessment by the Association. Nothing herein shall preclude any member or other person from contributing to the Association amounts in excess of the membership fees or dues.

Membership in the Association shall entitle the member's non-voting immediate family to all the benefits of a member. Dues will be paid annually and are due at the beginning of the calendar year. New members joining the Association after June 1st shall pay one-half the dues as set by the Board of Directors and their membership shall remain valid for the remainder of the calendar year.

Section 3. Rights of Members

a) Each member present shall be entitled to one vote on any matter placed before the membership in accordance with these Bylaws. No person shall hold more than one membership in the Association.

b) Membership is non-transferable and non-assignable.

Section 4. Admission of Members

Applicants shall be admitted to membership upon completion of the Membership Application and payment of membership dues and fees established by the Board of Directors

Section 5. Membership Record

The Association shall keep a membership record containing the name, address, telephone number, and e-mail address of each member, and the date on which the person become a member.

Section 6. Non-liability of Members

No member of the Association shall be personally liable for the debts, liabilities, or obligations of the Association.

Section 7. Termination of Membership

Membership shall automatically terminate under the following circumstances:

a) Upon request delivered to the president or secretary personally, by mail, e-mail or other means. Such termination is effective on the date of delivery.

b) Upon the death of a member.

c) Failure to pay dues by the last day of March, shall result in the automatic termination of membership. Termination of membership for non-payment of dues shall be rescinded upon payment of dues without prorating of their dues.

Section 8. Suspension and Expulsion of Members

A member may be expelled for due cause, but only by a four-fifths (4/5) vote of the Board of Directors and after the member has been given:

a) 30 days prior written notice of the expulsion, suspension or termination and the reasons therefor; and

b) an opportunity for the member to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension, or termination by the Board of Directors.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Place of General Meetings

Meetings of members may be held at locations and times selected by the Board of Directors. One week notice in writing (usually in the newsletter, e-mail or web page) shall be given of all members.
General meetings of the members may be called by the Board of Directors at any time. Normally meetings will be held monthly. A general meeting shall be held to conduct the business and to perform the stated purposes of the Association, that is, educational, promotional, and informational programs on fine woodworking.

Section 2. Annual Meetings

The annual meeting of members shall be held in December on a date selected by the

Board. At such meetings Officers and Directors at Large shall be elected, reports of the affairs of the Association will be rendered, and any other business which is in the powers of the members may be transacted. Newly elected Officers and Directors at Large would take office January 1 of the following year.

Section 3. Special or Adjourned Meetings

Special meetings of the members for any purpose may be called at any time by the President, or in the President's absence, one of the Vice Presidents, as selected as per ARTICLE VI, Section 4. k., of these Bylaws; or by the Board of Directors, or by ten percent (10%) of the members, or by any ten (10) members, whichever is lesser.

Section 4. Notice of Annual or Special Meetings

Written notice of each annual or special meeting shall be given to each member personally, by mail, e-mail, newsletter, or by other means of written communication, charges prepaid, addressed to such member at his/her address appearing in the membership record. If a member gives no address, notice shall be deemed to have been given. All such notices shall be sent or given personally to each member not less than ten (10) days before the meeting. Such notices shall specify the place, day, and hour of the meeting, and the general nature of the business to be transacted.

Section 5. Quorum

The presence of twenty-five percent (25%) of members shall constitute a quorum for the transaction of business.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Duties and Powers

The Board of Directors (Directors) shall consist of the Officers and Directors at Large of the Association. Subject to the limitations of the Articles of Incorporation, Bylaws, and of the laws of the State of California as to action to be authorized or approved by the members, and subject to the duties of Directors as prescribed by these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business affairs of the Association shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers:

a) select and remove any or all of the other Officers Directors at Large or any agents of the Association; to prescribe such powers and duties for them as are consistent with law, the Articles of Incorporation, and these Bylaws fix their compensation, if any; and, if desired, to require from them security for faithful service.

b) conduct, manage, and control the affairs of the Association, and to make such rules and regulations therefore, consistent with law, the Articles of Incorporation, and these Bylaws.

Section 2. Number and Qualifications of Directors

The authorized number of Officers and Directors at Large, including the past president, shall be thirteen (13). The Officers and Directors at Large shall be members of the Association.

Section 3. Election and Term of Office

a) The Board of Directors shall be elected by the members at the Annual Meeting.

b) The Directors shall hold office for a term of one calendar year.

c) Directors shall hold office until their successors have been elected and have assumed office. Directors shall be eligible for re-election.

d) At the meeting of members prior to the annual meeting, the Nominating Committee shall present a list of candidates for the offices on the Board of Directors. Further nominations will be accepted either at the time of such announcement by the Nominating Committee or from the floor at the annual meeting.

f) Election of the six Officers and six Directors at Large shall be conducted in this order: President, Vice President Southern Region, Vice President Northern Region, Secretary, Treasurer, Newsletter Editor and Directors at Large: three (3) from the Southern Region and three (3) from the Northern Region. The regional boundary between the North and South being the Kings River.

g) Voting shall be by a simple show of hands unless there are two or more nominees for any position and if so, a paper ballot will be required.

Section 4. Compensation

Officers and Directors shall serve without compensation. They shall, however, be allowed reasonable compensation for extraordinary services and reimbursement for out-of- pocket expenses incurred in the performance of the duties presented in this Article. "Extraordinary services" refers to the performance of duties not specified in this Article which are performed in furtherance of the primary purposes of the Association. Such extraordinary services must be authorized by the Board in advance of performance.

Section 5. Vacancies

Vacancies in the Board of Directors may be filled by a vote of the majority of the remaining Officers and Directors at Large, and each Director so appointed shall hold office until his/her successor is elected at the next annual meeting of the members. No reduction of the authorized number of Directors shall be allowed without the expressed amendment of these Bylaws.

Section 6. Removal of Officers and Directors at Large

An Officer or Director at Large may be removed from office by the vote of not less than seventy five percent (75%) of the members present at an annual or special meeting, provided notice of such proposed action shall have been duly given to the members in the notice of the meeting. The Director involved shall be given the opportunity to be heard at such meeting. Any vacancy created by the removal shall be filled by the vote of the members at the meeting in which the removal took place.

Section 7. General Board Meetings

General meetings of the Board of Directors shall be held at such times and places as may be designated by resolution of the Board.

Section 8. Absence from Board Meetings

Any Officer or Director at Large absent from three (3) consecutive Board meetings, without excuse satisfactory to the Board may be considered to have resigned his/her office.

Section 9. Special Board Meetings

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, or, if he/she is absent or unable or refuses to act, by one of the Vice Presidents selected by the process as outlined in Article VI Section 4 subsection k, or Section 5 in these Bylaws, or by any two (2) Directors. Written notice of the time and place of special meetings shall be delivered personally to each Director, or sent by U.S. Mail, or e-mail addressed to his/her address as it is shown in the records of the Association. In such case notice is mailed, it shall be deposited in the U.S. Mail, at least ten (10) business days prior to the time of the meeting. In case such notice is delivered personally, as above provided, it shall be so delivered at least five business days prior to the time of the meeting. Such mailing or delivery as above provided shall be due legal and personal notice to such Directors.

Section 10. Waiver of Notice

The transactions at any special meeting of the Board of Directors, however called and noticed, or wherever held, shall be valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the Association's records, or made a part of the minutes of the meeting.

Section 11. Quorum

A majority of the authorized number of Officers and Directors at Large shall be necessary to constitute a quorum for the transaction of business, except to adjourn, as hereinafter provided. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Officers and Directors at Large.

Section 12. Adjournment

A majority of the Officers and Directors at Large present may adjourn any Board meeting to meet again at a stated time and place. Timely notice of the time and place of holding an adjourned meeting must be given to absent Officers and Directors.

Section 13. Non-Liability of Officers and Directors at Large

The Officers and Directors at Large shall not be personally liable for the debts, liabilities, or other obligations of the Association.

ARTICLE VI. OFFICES

Section 1. Officers and Directors at Large

The Association shall have a President, Vice President Southern Region, Vice President Northern Region, Secretary, Treasurer, and Newsletter Editor. These Officers, plus the immediate past President, and six (6) Directors at Large: three (3) from the Southern Region and three (3) from the Northern Region, shall make up the Board of Directors. Any number of offices may be held by the same person except for the offices of Vice President and neither the Secretary nor the Treasurer may serve concurrently as the President.

Section 2. Subordinate Officers

The Board of Directors may appoint such other Officers as the business of the Association may require, each of whom shall hold office for such period, have such

authority, and perform such duties as the Board of Directors may determine.

Any subordinate Officer appointed by the Board may be removed, either with or without cause, by the Board of Directors. Any Officer may resign at any time by giving written notice to the Board of Directors, or to the President. Any such resignation shall take effect at the date of the receipt of such notice, or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 3. Vacancies

A vacancy in any appointed office shall be filled in the manner prescribed in these Bylaws for regular appointment to such office.

Section 4. President

The President shall be the chief executive officer of the Association and shall control the affairs and Officers of the Association. He/she shall preside at all meetings of the members, and at all meetings of the Board of Directors. He/she shall be ex-officio a member of all the standing committees, if any, and shall have the general powers and duties of management, usually vested in the office of President of a corporation, and may have other powers and duties as may be prescribed for him/her by the Board of Directors or the Bylaws.

The President shall:

a) Call and conduct monthly General meetings.

b) Call Board of Directors meetings as needed and report suggestions and actions to the next General Meeting.

c) See that all new Officers get copies of the Bylaws of the Association, and discuss with them any changes, additions, or temporary reallocations of duties.

d) Appoint the appropriate chairpersons of standing committees.

e) Appoint chairperson and members of special temporary committees as needed.

f) Arrange schedule of dates and locations of meetings, or delegate this duty to one of the other Officers.

g) Prepare and distribute copies of agendas for meetings.

h) Make official arrangements for annual shows or delegate this to the

Appropriate Chairperson.

i) Handle public relations and liaison with other groups.

j) Appoint annually a Nominating Committee.

k) Appoint a past president or a Vice President to act in his/her absence.

Section 5. Vice President

In the absence or disability of the President, the appointed Vice President shall perform all the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon, the President. The appointed Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for him/her by the Board of Directors or the Bylaws.

Section 6. Secretary

The Secretary shall keep or cause to be kept at the principal office, or at such other place as the Board of Directors may order, a "book of minutes" of all meetings of Directors and members, with the time and place of holding, whether general or special, and if special, how authorized, the notice thereof given, the names of those present at Board of Directors' meetings, the number of members present or represented at members' meetings, and the proceedings thereof:

The Secretary shall: Record minutes of all meetings of the Association and type, date, and sign two copies of minutes, one for the Secretary's notebook and one for the President. A copy of the draft minutes shall be distributed at least one week before the Board meeting at which they are considered for approval.

Section 7. Treasurer

The Treasurer shall keep, or cause to be kept, a membership record containing the name, address, telephone number and e-mail address of each member, indicating the date upon which the person became a member. The Treasurer shall make the membership record available at reasonable times to any Director at Lare or Officer of the Association.

The Treasurer shall have general charge of the financial records and accounts of the Association, and shall keep and maintain adequate and correct books of account showing the receipts and disbursements of the Association and an account of its cash and other assets. The books of account shall at all reasonable times be open to inspection by any member of the Board of Directors.

The Treasurer shall:

a) Keep all Association financial and membership records.

b) Collect and record all membership dues, deposit all monies, and pay Association bills. Assist the President in the preparation of the annual budget which will be submitted to the Board of Directors for review and approval.

c) Prepare financial reports and filings, as required by federal and state regulatory agencies.

d) Bond of the Treasurer: The Board of Directors may require that the Treasurer give a security bond in the amount to be determined by the Board of Directors. A validated copy of the security bond shall be presented to the Board of Directors prior to assuming the handling of the assets and specifically his/her signing of any checks. If required, the cost of the security bond will be paid by the Association.

Section 8. Newsletter Editor

The newsletter shall be the major instrument of the Association for informing and disseminating data and information on the principles of fine woodworking and on the activities of the Association.

The Newsletter Editor shall:

a) Edit and publish a bimonthly newsletter delivered to each member at least one week prior to the meeting during the month of publication.

b) Accept articles and items of general interest from the Board of Directors and from other sources and prepare them for publication in the newsletter.

c) Prepare informative articles on fine woodworking events and techniques.

d) Be responsible for the content of the newsletter, and for all editorial decisions within the Bylaws of the Association and the direction of the Board of Directors.

ARTICLE VII. STANDING COMMITTEES AND SPECIAL PURPOSE COMMITTEES

Section 1. Committees

The Board of Directors may establish a number of standing and special purpose committees to carry out the objectives of this Association as stated in these Bylaws. The standing committees may include education, communication, nominating, toys, , new member orientation, fund raising, etc. Special committees are any other committee

created by the President.

ARTICLE VIII. MISCELLANEOUS

Section 1. Budget and Expenditures

Each January, the President shall propose an Annual Budget for the review and approval of the Board of Directors. The Annual Budget gives authorization to the Treasurer, with written approval of the President, to disburse Association funds consistent with, and up to the maximum amounts, approved in the Annual Budget. If any disbursements are required between January 1st and the adoption of the Annual Budget, the President can approve disbursements as authorized under the prior year's Annual Budget. The Annual Budget can be amended by the Board of Directors at any time during the year.

The Treasurer, President, and Past President shall be authorized to sign checks disbursing funds from the Association's checking account in accordance with this Section.

Section 2. Execution of Instruments

The Board of Directors, except as in the Bylaws otherwise provided, may authorize any officer or Officers, agent, or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances: and, unless so authorized by the Board of Directors, no officer, agent, shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or in any amount.

Section 3. Fiscal Year

The fiscal year of the Association shall begin on the first (1st) day of January and end on the thirty first (31st) day of December each year.

Section 4. Membership Cards

The Board of Directors may authorize the issuance of cards evidencing membership in the Association. Each such card shall be signed by the President and by the Treasurer.

Section 5. Audits

Each January, the President shall appoint two (2) members of the Association, not having authority to sign checks, to audit the accounts of the Treasurer to ensure all disbursements of funds were made in accordance with ARTICLE VIII, Section 1 of these Bylaws. The members conducting the audit will provide a written report to the President summarizing their findings. The President will provide a copy of the report to the Board of Directors and make it available to any member upon request.

(Article VIII continued)

Section 6. Amendment of Bylaws

Subject to any provision of law applicable to the amendment of Bylaws of nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed, and new Bylaws adopted, only by the vote of a simple majority of members present at a general or special meeting. Copies of the proposed changes and notice of the meeting to vote on these proposed changes MUST be provided to all members 30-days prior to the scheduled meeting. This can be done in the newsletter or by a special e-mailing and or postal mailing. When new Bylaws are approved, they will suspend previous Bylaws and take effect immediately.

Section 7. Inspection of Bylaws

The Association shall make the original or a copy of these Bylaws, as amended, or otherwise altered to date, certified by the Secretary available for inspection by the members at all annual, general, and special meetings or upon written request of any member to furnish such member a copy of the Articles or Bylaws as amended to date.

Section 8. Amendment of Articles of Incorporation

Subject to any provision of law applicable to the amendment of the Articles of Incorporation of nonprofit corporations; the Articles of Incorporation may be amended only by the vote of two thirds (2/3) of the members present, at the annual meeting.

Section 9. Rules of Order

The rules contained in Robert's Rules of Order, Newly Revised, shall guide all members' meetings and Board of Directors' meetings, except in instances of conflict between Robert's Rules of Order and these Bylaws, or provisions of law.

Section 10. Construction and Definitions

Unless the context otherwise requires, the purpose of the Association, the general provisions, rules of construction, and definitions contained in the California Corporations

Code shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular, and the term "person" includes an association, group, or corporation, as well as a natural person.

Section 11. Dissolution and Distribution of Assets

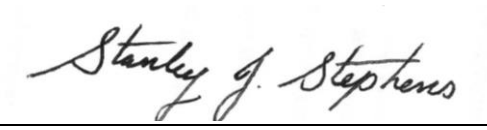
In the event of dissolution of the Association, the assets remaining after payment of, or provisions for payment of, all debts and liabilities shall be distributed as is set forth in the Articles of Incorporation, if any, to such qualified nonprofit fund, foundation, association,

(Article VIII continued)

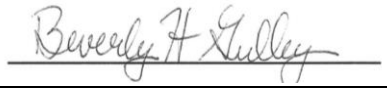
or corporation as may be selected by the Board of Directors. This corporation may be dissolved by resolution of the Board of Directors, after the affirmative vote of two thirds (2/3) of the number of members present at a meeting of members called and noticed as a special meeting for the purpose of dissolving this corporation.

Adopted: November 19, 2022
Date:

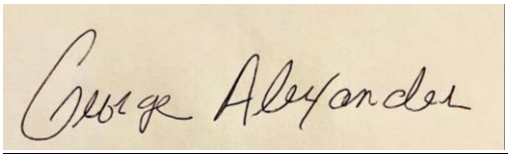
Signature of Officers presiding at the time the Bylaws were approved.



President — November 20, 2022 — Date



Secretary — November 20, 2022 — Date



Treasurer — November 20, 2022 — Date