

# BY-LAWS of the PORTNEUF VALLEY WOODTURNERS ASSOCIATION, INC.

## **ARTICLE I – Location and Office**

This organization hereafter identified as the Portneuf Valley Woodturners Association (PVWA) will serve, though not limited to, the general area of the south east part of Idaho. The principal office of this organization will be located with the official location of the then current president of the Chapter. All official correspondence should be addressed through the President at the address provided to the American Association of Woodturners or shown in the Clubs Roster or Newsletter.

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. The chairman of the Board of Directors shall be a resident of the State of Idaho.

## **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 included everything from decorative and functional bowls, boxes, and vessels, to furniture, architectural spindles, toys, musical instruments, and sculptural objects.

## **ARTICLE III – Purposes and Objectives**

In following the thrust of our Mission Statement the Portneuf Valley Woodturners Association shall promote an interest in woodturning for all 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.

The Portneuf Valley Woodturning Association is formed and shall be operated exclusively for educational purposes as 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 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.

Private Inurement: No part of the net earnings of the Portneuf Valley Woodturners Association shall inure, directly or indirectly, to the benefit of any private person or individual, and no Director, officer of the PVWA club shall receive any pecuniary of any kind except reasonable compensation for services rendered to the PVWA club in effecting its corporate purposes. No substantial part of the activities of the PVWA shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the PVWA participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Liquidation of the PVWA: In the event the Portneuf Valley Woodturners Association is dissolved or liquidated, the Board shall, after paying or making provisions 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 Portneuf Valley Woodturners Association is located to one or more organizations so described for such purposes.

Private Foundation Restrictions: For any period in which the Portneuf Valley Woodturners Association is determined to be a private foundation within the meaning of Section 509 of the Code:

The Association may not merge or consolidate with any corporation or other entity which is not an exempt organization described in Code Section 509(c)(3) and Section 170(b)(1)(A) (other than clause (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 of the Portneuf Valley Woodturners Association to the American Association of Woodturners**

The Portneuf Valley Woodturners Association shall be a Chapter of the American Association of Woodturners (AAW) and shall support and participate in the activities of that organization. All officers of the PVWA shall be members in good standing of the American Association of Woodturners (AAW). Further, all members of PVWA are encouraged to be members in good standing of AAW.

The Portneuf Valley Woodturners Association, as a chapter of the American Association of Woodturners hereby adopts the following terms and conditions of the AAW.

Section 1. While it is understood that the American Association of Woodturners will provide advice and counsel, as requested, the PVWA is advised that the nature and extent of its activities are left to the discretion of its members and officers. Demonstrations, while part of the normal activities of the Chapter, are to be conducted solely at the discretion of the Chapter Board of Directors, and all safety and instruction is to be under their explicit direction and control.

Section 2. The AAW strongly recommends placing signs or notice on or around any lathe used for demonstration; that safety eye protection must be worn and a full-face shield when needed. Use a dust mask and wear hearing protection. The lathe is a potentially dangerous instrument only to be used with Chapter approved supervision.

Section 3. 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 PVWA or its Board of Directors.

#### **ARTICLE V – Nonprofit Purposes**

Section 1: IRC Section 501(c)(3) Purposes: This Chapter is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for the purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

This Chapter is not initially being created as a non-profit organization under IRC Codes and Regulations, but may at a future date, choose to qualify as a non-profit organization under State of Idaho Statutes and IRC Codes.

Section 2: Specific Objectives and Purposes: The specific objectives and purposes of this organization shall be: to foster a wider understanding and appreciation of lathe-woodturning as a traditional and contemporary

craft and art form among the general public, hobbyist woodturners, part-time woodturners, and professional woodturners. This shall be accomplished by providing education, information, organization and technical assistance relating to woodturning. In addition, members of the Chapter plan to offer mentoring, audio/visual programs, seminars, shows, exhibits, and may include studies, research and educational programs to that end.

No part of the net earnings of the PVWA shall inure to the benefit of, or be distributed to its Members, Directors, or other private persons, except that the PVWA shall be authorized and empowered to pay reasonable compensation for services rendered.

## **ARTICLE VI – Membership and Dues**

Section 1: Membership: Membership shall be open to all persons eighteen (18) years of age or older without regard to race, creed, color, religion, national origin, gender, age, disability or other characteristic protected by State or Federal Law. All memberships are for the fiscal year and expire on December 31<sup>st</sup> of each year. Members are encouraged to be members in good standing of the American Association of Woodturners. Membership shall be contingent upon the payment of dues as provided in Article IV of the By-Laws.

Section 2: Regular Member is any one person who practices woodturning as a profession, advocacy, or is interested in woodturning.

Section 3: Associate Member is any person under the age of eighteen (18) years, or any individual designated by the Board of Directors at a duly organized meeting and voted unanimously by those present to attain that category. Associate members shall be exempt from the payment of dues or fees and shall be entitled to all privileges of regular membership, except the right to vote or hold office.

Section 4: Honorary Member is any individual designated by the Board of Directors that has contributed to the chapter in an exemplary manner. Members nominated for this status will be reviewed at a duly organized Board Meeting and voted unanimously to attain that category. Honorary Members shall be exempt from the payment of dues or fees and shall be entitled to all privileges of regular membership, except the right to vote or hold office.

Section 5: Removal of Member. Removal of any member of the Portneuf Valley Woodturners Association may be accomplished by a majority vote of the full Board of Directors.

Section 6: Dues: All members shall pay annual dues as recommended by the Board of Directors and approved by the membership. The amount of the annual dues shall be thirty (\$30), for up to two adults living in the same household. Anyone under the age of nineteen (19) years shall be exempt from the annual dues, and when attending meetings shall be accompanied by a household member of the Portneuf Valley Woodturners Association (PVWA) or another sponsoring member of the PVWA. Honorary Members shall be exempt from the annual dues. Any modification of the amount of dues shall be voted on by the general membership prior to the new fiscal year. Guests will be allowed to attend two meetings in any calendar year without paying dues and becoming members.

Section 7: Renewal dues are to be payable on or before December 31<sup>st</sup> of the year prior to the year of coverage and payable no later than the last day of February of the membership year. Members who do not pay their due by said date shall be considered to have dropped their membership. Reinstatement shall require payment of the full annual dues. Exceptions to the above may be considered by the Board of Directors should extenuating circumstances be present.

The fiscal year shall correspond to the calendar year unless changed by the Board of Directors for the benefit of the Chapter.

## **ARTICLE VII - Meetings**

Section 1: Regular Meetings: Regular monthly meetings shall be held on the 2<sup>nd</sup> Wednesday of each month during the year from January through December at 1975 Satterfield Drive, Pocatello, Idaho unless otherwise scheduled at a place designated by the Board of Directors. The Board of Directors may choose to suspend or reschedule meetings for cause involving matters of the health, safety and welfare of the Association members, or for conflicts with holidays. The regular meeting date and time may be changed by the Board of Directors to accommodate special events provided there is at least 7-days prior notification of the members, said notification being by mail, telephone, email or through the Chapter's newsletter.

Section 2: Special Meetings: Any special meeting of the membership may be called by the Board with 7-days notice given to all members stating the time, place, location, and purpose of the meeting. A special meeting may also be called upon written request of 20% of the Chapter's membership. The Board of Directors shall call a meeting, in a timely manner, to discuss the subject. Notice may consist of written notice through the U. S. Postal Office, telephone calls, and/or email.

Section 3: Quorum: A quorum consisting of no less than 25% of the membership shall be required to conduct business at any regular or special meeting. Membership shall consist of those with current paid-up dues.

Section 4: 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 execution.

Section 5: Conduct of Meeting: In all disputes involving parliamentary procedure, Roberts Rules of Order shall apply. Only members with paid-up dues shall be eligible to vote on issues brought before the membership.

Section 6: Order of Business: Regular meetings of the Association shall cover the following subject matter; correction and approval of the prior meeting minutes, Treasurer's report, correspondence and communications, President's report, committee reports, introduction of new members and guests, unfinished business, new business, programs/demonstration and adjournment.

## **ARTICLE VIII – Board of Directors**

Section 1: Qualifications and Powers: The Board of Directors shall be the governing body of the Chapter and shall determine general policy and manage the affairs of the association subject to approval of the membership and consistent with the provisions of these By-Laws. The Board shall nominate Directors, Officers, and appoint committees and special positions as may be required. The Board shall also have the authority to abolish any committee or special position.

Members of the Board of Directors shall be a member in good standing of the American Association of Woodturners.

Subject to the provisions of the laws of the State of Idaho and any limitations in these By-Laws relating to actions required or permitted to be taken or approved by the members of this association, the activities and affairs of this association shall be conducted and all powers shall be exercised by or under the direction of the Board of Directors.

Section 2: Board of Directors: The Board shall consist of the following members:

- A. President
- B. Vice President
- C. Secretary
- D. Treasurer
- E. Immediate Past President or a Member-At-Large

The Board of Directors will determine the number of Directors desirable and select a slate of nominees in October, present it to the membership at the November meeting, and accept any floor nominations at that time. Elections will be conducted at the November meeting with newly elected Directors assuming duties on the first meeting of the new year. Election will be by a majority of votes cast by membership present.

Section 3: Terms of Office: Election of officers shall be for a term of one (1) year.

Section 4: Meetings: The Board of Directors shall meet, as necessary, prior to the regular meeting or at the request of the president or three Board members. A majority of the Board shall constitute a quorum with a majority of those present required for action on any item of business.

Section 5: Authorization: The President or the Treasurer shall be empowered to authorize expenditures of association funds of up to one hundred (\$100) dollars. Expenditures over \$100 shall require the Board of Directors approval.

Section 6: Quorum: In regular meetings, a simple majority of Directors present will constitute a quorum.

Section 7: Removal from Office: Any officer elected or appointed may be removed when the membership deems that the best interests of the association would be served by such removal. This would be accomplished by a majority vote of the members who are present at the time of the vote provided that at least 50% of the paid-up members are present. Voting shall be by secret ballot at a regularly scheduled meeting, provided, that all members shall be informed of such pending vote at least 30-days prior to the date of the meeting. Member notification shall be by announcement at the previous meeting, by regular mail and/or email.

Any officer elected or appointed may be suspended by a vote of the other members of the Board for cause related to misuse of association funds, or the violation of AAW or PVWA rules and regulations.

Section 8: Vacancies: Whenever a vacancy occurs in the Board of Directors the vacancies may be filled for the remaining term of the board member by appointment by the President with approval of the Board and Membership at a regular scheduled meeting.

## **ARTICLE IX – Officers and Duties**

Section 1: Designation: All officers of the Association shall be members in good standing of the American Association of Woodturners and shall include:

- A. President
- B. Vice President
- C. Secretary
- D. Treasurer

These Officers shall serve on and be included in the Board of Directors.

Section 2: **President** - the President shall be the chief executive officer of the Association and shall preside over all regular meetings of the association and Board meetings in accordance with acceptable practices and guided by Robert's Rules of Order. The President shall guide all officers, Board members standing

committees, and all other committees in performance of their responsibilities. The President shall perform such other duties as may be imposed by vote of the majority of the membership.

The President 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.

**Section 3: Vice President** - In the absence of the President or in the event of his/her death, inability, or refusal to act, the Vice President shall perform the duties of President, and when so acting, shall have all powers of and be subject to all the restrictions upon the President. The Vice President shall serve as program chairman and perform such other duties as from time to time may be assigned to him/her by the President.

**Section 4: Secretary** - the Secretary shall attend and record the minutes of all meetings of the Chapter and the Board of Director; handle all correspondence and other duties incidental to the office; shall be responsible for the preparation and mailing of the newsletter; and shall carry-out such other responsibilities as directed by the President and/or Board. The Secretary shall keep an up to date list of all members of the Chapter; and shall notify the membership of the appointments to committees. In the case of absence or disability of the Secretary, the President may appoint a Secretary Pro Tem.

**Section 5: Treasurer** - the Treasurer shall be responsible for the association funds, for keeping full and accurate account of all moneys received and disbursed and for all membership dues. The Treasurer shall be responsible for the deposit of all club moneys, in the name of the club, in a bank designated by the Board of Directors. The Treasurer and the President shall have authority to sign all checks drawn on the association's checking account. The Treasurer shall submit a financial report at each meeting and a yearly report at the last meeting of the fiscal year. The Treasurer shall also be responsible for verifying that all members' casting votes are members in good standing.

**Section 6: Bond** – The Board of Directors may require a surety bond for the President and Treasurer in an amount determined by the Board. A valid copy of the bond shall be provided to the Board prior to the President or Secretary handling assets or signing of any checks. The cost of the surety bond will be paid by the Chapter.

**Section 7: Compensation:** No officer shall receive any salary or fee for serving. However, officers shall be entitled to reimbursement of approved expenses incurred in carrying out the duties of their office.

#### **ARTICLE X - Other Positions and Standing Committees**

**Section 1: Librarian:** The Board of Directors may appoint a librarian who shall be in charge of the association's videotapes, DVD discs, Magazines, books and other training materials. The Board shall establish a lending policy for the librarian to make these materials available on loan to the membership.

**Section 2: Program Committee:** A Program Committee may be formed and chaired by the Vice President and will be responsible for arranging the monthly meeting agenda, including the arrangement for guest speakers and/or demonstrators. The Vice President may select members of his/her choice to serve on the program committee.

**Section 3: Audit Committee:** An audit committee shall be appointed by the Board to audit club finances at the time any treasurer takes office and at the end of the fiscal year. Members of the audit committee shall be responsible to the Board.

## **ARTICLE XI - Election of Officers and Terms of Office**

Section 1: Nominations: At the regular October meeting of each year the President, with the advice and consent of the Board, may appoint a nominating committee of three (3) members to prepare a slate of nominees for the ensuing year. At the November meeting the chairman of the nominating committee shall read the slate of nominees. The President or presiding officer shall then call for nominations from the floor.

Section 2: Elections: Elections shall be conducted at the December meeting. All elections shall be by secret ballot, unless a secret ballot is dispensed with by a majority vote of all members present. The officers shall be elected by a majority vote of the paid members. If required there shall be a separate election for each office. Installation will take place at the January meeting. A joint Board meeting of out-going and in-coming officers may be held prior to the January meeting.

Section 3: Term of Office: The term of office for each elected officer shall be for one year from the first day of January through the thirty-first day of December. The President and Vice President shall not serve consecutively for more than two years in the same office.

## **ARTICLE XII – Amendments**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the qualified members voting at a regular membership meeting. Proposed changes to these Bylaws shall have been previously submitted to the Board of Directors and that each member of the association shall have been informed and had an opportunity to read the proposed amendment(s) at least one month prior to the submission for a vote. The proposed amendment(s) shall be made available to the members through direct mailings, published in the association's newsletter and/or made available through internet email. Corrections and clarifications made to these By-Laws shall not be considered as amendments.

Copies of all modifications to these Bylaws must be filed with the Administrative Office of AAW.

## **ARTICLE XIII - Disclaimer: Fiscal and Legal**

The American Association of Woodturners, Inc. and the Portneuf Valley Woodturners Association are separate entities and specifically disassociate themselves from any debts, obligations or encumbrances of the other. Neither AAW nor PVWA shoulder any legal liability for accidents that may occur during events of any kind sponsored or un-sponsored by the other organization. The AAW organization must be notified in writing prior to the PVWA incurring any indebtedness for the AAW.

## **ARTICLE XIV - Insurance**

As a chapter of the American Association of Woodturners, Inc. the Portneuf Area Woodturners Association will acquire insurance available through AAW or from an independent insurance company, which best serves the PVWA needs. All demonstrators for PVWA must be members in good standing of PVWA or the AAW to be covered by insurance. Demonstrators that are not members of PVWA must be members in good standing of AAW or covered for liability by an adequate insurance policy.

## **ARTICLE XV - General Provisions**

Section 1: Fiscal Year: The fiscal year shall be from January 1<sup>st</sup> through December 31<sup>st</sup>.

Section 2: Books and Records: The books and records of PVWA, in keeping with its status as a 501(c)(3) non-profit corporation, shall be made available for public inspection and copying with the consent of the

majority of the Board of Directors, provided that such inspection and copying shall be in compliance with Idaho State Law with respect to public records and non-profit organizations.

Section 3: Severability: The invalidity or unenforceability of any provision hereof shall not affect the validity or enforceability of the remaining provisions hereof.

#### **ARTICLE XVI – IRC 501(c)(3) Tax Exempt Provisions**

Section 1: Limitations on Activities: No substantial part of the activities of this association shall be carried on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any provisions of these Bylaws, this association shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2: Prohibition Against Private Inurement: No part of the net earnings of this association shall inure to the benefit of, or be distributed to its members, directors, or trustees, officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the association.

Section 3: Distribution of Assets: Upon the dissolution of this association, its assets remaining after payment, or provisions for payment, of all debts and liabilities of this association shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or, shall be distributed to the federal government, or to a state or local government for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Idaho.

Section 4: Private Foundation Requirements and Provisions: In any taxable year in which this association is a private foundation as described in Section 509(a) of the Internal Revenue Code, the association; 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4943(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the association to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

#### **ARTICLE XVII - Dissolution and Liability**

Section 1: This Association and its members shall be responsible for expenses incurred at its direction in connection with its operations, functions, and activities. In the event of dissolution of this Association, any assets remaining after payment of all outstanding debts shall be distributed in accord with Article XVI, Section 3 of these By-Laws.

Section 2: The Portneuf Valley Woodturners Association will not be liable for any injuries or bodily harm resulting from the operation and activities of the Association. Each member joining the Association shall be given access to the PVWA Bylaws.

#### **ARTICLE XVIII - 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 XIX - Conflicts of Interest**

Section A, Purpose: The purpose of the conflict of interest policy is to protect PVWA interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of PVWA 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 PVWA has a transaction or arrangement, (b) a compensation arrangement with PVWA or with any entity or individual with which PVWA has a transaction or arrangement, or (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which PVWA 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 PVWA will only enter agreements with an Interested Person if the agreement is at cost or within industry average profit.

Section C, Procedures:

Section 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.

Section 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.

Section 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 PVWA 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 PVWA 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.

Section 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 5: 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 6: Compensation: A voting member of the governing board who receives compensation, directly or indirectly, from PVWA 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 PVWA 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 PVWA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 7: 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 PVWA 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 8: Periodic Reviews: To ensure PVWA 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 PVWA 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 9: Use of outside Experts: When conducting the periodic reviews provided for in Section G, PVWA 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 XXI - Prohibited Activities**

PVWA was formed for charitable and educational purposes as set forth in Articles II and III of these By-Laws. Thus, PVWA recognizes that it is prohibited from undertaking activities which impermissibly benefit private interests. PVWA 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.

**ARTICLE XXII - Adoption of Bylaws**

We the undersigned are directors of this association, and we consent to, and hereby do adopt the foregoing By-Laws, consisting of 11 pages and Appendix ‘A’, as the By-Laws of this Association.

Adopted: Date \_\_\_\_\_

President’s Signature \_\_\_\_\_

President’s Name \_\_\_\_\_

Vice President’s Signature \_\_\_\_\_

Vice President’s Name \_\_\_\_\_

Secretary Signature \_\_\_\_\_

Secretary Name \_\_\_\_\_

Treasurer Signature \_\_\_\_\_

Treasurer Name \_\_\_\_\_

APPENDIX "A" – WAIVER OF LIABILITY

PORTNEUF VALLEY WOODTURNERS ASSOCIATION

I agree to comply with the By-Laws and rules of the Portneuf Valley Woodturners Association, Inc. and the American Association of Woodturners and will conduct myself in a manner that respects the safety of all members attending any function of the Association.

I acknowledge the PVWA will have programs and demonstrations of woodturning and related activities involving the use of power equipment and recognize the inherent dangers associated with the use of any power equipment. In the event that I am an active participant in any program or demonstration I agree to use any equipment, whether belonging to the Association, myself or other members, in a responsible manner and that use of any equipment shall be at my own risk.

I agree to hold harmless the Portneuf Valley Woodturners Association, Inc. and its officers and members of any responsibility and liability for any injuries or damage from my presence at any meeting place of the Association or from my use of any of the equipment in such meeting place.

I hereby declare that I, while attending any Association sponsored meeting, demonstration or other event, will not use any power equipment while under the influence of alcohol or narcotics, and that I am not taking any medications that would impair my ability to safely use any equipment.

It is understood that any member under the age of eighteen (18) attending any association sponsored activities shall be accompanied by an adult member of the Magic Valley Woodturners Association.

I have read and understand the Portneuf Valley Woodturners Association By-Laws and this Waiver of Liability and accept them as a condition of membership.

\_\_\_\_\_  
Signed

\_\_\_\_\_  
Date