

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 PVWA.

The corporation may have other offices and may conduct its business at such other locations as the Board of Directors (Board) may determine from time to time. The President of the Board 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 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.

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: PVWA 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 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 PVWA, are to be conducted solely at the discretion of the PVWA Board, 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 PVWA approved supervision.

Section 3. The AAW specifically disassociates itself from any debts, obligations, or encumbrances of the PVWA; the AAW and its Board of Directors shall have no legal or financial responsibility in the affairs of the PVWA or its Board.

ARTICLE V – Nonprofit Purposes

Section 1: IRC Section 501(c)(3) Purposes: The PVWA 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, of making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and under State of Idaho Statutes.

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 PVWA 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 31st of each year.

Members are encouraged to be members in good standing of the AAW. 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, avocation, 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 PVWA 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 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 31st 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 PVWA.

ARTICLE VII - Meetings

Section 1: Regular Meetings: Regular monthly meetings shall be held on the 2nd 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 PVWA 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 PVWA'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 PVWA's membership. The Board of Directors shall call

a meeting, in a timely manner, to discuss the requested 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 PVWA 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 PVWA and shall determine general policy and manage the affairs of the PVWA subject to approval of the membership and consistent with the provisions of these By-Laws. The Board may 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 the PVWA, the activities and affairs of the PVWA 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 four (4) to eight (8) elected members and the Past President who shall be a designated, non-elected Board member. The Board shall select executive officers (President, Vice President, Secretary and Treasurer), whose duties are specified in Article IX – OFFICERS and DUTIES, from within the Board. The Board shall have the discretion of combining the Secretary and Treasurer positions.

The Board of Directors will determine the number of Directors desirable and prepare a slate of nominees and accept floor nominations at the November meeting. Elections will be conducted at the December meeting with newly elected Directors assuming duties on January 1st of the New Year. Election will be by a majority of votes cast by membership present.

Section 3: Terms of Office: Election of directors shall be for a term of one (1) year. No Director may serve for more than two (2) complete consecutive terms in the same Executive position nor more than a total of five (5) consecutive terms on the Board.

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 PVWA 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 10-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 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 that board member 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 PVWA 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 PVWA 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 PVWA's funds for PVWA purposes; and shall have the power to enter into and sign contracts in the name of the PVWA 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 PVWA 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 PVWA; 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: The **Treasurer** - shall be responsible for the PVWA 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 PVWA's checking account. The Secretary/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 PVWA.

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 PVWA'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 the Board of Directors and selection of Officers

Section 1: Nominations: At the regular November meeting of each year the President will present a slate of candidates and accept floor nominations for the following year Board of Directors. Election shall be conducted at the December meeting. The election shall be by secret ballot, unless a secret ballot is dispensed with by a majority vote of all members present. The Directors shall be elected by a majority vote of the paid-up members voting. Installation will take place at the January meeting.

Section 2: Officers will be selected from duly elected Directors, by the Board at their first scheduled meeting.

Section 3: A joint Board meeting of out-going and in-coming Officers may be held prior to the January members meeting.

Section 4: Term of Office: The term of office for each elected director shall be for one year from the first day of January through the thirty-first day of December. A director may serve for no more than two (2) complete consecutive terms in the same Executive position nor more than a total of five (5) consecutive terms on the Board.

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 PVWA shall have been informed and had an opportunity to read the proposed amendment(s) at least 10 days prior to the submission for a vote. The proposed amendment(s) shall be made available to the members through direct mailings, published in the PVWA'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 the AAW nor the 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 the PVWA must be members in good standing of the PVWA or the AAW to be covered by insurance. Demonstrators that are not members of the 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 1st through December 31st.

Section 2: Books and Records: The books and records of the 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 the PVWA 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 the PVWA 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, the PVWA 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 the PVWA 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 PVWA.

Section 3: Distribution of Assets: Upon the dissolution of the PVWA, its assets remaining after payment, or provisions for payment, of all debts and liabilities of the PVWA 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 the PVWA is a private foundation as described in Section 509(a) of the Internal Revenue Code, the PVWA; 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 PVWA 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: The PVWA 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 the PVWA, 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 PVWA. Each member joining the PVWA 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 PVWA.

ARTICLE XIX - Conflicts of Interest

Section A, Purpose: The purpose of the conflict of interest policy is to protect the PVWA interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the 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:

- a) 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.
- b) 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 the

PVWA has a transaction or arrangement, (b) a compensation arrangement with PVWA or with any entity or individual with which the 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 the 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 the 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 the 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 the 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 the 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 the 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 the 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 the 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 the 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 8, the 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

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

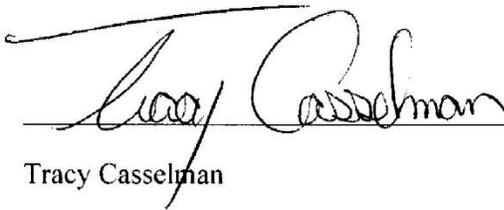
ARTICLE XXII - Adoption of Bylaws

We the undersigned are directors of the PVWA, and we consent to, and hereby do adopt the foregoing By-Laws, consisting of 11 pages as the By-Laws of the PVWA.

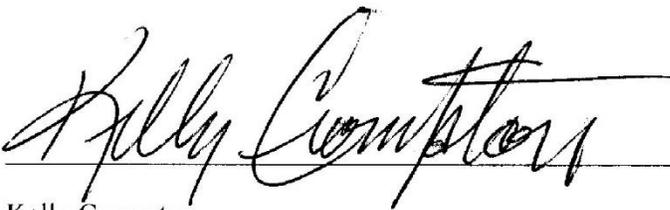
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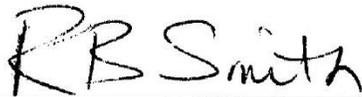
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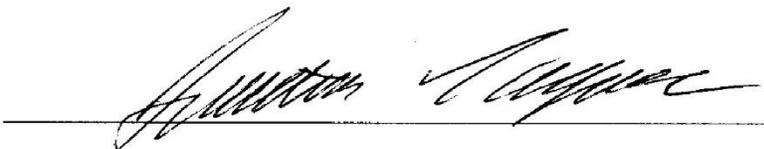
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Kelly Crompton



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