

BYLAWS
OF
TURNERS ANONYMOUS

A PENNSYLVANIA NONPROFIT CORPORATION
As Approved September 17, 2005

ARTICLE I

NAME AND OFFICES

Section 1. Name. The Corporation shall be known as Turners Anonymous, Inc., hereinafter referred to as the "Corporation."

Section 2. Offices. The principal office of the Corporation shall be within the County of Allegheny, Commonwealth of Pennsylvania. The Corporation may also have offices at such other places within or without this Commonwealth as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II

PURPOSES AND OBJECTIVES

Section 1. Purposes and Objectives. The Corporation is organized exclusively for educational purposes, and its mission is to educate woodturners and the public in and about the art and craft of woodturning, as well as to donate examples of turned pieces to the public. This mission shall be accomplished by encouraging and facilitating the establishment of training; by disseminating information about sources of material and equipment; by exposing the art of woodturning to the public; and by serving as a center of information about woodturning for members, galleries, interior designers, other interested groups, and the general public. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to reimburse all reasonable costs incurred by Corporation members for approved out-of-pocket costs and services rendered in response to a request by an officer or board member.

ARTICLE III

MEMBERS AND DUES

Section 1. Member Qualifications. Any person, firm, or corporation engaged in woodturning or interested therein, may become a member of the Corporation.

Section 2. Categories of Membership. There shall be the following categories of membership in the Corporation:

(a) A Regular Member is any one person, business, or corporation who practices woodturning as a profession or avocation or is interested in woodturning;

(b) A Family Member is all people living together in a household who practice woodturning as a profession or avocation or are interested in woodturning;

(c) A Contributory Member is anyone who elects to pay \$100.00 or more, for an annual membership. There shall be 3 levels of contributory membership: Supporter Member, Sponsor Member, and Patron Member; and

(d) A Business Member is any business or individual who wishes to solicit business from among the membership. This membership category shall not include voting rights in the Corporation but shall entitle the Business member to address the membership for a period limited to five minutes at any membership meeting to inform the membership of what the Business Member offers for sale. To qualify for voting rights, any person associated with a business membership must also become a Regular Member, and pay the associated dues in addition to the business membership.

Section 3. Membership Application. A person, firm or corporation may become a member by written application on forms provided by the Corporation, accompanied by payment of one year's dues, to the president, secretary or the treasurer of the Corporation. Regular and Family Members joining after July 1st of any year shall have their dues prorated to one half the regular amount. Dues are non-refundable.

Section 4. Honorary Members. The Board of Directors at a duly organized meeting may elect Honorary Members by unanimous vote of the directors present. Honorary Members shall be exempt from payment of any fees whatsoever and shall be entitled to all the privileges of Regular Members.

Section 5. Annual Dues. The Board of Directors may from time to time determine the amount of initiation fee, if any, and annual dues payable to the Corporation by members. Upon initial passage of these Bylaws and until such time as changed by the Board, the following dues schedule shall remain in effect:

(a) Regular Member: \$20 per year, which amount can be waived by the Board of Directors for individuals age eighteen and younger, students at an accredited college or university, individuals with special needs, or such other persons as the Board deems appropriate;

(b) Family Member: \$30 per year;

(c) Contributory Member –
Supporter Member: \$100 per year;
Sponsor Member: \$500 per year;
Patron Member: \$1,000 per year;

(d) Business Member: \$100 per year.

Section 6. Payment of Dues. Renewal Dues shall be payable no later than the last day of February. A minimum of two statements of dues shall be mailed from the Corporation unless dues are received prior to mailing date.

Section 7. Default and Termination of Membership. When any Member shall be in default in the payment of dues for a period of one month from the date of which such dues become payable, his or her membership shall thereupon be terminated.

ARTICLE IV

MEMBERSHIP MEETINGS

Section 1. Monthly Meetings. Unless the Board of Directors shall approve otherwise, membership meetings shall be held once each month, the third Saturday, at 10:00 a.m. The January meeting shall be deemed the Annual Membership Meeting, as more fully described elsewhere herein.

Section 2. Special Meetings. Special meetings may be called by the Board of Directors. Further, upon written request of twenty percent (20%) of the Membership or majority voice vote at a regular meeting, the Board of Directors shall call a special meeting to consider a specific subject. At least 30 days prior to the date of such special meeting, notice of the special meeting shall be published in the Corporation newsletter and on the Corporation website. The notice shall show the time and place of the meeting and include a proposed agenda.

Section 3. Quorum. The presence in person of 25% of members of the Corporation entitled to vote shall be necessary to constitute a quorum for the transaction of business. All categories of paid memberships are entitled to vote if their dues are paid current.

Section 4. Voting. Only dues-paying members shall be entitled to vote. Each dues-paying member shall be entitled to only one vote. Each Family Member shall be entitled to only one vote despite the number of individuals in the family or household. If the manner of deciding any question has not been otherwise prescribed, it shall be decided by a majority vote of the members present in person or by proxy, assuming that a quorum is in attendance.

Section 5. Proxies. Proxy voting shall not be permitted; provided, however, that the Board shall retain the right at any time to enable proxy voting and determine the conditions, procedures, and requirements that may apply.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Management of the Corporation. The management and administration of the affairs of the Corporation shall be by the Board of Directors, as provided in the corporate charter and these Bylaws. Each Director shall be at least nineteen years of age. The Board shall consist of no more than twenty-one (21) Directors, exclusive of honorary members, one-third of whom shall be elected by the Members each year for a term of three (3) years at the Annual Membership Meeting. Each Director shall hold office until the expiration of the term for which elected and until a successor has been elected and shall have qualified, or until prior resignation or removal.

Section 2. Nomination and Election. Not later than December of each year, the Board Chair shall appoint a Nominating Committee consisting of three (3) persons. At the Annual Membership Meeting, to be held in January of each year, the Nominating Committee shall present a slate of candidates for election to the Board, and these candidates shall be considered for election by the Members to the Board. Members shall retain the right to offer additional candidates for consideration for election to the Board. Members may not vote by proxy but may vote only if in attendance at the Annual Meeting. No Member shall have any right, title or interest legal or otherwise in or to the corporate property or in or to any gifts or contributions to the Corporation.

Section 3. Increase or Decrease in Number of Directors. The number of Directors may be increased or decreased by vote of a majority of the Board of Directors. No decrease in number of Directors shall shorten the term of any incumbent Director.

Section 4. Ex-Officio Members. The Chairs of all standing Committees shall be ex-officio members of the Board of Directors in addition to the Directors provided above, but shall not be entitled to vote; in the event, however, that such persons are elected as members of the Board of Directors, they shall retain all rights, including voting rights, of Board members.

Section 5. Interim Vacancies. Vacancies occurring among the Directors during the year shall be filled by majority vote of the Board members present at a regular meeting, and these interim Directors shall serve until the next annual Board meeting.

Section 6. Removal, Absence. Any or all Directors may be removed, whether for cause or without cause, only by action of the Board. The Board may consider unexcused absence from four consecutive meetings by any Director of the Board as resignation by said Director.

Section 7. Duties of the Board. The duties of the Board of Directors shall be:

- (a) To manage the affairs of this organization.
- (b) To adopt such policies and procedures for the operation of this organization as may be consistent with the corporate charter and these Bylaws and designed to carry out the objectives of the Corporation.
- (c) To provide for the raising of funds.
- (d) To control the distribution of funds collected.
- (e) To employ such persons as it may deem necessary for the successful attainment of the objectives of this organization.

Section 8. Delegation. The Board of Directors may, by general or special resolution, delegate to Committees of the Board such powers as it may see fit.

Section 9. Resignation. A Director may resign at any time by giving written notice to the Board, Board Secretary, or Board Chair. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

Section 10. Service. Every Board member shall serve actively on a Committee and be available for Board meetings.

Section 11. Honorary Board Members. Such persons as shall be appointed by two-thirds (2/3) vote of the Board of Directors by reason of their outstanding interest shown and effort expended in the work of the Corporation shall be deemed Honorary Board Members. Such Honorary Board Members may attend all Board meetings but shall have no vote and shall not be included in calculating a quorum.

Section 12. Chair of the Board. The Chair of the Board shall be duly voted and approved by the Board of Directors. At all meetings of the Board, the Chair, or in his/her absence a Vice Chair, or in the further absence of any Vice Chair a Presiding Chair chosen by the Board of Directors, shall preside.

Section 13. Action of the Board. Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each Director present shall have one vote.

Section 14. Initial Director Elections. Any provision herein notwithstanding, the initial election of Directors pursuant to these Bylaws shall be staggered: one-third of the Nominating Committee's slate of Directors, as the Nominating Committee determines, shall be elected for a term of one year; one-third elected for a term of two years; and one-third for the regular term of three years. Any at-large nomination from the membership shall be for a term of three years.

ARTICLE VI

OFFICERS

Section 1. Listing of Officers, Qualifications. The officers of the Board shall be a Chair, a Vice Chair, a Treasurer, a Secretary, and such other officers, with such powers and duties not inconsistent with these Bylaws, as the Board of Directors may from time to time may determine. Any number of offices may be held by the same person. The Chair and Secretary shall be natural persons of full age; the treasurer may be a corporation; but if a natural person, shall be of full age.

Section 2. Length of Term. All officers shall be elected by the Board for a term of one year or until their successors are elected. Officer candidates shall be selected by the Nominating Committee and submitted to the Board for approval at the Annual Board Meeting, immediately following the Annual Membership Meeting. Additional at large nominations also are permissible.

Section 3. Duties. The Duties of the Officers Shall Be:

(a) Chair - The Chair shall preside at all meetings of the Board of Directors, appoint all Committee chairs and the Committees (from among those chosen by the Chair and nominations made by each Committee chair) unless otherwise directed by the Board, call special meetings whenever the Chair deems necessary, serve as an ex-officio member of all Committees, and carry out such duties as usually pertain to this office. The Chair shall oversee the general management of the affairs of the Corporation by the President and shall see that all orders and resolutions of the Board are placed into effect. The Chair shall evaluate the performance of any employees with the Executive Committee of the Board.

(b) Vice Chair - The Vice Chair shall perform the duties of the Chair in the event of absence, resignation, or inability to perform duties by the Chair in the order prescribed by the Board of Directors. The Vice Chair shall perform all other duties delegated by the Chair or the Board of Directors.

(c) Secretary - The Secretary shall keep the minutes of meetings of the Board of Directors and all official Committees and shall assure that copies of approved minutes of all such meetings are placed in permanent files of the Corporation; shall have custody of the seal of the Corporation and shall affix and attest the same to documents when duly authorized by the Board of Directors; shall attend to the service of all notices of the Corporation and shall keep such books and papers as the Board of Directors may direct; and shall attend to such correspondence as may be assigned and perform all duties incidental to the office.

(d) Treasurer - The treasurer shall have the care and custody of all funds and securities of the Corporation, subject to such regulations as may be imposed by the Board, and shall deposit said funds in the name of the Corporation in such bank or trust company as the Directors may direct; shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation when countersigned by the Chair; and shall sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the Board of Directors and, except as otherwise provided herein, shall be countersigned by the Chair. All disbursements shall be by check. The Treasurer shall at all reasonable times exhibit the Corporation books and accounts to any Director of the Corporation upon application at the office of the Corporation during ordinary business hours. The Treasurer shall make reports to the Board of Directors at each Board meeting and at such other times as called upon to so. As described elsewhere herein, the Board may require that the Treasurer provide a surety bond in an amount to be determined by the Board. In the event the Board so requires such bond, a validated copy of the surety bond shall be presented to the Board prior to the Treasurer assuming the handling of any Corporation assets and prior to his or her signing any checks.

Section 4. Subordinate Officers, Committees, Employees, and Agents. The Board may from time to time elect such other officers and appoint such Committees, employees or other agents as the business of the Corporation may require, including one or more assistant secretaries, and one or more assistant treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws, or as the Board may from time to time determine. The Board may delegate to any officer or Committee the power to elect subordinate officers and to retain or appoint employees or other agents, or Committees thereof, and to prescribe the authority and duties of such subordinate officers, Committees, employees or other agents. The Board shall have authority to hire, train, and manage any employees as are necessary, in the reasonable judgment of the Board, to carry out Corporation policies and achieve Corporation objectives.

Section 5. Resignations. Any officer or agent may resign at time by giving written notice to the Board, or to the Chair or the Secretary of the Board. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Removal. Any officer, Committee, employee, or other agent of the Corporation may be removed, either for or without cause, by the Board or other authority which elected, retained, or appointed such officer, Committee, employee, or other agent whenever in the judgment of such authority the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

Section 7. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board or by the officer or Committee to which the power to fill such office has been delegated pursuant to this Article, as the case may be, and if the office is one for which these Bylaws prescribe a term, it shall be filled for the unexpired portion of the term. Any person appointed pursuant to this section shall hold all duties and powers of the office as if elected in the normal matter.

Section 8. Salaries. Initially the Officers and Directors shall receive no salary or compensation. Any salaries of the officers elected by the Board shall be fixed from time to time by the Board or by such officer as may be designated by resolution of the board. The salaries or other compensation of any other officers, employees and other agents shall be fixed from time to time by the officer or Committee to which the power to elect such officers, or to retain or appoint such employees or other agents, has been delegated pursuant to this Article. No officer shall be prevented from receiving such salary or other compensation by reason of the fact that he is also a Director of the Corporation.

Section 9. General Powers. All officers of the Corporation, as between themselves and the Corporation, shall respectively have such authority and perform such duties in the management of the property and affairs of the Corporation as may be determined by resolutions or orders of the Board or, in the absence of controlling provisions in the resolutions or orders of the Board, as may be provided in these Bylaws.

ARTICLE VII

STANDING, OTHER COMMITTEES

Section 1. Executive Committee.

(a) The Executive Committee shall consist of the Chair, Vice Chair(s); Secretary, Treasurer, Nominating Committee Chair, and such other Committee Chairs appointed to the Executive Committee by the Chair.

(b) The Executive Committee shall have the power to act in the absence of the Board. Each Board member shall be provided by the Secretary with a copy of the minutes of each Executive Committee meeting within two weeks after such meeting.

Section 2. Nominating Committee. The duties of the Nominating Committee shall be:

(a) to present annually a slate of candidates for election to the Board, these candidates, by any class as determined by the Board, to be considered for election to the Board at the annual Board Meeting;

(b) to present names of candidates to fill vacancies occurring among the Directors during the year, such candidates to be elected and to serve in accordance with the Bylaws;

(c) to present names of candidates to be considered to election as Honorary Members or to the Honorary Board, such candidates to be elected and to serve in accordance with the Bylaws; and

(d) to present names of officer candidates to the Board, to be elected by the Board as officers of the Board.

Section 3. Other Committees.

(a) The Chair shall be empowered to create such special Committees as may be deemed necessary for the conduct of the affairs of the Corporation. The Board Chair shall be empowered to appoint, with the concurrence of the Board, a Committee Chair and Committee Vice Chair and the remaining members of each Committee. Such special Committees shall serve at the pleasure of the Board. To serve on a special Committee, one need not be a Director. Initially, the Chair shall create and fill the following special Committees: Publications, Library, Raffle, Refreshments, Program, and Membership.

(b) The Board of Directors may resolve to designate various other Committees, each consisting of three or more Directors or non-Directors, as the Board may determine. Each such Committee shall serve at the pleasure of the Board.

Section 4. Approval of Committee Actions. All acts of all Committees are subject to approval by the Board of Directors. No Committee of the Board other than the Executive Committee, shall, unless pursuant to resolution of the Board, exercise any of the powers or authority vested by these Bylaws or Pennsylvania state law in the Board as such, but any Committee of the Board may make recommendations to the Board or Executive Committee concerning the exercise of such powers and authority.

Section 5. Survival of Fiduciary Duty. The establishment of any Committee of the Board and the delegation thereto of power and authority shall not alone relieve any Director of his or her fiduciary duty to the Corporation.

ARTICLE VIII

MEETINGS, NOTICE, WAIVER

Section 1. Board of Directors. The organization meeting of the Board of Directors shall be held annually in January for the purpose of electing officers and transacting such other business as may come before it. Regular meetings of the Board of Directors shall be held, and may be held without notice, at least quarterly throughout the year.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chair upon three days' notice to each Director, either personally, by mail, by e-mail, or by wire, and shall be called on the written request of five (5) members of the Board. The board may hold its meetings at the office of the Corporation or at such other places, either within or without the state, as it may from time to time determine.

Section 3. Committee Meetings. All Committees of the Corporation shall meet upon call of their Committee Chair and at such other times as provided in these Bylaws.

Section 4. Notice. Whenever written notice is required to be given to any person under the provisions of the articles, these Bylaws, or Pennsylvania state law, it may be given to such person either personally or by sending a copy thereof by first class mail, postage prepaid, or by telegram, charges prepaid, to his address supplied by him or her to the Corporation for the purpose of notice. If the notice is sent by mail or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by law or these Bylaws.

Notice of any meeting of the Board during any emergency resulting from warlike damage or an attack on the United States or any nuclear or atomic disaster shall be given only to such of the Directors as it may be feasible to reach at the time and by such means as may be feasible at the time, including publication or radio.

When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 5. Waivers of Notice. Whenever any written notice is required to be given under the provisions of the articles, these Bylaws, or Pennsylvania state law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by these Bylaws, neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of such meeting.

Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 6. Modification of Proposal Contained in Notice. Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as do not enlarge its original purpose.

Section 7. Exception to Requirement of Notice. Wherever any notice or communication is required to be given to any person under the provisions of the articles, these Bylaws, Pennsylvania state law, or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate action, and communication with such person is then unlawful, the giving of such notice or communication to such person shall not be required, and there shall be no duty to apply for a license or other permission to do so.

Section 8. Conference Telephone Meetings. One or more persons may participate in a meeting of the Board or of a Committee of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 9. Conduct of Meetings. Except as provided herein, the conduct of all meetings shall be patterned after normal parliamentary procedure. Difficulties in procedure shall be resolved following principles described in Robert's Rules of Order, which shall govern.

ARTICLE IX

QUORUM, MANNER OF ACTING

Section 1. Board of Directors. A majority of members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business. Every Director shall be entitled to one vote. Except as otherwise specified in the articles or these Bylaws or provided by statute, the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board. The Directors shall act only as a board and the individual Directors shall have no power as such, except that any action which may be taken at a meeting of the Board may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the secretary of the Corporation.

Section 2. Committees. A majority of the Committee membership shall constitute a quorum at any meeting of the Committee.

Section 3. Interested Directors or Officers. No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be void or avoidable solely for such reason, or solely because the Director or officer is present at or participates in the meeting of the Board which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(a) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or

(b) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified in this section.

ARTICLE X

CONTINGENCY FUNDS

Section 1. Contingency Funds. Contingency funds may be set aside in such amounts as deemed necessary by the Board of Directors to cover special emergency situations or any contingencies. In the event the reserve funds are inadequate to meet the emergency, the Board of Directors may designate ways and means of providing funds.

ARTICLE XI

OWNERSHIP AND TRANSFER OF PROPERTY

Section 1. Right to Acquire Property. The Board of Directors shall have the right to acquire on behalf of the Corporation real and personal property by purchase, lease, gift or otherwise and to the extent that may be convenient or necessary, to hold such property, and it shall be the right or the Board to dispose of said property or any part thereof as provided by law. All such property acquired by the Corporation shall be held in the name of the Corporation.

Section 2. Sale Proceeds. Except as provided otherwise herein, no part of the normal proceeds from the sale or transfer of property held by the Corporation shall inure to the personal benefit of any individual Director, Officer, Committee Member, Member, or employee of the Corporation.

Section 3. Stock Certificates. The President or Treasurer, or each of them, are hereby authorized and directed to sell, assign, and endorse for transfer certificates representing stocks, bonds, or other securities for the account of the Corporation, with the additional approval or the Board of Directors, provided that the certificates represent a contribution to the fund raising campaign of the Corporation and do not represent funds that have been invested at the direction of the Board of Directors.

ARTICLE XII

PERSONAL USE OF CORPORATION FUNDS PROHIBITED

Section 1. Personal Use of Corporation Funds.

(a) No Corporation funds shall be used for the personal use by any Director, Officer, employee, or other person or entity associated therewith, and similarly no Corporation asset shall inure to personal benefit of any such person or entity.

(b) Personal use is defined as any use not directly and clearly related to Corporation objectives.

ARTICLE XIII

CORPORATION, DIRECTOR LIABILITY

Section 1. Contracts, Liability. No Board member, Officer, Committee, or employee of the Corporation, or any other person, shall contract or incur any debt on behalf of the Corporation, pledge the Corporation's credit, or in any way render it liable, unless authorized by the Board of Directors.

Section 2. Limitation of Personal Liability of Directors. A Director of the Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

(a) the Director has breached or failed to perform the duties, as further defined in this Article, of his or her office; and

(b) the breach or failure to perform constitutes self dealing, willful misconduct, or recklessness.

The provisions of this Section shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute; or (b) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

Section 3. Standard of Care and Justifiable Reliance. A Director of the Corporation shall stand in a fiduciary relationship to the Corporation, and shall perform his or her duties as a Director, including his or her duties as a member of any Committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(a) One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;

(b) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person;

(c) A Committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which Committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

In discharging the duties of their respective positions, the Board, Committees of the Board and individual Directors may, in considering the best interest of the Corporation, consider the effects of any action upon employees, upon persons with whom the Corporation has business and other relations, and upon communities in which the offices or other establishments of or related to the Corporation are located, as well as all other pertinent factors. The consideration of those factors shall not constitute a violation of this Section.

Absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken, or failure to take any action, as a Director shall be presumed to be in the best interest of the Corporation.

ARTICLE XIV

INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHER AUTHORIZED REPRESENTATIVES

Section 1. General. The Corporation shall indemnify each of its Directors, each of its Officers, each of its employees designated for indemnification by the Corporation, and each member of a Committee, for the defense of civil proceedings as hereinafter provided in this Article.

Section 2. Non-Derivative Action. In case of action other than one by or on behalf of the Corporation to procure a judgment in its favor, the Corporation shall indemnify each of its Directors, Officers, employees, or Committee members, as aforesaid, from and against and all judgments, fines, amounts paid in settlement, and reasonable expenses, including reasonable attorney's fees, actually and necessarily incurred as a result of such action imposed or asserted against such Director, officer, employee or Committee member, as aforesaid, by reason of his or her being or having been a Director, officer, employee, or Committee member, as aforesaid, but only in the event that a determination shall have been made that such Director, Officer, employee, or Committee member acted in good faith for a purpose which he or she reasonably believed to be in the best interest of the Corporation, or, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity or such expenses deemed, either judicially or in the manner hereinafter provided, proper. This indemnification shall be made only if the Corporation shall be advised by its Board that the Director, Officer, employee, or Committee member, as aforesaid, has met the aforesaid standard of conduct. In rendering such advice, the Board shall act either;

(a) by a quorum consisting of Directors who are not parties to such action; or

(b) if such a quorum is not attainable with due diligence, upon the opinion in writing of independent legal counsel.

If the foregoing determination is to be made by the Board, it may rely, as to all questions of law, on the advice of independent legal counsel. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith or in a manner which he or she reasonably believed to be in the best interest of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 3. Derivative Action. In the case of an action by or on behalf of the Corporation to procure a judgment in its favor, the Corporation shall indemnify each of its Directors, Officers, employees, or Committee members, as aforesaid, from and against the reasonable expenses, including reasonable attorney's fees actually and necessarily incurred by any such Director, Officer, employee, or Committee member, as aforesaid, in connection with such action or an appeal therefrom, except with respect to matters as to which such Director, Officer, employee, or Committee member is adjudged, pursuant to the method described in Section 2, immediately above, to have breached his or her duty to the Corporation by not discharging his or her obligation to the Corporation in good faith and with reasonable degree of diligence, care, and skill which ordinarily prudent men or women would exercise under similar circumstances in like positions.

Section 4. Mandatory Indemnification. Notwithstanding any contrary provision of the articles or these Bylaws, to the extent that a representative of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in this Article, he or she shall be indemnified against expenses, including reasonable attorneys' fees, actually and reasonably incurred by him or her in connection therewith.

Section 5. Determination of Entitlement to Indemnification. Unless ordered by a court, any indemnification under this Article above shall be made by the Corporation only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

(a) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or

(b) if such a quorum is not obtainable--or even if obtainable, a majority vote of a quorum of disinterested directors so directs--by independent legal counsel in a written opinion.

Section 6. Advancing Expenses. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized above in this Article.

Section 7. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Corporation would otherwise have the power to indemnify such person against such liability.

Section 8. Reliance on Provisions. Each person who shall act as an authorized representative of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

Section 9. Applicability. Every reference in this Article to a Director of the Corporation shall include every Director, Officer, employee, or Committee member, as aforesaid, thereof, or former Director, Officer, employee, or Committee member, as aforesaid, thereof, and may inure to the benefit of heirs, executors, and administrators of such person. The right of indemnification herein provided shall be in addition to any and all rights to which any Director, Officer, employee, or Committee member, as aforesaid, of the Corporation otherwise might be entitled, and the provision hereof shall neither impair nor adversely effect such rights.

ARTICLE XIV

CALENDAR YEAR

Section 1. Calendar Year. The Corporation shall operate on a calendar year basis. The Board shall retain the right, to change to any fiscal year basis or to change to any different fiscal year basis, if, in the Board's judgment, such change better enables the Corporation to achieve its corporate purposes and goals.

ARTICLE XVI

PAYMENTS, SURETY BONDS, SEAL

Section 1. Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by the Chair and Treasurer or by such person or persons and in such manner as from time to time may be determined by the Board of Directors.

Section 2. Surety Bonds. In case the Board of Directors shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the board may direct, conditioned upon the faithful performance of his duties to the Corporation and including responsibility for negligence and for the accounting for property, funds, or securities of the Corporation which may come into his hands. All such bonds shall be for the benefit of and payable to the Corporation, and the premiums and all other costs therefor shall be paid by the Corporation.

Section 3. Corporate Seal. There is hereby adopted as the seal of the Corporation the impression appearing hereon:

ARTICLE XVII

ANNUAL REPORT TO THE MEMBERS

Section 1. Annual Report to the Board. The Board shall direct the Treasurer to present at the Annual Membership Meeting a report showing in appropriate detail the following:

(a) The assets and liabilities, including any trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.

(b) The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.

(c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

(d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

The annual report to the members shall be filed with the minutes of the Annual Membership Meeting.

ARTICLE XVIII

DISSOLUTION

Section 1. Dissolution. Upon the dissolution of the Corporation for any cause, the properties then in possession of the Corporation shall be turned over to any such successor organization as the Board of Directors shall determine; or in the absence of any such successor organization, the said property shall be distributed as otherwise provided by law.

ARTICLE XIX

AMENDMENTS

Section 1. Amendments. These Bylaws may be enlarged, amended or repealed at any meeting of the Board of Directors by a two-thirds (2/3) vote of the Directors, provided that the proposed amendment shall be submitted in writing to each Director at least fifteen days prior to said meeting. If any bylaw regulating an impending election of Directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting for the election of Directors the bylaw so adopted, amended or repealed, together with a concise statement of the changes made.

ARTICLE XX

CONSTRUCTION

Section 1. Construction. If there be any conflict between the provisions of the certificate of incorporation and these Bylaws, the provisions of the certificate of incorporation shall govern. All matters not addressed in these Bylaws or the certificate of incorporation shall be governed by relevant Pennsylvania state law.

ARTICLE XXI

RELATIONSHIP TO AMERICAN ASSOCIATION OF WOODTURNERS

Section 1. AAW Membership. The Corporation is an official chapter of the American Association of Woodturners (AAW), a 501(c)(3) educational nonprofit corporation. All Officers of the Association agree to be members in good standing of the AAW. The Association will encourage all members to become members of AAW. The AAW specifically disassociates itself from any debts, obligations, or encumbrances of the Corporation. The AAW does not shoulder any legal liability for accidents that occur during events of any kind sponsored by the Corporation. The Corporation shall comply with all AAW insurance obligations for demonstrators and attendees at official Corporation events.