

**SUN CITY TEXAS WOODWORKERS CLUB
BYLAWS**

November 20, 2008

ARTICLE I GENERAL

- Section A.** The name of this organization shall be Sun City Texas Woodworkers Club, (hereinafter referred to as the "Club").
- Section B.** The purpose of the Club is to manage and fund operations of a Wood Shop for use by its members in Sun City Texas; and to otherwise encourage and support the craft of woodworking among its members by sponsoring programs, exchange of information about woodworking, and other relevant activities.
- Section C.** These Bylaws willfully comply with the Governing Documents ("Documents") and Chartered Club Rules and Procedures ("Rules") of the Sun City Texas Community Association, Inc. (hereinafter referred to as the "Association"). In the event of a conflict between these Bylaws and the Documents, or Rules, the Documents or Rules will prevail.
- Section D.** This Club shall be operated as a nonprofit organization in accordance with applicable statutes and the Association's Documents.
- Section E.** The Club has no legal status independent of the Association. For this reason, all actions by its Membership, Executive Board, and Officers may be appealed, by Members of the Club or others with standing to appeal, to the Board of Directors of the Association, which may uphold or overturn those actions. In the absence of such an appeal, actions by the Membership, Officers, and Executive Board of the Club, in accordance with these Bylaws, will stand. Legal responsibility and liability for actions by Members, Directors and Officers of Club, acting responsibly and in good faith on behalf of the Club, resides ultimately with the Association.

ARTICLE II MEMBERSHIP

Membership shall be open to all SCTX Community Association members (herein after known as Association members) "in good standing

Renewing Club Members that were not members in the preceding year will have to repeat the Safety Orientation Class or pay delinquent dues and sign The Safety Pledge.

- Section A.** There shall be no precondition for membership, nor will members be required to join any national, state, or regionally affiliated organization.
- Section B. Guests - defined as follows:**
- 1) **Resident Guest** - all Association members are qualified to join the Club. Until they choose to do so, they are considered guests.
 - 2) **Non-Resident Guest:** All other individuals who are accompanied by an Association member, or otherwise sponsored by an Association member are considered non-resident guests and do not qualify for Club membership.
 - 3) **Developer Guest:** "Vacation Getaway (VG)" visitors, prospective homebuyers, and developer-employed sales associates are considered Developer Guests. VG visitors may be accompanied by a sales associate, or may identify themselves with a VG Visitor card. Prospective home buyers will be in the company of a sales associate.

Guests in any of the above categories are welcome to visit and observe the Wood Shop administered by the Club and other Club programs. Visits and observation of activities in the Wood Shop can occur only when the Shop is open for use by Club members with a properly-trained and qualified Shop Monitor on duty. Such visits shall conform to and be limited by rules and conditions established by the Club, which shall be interpreted and administered by the Shop Monitor on duty at the time.

Section D. Membership in The Club is granted to Association members who have,

- applied for membership.
- annually paid the appropriate membership dues.
- attended the Safety Procedures and Orientation Class.
- annually signed The Safety Pledge.

Continued membership is conditioned upon timely payment of any cost-based fees set by the Executive Board (see Article V, Section B). As we require a monitor to be on duty anytime the shop is open it is imperative that members share in the responsibility of monitoring.

ARTICLE III EXECUTIVE BOARD AND OFFICERS

Section A. There shall be an Executive Board of the Club, consisting of a President, Vice President, Secretary, Treasurer, Immediate-Past-President, and four other Directors.

Section B. All Officers and Directors shall be elected by a vote of the general Membership, and they shall serve without compensation. The Immediate Past President will be filled by the retiring President.

Section C. All Officers are elected for one-year terms and are limited to two consecutive terms in the same office. The Directors are elected for one-year terms. The Immediate Past President will serve until the election of a new President. The term of office shall begin on the first day of January and end on the last day of December.

The responsibilities and authority of the Officers and the Executive Board shall be as follows:

President: shall preside over all Club meetings and be responsible for the administration of all Club business; shall act as the principal liaison between the Club and the Association; shall ensure the financial and administrative integrity of the Club; and shall appoint committees and assign areas of responsibility to members of the Executive Board as deemed necessary.

Vice President: shall perform the duties of the President in the latter's absence; and shall perform such other duties as may be assigned by the President.

Secretary: shall keep all records and minutes of the meetings of the Membership and Executive Board; shall conduct correspondence relating to the Club; shall issue notices of meetings; and shall furnish the Association with such reports as may be necessary. The Secretary will ensure that the Secretary's records are retained for three years and, upon leaving office, will pass the records to his/her successor.

Treasurer: shall receive all dues and other monies paid to the Club; shall disburse Club funds in timely payment of all bills owed by the Club; shall maintain appropriate books, ledgers and other accounting records reflecting the financial transactions of the Club and its current financial condition; shall furnish the Association with such reports as may be called for; shall report to the Executive Board on the financial condition of the Club at least quarterly; and shall report on the financial condition of the Club to the Membership at each Annual Meeting and at such other times as the President may direct. The Treasurer will ensure that financial records and accounting procedures meet requirements established by the Association and its Controller; and that financial records are retained for seven years and passed in good condition to his/her successor. The Treasurer will also be responsible for maintaining the official records of dues-paid members in good standing. The Executive Board may appoint a Membership Chairperson to assist the Treasurer in this capacity.

The Executive Board: shall

- appoint members to and prepare statements of purpose for all standing and *ad hoc* committees of the Club;
- appoint members of the Sun City Texas Woodworkers Club committees;
- establish Rules and Procedures for operation of the SCTX Wood Shop;
- review and approve annual budgets of the Club and all changes thereto;
- recommend annual Membership dues;
- set fees for Club activities, services and supplies;
- review and approve financial status reports from the Treasurer;
- carry out such other duties and exercise such other powers as are normal for the Board of Directors of a non-profit organization and are not specifically restricted or preempted by other articles of these Bylaws or by the rules of the Association.

Section D. Election of Officers and Directors

Officers and Directors shall be elected by ballot at an Annual Business Meeting of the Club, normally held during the month of November.

The President, in consultation with the Executive Board, shall decide on the specific date of the Annual Meeting. The date and place of the Annual Meeting will be announced to Club Members at least 60 days in advance of the meeting.

At least 60 days prior to the Scheduled Annual Meeting, a Nominating/Election Committee (NC/EC) comprised of at least three Club Members, no more than one of whom is presently serving on the Executive Board, will be appointed by the President. It shall be the duty of this Committee to propose a slate of Officers and Directors for the next year. This slate shall consist of not less than one candidate for each office (president, vice president, secretary, and treasurer) and at least one candidate for each director position.

From the time the NC/EC is appointed until 14 days prior to the Annual Meeting, any Club member may petition the NC/EC in writing, to have their name placed on the official ballot for any office or director position. The NC/EC shall notify the Secretary 14 days prior to the election of the official slate of candidates and any other members who desire to run for a position on the Board.

Within 12 days of the Annual Meeting the NC/EC shall produce an official ballot indicating the NC/EC slate as well as the names of individual members who petitioned the NC/EC to have their names placed on the ballot. From this date until the close of voting at the Annual Meeting, equal access (as determined by the NC/EC) shall be provided to each candidate to the current Club communication methods. The ballot shall be made available to Club members for absentee voting. Any member may cast an absentee ballot up to 4 pm on the day prior to the Annual Meeting. The NC/EC shall collect these absentee ballots, secure them, and have them available for counting when the general election is held at the Annual Meeting. The same ballot used for absentee voting shall be used for voting at the Annual Meeting.

Elections shall be decided by a plurality vote of the total of those members voting in person and by absentee ballot.

Section E. Should the office of President become vacant, the Vice President will succeed to that position. Should any other office become vacant, the President will fill the vacancy by appointment from among the Members eligible to hold that office or Director Position, subject to approval by a majority of the Executive Board.

Section F. Officers and Directors of the Club are not legally responsible for accidents or mishaps in the Wood Shop or other Club facilities.

ARTICLE IV MEETINGS

Section A. Business meetings of the Membership.

- 1) Business meetings of the Membership shall be held as necessary and as required by these Bylaws, as determined by the Executive Board, at places and times also determined by the Executive Board.
- 2) An Annual Business Meeting of the Club will be held during November of each calendar year, for the purpose of electing officers, amending the Bylaws, receiving an annual report from the Treasurer, and conducting such other business as may properly come before it.
- 3) The President may call other business meetings of the Membership, and must call such meetings when directed to do so by a majority vote of the Executive Board.
- 4) The Secretary shall provide at least ten (10) days notice of all Business Meetings of the Membership by posting such notice on bulletin boards in the Community Association office and in the Wood Shop. Whenever possible, such notice will also be printed in the Sun Rays newsletter of the Association. If a Club newsletter or other information-dissemination mechanism exists, it will also be used.
- 5) The proceedings of all Business Meetings of the Membership shall be recorded in minutes under the supervision of the Secretary. These minutes shall be open for inspection by the Membership and by staff members and Directors of the Association.
- 6) Roberts Rules of Order Newly Revised shall govern the proceedings of all Business Meetings of the Membership.
- 7) A quorum for actions at the annual Business Meetings of the Membership shall consist of one-fifth (1/5) of the Members in good standing. The total numbers of Members present at a meeting and the number of absentee ballots shall be used to determine that a quorum exists.
- 8) A majority vote of the total of those voting, either in person or by absentee ballot or written proxy, is required to resolve any question on the publicized agenda not related to a Bylaws amendment.

Section B. Meetings of the Executive Board

- 1) The Executive Board of the Club shall meet at times and places designated by the President.
- 2) The proceedings of all Executive Board meetings shall be recorded in minutes by or under the supervision of the Secretary. These minutes shall be open for inspection by the Membership and by staff members and Directors of the Association.
- 3) Roberts Rules of Order Newly Revised shall govern the proceedings of all Executive Board meetings.
- 4) A quorum for actions at Executive Board meetings shall consist of a majority of the Members of the Executive Board. Executive Board Members who cannot attend a meeting may give another Board Member a written proxy authorizing that member to vote on his or her behalf. Members providing proxies for a given meeting shall be considered to be present at the meeting for purposes of determining a quorum.
- 5) A majority vote of the total of those voting, either in person or by proxy, is required to resolve any matter on which the Executive Board acts.

6) FINANCIAL

Section A. Annual dues for Membership in the Club shall be recommended by the Executive Board at the Annual Business Meeting of the Membership, and shall become effective only after a vote of the Membership to approve them.

Section B. All other fees charged to Members and Guests for Club activities and use of Club-administered facilities shall be based on costs and shall be established by a vote of the Executive Board.

Section C. The President (or Vice President in the President's absence) must authorize any expenditure of Club funds. Expenditures below \$500 may be authorized without Board approval.

Any other expenditure, even if it is contained in an approved annual budget -

- over \$500 requires approval by the Executive Board.
- over \$2,000 requires the Board to review an updated Woodworkers Club Capital Reserve Fund impact and must be approved by the Executive Board.

Section D. The President and Treasurer shall have authority to sign checks drawn against the checking account established for the Club.

Section E. In cooperation with the Treasurer, the Shop Operations & Management Committee will establish procedures for controlling inventory and recovering the costs of expendable materials and supplies which the SOMC deems needed for shop operations. These procedures will be reviewed with and acceptable to the Controller of the Association.

Section F. Financial records will be maintained for a period of seven (7) years.

Section G. Financial records should be reviewed on an annual basis, by one or more individual(s) other than those elected to the Executive Board. This individual or group shall be appointed by the President. A report of this review shall be presented at a Business Meeting and approved by a vote of the Members present.

Section H. The accounting year will be that of the Association, January 1 through December 31 of any given year.

Section I. The Treasurer will be responsible for preparing an annual budget for the next accounting year and presenting such budget to the Executive Board at the November Board Meeting. This budget will be approved by the Board and will be presented to the membership at the Annual Business Meeting.

ARTICLE V COMMITTEES

Section A. Committees may be appointed each year by the Executive Board as required. These Committees include, but are not limited to:

- Shop Safety and Training
- Shop Management and Operations
- Finance
- Membership
- Fund Raising and Development
- Social Planning

The Board may also appoint *ad hoc* committees from time to time to deal with specific issues.

- Section C.** The Executive Board shall establish a written statement of purpose defining the responsibilities and scope of each Permanent and *ad hoc* committee before it is established.
- Section D.** The Executive Board may designate the Chairperson of each Permanent Committee; or it may ask the President to designate a Chairperson; or the Executive Board may ask the Committee members to select a Chairperson from among its members.
- Section E.** Members of Committees and Wood Shop Monitors, acting in a volunteer capacity under rules established by the Club and its Committees, are not legally responsible for accidents or mishaps in the Wood Shop or other Club facilities.

ARTICLE VI AMENDMENTS TO THE BYLAWS

- Section A.** The Executive Board or any Member may propose amendments to these Bylaws.
- Section B.** Proposals by Club members to amend the Bylaws must be submitted to the Secretary in writing, must be signed by the proponent and must be accompanied by a statement of the rationale for the amendment.
- Section C.** The Secretary shall deposit copies of the proposed amendment and the accompanying statement of rationale in the Community Association office and in the Wood Shop at least fourteen (14) days prior to the date of the meeting on which the amendment will be voted upon. At the same time, the Secretary will post notices of the availability of these copies and of the meeting to vote on the Club website.
- Section D.** A change to the by-laws requires a notice to all members of the proposed change and an affirmative vote at two successive membership meetings. A period of absentee voting on the proposed change must be available at least 10 days prior to each meeting.
- Section E.** Amendments will become effective upon approval by the Association.

ARTICLE VII ELECTRONIC VOTING

Electronic voting may be used for any voting process required by the Club membership or the Club Board of Directors under these Bylaws. Such electronic voting shall be authorized by vote of the Board for matters to come before the Membership, or authorized by the President for matters to come before the Board. Actions by the Board of Directors or the President authorizing electronic voting shall specify the nature and duration of the voting process, and any other characteristics of the process deemed appropriate.

ARTICLE VIII DISSOLUTION

Prior to Club dissolution, and after all debts are satisfied, all property and assets shall be turned over to the Association.

FOR THE CLUB:

FOR THE ASSOCIATION:

Name / Signature

Name / Signature

11/20/2008
Date

11/20/2008
Date