

Quail Creek Woodcrafters Club

# Bylaws and Charter

| Revision Number | Revision Date |
|-----------------|---------------|
| 0               | 2010-11-08    |
| 1               | 2017-11-02    |
| 2A              | 2020-02-09    |
| 2B              | 2020-03-03    |
| 2C              | 2020-03-08    |
| 2               | 2020-07-25    |

## What's Changed in Revision 2

The following brief description of changes made between Revision 1 and this Revision 2 document is provided for summary purposes:

- Article II – Mission
  - Clarified the mission of the Club.
- Article IV – Members
  - Section 2 (old) – Removed Full and Associate Member classifications.
  - Section 2 – Clarified Membership requirements
  - Section 3 (old) – Removed denial of Membership list.
  - Section 3 (old) – Deleted as duplicative of requirements stated in Shop Operating Procedures
  - Section 3 (new) – Clarified that new Members can enroll with any Board Member or with the Monitor on duty rather than just with the Club Secretary.
  - Section 4 (new) – Clarified that Membership dues shall be published in the Shop Operating Procedures
  - Section 5 (new) – Clarified that special fees shall be published in the Shop Operating Procedures. Clarified that most consumable products for the construction of projects will be available in the Shop.
  - Section 6 (new) – Deleted non-sensical language.
  - Section 7 (new) – Clarified voting requirements and allowable methods to include vote by Members present, or specially solicited email response.
  - Section 8 (new) – Clarified email voting process.
  - Section 10 (old) – Deleted as duplicative of the Creative Arts & Technical Center (CATC) Building Policies requirements.
- Article V – The Board
  - Section 4 (old) – Deleted as duplicative of Article V, Section 1.
  - Section 4 (new) – Renumbered
  - Section 5 (new) - Renumbered
- Article VI – Nomination and Elections
  - Section 2 – Added that nominations for Board elections shall be allowed from the floor.
  - Section 3 – Allowed voting by specially solicited email. Required that specially solicited emails be sent to the Club Secretary. Noted that the Club Secretary is responsible to ensure that only one vote per Member is counted.
  - Section 4 – Prohibit any current Board Member from serving on the Board Nominating Committee.
- Article VII – Governing Body
  - Section 5 – Clarified Board Appointee terms.
- Article VIII – Duties of Officers
  - Section 1 – Eliminated ex-officio wording and clarified negotiating responsibilities.
  - Section 3 – Clarified that reports for the Association may be gathered from other sources as opposed to always be prepared by the Secretary. Clarified the meeting minutes approval process.
  - Section 4 – Changed the requirement to “retain” financial records to “maintain.”
- Article IX – Fiscal and Finance
  - Section 4 – Removed requirement for two signatures on checks as the Club has moved to electronic banking for all transactions.

- Section 5 – Added that each single unbudgeted expenditure in excess of \$1,000.00 must be approved in writing by the Board.
- Article X – Meetings
  - Section 1 – Clarified that Quarterly Meetings can be cancelled by the President if there is nothing significant to discuss as determined by the Board.
  - Section 2 – Added that Quarterly and Special Meetings shall have the same notification requirements as Annual Meetings.
- Article XII – Amendments
  - Section 1 – Added that Bylaw and Charter changes may also be approved by specially solicited email.

## ARTICLE I

### Name

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| <b>NAME:</b> | The name of the organization shall be: <b>Quail Creek Woodcrafters Club (QCWC)</b> , hereinafter referred to as the “ <b>Club</b> ”, a nonprofit organization. |
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## ARTICLE II

### Mission

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| <b>MISSION:</b> | The mission of the Club shall be the promotion, for its Members, of their woodworking hobbies through the provision of a well-equipped and managed woodshop. |
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## ARTICLE III

### Authority and Limitations

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| <b>Section 1:</b> | The Club will operate as an instrumentality of the <b>Quail Creek Property Owners Association (POA)</b> , hereinafter referred to as the “ <b>Association</b> ”, in compliance with its Creative Arts and Technical Center Building Policies and Procedures, but will not conduct business or obligate funds in the name of the Association. |
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## ARTICLE IV

### Members

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| <b>Section 1:</b> | Membership shall be open to any person residing at Quail Creek including homeowners, renters, and leasers. All Quail Creek residents may participate in Club meetings, demonstrations, and field trips.  |
| <b>Section 2:</b> | Membership permits participation in all Club activities including use of woodshop machines, tools, and other equipment. Membership requires: <ul style="list-style-type: none"><li>• Taking the Club’s general safety training and any specific training for the use of unique equipment such as, but not limited to, the lathes and CNC router system,</li><li>• Passing a proficiency demonstration,</li><li>• Signing a Waiver and Release Statement,</li><li>• Signing a Safety Pledge form,</li><li>• Reviewing the New Member Packet of information, and</li><li>• Paying the fee for the training session(s). Applicable fees and dues are published in the Shop’s Operating Policies and Procedures.</li></ul> |

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| <b>Section 3:</b> | Enrollment in the Club may be conducted at any time outside of any meeting, by enrolling with any Club Board Member or with an on-duty Monitor.  |
| <b>Section 4:</b> | Dues for Club Membership will be set by the Club's Board and approved by the Club's Membership. Annual dues shall be published in the Shop's Operating Policies and Procedures. Dues are non-refundable.   |
| <b>Section 5:</b> | Fees may be charged for Club activities in addition to the regular Membership dues. Fees shall be published in the Shop's Operating Policies and Procedures. Consumable supplies needed for most projects will be made available at the Shop. Members are asked to use the "honor" system to reimburse the Club for supplies used. |
| <b>Section 6:</b> | Any Member of the Club, in good standing, shall be entitled to one vote at any meeting of the Club, when a vote is called for, and to participate in all club events.  |
| <b>Section 7:</b> | At meetings of the Club, decisions shall be made by a majority vote of those Members in good standing, present and voting, in person, or by specially solicited email response.  |
| <b>Section 8:</b> | Email voting is a form of voting whereby a Member of a decision-making body may cast his/her ballot via response to a specially solicited email to enable a vote in absence.   |
| <b>Section 9:</b> | A Member, in good standing, is a Member who is enrolled in the Club and whose dues are current.  |

**ARTICLE V**  
**The Board**

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| <b>Section 1:</b> | The <b>Club's elected Board Members</b> , hereinafter referred to as the " <b>Board</b> ", shall consist of the Officers of the Club: President, Vice President, Secretary, Treasurer and three additional Board Members. All seven (7) Members of the Board are voting Members. |
| <b>Section 2:</b> | All Board Members must be Members of the Club.   |
| <b>Section 3:</b> | Each Board Member shall hold office for a term of up to two (2) years and may be elected for not more than two (2) consecutive terms.  |
| <b>Section 4:</b> | The Membership of the Club may vote to remove a Member of the Board. The process of removing a Member of the Board is the same as that used for amending the Bylaws & Charter, see Article XII, Section I.   |
| <b>Section 5</b>  | All Board Members, upon leaving office, shall deliver all records and other property belonging to the Club to their successor.   |

**ARTICLE VI**  
**Nomination and Elections**

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| <b>Section 1:</b> | Election of Board Members shall take place at the Annual Membership (November) meeting. No less than 30 days prior to the meeting, the Board shall appoint a 'Nominating Committee Chairperson'. Additional Nominating Members may be selected from the Membership by the Chairperson.   |
| <b>Section 2:</b> | The slate of Board candidates proposed by the Nominating Committee shall be distributed to all Club Members at least one week prior to the Club's Annual Membership meeting at which the Board will be elected. Nominations from the floor shall be allowed.   |
| <b>Section 3:</b> | A majority of the Club Members, present and voting, in person, or by specially solicited email response shall elect the new Board. Specially solicited email responses shall be emailed to the current Club Secretary in advance of the Annual meeting. The Club Secretary shall ensure that only one vote per Member is counted be it in person, or via specially solicited email response. |
| <b>Section 4:</b> | No Board Member may serve on the Nominating Committee.   |
| <b>Section 5:</b> | The elected Board shall take office on January 1 of the year immediately following the election.   |

**ARTICLE VII**  
**Governing Body**

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| <b>Section 1:</b> | The governing body of the Club is the Board. Members of the Board, Shop Monitors, and volunteers acting under rules established by the Club are not legally responsible for accidents or mishaps occurring in the Shop, activities, or other facilities. The Board shall assign Shop hours to coincide with the volunteer activity of a Shop Monitor who has been through safety training, and additional training for that specific purpose. |
| <b>Section 2:</b> | It shall be the duty of the Board to conduct, manage, and control the affairs and business of the Club.   |
| <b>Section 3:</b> | A majority of the Board shall constitute a quorum for any Board meeting.  |
| <b>Section 4:</b> | In case of vacancy, the Board may elect an Appointee to fill the vacancy.   |
| <b>Section 5:</b> | An Appointee shall fill the vacancy for the remainder of the year in which appointed. The Appointee is then eligible for election in the next November election and may serve an additional full term if elected to do so.  |
| <b>Section 6:</b> | When any Board Member ceases to be a Member of the Club or is not in good standing with the Club, their authority as a Board Member shall terminate.  |

**ARTICLE VIII**  
**Duties of Officers**

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| <b>Section 1:</b> | The PRESIDENT shall:<br>a) be the Chief Administrator of the Club,<br>b) preside over all Club meetings,<br>c) be a Member of all Club committees, except the Nominating Committee,<br>d) appoint, with Board approval, the Chairperson of the Nominating Committee,<br>e) schedule facilities usage with the POA Facilities 'Use Committee',<br>f) direct or oversee the negotiation of Club contracts, such as for equipment purchase and instruction,<br>g) sign for Board approved contracts in addition to the Association Representative,<br>h) may appoint a Shop Foreman to oversee purchase and maintenance of equipment, with Board approval. |
| <b>Section 2:</b> | The VICE PRESIDENT shall:<br>a) assist the President,<br>b) in the President's absence, perform the duties of the President's office.   |
| <b>Section 3:</b> | The SECRETARY shall:<br>a) record the minutes of all Annual, Quarterly and Special meetings,<br>b) be in charge of all of the Club's records other than the Treasurer's,<br>c) gather and/or prepare any reports required by the Association,<br>d) at Annual, Quarterly and Special meetings, present the previous meeting's minutes for approval by the Membership followed by approval by the Board. Approval of minutes can be conducted by those present and voting, or by specially solicited email response.<br>e) Post required notices, including special email voting.  |
| <b>Section 4:</b> | The TREASURER:<br>a) is the Chief Financial Officer and shall be responsible for collecting the dues of the Members and other monies, as required,<br>b) shall pay bills owed by the Club,<br>c) shall present a financial report at each Annual/Quarterly meeting (as appropriate),<br>d) shall present the Club financial report to the Association, for the end of the fiscal year (December 31), by January 31,<br>e) shall maintain the Treasurer's records.   |

**ARTICLE IX**  
**Fiscal and Finance**

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| <b>Section 1:</b> | The fiscal year shall be January 1 through December 31.                            |
| <b>Section 2:</b> | No Officer or Member at Large shall receive compensation for serving on the Board. |

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| <b>Section 3:</b> | The Treasurer's books will be reviewed at least annually by an outside source. A review shall be completed no later than 30 days following the end of the fiscal year. A review is also required when there is an incoming new Treasurer. The review shall be reported to the Membership at the next Annual or Quarterly meeting.  |
| <b>Section 4:</b> | The Treasurer, and at least two other Members of the Board, shall be authorized to sign checks to expend the Club's monies.  |
| <b>Section 5:</b> | Budget:<br>a) The Board prepared budget shall be presented for approval of the Membership at the Annual (November) meeting.<br>b) The budget may be revised, as needed during the year, with approval of the Board and the Club Membership.<br>c) No single unbudgeted expenditure in excess of One Thousand US Dollars (\$1,000) shall be made without written approval of the Board. |

**ARTICLE X**  
**Meetings**

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| <b>Section 1:</b> | Quarterly meetings shall be held as called by the President a minimum of one per calendar quarter, unless there is nothing of significance to discuss as decided by the Board. Then, a notice will be sent out to the Membership indicating the quarterly meeting that will be cancelled. As indicated in Section 3; however, there will always be an Annual Membership meeting every November. |
| <b>Section 2:</b> | The date and location of the next Annual, Quarterly, or Special meeting shall be announced by the President in the <i>Quail Creek Crossing</i> and shall be posted on the <i>Quail Creek POA Website</i> (What's Happening at Quail Creek) and on the <i>Quail Creek Woodcrafters Website</i> at least one (1) week prior to the that meeting.  |
| <b>Section 3:</b> | Special meetings of the Board may be called by the President.   |

**ARTICLE XI**  
**Parliamentary Authority**

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| <b>Section 1:</b> | Roberts Rules of Order shall be the authority of all questions of parliamentary law unless in conflict with these Bylaws & Charter, with the Bylaws & Charter of the Association, or with the laws of the State of Arizona. |
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**ARTICLE XII**  
**Amendments**

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| <b>Section 1:</b> | The Bylaws and Charter may be repealed, amended or revised by a majority vote of Members in good standing, voting in person, or by specially solicited email at the Annual Membership, Quarterly or Special Membership Meetings of the Club. |
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|                   | Notice of changes or amendments shall be posted at least 7 days prior to the meeting.               |
| <b>Section 2:</b> | All proposed amendments to these Bylaws & Charter are subject to a final review by the Association. |