

OTOW Wood Shop By-Laws

Proposed May 2026

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Article I. General Organization

Section A. Authority

1. The club is organized as a "Recreational Club" under the auspices of On Top Of The World, Ocala (OTOW) and as such shall comply with all OTOW stipulations for such clubs.
2. The Wood Shop shall be incorporated and registered with the appropriate governmental authorities as a 501(c)(7) non-profit entity.

Section B. Name of the club

The name of the club shall be "OTOW Wood Shop", hereinafter "Wood Shop".

Section C. Club Purpose and Use

1. The Wood Shop is for members to practice personal woodworking skills.
2. It is not intended that the Wood Shop be used for the production of items for sale.
3. When the scale of use adversely affects the availability of the Wood Shop's equipment, consumption of consumables, or space for use by other members, the Board may restrict a member's use of the facilities.

Section D. By-Laws Purpose

The purpose of this document is to provide a structure for the organization and efficient management and operation of the Wood Shop, to include specifying membership criteria and defining rules and guidelines for the safe operation and maintenance of facilities and equipment.

Section E. Document Availability

A copy of the current By-Laws shall be

1. Made available in the Wood Shop facilities,
2. Posted on the Wood Shop's website for viewing and download,
3. Made available in 'hard copy' to any member who requests such.

Section F. Shop Access

Access to the Wood Shop facilities shall be controlled such that it is limited to:

1. Club members,
2. OTOW employees and other OTOW authorized personnel.

Section G. Insurance

The Wood Shop shall purchase and maintain insurance policies:

1. Commonly referred to as Director's and Officer's insurance, as financial protection for the members serving on the Board.
2. Commercial Property insurance, with coverage for contents and personal property, at a level determined by the Board.

Section H. Club Dissolution

In the event of the dissolution of the Wood Shop, the equipment and other material assets of the club will be sold and all financial obligations satisfied, after which the resulting net equity of the Club shall be distributed equally to the then current membership.

Section I. Distribution of Information

1. The method of communication with members is via email using a group mailing list.
2. Members who elect to 'opt out' of receiving group emails will not receive any mass communications from the Wood Shop.

Article II. Board of Directors

Section A. Governing Body

The governing body of the Wood Shop shall be a Board of Directors, hereinafter "the Board", which shall consist of:

1. Four Officers: President, Vice President, Secretary, and Treasurer
2. Three At-Large members.
3. Board members shall not receive compensation of any kind for services to the Wood Shop.
4. The Board is the only official representative of the Wood Shop.

Section B. Duties and Responsibilities of ALL Board members

1. Rendering their comments, expertise, and voting on all matters coming before the Board.
2. Developing and implementing rules and policies and creating committees required for the safe and effective administration and operation of the Wood Shop. See Article VIII.
3. Ensure that a program is in place to plan for and execute hand tool, hand power tool, and equipment upgrades and/or replacement.
4. Ensure that a program is in place to so that a proper level of Shop consumables is maintained.
5. Ensure that a program is in place for conducting equipment use demonstrations and other member skill improvement programs.
6. Ensure that a program is in place to monitor shop activity and take action as needed to keep the shop safe, clean, and orderly.

Section C. Duties of the President

The President:

1. Shall preside at all Board and membership meetings.
2. Shall establish, dissolve, or combine committees to effect proper and efficient operation of the club and appoint chairperson(s) therefore.
3. Shall be an ex-officio member of all committees.
4. May approve the expenditure of funds up to \$400 per calendar month.
5. Shall execute the duties of the Treasurer in their absence.
6. Shall communicate with OTOW Management on matters pertaining to Wood Shop operation.
7. Perform other duties as assigned by the Board.

Section D. Duties of the Vice President

The Vice President shall:

1. Assume the duties of the President in the absence of the President.
2. Be an ex-officio member of all committees.
3. Manage and coordinate all committee activities.
4. Perform other duties as assigned by the President or Board.

Section E. Duties of the Secretary

The Secretary shall:

1. Strive to publish the agenda for all meetings at least one week prior to the meeting.

2. Record and promptly publish minutes of Board and membership meetings.
3. Maintain the administrative records of the Wood Shop to include:
 - a. Membership Applications
 - b. An up-to-date membership roster and mailing list.
 - c. Guest Agreements.
 - d. Archival copies of the Wood Shop By-Laws.
4. Coordinate with the Treasurer to ensure processing of member applications in accordance with Club policy.
5. Handle all correspondence for the Wood Shop to include notifications for Board and membership meetings.
6. Maintain a liaison with the OTOW Point of Contact to ensure member access information is current.
7. Perform other duties as assigned by the President or Board.

Section F. Duties of the Treasurer

The Treasurer shall:

1. Have charge of all club funds.
2. Process and record all financial transactions.
3. Present a financial statement at Board meetings and the annual membership meeting.
4. Have the authority to approve expenditures up to \$200 per calendar month.
5. Upon request of the Board, submit the financial records for audit.
6. Perform other duties as assigned by the President or Board.

Section G. Duties of At-Large Members

At-Large Members shall, in addition to the duties specified in Section B above, perform other duties as assigned by the President or Board.

Section H. Terms of Office

1. The Officers (President, Vice President, Secretary, and Treasurer) shall serve a one-year term.
2. At-Large Members shall serve a two-year term.
3. All may be reelected without term limitation.
4. The Board shall attempt to fill any vacancy with a candidate approved by the Board except that a vacancy with less than three months left in its term may be left unfilled until the next annual meeting. Such appointments shall be for the remainder of the term.

Section I. Removal from Office

Any Board member can, for failure to perform their duties, be removed from office by a vote of the Board.

Section J. Elections

1. Board members shall:
 - a. Be elected by a majority vote at the Annual Membership Meeting.
 - b. Assume office immediately following the annual meeting.
2. Slate of Officers for election.
 - a. At least four weeks prior to the annual membership meeting, the Secretary shall poll the membership for officer nominations.
 - b. At least two weeks prior to the annual meeting, nominees shall provide the secretary a biography outlining:
 - (1) Their woodworking and leadership experiences as they relate to the position for which they are being nominated.
 - (2) Their availability to participate in the Club's management and operations.
 - (3) Other information pertinent to the position for which they are being nominated.
 - (4) If the nominee is not a full-time resident, a statement as to how they will execute their

- responsibilities while away from OTOW.
- c. If no nominations are made prior to the meeting, nominations from the floor shall be accepted.
 3. For each position under consideration:
 - a. If a candidate is unopposed, the nominee shall be elected by a majority "show of hands" vote.
 - b. Otherwise, the winner shall be determined by a majority vote by a written ballot.
 - c. In the event of a tie vote, a second, written ballot shall be conducted.
 - d. In the event of a second tie, the winner shall be determined by a coin toss.
 - e. In the event a position is left unfilled, the Board will fill the position per Article II, Section H, Paragraph 4.

Article III. By-Laws Change

Section A. Revisions

Proposed revisions:

1. May be submitted to the Secretary in writing and must be signed by at least 20 members.
2. May be made by a majority vote of the Board.
3. Upon approval of a proposed change, the Board shall determine if the change should be voted on immediately or if a vote can wait until the next annual meeting.
4. If immediate approval of a change is required, the Board shall determine if the approval is to be effected by a special membership meeting or electronic vote and act thereon by calling a meeting or dispatching an electronic vote.

Section B. Change approval

A proposed change shall be approved if:

1. The number of votes is at least 20 percent of the total membership at the time of the vote and,
2. The number of 'Yea' votes is greater than the number of 'Nay' votes.

Article IV. Electronic Voting

Electronic voting by the membership shall be conducted as follows:

1. The Secretary shall dispatch an email to the membership which presents information on the items being voted upon.
2. Votes received on or before seven days after the email is sent shall be valid.
3. A vote shall be approved if:
 - a. Changes to the By-Laws require approval by a majority vote of at least 20% of the membership.
 - b. All other votes require approval by a majority vote of at least 15% of the membership.

Article V. Membership

Section A. Membership

1. Membership in the Wood Shop is available to residents of the OTOW, Ocala, FL, community who possess a resident or "Gateway Services" card.
2. Non-discrimination. Membership in the Wood Shop shall not be limited on the basis of race, color or religion (creed).
3. A person whose membership has been terminated under provisions of Article V, Section D, paragraph 3, shall not be eligible for membership for a period of not less than one year from the termination date. Furthermore, the person must make a written request to the Secretary, who shall present said request to the Board for consideration. Approval shall require a unanimous vote of the Board.
4. A prospective member shall become a member upon:
 - a. Attending a Shop Orientation,
 - b. Agreeing to abide by the Wood Shop By-Laws and Rules,

- c. Executing a Membership Application, and
- d. Paying annual dues.
- 5. Membership shall be in effect for a calendar year and renewed by executing a Membership Application and paying annual dues.
- 6. Member responsibilities.
 - a. Upon becoming a member of the Wood Shop, a member assumes full responsibility for their safety and liability for their actions or inactions while in the Wood Shop.
 - b. Leadership and all other members of the Wood Shop have no responsibility for the proper operation of tools, machines, etc. by a member, or for any injuries or other liabilities which may result from any member's actions or inactions while in the Wood Shop.

Section B. Annual Dues

- 1. Annual dues shall be set by a majority vote of members present at the annual meeting.
- 2. Dues for members joining in the last three months of the year, i.e, Oct-Dec, shall be one-half the annual dues.
- 3. Second member of the household. One additional person living at the same residence of a member is eligible for a full, voting membership at one-half the current dues amount.
- 4. Other than item 5, below, no portion of dues will be refunded to members who have their membership terminated or are unable or unwilling to continue use of the Wood Shop for any reason.
- 5. In exceptional circumstances and upon a written request for a refund, the Board may approve a prorated refund of membership dues.

Section C. Assessments

- 1. During Wood Shop operations it may become necessary to require additional assessments to generate funds for a specific need.
- 2. After the Board approves the need for an assessment, its implementation shall be approved by a majority vote of those present at a membership meeting.

Section D. Disciplinary Actions

- 1. Membership shall be terminated immediately for a member who no longer meets residency criteria as stated in the By-Laws Article V, Section A, Paragraph 1.
- 2. Disciplinary action may be considered by the Board, on a case-by-case basis, for persistent or intentional violation of the By-Laws or Rules.
 - a. Board action may include issuance of a verbal or written warning, request of the member to complete a proficiency test, or membership suspension or termination.
 - b. Membership may be terminated by action of the Board, without prior warning, for:
 - (1) Egregious behavior.
 - (2) Undesirable conduct, e.g., verbal or physical abuse of another member.
 - (3) Theft of shop equipment or supplies. (Where theft constitutes the removal of Shop equipment or supplies without authorization or evidence to the Board of an intent to not return items to the Shop.)
 - (4) Non-payment of an assessment.
- 3. In the case of suspension or termination, the Board's actions shall be communicated to the offender in writing and delivered via certified, return receipt, mail.

Section E. Ability Assessment

- 1. The Board, when it has cause to question the physical or mental ability of a member or prospective member to safely work in and/or operate the Wood Shop's equipment, has the right to require an assessment of that member's capability for the safe, unsupervised operation of power tools. The member being assessed:
 - a. May not use the wood shop until a positive opinion is provided to, and accepted by, the Board.

- b. Is responsible for identifying a suitable, licensed or qualified individual to perform the assessment. That individual must be accepted by the Board prior to the assessment.
- c. Is responsible for any financial obligations associated with the assessment.

Article VI. Meetings

Section A. Board Meetings

1. A majority of filled Board positions shall constitute a quorum required to conduct business.
2. Wood Shop members may attend Board meetings and may request the opportunity to address the Board and the Board will honor such requests, when practical.
3. Upon presentation to the President of a petition, signed by at least 20 members, the President shall call a special board meeting to address the petition.

Section B. Regular Board Meetings

1. Shall be held as often as required and at a time and place determined by the Board.
2. Members may request that the Secretary add an agenda item for the next scheduled Board meeting.

Section C. Special Board meetings

1. May be held without notice to the general membership to address issues requiring immediate attention.
2. The agenda for the meeting shall be limited to acting on the reason for calling the meeting.

Section D. Membership Meetings

Quorum:

1. Only members in good standing at the time of the meeting shall be counted to determine a quorum.
2. By-Laws changes must be approved by a majority vote of at least of 20 percent of the membership.
3. Otherwise, 15 percent of the membership shall constitute a quorum for the transaction of business.

Section E. Annual Membership Meeting

1. An annual meeting of the membership shall be held each year with a timing target of the first half of December. The time and place of the meeting shall be announced through a notice within the shop and contact with the membership by email at least 20 days prior to the meeting date.
2. Members may request additions to the agenda up to the five days prior to the date of the meeting.
3. In the event an in-person meeting is not viable, the Board shall determine how the meeting will be convened.

Section F. Special Membership Meeting

1. Special meetings of the membership may be held at any time at the direction of the Board or upon the presentation to the Board of a written petition, signed by at least 20 members.
2. The petition shall stipulate the reason for the meeting and possible recommendations for addressing the reason.
3. The Board shall determine if the issue is to be resolved at a special member meeting or by electronic vote.
4. If a special membership meeting is required, the Board shall, in a timely manner, set a date for the special meeting. The membership shall be notified at least ten days prior to the meeting.
5. The agenda for the meeting shall be limited to acting on the reason stipulated in the request.

Article VII. Committee Chairperson Duties

The Chairperson of a committee:

1. Shall, in concert with the President and Board, develop and maintain procedures and documentation pertinent to the committee's operation to ensure the viable performance of the committee's duties and effect a smooth transition when the committee's membership changes.
2. May enlist help from the general membership, as required, to carry out the duties of the committee.

Article VIII. Rules and Policies

Under the provisions of Article II, Section B, Paragraph 2, the Board shall establish and publish:

1. Rules to maintain a safe working environment and provide for the safe use of tools and equipment.
2. Policies to guide the Board in managing the operation of the Wood Shop.
3. Rules and Policies shall, in no way, contradict or conflict with the provisions of the By-Laws.
4. A copy of the current Rules and Policies shall be:
 - a. Made available in the Wood Shop facilities,
 - b. Posted on the Wood Shop's website for viewing and download,
 - c. Made available in 'hard copy' to any member who requests such.
5. Changes to Rules or Policies
 - a. A request for a change to a rule or policy may be effected by written request to the Secretary.
 - b. The request will be considered by the Board at its next regular meeting.
 - c. Denial of a proposed rule or policy change may be appealed by submitting a written request, endorsed by at least twenty members, to the Secretary. The Board shall determine if the appeal is to be resolved by a membership meeting or an electronic vote.