

**BYLAWS OF WOODTURNERS OF POLK COUNTY, INC.**  
**A FLORIDA CORPORATION NOT FOR PROFIT**

**ARTICLE ONE. OFFICES**

Section One. Principal Office. The principal office of this corporation in the State of Florida shall be located at 1711 Cedar Ridge Rd., City of Bartow, County of Polk.

Section Two. Other offices. The corporation may have such other offices, either within or without the County of Polk, State of Florida, as the board of directors may from time to time determine.

**ARTICLE TWO. DIRECTORS**

Section One. Number. The authorized number of directors of this corporation shall be 5.

Section Two. Qualifications of Directors. Directors must be elected by the existing board of directors.

Section Three. Term of Office. The directors named in the articles of incorporation as the first board of directors shall hold office until the second annual directors meeting, when an election of directors shall be held. Thereafter, the term of office of each director shall be one year.

Section Four. Powers. Except as otherwise provided in the articles of incorporation, or by law, the powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by the board of directors, which may, however, delegate the performance of any duties or the exercise of any powers to such officers and agents as the board may from time to time, by resolution, designate.

Section Five. Replacement of Directors. (a) Whenever a vacancy exists on the board of directors, whether by a death, resignation, or otherwise, the vacancy shall be filled by appointment of a new director by the president of the corporation, and if that power is not exercised within 60 days after the president receives notice of the vacancy, by appointment by a majority of the remaining directors at a regular or special meeting of the board. Any person appointed or elected to fill the vacancy of a director shall have the same qualifications as were required of the director whose office was vacated.

(b) Any person appointed or elected to fill a vacancy in the board of directors shall hold office for the unexpired term of his or her predecessor in office, subject to the power of removal stated in the Articles of Incorporation of the corporation or at law.

Section Six. Compensation. No member of the board of directors shall receive any compensation from the corporation.

Section Seven. Meetings. Meetings shall be held at such place or places as the board of directors may from time to time by resolution designate; or, in the absence of such designation, at the principal office of the corporation.

(b) The president may, as the president deems necessary, and the secretary shall, if so requested in writing by 2 members of the board of directors, call a special meeting of the board. In such event, 25 days written notice to each director shall be deemed sufficient.

(c) A majority of the board of directors or 2 directors shall constitute a quorum for the transaction of business at any meeting of the board. However, if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

(d) Except as may otherwise be provided in these bylaws, or in the articles of incorporation of this corporation, or by law, the act of a majority of directors present at any meeting at which a quorum is present shall be the act of the board of directors.

(e) All meetings of the board of directors shall be governed by Robert's Rules of Order, including such revisions of those rules as may from time to time be published, and except as those rules are inconsistent with these bylaws, with the articles of incorporation of this corporation, or with applicable law.

Section Eight. Action Without Meeting. No meeting need be held by the board to take any action required or permitted to be taken by law, provided all members of the board shall individually or collectively consent in writing to such action, and such written consent or consents is filed with the minutes of the proceedings of the board. Action by written consent shall have the same force and effect as action by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting, and that the articles of incorporation and bylaws authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

Section Nine. Liability of Directors. The directors of this corporation shall not be personally liable for its debts, liabilities, or other obligations.

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### ARTICLE THREE. OFFICERS

Section One. Designation of Officers. The officers of the corporation shall be a president, one or more vice presidents (as shall be determined by the board of directors), a secretary, a treasurer and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, including one or more assistant secretaries, and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section Two. Election and Term of Office. The officers of this corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon as may be convenient. New offices may be created and filled at any meeting of the board. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified.

Section Three. Removal. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the interests of the corporation would be best served. Any such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section Four. Vacancies. A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section Five. President. The president shall be the chief executive officer of the corporation, and shall exercise general supervision and control over all activities of the corporation. The president:

(a) Shall preside at all meetings of members and of directors;

(b) May sign, with the secretary or other officer duly authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the board of directors, except in cases where the signing and execution of such instruments has been expressly delegated by the board of directors by these bylaws, or to some other officer or agent of the corporation by law; and

(c) Shall perform all other duties general incident to the office of president and such other duties as may be prescribed by the board of directors.

Section Six. Vice President. In the absence of the president

assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors may deem appropriate.

ARTICLE FOUR. CONTRACTS, CHECKS,  
DEPOSITS, AND FUNDS

Section One. Contracts. The board of directors may, by resolution duly adopted, authorize any officer or officers, agent or agents of the corporation, in addition to the officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general, or confined to specific instances.

Section Two. Gifts and Contributions. The board of directors or an executive committee may:

(a) Accept on behalf of the corporation any contribution, gift, bequest, or devise of any type of property ("donations"), for the general and specific charitable purposes of the corporation, on such terms as the board or committee shall approve;

(b) Hold such funds or property in the name of the corporation or of such nominee or nominees as the board or committee may appoint;

(c) Collect and receive the income from such funds or property;

(d) Devote the principal or income from such donations to such benevolent and charitable purposes as the board or committee may determine; and

(e) Enter into an agreement with any donor to continue to devote the principal or income from the donation to such particular purpose as the donor may designate and after approval of such agreement by the board or committee devote the principal or income from that donation according to the agreement.

Section Three. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositaries as the board of directors may select.

Section Four. Checks, Drafts, Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as the board of directors shall from time to time by resolution determine. In the absence of such determination, such instruments shall be signed by the treasurer or

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or in the event of the president's inability or refusal to act, the Vice President shall perform the duties of the president, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the president. Any vice president shall perform such additional duties as may from time to time be assigned to him by the president or by the board of directors.

Section Seven. Treasurer. If so required by the board of directors, the treasurer shall:

(a) Give a bond for the faithful discharge of the treasurer's duties in such sum and with such surety or sureties as the board of directors may deem appropriate;

(b) Have charge and custody of, and be responsible for, all funds and securities of the corporation;

(c) Receive and give receipts for monies due and payable to the corporation from any source and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositaries as shall be selected by the board of directors; and

(d) Perform all duties generally incidental to the office of treasurer and such other duties as may from time to time be assigned to the treasurer by the president or by the board of directors.

Section Eight. Secretary. The secretary shall:

(a) Keep the minutes of meetings of members and of the board of directors, in one or more books provided for that purpose;

(b) See that all notices are duly given in accordance with these bylaws or as required by law;

(c) Be custodian of the corporate records and of the seal of the corporation;

(d) Keep a membership book containing the names and addresses of all members and directors of the corporation, and with respect to any membership which has been terminated, record that fact together with the date of termination; and

(e) Exhibit to any director of the corporation, or to a director's agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these bylaws, the articles of incorporation, the membership book, the minutes of any meeting, and the other records of the corporation.

Section Nine. Assistant Treasurers and Assistant Secretaries. The assistant treasurers and assistant secretaries, in general, shall perform such duties as may be assigned to them by the board of directors, the president, the treasurer, or the secretary of the corporation. If so required by the board of directors, the

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an assistant treasurer, and countersigned by the president or a vice president of the corporation.

#### ARTICLE FIVE. MISCELLANEOUS

Section One. Books and Records. The corporation shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its members, board of directors, and committees, and shall keep at the registered or principal office a membership book giving the names and addresses of members entitled to vote. All books and records of the corporation may be inspected by any director, or member, or the agent or attorney of either, or any proper person, at any reasonable time.

Section Two. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

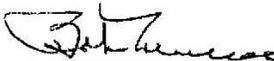
Section Three. Corporate Seal. The board of directors shall provide a corporate seal described as follows:

Section Four. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Florida Not for Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of this corporation, 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.

#### ARTICLE SIX. AMENDMENTS

Section One. Power of Members to Amend Bylaws. The bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted by the vote or written assent of a majority of the members entitled to vote or by the vote of a majority of a quorum at a meeting duly called for the purpose according to the articles or bylaws.

Section Two. Power of Directors to Amend Bylaws. Subject to the limitations of the articles of incorporation, these bylaws, and the Florida Not For Profit Corporation Act, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted, by a resolution of the board of directors.

  
BOB NEWELL  
SECRETARY