

AAW Board Meetings
October 29-31, 2010
Landmark Center, Room 326, Saint Paul, MN

Call to Order

President Tom Wirsing called the meeting to order at 9:00 AM on October 29, 2010 in room 326 of the Landmark Center.

Board members present included: Tom Wirsing, Cassandra Speier, Jean LeGwin, Warren Carpenter, Kurt Hertzog, Dale Larson, Malcolm Zander and J Paul Fennell. Binh Pho was not present during the meetings due to another obligation although he did join the meeting on Friday afternoon and Sunday morning via a conference call. Also present were: Linda Tacke, interim executive director, Linda Ferber, office coordinator, Caroline Lindval, executive assistant, and Betty Scarpino, editor. Joining the meeting later in the day were Phil Gelbach and Jaime Thompson from Albarella and Don Tebbe from Transition Guides.

Welcome, Introductions, Opening Remarks

Tom relayed the board election results. Botho von Hampeln from Ottawa, Canada is the first non-US citizen elected to serve on the board. Stan Wellborn from Washington, D.C. was elected and Tom Wirsing from Longmont, CO was re-elected.

Tom thanked Warren Carpenter and the search committee including Binh Pho, Kurt Hertzog, and Malcolm Zander, for their work in providing us with four strong candidates for final interviews.

Tom also thanked the bylaws committee, headed by Dale Larson, for its hard work. The objectives are to revise the AAW bylaws to bring them up to date and make them comply with Minnesota law. The revision is still in progress but should be completed shortly.

Tom thanked Linda Tacke for her service as interim executive director. She has created an updated personnel policy, dealt with many details and managed the office well. Tom also thanked the home office staff for their dedication to the AAW.

Approval of Minutes

September 8, 2010 board meeting minutes:

Dale Larson made a motion to accept the September 8, 2010 board meeting minutes.

Warren Carpenter seconded the motion. A voice vote was taken. All in favor. Motion carried unanimously.

Modify June 15,16 & 18, 2010 board meeting minutes discussion:

Dale Larson stated that he received an email from Mary Lacer requesting that some changes be made to the June 2010 board meeting minutes, which had already been approved. Dale recapped the three sections that Mary was questioning:

For item 2 – the % of the contract was correct. There was a discussion. No modification will be needed for that item.

Mary pointed out a typing error in the finance report section. The minutes read: Grant revenue increased our revenue by about \$7,000. The minutes should have read: Grant revenue increased our revenue by about \$71,000.

Dale Larson made a motion to correct the June 2010 meeting minutes to reflect the correct dollar amount as follows in the Finance report section: “Grant revenue increased our revenue by about \$71,000.” A voice vote was taken. All in favor. Motion carried unanimously.

Mary did not agree with the following wording: “Mary Lacer was requested to return to the boardroom and did so after a very lengthy delay. “

Dale Larson made a motion to change the wording to say: “Mary Lacer was requested to return to the boardroom and did so.” Warren Carpenter seconded the motion. There was some discussion. A voice vote was taken and the motion passed.

Update on Search for AAW Executive Director – Warren

Warren provided an update on the search and selection process for the selection of a new executive director. Three candidates had met with Linda Tacke and the full time home office staff prior to their interview with the board. The board and consultant Don Tebbe asked Linda Tacke and the AAW staff for their feedback on all the candidates. A fourth candidate was interviewed via video conferencing.

Bylaws Changes – Dale

Dale stated that the board had previously agreed to follow Robert’s Rules of Order for our meeting procedures. Warren said that a motion was not required for this since it was a committee motion that doesn’t require a second.

Dale made a report to the board of proposed changes recommended by the Bylaws committee. There was discussion of a number of points made by the committee and board suggestions for changes to the committee recommendations.

Cassandra noted that under Robert’s Rules of Order, the editor might also be the parliamentarian. After a discussion it was unanimously decided that the original wording in the policies section would remain as written.

Because of some issues that occurred with contracts for recent symposia, there is concern about allowing the ED to make financial decisions over a certain dollar amount. Our charter says that the board is a policy-making board, and that operational decisions should be left to the executive director. However, it was generally agreed that the executive director may not sign any contract over \$25,000 without prior approval of the board, and that each request and approval must be entered into the board meeting minutes.

Dale Larson made a motion to accept the following new policy wording: The executive director may not sign any contract over \$25,000 without prior approval of the board, and that each request and approval must be entered into the board meeting minutes. Warren Carpenter seconded the motion. A voice vote was taken. All in favor. Motion carried unanimously.

Malcolm Zander made a motion that it would require 5% of the membership to send a vote out to the full membership. Warren Carpenter seconded the motion. A voice vote was taken. All in favor. Motion carried unanimously.

Dale said that the bylaws committee will reword the areas discussed and the updated bylaws will go before the membership during the annual meeting in Saint Paul in June of 2011.

Election board of advisors, 2011- Dale

Dale stated that he called all potential 2011 board of advisors people to see if they would be open to serve: Al Hockenbery, John Hill, J Paul Fennell and Malcolm Zander. All were willing to serve.

Dale Larson made a motion that the 2011 AAW Board of Advisors will be comprised of Al Hockenbery, John Hill, J Paul Fennell and Malcolm Zander. Kurt Hertzog seconded the motion. A voice vote was taken. All in favor. Motion carried unanimously.

Electronic balloting for 2012 board elections – Dale

Dale explained that in 2009, the board voted for electronic voting. The board will task the new executive director with moving this forward.

Dale made a motion to have both an electronic and paper ballot voting system in process for the 2012 board elections. Jean LeGwin seconded the motion.

There was some discussion of the mechanics of the voting process.

Dale amended his motion by stating: We will have electronic voting for the 2012 board election or by paper ballot by individual member request. J Paul Fennell seconded the motion. A voice vote was taken. All in favor. Motion carried unanimously.

Discussion of proposed nomination of Myron Curtis for Life Member - Dale

Dale explained that John Hill has already been selected for the 2011 Life Member. After a short debate it was decided we would consider Myron Curtis for the 2012 Life Member.

Nominating Committee – Kurt

Kurt Hertzog will serve as the nominating committee chair with past board member Clay Foster and member-at-large Ken Evans.

Warren Carpenter made a motion that the board nominate Kurt Hertzog, Clay Foster and Ken Evans to serve on the nominating committee. Dale Larson seconded the motion. A voice vote was taken. All in favor. Motion carried unanimously.

Saint Paul Symposium Update - Dale

Dale suggested producing a DVD to promote the 25th anniversary symposium in Saint Paul next year. Phil Pratt has footage of almost all of next year's demonstrators. The DVDs will be mailed to the local chapters for promotional purposes. Malcolm Zander suggested making a slideshow for YouTube and providing the YouTube video link in a board letter to send to the local chapters. Malcolm Zander said we could also cross-promote the 25th anniversary book this way

Kurt stated that he believes we are not realizing the potential of our website and emails to the members. Mailing directly to all members will ensure that all members are notified of news, announcements, and other communication.

Commemorative Pen & Gift Idea for Saint Paul Symposium

Kurt Hertzog offered to turn special engraved 25th anniversary pens to sell at the convention as a fundraiser. Purchasers could have their names or other wording engraved from an on-site laser engraver. The pens would sell at premium prices with proceeds going to the AAW's general operating fund.

Linda Tacke is exploring thank-you gift options for banquet attendees.

Travel Costs for Life Member Demonstrators – Dale

Dale sent out a letter in December to all of the Life Members inviting them to the Saint Paul symposium and to do a demonstration or participate on a panel. There are five people who will be doing fewer demonstrations than the cost for them to attend with a shortage of approximately \$2900. Dale suggested we use either POP or EOG funds to make up the difference. The board agreed to cover, for life members whose demonstration fees do not cover, the cost of 4 nights in the hotel and airfare to the symposium.

Albarella Presentation to the Board (Journal Design) – Betty/Phil/Jaime

Betty Scarpino introduced Phil Gelbach and Jaime Thompson from Albarella. Phil informed the board that Albarella is an 18-person design firm that handles all levels of design and production. They made a number of suggestions about improving our advertising in the journal and on the website, and for recruiting new members. They also stressed the need to improve our media kit, and increase the productivity of our advertising agency.

Phil suggested a pay per click plan as a way to generate website passive revenues for us.

Binh Pho joined the meeting via phone at 1:45 PM.

Financial Report – Warren

Warren Carpenter delivered the financial report which included September YTD, a preliminary budget discussion for 2011 and cash available for operations, and answered all questions.

Consolidation of bank accounts

Linda Tacke proposed that we consolidate the 12 different bank accounts that the AAW currently has into a single operations account at Bremer. The restricted accounts will remain with Vanguard.

Dale Larson made a motion to give AAW president Tom Wirsing permission to consolidate all operating accounts into Bremer Bank. Warren Carpenter seconded the motion. A voice vote was taken. All in favor. Motion carried unanimously.

Treasurer, Warren Carpenter, and the new ED will be added as additional signers on the Bremer accounts.

Approval of personnel benefit rates for reimbursement —Linda Tacke

Linda reviewed the proposed 2011 staff reimbursement rates for 2011. Updating the retirement benefit will be the responsibility of the new executive director. The words "FT regular employees" will be added to the sentence in "2. Retirement Benefit a. AAW will match 50% of

an (FT regular) employee's contributions to a pre-tax savings plan, of the employee's choosing, up to a maximum 3% contribution of the employee's annual salary. "

Dale Larson made a motion to accept the 2011 reimbursement rates for the AAW staff. Warren Carpenter seconded the motion. A voice vote was taken. All in favor. Motion carried.

At 2:45 PM the board entered into an executive session and Caroline Lindval and Linda Ferber left the room.

Malcolm Zander made a motion to accept the personnel policy as written 10/11/10 with minor wording change. Warren Carpenter seconded. All in favor. Motion carried unanimously.

Meeting was adjourned at 5:30 PM

Meeting reconvened at 8:20 AM Sunday, October 31, 2010

The board discussed the four finalists for the position of Executive Director who were interviewed on Saturday.

Warren Carpenter made a motion to offer Cindy Bowden the position of Executive Director. A voice vote was taken. All in favor. Motion carried.
A general discussion of next steps followed.

Budget—Warren

A gallery grant of \$71,000 for 2010 will help offset some of the gallery expense. Gallery sales are split 70% artist/30% AAW. Warren recommends that we change this to a more standard 55/45.

Dale Larson made a motion to change the split to 55/45 for exhibition and gift shop sales effective 1/1/11. JP Fennell seconded the motion. A voice vote was taken. All in favor. Motion carried.

The price of banquet tickets for the 2011 symposium will be raised 22% from 2010 to cover additional costs.

Warren Carpenter made a motion to approve the 2011 budget with an automatic second. Cassandra requested time for the board to review the budget as presented until the next meeting, so the motion was tabled.

Election of Board Officers for 2011

The nominating committee presented the following slate of candidates for the positions of board officers: President—Tom Wirsing, Vice-President—Cassandra Speier, Treasurer, —Warren Carpenter, Secretary—Jean LeGwin.

Kurt made a motion to approve the slate of officers as presented. Dale Larson seconded the motion. A voice was taken. All in favor. Motion carried.

25th Anniversary Memento Project—JP Fennell

Paul suggested that every AAW member submit a piece for sale at the symposium for \$25. The intent is to generate income for the AAW and proceeds would go into the AAW general fund. The project would be an opportunity for attendees to acquire a piece from a name turner for a small sum. The process would be to buy a ticket to get into the sales area and return the ticket with a chosen piece when leaving. New pieces by well-known turners will be added every day. **JP Fennell made a motion that we adopt the \$25 for 25th sale. Warren Carpenter seconded the motion. A voice was taken. All in favor. Motion carried.**

Bylaws–Dale

The BOD comments on the suggested changes to the bylaws will go back to the bylaws committee for review. When all issues are resolved, Dale proposes a letter go in the February issue of the journal describing the agreed changes. The membership will be contacted by email with instructions on how they might vote on the revisions. All voting will be electronic.

EOG/ERF-Kurt

Beginning in 2011, all applications and review of applications will be done electronically. The application forms are available on the AAW website. EOG and ERF have been combined into one committee, however the budgets will remain separate.

Dale Larson made a motion to extend Linda Tacke's contract as interim ED through December. Cassandra Speier seconded the motion. A voice was taken. All in favor. Motion carried.

There is a consensus by the board that the forums should be moved into the members only section of the website. The recommendation of the Board will be forwarded to the incoming Executive Director.

John Hill submitted a written request that the AAW supply name and street addresses to Liberty Mutual Insurance Company for the purpose of communicating with the membership regarding offers of discounts on homeowners, renters and automobile insurance. The Board believes that doing so would violate the AAW's privacy policy. The consensus from the board is not to supply the requested information to Liberty Mutual.

The next face-to-face board meeting will be in St Paul on January 14–16, 2011.

Kurt Hertzog made a motion to adjourn. Dale Larson seconded the motion. A voice was taken. All in favor. Motion carried.