

**American Association of Woodturners, Inc
and
American Association of Woodturners**

Teleconference board meeting
November 22, 2011
6:00 pm Central Time

Call to Order

Tom Wirsing called the meeting to order at 6:05 PM CT.

Board members present were: Tom Wirsing, Dale Larson, Warren Carpenter, Jean LeGwin, Botho von Hampeln, Binh Pho, Kurt Hertzog, and Cassandra Speier.

Board member absent: Stan Wellborn.

Also present are Cindy Bowden and Greta Tacke.

Tom Wirsing relinquished the chair to Dale Larson.

Dale explained that the purpose of the meeting was to create a new American Association of Woodturners business that will apply for 501(c)(3) status, and approve the merger process. Once the new AAW has been granted 501(c)(3) status by the IRS, it will be merged with the old American Association of Woodturners, Inc.

Binh Pho moved to elect Kurt Hertzog to the Board of American Association of Woodturners. Jean LeGwin seconded. Motion passed unanimously.

Jean LeGwin moved that the form of By-Laws presented to the directors by, and the same hereby is, ratified and adopted as the By-Laws of the Corporation.

Kurt Hertzog seconded the motion. Motion carried unanimously.

Jean LeGwin further moved that said form of By-Laws be attested to by the Secretary of the Corporation as of the date hereof and inserted in the minute book.

Warren Carpenter seconded the motion. Motion carried unanimously

Tom Wirsing moved that the following named persons are hereby elected to the offices set forth opposite their respective names, such officers immediately to assume the discharge of their respective duties and to hold office for the period provided in the By-Laws.

Dale Larson, President
Cassandra Speier, Vice President
Jean LeGwin, Secretary
Warren Carpenter, Treasurer

Botho von Hampeln seconded the motion. Motion carried unanimously.

Warren Carpenter moved that the action taken to open corporate banking accounts at Bremmer Bank on November 15, 2011, in accordance with the form of banking resolutions attached to these minutes and hereby made a part hereof, be and hereby is, ratified.

Tom Wirsing seconded the motion. Motion carried unanimously.

Warren Carpenter moved that the corporation's first fiscal year shall end on December 31, 2011, and thereafter the corporation's fiscal year shall be the twelve-month period beginning January 1 and ending December 31.

Kurt Hertzog seconded the motion. Motion carried unanimously.

Warren Carpenter moved that the Treasurer be, and hereby is, authorized to pay all fees and expenses incident to and necessary for the organization of the corporation.

Cassandra Speier seconded the motion. Motion carried unanimously.

Kurt Hertzog moved that the corporation be, and hereby is, authorized to apply for recognition of exemption from federal income taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code, on an expedited basis.

Jean LeGwin seconded the motion. Motion carried unanimously.

Kurt Hertzog moved to resolve that Form 1023, Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code be, and hereby is, approved in substantially the form attached to these resolutions.

Tom Wirsing seconded the motion. Motion carried unanimously.

Kurt Hertzog moved that the Executive Director be, and hereby is, authorized to make, modify, execute, and acknowledge such documents, and to take such other action, including payment of applicable filing fees, as she shall deem necessary to accomplish the foregoing resolutions.

Warren Carpenter seconded the motion. Motion carries unanimously.

Jean LeGwin moved that the Code of Ethics and Conflict of Interest Policy attached, be approved.

Binh Pho seconded the motion. Motion carries unanimously.

Kurt Hertzog moved that the Plan of Merger attached is approved to merge the Minnesota AAW, Inc. with the new Minnesota AAW.

Tom Wirsing seconded the motion. Motion carried unanimously

Kurt Hertzog moved that the Plan of Merger be submitted to a vote of the members of AAW Inc. with voting rights, by distributing a copy of the Plan to all members with voting rights, along with a ballot soliciting members' votes on approval of the Plan

Warren Carpenter seconded the motion. Motion carries unanimously.

Kurt Hertzog moved that upon approval of the Plan by the Board of Directors and the voting membership of AAW Inc., the Executive Director of the Corporation is hereby authorized and directed to make and authorize execution and filing of Articles of Merger, reflecting the merger of this Corporation into American Association of Woodturners, and to take such other action as the Executive Director shall deem necessary to effectuate the merger.

Tom Wirsing seconded the motion. Motion carried unanimously.

Warren Carpenter moved to suspend the Emergency Relief Fund and transfer those funds into the AAW, Inc. bank accounts.

Kurt Hertzog seconded the motion. Motion carried unanimously.

The board appointed Dale Larson as the spokesperson for the merger.

The next board meeting will be via teleconference, December 13, 2011 at 6:00 PM CT.

Kurt Hertzog moved to adjourn. Motion carried unanimously.

Meeting adjourned at 6:47 PM CT.