

AMERICAN ASSOCIATION OF WOODTURNERS

Meeting of the Board of Directors

Thursday, November 19, 2020

CALL TO ORDER

A regular meeting of the AAW Board of Directors convened via Zoom teleconference, at 3:00 p.m. Central Time on Thursday, November 19, 2020, with President Greg Schramek presiding.

The following Board members were present: Rick Baker, John Beechwood, Jeff Brockett, Andy Cole, Joe Dickey, Kathleen Duncan, Mike Summerer, and Molly Winton. Also in attendance were Managing Editor Josh Friend and staff members Phil McDonald, Jennifer Newberg, and Kim Rymer. Newly elected Board members for 2021, Jay Brown and Linda Britt, monitored the meeting as did one AAW member.

Greg Schramek asked the Board whether an Executive Session was necessary. No Executive Session was indicated, and the Board proceeded with the regular meeting.

APPROVAL OF MINUTES

Greg Schramek called for corrections to the minutes of the regular Board meeting held on October 20, 2020. Kathleen Duncan made a motion to approve the minutes of the meeting. Jeff Brockett seconded the motion, and the minutes were unanimously approved.

FINANCE COMMITTEE

Financial Reports

Joe Dickey summarized the financial reports for October 2020 and noted the following points:

- Income Statement, unadjusted year-to-date: \$220.8k (\$135.0k favorable to budget)
- Income Statement, 2020 year-end forecast: \$563.0k (\$418.0k favorable to budget)
- October 31 "Cash-on-Hand": \$1,046.0k
- Year-end Forecast "Cash-on-Hand": \$1,415.0k

Joe noted the following points:

- The event cancellation insurance settlement was received and will be recorded in November.
- Membership acquisitions continued to show a decline in October believed due to Covid-19 and other factors.

- The draft IRS 990 tax forms have been received from the independent auditor, reviewed by the Finance Committee, and approval will be requested during this meeting.
- The new virtual interactive demonstration programming launch under the “AAW Master Series” has been successful and will be a good model for the coming year.

Minnesota Charitable Organization Annual Report Approval

Joe Dickey made the following motion:

“I move, as recommended by the Finance Committee, that the corporation be, and hereby is, authorized to approve the contents of the 2019 Minnesota Charitable Organization Annual Report Form.”

Jeff Brockett seconded the motion which was unanimously approved.

2019 990 Tax Return Approval

Joe Dickey made the following motion:

“I move, as recommended by the Finance Committee, that the Board approve the 2019 IRS Form 990 tax return as prepared and presented by Olsen-Thielen, our independent auditing firm.”

Rick Baker seconded the motion which was unanimously approved.

2021 Independent Auditor Engagement

Joe Dickey made the following motion:

“I move, as recommended by the Finance Committee, that the Board approve the continued engagement with Olsen-Thielen as the AAW independent auditor for 2020 tax return, financial audit, and other services.”

Rick Baker seconded the motion which was unanimously approved after discussion.

2021 NOMINATING COMMITTEE CHAIR

John Beechwood made a motion recommending Joe Dickey be appointed Chair of the 2021 Nominating Committee.

Jeff Brockett seconded the motion which was unanimously approved.

ETHICS COMMITTEE FOR 2021

Rick Baker made a motion recommending Dale Larson be appointed as Chair of the 2021 Ethics Committee. Other members of the committee include Marie Anderson, Rick Baker (Board Liaison), Crystal Early, Jean LeGwin, and Cassandra Speier.

Kathleen Duncan seconded the motion which was unanimously approved after discussion.

2021 SLATE OF OFFICERS

Kathleen Duncan made a motion recommending approval of the 2021 Slate of Officers.

Executive

- **President:** Greg Schramek
- **Vice President:** Mike Summerer
- **Secretary:** Jay Brown
- **Treasurer:** Joe Dickey

Molly Winton seconded the motion, which was unanimously approved.

2021 COMMITTEE ASSIGNMENTS

Greg Schramek announced the list of Board Committee assignments for 2021, as follows:

Committee Chairs

- **Bylaws & Policy:** Rick Baker
- **Communications:** Rick Baker
- **Contracts:** John Beechwood
- **Demonstrator Selection & Program Planning:** Mike Summerer
- **Educational Opportunity Grants (EOG):** Molly Winton
- **Endowment Trust:** TBD
- **Ethics:** Dale Larson, Rick Baker (Liaison)
- **Exhibitions:** Andy Cole
- **Fundraising & Endowment:** TBD
- **Insurance:** Joe Dickey
- **Long Range Planning:** Greg Schramek
- **Nominating:** Joe Dickey
- **Parliamentarian:** Linda Britt
- **Professional Outreach Program (POP):** Andy Cole
- **Safety:** Rick Baker
- **Symposium:** Jay Brown
- **Turners Without Borders (TWB):** John Beechwood

- **Women in Turning (WIT):** Kathleen Duncan, Linda Britt (Liaison)
- **Youth:** Linda Britt

Greg stated the appointment of committee members should be made by Committee Chairs and that the 2021 committees will be posted on the website in early January.

BYLAWS CHANGES

Section 5.16 (d)

Greg Schramek read the following statement:

“Since 1986, the AAW has been dedicated to advancing the art and craft of woodturning worldwide by providing opportunities for education, information, and organization to those interested in turning wood. The active engagement of AAW members is a key element in furthering AAW’s mission worldwide.

There have been many changes over the past 35 years. The AAW Board and staff are grateful for the positive contributions of members which have helped AAW become the vibrant organization it is today.

The AAW Board recommends a new change it deems necessary to continue on a dynamic and effective path. The proposed change is removal of Section 5.16 (d) of the Bylaws, which states, ‘All members of the Association may attend Regular or Special Board Meetings.’

The motivation for the Bylaws change is threefold. The change:

- 1. Ensures that information and statements presented during Board meetings are correctly reported and are not taken out of context. This will enable the AAW Board to communicate transparently, succinctly, and completely through the minutes of its meetings without risk of misrepresentation. The minutes of Board meetings are available to members.***
- 2. Enables the Board to retain appropriate levels of privacy and confidentiality when dealing with sensitive matters and matters not ready for public dissemination.***
- 3. Improves meeting management and operational efficiency, as well as streamlines meetings for Board members who are volunteers.***

The AAW Board appreciates your support of the proposal to remove Section 5.16 (d) of the Bylaws.”

Rick Baker made a motion recommending removal of Bylaws: Section 5.16(d). Molly Winton seconded the motion which was followed by a vote.

- Rick Baker: Yea
- John Beechwood: Nay
- Jeff Brockett: Yea
- Andy Cole: Yea
- Joe Dickey: Yea
- Kathleen Duncan: Yea
- Mike Summerer: Yea
- Molly Winton: Yea The

Motion passed.

Section 15.01 - Parliamentary Authority

Rick Baker made a motion recommending removal of Section 15.01 of the Bylaws that refers to Board “special rules,” which is irrelevant and causes confusion. The section reads as follows:

~~Section 15.01 The rules contained in the current edition of Robert’s Rules of Order shall govern the AAW in all cases to which they are applicable and in which they are not inconsistent with:~~

- ~~a) The Articles of Incorporation, b) Current Bylaws, c) Any special rules of the Board.~~**

Jeff Brockett seconded the motion, which was unanimously approved.

Section 7.4 – Nominating Committee

Rick Baker made a motion recommending the following modifications to Section 7.4 of the Bylaws to give the Nominating Committee more independence.

Remove sentence:

- ~~a) Membership of the Nominating Committee shall be appointed by the AAW Board of Directors for a term of one year. The Chair of the Nominating Committee shall be appointed by the AAW Board of Directors for a term of one year.~~**

Add sentence:

- b) The Chair of the Nominating Committee shall select the members of the committee for a one-year term. That committee shall be made up of a minimum of the following:**

(Existing text)

i) One current Director who is to be chair. Any Director serving the third year of a first term is ineligible to serve on the Nominating Committee unless that Director does not seek reelection.

ii) One former Director.

iii) One AAW member who has not previously served as a Director.

Kathleen Duncan seconded the motion, which was unanimously approved.

UPCOMING BOARD MEETINGS

All remote sessions will be held at 4:00 p.m. Eastern Time except where noted.

2020

- December 17, remote

2021

- January 21, remote
- February 18, remote
- March 18, remote
- April 22, remote
- May 20, remote
- June 24, remote
- July 12, 13, 19 (Omaha face-to-face, July 11 arrival date)
- August 19, remote
- September 16, remote
- October 21, remote
- November 13, 14 (St. Paul face-to-face, November 12 arrival date)
- December 16, remote

ADJOURNMENT

Rick Baker made a motion to adjourn the meeting. Kathleen Duncan seconded the motion, and the meeting was unanimously adjourned at 3:28 p.m. Central Time, on Thursday, November 19, 2020.

Respectfully submitted, Kathleen
Duncan, Secretary