

AMERICAN ASSOCIATION OF WOODTURNERS

Board of Directors Meeting

August 18, 2022

CALL TO ORDER

A regular meeting of the AAW Board of Directors convened at 3:00 p.m. Central Time on Thursday, August 18, 2022, via teleconference with President Mike Summerer presiding.

The following Board members were present: Rick Baker, John Beechwood, Linda Britt, Jay Brown, Sally Burnett, KC Kendall, Chuck Lobaito, Mike Summerer, and Kimberly Winkle. Also in attendance were Managing Editor Josh Friend and staff members Phil McDonald, Jen Newberg, and Kim Rymer.

APPROVAL OF MINUTES

Mike Summerer called for corrections and/or changes to the minutes of the Board meetings held on July 21. There were none and Jay Brown made a motion to approve the minutes. Linda Britt seconded the motion, and the minutes of the meeting were unanimously approved.

CONSENT AGENDA ITEMS

No consent reports requiring discussion or action were submitted for the August 18, 2022 Board meeting. Mike Summerer made a motion requesting approval of the consent agenda. Linda Britt seconded the motion, and the consent agenda was unanimously approved.

FINANCE REPORT

Treasurer's Report/Financial Reports

Chuck Lobaito summarized the financial reports for July 31, 2022, and noted the following:

- Income Statement, unadjusted year-to-date: (\$97.5k) (loss, \$156.0k unfavorable to budget)
- Income Statement, 2022 year-end forecast: (\$142.2k) (loss, \$162.5k unfavorable to budget)
- July 31 "Cash-on-Hand": \$1,384.0k
- Year-end Forecast "Cash-on-Hand": \$1,220.0k
- July 31 Membership Income: \$63.2k (\$2.7k unfavorable to budget)
- Year-to-Date Membership Income: \$439.3 (\$16.6 unfavorable to budget)

Phil McDonald indicated he anticipates AAW will not reach its budgeted dues target.

Chuck reported the Finance Committee received the completed 2021 IRS Form 990 tax return from the auditors. The committee agrees with the report. Chuck made the following motion:

“A motion is hereby made, as recommended by the Finance Committee, that the Board approve the 2021 IRS Form 990 tax return as prepared and presented by Olsen-Thielen, our independent auditing firm.”

Rick Baker seconded the motion to approve the 2021 IRS Form 990 tax return, which was unanimously approved.

EXECUTIVE DIRECTOR REPORT

Membership

Jen Newberg indicated AAW will be reforecasting membership targets because current targets will not be achieved. She reported there were 341 renewals for July and total members have fallen to 13,839. In 2021, there was a significant number of new members due to the virtual symposium. The current membership renewal rate is 70-75% which is less than the past renewal rate of 85%. The most common reasons for nonrenewal are the member died, they are no longer turning, and/or they don't really need AAW.

SYMPOSIUM COMMITTEE

Jay Brown referenced the Symposium Committee report in the Board packet. He noted that the National Volunteer Coordinator and Videographer Coordinator has resigned, so the Committee will be seeking to fill those positions.

Jay indicated the Louisville site visit is scheduled for September 12-14 and that Jen Newberg will be going.

For future Symposia, he explained the Committee recommends AAW continue down a hybrid path. There may be donors interested in supporting this effort and a work group is identifying the technical needs to support a hybrid symposium.

A 2024 Symposium in Portland is moving forward. The Committee has been discussing demonstrators and local volunteer leadership.

For 2025, the Committee discussed whether a live event will be desired. If a live event is wanted, the Symposium will likely be smaller, which means smaller venues may be considered. Jay encouraged selection of location for 2025. If AAW waits, it may not have as many opportunities.

Phil McDonald suggested that AAW give Conference Direct permission to pursue a parallel track and solicit proposals from smaller, third tier cities. He noted the industry acts 2-3 years ahead and it's in AAW's best interest to explore alternatives.

Discussion followed which included:

- Planning to optimism future Symposium venue capacity.
- Understanding the factors contributing to the significant drop-off in Chattanooga registered attendance.
- Consider opportunities for hybrid improvement including virtual trade show attendance.
- Consideration for modifying the footprint requirements for holding the event.

Phil stated he will modify the Symposium space specs for a smaller venue and run it up through the Symposium Committee.

OLD BUSINESS

Key Tactics/Board Priorities

Phil McDonald explained it is important for Board members to review the matrix on page 8 of the Executive Director report in the Board packet. Strategic issues include Membership, Virtual /In-Person Programing, Chapters, and Financial Framework. He noted assignments of responsibilities and milestones are in the process of being determined. Responsibilities will be distributed among staff, third-party contractors, and committees.

Insurance Committee

Chuck Lobaito explained the Insurance Committee has not met in a long time and has been merged into the Finance Committee.

WIT/TWB

Kimberly Winkle explained there may be some overlaps between WIT and TWB on the horizon. WIT meets in September, and she would like to consult with them before doing anything.

Bylaws Changes

Linda Britt referenced the proposed Bylaws changes outlined on pages 8-13 of the Executive Director report in the Board packet.

She explained a change to Bylaw 4.01 is intended to update a Bylaw that was written before access to internet meetings was available. In today's world, many more members have access to meetings made available via technology, and no longer need to be bound to a face-to-face event such as the annual Symposium. This change adds the flexibility to hold the annual meeting whenever it best suits the needs of the organization and its members.

REVISED

Section 4.01 - Annual Meeting

An annual meeting of the members shall be held at a pre-announced time. An agenda for the meeting shall be published at least fifteen (15) days prior to the meeting, and then-current members of the AAW shall be invited and able to address the meeting with their comments, concerns, and questions to the Board.

Linda indicated Bylaw 5.17 refers to the Board candidate process. The current requirement is for all documentation to be sent to the AAW Executive Director no later than May 1. Due to the requirement that the names of the recommended Board candidates be presented to the Board at the May meeting, and the fact that the next two AAW Symposiums are earlier than usual, changing the date to April 1 is needed so the Nominating Committee has time to interview all candidates and decide on who to recommend for the ballot. At the same time, it is recommended that 1) a requirement for a current resume be added, 2) the language about paper ballots be deleted, and 3) the request for "300 words" in the candidate statement be deleted.

REVISED

Section 5.17 Election of Directors

A. Qualifications of Candidates:

1. **Member:** *Must be an AAW member in good standing for the past three years.*
2. **Approved:** *Must be approved by the Nominating Committee.*
3. **Disqualification:** *No person may run for or serve as a Director of the Board of the AAW when a financial or familial relationship exists between the candidate for the AAW Board and AAW employees or other Directors.*

B. Candidate Application Procedures:

To be considered as a candidate for election to the Board by the Nominating Committee the following documents must be electronically submitted to the AAW Executive Director:

1. **Resume:** *Submit a brief resume.*
2. **Statement:** *A statement for the American Woodturner and the AAW website stating your experience, your reasons for wanting to serve, and how your serving would benefit the AAW Board and membership.*
3. **Letters of Recommendation:** *Two letters of recommendation from individuals who can affirm your organizational and leadership abilities.*
4. **Deadline:** *All documents must be received by the AAW Executive Director by April 1 of the year of the election.*
5. **Transfer to Nominating Committee:** *The Executive Director will transfer all documentation from candidates to the Chair of the Nominating Committee.*

C. Election Schedule:

1. **Collection of Documents:** *All documents submitted to the AAW's Executive Director will be transferred to the Chair of the Nominating Committee.*

2. *Each member of the Nominating Committee will interview each candidate and the committee will then select up to three (3) candidates for each open position and provide candidates with guidelines.*
3. **Publication:** *The statement from each candidate, along with a photograph, will be published in the August issue of the American Woodturner and on the AAW website.*
4. **Election:** *The voting period will begin August 1. All electronic ballots must be submitted no later than midnight on August 31.*
5. **Announcement:** *Results will be announced in September.*
6. *Induction of newly elected Directors will be January 2.*

Linda Britt made a motion to adopt the changes to the Bylaws as read. Rick Baker seconded the motion which was unanimously approved.

Member Meeting

Mike Summer opened discussion about whether to hold another member meeting.

Jen Newberg reported a member meeting would require about a half day of testing, preparation, and practice.

Phil McDonald suggested the meeting be held in January at which time the Board can reflect on the year 2022 and where AAW is headed, "The State of AAW."

Discussion followed and Mike indicated the details will be worked out separately from the Board meeting.

NEW BUSINESS

AV Committee

Rick Baker referenced the mission statement for a proposed AV/Technology Committee described in the Board packet. He said the Committee is needed for continuity of knowledge. AAW is getting deeper into technology, and, without a committee for continuity, information will dissipate.

Mike Summerer asked if these issues should be handled structurally and tactically, through committee, a work group, or something else.

Jen Newberg indicated there are groups that meet to address technology, such as the John Kelsey and Alan Zenreich groups. She asked if this is an opportunity to expand into special interest group program under the auspices of AAW, like WIT or Penturners.

Phil McDonald he is not convinced a committee would be the solution.

Rick explained the only extra responsibility for the Board would be that a Board member needs to be a liaison. He said a committee would offer a connection to AAW. Right now, the John Kelsey and Alan Zenreich groups do not have connections to AAW.

Jen suggested thinking about the issue differently. AAW can pull volunteers from other groups as needed.

Phil suggested convening a summit. He said AAW could pull in John Kelsey, Alan Zenreich, and others, and invite them for a conversation.

Linda Britt noted for an AAW Symposium, it is important to have a lead technology person.

Mike asked Rick to assemble a group to discuss the issue outside of the Board meeting.

Volunteer Committee

Rick Baker facilitated discussion about AAW's approach when recognizing volunteers at the Symposium, which emphasis on the need to do more. AAW is finding it increasingly difficult to recruit volunteers.

Mike Summerer stated almost all AAW work is performed by volunteers, except for work performed by staff and Josh Friend.

Jen Newberg indicated AAW has volunteer data collected for the past few Symposiums. She said AAW's association management system (AMS) has areas that can be built out to capture more information, so if this is a priority, we can make it happen. Jen explained AAW is a member-fueled organization. There are many tactics AAW can use to reflect its gratitude. If volunteer recruitment and recognition are priorities, AAW can build out the database, create reporting, and develop a marketing communications program for this purpose.

Mike asked staff to follow up to let the Board know what is possible on the AMS.

Bylaws - Nominating Committee

Linda Britt explained continuity on the Nominating Committee is an issue. She also understands the need for transparency. She noted the Committee kept one person from last year, but that does not ensure the required continuity. Linda also added that the changes to the Bylaws language in the Board packet indicates a deadline of May 1 and the proposed change is April 1, as well as adding the resume of more than 300 words.

Discuss ensued along the following points:

If there is an enduring Nominating Committee, after one election the Committee can begin on the next year's nomination process. It is not a single year commitment.

The Board representative does not need to be chair.

Qualification change should be separated out and approved later and made a motion to adopt the revisions to Bylaw 7.04. John Beechwood seconded the motion which was followed by discussion.

Rick recommended adoption of the Bylaws changes should be tabled until the Board has decided on all of them so there is one explanation in the minutes. He noted members are not required to be formally notified unless the Bylaws changes impact their ability to vote. Rick made a formal motion to table the Bylaws adoption.

Linda made a motion to rescind her previous motion.

Mike asked the Board to give thought to the Bylaws changes proposed by Linda.

Elections

Mike Summerer reported it has been the Board's past practice to meet briefly in early September to finalize the Board election results.

Josh Friend noted the final deadline for the October issue of *American Woodturner* journal is September 9.

Phil McDonald reported the Board typically reports election results within two days of the election deadline, however this year will be delayed because of the Labor Day holiday.

Mike proposed a brief Board meeting to finalize election results on Tuesday, September 6, at 3:00 p.m. Eastern Time.

Linda Britt noted there needs to be 2/3 of Board members present to appoint a Board member.

Phil stated he will place resumes of the Board candidates in the August folder of the Board's Google Drive.

UPCOMING BOARD MEETINGS

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

2022 Tentative Board Calendar

- September 15, remote
- October 20, remote
- November 19, 20 (St. Paul face-to-face, November 18 arrival date)
- December 15, remote

ADJOURNMENT

Meeting chair Mike Summerer made a motion to adjourn the meeting because all business was complete. No second was needed, and the Board meeting was unanimously adjourned at 5:06 p.m. Central Time, on Thursday, August 18, 2022.

Respectfully submitted,
Jay Brown, Secretary enduring