

AMERICAN ASSOCIATION OF WOODTURNERS
Board of Directors Meeting June 2-3, 2026 in Person, Raleigh, NC

CALL TO ORDER

The meeting was called to order by Board President KC Kendall at 8:35 am.

ATTENDANCE: Board members present: Keith Baizer, Linda Britt, Jay Brown, Sally Burnett, Ron Day, KC Kendall, Chuck Lobaito, Kimberly Winkle and Reid Zimmerman. A quorum was present. Executive Director Gretchen Wilbrandt was present. Dan Giulvezan joined the meeting at noon on Tuesday.

APPROVAL OF MINUTES

A motion was made by Ron Day, with second by Chuck Lobaito, to approve the May 21, 2026 minutes. The motion carried.

OBJECTIVES THIS MEETING: Focus on Mission and Vision; Build Spirit of Teamwork and Volunteers; Celebrate Contributions; Work on Plans and Agreements; Set Governance and Staff Priorities for 2026- 2027; Agree on Gallery Plan; and Create Plan/Process to Ensure 2027 Symposium Profitable.

KC reviewed the June meeting agenda with the Board and what the expected outcome for the discussions might be and also how our actions meet with the mission and vision of the AAW. Many ideas were discussed and the Board may need to form ad hoc committees to work on some of these ideas.

BOARD PERFORMANCE ASSESSMENT:

The Board updated the assessment done in 2025. Several areas showed improvement. There will be continued focus on governance work as reflected by the work of the Key Documents Team. Action will be taken to make our updated Vision and Mission much more visible to the membership.

STRATEGIC PLANNING:

The Board approved the four major strategy planks first developed in 2024. They then discussed the ongoing strategic planning process, focusing on sustaining momentum and ensuring alignment with AAW's vision and mission. KC will reconstitute the Strategic Planning Committee to identify priority areas, presenting at least one action item at each monthly Board meeting. The team will also develop a proposed process for a full-scale renewal of our strategic plan.

BYLAWS COMMITTEE: (Key Documents Team)

The team reviewed the January 2023 AAW bylaws and proposed revisions to ensure they were compliant with federal law, Minnesota Nonprofit Law, and the AAW Articles of Incorporation. The team also reviewed the bylaws with the goal of removing all procedural and functional tasks out of the bylaws and putting them into the Board Handbook. A comparison of the old bylaw, proposed revision and the rationale for each change was discussed by the Board. The amendments that must be ratified by members casting votes were highlighted as they cannot go into effect until the members have voted on them.

The Bylaws Committee moved that the Board adopt the revised Bylaws of the American Association of Woodturners dated June 2, 2026. All provisions of the revised Bylaws are effective immediately, except the seven provisions affecting Core Member Rights, which shall take effect only upon ratification by the members entitled to vote. The exact text of those seven pending provisions, as set forth in Exhibit A, is approved for submission to the members for ratification. Seconded by Chuck Lobaito. The motion carried by unanimous consent.

EXECUTIVE DIRECTOR'S REPORT:

Gretchen Wilbrandt reported that AAW membership increased by 400 members between April and May of this year. The AAW is revising its policy so that a lapsed member will retain website access for only two weeks after their membership expires, versus up to three months as was the case previously. Renewal reminders will be sent 30, 60, and 90 days before the renewal date, with reminders continuing for up to 180 days.

COMPASS PRO BONO:

The Compass Pro Bono team met with the Board via Zoom to present their report on options for the Gallery of Wood Art, located in the Landmark Building in St. Paul, Minnesota. The team recommended closing the Gallery at the end of 2027. Another finding was that the Gallery should evaluate digitizing its permanent collection and posting the images on the AAW website; allowing all members to view the art rather than only those able to travel to St. Paul. The Board will study the report and make a decision regarding the Gallery's future at its current location at a future Board meeting.

INFORMATION SYSTEMS:

Gretchen and Dan gave a presentation comparing the functions of iMIS and Novi, and outlining the benefits of moving the AAW from its current information system and Higher Logic to Novi and MailChimp. This project would include a new membership database, improved functionality for members, significant cost savings, improved management of our extensive content, and better vendor support.

Ron Day made a motion, seconded by Chuck Lobaito, to (1) discontinue AAW's use of its current information systems, iMIS and Higher Logic, effective with the implementation of Novi and MailChimp; (2) implement and use Novi and MailChimp in their place; (3) research and

implement appropriate content hosting services for AAW's range of content; and (4) authorize an expenditure of up to \$40,000 to accomplish the foregoing. The Executive Director is authorized to sign all contracts necessary to implement this motion, within the \$40,000 authorized. Motion carried by unanimous consent.

AUDIT REPORT:

Chuck Lobaito reported on the recent annual audit. The AAW received a clean audit with no findings. The Finance Committee moved to approve the audit as presented to the Board, and the motion carried by unanimous consent. Members are able to review the financial reports on the AAW website.

2026 RALEIGH SYMPOSIUM:

A motion was made by Chuck Lobaito, seconded by Jay Brown, to pay the travel expenses for Tyson Crockett to travel between Minneapolis, MN and Raleigh, NC, to serve as the official photographer for the 2026 Symposium. Mr. Crockett is providing his photography services at no cost to the AAW. Motion carried by unanimous consent.

ADJOURNMENT:

A motion was made by Chuck Lobaito, with a second by Linda Britt, to adjourn the Board meeting. Motion carried by unanimous consent. Meeting was adjourned at 3:00 PM.

Respectfully submitted,

Linda Britt
AAW Board Secretary

AMERICAN ASSOCIATION OF WOODTURNERS

Bylaw Provisions Requiring Member Ratification APPENDIX A to June Board Minutes

The following seven provisions, adopted by the Board on June 2, 2026, affect Core Member Rights under Article 16 and therefore require ratification by the membership. The member vote will be held in October.

Ref.	Provision	Ratification Basis	Notes / Status
§ 3.01(D)	Electronic Consent / Deemed-Consent Mechanism	New deemed-consent mechanism for electronic notice under Minn. Stat. § 317A.450; no comparable provision in current bylaws. Affects the right to receive notice — a Core Member Right under Art. 16.01(A).	
§ 3.02	Member Termination Procedures	New provision establishing grounds, 15-day notice, right to be heard, and a 2/3 director vote threshold for termination. Directly implicates membership status and the bundle of rights attached to it (voting, petition, notice).	
Article 4	Member Meetings and Petitions (§ 4.02)	Three distinct changes from the January 2023 bylaw, not a uniform easing: (1) General petition/special meeting threshold: 5% → 10% or 50 members, whichever is less — an easing (±550 → 50 members needed, given ~11,000 voting members). (2) Director-removal / bylaw-change threshold: 10% → flat 15% — a tightening (±1,100 → ±1,650 members needed). (3) Adoption standard (majority of entire membership) removed from the bylaws entirely and delegated to Board-maintained procedures — a structural loss of an entrenched protection, regardless of the number the Board later sets. Because it changes how members exercise the right to petition and call meetings — in both directions — ratification is required under Art. 16.03.	Ballot/Vote Guide language must describe all three effects (easing, tightening, and delegation) — not framed as a uniform easing.
§ 5.03	Board Election — Quorum Requirement	Introduces a membership quorum threshold for elections to be valid, affecting members' right to vote in Board elections.	
§ 5.06	Removal of Directors (§ 5.06(B))	Old § 5.07(C) allowed member removal of a director by majority vote via Article 4 petition, with no participation quorum. New § 5.06(B) adds a new condition: removal requires a 15% member-participation quorum for the vote itself — a distinct mechanism from Article 4's petition-signature threshold. This 15% quorum is established in Article 16, § 16.04(B) ("...to remove a director per Article 5.06(B)"), so § 5.06(B)'s validity is legally dependent on Article 16 also being ratified. Kept as its own ballot item (belt-and-suspenders) so § 5.06(B) is not read in isolation as never having been put to a member vote.	Dependent on Article 16 (§ 16.04(B)) for the 15% quorum standard — both must be ratified for § 5.06(B) to be unambiguously valid on its own terms.
Article 11	Voluntary Dissolution — Member Vote Right (§ B)	New article; no dissolution provision exists in current bylaws. § B creates a new Core Member Right ("members have the right to vote on a dissolution..."). § A's Board distribution authority is expressly made subject to that member vote, so § B must be ratified first for § A to operate as drafted.	§ B creates the right; § A cross-references it.
Article 16	Bylaw Amendments / Definition of Core Member Rights	Raises the Board vote threshold to 2/3 and defines the scope of Core Member Rights itself. § 16.04(B) is also the legal source of the 15% participation quorum required to remove a director under § 5.06(B) — ratifying Article 16 ratifies that quorum standard. Because it defines the scope of member rights in governance, it requires member approval.	