



# **American Association of Woodturners Board of Directors Handbook**

**January 2021 Revision**

## Table of Contents

|                                                                                  |    |
|----------------------------------------------------------------------------------|----|
| Preface – AAW Mission, Vision and History .....                                  | 4  |
| Mission .....                                                                    | 4  |
| Vision.....                                                                      | 4  |
| AAW History .....                                                                | 4  |
| 1. AAW Board of Directors and AAW Board of Advisors.....                         | 5  |
| 2. Committee Chairs and Rosters .....                                            | 5  |
| 3. AAW Board of Directors Governance Responsibilities.....                       | 5  |
| 4. AAW Board of Directors Governance Policies .....                              | 6  |
| 5. Board Member Elections and Meetings.....                                      | 10 |
| 6. General Policies.....                                                         | 13 |
| 7. AAW Financial Management Policies and Procedures.....                         | 15 |
| 8. Endowment Trust Policies .....                                                | 24 |
| 9. AAW Fundraising Programs.....                                                 | 26 |
| 10. Board Committees .....                                                       | 31 |
| Board Governance and Business Operation Committee Statements and Procedures..... | 31 |
| A. Bylaws and Policy Committee.....                                              | 31 |
| B. Contracts Committee .....                                                     | 32 |
| C. Executive Committee .....                                                     | 32 |
| D. Finance Committee.....                                                        | 33 |
| E. Nominating Committee .....                                                    | 34 |
| 11. AAW Program Committees.....                                                  | 35 |
| AAW Program Committee Statements .....                                           | 36 |
| A. AAW Grants Committee.....                                                     | 36 |
| B. Communications and Publications Committee .....                               | 37 |
| C. Demonstrator Selection and Program Planning Committee:.....                   | 38 |
| D. Endowment Trust Committee .....                                               | 38 |
| E. Ethics Committee .....                                                        | 38 |
| F. Exhibitions Committee .....                                                   | 38 |
| G. Fundraising.....                                                              | 40 |
| H. Insurance Advisory.....                                                       | 40 |
| I. Long Term Planning Committee .....                                            | 40 |
| J. Professional Outreach Program – POP.....                                      | 41 |

|                                                                                        |    |
|----------------------------------------------------------------------------------------|----|
| K. Safety committee .....                                                              | 44 |
| L. Symposium Planning Committee .....                                                  | 44 |
| M. Turners without Borders Committee .....                                             | 44 |
| N. Women in Turning Committee .....                                                    | 45 |
| O. Youth Committee .....                                                               | 45 |
| 12. Accessibility and Diversity Policy Statements.....                                 | 46 |
| 13. Code of Ethics .....                                                               | 47 |
| A. Ethics Policy regarding Directors, Advisors, committee members, and volunteers..... | 47 |
| B. Ethics Policy regarding members.....                                                | 47 |
| C. Conflict of Interest Policy .....                                                   | 48 |
| D. Interpretation of this Statement of Policy: .....                                   | 49 |
| E. Confidentiality Policy.....                                                         | 50 |
| F. Non-Discrimination and Anti-Harassment Policy.....                                  | 50 |
| G. Ethics Complaint Process .....                                                      | 51 |
| H. Conflict of Interest Disclosure Form .....                                          | 54 |
| 14. Journal/Editorial Policies & Procedures .....                                      | 55 |
| 15. Independent Contractors .....                                                      | 58 |
| 16. Gift Acceptance Policy.....                                                        | 58 |
| 17. Gifts of Other Hard Assets .....                                                   | 58 |
| 18. Honorary Lifetime Members .....                                                    | 58 |
| 19. AAW Insurance Portfolio .....                                                      | 59 |
| 20. AAW Human Resource Policies.....                                                   | 61 |
| 21. Staff Handbook and Policies .....                                                  | 65 |
| Organization Chart.....                                                                | 76 |

## **Preface – AAW Mission, Vision and History**

### **Mission**

The mission of the American Association of Woodturners is to provide education, information, and organization to those interested in turning wood.

### **Vision**

The AAW is a strong chapter and membership-based organization.

The AAW members and chapters create a vital learning network that meets the needs of woodturners at all levels of ability and interest.

AAW is the leading publisher, integrator and aggregator of multi-media woodturning educational resources.

The AAW is the leading resource for accessible, high-quality, accurate and inspirational information on woodturning, customizable to meet the needs, learning styles and interests of each individual or chapter.

New and vibrant woodturning communities have been established and supported by AAW's learning networks.

The AAW is an inclusive organization, actively working to recruit, serve and retain non- traditional audiences.

AAW is the world's leading source for engagement among woodturners and the preeminent organizer of live in-person learning experiences.

### **AAW History**

Between 1975 and 1985, numerous woodturning weekend symposiums had been organized, notably in Philadelphia and Provo, Utah, and there had been ground-breaking exhibitions of turned wood. Many late-night conversations had tossed around the idea of an organization for Woodturners, one that could continue to produce symposiums, exhibitions, and events, and become a clearing house for information and ideas. But the concept did not gel until October 1985 during the *Woodturning Vision and Concept* conference held at the Arrowmont School of Arts and Crafts in Tennessee.

In February 1986, the AAW was incorporated as a non-profit organization in San Marcos, Texas. The first issue of *American Woodturner*, the journal of the AAW, was published in 1986 as a newsletter. The first AAW symposium was held in Lexington, Kentucky, in October 1988. The first AAW local chapters were established in 1988.

In 2012 American Association of Woodturners became incorporated in Saint Paul Minnesota.

At the end of 2019 AAW had over 15,000 members worldwide and supports over 350 local chapters, publishes the bi-monthly journal *American Woodturner*, organizes an annual International Symposium, sponsors arts outreach activities and operates a gallery space in Saint Paul's Landmark Center.

## 1. **AAW Board of Directors and AAW Board of Advisors**

The current Board of Directors and Board of Advisors can be found on the AAW website at;

[https://www.woodturner.org/Woodturner/Learn/Learn-about-AAW/Board\\_and\\_Leadership/Woodturner/About/Board-of-Directors-and-Leadership.aspx?hkey=67b70653-9f55-4f15-aa6a-5c683304e584](https://www.woodturner.org/Woodturner/Learn/Learn-about-AAW/Board_and_Leadership/Woodturner/About/Board-of-Directors-and-Leadership.aspx?hkey=67b70653-9f55-4f15-aa6a-5c683304e584)

## 2. **Committee Chairs and Rosters**

See website for current roster of all committees:

<https://www.woodturner.org/Woodturner/About/Committees.aspx>

## 3. **AAW Board of Directors Governance Responsibilities**

By law, every nonprofit must have a governing board. The role of the board is to govern the organization and be accountable for its actions. The Board helps create the vision, mission, values, and policies for the organization and makes sure that they are properly respected. The Board of Directors is the legally incorporated entity with the authority and responsibility for:

- A. **Governing the organization** by broad policies and objectives. It is the Boards responsibility to govern the organization. Daily management is the responsibly of the Executive Director.
- B. **Accountability to exercise good stewardship** of the association on behalf of the trust placed in it by the membership, stakeholders and funders. It will allow no director, individual or committee of the board to usurp this role or hinder this discipline.
- C. **Safeguarding the organizational mission** and ensuring the stability of the organization.
- D. **Building a competent board** to articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate their own performance.
- E. **Ensuring legal and ethical integrity** to establish adherence to legal standards and ethical norms. An independent ethics committee determines all matters involving ethical behavior by directors.
- F. **Monitoring** and regularly discussing the board's own process and performance. In order to accomplish this, maintain necessary plans, policies, and monitoring of records.
- G. **Enforcing upon itself discipline to govern with excellence.** Apply Discipline to attendance, policymaking principles, speaking with one voice and self-policing of any tendency to stray from governance adopted in board policies.
- H. **Ensuring the proper and prudent management** of the organization.
- I. **Acting in the overall best interests** of the association.
- J. **Ensuring there are adequate financial resources** for the organization to fulfill its mission.
- K. **Accounting to the Association's members** through annual and periodic reports on the activities and finances of the Corporation, annual audited financial statements, minutes of Board meetings (except executive sessions), and generally operating in an open and transparent manner.
- L. **Protecting assets** and provide proper financial oversight in developing the annual budget and ensuring that proper financial controls are in place.
- M. **Clarifying governance** versus operation and management roles.

- N. **Monitoring HR policies** and procedures.
- O. **Being visible in the community** representing AAW by articulating the organization's mission, accomplishments, and goals to the public and garner support from the community and having participation in acquiring resources for the organization. This could include, but not be limited to, financial contributions, sponsoring or planning fundraising activities, or advocating on behalf of AAW with specific key donors and funders.
- P. **Strategic planning** and setting annual goals: Establishing vision, (what is different or could be different in the world because the American Association of Woodturners exists) and organizing outcomes (what good, for which needs, for whom, at what cost).
- Q. **Establishing executive limitations** by defining constraints on the Executive Director's authority, which establishes prudent and ethical boundaries within which the Executive Director will make decisions and provide direction and evaluating the Executive Director's performance.

#### **4. AAW Board of Directors Governance Policies**

##### **A. Governing Style**

**The board will approach its task with a style which emphasizes strategic leadership more than administrative detail**, clear distinction of board and staff roles, future rather than past or present, and proactively rather than reactivity. In this spirit, the board will:

- I. **Focus chiefly on American Association of Woodturners intended long term impacts** (Strategic Plan and annual goals), not on the administrative or programmatic activities.
- II. **Direct, control and inspire American Association of Woodturners through the careful establishment of the broadest organizational values and perspectives (policies).** Policies will address;
  - a. **Strategic Plan and annual goals:** what benefits for which needs at what cost
  - b. **Executive Limitations:** boundaries of prudence and ethics to be observed by staff
  - c. **Governance Process:** board role and responsibilities
  - d. **Board Executive Director Relationship:** linkage between board and staff
- III. **Enforce upon itself whatever discipline is needed to govern with excellence.** Discipline will apply to attendance, policymaking principles, respect of clarified roles, speaking with one voice and self-policing of any tendency to stray from governance adopted in board policies.
- IV. **Be accountable to American Association of Woodturners members, stakeholders and funders** for competent, conscientious and effective accomplishment of the mission. It will allow no officer, individual or committee of the board to usurp this role or hinder this discipline.
- V. **Monitor and regularly discuss the board's own process and performance,** In order to accomplish this, maintain necessary plans, policies, and monitoring records.
- VI. **Be an initiator of policy, not merely a reactor to staff initiatives.** The board, not the staff, will be responsible for board performance.
- VII. **Be visible in community events representing American Association of Woodturners** and have 100% participation in acquiring resources for the organization. This could include, but not be limited to, financial contributions, sponsoring or planning fundraising activities, or

advocating on behalf of AAW with specific key donors and funders.

## B. Board Responsibilities

The job of the board is to lead American Association of Woodturners toward the desired goals and assure that they occur. The board's specific responsibilities are unique to its trusteeship role and necessary for proper governance and management. Consequently, the job of the board shall be:

- I. **To create written governing policies which**, at the broadest levels, address:
  - a. **Strategic Plan and annual goals:** Establish vision, (what is different in the world because American Association of Woodturners exists) and organizational outcomes (what good, for which needs, for whom, at what cost).
  - b. **Executive Limitations:** Defines constraints on Executive Director authority, which establish prudent and ethical boundaries within which the Executive Director will make decisions and provide direction.
  - c. **Governance Process:** Specifies how the board conceives, carries out and monitors its own tasks.
  - d. **Executive Director-Board Relationship:** Clarifies how the board delegates power and monitors its proper use.
- II. **To evaluate the Executive Director's performance** with reference to policies.
- III. **To enhance their knowledge of charitable entities** and increase their opportunity to meet with and interact with directors, senior administrative personnel and recognized experts in the field of charity. Therefore, board member education is supported in accordance with the overall board development plan, reasonable costs, the approved budget, and the organization's Expense Reimbursement Procedure.

## C. Board President's Role

- I. **The Board President and the Executive Director are the only people authorized to speak for American Association of Woodturners** except for in rare and specifically authorized instances others may be given that authority.
- II. **The job of the Board President is to ensure the integrity of the board's process** and to ensure that the board's activities are consistent with its own rules and those legitimately imposed upon it from outside the American Association of Woodturners. The Board President's responsibility during Board meetings that:
  - a. Meeting discussion content will only be those issues that, according to board policy, clearly belong to the board to decide, not the Executive Director.
  - b. Deliberation will be timely, fair, orderly and thorough, but also efficient, limited to time and kept to the point.
- III. **The Board President has the authority to make any decision on behalf of the board, which falls within or is consistent with board policies on Governance Process and on the Board Executive Director Relationship.**
  - a. **The Board President is empowered to chair board meetings** with all the commonly accepted power of that position (e.g., ruling, recognizing).
  - b. **Board President authority does not extend to making decisions regarding**

**implementation of Strategic Plan and annual goals** and Executive limitation policy areas, each of which is within the purview of the Executive Director.

- c. **Board President's authority does not extend to supervising or otherwise directing the Executive Director.** Only the full board can interpret the meaning of its policies to the Executive Director.

#### D. Board - Executive Director Relationship

##### I. Delegation to and Supervision of Executive Director

The Board job is generally confined to establishing broad policies, leaving implementation and internal management policy development to the Executive Director. Strategic Plan and annual goals policies direct the Executive Director to achieve certain results; Executive Limitations policies constrain the Executive Director to act within acceptable boundaries of prudence and ethics. All Board authority delegated to staff is delegated through the Executive Director.

- a. **The Executive Director is authorized to establish all further policies, make all decisions, take all actions and develop all activities which are true to the board's policies.** The board may, by extending its policies, undelegate areas of the Executive Director's authority, but will respect the Executive Director's choices in all other cases. This does not prevent the board from obtaining information about activities in the delegated areas.
- b. **No individual Board member, officer, or committee has authority over the Executive Director.** Information may be requested by individuals but if such request, in the Executive Director's judgment, requires a material amount of staff time, it may be refused. Only the full board can require reports from the Executive Director.
- c. **The Executive Director may not perform, allow or cause to be performed any act which is contrary to explicit board constraints** (see Executive Director Limitations policies).
- d. **Should the Executive Director deem it necessary to violate board policy,** the Executive Director shall inform an officer of the board. Informing is simply to guarantee no violation may be intentionally kept from the board, not to request approval. Officer response, either approving or disapproving, does not exempt the Executive Director from subsequent board judgment of the action nor does it impede any Executive Director decision.

##### II. Job of the Executive Director

As the Board's link to American Association of Woodturners operations, the Executive Director is accountable for all organizational performance and exercises all authority delegated by the Board. Executive Director performance will be considered to be synonymous with organizational performance. Consequently, the Board will evaluate the Executive Director's job performance in two areas:

- a. **Organizational accomplishment of the Strategic Plan and Annual Goals.**
- b. **Organization operation within the boundaries of prudence and ethics** established in Board policies on Executive Limitations.
- c. **The Executive Director shall normally receive copies of all communications** distributed to the full board.

### III. Monitoring Executive Director Performance

Monitoring Executive Director performance is synonymous with monitoring organizational performance against board policies on Strategic Plan and Annual Goals and on Executive Limitations. Monitoring will be as automatic as possible, using a minimum of board time so that meetings can be used to create the future rather than review the past.

The purpose of monitoring is to determine the degree to which board policies are being fulfilled. A given policy may be monitored in one or more of three ways:

- a. **Executive Director Report:** Disclosure by the Executive Director to the Board.
- b. **Board Member (S) Inspection:** Discovery by the Board or a board-designated board member or committee, including inspection of documents, activities, or circumstances.
- c. **External Audit/Report:** Discovery by a disinterested, external auditor, inspector or judge who is selected by and reports directly to the Board. Such reports must assess Executive Director performance only against board policies, unless the Board identifies other standards.

The Board can decide to monitor any policy by any method at any time. However, the Board designates the following monitoring schedule for Strategic Plan and Annual Goals and Executive Limitations policies.

- a. **Monthly Reports:** Financial and operations condition, asset protection, staff treatment, financial planning.
- b. **Annual reports:** All Strategic Plan and Annual Goals, compensation and benefits, communication and counsel, asset protection, financial condition.

### IV. Communication and Counsel to the Board

With respect to providing information and counsel to the Board, the Executive Director may not cause or allow the Board to be uniformed or misinformed. Accordingly, the Executive Director may not:

- a. **Let the Board be unaware of relevant Strategic Plan and Annual Goals**, public events of American Association of Woodturners, and any changes in the assumptions upon which any Board policy has been established.
- b. Fail to submit the monitoring data required by the Board policy **Monitoring Executive Director Performance in a timely, accurate and understandable fashion, directly addressing provision of the Board policies.**
- c. Fail to gather as many staff and external points of view, **issues and options as requested by the Board.**
- d. **Present information in unnecessarily complex or lengthy form.**

### V. Communication to the Community

With respect to providing information to the community, the Executive Director may not cause or allow the Board's position to be misinterpreted or deviated.

Accordingly, the Executive Director may not speak on issues that are not pertinent to the field, unless otherwise given approval by the Board.

This deals with the issue that an Executive Director can have a great deal of visibility in the community and that sometimes the position is accessed by the media or press to discuss issues which have little or no connection to the mission of the organization.

#### VI. Governance Process

- a. **Directors may not exercise individual authority** over American Association of Woodturners except as explicitly set forth in board policies.
- b. **Directors' interaction with the Executive Director or with staff** must recognize that only the Board acting as a whole can govern and give direction to the Executive Director.
- c. **Directors' interaction with the public**, press or other entities must recognize the role of the Board-designated spokesperson. Accordingly, they may not speak on issues that are not pertinent to AAW or allow the Board's position to be misinterpreted or deviated.
- d. **Directors will monitor and evaluate the Executive Director or staff performance** consistent with explicit board policies.

### 5. Board Member Elections and Meetings

#### A. Board Meetings

- I. **Timing and Location:** The Board will usually hold three scheduled face-to-face meetings each year, one typically in the winter in the city of the next upcoming symposium, another in summer in conjunction with the National Symposium, and a fall meeting at a location to be determined by the Board. Additional face to face, online or teleconference meetings may be called at the discretion of the President or a majority of the Board. Where circumstances prevent face to face meetings tele/video conferences will be an acceptable substitute.
- II. **Schedule:** Board meeting dates and times are arranged cooperatively by the President and the Executive Director, and notice is given to Directors, Conference Coordinators and the Editor, at least 30 days in advance when possible.
- III. **Agenda Items: Board meeting agenda items and committee reports shall be submitted to the President or the Executive Director no later than one week prior to a scheduled meeting.** The written agenda shall be sent to each Director, the Executive Director, the Conference Coordinator, and the Editor at least (5) business days prior to a meeting. When possible, staff and committee reports shall be prepared prior to the scheduled meeting and sent out prior to the meeting so that directors may study the reports.
- IV. **Notice and Consent: If any action is envisaged or proposed which could possibly be detrimental to** the best interests of the AAW, the Board and Executive Director should be notified of it, the matter discussed at a meeting of the Board, and the consent of the Board obtained prior to taking such action.
- V. **Motions:** Only a Director may make a motion in a Board Meeting.
- VI. **Voting:** If a director is the subject of a vote, that director will abstain from that vote.

**B. Board Annual Proforma Agenda Calendar<sup>1</sup>****January**

- Face-to-face Board meeting in symposium host city.
- Review of prior year preliminary financial results.
- Executive Director Presentation of annual business plan.
- Revisit AAW Strategic Plan & Priorities.
- Board/staff schedule for attendance at regional symposiums.
- Review of AAW Policy Manual for updates.
- Board approval of invited demonstrators for the symposium 18 months out.
- Annual Endowment Report discussion.

**February**

- Discussion of Board nominee call for entries announcement.
- Discussion of EOG notification to applicants, March 1<sup>st</sup>.
- Discussion of POP Fellowship Grant call for entries, March 1<sup>st</sup>.

**March**

- Discussion of POP Merit Awards.

**April**

- Discussion of Board member applicants for next year's election due May 1.

**May**

- Nominating Committee selection of final six nominees for board.
- Board approval of prior year 990 forms.
- Board resolution for approval of annual charitable report to MN Attorney General.
- Annual Endowment distribution decision.

**June/July**

- Annual Symposium.
- Face-to-face Board meeting during symposium.
- Presentation of prior year audit and auditor's report.
- Exhibition Committee announces theme for following year juried show at symposium.
- Revisit AAW Strategic Plan & Priorities.
- Initial following year Honorary member nominations.
- Review of symposium financial performance
- Review of symposium feedback.

**August**

- Board Election Commences August 1 and ends August 31.

**September**

- Discussion of Juried Symposium exhibition plans.

**October**

- Budget packet for following year prepared by Executive Director for Board budget discussions.
- Selected demonstrator application deadline October 15<sup>th</sup>.

**November**

- Face-to-face Board meeting in Saint Paul.
- Honorary member approval.
- Invite newly elected directors beginning terms following year to meeting.
- Board selection of auditor for annual audit and tax returns.
- Election of Board officers for following year.
- Selection of Board of Advisors for following year.
- Selection of Board Committee assignments for following year.
- Annual review of insurance policies.
- Board budget discussions and review of annual dues.
- Revisit AAW Strategic Plan & Priorities.

**December**

- Formal approval of following year annual operating budget.

<sup>1</sup> **Recurring activities, not otherwise listed:**

- Board to approve financial reports each month.
- Executive Director to prepare monthly operations report.
- Finance Committee to meet approximately one week prior to monthly Board meeting.
- All other Committee reports due one week prior to Board meeting

**C. Board Voting Procedure**

- I. **Voting:** Unless a consensus is reached to the contrary, when a vote is called at a Board meeting each Director except the President shall audibly indicate an affirmation, rejection or abstention on the issue in question. If requested, the Secretary shall call the roll and record the vote of each Director in the minutes.
- II. **Presidential Role:** The President votes only when either: the vote is by ballot, in which case the president votes along with and at the same time as all other members, or the president's vote will change the result of the vote.

**D. Board Elections**

- I. **New Directors:** Newly elected Directors shall receive a package of orientation materials including the AAW Handbook which contains the Policies, Bylaws and committees of the AAW, copies of Board meeting minutes for the previous two years, Treasurer's reports, and any other material deemed relevant and helpful.
- II. **One Vote per Candidate:** Each AAW member casting a ballot in a Board election is permitted one vote only for each Board position to be filled. If a member casts more than one vote for a single candidate, only one vote for that candidate will be counted.
- III. **Procedure for election of Directors:** The board has two guiding principles on the election procedure for the board. First, the Executive Director shall not count the ballots. The person who is most affected by the outcome of the election cannot be the one to count

the ballots. Secondly, both paper ballots and electronic online voting shall be used for the board elections.

Board nominee statements shall be placed in the June or August issue of the Journal. The voting period will begin August 1<sup>st</sup> and end August 31<sup>st</sup>. All electronic ballots (and paper ballots, if requested) must be received by the office no later than midnight August 31. This will become effective in 2018.

Votes shall be collected and counted by either an independent auditing company or another non-profit. Individual AAW members are allowed to cast only one ballot. Only original ballots will be accepted. Ballots received without the member's name and membership number will not be counted. The electronic votes shall be sent to the office in a password protected file. The independent agency that will be counting the ballots shall have the password to the voting file. When members vote electronically, they can vote only once and cannot go back and change their vote. To prevent double voting, the office will work with the independent agency counting the ballots, to compare the list of members' names voting by paper ballot with those voting electronically. If the same member votes twice, the first ballot received will count and the second ballot discarded.

After the vote is completed the results shall be given to the AAW President and Executive Director. The Executive Director will see to it that the following information is printed in the Journal and posted and kept on the AAW website for at least a month:

The total number of votes cast and the names of the three candidates who received the most votes listed in alphabetical order. In a year when the board opts to appoint a board member (see Bylaws 5.03) the names of the two candidates receiving the highest number of votes and the appointed board member will be listed alphabetically. The individual vote counts received by each candidate will not be released. After the ballots are counted the Executive Director shall store the paper ballots and retain a file of the electronic voting at the AAW office for a period of at least one year.

- IV. **Ban on Campaigning:** Candidates for election to the Board of Directors are prohibited from campaigning for that office either orally or with printed materials. This should not, however, preclude a candidate from answering questions that would serve to clarify his/her position on any issue relevant to AAW. A copy of this prohibition shall be sent to each candidate upon his or her acceptance into candidacy.
- V. **Nominating Committee/ President:** The President of the Board is precluded from serving on the Nominating Committee. {Adopted by Board 4/28/2011}

## 6. General Policies

### A. Board of Advisors

Nominations to the Board of Advisors are made by AAW Directors only. No more than 20 persons

shall serve on the Board of Advisors. The term of service on the Board of Advisors is two years. Appointments to the Board of Advisors require a majority vote of the Directors. The Directors shall endeavor to appoint Advisors with expertise in fields necessary and beneficial to the mission of AAW such as law, finance, insurance, organization and publications.

Consultants to the Board. The Board of Directors shall, at its discretion, appoint a special category of advisors who have professional expertise in areas necessary and beneficial to the mission of AAW such as law, finance, insurance, public relations and communication. These advisors shall be designated "Consultants to the Board" and the Board shall draw upon their wisdom and experience when considering the best interests of AAW. The Consultants are not members of the Board of Advisors.

#### **B. Openness and Disclosure**

The AAW provides comprehensive and timely information to the public, the media, and all stakeholders and is responsive in a timely manner to reasonable requests for information. All information about the AAW will fully and honestly reflect the policies and practices of the organization. Basic informational data about the organization reviews and compilations and audited financial statements will be posted on the AAW website or otherwise made available to the public. All solicitation materials accurately represent the AAW's policies and practices and will reflect the dignity of program beneficiaries. All financial, organizational and program reports will be complete and accurate in all material respects.

In all matters regarding Conflict of Interest, the Board of Directors of the AAW is the final arbiter subject to the report of the Ethics Committee as set forth above.

#### **C. Policy for Treating For-Profit Businesses At Symposium**

Most of the for-profit businesses at the symposium will have a booth in the trade show. If a for-profit business wants to have an exhibition separate from the trade show, they may ask for that. The symposium planning chair and the Executive Director will have final say on providing this space. The general guideline is that if the business intends on selling art items in this exhibition, they need to pay for the space for the exhibition. The starting point for the price of the space would be the price of the same space in the trade show. If the space being requested is prime space, such as the Instant Gallery, a premium above the trade show may be applied. The planning chair and the Executive Director would have the authority to modify the fee to fit the exhibition's needs.

#### **D. Parliamentarian**

The Board may designate a Parliamentarian from among the Directors, the Executive Director, or the Editor. Board meetings will follow Robert's Rules of Order from the standpoint of maintaining an orderly meeting when maintaining order is necessary and only as a reference on all other matters. The Parliamentarian shall:

- a. **Maintain a working knowledge of Robert's Rules of Order** and be prepared to answer procedural inquiries during the course of Board meetings.

- b. **Function in the role of the Parliamentarian as a non-interventionist** and assist and support the President in maintaining order and adhering to time schedules as approved by the Board or membership.
- c. **Assist with the coordination of motions and resolutions** as required.

#### E. Privacy Policy

The American Association of Woodturners (AAW) will use any personal information provided by or about its membership for AAW business only. This includes names, addresses, phone numbers, and email addresses. Any use of this information will be limited to activities directly sponsored by or related to the American Association of Woodturners, including activities by officers of its chartered local chapters when directly related to authorized AAW business. Personal information will never be loaned, sold, or provided to any other party for any other purpose. This revised policy will be integrated into all appropriate documents. Use of information about, but not limited to, members, committee members or chapters listed in any AAW directory is restricted to personal by member for noncommercial use and shall not be assembled into an email list, mailing list or information list by anyone, doing so is an ethics violation.

#### F. Board Member Restrictions

To eliminate a perceived or actual conflict of interest, the following restrictions are placed on directors;

- a. **Demonstrating:** Directors may not demonstrate for any AAW symposium or AAW sponsored event during their tenure on the board and for one year after they have left the board.
- b. **Article Publication:** Directors may not write any articles for any of AAW's publications during their tenure on the board except for articles that are material to the operation of or improve the AAW during their tenure on the board. Directors will not receive compensation for these articles.

### 7. AAW Financial Management Policies and Procedures

- A. **General Purpose:** The purpose of these policies is to establish guidelines for developing financial goals and objectives, making financial decisions, reporting the financial status of the AAW, and managing the AAW's funds.
- B. **Financial Responsibilities:** It is the responsibility of the Board of Directors ("Board") to formulate financial policies and review operations and activities on a periodic basis. The Board delegates this oversight responsibility to the Treasurer of the Board and the Finance Committee of which the Treasurer is the Chair. This responsibility is shared through delegation with the

- C. **Executive Director:** The Executive Director. The Executive Director acts as the primary fiscal agent, implementing all financial policies and procedures. The Executive Director, with oversight of The Finance Committee is responsible for the coordination of the following: annual budget presentation and approving revenue and expenditure objectives in accordance with the Board approved long-term plans. The Executive Director with oversight by the Finance Committee has the day-to-day operations responsibility for managing AAW funds, ensuring the accuracy of the accounting records, internal controls, financial objectives and policies, financial statement preparation, and bank reconciliation review and approval.

The contracted AAW Accountant (“Accountant”) is directly supervised by the Executive Director and is responsible for the preparation of the Chart of Accounts, Reporting Formats, Accounts Payable Processing, Payroll input and Payroll processing, Cash Receipts input, Journal Entries for General Ledger, as well as Bank Reconciliations.

- D. **Finance Committee:** See Board Committees Section which defines the Finance Committee authority.
- E. **Budgeting Process:** The Executive Director and the Treasurer shall be responsible for presenting to the Finance Committee an annual operating budget draft in October prior to its submission to the Board during its October meeting. The Finance Committee shall review and approve the recommended fiscal year budget revenues, expenditures and cash flow, and submit it for approval to the Board. The budget shall contain revenues and expenses forecasted by month. A chart describing monthly cash flow shall be included. The annual budget requires approval by the full board.
- F. **Financial Statements:** The AAW’s financial statements shall be prepared on an accrual basis in accordance with Generally Accepted Accounting Principles (“GAAP”). The presentation of the Financial Statements shall follow the recommendation of the Financial Accounting Standards No. 117, “Financial Statements of Not-For-Profit Organizations” (SFAS No. 117). Under GAAP, net assets and revenues, expenses, gains, and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, the net assets of the AAW and changes shall be classified as unrestricted, temporarily restricted and permanently restricted. Separate from Unrestricted Funds, resources for various purposes are classified for accounting and maintained for each fund. Several funds are in place for this purpose including but not limited to: Endowment Fund, Restricted Funds, Cash Management Fund, Property and Equipment Fund, etc. The Executive Director shall prepare and present Monthly Financial Statements to the Finance Committee in a format approved by the Board. The statements shall be presented by the Treasury to the Board for review and approval.
- G. **Cash Reserves:** Pursuant to good practice and a conservative approach the AAW has set up a reserve of unrestricted assets to provide a financial cushion to help fend off unexpected adverse events in the future. The amount of these reserves has been set at one quarter of the annual operating expenses (3 months). The annual operating expenses are defined as the total expenses projected in the Detailed Line Item Budget Proposal prepared annually at budget time.

The level of the 3 months of operating expenses is a guideline the Board has adopted. This guideline will be reviewed by the Board at least annually.

To provide transparency to members of the Board and other interested parties, the level of reserves will be reported on a monthly basis on the Statement of Activities.

The Executive Director may establish a balanced fund market equity account for cash in excess of the Unrestricted Reserves. Examples of such securities include balanced funds of a respected investment company. Such investments may be proposed by the Executive Director or the Finance Committee and must be reviewed by the Finance Committee, sanctioned by the Board and implemented by the Executive Director.

- H. **Audit:** The AAW will have an audit of its financial statements annually, within 4 months of the end of each fiscal year. The audit shall be completed by a firm of Independent Certified Public Accountants. The Finance Committee shall recommend to the Board for approval the selection of a firm to perform the annual audit. The Executive Director and the Treasurer shall have direct responsibility in overseeing the implementation of the Annual Financial Audit.

In addition, the Finance Committee shall assist when necessary in the audit preparation and report the final results to the Board. A representative of the audit firm may be invited to attend the presentation to the Finance Committee and may be required to make a presentation to the Board. The Auditor shall prepare the federal Form 990 and Form 990-T, the Minnesota Form M4NP, and the Charitable Organization Annual Report filed with the Office of the Minnesota Attorney General. These reports shall be reviewed by the Executive Director and the Finance Committee before being presented to the Board for approval and authorization to submit to the respective government agencies.

- I. **Revenue and Income Procedures:** The Executive Director, in conjunction with the Treasurer, develops and proposes revenue goals and objectives and submits them to the Finance Committee prior to Board discussion and approval. All contributions shall be recorded in accordance with GAAP, with specific attention to standards FASB 116 and 117. Contributions are recorded as pledged or received in accordance with FASB 116, and must be credited to the appropriate revenue lines as presented in the annual budget and coded with the appropriate account number as designated in the AAW's Chart of Accounts.
- J. **Recording Receipts:** The following procedures for cash received through the mail or given to a staff person shall be in place:

- I. Mail should be opened by a staff person that is not involved in the accounting function.

All checks shall be endorsed with the AAW's official stamp by the nonaccounting person. This staff person records all checks and cash by date, name of company or individual, designation, and amount.

- II. After recording checks, or cash, they are forwarded to the accountant who records it for accounting purposes and fills out the deposit ticket. An individual deposit ticket shall be prepared with triplicate copies, bearing a different designation of each account. That record shall include date of deposit, name of sender, amount, and designation.
- III. The nonaccounting person's total receipts are matched to the accountant's total to verify accuracy.
- IV. A copy of the bank deposit slip is retained in chronological order with copies of the deposited checks.
- V. All cash and checks shall be deposited the same business day if possible, and no later than the next business day into the AAW's Bank Account.
- VI. The same procedures followed for cash receipts shall be followed when monies are received by employees as contributions for special events. Gifts received electronically, such as stock transfers or on-line contributions should be properly recorded by a staff person and by the Accountant. Transactions should be periodically rechecked by the Executive Director.
- VII. The Accountant shall make the appropriate entries in the General Ledger books. The Accountant shall reconcile all logs of incoming cash/checks with the deposit slips, and with the record of receipts maintained by the nonaccounting staff person.

K. **Receipts to Donors:** The Executive Director shall ensure that all donors and contributors shall receive proper acknowledgement of their contributions in accordance with IRS Guidelines.

L. **Expenditures Procedures:** All expenditures shall be approved by the AAW's Executive Director. All expenditures shall be coded by general ledger account number using the AAW's Chart of Accounts. The Accountant maintains standard accounting records containing all aspects of the AAW's financial operations. They include but are not limited to a general ledger, a check register, and a payroll register. Invoices shall be approved by the Executive Director. Following the review and approval, check payment vouchers shall be prepared and the invoices shall be distributed to the AAW's Accountant for check payment preparation. Upon payment of a bill, a copy of the check or duplicate of stub shall be stapled onto the bill and payment date and check number shall be printed on the invoice. The paid invoices shall be filed alphabetically according to company/individual name and shall be kept on a fiscal year basis on file.

M. **Signature Policy:** The Executive Director shall unless otherwise decided by the Board, sign all checks, drafts, or orders for payment of money, contracts, and commitments for services issued in the name of the AAW. In the absence of the Executive Director, the signature of the Treasurer or the President must be obtained. The Executive Director must sign the Form 990, 990-T, and M4NP tax returns. The Treasurer and AAW Board President must sign the Minnesota Charitable Organization Annual Report.

**N. Compensation and Payroll:** Payroll is executed periodically. Paychecks or direct deposits will be provided to each employee. Monthly payroll expenses shall be verified by the accountant against payroll reports and direct deposit reports and reconciled with checking account reports. The compensation of the Executive Director shall be determined by the Board, and the Executive Director's compensation is based on a board-approved process that considers comparable data and Executive Director performance. The salaries of all other employees shall be determined by the Executive Director. Compensation ranges for all staff positions shall be approved by the Executive Director.

**O. Local Travel and Expense Reimbursements:** Employees must abide by the AAW's Travel and Expense policy. Travel and expense reports for mileage, meals, hotel, supplies, etc., will be maintained by each employee and then submitted to the Executive Director for approval and payment on a regular basis by the Accountant.

Mileage to and from the employee's residence to the place of work will not be paid by the AAW. Reimbursements will be based on the travel rate established by the Executive Director and the Treasurer and approved through the budgeting process. Travel reimbursement shall not be above IRS Guidelines. All parking and other expenditure receipts must be attached to the expense voucher as a condition for payment.

**P. Credit Card Expenditures:** Corporate credit cards will be issued to AAW staff, only with approval of the Executive Director. The Executive Director will be responsible for assigning any credit limit thresholds for individual employees.

I. Credit cards will only be used for business purposes. Personal purchases of any type are not allowed.

II. The following purchases are not allowed:

- 1) Alcoholic beverages/tobacco products
- 2) Personal items or loans
- 3) Any other items deemed inconsistent with the values of the AAW.

III. Cash advances on credit cards are not allowed without written permission from the Executive Director.

IV. Cardholders will be required to sign an agreement indicating they accept these terms. Individuals who do not adhere to these policies and procedures risk revocation of their credit card privileges and/or disciplinary action.

**Q. Credit Card Procedures**

I. The Executive Director is responsible for determining whether there is a business need to issue a card.

- II. Detailed receipts must be retained and attached to the credit card statements. In the case of meals and entertainment, each receipt must include the restaurant bill and a brief description of the business purpose of the purchase.
- III. Monthly statements, with attached detailed receipts, must be submitted to the Executive Director within ten days of receipt of the statement to enable timely payment of amounts due.
- IV. All monthly statements submitted for payment must include the initials of the cardholder and the signature of the Executive Director.
- V. All monthly statements submitted for payment must have the appropriate AAW general ledger code category assigned to each line-item expense.
- VI. Effective internal controls are essential and required at every level. With the exception of the Executive Director, the same employee is not permitted to be a cardholder and the approver for the same card. The Executive Director retains approval authority for his/her own card expenses but shall submit a monthly report to the Treasurer documenting all credit card transactions made under that authority.

R. **Purchasing:** The Board delegates all purchasing authority to execute the procurement of goods and services of the approved annual budget to the Executive Director. In addition, the Executive Director shall be delegated discretionary purchasing authority up to a limit not to exceed the total of the contingency expense account approved in the annual budget. Any discretionary purchases that exceed in aggregate the contingency expense account require prior review by the Finance Committee and approval by the Board. Any contracts for purchases in excess of \$50,000.00 over the life of the contract, including any contractual commitments with exposures exceeding \$50,000.00, the major contracts related to the annual symposium, the conference coordinator and the Journal require review by the Contracts Committee and Board approval.

Any expenditure in excess of an amount of \$10,000.00 for the purchase of a single item should be procured through a competitive process, obtaining bids or proposals from at least three (3) suppliers if possible. Purchases of less than the amount indicated above without a competitive process may be made at the discretion of the Executive Director. However, for fixed assets, reasonable diligence should be exercised to comparatively shop for available sources. The Finance Committee shall be responsible for reviewing and making recommendations to approve all expenditures requested by the AAW Board or a board member(s) that have not been included in the annual budget Except for purchases falling under the Executive Directors contingency authority.

The Executive Director shall not award purchases or other contracts to family members or close associates (or organizations associated with family members or close associates), without prior

approval of the board of directors. See also Section E10, Conflict of Interest.

**S. Leases and Other Contractual Agreements:** The AAW conducts a major part of its operations from a leased facility. Leases and other contractual agreements are negotiated by the Executive Director. New leases in excess of an amount determined by the Board require the review of the Finance Committee and the approval of the Board. The Executive Director is authorized to develop and enter into contractual agreements with vendors, bankers, and third parties for the purpose of ensuring the AAW's general operations. The Finance Committee shall review such agreements and make recommendations when necessary.

**T. Notes, Loans, Etc.:**

All notes, loans and other indebtedness to be contracted in the name of the AAW (except open accounts and all other routine banking transactions), shall require the signature of the Executive Director, unless otherwise specified by the Board or established in the present management policies and procedures. All indebtedness must be approved by the Board.

**U. Deeds, Conveyances, Etc.:** The Executive Director and the Treasurer shall execute all Deeds, Conveyances, Mortgages, Leases, Contracts and other instruments in the name of the AAW.

**V. Bank Accounts and Investment Accounts:** The Executive Director shall maintain and oversee Bank and Investment accounts and ensure the AAW's day-to-day financial operations. Several accounts may be maintained by the AAW as follows:

- I. Checking Account
- II. Money Market Account
- III. Certificates of Deposit
- IV. Brokerage Account

These accounts may be changed as the AAW's financial conditions and requirements change.

**W. Checking Account:** All checks, cash, money orders, and credit card deposits, are reviewed by the Accountant and deposited in the appropriate Accounts. Fund raising events, foundations and corporate donations and miscellaneous contributions, shall be deposited into the accounts. Monies shall be transferred from the Checking account into other accounts to earn interest on temporarily available excess funds. Checks are written weekly to meet obligations, or ongoing operational expenditures.

**X. Brokerage Account:** The Brokerage Account has a couple of intended functions. For one, it can be used to purchase brokered CD's that are available through a stockbroker (Vanguard). The second purpose is to allow donors to the AAW to contribute stock or other securities through the brokerage account. This type of donation is advantageous from an individual's tax point of view.

**Y. Bank Reconciliations:** Bank reconciliations shall be completed monthly by the Accountant and cross-referenced with the cash and receipts logs and the monthly Financial Statements. The Financial Statements shall be compiled by the Executive Director and presented to the Finance Committee. All Bank Statements, Credit Card Statements will be reconciled every month by the Accountant, and records will be kept as part of the accounting records.

**Z. Cash and Cash Equivalents:** Cash and cash equivalents include all cash balances and highly liquid investments with a maturity of six months or less. The AAW places its temporary cash investments with highly rated financial institutions that are FDIC insured. The Executive Director and Treasurer shall closely monitor the balances of all accounts. In addition to the best return, the goal is to diversify the investment in a manner to obtain FDIC insurance for all deposits.

**AA. Petty Cash:** A petty cash fund provides a systematic method for paying and recording out-of-pocket cash payments too small to be made by check. The AAW shall maintain a petty cash fund that is replenished as needed.

The Executive Director shall maintain control of, and responsibility for, payments disbursed from the Petty Cash fund; however, amounts should not exceed an amount determined by the Board for each transaction. A balance of \$500 shall be maintained.

**BB. Investments Reports and Investments Policy:** Investments shall be reported with the monthly financial statements at cost or market value.

The Executive Director and Treasurer, with oversight of the Finance Committee, shall review and determine the general investment strategy for all funds.

The philosophy of the AAW's short-term investments is safety of principal and liquidity. Acceptable investments shall be: Certificates of Deposit (CDs) of FDIC protected Banks; Domestic Corporation Commercial Paper rated A1 and all short-term Securities of the U.S. Government.

Investments of longer duration shall be made through a reputable Financial Institution and shall be invested in funds that follow a conservative investment policy as recommended by the Finance Committee and approved by the Board.

**CC. Endowment Funds:** See Endowment Trust Policies

**DD. Insurance:** Reasonable and adequate coverage will be maintained to protect the AAW's interests as well as the Board and the AAW's employees. The following insurance policies shall be kept on a yearly basis:

- I. Commercial General Liability Insurance Policy including property and property of others
- II. Umbrella General Liability Insurance Policy
- III. Non-Profit Organization Directors and Officers Liability
- IV. Workers Compensation – Minnesota Assigned Risk Plan
- V. AAW Symposium Event Cancellation insurance

As a service to membership and affiliated chapters, AAW has arranged a selection of policies through Michael S. George, an independent agency. Policies available include;

- I. General Liability Insurance (Individuals and Chapters)
- II. Professional Business Insurance
- III. Directors and Officers Insurance

AAW assumes no responsibility, nor any financial interest in the establishment of these optional insurance offerings. Updated information about these programs will be maintained in the chapters and members section of the AAW website. Insurance Policies shall be carefully reviewed by the Executive Director and Chair of the Insurance Advisory Committee, and a report listing all policies and insurance limits shall be presented to the board in November each year.

EE. **AAW Grants:** It is the Board's responsibility during the annual budget process to establish the amount of grant funding to authorize from existing temporarily restricted funds including Educational Opportunity Grant ("EOG") disbursements, Women in Turning ("WIT") disbursements, and Professional Opportunity Program ("POP"). The Board delegates responsibility for recommending individual grant awards to the AAW Grant Committee. These programs are temporarily restricted balance sheet accounts dedicated primarily to serve specific educational purposes as determined by the Board of Directors. These are not endowment funds, therefore they allow, at the Board's discretion, the use of both interest and principal, if necessary, to provide money for educational grants. See Section Governance which provides an exhaustive treatment of the AAW grant disbursement process and procedures.

FF. **Property and Equipment:** Property and equipment shall be stated at historical cost. Depreciation is computed over the estimated useful lives of the assets using the straight-line method. A Depreciation schedule shall be prepared and maintained by the Executive Director on an annual basis, taking into consideration the annual equipment inventory.

GG. **Equipment Installation:** Purchase, installation and maintenance of telephone equipment, telephone lines, office equipment, computer equipment, etc. shall be approved by the Executive Director. Staff Members shall be responsible for receiving and supervising the installation of equipment scheduled for their facility or working area, and for maintaining and protecting the equipment installed in their offices.

HH. **Donated Materials and Services:** Volunteers donate time to the AAW's Program services on an on-going basis. Other volunteers contribute time and services for Administrative or fundraising activities. Such contributed services are generally not reflected in the AAW's financial statements since there is no objective way of assessing their value. Donated materials and equipment shall be reflected in the Financial Statements at their estimated values measured on the date of receipt.

- II. **Confidentiality and Records Security:** Financial records are restricted materials with limited access. Only the Treasurer and Accountant (or others so authorized) shall have access to financial records (vendor files, checks, journals, payroll, etc.).
- JJ. **Document Retention:** Financial documents are retained for a period of time in keeping with State law and the recommendations of the IRS.
- KK. **Tax Reporting:** The AAW is exempt from federal income taxes under Section 501 (c) (3) of the Internal Revenue Code as amended. Accordingly, no provisions for income taxes shall be reflected in the financial statements.

## **8. Endowment Trust Policies**

The AAW has two endowment funds namely:

**AAW Memorial Endowment Trust**

**AAW Daphne Osolnik Memorial Endowment Trust**

### **A. General**

Both of these trusts were created in 2007 and they are designed to run in perpetuity. Their purpose is to nurture, preserve and further woodturning through education and cultivating public interest. The actual trust agreements dated July 25th, 2007 contain the specific language that governs the investment, administration and governance of these trusts. A copy of the trust agreements can be provided upon request.

The trust funds are invested in two accounts at the Vanguard Group. A Brokerage account has been established in 2012 that is linked to the trust accounts. This arrangement makes it easy to transfer funds in and out of the investment accounts.

The trust affairs are administered by 3 trustees who are appointed by the Board of directors of the AAW. The trustees are empowered to take all necessary actions to further the intended purpose of the endowments. The trust agreements detail all of responsibilities, authorities and powers of the trustees as to how the trusts are to be governed. They also establish the current investment guidelines which are based on a portfolio design by a Yale Professor, designed to yield superior financial performance over the long run. The “investment guidelines” as outlined in section 8 of the trust agreements are quoted verbatim hereafter: Open quote:

### **B. Investment Guidelines**

*“The investment portfolio shall be managed on a “prudent investor rule”, as opposed to the “prudent man rule” which implies a more conservative approach.*

*Diversification, rather than concentration, shall be emphasized in managing the investment portfolio. Primary emphasis should be placed on mutual funds that primarily invest in domestic and foreign companies that meet the investment criteria.*

*Securities which are received as gifts and are deemed investment-worthy may be retained in that form and factored into the portfolio mix or may be liquidated and reinvested in other investments. Selection of mutual funds should be based on a history of proven performance as compared to the corresponding market index with an emphasis in Index funds. The following is considered to be a desired asset allocation:*

*\* **Domestic Equity (30 percent):** Refers to stocks in U.S. based companies listed on U.S. exchanges.*

*\* **Emerging Market Equity (5 percent):** Refers to stocks listed on major emerging markets around the world, such as Brazil, Russia, India and China.*

*\* **Foreign Developed Equity (15 percent):** Refers to stocks listed on major foreign markets in developed countries, such as the United Kingdom, Germany, France and Japan.*

*\* **Real Estate Investment Trust (20 percent):** Refers to stocks of companies that invest directly in real estate through ownership of property.*

*\* **US Treasury Notes and Bonds (15 percent):** These are fixed-interest U.S. government debt securities that mature in more than one year. Notes and bonds pay interest semi-annually. The income is only taxed at the federal level.*

*\* **US Treasury Inflation-Protection Securities, or TIPS (15 percent):** These are special types of Treasury notes that offer protection from inflation, as measured by the Consumer Price Index. They pay interest every six months and the principal when the security matures.” Close quote.*

The investment allocations are identical for each of the two endowments, however each is treated as a separate account by Vanguard.

### C. Rebalancing Procedure

Since the inception of these two trusts, the portfolios have been invested in accordance with the above guidelines. The trustees have and will continue to monitor the asset allocation targets established above for each fund and rebalance each of the portfolios about every two to 3 months, to re-establish the desired percentages of each asset class.

Cash balances required to be transferred to the AAW will be established at rebalancing points as outlined below in these policies.

### D. Reporting requirements

As required by the trust agreements, the trustees will provide the AAW board with an annual report that outlines the performance of the trust during the year just passed and recommends

an amount of earnings to be withdrawn in the following year for the purpose of funding the trusts educational mission. The trustees will transfer the designated funds to the account of the AAW upon request. Such transfer should take place close to a re-balance date to allow the trustees to have sufficient cash available on the transfer date.

#### **E. Charitable Distributions from these Trusts**

In accordance with the trust language, the property of these trusts is exclusively devoted to charitable and tax-exempt purposes. The trusts must adhere to the following rules at all times in order to preserve their tax exempt status: (1) no inurement of benefits to any individual, except for tax exempt scholarship and grants to individuals made pursuant to Section 501(c)(3) and corresponding regulations. (2) no substantial part of activities carrying on propaganda or otherwise attempting to influence legislation, and (3) no participation in any political campaign on behalf of any candidate for public office.

The trustees may make distributions for educational purposes without regard to the place of residence of the recipient as long as the tax-exempt charitable and educational goals of the trust are adhered to.

#### **F. New Donations**

New donations to the trust accounts can be made by individuals if so desired by providing securities or cash to the brokerage account from where the funds the can be transferred to the endowments.

#### **G. Subordination of these Policies**

The above policies are a short extract of the rules and requirements of the trust agreements. For any clarification, the agreements should be consulted.

### **9. AAW Fundraising Programs**

**A. The AAW Board established the Fundraising Committee** in January 2011. Principal functions of the committee include:

- I. Identify prospective supporters of the AAW through the Board's diverse connections.
- II. Establish connections with foundations, government programs, nonprofit organizations, and other funding sources to secure financial grants to support AAW initiatives.
- III. Seek out individual contributors who may wish to set aside part of their estates for the benefit of the AAW.
- IV. Assist the executive director and staff with writing and editing of funding proposals.
- V. Establish relationships with such organizations as Collectors of Wood Art, state and local art societies, museums and galleries, the National Endowment for the Arts to ascertain

interest in funding AAW activities.

VI. Identifying and developing ideas, strategies, plans, programs, advertisements, campaigns, tactics and themes for “drives” in order to encourage the entire AAW membership to make a small contribution, in addition to strategies that go after the larger amounts. In the summer of 2013, the Board of Directors made a decision to research and implement the fund-raising program for AAW. There has been a tradition of donating works of turned art to the AAW Live auction and the POP auction. Both of these programs benefit specific AAW programs. There has not been a tradition of donating funds or other assets to AAW. The fundraising program will require a change of culture within AAW and is designed to bring assets to AAW’s general fund and the Endowment Trust funds. Currently there are three programs in process of being put into place.

**B. The general fund-raising program.** The fundraising committee working with the Executive Director will set goals for the year. The fund-raising year will follow the annual budget year. A chart will appear in the Journal explaining the goal and showing a chart of how far we have to go to reach the goal. The April Journal will carry a list of all the donors from the previous year. The symposium handbook will carry a list of donors from the preceding 12 months. The office will develop a brochure outlining the fundraising program.

The office will send out letters twice a year to members, one in early December and one in early April. This letter will also be published in the December and April Issue of the Journal. An email request will be sent to all members. A written letter will be sent to all members who have donated previously. The chair or members of the fundraising committee will reach out to leading members of AAW in person. The committee will also coordinate reaching out to collectors and others who have an interest in AAW and woodturning. The committee can offer donors “naming rights” to specific AAW activities. This would include names on demonstration rooms, the Exhibitions room, the Instant Gallery and the AAW Live auction. Naming rights to the Gallery in St Paul will be up to the Executive Director. The Executive Director can designate other “rewards” for donors. The office will maintain a chart of past donations by year including name, address, date, amount and if applicable any special conditions or use of the donation. It will be updated as donations are received. The office is responsible for sending out 501.c.3 letters promptly to the donors. The committee members will acknowledge large donations by personal note.

The office will add a line to the printed and the online membership application that allows a member to make an additional donation to AAW programs by checking a box or filling in a line. The contracts for the authors of articles in Journals will be given the option of donating all or part of their fee back to AAW.

**C. AAW Donation procedure for stocks, bonds, or mutual funds**

This policy is designed to guide an individual donor in gifting their stocks, bonds, or mutual funds to the AAW.

If under the present tax law, a donor gives the actual shares of stocks, bonds or mutual funds to the AAW (A 501 c 3 charitable organization), the built-up capital gains are forever forgiven so that the donor never has to pay capital gains taxes on the donated shares. The donor gets to claim as a charitable deduction, the fair market value of the stocks, bonds, or mutual fund shares that are donated, as of the date of the donation. Not from the value that the donor may have paid for the shares.

When a donor contacts the AAW office wanting to make a donation of stock, bonds, or mutual fund shares, they should tell their broker or present holder of the shares to transfer the actual shares in kind (do not sell and then transfer money) to:

Vanguard Brokerage Services  
455 Devon Park Drive  
Wayne, PA 19087  
For the Account:  
American Association of Woodturners Account  
Brokerage Account 83969411  
DTC # 0062

When the shares have arrived in the account, notify the AAW Endowment Trustees so that they can liquidate the shares to cash, and direct them to either electronically transfer the funds to the Bremer bank account for the general treasury or invest it in the AAW Memorial Endowment.

Under law, the AAW is required to issue a letter receipt under our letterhead for any donations valued \$250.00 or more. For stocks, bonds or mutual funds, the donor determines the value of the shares on the date of donation. That is why the following sample letter has a place to enter the date of donation.

**Sample letter:**

*On behalf of the entire AAW Board it is an honor to express our deep appreciation to you for your extremely thoughtful donation to the American Association of Woodturners in \_\_\_\_\_. Your financial contribution to the AAW will directly support our efforts to improve and expand our services to AAW members.*

*In recognition of your generosity, you may use this letter to document your contribution. The American Association of Woodturners is a non-profit, 501(c)(3) charitable organization. Donors may deduct contributions as provided in the U.S. Tax Code. This letter confirms that you received no tangible items in return for your monetary donation therefore the full amount of your donation, \$\_\_\_\_\_ should be*

deductible for tax purposes for the \_\_\_\_\_ tax year.

The AAW Board and staff thank you for your continuing support of the important education and service programs being undertaken by the AAW.

Please retain the letter as proof of your charitable contribution.

#### D. Charitable Giving in your Estate Plan

##### Sample Letter:

*We all give to the AAW annually in one way or another. But making a gift in your Will is the final way we can help the AAW. Your Will goes into effect **after your death**. So, if you make a charitable bequest to the AAW in your will now, and if your circumstances change in the future, then you can always make any necessary changes in your will before your death. And you should know that leaving a gift to a charitable organization like the AAW does not mean you can't leave money to your family, too. You can do both.*

*Just as gifts to charity during your lifetime may result in a tax deduction, the gifts made by you after death in your Will may provide a deduction for your estate too. In general, a gift to the AAW, an organization which is recognized as tax exempt for educational purposes by the Internal Revenue Service under Internal Revenue Code 501 (c) (3), will be exempt from taxes. Please talk to your financial or legal advisor about the best way for you to leave your charitable bequest to the AAW. **Or, if you do not have a lawyer, and want to make a bequest to the AAW, call the AAW Executive Director, who can put you in contact with an attorney who works with the AAW, and who can discuss your situation with you and help you make a bequest to the AAW.** (Have Phil check with our lawyer to find out if this sentence is ethical or not. Since we say if you want to make a gift to the AAW, and then referring them to an attorney who works with the AAW, it should be ethical. Universities and nature conservation groups, etc., all refer people on the internet to their staff or counsel to make bequests.)*

*Some people bequest a specific dollar amount to the charity and some people give their estate's remaining assets to the charity after all other bequests to their family has been provided for. Some people give a percentage of their estate to the charity and some bequeath personal property such as a car or collectibles.*

*In general, you can make a gift so it can be used by the AAW in one of two ways. The first is to make your gift to the AAW to use "for its general purposes." That means the AAW can use your funds to help pay for all of the programs and services that the AAW provides to its members, such as the website, youth education, the Journal, EOG grants, etc. The funds from bequests made to the AAW "for its general purposes" can be used*

where they are needed most, and can help pay for many programs and projects. The second way is to make the gift to the AAW to use for a specific purpose, such as: “youth education” “the Journal” “EOG Grants” or whatever specific program(s) or service(s) you want your gift to support.

Here are some samples of charitable bequest language:

*General bequest language:*

*I give, devise, and bequeath to The American Association of Woodturners (AAW), a nonprofit corporation, organized and existing under the laws of Minnesota, located in Minneapolis, Minnesota, the sum of \$\_\_\_\_\_, (or the description of the specific asset) for the benefit of the AAW and for its general purposes.*

*General residuary bequest language:*

*I give, devise, and bequeath all the rest, residue, and remainder of my property, real, personal, or mixed, after all personal bequests have been made, to The American Association of Woodturners (AAW), a nonprofit corporation, organized and existing under the laws of Minnesota, located in Minneapolis, Minnesota, for the benefit of the AAW and for its general purposes.*

*Specific bequest language:*

*I give, devise, and bequeath to The American Association of Woodturners (AAW), a nonprofit corporation, organized and existing under the laws of Minnesota, located in Minneapolis, Minnesota, the sum of \$\_\_\_\_\_, (or the description of the specific asset) to be used for the following purpose: e.g., youth education. If at any time in the judgment of the AAW Board it is impossible or impracticable to carry out exactly the designated purpose, the Board shall determine an alternative purpose closest to the designated purpose.*

*Specific residuary bequest language:*

*I give, devise, and bequeath all the rest, residue, and remainder of my property, real, personal, or mixed; after all personal bequests have been made, to The American Association of Woodturners (AAW), a nonprofit corporation, organized and existing under the laws of Minnesota, located in Minneapolis, Minnesota, to be used for the following purpose: e.g., youth education. If at any time in the judgment of the AAW Board it is impossible or impracticable to carry out exactly the designated purpose, the Board shall determine an alternative purpose closest to the designated purpose.*

## 10. Board Committees

### **Board Committee Principles:**

The board may establish committees to help carry out its responsibilities. Committees will be used to support the Board in carrying out its job and must not interfere with delegation from the Board to the Executive Director.

- a) Board committees may not act for the board except when formally given such authority.
- b) Board committees are not to be created by the board to supervise or direct staff.
- c) Board Committees must be chaired by a Board Member.

### **Committee Authority:**

This is the authority the Board has assigned each committee. See the individual committee statements, below, for their descriptions of activities.

- a) **Bylaws and Policy:** The bylaws and policy committee is responsible for keeping the bylaws and policies current and developing new bylaws and policies as directed by the Board.
- b) **Contracts:** Reviews any contracts for purchases in excess of \$50,000.00 over the life of the contract, including any contractual commitments with exposures exceeding \$50,000.00. For example, the Journal, the major contracts related to the annual symposium and the conference coordinator require Board approval.
- c) **Executive:** The officers of the Corporation shall comprise the Executive Committee of the Board of Directors. The Executive Committee consists of the President, Vice President, Secretary and Treasurer. The President shall chair the Executive Committee and determine the issues relevant to its consideration.
- d) **Finance:** The Treasurer is chair of the Finance Committee. The finance committee is responsible for overseeing all financial and audit functions of the organization. The Finance committee will be responsible for reviewing all major contracts entered into by the AAW.
- e) **Nominating:** The nominating committee chair shall be appointed by the Board. The nominating committee is responsible for finding qualified members from the general membership to run for the Board and directors to for Board officer positions.

## **Board Governance and Business Operation Committee Statements and Procedures**

### **A. Bylaws and Policy Committee**

- I. **Purpose:** The bylaws and policy committee is responsible for keeping the bylaws and policies current and developing new bylaws and policies as directed by the Board.
- II. **Decisions and Recommendations:** This committee does not originate any policy.
- III. **Committee Size and Composition:** Bylaws and Policy Committee is chaired by a Board

member. This committee does not need many, if any, members beyond the Chair because there is a light workload. This is a document handling committee. All material changes to the documents are dictated by the Board.

IV. **Meeting Frequency and Schedule:** As needed.

V. **Budget:** No financial support needed.

VI. **Staff Support:** Staff archives all documents and/or posts them on the AAW website.

VII. **Special Requirements and Expectations:** All finalized documents are approved by the Board before they are archived or posted on the AAW website.

## B. Contracts Committee

- I. **Reviews any contracts for purchases in excess of \$50,000.00 over the life of the contract,** including any contractual commitments with exposures exceeding \$50,000.00. The Committee will review all major contracts related to the annual symposium, the conference coordinator and the Journal. Once the Committee has completed its process, they will make a recommendation to the Board for their required approval. Any contract regarding an individual will only be reviewed by Directors on the Contracts committee for confidentiality purposes. The reason for the committee's review is to make recommendations to the Board on the contract's ability to provide the services or products in an equitable way to both the AAW and the supplier and whether it accomplishes the association's needs.
- II. **Participates in the evaluation of terms, conditions, and legal provisions of any other prospective contracts** when consultation is requested by the Executive Director.

## C. Executive Committee

- I. **Purpose:** The Executive Committee generally has the power and authority of the AAW Board of Directors to be exercised between meetings of the Board or in emergencies. The Committee does not have power and authority:
  - a. **Specifically delegated to other Committees.**
  - b. **To take actions which may not by law be delegated by the Board to the Executive Committee.**
- II. **Decisions and Recommendations:** The Executive Committee will:
  - a. **Act on behalf of the Board when action is required,** and it is impractical to convene a quorum of the Board. It must report on any actions taken to the Board at its next regular meeting.
  - b. **Jointly meet with the Personnel Committee to annually review and discuss the AAW Executive Director's performance and compensation;** make a recommendation to the Board regarding any action that may be required.
  - c. **Assume management of the AAW during a crisis or disaster** when the existing staff leadership is unavailable.
- III. **Committee Composition:** Officers of the Board of Directors shall comprise the Executive Committee. The Executive Committee consists of the President, Vice President, Secretary and Treasurer. The President shall chair the Executive Committee and determine the issues relevant to its consideration.

- IV. **Election of Executive Committee Officers;** After the annual election of new directors each year, the current President in consultation with the then current nominating committee, will nominate the Officers for the following year's Executive Committee from the directors that will be serving on the Board in that following year. The nominees will be presented to the then current Board. At that time, any Board member may make a nomination of an individual for a particular office or an entire slate. If there is a competing candidate or competing slate, those who have been nominated will abstain from voting. A majority vote of the remaining directors will determine who will serve on the Executive committee for the following year.
- V. **Replacing a Member:** If for some reason a member of the Executive committee can or will not serve on that committee any longer during their term, the President will nominate a new Board member to serve in that position. Any Board member may also nominate a Board member to fill the vacant seat. Those who have been nominated will abstain from voting. A majority vote of the remaining directors will determine by majority vote who will serve on the Executive committee for the balance of the year for the vacated seat.
- VI. **Replacing the President:** In the case of the President not being able to continue his/her term, the Vice President will assume the office of President for the balance of the vacated term. The office of Vice President will remain empty until a new Board takes office.
- VII. **Meeting Frequency and Schedule:** The Executive Committee shall meet, as necessary.
- VIII. **Budget:** The Executive Committee has control over the AAW budget when it acts on behalf of the Board.
- IX. **Staff Support:** The Executive Committee will be supported by the AAW Executive Director.

## D. Finance Committee

The Committee has no direct decision-making authority on behalf of the board. The Committee shall meet as necessary and provide reports to the board on issues and recommendations as discussed at Committee meetings.

- I. **Purpose:** To manage the financial assets and budget of the association.
- II. **Committee Composition:** The Finance Committee is comprised of the Treasurer, one additional Board member, a senior AAW staff employee and one more non-non directors who have/ has financial expertise.
- III. **Decisions and Recommendations:** The Finance Committee will:
  - a. **Assist the Board and offer advice or consultation on investment matters** and execute such other duties as may be delegated by the Board.
  - b. **Whenever these policies assign specific tasks to the Committee,** the policies assume that the actual work will (or may) be performed by AAW's treasurer or other designated staff members, subject only to the Committee's overall supervision.
  - c. **review and make recommendations to the board for any expenditures requested** by the board or a board member(s) that have not been included in the approved annual budget.
  - d. **Establish parameters for AAW's finances and assets** by proposing board policies
  - e. **Monitor board policies with regard to finances and assets** including insuring compliance with regulatory and risk management issues
  - f. **Review and monitor AAW budgets**
  - g. **Make recommendations to the board on auditor and annual audit**
  - h. **Monitor all financial reports**

- i. **Propose appropriate directions for cash management and short and long term investments**
- j. **Review the annual IRS information returns** (IRS form 990 and related schedules) and recommend them for signature by the appropriate signors.

## E. Nominating Committee

- I. **Purpose:** The Nominating Committee is a standing committee responsible for:
  - a. **Accepting nominations for candidates** for the Board of Directors.
  - b. **Seeking out and encouraging qualified candidates** who would not otherwise run for the Board of Directors.
  - c. **Interviewing and reviewing all candidates** including any incumbents to:
    - 1) Ensure that all nominees are dedicated to providing education, information and organization to those interested in woodturning
    - 2) Be alert for candidates interested in a Board position solely for personal self- interest
    - 3) Select two candidates for each open position and provide them with guidelines
    - 4) Ensure candidates are willing to dedicate time to the position.
  - d. **Propose a slate of Executive Committee officers.**
- II. **Decisions and Recommendations:** The Nominating Committee will make candidate recommendations to the Board. At the November Board meeting, the Nominating Committee will recommend members of the Executive Committee for the upcoming year.
- III. **Committee Size and Composition:** The Board of Directors will appoint one current Board Member to be chair (any Director serving the third year of a first term is ineligible to serve on the Nominating Committee unless that Director is not seeking reelection), one former Director and one AAW member who has not previously served as Director and other members as deemed appropriate by the chair. The Nominating Committee should be comprised of individuals who have experience with the Board as well as represent different perspectives and geographic areas. All members serve a term of one year. The Nominating Committee chair may appoint additional members.
- IV. **Meeting Frequency and Schedule:** The Nominating Committee shall meet as determined throughout the year with several teleconference meetings in the Fall in preparation for officer and new member elections.
- V. **Budget:** There will be minimal costs that will be covered in the AAW budget.
- VI. **Staff Support:** The Nominating Committee will be supported by the Executive Director.
- VII. **Special Requirements and Expectations:** The Nominating Committee Chair is responsible for approaching existing directors and Officers to determine their interest in continuing to serve in their current capacities.

## 11. AAW Program Committees

### **Program Committees Principles**

The board may establish committees to help carry out its responsibilities. Committees will be used to support the board in carrying out its job and must not interfere with delegation from the board to the Executive Director.

- a) Program committees may not act for the board except when formally given such authority.
- b) Program committees are not to be created by the board to supervise or direct staff.
- c) Program committees may be chaired by a Board Member, or non-Board Member. In the case of a non-Board Member chair, a Board Member will be appointed as a Board Liaison to facilitate communication between the committee, and the Board.

### **Committee Authority:**

This is the authority the Board has assigned each committee. See the individual committee statements, below, for their descriptions of activities.

- a) **AAW Grants:** The AAW Grants committee is responsible for soliciting grant proposals and making funding recommendations to the Board for the AAW EOG, WIT and POP grant programs.
- b) **Communications and Publications:** This committee regularly reviews the performance of the AAW web site, electronic and print communications to help ensure communications meets the needs of members and non-member visitors. It is also the committee's responsible to support the individual editors as needed to help ensure that they have the resources to properly execute their plans for their publications.
- c) **Demonstrator Selection and Program Planning Committee:** This committee selects demonstrators and presenters for both virtual and physical AAW offerings. It develops a master program calendar.
- d) **Endowment Trust:** This committee is responsible for receiving gifts that will be invested to produce income for the purpose of supporting woodturning education. It is responsible for overseeing all memorial and endowment funds.
- e) **Ethics:** The President shall assign a Board member as liaison to the ethics committee. This Board member will form a committee from the membership. Current directors will not serve on the committee. The committee will review questions of ethics brought to its attention, review questions asked of it by the Board and make reports to the Board. See Bylaws section 5.13 (c).
- f) **Exhibitions:** The exhibitions committee is responsible for promoting woodturning through exhibitions, planning and producing AAW exhibitions and catalogs.
- g) **Fundraising:** The fundraising committee is responsible for helping the Executive Director to seek out and nurture external financial resources for the AAW's general budget and for special projects and initiatives.
- h) **Insurance Advisory:** This committee oversees all insurance programs covering the AAW and programs offered to its members.
- i) **Long Term Planning:** This committee is responsible for researching and planning future projects and initiatives.

- j) **Professional Outreach Program (POP):** This committee is responsible for promoting a greater understanding of the professionalism of contemporary woodturning and generating ideas, concepts and programs on woodturning subjects of a professional nature.
- k) **Safety:** This committee is responsible for identifying and bringing forward the best practices related to safety and making sure that all events and publications represent the best safety practices.
- l) **Symposium Planning:** The symposium planning committee is responsible for overseeing all aspects of the annual symposium and representation at regional symposium.
- m) **Turners Without Borders:** Turners Without Borders is the international outreach branch of AAW. Established in 2012, this committee is made up of AAW members particularly suited to defining and developing the group's activities
- n) **Women in Turning (WIT):** Committee dedicated to encouraging and assisting women in their pursuit of turning, to sharing ideas and processes to further members' skills and creativity, and to increasing participation of women in the field of woodturning.
- o) **Youth Program:** This committee is responsible for programs working with youth up to the age of 18. This committee will run the Youth Room at the annual symposium.

## AAW Program Committee Statements

### A. AAW Grants Committee

In the case of grants awarded for professional development, creative growth, and advancements in wood turned art, the committee will, when deemed of value, solicit advice and recommendations from the POP Committee.

- I. **Purpose:** The Grants Committee is committed to facilitating educational opportunities to expand and enrich the art and craft of woodturning for both professional and amateur enthusiasts. Through the awarding of grants, via monetary and equipment/tools, the committee strives to:
  - a. **Develop professional skills, creative growth, research, and inspiration** for new directions in turned wood art.
  - b. **Encourage and assist underrepresented populations** in the pursuit of woodturning and increase their participation in the field of woodturning.
  - c. **Facilitate sharing skills with chapters, community, schools, and others.**
  - d. **Create opportunities for woodturners** who would otherwise not be financially able.
- II. **Committee Size and Composition:** The committee shall be comprised of a Chair, and up to four committee members selected by the chair.
- III. **Staff Support:** The Grants Committee will be supported by:
  - a. **The AAW Office staff** where applications are received, cataloged and distributed to Committee members after each awards deadline.
  - b. **Establishment of a Grant Award database** to track AAW grant recipients by grant received, date, applicant name, individual recipient, organization, school, or chapter,

and their address.

- c. **The Editors of the American Woodturner and Woodturning Fundamentals** who will work with the Grants Committee to publish various award articles.
- d. **Staff to issue payment checks** as approved by the AAW Board as well as maintaining checking account records.

#### IV. Responsibilities:

- a. **Establish annual requests for proposals (RFPs)** pursuant to AAW's Mission.
- b. **Establish criteria to be used in the application and evaluation process for each RFP.**
- c. **Publicizing the availability of the grants** to the AAW membership (normally through notices in the summer and fall issues of American Woodturner; Woodturning Fundamentals; and through the AAW website.
- d. **Setting the timing for applications**, criteria for applications, and mechanism of grant applications.
- e. **Review and approval of the annual grant applications** (currently application deadline is December 31st of each year).
- f. **Notifying applicants regarding their application status** (currently in the second quarter).
- g. **Maintaining communications with the AAW office staff on all grant issues.**
- h. **Answering grant inquiries via letter, phone or e-mail.**
- i. **Maintaining records of all grant related correspondences.**
- j. **Assisting the American Woodturner and Woodturning Fundamentals editors** in the publication of "Grant Stories", i.e., success stories of interest to the AAW membership, etc.

### B. Communications and Publications Committee

The committee performs a quarterly review of the editorial calendar for American Woodturner and FUNdamentals. These will be high-level, strategic looks at the AAW's overall publishing program. As part of these reviews, the committee will assess how well the upcoming content of each publication fits with the program as well as with the publication's identity and purpose.

Support the individual editors as needed to help ensure that they have the resources to properly execute their plans for their publications.

Work with the Long-Term Planning Committee, the Executive Committee, the Finance Committee, the Executive Director, and the publication editors to ensure that all print-related Long Term Planning Committee initiatives can be launched with the necessary funding and staff.

Coordinate with the Long-Term Planning Committee and others to ensure that curriculum-based programs from the Long-Term Planning Committee integrate well with the AAW's overall publishing program.

Work with the editors and AAW staff to develop surveys to give the editors timely, quantitative

feedback on readership and members' interest levels.

### **C. Demonstrator Selection and Program Planning Committee:**

This committee selects demonstrators and presenters for both virtual and physical AAW offerings, with a focus on high standards of professionalism, presentation quality, diversity of content, and importance to the broad woodturning community. It develops a master program calendar and works closely with the Symposium Committee to provide demonstrators and presenters for the physical symposium. The AAW staff provides technical and logistical support, marketing, and coordination of these programs.

### **D. Endowment Trust Committee**

The AAW Memorial Endowment is a trust fund created by the AAW Board of Directors in the fall of 2007. The purpose of this memorial endowment is to receive gifts that will be broadly invested in a diversified portfolio so that the gifts will produce income for the purpose of supporting woodturning education on a perpetual basis forever.

### **E. Ethics Committee**

The Ethics Committee shall investigate alleged violations of the AAW Code of Ethics.

### **F. Exhibitions Committee**

- I. **Purpose Statement:** Through exhibitions, foster a wider understanding and appreciation of lathe-turned craft and art within the general public and the woodturning community, as well as showcasing the current level of the evolving field of lathe-turned work.
- II. **Overall Responsibilities:**
  - a. **Promote woodturning through curating of exhibitions,** plan and produce AAW exhibitions, typically an annual exhibit in conjunction with the annual symposium and other special exhibitions
  - b. **Plan and produce exhibition catalogs** if a catalog is decided upon
  - c. **Compile a permanent collection for AAW**
- III. **Annual Symposium Exhibition:**
  - a. **Develop exhibition title or theme** so candidates can make selection and work two to three years in advance
  - b. **Search for exhibition venues**
    - 1) Preferably two to three years in advance
    - 2) Use local members for contacts and research
    - 3) An exhibition running longer than symposium weekend is desirable – preferably three – six weeks in length
    - 4) Ensure adequate security, space, and supervision plus insurance
    - 5) Arrange sales agreement
  - c. **Announce exhibition in the Fall Journal and concurrently on the AAW website**
    - 1) Expound on theme and enumerate requirements

- 2) Develop and provide application (normally only digital images and applications accepted)
- d. **Provide information to the Communications Committee** for inclusion in their announcements section
- e. **Invited Artists**
  - 1) Determine who will be invited artists – approximately 20% - 25% of total pieces planned
  - 2) Prepare and send out invitations by October 1
  - 3) Follow-up with invitees to ensure acceptance and provide schedule for providing pictures and descriptive text
  - 4) Provide agreement, shipping information, and shipping date
- f. **Select/invite exhibit jurors**
  - 1) Three (an odd number) is a desirable jury
- g. **Obtain all juried applications** submitted to St. Paul
  - 1) Create spreadsheet with all pertinent information and descriptions.
  - 2) Create folder of all images
    - I. Copy images into folder
    - II. Change image file names to eliminate any maker ID
    - III. Copy all images on CDs
- h. **Send CD of images and spreadsheet with information**, without any maker ID, to jurors
- i. **Jurors select work from the CD images** based on theme conformity, craftsmanship, and aesthetic qualities
- j. **Respond to all applicants**
  - 4) Prepare Acceptance and Rejections letters
  - 5) Prepare contract
  - 6) Send contract and shipping info with Acceptance letter for all accepted pieces
  - 7) Send Rejection letter and note of appreciation for all pieces not accepted for the exhibition
- k. **Prepare contracts and send out with shipping info and schedule to invited artists**
- l. **Coordinate all elements with exhibit venues**
  - 1) Symposium venue
  - 2) Traveling venues
  - 3) AAW Gallery
- m. **Type up info sign/sheet for each exhibit piece** for pedestal or wall application
- n. **Work with the exhibiting host venue**, media and applicable publications to publicize the exhibit
- o. **Provide oversight, staffing, insurance and shipping arrangements as required**
- p. **Upon exhibit conclusion, arrange and oversee shipment** of work to next venue, buyers, and makers

#### IV. Exhibition Catālog:

- a. **Decide all specification parameters** (cover and page paper weight, number of pages, 4-color pages, binding, cover protection, run quantity, etc.)
- b. **Obtain price estimates** and assess performance and price of printers used previously as well as estimates received from new printers and make printer selection

- c. **Edit photographs** if necessary
- d. **When images are substandard**, contact photographer and obtain better photographs
- e. **Prepare artist statements and medium** from material provided by invited and juried makers
  - 1) Text will require editing for consistency, adequacy (clarity & brevity), completeness, unnecessary content, grammar and punctuation
  - 2) Follow up with artists as required
- f. **Design covers, layouts for all pages, and desired graphics**
- g. **Provide images to jurors** in required format.
- h. **Work with layout person or printer** as necessary to address day-to-day issues and questions
- i. **Review draft catalog** and make changes or corrections as necessary
- j. **Decide catalog sales price**

## G. Fundraising

## H. Insurance Advisory

## I. Long Term Planning Committee

- I. **ACCOUNTABILITIES:** This committee will function within the broad framework of accountabilities of all Board Committees. The committee will also serve to inform and advise the full AAW Board on the overall performance of the Implementation Plan.
- II. **MANDATE:** To provide support for the development and implementation of the Positioning Study Work Plan. This will involve:
  - a. **Sustaining the ongoing dialogue** with the full board and the Executive Director about the long range AAW vision and strategic objectives.
  - b. **Oversite advisory function which includes:**
    - 1) Critical review of a high-level project description (objective, approach, deliverables, key activities, timing, resources requirement) presented for each of the work plan projects presented as endorsed by the Executive Director, for Board approval.
    - 2) Aiding in identifying and recruiting the people best suited to carry out each project.
    - 3) Soliciting the participation of and coordination with other AAW committees where work plan implementation success requires intra-commitment involvement.
    - 4) Critical review and endorsement of project completion status reports and deliverables as they are submitted.
- III. **Input on identifying constituencies** and developing messaging for each project, as appropriate, to support the broader communications strategy.
- IV. **Reporting on progress to the Board and seeking advice and decisions where appropriate.**

In addition to being an active committee member, the Executive Director will retain all responsibilities and authorities as delegated by the Board, including signature authority for all contractual agreements

and finalizing the engagement of all resources assigned to each project by authorizing the appropriate project documents along with those involved in the project. As usual the Executive Director will be the sole person responsible for the management of AAW employees working of various projects.

## J. Professional Outreach Program – POP

### I. Mission Statement:

“The mission of the Professional Outreach Program is to promote a greater understanding of professionalism within the field of contemporary woodturning.” The Professional Outreach Program Committee operates under the auspices of the Board of Directors of the American Association of Woodturners.

### II. Purpose:

- a. **Encourage and assist members of the woodturning community** in the development of their professional skills.
- b. **Help advance and promote the woodturning field** as a legitimate medium of art.
- c. **Generate ideas, concepts and programs** on subjects of a professional nature to benefit the woodturning community.
- d. **Organize exhibitions.**
- e. **Conduct a variety of panel discussions** of relevant topics on professionalism at AAW symposiums.
- f. **Recognize individuals who have demonstrated high standards of professionalism throughout their careers.**

### III. Details of (POP) Professional Outreach Program

The POP (Professional Outreach Program) has been established to advance a greater understanding of the scope of professionalism within the field of woodturning. In part, the intent of the POP is to address the needs of the advanced turner and professional artist in addition to AAW's existing goals of educating the beginner and intermediate woodturners.

The POP Committee is an adjunct committee of the AAW and answers to the Board of Directors. The Committee is composed of individuals who represent a broad range of professional endeavors, including makers, educators and writers. The President of the Board of Directors selects the Chair of the POP Committee. This Chair then selects members of the POP Committee. The Committee tries to retain one member who is also on the Board of Directors, although someone on the Committee is selected to participate in Board meetings as a liaison to the AAW.

The POP presents up to eight (8) rotations each year at the AAW's annual symposiums through what is called the \*POP Forum\*. These rotations can be presented in many forms, including panel discussions, slide presentations, lectures, even an 'open' forum where the subjects discussed are introduced by the audience participants. No machines, methods or techniques are involved.

The POP gives biennial “Fellowship Grants” of various amounts to individuals who apply for ‘projects’ to encourage creative growth, research, or to provide inspiration for new directions in turned wood art. These awards are given on odd numbered years.

The POP gives annual “Merit Awards” to individuals selected by the Committee who have shown exceptional development in their careers as artists and whose artworks have directly influenced or had a significant impact on other artists within the field of woodturning as a whole. This award is distinct from the Lifetime Achievement Award given by the AAW, as it focuses on artistic excellence rather than on contributions to the AAW, per se. These awards are awarded annually.

In the past, the POP has provided an opportunity at the AAW’s annual conferences for one or two individual artists to participate as “Showcase Artists”. The showcase artists will have two rotations each. The intent of this program is to give these artists space to create work on site and in front of conference attendees, where they can discuss their methods and intent in producing their art. They are also provided display space in a gallery setting for their finished works. These artists are offered some reimbursement for their transportation and expenses, entrance to the conference (see Symposium Manual) and are asked to submit one finished piece to our annual auction. The continuation of this opportunity will be determined as circumstances permit.

The POP produces a ‘theme’ exhibition at every annual conference. that is presented in a gallery setting with proper pedestals and lighting. A color catalog is produced for each exhibition and offered for sale at the exhibition. Artists participating in this exhibition are selected by the members of the POP Committee and by recommendation from any other resources available. The pieces within this exhibition are offered to the public in a live auction during the symposium. The sale of these pieces provides the funding for all POP programs.

A member of the POP committee will serve on the symposium committee helping select demonstrators, refine room selection, etc.

The POP sponsors IGE (Instant Gallery Excellence) Awards given to selected participants of the instant gallery at the annual symposium.

#### **IV. AAW POP Committee Program and Panel Guidelines**

##### **a. Programs:**

##### **1) Panels**

- a) The POP Committee Chair in consultation with the Symposium Selection Committee will be responsible for development of a balanced program.
- b) The POP Committee is delegated responsibility for recommending panel topics for each Symposium. The panel topic deadline is listed in the Symposium Manual and all recommended panel topics, moderators and panelists will be submitted to the Symposium Selection Committee for review and as shown in the Symposium Manual. At least one POP Committee member shall serve on the Symposium Selection Committee.
- c) Moderator and panelist decisions will be finalized by the Symposium Selection

Committee according to schedule in Symposium Manual. If a panelist cancels their attendance 30 days or less prior to the symposium date they will not be replaced.

- d) Effective for the 2018 Symposium, POP Committee panels will be limited to up to eight in total per symposium.
- e) POP committee members do not receive any compensation for being on a panel as either a moderator or panelist.

## **2) Remuneration refer to Symposium Manual**

## **3) Auctions**

- a) The policy whereby 10% of net EOG auction proceeds are transferred into the POP restricted fund will be discontinued beginning with the 2018 Symposium.
- b) No changes will be made at present to the existing restricted-fund status of the annual POP auction proceeds.

## **4) Long Term Planning**

The POP Committee shall assign a representative to serve on the Long Term Planning Committee.

## **V. Income:**

The following revenue streams are dedicated to the AAW POP Temporarily Restricted Fund account:

- a. 100% of net income from the POP Exhibits.
- b. 100% of income from POP exhibit catalogues, posters, etc.
- c. Auction sales (50% of gross sales).
- d. Commissions from the POP merit awards exhibition(s) will be split 45% into unrestricted the AAW operating account and 55% to the artist and will not appear in the POP budget or restricted fund account.

## **VI. Expenses:**

POP is responsible for recommending an annual program expense budget by October 15 annually supporting planning programs and activities but the Board has final authority over it. These are POP's annual expenses:

- a. POP Exhibitions, coordinator, catalogs, posters, printing cost: 100% POP
- b. Shipping Costs: Shipping of exhibit to a venue or the symposium: 50% AAW 50% POP.
- c. Purchasers of pieces will pay for their own shipping.
- d. Signage for Emerging Artist and other POP programs: 100% POP
- e. Instant Gallery Award Ribbons and related items: 100% POP
- f. Merit Awards: 100% POP. (See demonstrator compensation Symposium Manual)
- g. POP Fellowship Grants: 100% POP.

- h. POP conference calls: 100% POP.
- i. Symposium Panelists Remuneration. (See demonstrator compensation Symposium Manual)
- j. POP Committee Member Exhibitions Eligibility:  
POP Committee members are eligible to participate in the annual exhibitions planned by and with oversight from the POP Committee. However, POP Committee members must donate 100% of all proceeds from the sale of their work to the AAW POP restricted fund account.

## VII. Professional Grants

To reward excellence for professionalism in woodturning the AAW will provide cash awards to either individuals or groups. The amount of this funding will be \$5,000 or 10% of the auction whichever is higher. The board has suggested three in the amounts of \$2,500, \$1,500 and \$1,000, or any amounts deemed appropriate by the Professional Outreach Program who will also determine the criteria. This Grant is awarded annually with a proposal deadline of April 15th. This granting program will be in addition to, and funded by, the existing grant program.

Note: The Board reserves to itself the right to subject any of the foregoing to change in the future as programs change.

## K. Safety committee

The safety committee ensures that all publications, printed or electronic meet AAW Safety Guidelines. It is the committee's responsibility to review all material that might exhibit or instruct a procedure that requires attention to safety.

- a. AAW general woodturning safety procedures can be found here;  
<https://www.woodturner.org/common/Uploaded%20files/Safety/20200730Safety%20is%20Your%20Responsibility%20replacement%20Final.pdf>
- b. Safety procedures when instructing on the lathe can be found here;  
<https://www.woodturner.org/common/Uploaded%20files/Safety/20200730Safety%20When%20Instructing.pdf> These procedures must be followed by all demonstrators that are demonstrating live or in published materials.

## L. Symposium Planning Committee

Responsible for all facets of the Symposium. See Symposium Manual for all Symposium operations.

## M. Turners without Borders Committee

Turners Without Borders is the international outreach branch of AAW. Established in 2012, the

TWB committee is made up of AAW members particularly suited to defining and developing the group's activities. AAW is already the largest international woodturning body in the world with members from over 135 countries, and the plan is to develop this relationship further by reaching out to the worldwide family of turners. We can learn from each other and help develop turning in countries where no turning communities exist.

## **N. Women in Turning Committee**

### **WIT's mission statement:**

Women in Turning (WIT) is dedicated to encouraging and assisting women in their pursuit of turning, to sharing ideas and processes to further members' skills and creativity, and to increasing participation of women in the field of woodturning.

WIT was founded in 2014 at the Phoenix symposium when a group of women gathered informally. Since that meeting, participation and membership have increased.

## **O. Youth Committee**

### **I. Young Turners Program**

The Turners Program is designed to encourage and aid local AAW chapters working with youth up to and including the age of 18. With more educational organizations cutting industrial arts programs such as woodshop, we want to see the development of youth programs and giving back to communities in which our chapters reside. Motivations to participate may include supplementing scholastic education, aiding development of well- rounded individuals, or simply the enjoyment of sharing with others. Whatever the reasoning, just remember: HAVE FUN AND BE SAFE!

### **II. Safety First**

Every instruction will begin with a safety lesson. Each participant will be provided a face shield. Make certain long hair, cords, jewelry, long sleeves and anything else that could provide a safety hazard are addressed and corrected. For a full list of safety tips, go to:

<https://www.woodturner.org/Woodturner/Resources/Information-/Safety/Woodturner/Resources/Safety-Materials/Safety.aspx?hkey=cdeaf206-8e2a-4b92-9efb-fd28922a10fe>

### **III. Program Materials**

The AAW Young Turners Program is web-based, allowing each chapter to access and print required materials as needed. Project outlines, certificates, and the AAW membership application are available in PDF format for download and printing. Chapters should be familiar with each project, using the outlines provided as guidelines and teaching aids.

### **IV. Young Turners Program is implemented in two phases**

- a. **Phase One:** involves either turning two tops or a honey dipper. Upon completing these projects, the young turners are eligible to receive their Woodturning Student

completion certificate. To continue into phase II, each chapter should invite the young turners to subsequent youth chapter events and consider providing them with a complimentary chapter membership.

- b. **Phase Two:** the young turners are required to turn four projects from a larger list (see below). At the completion of Phase Two, the young turner is eligible to receive their Woodturning Journeyman completion certificate along with a complimentary one-year AAW membership.
- c. **Beyond phase II:** each chapter might also consider sponsoring local membership for the youth turners and possibly their on-going AAW membership.

#### V. **AAW Symposium Youth Turning Program**

Every year at the annual AAW symposium several vendors contribute equipment and supplies in support of the AAW Youth Program. This includes mini lathes, stands, chucks, tools, and safety gear. Youth who are accompanied by an adult sponsor and sign up for the program are provided free admission to the symposium and are allowed to register for classes using the donated equipment. There are up to 10 class offerings using instructors drawn from the vast experience of AAW members and supported by experienced volunteers. On the second day of the symposium a drawing is held for all of the eligible youth, with each winner receiving a package at the end of the symposium that includes a mini lathe, stand, safety gear, chuck, and tools. This is free of charge, but they do have to make arrangements to get it to their home.

## **12. Accessibility and Diversity Policy Statements**

Our vision is to make the AAW organization and programs accessible to all individuals with disabilities. This vision will be an integral part of our planning, mission and programs. It will be in our outreach, our meetings, staffing and budget.

### **Accessibility Policy**

The American Association of Woodturners has a designated coordinator to facilitate compliance with the Americans with Disabilities Act of 1990 (ADA), as required by Section 35.107 of the U.S. Department of Justice regulations, and to coordinate compliance with Section 504 of the Rehabilitation Act of 1973, as mandated by Section 8.53 of the U.S. Department of Housing and Urban Development regulations.

### **Diversity Statement**

The American Association of Woodturners (AAW) is 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 AAW welcomes and encourages participation by all individuals regardless of age, race, culture, ethnicity, national origin, sex, gender identity or expression, sexual orientation, physical or mental difference, politics, religion, socioeconomic status, or subculture. We strive to cultivate an organization built on

mentorship, encouragement, tolerance, and mutual respect, thereby engendering a welcoming environment for all. The AAW further promotes diversity in all areas of activity, including membership, leadership, committees, staff, outreach, public engagement, and recruitment, within the association as a whole and within each chapter.

The Board of Directors of the American Association of Woodturners adopts and supports the policy and program for woodturners with disabilities adopted February 15, 2012.

### **13. Code of Ethics**

#### **A. Ethics Policy regarding Directors, Advisors, committee members, and volunteers**

It is the policy of American Association of Woodturners ("AAW") that its Directors, Advisors, committee members, other volunteers tasked with performing duties on behalf of the AAW, and staff, shall uphold the highest standards of ethical and professional behavior. To that end, these individuals shall dedicate themselves to carrying out the mission of this organization and shall:

- a) Not receive any personal compensation or profit as the result of any position held with the AAW, and shall, at all times, avoid even the appearance of a conflict of interest.
- b) Act with honesty, truthfulness and openness in all their dealings as representatives of the AAW and as ambassadors to the worldwide community of woodturners.
- c) Not engage in conduct involving dishonesty, fraud or misrepresentation.
- d) Have a duty to report conduct that violates the AAW Code of Ethics.
- e) Not use AAW funds for direct or indirect political contributions.
- f) Act in such a manner as to uphold and enhance personal and professional honor, integrity and the dignity of the AAW.
- g) Treat with respect and consideration all persons, regardless of race, religion, gender, sexual orientation, maternity, marital or family status, disability, age or national origin.
- h) Engage in carrying out the AAW's mission in a professional manner.
- i) Respect the structure and responsibilities of the AAW Board of Directors, provide the Board and its members with facts and advice as may form a basis for their making policy decisions, and uphold and implement policies adopted by the Board of Directors.
- j) Serve with respect, concern, courtesy, and responsiveness in carrying out the organization's mission.
- k) Avoid any interest or activity that is in conflict with the conduct of their official duties.
- l) Respect and protect privileged and confidential information to which they have access in the course of their official duties.

#### **B. Ethics Policy regarding members**

- I. All members will treat each other with respect and dignity. Verbal, email, social media and any other form of communication shall not be used to harass, demean or intimidate.
- II. All member involvement with directors, AAW employees and volunteers will be of a nature that is beneficial to AAW and not for personal benefit or gain.
- III. Use of information about, but not limited to, members, committee members or

chapters listed in any AAW directory is restricted to personal noncommercial use and shall not be assembled into an email list, mailing list or information list by anyone, doing so is an ethics violation.

## **C. Conflict of Interest Policy**

### **I. Purpose:**

The AAW is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is vital both for its continued financial stability and for public support. Therefore, the IRS as well as state regulatory and tax officials view the operations of the AAW as a public trust, which is subject to scrutiny by and accountable to such governmental authorities as well as to members of the public.

Consequently, there exists between the AAW and its Board, officers, and management employees a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The Board, officers, and management employees have the responsibility of administering the affairs of the AAW honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of the AAW. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with the AAW, or knowledge gained there from, for their personal benefit. The interests of the organization must be the first priority in all decisions and actions.

The AAW Board, professional staff and volunteers must act as good stewards of the resources and information entrusted to their care. The assets of AAW are to be used solely for the benefit of AAW and only for valid non-profit purposes. These assets may not be improperly used to provide personal gain for directors or others. Directors may not use AAW assets for direct or indirect political contributions. Directors may not transfer any of the assets to other people, except in the ordinary course of business. On occasion, assets of AAW no longer needed in the business may be sold to members, directors or other employees. Such sales must be supported by properly approved documentation signed by an appropriate authority other than the director or employee.

### **II. Persons concerned:**

This statement is directed not only to directors and officers, but to all members of the Board of Advisors, committee members, other volunteers, employees and members who can influence the actions of the AAW. For example, this would include all who make purchasing decisions, all persons who might be described as "management personnel," and anyone who has proprietary information concerning the AAW.

### **III. Areas in which conflict may arise:**

Conflicts of interest may arise in the relations of directors, officers, and management employees with any of, but not limited to, the following third parties:

- a. Persons and firms supplying goods and services to the AAW.

- b. Persons and firms from whom the AAW leases property and equipment.
- c. Persons and firms with whom the AAW is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property.
- d. Competing or affinity organizations.
- e. Donors and others supporting the AAW.
- f. Agencies, organizations, and associations which affect the operations of the AAW.
- g. Family members include an individual's spouse, domestic partner, parents, children, spouse's parents, children's spouses, brothers and sisters, and spouses of brothers and sisters.

#### IV. Nature of conflicting interest:

A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms mentioned in Section C III. Such an interest might arise through:

- a. Owning stock or holding debt or other proprietary interests in any third party dealing with the AAW.
- b. Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with the AAW.
- c. Receiving remuneration for services with respect to individual transactions involving the AAW.
- d. Using the AAW's time, personnel, equipment, supplies, or good will for other than the AAW - approved activities, programs, and purposes.
- e. Receiving personal gifts or loans from third parties dealing or competing with the AAW is **unacceptable. If any unsolicited gift is received, it must be reported to the Board, and the Board will decide on its disposition.** Similarly, no gift may be made from any AAW resource to any outside person or organization without prior notice to and approval by the Board. Excluded from this are promotional items such as t-shirts, Journals, or gift memberships handed out by staff or directors when promoting AAW.
- f. Should a director be considered for employment by AAW, he/she must temporarily remove her/himself from the Board.

#### D. Interpretation of this Statement of Policy:

The areas of conflicting interest listed in Section C IV. above, and the relations in those areas which may give rise to conflict, as listed in Section IV. are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that the directors, officers, and management employees will recognize such areas and relation by analogy.

The fact that one of the interests described in Section C IV. exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interests of the AAW.

However, it is the policy of the Board that the existence of any of the interests described in Section C. III shall be disclosed before any transaction is consummated. It shall be the continuing

responsibility of the Board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

## **E. Confidentiality Policy**

It is the policy of the AAW that members of the Board of Directors, Board of Advisors, Committee Members, and employees of the AAW may not disclose, divulge, or make accessible confidential information belonging to, or obtained through their affiliation with the AAW, including all email, to any person, including relatives, friends, and business and professional associates, other than to persons who have a legitimate need for such information and to whom the AAW has authorized disclosure. Members of the Board of Directors, Board of Advisors, committee members, and employees shall use confidential information solely for the purpose of performing services as a trustee or employee for AAW. This policy is not intended to prevent disclosure where disclosure is required by law.

Trustees, employees, volunteers and contractors must exercise good judgment and care at all times to avoid unauthorized or improper disclosures of confidential information.

At the end of a director's term in office, at the end of a committee member's term, or upon the termination of an employee's, volunteer's or contractor's relationship or employment with the AAW, he or she shall return, at the request of the AAW, all copies of all documents, papers, and other materials, regardless of medium, which may contain or be derived from confidential information, in his or her possession. Board of Directors, staff, volunteers and members of the AAW should not use any organizational information, including mail lists, for non-AAW purposes.

Board minutes will be available to all AAW members. The confidentiality of the minutes and deliberations of executive sessions of the Board will be decided by the Board and that confidentiality must be respected by all individuals.

## **F. Non-Discrimination and Anti-Harassment Policy**

The AAW is committed to equal opportunity for all persons without regard to sex, age, race, color, religion, creed, national origin, marital status, disability, sexual orientation, or other protected groups. It is the policy of the AAW to comply with all federal, state and local laws and regulations regarding equal opportunity. In keeping with that policy, the AAW is committed to maintaining a work environment that is free of unlawful discrimination and harassment. Accordingly, the AAW will not tolerate unlawful discrimination against or harassment of any of our employees, members or others present at our facilities, or events by anyone, including any supervisor, co-worker, vendor, client, member or customer of the AAW.

All AAW members are expected to treat all other members and staff with respect, concern, and courtesy. All artists and demonstrators involved in AAW events are expected to act with courtesy and behave in an ethical manner. Artists and demonstrators are covered under this

policy when in those roles with AAW.

## **G. Ethics Complaint Process**

### **I. Disclosure Policy and Procedure**

Transactions with parties with whom a conflicting interest exists may be undertaken only if all of the following are observed:

- a. The conflicting interest is fully disclosed;
- b. The person with the conflict of interest is excluded from the discussion and approval of such transaction;
- c. A competitive bid or comparable valuation exists; and
- d. The board has determined that the transaction is in the best interest of the organization.

Disclosure to the organization should be made to the Executive Director and the Ethics Committee Liaison member of the Board. These persons shall bring the matter to the attention of the board. If the Ethics Committee Liaison, the Executive Director or a member of the Ethics Committee is the one with the conflict, then the disclosure should be made to the President of the Board. The Board will then decide if the matter should be directed to the Ethics Committee.

The board shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to the AAW. The decision of the board on these matters will rest in their sole discretion, and their concern must be the welfare of AAW and the advancement of its purpose. If the conflicted transaction is approved by the Board following the above guidelines, the finding of the Board will be made part of the minutes of that Board meeting.

### **II. Procedure for Filing a Code of Ethics Violation Complaint**

Any member of the AAW may file a complaint with the Ethics Committee or the Board regarding an alleged violation of the Code of Ethics by an AAW member, employee, or Board Member. If filed with the Board, it shall be given to the Ethics Committee liaison to be referred to the Committee.

A complaint shall consist of a statement setting forth facts from the personal knowledge of the complainant. The complaint shall list the alleged violation of the Code of Ethics and shall have any available supporting documentary evidence attached. Hearsay statements by others should not be included, and will not be used in evaluating the complaint, but rather statements by those persons who can speak from personal knowledge should be submitted instead. If the complainant lists the sections of the Code of Ethics alleged to have been violated, the Ethics Committee shall make specific findings of fact and conclusions as to each Code section cited.

Every complaint shall be kept strictly confidential by the complainant as well as by all on the Ethics Committee and/or the Board of Directors until a decision with regard to the matter is

reached. Publication or dissemination of the complaint by the complainant or anyone else who submits supporting evidence shall constitute an independent violation of the Code of Ethics by that person. For the good of the organization in its entirety, AAW staff, Board, advisers, committee members, and members at large as well as the complainant shall refrain from publicly posting any unproven statements about complaint while the complaint is under investigation either on social media or on AAW forums in order to allow for unbiased review and resolution of the complaint. Any such actions would impede the investigation process, potentially skew opinions and could cause irreparable damage to the organization.

The decision of the Board in all complaints shall be final.

### **III. Ethics Committee Responsibilities**

The Ethics Committee shall investigate alleged violations of the AAW Code of Ethics. The Ethics Committee shall provide the subject of the ethics complaint with a summary of the allegations and permit the subject to respond to the subject matter of the complaint. At the conclusion of its investigation, the Ethics Committee shall prepare a report of its investigation and may make recommendations to the Board. The report of the Ethics Committee shall remain confidential. The Ethics Committee shall prepare its report in writing in a timely manner. It shall deliver its reports to the Board through the Board liaison member. The Ethics Committee report shall address each violation of the Ethics Policy alleged in the original complaint.

If the subject of the complaint is a member of the Ethics Committee, the member shall recuse himself or herself from participation in the investigation or preparation of the report and recommendations.

### **IV. Action by the Board**

The Board shall address the Ethics Committee's report as soon as practical following the reception of the report. The Board shall take such action as it deems appropriate and as set forth below. All such actions shall be conducted in open meeting with a vote, full disclosure and discussion, and written minutes. However, if the issue should involve AAW personnel, a Board Director or a member, the Board reserves the right to examine and act on the matter in executive session. In all matters regarding the Ethics and Conflict of Interest policy, the AAW Board of Directors is the final arbiter. A Director who is the subject of an ethics complaint may not participate in deliberations or otherwise vote on a course of action.

Upon receiving and reviewing the Ethics Committee's report, the Board shall permit the subject of the complaint to respond in detail to the AAW Board of Directors regarding the matter in question. The Board will then, after discussion, by a simple majority vote, take one of the following courses of action:

- a. Dismiss the allegation of infraction of the Code of Ethics.
- b. Direct the subject of the complaint to remedy the situation within a specified time frame, followed by a Board review of the requested action.
- c. Censure the accused subject of the complaint.

- d. Terminate the employment of the employee.
- e. Remove the Director or committee member from his or her position under provisions outlined in the bylaws.
- f. Refund a member's annual dues and remove their name from the membership roll. A member losing their membership may only become a member again by that person presenting their case to the Board as to why they should be reinstated. As part of the Board's deliberation the facts about why the person was removed must be presented. The board may only reinstate a previously removed member by an affirmative two thirds vote.

**Director, Advisor, Committee Member, Employee Acknowledgement of Code of Ethics.**

Agreement to Comply with AAW Code of Ethics

I, [NAME] \_\_\_\_\_, have read the AAW Code of Ethics. I agree to abide by the AAW Code of Ethics.

[SIGNATURE] \_\_\_\_\_

[POSITION WITH ORGANIZATION] \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

## H. Conflict of Interest Disclosure Form

### Conflict of Interest Disclosure

American Association of Woodturners (“AAW”) requires each board member, and financial advisors (to include endowment trust committee members) to disclose any business, personal or familial relationships which may potentially constitute conflicts of interest. (Familial is defined as spouse, domestic partner, children, parents, siblings and sibling’s spouses.). Each board member and financial advisor is responsible for:

- 1) Reviewing the AAW’s Conflict of Interest Policy (the “Policy”);
- 2) Disclosing any possible personal, familial, or business relationship that reasonably could give rise to a conflict of interest or the appearance of a conflict of interest; and
- 3) Acknowledging by his or her signature that he or she is acting in accordance with the letter and spirit of such Policy.

The information provided on this disclosure form shall be available for inspection by members of the Board and AAW’s legal counsel, but shall otherwise be held in confidence except when, after consultation with the applicable board member or foundation manager, the Board determines that AAW’s best interest would be served by disclosure.

Please respond to the following statements to the best of your knowledge. Directors have a duty to let AAW know if their conflict situation changes during the year. Please affirm by indicating “N/A” if none of the four statements below apply to you.

- 1) Please disclose all corporations, partnerships, associations, AAW chapters, regional woodturning symposia, or other organizations of which you are an executive officer, director, trustee, partner, or employee, and describe your affiliation with such entity;
- 2) Please list all corporations, partnerships, or other entities in which you have a material financial interest as defined in the Policy.
- 3) Please disclose any possible personal, familial, or business relationship that reasonably could give rise to a conflict of interest or the appearance of a conflict of interest; Describe each such relationship listed and the actual and potential financial benefits as you can best estimate them.
- 4) Please disclose any other relationships, arrangements, transactions, or matters not indicated above which could create a conflict of interest or the appearance of conflict.

I have received and read the AAW’s Conflict of Interest Policy. I am currently, and agree to remain, in compliance with the Policy.

Name: \_\_\_\_\_ Date: \_\_\_\_\_

Signature: \_\_\_\_\_

## **14. Journal/Editorial Policies & Procedures**

### **A. Editor**

The Editor is a contract employee hired by the Board of Directors. The Editor shall maintain contact with the Board of Directors Through regular attendance at Board meeting. The Editor coordinates with the needs of the Executive Director on administrative and financial matters.

The Editor normally copies the Executive Director on all correspondence to the full Board. The Executive Director copies the Editor on all pertinent correspondence to the full Board, but at his/her discretion on other matters.

The Editor attends all Board meetings.

### **B. Journal Content**

American Woodturner (the Journal) is a chronicle of issues and events related to traditional and contemporary art and craft of woodturning. It includes commentary, techniques, projects and designs, advertising, and a broad range feature articles. The Journal is the historical record of the AAW.

The Editor is responsible for the content in the Journal. To that end, the Editor accepts and solicits articles, tips, and Association news. The Editor will develop, edit, rewrite text, and obtain the necessary images and/or illustrations to publish documents. In all matters of editorial content, the editor shall have the final word, unless the Board votes to over-rule his/her decision.

The Editor determines payment for authors and sends payment request to the Executive Director. The Executive Director issues checks to authors within 30 days.

### **C. Copyright**

Administration oversees copyright agreements, obtains them from authors and keeps a record of all copyrights for articles and tips. Copyright agreements are created from a spreadsheet provided by the Editor that includes volume number, article title, and payment amount. Administration also provides the Editor with work-for-hire agreements, waivers, consents, and other media releases as necessary to publish materials in the journal, and in all other media of any kind, whether currently in existence or not. Generally, AAW should own copyright to the material published in the journal. Exceptions to copyright ownership by AAW can be made by the editor in special circumstances.

### **D. Advertising**

The Editor coordinates with ad sales rep to set schedule for advertising copy to be delivered to production team for inclusion in journal.

The Editor works with advertising representative to communicate special opportunities for vendors

based on journal article content.

The Editor determines the placement of advertising within the Journal.

The Editor has final approval for controversial advertising copy.

Advertising in the Journal for AAW products (smocks, books, DVDs) and activities (symposium) is booked as income to the Journal and expensed to administrative expenses (marketing).

The Editor coordinates with the Executive Director on selection, interviewing, and hiring of advertising representative.

#### **E. Budget**

The Editor works with the Executive Director to establish a budget for the Journal. The Executive Director presents the Journal budget to the Board for approval.

The Editor approves invoices from AAW's design and printing companies. The Executive Director issues payment.

The Editor approves invoices from copyediting and proofreaders, as well as miscellaneous Journal expenses. The Executive Director issues payment.

The Editor works with the Executive Director to establish categories for budget items for the Journal.

The Editor reviews and approves for payment all invoices and codes them for budget accounts. Invoices are reviewed by the Executive Director. The Executive Director issues payments. Any disputes between the Editor and the Executive Director regarding account allocations will be arbitrated by the Treasurer.

The Executive Director will provide monthly financial reports showing actual expenses against budget projection. This report will be sent to the Executive Director for inclusion in the general budget report to the Board.

#### **F. Design/Layout**

The Editor coordinates with the Executive Director and on selection, interviewing, and hiring of a design/production company.

The Editor has supervision over the design company for layout of the Journal and is responsible for the content, and look and feel of the Journal, which includes typeface selection and all layouts. Significant and/or substantive changes will be reviewed by the Executive Director and entire Board.

#### **G. Copyediting/proofreading**

The Editor will hire freelance proofreading and copyediting.

The Editor approves invoices, codes budget accounts, and submits to the Executive Director for payment.

#### **H. Inserts**

The Executive Director is responsible for all AAW-related inserts in the Journal, including design and content. Costs will be allocated to the appropriate administrative budget category.

The Editor approves invoices, codes financial category, and submits to the Executive Director for payment.

#### **I. Printing**

The Editor coordinates with the Executive Director on selection, interviewing, and hiring of printer.

The Editor oversees, along with the design company, the quality of printing for the Journal, to include photos, paper selection, and ink.

The Executive Director orders number of copies and oversees export of member names to the printer.

The Executive Director is responsible for the distribution of the journal.

The Editor approves invoices, codes budget category, and submits to the Executive Director for payment.

#### **J. Publisher's Statement**

Annually (usually published in the October journal), The Executive Director provides the required information for a Publisher's Statement, in accordance with regulations.

#### **K. Woodturning FUNDamentals**

The Editor oversees production of and has ultimate responsibility for AAW's digital publication, Woodturning FUNDamentals. Responsibilities include hiring freelance editors, proofreaders, etc., to handle production. Editor works closely with freelance editors to ensure appropriate content is published quarterly (February, May, August, November).

Editor facilitates freelance contracts and invoices, and works in conjunction with the Executive Director, who is responsible for payment of this work.

## 15. Independent Contractors

Letters of Agreement/Contracts. It is the policy of the Board to execute Letters of Agreement or other contractual instruments with employees and other persons or entities hired as independent contractors. These documents, which are subject to the review and approval of the Board, shall specify services to be rendered and any salary, wage, fee, or other benefit to be paid by the Association.

## 16. Gift Acceptance Policy

Most assets of a nonprofit start out as gifts. If the gift is cash, no particular issues are raised beyond proper accounting and record keeping.

Tax law provides strong incentives to donors to give gifts of appreciated stock directly, instead of selling the stock and donating the cash value. For gifts of appreciated publicly traded stock, the donor receives an income-tax charitable deduction for the full fair market value of the gifted shares without having to pay any tax on the embedded capital gains.

Stock gifts should be delivered to the organization's investment advisors for immediate evaluation. The only question the advisor needs to answer is "no," the stock should be sold, as the only cost of doing so will be the relatively minor sales charges, if any.

## 17. Gifts of Other Hard Assets

Sometimes a donor will want to contribute an asset other than stocks or bonds. These gifts might include *hard* assets, such as real estate, art or jewelry; or *intangible* assets, such as mineral interests, closely held stock, or intellectual property. Such gifts are more difficult to handle than publicly traded stocks and bonds because they are often highly liquid.

Before accepting such a gift, a nonprofit should secure a professional evaluation of the gift that would include valuation, marketability, storage and insurance costs, and other potential liabilities, such as environmental. (An environmental liability can sometimes exceed the value of a piece of real estate!)

Most gifts of this kind, if accepted, should be sold immediately and not held as an investment, unless there is a specific mission or ministry reason for doing so (e.g., the fit of a building appropriate for the organization's use.)

## 18. Honorary Lifetime Members

The current year Board of Directors shall select the succeeding year's Honorary Lifetime Member. A list of Honorary Lifetime Members can be found here. <https://www.woodturner.org/Woodturner/Learn/Learn-about-AAW/Honorary-Members/Woodturner/About/Honorary-Lifetime-Members.aspx?hkey=7f6b9513-3dd0-43ad-a157-fd6dfcadfb0e>

### **Honorary Lifetime Membership Criteria**

- A. Persons must have demonstrated a commitment and provided exceptional service and assistance to AAW
- B. Persons must be of excellent character worthy of the award as an Honorary Member of AAW
- C. 10+ consecutive years as a contributor to the field of woodturning and AAW membership
- D. Recognized by professional organizations related to AAW and the field of woodturning.
- E. Regular presenter at conferences such as AAW, mini-symposiums or other related woodturning organizations
- F. Has not served on the Board for at least three years prior to the date of presentation of award
- G. Has made significant contributions to the knowledge base of woodturning
- H. Has made contributions to the definition/communication/demonstration to the field of woodturning and AAW.
- I. Has mentored other woodturners and promoted or established local chapters.
- J. Has the respect of his/her peers in the field of woodturning
- K. Has published in journals/books/media to communicate achievements/findings in woodturning
- L. Has promoted woodturning (AAW) through presentation to other professional groups and galleries
- M. Candidates are to be appointed by a unanimous decision of the AAW board.

### **Entitlements**

Honorary Life Members are entitled to free membership to AAW and a subscription to American Woodturner, and complimentary registration to AAW symposia.

## **19. AAW Insurance Portfolio**

AAW shall maintain sufficient insurance to assure reasonable protection for its financial assets, board, and staff against all foreseeable business risks. Below is a summary of the current portfolio of insurance products:

### **2018 Portfolio of Insurance Policies:**

#### **A. Commercial General Liability Insurance Policy:**

Underwriter: Philadelphia Insurance Company  
 Agent: Roehrs and Company  
 Policy Period: 2/15/2018 – 2/15/2019  
 Premium: \$31,342

#### **Policy coverage includes:**

Non-Profit Organization General Liability  
 Chapter and AAW Member Liability  
 Business Personal Property coverage (BPP)  
 AAW Personal Property of Others insurance (PPO)  
 Tenant legal liability

**B. AAW Member Excess Medical:**

Underwriter: Berkeley Life and Health  
Agent: Roehrs and Company  
Policy Period: 2/15/2018 – 2/15/2019  
Premium: \$9,000

**Policy coverage includes:**

Companion Policy to Philadelphia Insurance G/L Policy  
Accidental Medical Expense  
Accidental Death and Dismemberment

**C. Non-Profit Organization Directors and Officers Liability**

Underwriter: Travelers Insurance Company  
Agent: Northern Capital Insurance  
Policy Period: 1/1/2018 – 12/31/2018  
Premium: \$1,579

**Policy coverage includes:**

Employment Practices  
Organization Directors & Officers Liability (D&O)  
Fiduciary Liability  
Miscellaneous Professional Liability

**D. Excess and Umbrella General Liability Policy**

Underwriter: The Hartford  
Policy Period: 5/12/2018 – 5/12/2019  
Premium: \$2,217

**Policy coverage includes:**

Non-Profit Organization Excess General Liability

**E. Workers Compensation – Minnesota Assigned Risk Plan**

Underwriter: RTW  
Policy Period: 1/1/2018 – 12/31/2018  
Premium: \$1,027

**Policy coverage includes:**

Statutory Minnesota Workers' Compensation Coverage.

**F. AAW Symposium Event Cancellation insurance**

Event cancellation coverage is obtained annually, specifically to address the expense exposure arising out of contractual commitments in the event of the uncontrollable cancellation of the AAW symposium. Policies have been obtained through to our 2020 symposium.

**2018**

Underwriter: Houston Casualty Company  
 Agent: Michael S. George  
 Policy Period: 10/15/2017 – 6/2018  
 Premium: \$1,690

**2019**

Underwriter: Houston Casualty Company  
 Agent: Michael S. George  
 Policy Period: 10/15/2017 – 7/2019  
 Premium: \$2,015

**2020**

Underwriter: Pending  
 Underwriter: Houston Casualty Company  
 Agent: Michael S. George  
 Policy Period: 10/15/2017 – 6/2020  
 Premium: \$1,690

**2021: To be determined. The underwriter would not issue a policy before 2018**

## **G. Optional Policies Available to AAW Members and Chapters**

As a service to membership and affiliated chapters, AAW has arranged a selection of policies through Michael S. George, an independent agency. AAW assumes no responsibility, nor any financial interest in the establishment of these optional insurance offerings. Updated information about these programs will be maintained in the chapters and members section of the AAW website.

General Liability Insurance (Individuals and  
 Chapters) Professional Business Insurance  
 Directors and Officers  
 Insurance Property Insurance

## **20. AAW Human Resource Policies**

### **A. Staff Treatment**

The Executive Director may not cause or allow conditions, which are illegal, inhumane, unfair, or undignified to staff or volunteers.

#### **1. The Executive Director may not:**

- I. Favor or penalize employees on criteria other than clearly job-related, individual performance or qualifications.

- II. Subject staff or volunteers to unsafe or unhealthy conditions.
  - III. Withhold from staff or volunteers an unbiased, due-process grievance procedure.
  - IV. Prevent staff or volunteers from appealing to the board when internal grievance procedures have been exhausted, if the employee alleges that he/she has been harmed because:
    - a) Board policy has not been followed, or
    - b) Board policy does not adequately protect his/her human rights as defined in the Personnel Policies and Affirmative Action Plan.
  - V. Discharge, discipline, threaten, discriminate against, penalize, or otherwise retaliate against an employee who:
    - c) Acting in good faith, reports a violation or suspected violation of a federal or state law to AAW or any governmental body or law enforcement official;
    - d) Is requested by a public body to participate in an investigation, hearing or inquiry; or
    - e) Refuses an order to perform an action that the staff person or volunteer has an objective basis in fact to believe violates any state or federal law and informs AAW that such basis is the reason for refusing the order to perform such action.
  - VI. Disclose the identity of a staff person or volunteer without the staff person or volunteer's written, signed and ~~noted~~ consent unless required to do so by law.
2. **When Complaints are made by** a staff person or volunteer, they must follow AAW's Complaints and Grievance Procedure;
- I. To a governmental body or law enforcement official:**
- a) Upon receipt of an official communication from these agencies, the Executive Director will notify the President of the Board of Directors who will communicate details of the report to directors.
  - b) Legal counsel will be retained by the Executive Director or the Board of Directors, or both, on behalf of AAW if that is deemed necessary by the Board.
  - c) Both the Executive Director and President of the Board of Directors will document their actions from the initial notification through final action on the matter.
3. **Complaints and Grievance Procedures are as follows:**
- I. When a violation of a state or federal law is suspected**
- a) The staff person or volunteer will make a complaint in writing to the Executive Director on a timely basis. The staff person or volunteer's concerns will not be addressed officially unless the Executive Director is made aware of them in writing.
  - b) If the Executive Director feels the evidence presented warrants further action, he/she will consult with the President and if need be the entire Board to determine if the appropriate governmental authorities should be contacted.
  - c) If the evidence presented by the complainant is not compelling enough to immediately contact the appropriate governmental authorities the subject of the complaint will be asked to present their side of the story.
  - d) If it is determined that the complaint merits being turned over to the appropriate governmental authorities, The Executive Director and the Board will cooperate fully with the governmental authorities to provide them with whatever information the association may have regarding the complaint.

- e) If the complaint involves the Executive Director, the President will be the person the complainant should submit the complaint to.
- f) Concerns expressed only to co-workers will not be given attention. Information supplied must be firsthand.
- g) Concerns expressed to individuals outside the staff may violate confidentiality considerations.

**II. If the staff person or volunteer's concern does NOT involve violation of a state or federal law;**

- a) The staff person or volunteer should bring the matter to his/her supervisor.
- b) If the supervisor cannot resolve the matter, the supervisor will bring it to the attention of the Executive Director who will follow these procedures;
  - 1) The Executive Director will employ the resources necessary to fully investigate the allegations in the complaint on a timely basis and will report the finding to the employee.
  - 2) If the findings are not satisfactory to the staff person or volunteer, he/she may request a meeting with the Executive Director and the President of the Board of Directors to discuss the violation.
  - 3) If the situation is not resolved to staff person or volunteer's satisfaction through further action by the Executive Director and President of the board of Directors, the staff person or volunteer may request a meeting with the Executive Committee of the Board of Directors. Such a request should be made in writing and address the nature of and the reason for the complaint.
- c) The Executive Committee will meet as soon as reasonably possible to review the complaint.
- d) The Executive Committee will seek advice from legal counsel, if they deem that is necessary, before making a recommendation for corrective action to the Executive Director. This recommendation will be made within one week of the meeting with legal counsel.
- e) The Executive Committee's recommendation is considered the final step in the AAW's grievance process.
  - 1) If the complaint involves the staff person or volunteer's supervisor, he/she should bring it to the attention of the Executive Director.
  - 2) If the complaint involves the Executive Director, the staff person or volunteer may go directly to the President of the Board of Directors.
  - 3) Filing a grievance does not suspend any disciplinary action that may have been taken regarding the employee.
    - a. Actions such as suspension or dismissal will remain in effect until the end of the grievance process.
    - b. Should the disciplinary action be reversed, the employee will be compensated for any wages and benefits lost during his/her suspension or

dismissal.

## **B. Compensation and Benefits**

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the Executive Director may not jeopardize American Association of Woodturners fiscal integrity or public image.

### **I. The Executive Director may not:**

- a) Change her/his own compensation and benefits as established by the Board.
- b) Promise or imply permanent or guaranteed employment.
- c) Establish current compensation and benefits which:
  - 1) Deviate materially from comparable positions in the geographic or professional market.
  - 2) Obligate American Association of Woodturners over a greater term than revenue projections, and in no event longer than one year and always subject to losses of revenue.
- d) Establish deferred or long-term compensation and benefits which:
  - 1) Commit American Association of Woodturners to unfunded liabilities or unpredictable future costs.
  - 2) Provide less than a competitive level of benefits to all employees in accordance with the Board approved budget.
  - 3) Allow any employee to lose benefits already accrued.
  - 4) Deviate from Board approved Personnel Policies.

## **21. Staff Handbook and Policies**

### **A. Introduction**

The AAW is committed to fair, clearly stated and supportive relationships between the AAW and its staff. The personnel policies of the AAW have been established in order to provide a guide to the personnel practices of the AAW and to ensure consistency of personnel decisions. It is the intention of the AAW to administer the personnel programs in a manner which complies with the letter and spirit of all applicable federal, state and local regulations. This document is designed to provide guidance to staff at the AAW. It is not a part of any contract between the AAW and its employees. It is only a set of informal guidelines for personnel practices. Notwithstanding the provisions of the personnel policies, all employees are “at will employees” which means that they may be terminated at any time with or without cause without subjecting the AAW to a claim for breach of an employment contract.

### **B. Employee Classification**

All employees are classified as either regular or temporary. Regular employees are employees hired without a specific termination date. Temporary employees are employees whose position at the time of hire is for a short-term period. Terms of employment will depend on agency needs, and in no case will a temporary position be construed as being a contract for a definite time.

Employees also are classified as either exempt or non-exempt according to provisions of the Fair Labor Standards Act.

Regular Full-time Employees are those employees who work 40 hours per week and are eligible for all fringe benefits.

Regular Part-time Employees are those employees working at least 20 hours but less than 40 hours per week. Part-time salaried employees are eligible for all fringe benefits and earn sick leave and vacation at a rate proportionate to the hours they work. Regular part-time employees that work less than 20 hours per week are not eligible for fringe benefits.

Temporary Employees are those employees who are paid hourly under Letter of Agreement for a specified period of time. Temporary employees are not eligible for benefits.

### **C. Affirmative Action**

The policy and intent of the AAW is to provide equal employment opportunity for all persons regardless of race, color, religion, national origin, marital status, political affiliation, affectional orientation or gender identity, status with regard to public assistance, disability, sex, or age.

The AAW intends to respond affirmatively in its employment practices. Affirmative action applies to all aspects of employment practices including, but not limited to, recruiting, hiring, placement, promotion, demotion, transfer, training, compensation, benefits, layoff, recall, and termination. The AAW seeks to do business with organizations that encourage equal employment opportunity.

### **Unlawful Discrimination**

Unlawful discrimination includes treating someone less well in opportunities for work, promotions, shifts, overtime or other conditions of employment because of his or her race, national origin, sex, age, religion, disability or other protected attribute. Harassment consists of unwelcome or unwanted conduct, whether verbal, physical or visual, that is based upon a person's protected status. Examples of unlawful harassment include words, gestures, stories, jokes or nicknames that are derogatory, demeaning or insulting to a person based upon his or her race, national origin, sex, disability, age, religion or other protected attribute.

### **Sexual Harassment**

Sexual harassment deserves special mention. Sexual harassment consists of unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature constitute sexual harassment when (1) submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment, (2) submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual, or (3) such conduct has the purpose or effect of unreasonably interfering with an individual's work performance by creating an intimidating, hostile, or offensive work environment.

## **D. Accessibility Policy**

American Association of Woodturners Organizational Policy Statement - Accessibility

Our vision is to make the AAW organization and program accessible to all individuals with disabilities. This vision will be an integral part of our planning, mission and programs. It will be in our outreach, our meetings, staffing and budget.

The American Association of Woodturners has a designated coordinator to facilitate compliance with the Americans with Disabilities Act of 1990 (ADA), as required by Section 35.107 of the U.S. Department of Justice regulations, and to coordinate compliance with Section 504 of the Rehabilitation Act of 1973, as mandated by Section 8.53 of the U.S. Department of Housing and Urban Development regulations.

The Board of Directors of the American Association of Woodturners adopts and supports the policy and program for woodturners with disabilities *{adopted February 15, 2012}*

## **E. Recruitment Procedures**

The AAW intends to recruit, hire, and place applicants on the basis of the applicant's relative knowledge, skills, and abilities. The decision to employ an applicant will be based solely on the

individual's qualification for the particular position along with other requisite job skills. Minimum qualifications shall be specified in the job description.

When a new position is established, the Executive Director will prepare a job announcement identifying the position's responsibilities and overall relationship to the AAW for posting or circulation within the AAW and for public notification. Posted positions will be open for a minimum application period of 15 days.

#### **F. Compensation**

Persons employed by the AAW in a part-time or full-time capacity, except those persons in non-exempt positions, will receive a salary negotiated at the time of recruitment that will not be based upon an hourly wage. At the time of hire, new employees will receive a letter of hire, a job description, salary and benefits detail and a copy of the personnel policies. The magnitude of the work assignments and the full scope of responsibility for the position will be fully discussed at time of hire. In setting compensation, the AAW may consider, among other things, external labor market rates, equitable relationship with other jobs within the AAW and the AAW's ability to pay. Each employee may be eligible for a salary review at the beginning of each fiscal year. The Board of Directors will determine the Executive Director's salary.

#### **G. Work Schedule**

The AAW will establish a 40-hour weekly work schedule, and whenever possible will accommodate each individual's personal commitments and the needs of the AAW. Staff will be required to ensure established office and gallery hours are fully staffed within the staffing resources available.

#### **H. Holiday Schedule**

Official holidays are as follows:

New Year's Day – January 1  
 President's Day – February  
 Memorial Day – May  
 Independence Day – July 4  
 Labor Day – First Monday in September  
 Veteran's Day – November  
 Thanksgiving Day – Fourth Thursday in November  
 Day after Thanksgiving Day – Fourth Friday in November  
 Christmas Eve – December 24  
 Christmas Day – December 25  
 New Year's Eve – December 31  
 One (1) Floating Holiday

When New Year's Day, Independence Day, or Christmas Day falls on a Sunday, the following day

shall be considered the official holiday. When these holidays fall on a Saturday, the preceding Friday shall be considered the official holiday.

#### **I. Parenting Leave**

The AAW desires to assist new parents in balancing the demands of working and caring for children. The AAW will provide up to 8 weeks of unpaid family leave to any employee for the birth or adoption of a child. Leave must be initiated within six weeks of the birth or adoption of the child, unless otherwise approved by the Executive Director. The use of the 8 weeks shall be at the discretion of the employee and shall be discussed with the Executive Director as to its impact on ongoing work responsibilities and other employees. Although a maximum of 8 weeks is available, an employee may utilize accumulated sick leave as well as annual leave to enable either partial payment for or extension of the basic 8-week period. Special circumstances shall be reviewed by the Executive Director. Insurance benefits will continue to be in force during this leave period but all premiums and expenses for benefits will be paid by the employee. Accrual of leave benefits and seniority cease during an approved leave. Upon completion of leave, the employee will be allowed to return to the same or a substantially similar position at the same salary as the employee earned prior to the leave.

#### **J. Annual Leave (Vacation)**

The AAW will provide to each full-time staff employee 120 hours or 15 working days paid annual leave based upon completed years of full-time employment with the AAW. Leave may be taken in a minimum of two-hour segments. Annual leave will increase with the number of years employed by the AAW as follows:

1-10 years = 15 days  
11- 15 years = 20 days  
16 years = 25 days

Employees may use their annual leave as earned if absence from assignment does not unduly provide an impediment for completion of an assigned task or prevent other staff from completion of their work assignments. The Executive Director must approve scheduled absences and the employee should request such leave as soon as possible.

It is the policy of the AAW to encourage each employee to utilize allotted annual leave during the calendar year. A maximum of fifteen days, or 120 hours, will be allowed to be carried over from one year to the next. All other accrued annual leave will be forfeited. The interchange or exchange of annual leave and sick leave is not allowed.

#### **K. Special Leave**

Special leaves of absence without pay may be granted an employee at the discretion of the Executive Director or in the case of the Executive Director, the Board of Directors.

**L. School Conference and Activities Leave**

An employee is entitled up to sixteen hours non-paid leave during the school year to attend a child's school conferences or classroom activities if these activities cannot be scheduled during non-working hours. This time should be scheduled in advance with the employee's supervisor. The employee must provide "reasonable" notice when possible to the supervisor to minimize any disruption resulting from the employee's absence. Vacation or floating holidays may be used for this absence.

**M. Bone Marrow Donor Leave**

An employee will be granted paid leave of up to 40 hours per year to undergo a medical procedure to donate bone marrow. All sick leave must be used first. This time will be charged to accrued sick leave except in cases where the employee has no accrued sick leave, in that case, it would simply be paid time off.

**N. Sick Leave**

The AAW will provide up to ten working days each employment year to each staff person to be utilized for purposes of addressing health needs. Compensation will be based upon the employee's salary rate at the time sick leave is taken. Sick leave may be utilized at the discretion of the employee and is granted for sickness of the individual employee, his or her spouse/partner, children, or other immediate family members. Sick leave can also be used for health needs, e.g., dental or medical appointments.

Each staff person of the AAW should notify the office each day they will be absent from work due to illness, if at all possible.

Sick leave may be accumulated up to a maximum of 60 days and may be carried over from one employment year to the next. At no time will compensation for any unused sick leave be made to an employee who is leaving employment.

Sick leave will be pro-rated for regular part-time employees. If requested by the Executive Director, the employee will provide documentation from their treating physician explaining their absence.

**O. Compassionate Leave**

Employees of the AAW shall be granted up to three working days with pay due to a death in their immediate family (mother, father, sister, brother, spouse/partner, children, in-laws, grandparent, and grandchildren). The Executive Director will consider special cases on an individual basis.

**P. Jury Duty**

The AAW will pay an employee his or her normal pay for up to two weeks of jury duty.

**Q. Voting Leave**

The AAW will grant to all employees one-hour during the working day to vote in governmental elections when it is not possible to vote outside the regularly scheduled work time.

**R. Military Leave**

Employees absent on their annual two-week reserve or National Guard duty shall be considered on an excused leave of absence and may elect one of the following options related to their pay:

- The employee may take their vacation and retain their military pay.
- The employee may surrender their military pay to the AAW, receive their regular salary and take their vacation at a later date.
- The employee may take unpaid leave and retain their military pay.

An employee called up to active duty is allowed an unpaid leave of absence to meet her/his military responsibilities.

Upon honorable discharge from active duty, the employee will be allowed ninety days to apply for reinstatement to her/his former job. The employee will be reinstated to the same job formerly held, with the same duties, same level of pay, benefits and seniority had s/he not been on active military duty. Employee benefits will not accumulate during the leave. The employee will be given a Consolidated Omnibus Budget Reconciliation Act notice for election to continue insurances during the leave.

**S. Harassment Policy**

It is the AAW's belief that the employees of the AAW are the primary means by which the goals and objectives of the AAW will be met. To that end, the rights of all employees must be respected. All employees of the AAW must understand its position on harassment. By definition, harassment is any unwanted attention or action prohibited by law by someone in the workplace that creates an intimidating, hostile, or offensive work environment, including sexual harassment. The procedure for reporting and dealing with this very sensitive issue is as follows:

- If a person's behavior makes an employee uncomfortable, the employee should feel free to immediately advise the person that, in the employee's opinion, the behavior is inappropriate and that the employee would like it stopped.
- If the employee is not comfortable discussing the issue with the person, or if the person fails to respect an employee's request, the employee should report the incident to his or her supervisor. If, for whatever reason, the employee does not feel that the supervisor is a suitable person to whom to report the incident, the employee should contact the

Executive Director or, if appropriate, the Board President or a member of the Executive Committee.

In all instances, a prompt, thorough and, fair investigation will take place, giving careful consideration to protect the rights and dignity of all people involved. The AAW will take those steps it feels necessary to resolve the problem, which may include verbal or written reprimand, suspension or termination.

No retaliation or any kind will occur because an employee has in good faith reported an incident of suspected harassment. The supervisor, or other person to whom the complaint was made, will work to establish mutually agreed upon safeguards against retaliation while attempting to mediate any sexual harassment complaint.

#### **T. Substance Abuse**

Employees needing help with a substance abuse problem are encouraged to contact their supervisor or a treatment facility.

Early recognition and treatment are critical to any program to curb abuse and to enhance the employee's ability to perform satisfactorily. The AAW finds that both the employee and the AAW will benefit greatly from early substance abuse recognition and treatment.

No person will be penalized for seeking or accepting counseling or treatment for a substance abuse problem.

#### **U. Benefits**

The AAW is committed to providing a flexible and cost-effective benefit reimbursement program for all its employees. The AAW reserves the right, in its discretion, however, to change the nature of the benefits offered to employees, or to change features of any benefit. In addition, AAW may decide to discontinue one or more benefits. Covered employees will be notified of such changes or discontinuations as soon as practicable.

#### **V. Performance Reviews**

Each performance review should be a positive and interactive process whereby both the AAW and the individual being reviewed receive information about his or her success in meeting the responsibilities of the job, and the AAW can learn about its strengths and weaknesses as an employer of that employee. In general, the goal of the AAW is to conduct a performance review of each new employee during the sixth month of employment, after the first year of service and annually thereafter.

**W. Employment References**

When the AAW receives a request for information from another person or entity about an employee, either during employment or after the employee's employment has ended, it is the AAW policy to provide only the dates of employment and last job title

In general, AAW policy is not to furnish any other information about work performance or employment, unless the employee specifically directs it to do so and signs a release prepared by the AAW which authorizes it to do so. If an employee does not authorize the AAW to furnish any additional information, it will advise the requesting person or entity that, absent a release, AAW's policy is to provide only the information set out in a-b above.

**X. Termination****Y. Resignation**

Any employee of the AAW may resign by submitting a letter of resignation to the Executive Director or in the case of the Executive Director, the Board of Directors at least ten working days prior to the effective date of the resignation.

At the time of the effective date of the resignation, the employee shall be able to use any accrued annual leave or the employee shall be paid for all unused accrued annual leave. If the employee has used all annual leave due prior to resignation, all hours used in excess of those earned shall be deducted from the employee's final paycheck at the rate of salary paid at the time of resignation. No employee shall be compensated for any unused sick leave at the time of resignation.

**Z. Other Discharges**

Discipline and/or discharge may result for many reasons including, but not limited to, inappropriate behavior and/or unsatisfactory performance.

Inappropriate behavior is defined as including, but not limited to, misbehavior on the job, refusal to do work reasonably expected, wrongful use of or taking of agency property, conviction of a felony, violation of any policies or practices of the AAW.

Unsatisfactory performance means failure of an employee to meet performance standards, to complete tasks in a timely, competent way, or to maintain an adequate attendance record. Uncooperative behavior or negative attitudes that affect the work or morale of others may result in termination. At the discretion of the Executive Director, any staff member facing termination for unsatisfactory performance may be given the option to resign as described in the above section under "Resignation."

**AA. Layoffs**

The AAW attempts to hire highly qualified staff with broad capabilities. There may be occasions, however (due to program changes, loss of contract support, etc.), when it may be necessary to initiate layoffs. In such cases, it is the intent of the AAW to attempt to avoid abrupt, arbitrary, and unfair actions whenever possible.

**BB. Employee Appeals (Grievance Procedures)**

The purpose of the employee appeal procedure is to provide a means for employees to resolve their workplace concerns with management. All regular and temporary employees of the AAW may file a grievance under this section.

**CC. Definition of an Appeal**

A grievance shall be determined as an alleged misapplication of AAW personnel policies. This procedure represents an intent to offer a dispute resolution mechanism to the employees of the AAW. Failure by the AAW to exactly follow this procedure shall not subject the AAW to a breach of contract claim.

**DD. Timing for Appeals**

In order to qualify for processing under this section, an appeal must be filed no later than thirty (30) calendar days after the date on which the aggrieved condition commenced.

**Step One:**

Any employee who is eligible may present an appeal to his/her immediate supervisor for discussion. The supervisor shall have five (5) regular working days in which to respond to the relief requested. Should the supervisor fail to respond within this time limit or if the employee finds the response unsatisfactory, the appeal may be reduced to writing, clearly specifying the policy allegedly misapplied, and the relief requested. The appeal should be submitted to the Executive Director within five (5) regular working days from the time the first step answer was due or was given. The Executive Director should respond in writing within five (5) days of receipt and if the Executive Director fails to respond within this time, or if the employee finds the response unsatisfactory, or in cases where the Executive Director is the immediate supervisor, the employee may proceed to Step Two.

**Step Two:**

The employee may submit an appeal to the Executive Committee and the Board President if Step One has not resolved the issue. The Committee may convene a meeting or conference call wherein statements shall be taken from the appealing employee and the employee's

immediate supervisor, as applicable, either separately or jointly at the discretion of the President. The Committee may also request statements from other employees. The Committee may refuse to grant the employee's request for appeal when the issues involved are minor in nature or involve evaluations or judgments by management unless they appear to be contrary to policy, malicious or vindictive. The Committee shall have twenty (20) regular working days in which to respond to the employee in writing concerning the relief requested.

In all instances, a thorough and fair investigation will take place, giving careful consideration to the rights and dignity of the people involved. The President will report the grievance and the result at the next regularly scheduled Board meeting.

#### **EE. Work Products and Files**

***All supplies, materials, and work products of an employee if purchased by AAW shall remain the property of the AAW after resignation, discharge, or layoff of that employee. The employee may retain any personal files, but work files and other papers shall remain with the AAW.***

#### **FF. Consultant Fees, Honoraria, Gifts**

All employees are encouraged to participate in a variety of community and professional activities. In those instances where an employee's activities are part of their regular duties and responsibilities, any payment received will be turned over to the AAW. All fees derived from AAW reports, activities, events, or speaking engagements while employed by the AAW shall also be turned over to the AAW.

In some instances, an individual may do work that is based on activities or experiences prior to or separate from their regular duties and responsibilities at the AAW. To avoid actual or appearance of conflict of interest, any employee who engages in any remuneration activity in any field directly related to AAW programs must have prior approval by the Executive Director. The Board of Directors will review these issues for the Executive Director. No employee may formally represent himself/herself as a spokesperson for AAW without prior approval of his/her supervisor.

#### **GG. Employee Acknowledgement**

I acknowledge that I have read and understood the policies outlined in this copy of AAW'S Personnel Policy Guidelines. I understand that these policies provide only a general reference and are not a full statement of AAW's procedure nor are they a contract. I will update these policies as I am provided with new materials, and I will return my copy of the Personnel Policies to AAW upon termination of my employment.

Employee signature \_\_\_\_\_ Date \_\_\_\_\_

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## AAW FULLTIME STAFF

**Phil McDonald**

Executive Director

[phil@woodturner.org](mailto:phil@woodturner.org)

**Jennifer (Jen) Newberg**

Assistant Executive Director

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**Tib Shaw**

Curator

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**Jane Charbonneau**

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**Kim Rymer**

Marketing and Communications Director

[kim@woodturner.org](mailto:kim@woodturner.org)

**Alexa Calliguri**

Administrative Program Assistant

[alexa@woodturner.org](mailto:alexa@woodturner.org)

**Additional temporary & part-time help arranged as needed**

# Organization Chart

