

AMERICAN ASSOCIATION OF WOODTURNERS

BYLAWS

(Hybrid Version)

Revised June 2, 2026

(Revision of January 2023 Bylaws)

MEMBER VOTE TO BE HELD FOR
ARTICLES REQUIRING MEMBER VOTE
(in blue boxes)
(Date for Voting to be Determined)

This document is the official current 2026 AAW bylaws, approved by the Board on June 2, 2026. However, certain sections cannot take effect until they are ratified by the membership. For those specific sections, the January 2023 bylaws remain in effect.

The 2023 bylaws are enclosed inside blue boxes for easy reference and will remain active and legally binding until the member vote is held. Once members have voted, any newly ratified 2026 bylaws will officially replace the old 2023 language.

Both the 2023 text and the proposed 2026 revisions will be included on the amendment ballot for your review before voting.

BYLAWS OF THE AMERICAN ASSOCIATION OF WOODTURNERS

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ARTICLE 1 — NAME AND OFFICE

Section 1.01 Name

The name of this non-profit corporation shall be AMERICAN ASSOCIATION OF WOODTURNERS as stated in the Articles of Incorporation and on file with the State of Minnesota's Secretary of State, dated November 14, 2011, hereinafter referred to as the "AAW."

Section 1.02 Registered Office and Registered Agent

The AAW, as required by the Minnesota Non-Profit Corporation Act, shall maintain a registered office with a physical address in Minnesota, and appoint a registered agent who resides in Minnesota, or is a corporation/LLC authorized to transact business in Minnesota.

ARTICLE 2 — PURPOSE

A. The AAW is organized exclusively for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (the "Code"), or the corresponding section of any future federal tax code. No part of the net earnings of the AAW shall inure to the benefit of, or be distributed to its members, Directors, or other private persons, except that the AAW shall be authorized and empowered to pay reasonable compensation for services rendered. Notwithstanding any other provisions of these bylaws, the AAW shall not carry on any other activities not permitted to be carried on by said IRS code.

1. By a corporation exempt from Federal Income tax under section 501(c)(3) of the Code and its Regulations, or
2. By a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

B. The AAW shall not participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for elective public office. No substantial part of the activities of the AAW shall be the carrying on of propaganda, or otherwise attempting, to influence legislation beyond that which is allowable under said IRS code.

ARTICLE 3 — MEMBERS (January, 2023 bylaw)

Section 3.01 Member Benefits

It is the intention of this Association to offer:

- A. For collectors** of lathe-turned objects, education about turners and turning styles, and an opportunity to communicate directly with turners.
- B. For amateur**, part-time, or student woodturners, technical information about wood and woodturning tools, machinery, safety tips, and also a vehicle for establishing and maintaining communication among others with similar interests.
- C. For professional woodturners**, increased awareness of the changing standards of their craft, active promotion of studio woodturning to galleries, collectors, museums, and the public.
- D. For master craftsmen woodturners**, maintain an avenue through which they can both meet and share their techniques and theories with their peers and with others interested in fine woodturning; and also, to help promote public interest in collecting fine lathe-turned objects by museums and by other permanent, visible collections.

- E. **For galleries and other dealers** in lathe-turned objects, both a vehicle for notifying turners and the interested public in shows or seminars featuring such works, and an outlet for articles, critiques or discussions on topics of interest to woodturners.
- F. **For retail sellers** of wood, tools, machinery, finishes, and other supplies, highly focused access to those who purchase such goods and services.

Section 3.02 Membership Categories

Membership is open to anyone with an interest in lathe turning. The Association Board of Directors may establish membership categories for both individuals and businesses in the United States and foreign countries. A schedule of annual fees for each of these categories shall be kept on file at the corporate office. The Board of Directors may confer such benefits it deems appropriate to individuals and businesses joining in the various membership categories that will be established.

Section 3.03 Transfer of Membership

Membership in the Association is not transferable or assignable.

Section 3.04 Membership Qualifications

A person, firm, or corporation may become a member by the means provided by AAW, accompanied by payment of one year's dues.

ARTICLE 4 —MEMBER MEETINGS AND PETITIONS

Section 4.01 Annual Member Meeting (June 2026 bylaw)

Section 4.01 Annual Meeting

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

Section 4.02 Member-Initiated Petition (January 2023 bylaw)

- A. **Petition Form:** The Association shall develop and maintain a form document for Member-Initiated Petitions, and shall post such document, as a downloadable form, on the AAW website in the Member's Only area.
- B. **Petition Statement:** A Member-Initiated Petition shall contain a plain statement of the issue or issues sought to be presented together with any and all arguments in favor of the issue being presented for a vote.
- C. **Qualifying Petition:** A qualifying Member-Initiated Petition shall be signed by at least five percent (5%) of the general members having voting rights, except that a Member-Initiated Petition seeking the removal of a Director or a change in the corporation's Bylaws or other governing provisions shall be signed by at least ten percent (10%) of the general members having voting rights.
- D. **Written Notice:** Upon the Board's receipt of a qualifying Member-Initiated Petition under this section, the Board shall prepare a written Notice which shall include the following:
 - 1. **Outline:** An outline of the matters to be considered;

2. **Due Date:** Due date for all ballots to be received in connection with the Member-Initiated Petition;
 3. **Discussion:** A discussion of each item in the Member-Initiated Petition along with a copy of the Member-Initiated Petition, without signature page(s);
 4. **Ballot:** A ballot for the receiving member to register his or her vote for or against each question presented; and
 5. **Directions:** Clear directions for return of the member's ballot by the ballot's due date. At the discretion of the Board of Directors, electronic voting may be established.
 6. **Forum:** The Internet address/link for a closed, members only forum on the AAW website where members may post and read comments for or against the questions being presented if such a forum can be established within the format of the Association's website.
- E. **Means of Notice:** The Notice shall be sent to the membership via email and shall be posted on the AAW website's Member's Only Area. The Notice may be sent to the general membership by such other means as determined by the Board to be the best available means to reach as many members as reasonably possible.
- F. **Signed Petitions:** Member-Initiated Petitions under this section shall be signed in original form and shall be deemed received by the Board on the date the Petition, with attached signatures, is received by the AAW main office in Saint Paul, MN. The signing of a petition must be collected within a three-month period. All signatures must include the date signed. All signatures must be on a page that clearly states the Issue or Issues being petitioned.
- G. **Voting:** Members with voting rights shall be entitled to vote by electronic web-based means or by requesting a mail ballot.
- H. **Deadline:** All ballots must be received in the Association's office by the deadline stated on the ballot to be counted.
- I. **Adoption:** The petitioner's question will pass if a majority of the membership at the time of the vote deadline, vote in the affirmative.

ARTICLE 5 — POWERS AND DUTIES OF THE BOARD

Section 5.01 Powers and Duties of the Board

A. Authority and Management: The business and affairs of the AAW shall be managed by, or under the direction of a Board of Directors (the "Board"). The Board is the governing body of the AAW and holds ultimate authority for the organization, acting as fiduciaries for the benefit of the AAW to ensure the organization fulfills its mission and complies with all legal obligations.

B. Specific Duties: The Board is charged with, but not limited to, the following responsibilities:

1. **Governance and Strategy:** Define the AAW's mission, establish long-term goals, and ensure prudent business conduct consistent with these bylaws and the Minnesota Nonprofit Corporation Act (MN § 317A).
2. **Executive Director:** Appoint an Executive Director, who shall be the chief executive officer of the AAW. The Executive Director is responsible for the day-to-day management, operations and administration of the AAW in accordance with Board-established policies, strategic direction, and budgets.
3. **Financial Management:** Approve the annual budget, manage assets responsibly, control investments, and ensure adequate resources for the mission.

4. **Compliance:** Ensure regulatory compliance and maintain complete records.

C. Fiduciary Duties: Each Director shall act in good faith and in the best interests of the AAW, adhering to the three primary legal duties:

1. **Duty of Care:** Act with the competence and diligence of a prudent person.
2. **Duty of Loyalty:** Place the interests of the nonprofit above personal interests.
3. **Duty of Obedience:** Ensure the nonprofit obeys all applicable laws and adheres to its mission and governing documents.

D. Policies: The Board shall adopt, maintain, and review on a regular basis all ethics policies, such as the Code of Conduct, Conflict of Interest Policy, and the Code of Ethics, to ensure organizational integrity and compliance with state and federal laws.

E. Annual Disclosure: All Directors and key employees shall complete, sign and adhere to an annual written conflict of interest disclosure statement on a form approved by the Board. Completed disclosures shall be retained in the AAW records.

Section 5.02 Number of Directors and Executive Director

A. The Board of Directors will consist of nine (9) elected or appointed members.

B. The Executive Director shall serve as a non-voting participant of the Board. The Executive Director may attend board meetings with a board invitation, rather than as a standing right. When invited, they may participate in discussions, but shall not have the right to vote and shall not be counted for purposes of determining a quorum. The Executive Director is not a director for any purpose under these Bylaws or the Articles of Incorporation and does not hold a directorship.

1. The Executive Director only holds this seat while in the role of Executive Director and shall not serve as an officer of the Board.
2. The Executive Director is subject to the AAW's conflict of interest policy, particularly regarding their own compensation and performance review.

Section 5.03 Board Election

The annual election for the Board of Directors is held via electronic ballot under Minn. Stat. 317A.447, separate from the annual meeting at a date to be determined by the Board.

A. Quorum: A quorum of five percent (5%) of the members must vote in an election for the Board in order for the election to be valid.

B. Election: The two (2) candidates receiving the highest number of affirmative votes from members shall be elected to serve a three-year term.

C. Appointment: One (1) Director shall be appointed by a two-thirds (2/3) affirmative vote of the Directors currently in office to serve a three-year term.

D. Increase in Board Size. The Board of Directors may increase or decrease the number of directors at any time without member approval.

1. **Staggered and Initial Terms.** In the event the Board votes to increase the number of directors, any additional positions shall be filled by a two-thirds (2/3) affirmative vote of Directors currently in office. The Board shall maintain staggered directorships such that approximately one-third of terms, or as nearly equal in number as possible, expire annually. When necessary to restore the staggered cycle, the Board may by a two-thirds (2/3) affirmative vote assign adjusted initial terms to specific seats.

2. Election Requirement. Any director appointed to fill a newly created directorship shall serve a term of office of one, two, or three years as designated by the Board of Directors at the time of appointment, with the term expiring on December 31 following the annual election in the year so designated. Upon the expiration of this appointed term, the seat shall be filled through the standard election process under Section 5.03B or 5.03C. The appointed director must stand for election through the standard process to continue serving beyond the appointed term.

3. Terms and Limitations. Any director so appointed shall be subject to the same term lengths, term limits, and eligibility requirements as all other directors as provided in these Bylaws.

Section 5.04 Director's Terms of Office

A. Standard Terms: Directors shall be elected for a term of three (3) years. A Director's term shall commence on January 1 following the Director's election. Each Director shall hold office until their successor has been duly elected and qualified, or until their prior death, resignation, or removal.

B. Term Limits: A director may serve up to three consecutive three-year terms, and shall not be eligible for re-election for a period of at least one (1) year before serving any remaining eligible time. No Director may serve more than ten (10) cumulative years.

C. Extension for Critical Expertise: If a director has reached the standard term limit, the Board may, by a two-thirds (2/3) affirmative vote of all Directors then in office, authorize that Director to serve an additional period, provided their total service does not exceed ten (10) years. Such extension requires a Board finding that the Director's continued service is critical to the organization. If a director hits ten (10) years, they must step off the board, regardless of the "critical expertise" finding.

D. Partial Terms: A director appointed to fill a vacancy shall fill the unexpired portion of the term. The partial term served to fill a vacancy shall not count toward the standard consecutive-term; however, years served during a partial term shall count toward the ten (10) year cumulative maximum.

Section 5.05 Unexpected Board Vacancies

A. Filling Vacancies: The remaining directors, by affirmative majority vote, may fill any vacancy occurring on the Board (including those created by death, resignation, removal, or an increase in directorships). This authority applies even if the remaining directors are fewer than a quorum. A sole remaining director may also act to fill vacancies.

B. Term of Appointed Director: Any director appointed under this section shall serve the balance of the unexpired term they are filling.

C. Partial Terms: For purposes of term limits, a partial term of less than two (2) years shall be disregarded and shall not be considered the director's first full term.

D. Subsequent Election: Continued service beyond the unexpired term requires the director to stand for election according to standard procedures (Section 5.03).

E. Removal: A vacancy created by Board removal of an appointed Director may be filled immediately by the Board.

F. Future Vacancies: Vacancies that will occur on a specific future date may be filled in advance; however, the new director does not take office until the seat is officially vacated.

Section 5.06 Removal of Directors

A. Removal by the Board: Any appointed or elected Director may be removed, with or without cause, by a two-thirds (2/3) affirmative vote of the Directors present at a meeting where a quorum exists, at a regular or special meeting of the Board. Written or electronic notice of the meeting and the proposed removal must be provided to all Directors, including the Director subject to removal, at least ten (10) days prior to the meeting. The Director subject to removal shall have the right to be heard at the meeting, but shall not be entitled to vote on the matter of their own removal. The minutes of any removal action shall include a brief statement of the Board's rationale, to document the Board's exercise of good faith judgment.

B. Removal by the Membership. Any appointed or elected Director may also be removed at any time, with or without cause, by a majority vote of members casting ballots, provided that a quorum of fifteen percent (15%) of members with voting rights participates in the vote. Such removal must follow the Member-Initiated Petition procedures prescribed in Article 4, including the petition threshold and voting procedures set forth therein

C. Vacancy: A vacancy created by the removal of a Director shall be filled in accordance with Section 5.07 of these Bylaws.

Section 5.07 Resignation

A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the AAW. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

Section 5.08 Quorum

A majority of the directors currently holding office constitutes a quorum for the transaction of business. Directors participating by means of remote communication shall be considered present for quorum purposes. If a quorum is present when a meeting is convened, the directors present may continue to transact business until adjournment, even if the withdrawal of directors leaves less than a quorum. In the absence of the President and Vice President, the directors present may choose a chair for the meeting. If a quorum is not present, a majority of the directors present may adjourn the meeting until a quorum is obtained (Minn. Stat. § 317A.235).

Section 5.09 Board Action Without Meeting (Minn. Stat. § 317A.239)

- A.** Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all of the Directors agree in writing or by authenticated electronic communication.
- B.** The written action is effective when the last Director signs/consents to the action, unless a different effective time is provided in the document.
- C.** The written action, along with the consents, must be filed with the minutes of the proceedings of the Board.
- D.** Immediate notice of the action taken without a meeting must be given to any director who did not sign or consent to the action, but failure to provide such notice does not invalidate the action.
- E.** A director who did not sign or consent to the written action has no liability for the action or actions so taken.

Section 5.10 Presumption of Assent/Dissent

A. A Director present at a board meeting, or a committee meeting of which the director is a member, at which action is taken, is presumed to have assented to the action unless the Director:

1. Objects to the meeting at the beginning, or promptly upon arrival, because the meeting was not lawfully called or convened, and does not participate;
2. Votes against the action; or
3. Is prohibited from voting due to a conflict of interest.

B. To avoid liability, a director must ensure their dissent, abstention, or vote against the action is formally entered into the meeting minutes, or filed in writing with the person acting as secretary of the meeting before its adjournment.

Section 5.11 Compensation

No compensation shall be paid to Directors for their services. Reasonable expenses directly attributable to performing the duties of the Director will be reimbursable.

Section 5.12 Meetings of the Board of Directors

A. Regular Meetings: Regular meetings of the Board shall be held at least quarterly, at such time and place as determined by the Board. Meetings may be held in person or via remote communication and compliance and participation by remote communication constitutes presence at the meeting. Notice of regular meetings, including the agenda, shall be sent to each Director at least five (5) days prior to the meeting. The Board may meet in executive session when necessary for confidential matters.

B. Special Meetings: Special meetings of the Board may be called by the President, or by the Secretary upon the written request of a majority of the directors currently in office. Notice of special meetings shall be sent at least forty-eight (48) hours prior to the meeting and shall state the purpose of the meeting. Attendance at a meeting constitutes a waiver of notice, unless the director objects at the start.

C. Remote Meetings: Any meeting of the Board, including regular or special, may be held by remote communication (e.g., phone, video conferencing). Participation by remote communication constitutes presence in person at the meeting. All participants must be able to hear/interact with each other in real-time.

D. Attendance: Directors are expected to attend all meetings. The Board shall adopt an attendance policy in the Board Handbook setting expectations and the process for addressing chronic absences.

E. Absence: If a director's absences are deemed unacceptable under the Board's attendance policy, the Board may declare the seat vacant by a two-thirds (2/3) majority vote of the Directors present at a meeting where a quorum is present.

Section 5.13 Board Nomination and Election

A. Qualification of Candidates:

1. Candidates must be a "natural" person, at least 18+ years of age, and a member in good standing for a minimum of one (1) year.
2. The Board shall appoint a Nominating Committee. The Committee shall establish, subject to Board approval, the criteria and vetting process for Board candidates. All

candidate qualification requirements and procedures shall be documented in Board-approved Handbook and Member Policy Handbook.

3. Potential conflicts of interest must be disclosed prior to nomination and managed per the Board's Conflict of Interest Policy.

B. Election Procedures:

1. **Action Without a Meeting:** An annual election of Directors shall be conducted via electronic ballot in accordance with Minn. Stat. 317A.447. The election may take place independently of the annual meeting.

2. **Notice:** At least thirty (30) days prior to the commencement of the voting period, a list of all qualified candidates, including a statement from each candidate, shall be published and communicated to the membership. The Board shall determine the appropriate communication channels consistent with its notice policies.

3. **Authentication:** The Board shall ensure that all electronic voting methods allow for the authentication of the member's identity and the confidentiality of the ballot.

4. **Voting Procedure:** Each member in good standing is entitled to one ballot and may cast one (1) vote for up to three (3) individual candidates.

ARTICLE 6 — OFFICERS

Section 6.01 Number

The Officers of the AAW shall be a President, a Vice President, a Secretary, and a Treasurer. Only members of the Board of Directors shall be eligible to hold office. No person may hold more than one office at the same time.

Section 6.02 Election and Term of Office

Officers shall be elected by the Board of Directors at the first meeting of the Board following the annual election of Directors. An Officer's term shall commence on January 1 following the Officer's election by the Board. Each Officer shall serve a term of one year and until a successor is duly elected and qualified. Officers may be re-elected to the same office for consecutive terms, provided they continue to serve on the Board.

Section 6.03 Resignation; Removal; Vacancies

A. Resignation: An Officer may resign by delivering written notice to the Board President or Secretary. The resignation is effective upon receipt, unless the notice specifies a later effective date.

B. Removal: An Officer may be removed, with or without cause, by a majority vote of the directors present at a duly held meeting of the Board.

C. Vacancies: A vacancy in any office may be filled by the Board for the unexpired portion of the term. A vacancy in the office of President or Treasurer must be filled as soon as possible, as required by Minn. Stat. § 317A.341.

Section 6.04 President

The President is the principal officer of the AAW and, subject to the direction of the Board, shall have general supervision over the business and affairs of the AAW. The President shall preside at all meetings of the Board and the Executive Committee. The President may sign, execute, and deliver documents, contracts, and other instruments in the name of the AAW, except where signing authority has been otherwise delegated by the Board or required by law to be executed otherwise. If the

President has a conflict of interest, the procedures of Minn. Stat. §317A.255 and the organization's Conflict of Interest Policy shall govern. The President shall perform such other duties as the Board may prescribe. Specific responsibilities and operational expectations for the President are set forth in the Board Handbook.

Section 6.05 Vice President

In the absence of the President, or in the event of the President's death, inability, or refusal to act, the Vice President shall perform the duties of the President and shall have all powers and be subject to all restrictions of that office. The Vice President shall perform such additional duties as the Board or President may assign. Specific responsibilities and operational expectations for the Vice-President are set forth in the Board Handbook.

Section 6.06 Secretary

The Secretary shall keep, or cause to be kept, minutes of all meetings and actions of the Board and committees with board-delegated authority, and shall ensure that proper notice of all meetings is provided to Directors in accordance with these Bylaws. The Secretary shall maintain custody of the corporate records and shall ensure the AAW meets all required legal filings under state law. Specific responsibilities and compliance obligations of the Secretary are set forth in the Board Handbook.

Section 6.07 Treasurer

The Treasurer shall be responsible for oversight of the financial condition and affairs of the AAW, shall ensure that accurate financial records are maintained and the assets of the AAW are safeguarded, and shall report on the financial condition of the AAW to the Board at each regular meeting. The Treasurer may delegate performance of certain financial tasks to staff or qualified agents, provided the Treasurer retains oversight responsibility. Specific responsibilities, committee leadership, and compliance obligations of the Treasurer are set forth in the Board Handbook.

ARTICLE 7 — COMMITTEES

Section 7.01 Committees

A. Establishment and Composition:

1. **Authorization:** The Board may establish standing, ad hoc, or special committees by a resolution approved by a majority of Directors present at a meeting where a quorum is established.
2. **Membership:** Committee members must be natural persons. Committees may be composed of Directors, non-Directors, or a mix of both.
3. **Authority Limitations:** Any committee not composed entirely of Directors shall be advisory only and may not exercise the legal authority of the Board.
4. **Quorum:** A majority of the committee members shall constitute a quorum for the transaction of business.

B. Advisory Committees: Committees comprised entirely of non-Directors, or committees designated as "advisory" by the Board, shall have no authority to bind the corporation to any contract or legal obligation. Their function is to make recommendations to the Board for final action.

C. Standards of Conduct and Oversight:

1. Oversight: All committees are subject to the direction, oversight, and control of the Board. The Board retains ultimate responsibility for the management of the AAW's affairs.

2. Standards of Conduct: Director members of committees shall be subject to the standards of conduct applicable to Directors under Minnesota law. Non-Director committee members are expected to act in good faith, in a manner they reasonably believe to be in the best interests of the corporation, and with the care an ordinarily prudent person would exercise under similar circumstances, as a condition of their service.

3. Minutes: Committees shall maintain minutes of their meetings. Minutes shall be available for inspection by any Director for a proper purpose at any reasonable time.

D. Removal: Unless otherwise provided in these bylaws, the Board may remove any committee member or Chair at any time, with or without cause, by an affirmative vote of a majority of Directors present at a meeting where a quorum is established.

E. Standing Committees: The standing committees of the corporation shall be: the Executive Committee, Finance Committee, Nominating Committee, Ethics Committee, Bylaws and Policy Committee, and Contracts Committee. The composition, charter, and operating procedures of each standing committee shall be set forth in the Board Handbook, as amended by the Board from time to time.

Section 7.02 Executive Committee

A. Composition: The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer. The President shall serve as Chair. No individual may hold more than one officer position simultaneously.

B. Authority: In intervals between Board meetings, the Executive Committee is authorized to act on behalf of the Board in managing the business and affairs of the organization, subject to the direction, control, and restrictions of the full Board.

C. Emergency Authority: In the event of a crisis or disaster rendering the Executive Director unavailable or incapacitated, the Executive Committee is authorized to assume temporary management of the organization until the Board provides further direction.

D. Limitations: Pursuant to Minn. Stat. §317A.239(b), the Executive Committee shall not have the authority to: amend the Articles of Incorporation or Bylaws; elect, appoint, or remove directors; fill vacancies on the Board of Directors; authorize distributions; or approve a plan of merger, consolidation, or dissolution.

Section 7.03 Finance Committee

A. Establishment: The Board of Directors shall maintain a Finance Committee as a standing committee to provide oversight of the organization's financial affairs, ensuring fiscal integrity, sustainability, and compliance with all applicable laws and regulations.

B. Chair: The Finance Committee shall be chaired by the Treasurer. Composition, qualifications of additional members, and committee authority shall be governed by the Finance Committee Charter adopted by the Board.

Section 7.04 Nominating Committee

A. Establishment: The Board shall maintain a Nominating Committee responsible for identifying, vetting, and presenting qualified candidates for director positions to the Board of Directors.

B. Reporting: The Nominating Committee reports directly to the full Board and is subject at all times to the direction and control of the Board.

C. Natural Persons: All committee members must be natural persons and 18+.

Section 7.05 Ethics Committee

A. Establishment: The Board shall maintain an Ethics Committee as a standing committee. The Chair must be a current AAW member and shall not be a voting member of the Board of Directors.

B. Chair Appointment: The Board President shall appoint the Ethics Committee Chair, subject to approval by the Board of Directors.

C. Member Appointment & Removal: The Chair shall recommend at least three additional members from the general membership for Board approval. The Board retains the authority to appoint or remove any committee member at any time, with or without cause, by a two-thirds (2/3) majority vote of the Board.

Section 7.06 Bylaws & Policy Committee

A. Establishment: The Board shall maintain a Bylaws and Policy Committee. The Chair shall be a Director appointed by the Board President for a one-year term commencing January 1.

B. Amendment Process: The Committee may propose amendments to the Bylaws or organizational policies; however, final authority to amend the Bylaws rests with the Board of Directors, requiring an affirmative two-thirds (2/3) majority vote of the directors present at a duly called meeting at which a quorum exists.

C. Composition: Additional members who are not Directors may be appointed to provide expertise.

Section 7.07 Contracts Committee

A. Establishment: The Board shall maintain a Contracts Committee to provide fiduciary oversight, ensure legal compliance, and establish ethical standards in procurement and vendor agreements on behalf of the Board.

B. Authority: The Contracts Committee shall review all contracts and commitments referred to it under the AAW Contract Approval Matrix, as adopted and maintained by the Board in the Board Handbook. The Committee shall make recommendations to the Board of Directors, but final approval authority for all contracts rests with the Board.

C. Confidentiality: Any contract or agreement involving the compensation, benefits, or performance of an individual shall be reviewed exclusively by Director members of the Contracts Committee, and all such reviews shall be treated as confidential.

ARTICLE 8 — INDEMNIFICATION

A. Mandatory Indemnification: The AAW shall indemnify any person who is, or was, a Director, Officer, employee, or agent of the AAW, or any person who is or was serving at the request of the AAW as a director, officer, employee, or agent of another organization, who was or is a party, or is threatened to be made a party, to any proceeding (as defined in Minn. Stat. § 317A.521, Subd. 1(d)) by reason of their former or present official capacity (as defined in Minn. Stat. § 317A.521, Subd. 1(c)). Such indemnification shall be to the fullest extent permitted by Minn. Stat. § 317A.521 against judgments, penalties, fines, settlements, and

reasonable expenses, including attorneys' fees and disbursements, incurred by the person in connection with the proceeding.

B. Standard of Conduct: Indemnification under Section 8.01(A) is mandatory only if all of the following criteria, as set forth in Minn. Stat. § 317A.521, Subd. 2, are satisfied:

1. The person has not previously been indemnified by another organization or employee benefit plan for the same judgments, penalties, fines, settlements, or expenses with respect to the same acts or omissions;
2. The person acted in good faith;
3. The person received no improper personal benefit, and if Minn. Stat. § 317A.255 (governing director conflicts of interest) is applicable, its requirements have been satisfied;
4. In the case of a criminal proceeding, the person had no reasonable cause to believe that the conduct was unlawful; and
5. The person reasonably believed that the conduct was in the best interests of the AAW (in the case of acts or omissions in the person's primary official capacity with the AAW), or, in the case of acts or omissions occurring while serving at the AAW's request on behalf of another organization, that the conduct was not opposed to the best interests of the AAW.

C. Discretionary Indemnification: In circumstances where mandatory indemnification under Section 8.01(A) does not apply, the AAW may, in the discretion of its Board of Directors, indemnify a person to the extent permitted by Minn. Stat. § 317A.521, Subd. 3, if the Board determines that indemnification is appropriate in the circumstances.

D. Advancement of Expenses: Upon written request, the AAW shall advance reasonable expenses, including attorneys' fees and disbursements, incurred by a person who is a party to a proceeding in advance of the final disposition of the proceeding, in accordance with Minn. Stat. § 317A.521, Subd. 3. To receive such advancement, the person must furnish to the AAW:

1. A written affirmation of the person's good faith belief that all criteria for mandatory indemnification under Section 8.01(B) have been met or that the conduct giving rise to the claim involved no deliberate wrongdoing; and
2. A written undertaking to repay any amounts advanced if it is ultimately determined that the person is not entitled to indemnification under this Section. The Board shall adopt by resolution the specific form of the written affirmation and repayment undertaking, and shall document the administration process in the AAW Handbook.

E. Insurance: The AAW has the authority to purchase and maintain insurance on behalf of any person in their official capacity against any liability asserted against and incurred by such person in or arising from that capacity.

F. Continuation of Coverage: The indemnification and advancement of expenses provided under this Section shall continue as to any person who has ceased to serve in an official capacity and shall inure to the benefit of the heirs, executors, and administrators of such person.

G. Notification to Members: If the AAW has members with voting rights, the AAW shall notify its members in writing of any indemnification or advancement of expenses made under this Section in connection with a proceeding by or on behalf of the AAW, reporting the amount paid and to whom and on whose behalf, it was paid, not later than the next meeting of members. This obligation applies to the extent required by Minn. Stat. § 317A.521, Subd. 8.

ARTICLE 9 — CONTRACTS, LOANS, CHECKS, DEPOSITS

Section 9.01 Contracts and Instruments

The Board may authorize any Officer(s) or employee(s) to enter into contracts or execute instruments on behalf of the AAW. Such authority may be general or confined to specific instances and must be granted in writing. All instruments executed on behalf of the AAW must be signed by an authorized individual, clearly identified as acting on behalf of the AAW.

Section 9.02 Loans

No loans shall be contracted, and no debt obligation shall be incurred or issued in the name of the AAW, unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances and must comply with MN Stat. 317A.501.

Section 9.03 Checks, Drafts, and Other Orders

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the AAW shall be signed by such Officer(s) or employee(s) as authorized, in the manner determined by Board resolution.

Section 9.04 Deposits

The funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select. Such deposits may be held in any type of account or financial instrument deemed prudent by the Board, including, but not limited to, savings accounts, checking accounts, certificates of deposit, and money market accounts.

ARTICLE 10 — BOARD OF ADVISORS

A. Purpose: The Board may establish a Board of Advisors, a voluntary group providing expertise and guidance. Advisors possess no legal authority, fiduciary duty, or voting power. They provide non-binding strategic advice to the governing Board.

B. Limitations: The Advisory Board cannot govern, act on behalf of the AAW, or vote on AAW matters. Advisors shall not have access to confidential Board information except as specifically authorized by the Board.

C. Status: Advisors do not constitute a committee of the board under Minn. Stat. § 317A.241 or a board of directors under Minn. Stat. § 317A.201, and possess no fiduciary duties to the corporation. They are not directors, officers, or employees of AAW.

D. Removal: The Board may remove any Advisor at any time, with or without cause, by a majority vote of the Board.

ARTICLE 11 — VOLUNTARY DISSOLUTION BY BOARD

A. The AAW may be dissolved in accordance with its Articles of Incorporation and Minn. Stat. § 317A. Upon dissolution of the AAW, all remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. The Board in office at the time of dissolution shall be responsible for the distribution of these assets, subject to the member vote required by Section B, ensuring that, pursuant to Minn. Stat. §

317A.811, the Attorney General is notified and required waiting periods are observed. This Section is subject to, and limited by the Articles of Incorporation; in the event of any conflict, the Articles shall control.

B. Members have the right to vote on a dissolution of the AAW and the distribution of AAW assets. No assets shall be transferred or conveyed until the statutory 45-day waiting period (or any 30-day extension thereof) has expired, or until the Attorney General has provided a written waiver of the waiting period under Minn. Stat. § 317A.811.

ARTICLE 12 — FISCAL YEAR

The fiscal year of the AAW shall begin on the first day of January in each year.

ARTICLE 13 — CORPORATE SEAL

The Board of Directors may, but need not, adopt a corporate seal. The absence of a seal does not affect the legality or enforceability of corporate documents.

ARTICLE 14 — WAIVER OF NOTICE

A waiver of notice by a director entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally, by authenticated electronic communication, or by attendance. Attendance by a director at a meeting is a waiver of notice of that meeting, unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, and does not participate thereafter in the meeting.

ARTICLE 15 — PARLIAMENTARY AUTHORITY

Section 15.01 - Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the meetings of the Board of Directors and all membership meetings of the organization, except in cases where they are inconsistent with or superseded by these bylaws, any special rules of order the Board may adopt, or applicable law.

Section 15.02 - Relaxed Procedures for Small Board

Because the Board of Directors constitutes a small board, the following relaxed parliamentary procedures shall apply to Board meetings, as recognized by Robert's Rules of Order Newly Revised:

- A. Members may raise a motion or speak without being formally recognized by the chair.
- B. Motions need not be seconded.
- C. There is no limit on the number of times a member may speak to a question.
- D. Informal discussion of a subject is permitted before a motion is made.
- E. When a proposal is perfectly clear to all present, a vote may be taken without a formal motion having been introduced.
- F. The chair may speak in discussion and vote on all questions without leaving the chair.

Section 15.03 - Membership Meetings

Membership meetings shall be conducted under the standard rules of Robert's Rules of Order Newly Revised in Brief. The relaxed small board procedures set forth in Section 15.02 do not apply to membership meetings. The presiding officer shall maintain orderly and fair procedure at all membership meetings.

ARTICLE 16 - BYLAW AMENDMENTS (Jan 2023 bylaw)

Section 16.01 Amendments

- A. These Bylaws may be altered or amended by a majority vote of the Board ~~unless~~ any of the following conditions exist, as determined by a majority of the Board:
1. The addition or revision involves a repeal of a fundamental principle of these Bylaws,
 2. The addition or revision involves the ability of the members to petition the Association,
 3. The addition or revision affects their right to vote, call a meeting, or deals with notice to members, then that act must be confirmed by a majority of the members of the Association then casting ballots.
- B. Any changes to the Bylaws shall be posted on the AAW website.

INDEX OF BYLAWS

The following index provides an alphabetical reference to the key topics, rights, and governance provisions contained in these Bylaws. All references correspond to the Articles and Sections set forth in the bylaws.

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