

AAW By-Laws

ARTICLE I NAME and OFFICE

Section 1.01 Name. The name of this non-profit corporation shall be AMERICAN ASSOCIATION OF WOODTURNERS, INC. (the "Association"). The official acronym shall be "AAW".

Section 1.02 Registered Office and Registered Agent. The Association shall have and continuously maintain in the State of Minnesota a registered office and a registered agent whose office is identical with such registered office, as required by the Minnesota Non-Profit Corporation Act. The registered office may be, but need not be changed from time to time by the Board of Directors.

ARTICLE II PURPOSES

Section 2.01 Purpose. The Association's purpose is to foster a wider understanding and appreciation of lathe-turning as a traditional and contemporary craft and a form of art among the general public, amateur turners, part-time turners, and professional turners. This will be accomplished by providing education, information, organization, technical assistance, and publications relating to woodturning.

Section 2.02 Activities. More specifically, we propose principally to offer such services as newsletters, technical bulletins, conferences, audio/video programs, computer software, seminars, shows, and exhibits, but may also conduct studies, undertake research, and carry out education and disseminate programs on woodturning or offer scholarships or stipends toward that end. In addition, the purposes and activities as set forth in Article II of the Articles of Incorporation of the Association are incorporated herein by reference.

Section 2.03 Non-Profit. Further, the Association is organized exclusively for educational purposes within the meaning of section 501(c) (3) of the Internal Revenue Code. No part of the net earnings of the Association shall inure to the benefit of, or be distributed to its members, directors, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered. Notwithstanding any other provisions of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income tax under section 501(c) (3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended, or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE III MEMBERS

Section 3.01 Benefits of Members. 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, 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.

The AAW also extends special recognition to members who qualify in the following categories:

(a) A CHARTER MEMBER is a member who attended the October 1985 Woodturning Conference at Arrowmont and has remained a member in good standing;

(b) A FOUNDING MEMBER is a member who made his/her contribution in the calendar year 1986 and has remained a member in good standing;

(c) The Board of Directors shall, at its discretion, confer HONORARY LIFETIME MEMBERSHIP to persons who, in its judgment have made an extraordinary contribution to the advancement of woodturning.

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 IV MEETINGS OF THE GENERAL MEMBERSHIP

Section 4.01 Annual Meeting. An annual meeting of the members may be held at a pre-announced time and location, preferably in conjunction with the AAW National Symposium.

Section 4.02 Special Meetings. Special meetings of the members may be called by a majority vote of the Board of

Directors or not less than five percent (5%) of the general members of the Association having voting rights.

Section 4.03 Place of Meeting. The Board of Directors may designate any place, either within or without the State of Minnesota, as the place of meeting for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Association in the State of Minnesota; but if five percent (5%) of the members shall meet at any time and place, either within or without the State, and consent to the holding of a meeting, such meeting shall be valid without cause or notice, and at such meeting, any corporate action may be taken.

Section 4.04 Quorum. Five percent (5%) of the membership shall constitute a quorum at a general membership meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting without further notice.

Section 4.05 Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

ARTICLE V BOARD OF DIRECTORS

Section 5.01 General Powers. The property, affairs, activities and concerns of the Association shall be vested in a Board of Directors – individually referred to herein as “Director” and collectively referred to herein as the “Board”. The Board shall be charged with the responsibility of the operation of the Association and the prudent conduct of its business consistent with these By-Laws and the laws of the State of Minnesota.

Section 5.02 Number. The Board of Directors will consist of nine (9) persons.

Section 5.03 Tenure. In each election, the three candidates receiving the most votes by those casting ballots will serve for three years.

Section 5.04 Successive Terms of Service. A Director may not serve more than two successive terms as a Director without at least one year intervening before being eligible to run again for office.

Section 5.05 Newly Created Board Positions. Should the Board of Directors elect to increase the Board’s size, vacancies resulting there from must be filled through the standard election process; these new positions may not be filled summarily through Board appointment.

Section 5.06 Unexpected Board Vacancies. Whenever any vacancy occurs on the Board of Directors by death, resignation or otherwise, that vacancy shall be filled without undue delay by a majority vote of the remaining Board at a Regular Board Meeting or at a Special Board Meeting called for that purpose. The Board may elect to fill such a vacancy with a candidate from the most recent Board election. A Director appointed to fill a vacancy shall begin service immediately and hold office for the unexpired term of the predecessor. This term will be considered the appointee’s first term.

Section 5.07 Removal of Directors. Any Director may be removed for cause by majority vote of the Directors then in office

at a Regular Board Meeting or at a Special Board Meeting called for that purpose.

Section 5.08 Resignation. A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Association. 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 5.09 Quorum. The Directors holding a majority of the votes which may be cast by the full Board shall constitute a quorum at any Board meeting. In the absence of the President and Vice President, the quorum present may choose a Chairman for the meeting. If a quorum does not exist, a majority of the Directors present may adjourn the meeting.

Section 5.10 Manner of Acting. A vote representing a majority of the votes which may be cast by the full Board shall be the act of the Board.

Section 5.11 Presumption of Assent. A member of the Board of Directors who is present at a meeting of the Board when action on any corporate matter is taken shall be presumed to have assented to the action unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file a written dissent to such action with the person acting as Secretary of the meeting before adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 5.12 Compensation. No compensation shall be paid to Directors of the Board for their services. Director expenses directly attributable to performing the duties of the Director will be reimbursable.

Section 5.13 Committees. The Board, by majority vote, may designate such Committees it may deem necessary and appropriate. Each Committee shall serve at the pleasure of the Board. A Committee will contain at least three (3) persons. All Committees shall have at least one Director as a liaison to the Board and the following Committees shall have a Director as Chair: By-Laws, Membership and Chapters, Conference, Educational Opportunity Grants, Exhibitions, Finance, Nominating, Publications and Video.

The President will appoint all Chairman except the Executive Chair, the Nominating Chair, and the Ethics Chair. The remaining persons serving on the Committee may be Directors, Members, or if deemed appropriate, from the community at large and will be chosen by the Committee Chairman. The Committee Chairman is responsible for preparing an agenda for each meeting and preparing reports to the Board.

(a) Ethics Committee: The President will assign one Director as liaison to the Ethics Committee. The Director will form a Committee from the Membership and fill any vacancies as they occur. The Director will not be a member of the Committee, but will act as liaison between the Committee and the Board. The Director will not have voting rights nor be considered part of a quorum of that Committee. The Committee will assign its own Chairman.

(b) Executive Committee: see Article VI, section I.

(c) Nominating Committee: see Article V, Section 16, subsection II.

(d) Standing Committees: The Standing Committees are By-laws & Policy, Membership and Chapters, Conference, Educational Opportunity Grants, Ethics, Exhibition, Finance, Insurance, Internet, Legal, Nominating, Professional Outreach, Publications, Video, and Youth. A member of such Committee shall hold office until the appointment of his/her successor.

(e) Special Committees: The President may appoint a Chair, at any time, to form a Committee to address any subject for which there is no Standing Committee. These Special Committees may be ad hoc, that is, for a short duration to complete a specific task, or may be more permanent in nature.

(f) Sub-Committees: If the Chair of any Standing or Special Committee desires to create a Sub Committee to further the mission of such Standing or Special Committee, then that Chair shall appoint the members and the Chair of the Sub Committee and it shall serve at the pleasure of the Standing or Special Committee.

(g) Committee Quorum: The majority of any Committee of the Association shall constitute a quorum.

(h) Committee Vacancies: The various Committee Chairman excluding the ethics and nominating Chairs shall have the power to fill vacancies in their Committee.

Removal of Committee Chairs: The Board, by majority vote, may remove any Standing or Special Committee Chair and direct the President to appoint another.

Section 5.14 Proposals from the General Membership. Any general member of the Association may offer a proposal for consideration by the Board. Proposals shall be submitted in writing to the President. The President shall either refer the proposal to an appropriate Committee for consideration and recommendation or place it on the agenda of the next scheduled meeting of the Board.

Section 5.15 Duties of the Board of Directors. The Board of Directors shall:

(a) Hold meetings at such times and places as it chooses.

(b) Print and circulate documents and publish any other publications supporting the purposes and objectives of the Association.

(c) Communicate with other organizations interested in any aspect of woodturning.

(d) Employ agents.

(e) Devise and execute such other measures as it deems proper to promote the objectives of the Association and to best protect the interest and welfare of the Association and its Members.

(f) Have a working knowledge and understanding of the By-laws and the Board Handbook of the Association and carry out their duties in an ethical manner.

Section 5.16 Meetings of the Board of Directors.

(a) Regular Board Meetings shall be held at least once each year. Notice of the meeting and the agenda thereof shall be sent to each Director at least ten (10) days prior to said meeting.

(b) The President may, when he/she deems necessary, or the Secretary shall, at the request in writing of a majority of Directors of the Board, issue a call for a Special Board Meeting. The call

must be at least 24 hours prior to the appointed meeting time. All Association Members may attend Regular or Special Board Meetings.

(c) The Board shall have the option of meeting by phone or other electronic device deemed appropriate in order to conduct Special Board Meetings.

Section 5.17 Absence. Should a Director be unable or unwilling to attend a Regular or Special Meeting of the Board, he/she shall communicate to the President or Secretary the reason for such absence. Should a Director be absent from three (3) consecutive Meetings, the Board may review the reasons for absence and, if deemed unacceptable, the Board may declare the seat vacant by majority vote of the Board.

Section 5.18 Board Elections.

(a) **Qualifications of Candidates**

(1) Must be a member in good standing for the past three years

(2) Must be approved by the nominating Committee.

(b) **The Nominating Committee**

(1) To be appointed by the AAW Board of Directors for a term of one year.

(2) Membership:

(2a) One current Director who is to be Chairman. Any Director serving the third year of a first term is ineligible to serve on the Nominating Committee unless that Director does not seek re-election.

(2b) One former Director.

(2c) One AAW Member who has not previously served as a Director

(c) **Responsibilities of the Nominating Committee**

(1) Accept nominations for candidates.

(2) Seek out and encourage qualified candidates who would not otherwise run.

(3) Interview and review all candidates including any incumbents to:

(3a) Insure that all nominees are dedicated to providing education, information, and organization to those interested in woodturning.

(3b) Be alert for candidates interested in a Board position solely for personal self-interest.

(3c) Select two candidates for each open position and provide them with guidelines.

(d) **Candidate Application Procedures**

(1) Prepare a statement of intent, including qualifications and reasons for applying.

(2) Submit two letters of recommendation from individuals who can affirm the candidate's organizational and leadership abilities.

(3) Mail the above statement of intent and letters of recommendation to the principle office of the AAW, postmarked no later than May 15 of the year of election.

(e) **Election Schedule**

(1) Statements of intent and letters of recommendation mailed to AAW principal office.

(2) Each member of the Nominating Committee will interview each candidate and the Committee will then select two candidates for each open position and provide candidates with guidelines.

(3) A statement from each candidate, with photograph, will be published in the September Journal.

(4) Ballots will be mailed out with the membership renewal packet in the beginning of September with a return deadline postmarked no later than October 21st.

(5) Results will be announced in the December Journal.

(6) Induction of newly elected Directors will be January 2nd.

ARTICLE VI - OFFICERS

Section 6.01 Number. The Officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Only members of the Board of Directors of the Association shall be eligible to hold an office of the Association. The same person may hold no more than one office at any one time.

Section 6.02 Election and Term of Office. Each year, after the results of the general election are known, the Directors then sitting, shall elect from among themselves, all officers for the term of one year. This term will begin on January 1 of the year subsequent to the election. All incumbent officers may be elected to successive terms in office so long as they remain on the Board of Directors.

Section 6.03 Removal. Any Officer may be removed from that office by a vote of a majority of the Board whenever, in their judgment, the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract right, if any, of the person so removed.

Section 6.04 Vacancies. The Board of Directors shall fill all vacancies in office without undue delay, at its regular meeting, or at a meeting specifically called for that purpose for the unexpired portion of the term.

Section 6.05 President. The President shall be the principle Executive Officer of the Association and, subject to the control of the Board, shall in general supervise the Executive Director of the Association. The President may sign, with the Secretary or any other proper Officer of the Association authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these By-Laws, to some other Officer or agent of the Association (such as the Executive Director) or shall be required by law to be otherwise signed or executed; and in general shall perform all duties as may be prescribed by the Board of Directors from time to time. The President shall preside at the meetings of the Association and of the Board of Directors and of the Executive Committee. The President shall also, at the annual meeting of the Association and such other times as the President deems proper, communicate to the Association or to the Board of Directors such matters and make such suggestions as may in the President's opinion tend to promote the prosperity and welfare and increase the usefulness of the Association and shall perform such other duties as are necessarily incident to the office of the President.

Section 6.06 Vice President. In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 6.07 Secretary. The Secretary shall keep the minutes of the Officers' and Board's meetings, see that all notices are duly given in accordance with the provisions of these By-Laws or as required, be custodian of the corporate records and of the seal of the Association, keep a register of the post office address and other contact information of each Officer and Director and in general perform all duties incident to the office of Secretary and

such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 6.08 Treasurer. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories and shall be selected in accordance with these By-Laws, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 6.09 Executive Committee. The Officers of the Corporation shall comprise the Executive Committee of the Board of Directors. The President shall Chair the Executive Committee and determine the issues relevant to its consideration.

ARTICLE VII INDEMNIFICATION

Section 7.01 Indemnification. In addition to the Liability and Indemnification provisions as set forth in the Articles of Incorporation of the Association, every Director, Officer, employee or Committee of the Association shall be indemnified by the Association against all expenses and liabilities, including settlement and counsel fees reasonably incurred or imposed upon them in connection with any proceeding to which they may be a party or in which they may become involved, by reason of being or having been a Director, Officer or employee of the Association, whether the person is a Director, Officer or employee at the time such expenses are incurred, except in such cases wherein the Director, Officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

ARTICLE VIII CONTRACTS, LOANS, CHECKS, DEPOSITS

Section 8.01 Contracts. The Board of Directors may authorize any Officers or employees to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority shall be general or confined to specific instances.

Section 8.02 Loans. No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 8.03 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such Officer, Officers or employees of the Association and in such manner as shall from time to time be determined by resolution of the Board.

Section 8.04 Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board may select. Specific authority is hereby granted to open both savings and checking accounts in the corporate name in such banks, trusts or other depositories as the

Board may authorize. The Officers of the Association and designated employees may be empowered to deposit and withdraw moneys from these accounts.

ARTICLE IX Board of Advisors

Section 9.01 Board of Advisors. Each year, the Board of Directors shall appoint a Board of Advisors. The Directors may consult the Advisors and draw upon their wisdom when considering the best interests of the Association. The Advisors shall, at their discretion, offer advice on any matter relevant to the AAW. The Advisors may also offer motions for consideration by the Board of Directors.

ARTICLE X JOURNALS

Section 10.01 Journals. Inasmuch as the Association's stated mission is "To provide education, information, and organization to those interested in woodturning" the AAW shall publish a periodical entitled *American Woodturner*, the Journal of the American Association of Woodturners (hereinafter referred to as the Journal).

The Journal shall be a chronicle of issues and events related to the traditional and contemporary art and craft of woodturning. The Journal shall include commentary, reviews of techniques and designs, advertising, and a broad range of articles associated with woodturning technique and design.

To that end, the Board of Directors shall, on behalf of the Association, engage the services of an Editor. The Board shall be authorized to execute a Letter of Agreement with the Editor specifying services to be rendered and a schedule of payment.

ARTICLE XI FISCAL YEAR

Section 11.01 Fiscal Year. The fiscal year of the Association shall begin on the first day of January in each year.

ARTICLE XII SEAL

Section 12.01 Corporate Seal. The Board shall provide a Corporate Seal which shall be circular in form and shall have inscribed thereon the name "American Association of Woodturners, Inc." and the name of the State of Incorporation.

ARTICLE XIII WAIVER OF NOTICE

Section 13.01 Waiver of Notice. Unless otherwise provided by law, whenever any notice is required to be given to any Officer or member of the Board of the Association under the provisions of these By-Laws or under the provisions of the Articles of Incorporation, a waiver thereof, in writing, signed by the person or persons entitled to such a notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV AMENDMENTS

Section 14.01 Amendments. These By-Laws may be altered or amended by a majority vote of the Board of Directors. However, if a majority of the Board determines that addition, revision or repeal of a fundamental principle of these By-Laws is required, then that

act must be confirmed by a majority of the members of the Association then casting ballots.

Section 14.02 Acceptance of By-Laws. These By-Laws were drawn by the Steering Committee (organized at the October Arrowmont Conference: Woodturning Vision and Concept) that formed the American Association of Woodturners. They were recommended to the newly elected Board of Directors at the Board's first meeting February 6, 1986. They were reviewed by all Board members over the following week and adopted as presented during the Feb. 13, 1986 conference call Board meeting. They were given on Feb. 14, 1986 to Tim Duff, Attorney-at-Law in the Town of San Marcos, Texas. He reviewed the By-Laws and made minor changes in language that caused these documents to comply with Texas law. They were sent to Rus Hurt, corporate secretary, for his files.

Attest: R.J. Rubel (signature)
Robert J. Rubel
Volunteer Administrator
Feb. 20, 1986

These By-Laws were updated on March 18, 1991 to meet Minnesota State requirements and to include amendments recommended by the Board of Directors and approved by the general membership on Feb. 15, 1990, and Feb. 15, 1991 respectively.

Attest: Rus Hurt (signature)
Rus Hurt, AAW Secretary
March 18, 1991

Board Election procedures in these By-Laws were amended by mail referendum of the membership, August 8, 1994.

These By-Laws were updated and amended by the Board of Directors at a Board Meeting in Mill Valley, California on July 10, 1995.

Attest: Phil Pratt (signature)
Phil Pratt, AAW Secretary
July 19, 1995

These By-Laws were updated and amended by the Board of Directors at a Board meeting in Tacoma, Washington on January 18, 1998.

Attest: Norm Hinman (signature)
Norm Hinman, Secretary, AAW
February 9, 1998

These By-Laws were updated and amended by the Board of Directors at a Board meeting in Shoreview, Minnesota on October 28, 2000.

Attest: Norm Hinman (signature)
Norm Hinman, Secretary, AAW
November 28, 2000

These By-Laws were updated and amended by the Board of Directors at a Board meeting in Overland Park, Kansas on October 23, 2004.

Attest: Linda VanGehuchten (signature)
Linda VanGehuchten, Secretary, AAW
October 23, 2004

These By-Laws were updated and amended by the Board of Directors at a Board meeting in Chicago, Illinois on October 29, 2005.

Attest: Bill Haskell (signature)
Bill Haskell, Secretary, AAW
October 29, 2005

These By-Laws were updated and amended by the Board of Directors at a Board teleconference on March 30, 2009.

Attest: Jean LeGwin (signature)
Jean LeGwin, Secretary, AAW
March 30, 2009

These By-Laws were updated and amended by the Board of Directors at a Board meeting in Albuquerque, New Mexico on June 23, 2009.

Attest: Jean LeGwin (signature)
Jean LeGwin, Secretary, AAW
June 23, 2009