

Proposed Bylaws of the American Association of Woodturners
Revisions completed December 2010

Bold italics represent substantive changes made to the Bylaws; minor changes are not indicated.

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 shall be held at a pre-announced time and location in conjunction with the AAW National Symposium. An agenda for the meeting shall be published at least thirty (30) days prior to the meeting, and then-current members of the AAW shall be invited and able to address the meeting with concerns and proposals. As the size of the AAW Membership makes it most unlikely that all members will be able to attend the Annual Meeting, all proposals that request or require a vote shall be presented to the Membership after the Annual Meeting in accordance with the procedures set forth in Sections 4.02 (b) through (f), inclusive, of this Article.

Section 4.02 Special Meetings

All Special Meetings shall be conducted in accordance with the following procedures:

- (a) A Special Meeting may be called by the Board or by a written Member-Initiated Petition.*
- (b) 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. A qualifying Member-Initiated Petition shall be signed by at least 5 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 10 percent (10%) of the general members having voting rights.*
- (c) 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.*
- (d) Upon the Board's meeting call or its receipt of a qualifying Member-Initiated Petition under this section, the Board shall prepare a written Notice of Meeting which shall include the following:*
- (i) An outline of the matters to be considered at the meeting and stating the due date for all ballots to be received in connection with the meeting;*
 - (ii) A discussion of each item on the meeting outline along with a copy of the Board motion or each Member-Initiated Petition, without signature page(s), which prompted the Notice of Meeting;*
 - (iii) A ballot for the receiving member to register his or her vote for or against each question presented; and*
 - (iv) Clear directions for return of the member's ballot by the ballots' due date. At the discretion of the Board of Directors, electronic voting may be established.*
 - (v) 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) The Notice of Meeting shall be sent to the membership at least thirty (30) days prior to the date of the Special Meeting, and shall be posted on the AAW website's Member's Only Area. The Notice of Meeting may be sent to the general membership as a flier included in an issue of the Journal (see Article X) or by such other means as determined by the Board to be the best available means to reach all members.*
- (f) 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.*

Section 4.03 Place of Meeting

All Special Meetings shall be conducted by member ballots so there shall be no physical place of meeting used or required for such proceedings. The place for the Annual Meeting shall be the same facility at which the Annual Symposium is held.

Section 4.04 Quorum

Ten percent (10%) of the General Membership shall constitute a quorum at an Annual or Special membership meeting.

- (a) 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.*
- (b) For the purpose of determining whether a quorum exists at the start of an Annual meeting, voting proxies, as authorized in Section 4.05 of this Article, shall not be counted for attendance purposes.*
- (c) If a quorum has been present at the start of a duly called meeting and members withdraw from the meeting so that less than a quorum remains, the members still present may continue to transact business until adjournment.*
- (d) For purposes of determining whether the quorum requirement for a meeting-by-mail-in ballot has been met, the number of votes received in the AAW main office shall be required to meet the*

number constituting ten percent (10%) of all members entitled to vote.

Section 4.05 Proxies

(a) At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his or her duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

(b) A proper proxy may be general or specific to a particular meeting and may be limited to a single issue to be raised at a membership meeting. Any proxy may be changed or withdrawn by the person who executed it at any time up to the time of the membership meeting at which the proxy may be voted. Such change or withdrawal shall be communicated to the main office of the Association in writing by mail, fax, or email. All meeting notices shall set forth the street address, email address, and fax number for the Association's offices.

(c) If a member gives or appoints a proxy to vote for him or her at a meeting, but then casts an individual ballot anyway, the voting member shall be conclusively deemed to have revoked the proxy prior to the meeting and/or vote.

Section 4.06 Voting

Members with voting rights shall be entitled to vote at Annual meetings by one of the following methods:

(a) In person, or

(b) By ballot (as provided for in Section 4.02), or

(c) By proxy (as provided for in section 4.05), or

(d) By electronic web-based means if and when such means are established by the Board.

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 bylaws 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 (2) successive terms as a Director without at least *six (6)* years 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 therefrom 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 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. A Director appointed to fill a vacancy shall begin service immediately and hold office for the unexpired term of the predecessor. *This term will not be considered the appointee's first term if there are less than two (2) years left on the seat.*

Section 5.07 Removal of Directors

- (a) Any *elected* Director may be removed with cause by *two-thirds (2/3)* majority vote of the Directors then in office at a Regular Board Meeting or at a Special Board Meeting.
- (b) Any *appointed* Director may be removed with or without cause by *two-thirds (2/3)* majority vote of the Directors then in office at a Regular Board Meeting or a Special Board meeting.
- (c) *A Director may also be removed by a majority vote of the members following the procedure for Member-Initiated Petitions prescribed in Article IV, Section 4.02 of these Bylaws.*

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 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 for their services. *Reasonable expenses* directly attributable to performing the duties of the Director will be reimbursable.

Section 5.13 Committees

- (a) 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: Bylaws, Chapters and Membership, Conference, Educational Opportunity Grants, Finance, Nominating, and Publications.
- (b) The President will appoint all chairs 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 chair. The committee chair is responsible for preparing an agenda for each meeting and preparing reports to

the Board.

- (c) Ethics Committee: The President will assign one Director as liaison to the Ethics Committee.
 - (i) 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 chair.
 - (ii) *The Ethics Committee shall have the following duties:*
 1. *Meet at least annually to review and recommend changes to the AAW's ethics policies (any such changes will only become effective if approved by a majority vote of the board);*
 2. *Meet at the request of the AAW Board of Directors or any member to review ethics matters, to investigate all alleged violations of the AAW Code of Ethics, to report in writing its findings to the Board and to recommend to the Board appropriate resolution of ethics matters,*
 3. *and such other additional duties as the Board shall assign to the committee from time to time.*
- (d) Executive Committee: see Section 6.09.
- (e) Nominating Committee: see Section 5.18(b).
- (f) Standing Committees: The standing committees are Bylaws & Policy, Chapters and Membership, Conference, Educational Opportunity Grants, Ethics, Exhibition, Finance, Insurance, Internet, Nominating, Professional Outreach, Publications, Video, and Youth. A member of such committee shall hold office until the appointment of his/her successor.
- (g) 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.
- (h) Committee Quorum: The majority of any committee of the Association shall constitute a quorum.
- (i) Committee Vacancies: The various committee chairs, excluding the Ethics and Nominating chairs, shall have the power to fill vacancies in their committee.
- (j) 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 Membership

Any 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 *an Executive Director to deal with the day-to-day operation of AAW.*
- (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 Bylaws 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, issue a call for a Special Board Meeting. The call must be at least twenty-four (24) hours prior to the appointed meeting time.

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

(d) All **members of the Association** may attend Regular or 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:

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

(ii) Must be approved by the nominating committee.

(iii) No person may run for, or serve as, a Director of the Board of the AAW when a financial or familial relationship exists between the candidate for the AAW Board and AAW employees or other Directors.

(b) The Nominating Committee:

(i) The members of the Nominating Committee shall be appointed by the AAW Board of Directors for a term of one year.

(ii) Membership:

1. One current Director who is to be chair. Any Director serving the third year of a first term is ineligible to serve on the Nominating Committee unless that Director does not seek reelection.

2. One former Director.

3. One AAW member who has not previously served as a Director

(c) Responsibilities of the Nominating Committee:

(i) Accept nominations for candidates.

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

(iii) Interview and review 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 self-interest.

3. Select **two (2) or three (3)** candidates for each open position and provide them with guidelines.

(d) Candidate Application Procedures:

To be considered by the Nominating Committee to have their names placed on the ballot as candidates for election to the Board, members must do the following:

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

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

(iii) The candidate's statement of intent and letters of recommendation shall be received by the principal office of the AAW no later than May 1 of the year of the election.

(iv) The Executive Director will give the list of candidate names to the chair of the Nominating Committee.

(e) Election Schedule:

(i) Statements of intent and letters of recommendation mailed to the AAW's principal office.

- (ii) Each member of the Nominating Committee will interview each candidate and the committee will then select two (2) or three (3) candidates for each open position and provide candidates with guidelines.
- (iii) A statement from each candidate, with photograph, will be published in the August issue of the Journal.
- (iv) Ballots will be mailed out with the membership renewal packet in the beginning of August with a return deadline postmarked no later than October 21.
- (v) Results will be announced in the December Journal.
- (vi) Induction of newly elected Directors will be January 2.

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. Only members of the Board 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.

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 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 principal executive officer of the Association and, subject to the control of the Board, shall 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 Bylaws, 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 he/she deems proper, communicate to the Association or to the Board of Directors such matters and make such suggestions as may in his/ her 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 Bylaws 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.

The Treasurer shall keep accurate financial records for the corporation; deposit money, drafts, and checks in the name of and to the credit of the Corporation in the banks and depositories designated by the Board; endorse for deposit notes, checks, and drafts received by the Corporation as ordered by the Board, making proper vouchers for the deposit; disburse corporate funds and checks and drafts in the name of the Corporation as ordered by the Board; provide the President and the Board an account of transactions by the Treasurer and of the financial condition of the Corporation; and perform other duties prescribed by the Board or by the President. The Treasurer shall ensure that the legal duties of the Treasurer, defined herein, are fulfilled by the Executive Director and staff. The Treasurer shall chair the Finance Committee.

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 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. *Any delegation of contracting authority must be in writing.*

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 *written contract* 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 Bylaws 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 Bylaws may be altered or amended by a majority vote of the Board. However, if a majority of the Board determines that addition, revision or repeal of a fundamental principle of these Bylaws is required, *or it involves the ability of the members to petition the Association, 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. *Any changes to the Bylaws shall be posted on the AAW website and printed in the Journal.*

Section 14.02 Acceptance of Bylaws

These Bylaws 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 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 February 13, 1986 conference call Board meeting. They were given on February 14, 1986 to Tim Duff, Attorney-at-Law in the Town of San Marcos, Texas. He reviewed the Bylaws 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 February 20, 1986

These Bylaws were updated on March 18, 1991 to meet Minnesota State requirements and to include amendments recommended by the Board and approved by the general membership on February 15, 1990 and February 15, 1991 respectively.

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

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

These Bylaws were updated and amended by the Board at a Board Meeting in Mill Valley, California on July 10, 1995.

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

These Bylaws were updated and amended by the Board at a Board meeting in Tacoma, Washington on

January 18, 1998.

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

These Bylaws were updated and amended by the Board at a Board meeting in Shoreview, Minnesota on October 28, 2000.

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

These Bylaws were updated and amended by the Board at a Board meeting in Overland Park, Kansas on October 22—24, 2004.

Attest: Linda VanGehuchten (signature) Linda VanGehuchten, Secretary, AAW October 24, 2004

These Bylaws were updated and amended by the Board at a Board meeting in Chicago, Illinois on October 29, 2005.

Attest: Bill Haskell (signature)

Bill Haskell, Secretary, AAW

October 20, 2005

These Bylaws were updated and amended by the Board at a teleconference meeting on December 9, 2009.

Attest: Jean LeGwin (signature)

Jean LeGwin, Secretary, AAW

December 9, 2009

These Bylaws were updated and amended by the Board at a Board meeting in Hartford, Connecticut on June 18, 2010.

Attest: Jean LeGwin (signature)

Jean LeGwin, Secretary, AAW

June 18, 2010 The changes made at this meeting were section 5.18 sec (d) (iii), This change in date from May 15 to May 1 is to accommodate the change in publication dates for the Journal. This will allow the statements and ballots to go out in the August Journal. In section 5.13 sec (b) (c) two changes were made to correct numbering system errors.

These Bylaws were updated and amended by the Board at a teleconference meeting on July 22, 2010.

Attest: Jean LeGwin (signature)

Jean LeGwin, Secretary, AAW

July 22, 2010 Two changes made at this teleconference meeting: 4.02 Added to the end of 4.02: "The general membership must be notified thirty (30) days in advance, of the time and place of any Special Meeting." 4.03 In the last sentence dropped "or notice" and added at the end: "in compliance with these bylaws and Minnesota law."

These Bylaws were updated and approved by membership vote on March 31, 2011.

Attest: Jean LeGwin (signature)

Jean LeGwin, Secretary, AAW