
A Primer for Candidates for the AAW Board of Directors



Congratulations! Your experience in business, academia, public affairs or nonprofit organizations, qualify you as a candidate for a seat on the AAW Board of Directors. The following information will help you understand the role of a candidate and the responsibilities of a Board member. This is an introduction only. If you have any questions or need more information, please contact me or any member of the Board.

Mike Summerer, Board President
March 2023

As a Candidate



A candidate is asked to prepare an approximate 300 word statement explaining their reasons for running, and what they hope to accomplish as a Board member. They will also be asked for a photo and current resume. The statement and photo are published in the August issue of *American Woodturner* and posted on the AAW web site during the online voting period during the month of August.

Candidates are highly encouraged to attend the annual Symposium, where they will be introduced to the membership as a candidate.

Electronic voting is August 1 through August 31. Winning candidates will begin their three-year term on January 2 of the year following the election. Board members are eligible to run for a second three-year term at the expiration of their first term.

No Campaigning

The candidate statement is the only campaigning allowed. This ensures all candidates have an equal opportunity to reach the membership. Candidates are not allowed to do any other campaigning. This does not prevent them from answering questions that would clarify their position on any issue relevant to the AAW. The chair of the Nominating Committee will make sure a candidate receives and understands this statement:

"As a candidate for a seat on the AAW Board of Directors, your candidate statement and photo will be featured in the August issue of the *American Woodturner* and posted on the AAW web site. You cannot campaign for office in any manner, either in person or in any print or electronic medium. You cannot enlist a third party to campaign on your behalf, and you are obligated to put a stop to third-party campaigning if you become aware of it. However, you can answer questions that clarify your position on any issue relevant to AAW. If you violate any of these conditions, the Board of Directors may remove your name from the slate of candidates."

As a Board Member

Board members are not involved in the day-to-day work of the AAW. They monitor and oversee the AAW's activities, which are handled by the staff in St. Paul, as well as by a number of volunteers. However, Board members can use their particular skills to volunteer on a committee.

It is difficult to determine how much time Board duties might consume. Beginning in 2023 there will be six (6) Board meetings yearly. Three meetings will be via Zoom and three will be in-person. Most monthly meetings last 1 to 2 hours. Committee meetings generally last an hour. Some committees meet often, and their members may spend several hours a week on committee work. If involved in planning the annual Symposium, a Board member can expect to spend time on those tasks throughout the year. The total time involvement will depend on the committee.

Besides your official duties, a Board member is also the face of the AAW. An AAW member who has a question or a complaint may reach out to a Board member for an answer, or to be a sounding board. Occasions such as this can help build positive relationships with members.

Board Responsibilities

The AAW Board Handbook lists Board responsibilities.

Determine mission and purpose. Create and review the mission statement that articulates the AAW's goals, means, and primary constituents.

Govern Through Broad Policies and Objectives. Management and staff authority is the responsibility of the Executive Director.

Ensure effective planning. Boards must actively participate in an overall planning process and assist in implementing and monitoring the plan's goals.

Monitor and strengthen programs and services. Determine which programs are consistent with the AAW's mission and monitor their effectiveness.

Ensure adequate financial resources. One of the Board's foremost responsibilities is to secure adequate resources for the AAW, protect assets and provide proper financial oversight. The Board must assist in developing the annual budget and ensuring that proper financial controls are in place.

Enhance the AAW's public standing. The Board should clearly articulate the AAW's mission, accomplishments, and goals to the public and garner support from the community.

Support and evaluate the Executive Director. The Board should ensure that the Executive Director has the professional support they need to further the goals of the AAW. Management authority is the responsibility of the Executive Director.

Build a competent Board. All Boards have a responsibility to articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate their own performance.

**AAW
Committees)**

Board members may volunteer on various committees. Committees, other than standing Board committees, may change as needs occur. Current committees are:

Bylaws and Policy. Draft the bylaws and policies that govern the AAW and define the policies that the organization follow.

Contracts. Review contracts for major expenses, particularly those for the annual Symposium, and recommend changes to the Symposium Committee chair or the Executive Director.

Demonstrator and Program Planning. Select demonstrators for live and virtual symposiums. Develop master virtual program calendar. Work with the Symposium Committee.

Ethics. Evaluate ethics questions brought before it by AAW members and recommend appropriate action to resolve the questions. (Board member is liaison only. Board members cannot serve as a committee member.)

Finance. The treasurer chairs this committee. It meets monthly and presents the AAW's financial statements to the Board at each meeting. The Committee outlines financial policies and strategies for the Board's approval.

Fund-raising. Determine fund-raising avenues for the AAW.

Grants. Coordinate the financial aid AAW offers and makes the awards.

Nominating. Interview and select candidates for the annual Board election.

Professional Outreach Program (POP). POP promotes a greater understanding of the professionalism of contemporary woodturning. Handle exhibitions at the symposium.

Safety. Identify the best safety practices and promote them to the membership.

Symposium. Responsible for planning and overseeing aspects of the AAW's annual Symposium.

Turners Without Borders. Work with other nonprofits and people in other countries to promote woodturning education.

Women in Turning (WIT). Responsible for the promotion of women's involvement in woodturning and increasing women's membership in the AAW and local chapters.

Youth and Special Programs. Arranges the youth turning and other special programs at the Symposium, and work with chapters who have, or want, youth or special programs.

Board Meeting Schedule

Beginning in 2024, there will be six scheduled Board meetings. Three meetings will be in-person and three meetings will be held via Zoom, are currently scheduled on the third Thursday at 4:00 pm Eastern time.

Board Member's First Meeting

New Board members will be invited to attend Board meetings, as an observer, in September, October and December meetings via Zoom, and the in-person meeting in St. Paul in November. They may participate in the discussions, but cannot vote on motions. Newly elected Board members will be asked to complete the Conflict of Interest questionnaire and sign the Code of Ethics policy.

In Person Meetings

There are three in-person Board Meetings: January, June/July and November. The January Board meeting will be held at a location to be determined each year, with a travel day on Friday and ending by noon on Sunday. The Board, and staff in attendance, will have group dinners.

The second in-person Board meeting is held during the AAW annual Symposium, with arrival on Sunday prior to the symposium and ending the Monday after the symposium. The Board meets Monday and Tuesday, then works on Symposium setup. On Monday morning, following the Symposium, the Board meets to conduct a post-mortem on the event. Board members will be assigned oversight responsibilities in different areas of the Symposium, such as Instant Gallery, Trade Show, Youth Room, etc.

The November meeting is held in St. Paul, MN. Friday is a travel day with a Board Friday evening dinner, a full day meeting on Saturday, and a Sunday meeting ending by noon. Board members should bring their laptop to view documents being discussed. A week before a Board meeting, the Executive Director sends out the agenda, financial data, and other necessary documents for the meeting.

Agendas and Procedures

The Executive Director sends out the Board meeting agenda, financial data, and other necessary documents a week prior to a Board meeting. Robert's Rules of Order is used as a reference, but does not necessarily govern the conduct of Board meetings. One Board member is appointed to be the parliamentarian.

In addition to the nine Board members and Executive Director, the Managing Editor of *American Woodturner* and the Marketing/Communications Director usually attend the Board meetings.

Reimbursed Expenses

A Board member is reimbursed for expenses incurred that are directly related to in-person Board meetings, such as airfare/mileage, ground transportation to and from the hotel, airport parking, and meals. Reimbursement cannot be made for alcoholic beverages, so if necessary obtain two receipts. The AAW staff makes the hotel reservations for the Board and pays the bill. Board members are responsible for any incidental hotel charges but can submit an expense report for those charges if authorized.

Attendance at Other Meetings

In addition to the AAW Annual Symposium, there are several regional symposiums organized by various AAW chapters. The AAW plan to have a presence at these regional events, and the Executive Director or designee attend when possible. Board members are encouraged to attend these regional events, however, there is no reimbursement available for those expenses.

Conflict of Interest Policy

Board members have a fiduciary duty to the AAW and must put the interests of the organization first in their decisions and actions. This fiduciary duty also means that a Board member must see that the organization's assets are used prudently, and only for the benefit of the AAW and valid nonprofit purposes.

Code of Ethics

Board members also have a duty to avoid conflicts of interest or the appearance of a conflict. Conflicts may arise in dealings with suppliers, donors, other organizations, and even family members. Board members are asked to complete and sign the Conflict of Interest and the Code of Ethics policies at the November Board meeting.

A Board member cannot demonstrate at an AAW sponsored event or for one full year after leaving the Board. This rule only applies to an AAW sponsored event, and does not apply to demonstrating at chapters or regional symposiums. A Board member cannot be paid for writing an article for *American Woodturner* or *Woodturning FUNDamentals* while they are a Board member, but can donate an article.

POP committee members who donate artwork for an AAW auction, may receive a portion of the proceeds from the sale of their donation if requested.

The AAW's Conflict of Interest Policy, AAW Code of Ethics, AAW Organization Chart and a photo of 2023 Board members follow.

CODE OF ETHICS

American Association of Woodturners

(Adopted March 17, 2022)

All Directors, advisors, consultants, committee members, AAW staff and other volunteers who perform duties on behalf of the AAW, shall uphold the highest stands of ethical and professional behavior. These individuals shall dedicate themselves to carrying out the mission of the AAW, and shall:

- A. abide by the Articles of Incorporation, bylaws and policies of the AAW.
- B. exercise reasonable care, good faith and due diligence in AAW affairs.
- C. maintain a professional level of courtesy, respect and objectivity in all AAW activities.
- D. not receive personal compensation or profit from any AAW position. All involvement with others must be for the good of the AAW and its members.
- E. as a representative of the AAW, act with honesty, integrity, truthfulness and openness in all dealings. Be an ambassador to the woodturning community, and enhance the personal and professional honor, integrity and dignity of the AAW. Serve with respect, concern, courtesy, and responsiveness in carrying out the organization's mission.
- F. not engage in dishonest or fraudulent conduct. Avoid any interest or activity that gives the appearance of impropriety or is in conflict with conducting official duties.
- G. report conduct that violates the AAW Code of Ethics to the Board President or Executive Director.
- H. not use AAW funds for direct or indirect political contributions.
- I. use assets of the AAW solely for the benefit of the AAW and only for valid nonprofit purposes. Assets cannot be used to improperly provide personal gain for board members or others.
- J. not transfer AAW assets to other people, except in the ordinary course of business. Assets no longer needed in the business may be sold to board members or employees, but such sales shall have properly approved documentation signed by an appropriate authority other than the purchasing Board member or employee.
- K. treat all persons, regardless of race, religion, gender, sexual orientation, marital or family status, disability, age, or national origin with respect and consideration. No form of communication may be used to harass, demean or intimidate anyone.
- L. respect the structure and responsibilities of the Board of Directors and provide them with facts and advice as a basis for policy making decisions. Uphold and implement policies adopted by the Board of Directors. Fully disclose, at the earliest opportunity, information that would have significance in board decision-making.
- M. not divulge protect privileged and confidential information to which you may have access.
- N. respect the diversity of opinions as expressed or acted upon by the Board of Directors, committees and membership and register dissent as appropriate.
- O. promote collaboration, cooperation, and partnership among AAW members.

FIDUCIARY DUTY

A fiduciary duty exists between the AAW and its Board, officers, and management employees, which has a broad and unbending duty of loyalty and fidelity. All have the responsibility of:

- A. administering the affairs of the AAW honestly and prudently
- B. exercising their best care, skill, and judgment for the sole benefit of the AAW
- C. exercising the utmost good faith in all transactions involved in their duties
- D. not using their positions, or knowledge gained, with the AAW for their personal benefit
- E. putting the interests of the organization as the first priority in all decision and actions.
- F. adhering to the rules of the Ethics Policy.

CONFIDENTIALITY

All Directors, Advisors, Consultants, committee members, AAW staff and other volunteers who perform duties on behalf of the AAW shall not disclose, divulge, or make accessible any confidential information. All must exercise good judgment and care at all times to avoid unauthorized or improper disclosures of confidential information.

- A. No information belonging to, or obtained through their affiliation with the AAW, including emails, can be disseminated to any person, other than to individuals who have a legitimate need for such information and to whom the AAW has authorized disclosure. This includes relatives, friends, business and professional associates
- B. All parties listed will use confidential information solely for the purpose of performing services as a trustee or employee of the AAW. This policy is not intended to prevent disclosure where disclosure is required by law.
- C. At the end of a Director's term in office, the end of a committee member's term, upon termination of an employee, or the end of a relationship or employment of a volunteer or contractor, they will return, at the request of the AAW, all copies of all documents, papers, and other materials, regardless of medium, which may contain or be derived from confidential information, in his or her possession.
- D. Board of Directors, staff, volunteers and members of the AAW should not use any organizational information, including mailing lists, for non-AAW purposes.
- E. Board minutes will be available to all AAW members. The confidentiality of the minutes and deliberations of executive sessions of the Board will be decided by the Board and that confidentiality must be respected by all individuals.

AGREEMENT

I have read, and agree to abide by, the AAW Code of Ethics policy. I understand that failure to comply with the Policy will result in the matter being referred to the Ethics Committee, whose report will be sent to the AAW Board of Directors for final resolution. The decision of the Board will be final.

(Printed Name)

(Signature)

(Position with AAW)

(Date)

CONFLICT OF INTEREST POLICY

AMERICAN ASSOCIATION OF WOODTURNERS

(Adopted March 17, 2022)

The American Association of Woodturners (AAW) is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is vital to its continued financial stability and public support. The IRS, along with state regulatory and tax officials, view the operations of the AAW as a public trust; subject to scrutiny and accountability by these governmental authorities, as well as by members of the public.

This Conflict of Interest Policy is directed to the Directors, Advisors, Consultants, committee members, AAW staff, volunteers and members who can influence actions of the AAW. This includes all who make purchasing decisions and could be described as “management personnel” and all who have proprietary information about the AAW.

There are many areas where a conflict of interest may arise. The following are possible areas of conflict with, but not limited to, third parties:

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

A conflicting interest may be defined as an interest, direct or indirect, with any person or firm mentioned above. Such interest might arise through:

- a. Owning stock or holding debt or other proprietary interests in any third party dealing with the AAW.
- b. Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with the AAW.
- c. Receiving remuneration for services with respect to individual transactions involving the AAW.
- d. Using the AAW's time, personnel, equipment, supplies, or goodwill for other than AAW approved activities, programs, and purposes.
- e. Receiving personal gifts or loans from third parties dealing, or competing with the AAW. If any unsolicited gift is received, it must be reported to the Board to determine its disposition.
- f. Making a gift from any AAW resource to any outside person or organization without prior notice to, and approval by the Board. Excluded are promotional items such as t-shirts, Journals, or gift memberships handed out by staff or Board members when promoting AAW.
- g. Being considered for AAW employment: A Board member being considered for employment must temporarily remove themselves from the Board until an employment decision is made.

These areas of conflict of interest, and the relations in these areas which can cause conflict are not exclusive. Conflicts might arise in other areas or through other relations. These areas should be recognized and acted on appropriately. If a described conflict does exist it does not necessarily mean it is material enough to be of practical importance; or upon full disclosure of all relevant facts and circumstances that it is adverse to the interests of the AAW.

It is Board policy, however, that the existence of any conflict of interest shall be disclosed before any transaction is completed. It is the responsibility of all named persons to scrutinize their transactions, outside business interests and relationships for potential conflicts, and to immediately make such disclosures to the Board.

CONFLICT OF INTEREST DISCLOSURE FORM

The American Association of Woodturners (AAW) requires each Board member and financial advisor, including endowment trust committee members, to disclose any business, personal or familial relationships which may potentially constitute conflicts of interest. (Familial is defined as spouse, domestic partner, children, parents, in-laws, siblings and sibling's spouses.). Each Board member and financial advisor is responsible for:

- a. Reviewing the AAW's Conflict of Interest Policy;
- b. Disclosing any possible personal, familial, or business relationship that could reasonably give rise to a conflict of interest or the appearance of a conflict of interest; and
- c. Acknowledging by his or her signature that they are acting in accordance with the letter and spirit of such Policy.

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

Please respond to the following statements to the best of your knowledge. Board members have a duty to let the AAW know if their conflict situation changes during the year. Please affirm by indicating N/A for any statement that does not apply to you.

1. Please disclose all corporations, partnerships, associations, AAW chapters, regional woodturning symposia, or other organizations of which you are an executive officer, director, trustee, partner, or employee, and describe your affiliation with such entity.

2. Please list all corporations, partnerships, or other entities in which you have a material financial interest as defined in the Policy.

3. Please disclose any possible personal, familial, or business relationship that reasonably could give rise to a conflict of interest or the appearance of a conflict of interest; Describe each such relationship listed and a best estimate of the actual and potential financial benefits.

4. Please disclose any other relationships, arrangements, transactions, or matters not indicated above which could create a conflict of interest or the appearance of a conflict.

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

(Printed Name)

(Signature)

(Position with AAW)

(Date)

2023 AAW BOARD MEMBERS



Mike Summerer
President



Linda Britt
Vice President



Chuck Lobaito
Treasurer



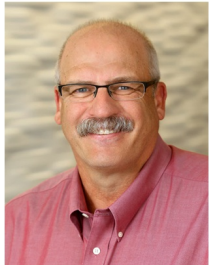
Jay Brown
Secretary



Rick Baker
Director



Sally Burnett
Director



Ron Day
Director



KC Kendall
Director



Kimberly Winkle
Director

April 2023

