

Meeting Minutes

Special PPWG Board meeting on April 28, 2011 at the Westside Community Center

The meeting was called to order at 9:10 am by Beverly Weaver, President of PPWG Board of Directors. Current Board members present were: President, Beverly Weaver, Past President, Susan Bowman, 1st Vice President Sarah Richards, Recording Secretary, Carole Stewart, Treasurer, Emily Jones; voting members Sally Kuhn, Doreen McLaughlin, Jane Rock Costanza; and additional potential Board members for the 2011-2012 guild year: Catie Kiley, Linda Cannon, and Weldon Walker. Edna Devai was present representing the Nominating Committee.

The special meeting was called in compliance with the PPWG bylaws, Article IV, section 4, with the stated purpose to review the Conflict of Interest surveys that were filled out by the returning Board Members and potential new Board Members of PPWG for the 2011-2012 guild year. Beverly Weaver turned the meeting over to Jane Rock Costanza and Susan Bowman citing Susan's many years experience with the PPWG bylaws, and Jane's educational background in ethics at the undergraduate and Doctoral level, and having taught Ethics in Practice at the University level. In addition, she has sat on the Boards of several 501(c)3 organizations, and has Certificates of Completion of training from the IRS Tax and Government Entities Division Office of Exempt Organizations in the following areas with regard to 501(c)3s:

Introduction to 501(c)3 Tax Exemption

Required Disclosures

Form 990 (and it's variations including 990-N electronic)

Unrelated Business Income

Due to the personal information disclosed by many of the participants, members were reminded about confidentiality both prior to the meeting via email, and at the start of the meeting.

Jane and Susan reviewed the agenda, and reminded the Board that PPWG's 501(c)3 status was granted as an educational organization not as a charitable organization. Therefore, we have a duty to educate members as well as the public in keeping with our stated mission on the topics of weaving, spinning, and dyeing. In order to keep our 501(c)3 status PPWG must not only comply with the education requirements, but also comply with state and federal guidelines the most recent of which are the recommendations by the IRS. On the revised *Form 990*, the IRS is now asking 501(c)3 organizations if they have a Conflict of Interest Policy, an Ethics Policy, a Whistle Blower Policy, and a Document Retention Policy. PPWG still needs the latter two in order to be considered adhering to best practices. PPWG has to advise the IRS on *Form 990* whether or not our organization has a policy on conflict of interest. If PPWG does not have a conflict of interest policy (or if we do not have the other inquired about policies), we can be tagged for an audit.

Members who are up for election and/or not appointed to the board until after the May meeting were asked to leave the room during the discussion of the disclosures on individual Conflict of Interest surveys (other than her/his own), as suggested in guidelines published by the IRS. Both Beverly Weaver and Doreen McLaughlin, although current Board members, had to recuse themselves from discussion, as well as exit the room when the surveys of other members who are on the slate for President were presented. The PPWG Board carefully considered each Conflict of Interest survey, discussed any concerns with the individual member, and in the event that any concerns were expressed the Board assisted the individual in brainstorming for positive solutions in order to ensure that each individual who has been gracious enough to volunteer to serve on the Board, or go through the election process, has the opportunity to do so. Specific solutions were offered for each individual in the event that current or potential conflicts were disclosed, and all individuals agreed to abide by the solutions offered. (*Continued on next page.*)