



National Association of Watch and Clock Collectors, Inc.

Board of Directors Meeting

Wednesday July 23, 2014, at 9pm EDT

Using GoToMeeting format

Minutes

BOARD MEMBERS PRESENT FOR THE ENTIRE MEETING

Ruth Overton	Chair
Eugene R. Volk	Vice Chair
Mary Ann Wahlner	Secretary
David A. Lee	Treasurer
Thomas J. Bartels	Director
Michael A. Dempsey	Director
David W. Dunn	Director
Chester L. Ekstrand	Director
George F. Goolsby	Director
Philip C. Gregory	Director
Timothy Orr	Director
Jerry H. Thornsberry	Director

EX-OFFICIO BOARD MEMBERS

J. Steven Humphrey	Executive Director
--------------------	--------------------

NAWCC MEMBERS

Two members registered and attended all or part of the meeting on line.

CALL TO ORDER July 23, 2014

With a quorum established, Chair Ruth Overton called the meeting of the Board of Directors of the National Association of Watch and Clock Collectors to order at 9:27 pm EDT.

Chair Overton made the following announcements:

- All voting will be by roll call.
- Directors wishing to speak must receive permission from the Chair.
- Vice Chairman Volk will assume control of the meeting should the Chair lose connection.
- There are two additions to the agenda which will be taken up under New Business: a) a new checking account for the 2015 National Convention, b) consideration of a membership marketing plan presented by Marketing General Incorporated.

MOTION: Made by Secretary Wahlner, seconded by Vice Chair Volk: That the Board approves the agenda, as amended, to include all expected business.

Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Ekstrand, Goolsby, Gregory, Lee, Orr, Overton, Thornsberry, Volk, Wahlner. Voting Nay: None: Absent: None.

MOTION: Made by Secretary Wahlner, seconded by Vice Chair Volk: That the Board approve the Minutes of the June, 2014 Board Meeting.

Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Ekstrand, Goolsby, Gregory, Lee, Orr, Overton, Thornsberry, Volk, Wahlner. Voting Nay: None: Absent: None.

MOTION: Made by Director Bartels, seconded by Secretary Wahlner: That the Standing Rules be amended as follows:

Article XIII Members

Section 1: Classes of members

(b) Associate Members

By adding the words, "the surviving spouse or significant other of a deceased member", after the words "Regular Member" in the first sentence.

NOTE: The Section will then read "**(b) Associate Members**

Eligibility to become an Associate Member is limited to a spouse (or "significant other") living in the same household as the Regular Member, **the surviving spouse or significant other of a deceased member**, and to full or part-time paid employees of NAWCC."

Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Ekstrand, Goolsby, Gregory, Lee, Orr, Overton, Thornsberry, Volk, Wahlner. Voting Nay: None: Absent: None.

MOTION: Made by Director Goolsby, seconded by Secretary Wahlner: That Alexander Haas be renewed as consultant for the For All Time Campaign for the six-month period beginning August 1, 2014, on the same terms as currently agreed

Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Ekstrand, Goolsby, Gregory, Lee, Orr, Overton, Thornsberry, Volk, Wahlner. Voting Nay: None: Absent: None.

MOTION: Made by Vice Chair Volk, seconded by Director Bartels: that George Goolsby be appointed as Chairman of the Development Committee effective July 23, 2014 and to serve the remainder of the 2013-2015 term.

Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Ekstrand, Goolsby, Gregory, Lee, Orr, Overton, Thornsberry, Volk, Wahlner. Voting Nay: None: Absent: None.

MOTION: Made by Treasurer Lee, seconded by Vice Chair Volk: To approve opening the PNC account for the 2015 National Convention with two check signers: Chris Martin and Donna Kalinkiewicz.

MOTION: Made by Treasurer Lee, seconded by Vice Chair Volk: To amend the above motion by adding Chuck Auman and Steve Humphrey as check signers.

Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Ekstrand, Goolsby, Gregory, Lee, Orr, Overton, Thornsberry, Volk, Wahlner. Voting Nay: None: Absent: None.

MOTION as amended: Made by Treasurer Lee, seconded by Vice Chair Volk: To approve opening the PNC account for the 2015 National Convention with two check signers: Chris Martin, Donna Kalinkiewicz, Chuck Auman or Steve Humphrey.

Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Ekstrand, Goolsby, Gregory, Lee, Orr, Overton, Thornsberry, Volk, Wahlner. Voting Nay: None: Absent: None.

MOTION: Made by Director Orr, seconded by Director Gregory: That with reference to the materials and presentations made by Marketing General Incorporated on July 10, 2014, the Executive Director be authorized and directed to enter into a written agreement with Marketing General Incorporated on behalf of NAWCC providing for :

(a) a term of 6 months;

(b) Marketing General to conduct a 6 month direct marketing recruitment program (using both USPS and email contacts) directed to approximately 60,000 prospects with the objective of securing approximately 1,050 new members for the NAWCC (not including new members recruited through NAWCC's own efforts);

(c) consultation visits by Marketing General personnel to confer with the NAWCC Executive Director, board members and staff at headquarters in Columbia and attendance by Marketing General personnel at one NAWCC Regional and at least two meetings of NAWCC Chapters; and

(d) compensation to Marketing General for the foregoing of not more than \$95,000, consisting of an estimated \$64,375 in direct program costs, an \$18,600 consultant fee to Marketing General, \$7,875 in travel expense reimbursement, and a contingency amount of \$4,150, for a total of \$95,000.

The agreement shall otherwise include those provisions as agreed by the Executive Director not inconsistent with the foregoing. At the conclusion of the 6-month program the Executive Director and staff will provide to the Board a written evaluation of the program and the results thereof to enable the Board, in consultation with the Executive Director and staff, to decide promptly whether and on what basis to renew the program, authorize a longer, more extensive program, or take such other action as the Board may elect.

This motion will become effective once MGI amends Section 1 of its proposed agreement (received July 10, 2014) to make the test program end after 6 months and for NAWCC to terminate the agreement with MGI at any time after 3 months with 1 month's notice.

MOTION: Made by Vice Chair Volk, seconded by Director Dempsey, That the motion be postponed to the first Board Meeting after September 1.

Motion defeated. Voting Yea: Lee, Volk: Voting Nay: Bartels, Dempsey, Dunn, Ekstrand, Goolsby, Gregory, Orr, Overton, Thornsberry: Absent: None.

MOTION: Made by Director Gregory, seconded by Director Orr: Call for the previous question.

Previous question **Motion carried.** Voting Yea: Bartels, Dempsey, Dunn, Ekstrand, Goolsby, Gregory, Orr, Overton, Thornsberry, Wahlner. Voting Nay: Lee, Volk: Absent: None.

Return to the original **MOTION:** Made by Director Orr, seconded by Director Gregory:

Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Ekstrand, Goolsby, Gregory, Orr, Overton, Thornsberry, Wahlner. Voting Nay: Lee, Volk: Absent: None.

By **GENERAL CONSENT** it was agreed to determine the format, time and place of the next Board Meeting by poll under Board Private Discussions.

MOTION: Made by Director Ekstrand, seconded by Director Thornsberry: That the meeting be adjourned.

Without objection the meeting was adjourned at 11:05 EDT.

Mary Ann Wahlner

NAWCC Secretary

Approved September 23 2014

NOTE: Minutes will be posted on the message board under Actions of the Board-Board Materials and Announcements after approval.