

**NAWCC Board of Directors Meeting
November 30, December 1, 2012
NAWCC Headquarters
Columbia, Pennsylvania**

Minutes

NOTICE OF MEETING

Upon due notice, had and received, the Board of Directors of the National Association of Watch and Clock Collectors, Inc. met November 30 and December 1, 2012 in Columbia, Pennsylvania.

BOARD MEMBERS PRESENT FOR ALL OR PART OF THE MEETING

Ruth Overton	Chair
Jerry H. Thornsberry	Vice Chair
Mary Ann Wahlner	Secretary
David A. Lee	Treasurer
Thomas J. Bartels	Director
Michael A. Dempsey	Director
David W. Dunn	Director
Philip C. Gregory	Director
Thomas McIntyre	Director
Fortunat F. Mueller-Maerki	Director
Joanne S. Orr	Director
Eugene R. Volk	Director

Ex-Officio Members:

Myron J. Mintz	Counsel, NAWCC
J. Steven Humphrey	Executive Director

OTHERS PRESENT FOR ALL OR PART OF THE MEETING

Frank Del Greco	Past NAWCC Chair
Roger Gendron	Development Committee, Library Collections Committee
Hugh Overton	Past NAWCC Secretary
Judy Draucker	Past NAWCC President,
Jim Cibra	Ward Francillon Time Symposium Chair

CALL TO ORDER – Friday, November 30, 2012

With a quorum established, Chair Ruth Overton called the meeting of the Board of Directors of the National Association of Watch and Clock Collectors, Inc. to order at 8:00 am. Chair Overton welcomed the members of the Board and the guests present.

MOTION: Secretary Wahlner, Seconded by Treasurer Lee: That the Board approve the agenda to include all expected business. **Motion carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Thornsberry, Volk, Wahlner. Voting Nay: None.

EXECUTIVE DIRECTOR REPORTS

Executive Director Humphrey reported on the current status of the following:

Publications, Membership, Communications, Education, and facilities. He also reported on the AAM Accreditation status and the special exhibits held during 2012. An Emergency Preparedness plan has been updated along with actions taken during the year. Legal counsel reviewed the Employee Retirement 401k plan and its required premium schedule.

The complete Executive Director's Report will appear in the January MART.

DEVELOPMENT AND ANNUAL FUND REPORT

Executive Director Humphrey reported that the Annual Fund for the period of April 1, 2012 to November 1, 2012, had received \$19,855. A third reminder will be sent in February.

TREASURER/FINANCE COMMITTEE REPORT

Treasurer Lee reported that the Finance Committee meets electronically monthly and meets with the Fund Manager quarterly to review and monitor investments. He noted that the proposed budget had no reserve/contingency funds allocated.

He further noted that capital needs for the next ten years stood at \$850,000 in December 2011, \$940,000 in June but had grown to \$1180,000 in December, 2012. He believes that there are sufficient funds in the Heritage Fund to cover capitol needs for the next two years.

MEMBERSHIP COMMITTEE REPORT

Chairman Bartels reported on a number of recommendations related to enhancing and expanding "public day" events at regional conventions.

MOTION: Made by Director Bartels, Seconded by Treasurer Lee: That the Executive Director assume the responsibility of implementing, coordinating, and administering the membership marketing program as outlined in the November 2012 Membership Committee Report. **Motion failed.**

Voting Yea: Bartels, Dempsey, Lee, Volk,.

Voting Nay: Dunn, Gregory, McIntyre, Mueller-Maerki, Orr, Thornsberry, Wahlner.

MOTION: Made by Director Gregory, Seconded by Vice Chair Thornsberry: To postpone until tomorrow when the Convention Committee Chair is available to consider including the Membership Committee suggestions be included in the Regional Handbook. **Motion failed.**

Voting Yea: Gregory, Mueller-Maerki, Orr, Thornsberry, Wahlner.

Voting Nay: Bartels, Dempsey, Lee, McIntyre, Overton, Volk. Abstain: Dunn.

EDUCATION TASK FORCE REPORT

Director Dempsey reported on the goals established and accomplishments of his committee.

Goal 1) Create a "LIGHTS-CAMERA-ACTION" program to solicit videos from members which will be uploaded to the message board in non-member/members area. The Midwest Regional authorized \$5000 for use in this project.

Goal 2) Restructure the FSW program into two day programs to attract younger members (Saturday/Sunday). Some of the prerequisites will be eliminated to accommodate the intermediate student.

Goal 3) Pilot an online restoration or repair program including a workbook and CD so a home schooled student can proceed at his own pace. It might be purchased through headquarters as an internet FSW class, a home correspondence class or a class that can be taught at the chapter level to solicit an additional connection in chapter participation. It is anticipated that one such program could be produced per year.

MOTION: Made by Secretary Wahlner, Seconded by Treasurer Lee: That the special committee known as the Education Task Force, appointed in June 2011, for the purpose of defining NAWCC plans, policies, committee structure and organization with regard to education at all levels of the Association, having fulfilled their obligation and have turned all information over to the Education Committee, be and is herewith dissolved. **Motion carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Thornsberry, Volk, Wahlner. Voting Nay: None.

LIBRARY COMMITTEE REPORT

Director Mueller-Maerki reported that the new librarian is making great progress and is rapidly learning the new library software.

MUSEUM COMMITTEE REPORT

Director Dunn reported that the Museum's AAM Visiting Committee had visited the site and interviewed a number of staff and several board members. The final report has not yet been received but there seems to be no major obstacles towards the Museum being awarded full accreditation. Several minor items remain to be agreed upon.

The board reviewed the current NAWCC Museum Collections Policy with regards to the use of deaccession funding and by general consent, determined that the wording would remain the same, and that deaccession funds could continue to be used for both acquisition and direct care of collections.

He also reported on an issue of the repatriation of a German Tower Clock which was offered as a donation to the NAWCM. The clock has since been repatriated to a German museum. A more complete history of the process will be printed in the MART at a future date.

BYLAWS AND PROCEDURES COMMITTEE REPORT

Secretary Wahlner reported on the activities of her committee over the last six months. Seven motions are being proposed by this committee today.

An immediate task for the Committee is to gather the information for an Operations Manual for NAWCC where all the various pieces of requirements, procedures, and policies can be found in one place. It is estimated that this task will consume at least two years.

MOTION: Made by Secretary Wahlner, Seconded by Director Gregory: That the Bylaws and Procedures Committee be authorized to inactivate motion 2006-06-030 which states “That NAWCC adopt a policy of equalization of membership dues, effective July 1, 2006, for all members worldwide, by establishing uniform annual dues of US \$65.00 for Regular Membership, with delivery of the Bulletin and Mart publications by normal post. Charges for air mail or other delivery to remain unchanged.” **Motion carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Thornsberry, Volk, Wahlner. Voting Nay: None.

MOTION: Made by Secretary Wahlner, Seconded by Director Dunn:

WHEREAS; A new Chapter Charter Document was approved and adopted in December 2008, and

WHEREAS; All new and existing Chapters have been issued a copy of the 2008 Chapter Charter Document,

THEREFORE BE IT RESOLVED that all new and current Chapters are presumed to operate under the terms of that document. **Motion carried.**

Voting Yea: Dempsey, Dunn, Gregory, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Wahlner.

Voting Nay: Lee, Volk. Abstain: Bartels.

The new [Chapter Charter Document](#) may be found on the Member Central section of the NAWCC website. Hover your mouse over the Chapter Information link in the left hand menu and click on Chapter Administration Documents.

MOTION: Made by Secretary Wahlner, Seconded by Director Mueller-Maerki: That the Board accepts the following document, “General Guidance for Committee Chairs dated November 30, 2012 ” for distribution to new committee chairs whenever one is appointed.

MOTION to Amend: Made by Secretary Wahlner , Seconded by Director Mueller-Maerki:

Sentence 3 of Step 1 be amended to read “Consult with the Board Chair and/or the Executive Director to ensure that your goals and objectives are consistent with the bylaws and strategic plan, as you may need to adjust what you wish to accomplish. **Motion carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, , McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Voting Nay: None. Abstain: Lee.

The new General Guidance Document may be found at:

<http://nawcc.org/index.php/board-of-directors/back-up-materials/2012-bod-backup-materials>

Meeting recessed at 12:10 pm and returned to open session at 12:55 pm

MOTION: Made by Secretary Wahlner, Seconded by Director Dempsey: That ARTICLE V, Section 1 of the Standing Rules be amended as attached. To become effective July 1, 2013.
Motion carried.

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Overton, Thornsberry, Volk, Wahlner. Voting Nay: Orr.

MOTION: Made by Secretary Wahlner, Seconded by Treasurer Lee: that the NAWCC Board of Directors approves the addition of the following Bylaw proposal to the 2013 election ballot.

ARTICLE IV, Section 5 be amended as follows:

Section 5. Voting Procedure

Each election year, the Official Ballot shall be sent to each Member in the official NAWCC publication no later than 50 days prior to the ballot due date as provided in Article V, Section 2 or by separate mailing. Other means of distribution as established in the Standing Rules may also be used.

MOTION to Amend: Made by Secretary Wahlner, Seconded by Treasurer Lee: Delete next two sentences after “member” and insert “by the means of distribution as defined in the Standing Rules”. **Motion to amend carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Voting Nay: None.

Back to main **MOTION** which now reads “**Section 5. Voting Procedure**”

Each election year, the Official Ballot shall be sent to each Member by the means of distribution as defined in the Standing Rules. **Amended Motion carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Voting Nay: None.

MOTION: Made by Secretary Wahlner, Seconded by Director Volk: That the NAWCC Board of Directors approves the addition of the following Bylaw proposal to the 2013 election ballot.

ARTICLE IV, Section 7 be amended as follows:

Section 7. Appointed Directors

(a) Nominations

The NEC will issue a call for nominations for appointed Directors by means of distribution as defined in the Standing Rules. **Motion carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Voting Nay: None.

REVIEW OF THE FY 13 BUDGET AND FINANCIAL REPORT

Executive Director Humphrey reviewed the status of the fiscal year 2013 budget .

REVIEW OF THE FY 14 PROPOSED OPERATING AND CAPITAL BUDGETS

Director Humphrey reviewed the proposed operating and capitol budgets for fiscal year 2014.

FUNDRAISING COUNSEL PRESENTATION

Vice Chair Thornsberry introduced the Alexander Haas Team of James R. Hackney, Jr. and Clayton Bass. A printed proposal was given to each Board member consisting of their proposal to provide campaign counsel to NAWCC. A discussion of the company, its proposal and practices was discussed.

Further discussion continued after the Alexander Haas Team had left.

MOTION: Made by Secretary Wahlner, Seconded by Director Volk: That the meeting be recessed until 8:00 am on Saturday, December 1, 2012. **Motion carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Thornsberry, Volk, Wahlner. Voting Nay: None.

Meeting recessed at 5:45 pm.

SATURDAY DECEMBER 1, 2012

With a quorum established, the meeting of the Board of Directors of the National Association of Watch and Clock Collectors, Inc. was reconvened by Chair Overton at 8:10 am.

MOTION: Made by Secretary Wahlner, Seconded by Director Volk: That the Board enters into Executive Session for the purpose of discussing a personnel matter. **Motion carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Thornsberry, Volk, Wahlner. Voting Nay: None.

The Executive Session immediately convened at 8:11am. The Executive Session concluded at 10:30am and the meeting returned to open session. Chair Overton reported that no motions were made or actions taken in the Executive Session.

DEVELOPMENT FUNDRAISING REVIEW AND DISCUSSION

MOTION: Made by Vice President Thornsberry, Seconded by Director Gregory: That the Board authorizes the Executive Director to sign after legal review, a letter of agreement with Alexander Hass to provide Campaign Counsel as outlined in the Proposed Service and Scope of Work as provided in their proposal dated September 28, 2012. The fee for the services is \$10,000 per month plus expenses as detailed in the proposal. The letter of agreement shall allow either party to terminate the agreement with written notice.

Prior to signing, the Executive Director will ensure that Alexander Hass shall provide in the first three months the following:

1. A recommendation whether NAWCC, Inc. should move forward with an endowment/capitol campaign and if so
2. Recommend a funding goal
3. Provide a detailed summary of what information, support, and resources will be needed from the NAWCC, Inc.
4. Design and develop a campaign plan and budget
5. Develop a case statement and giving opportunities
6. A timeline with milestone dates
7. Provide a progress report at the end of the three month period.

The initial funding for this Agreement and ancillary campaign expenses will be no more than \$100,000 to be provided from the Heritage Fund.

MOTION to amend: Made by Treasurer Lee, Seconded by Director Gregory: to delete “Heritage Fund and to add “Board Restricted Funds” at the end of the last sentence. **Motion to amend carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton Thornsberry, Volk, Wahlner. Voting Nay: None.

Return to main **MOTION as amended: Motion carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Voting Nay: None.

REVIEW OF OPEN BOARD ELECTRONIC MEETINGS

MOTION: Made by Director Dempsey Seconded by Treasurer Lee: That the current practice of allowing NAWCC members in good standing to observe the physical meetings continue to be applied to the monthly electronic meetings. All meetings and discussions will stay on the message board.

MOTION to amend: Made by Director Dempsey, Seconded by Treasurer Lee: To add an ending date of “July 2013 to the end of the first sentence. **Motion to amend carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Thornsberry, Volk, Wahlner. Voting Nay: None.

Return to main **MOTION as amended: Motion carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Volk, Wahlner.
Voting Nay: Orr, Thornsberry,

SPECIAL ETHICS COMMITTEE REPORT

Director Gregory presented the review of the Ethics Committee as required by the Members Code of Ethical Conduct, Section B of Board of Directors Responsibilities.

MOTION: Made by Director Dempsey, Seconded by Treasurer Lee: That when the Board has issued information to obtain feedback, all Board Members will act appropriately to elicit responses from our members without bias. To be added to the Board of Directors Responsibilities. **Motion carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Thornsberry, Wahlner. Voting Nay: Volk.

MOTION: Made by Director Gregory, Seconded by Treasurer Lee: That a copy of the Chapter or Member Waiver of Liability be made available for the use of members who are requested to help dispose of **horological** assets. To be added to the Member Code of Ethical Conduct. **Motion carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Orr, Thornsberry, Volk, Wahlner.
Voting Nay: Mueller-Maerki.

General consent MOTION: To amend Section B of the Board of Directors Responsibilities to read “**B.** The Board shall ensure that the Code and all associated policies and procedures are reviewed prior to the December meeting at least every other even numbered year for the purpose of maintaining its relevance to the Association and its members”.

WARD FRANCILLON TIME SYMPOSIUM REPORTS

Chairman Cipra reported on the results of the 2012 WFTS Symposium in Minneapolis. He also updated the agenda and budget of the 2013 WFTS in Pasadena as well as ideas and locations for future symposiums.

MOTION: Made by Secretary Wahlner, Seconded by Vice Chair Thornsberry: That the Board approves the revised budget for the 2013 Ward Francillon Symposium. **Motion carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Voting Nay: None.

MOTION: Made by Secretary Wahlner, Seconded by Vice Chair Thornsberry: That a Special Symposium Review Committee of three Board members be appointed to conduct a review in accordance to Standing Rules, Article VII, Education, Section 3, Symposiums (a) "A Board review will be held every four years starting at the 2013 National Convention Board meeting to determine its continuation, enhancement or changed needed." Committee shall consist of Director Fortunat Mueller-Maerki, Director Tom McIntyre and Secretary Mary Ann Wahlner. Director Mueller-Maerki will serve as chair of this committee. **Motion carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Thornsberry, Volk, Wahlner. Voting Nay: None.

NATIONAL CONVENTION REPORTS

Chairman Draucker presented the final 2012 Pasadena Convention report. She also presented an update of the 2013 Dayton convention, the 2014 Milwaukee Convention, and the 2015 Chattanooga Convention. She also indicated several other locations for future conventions. She further indicated that the Regional Handbook was now in the hands of a new review committee.

MOTION: Made by Secretary Wahlner, Seconded by Director Volk: That the Board approves the preliminary budget for the 2014 Milwaukee National Convention. **Motion carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, Overton, Thornsberry, Volk, Wahlner.
Voting Nay: None. **Abstain:** McIntyre, Mueller-Maerki, Orr.

APPROVAL OF ALLOCATION TO EMPLOYEE RETIREMENT PLAN FOR F2014

MOTION: Made by Treasurer Lee, Seconded by Director McIntyre: That the Board approve a contribution to the Employee Retirement Fund for plan year 2013 to be 2% of contributions as defined in the Plan.

MOTION to amend: Made by Director Dempsey, Seconded by Director Gregory: To amend the percentage to 4%. **Motion to amend carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Voting Nay: None.

MOTION to amend: Made by Director Dunn, Seconded by Director Mueller-Maerki: That the Board include a 1%, or approximately \$9200 for use by the Executive Director as discretionary bonuses for NAWCC employees. **Motion to amend carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Voting Nay: None.

MOTION as amended (2) carried.

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Voting Nay: None.

MOTION: Made by Treasurer Lee, Seconded by Director Volk: That the Board pass the presented operational budget of \$67,000 net proceeds for FY 14 less the 4% pension and the 1% Discretionary bonuses. **Motion carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Voting Nay: None.

MOTION: Made by Treasurer Lee, Seconded by Director Mueller-Maerki: That the Board accept the proposal of \$16,800 from Ross, Buehler, Falk and Co, LLP for the FY14 audit and \$2875 for tax returns to lock in proposed pricing for another year. **Motion carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Thornsberry, Volk, Wahlner. Voting Nay: None.

UNFINISHED BUSINESS

MOTION: Made by Secretary Wahlner to request General Consent to adjust the motion regarding ARTICLE XII, Section 2 of the bylaws approved in the November Electronic Meeting to match the two similar motions passed yesterday. There being no **objection** motion is **carried.**

MOTION: Made by Director Orr, Seconded by Director Dunn: That a joint meeting of committee chairs be scheduled at the annual convention for the purposes of the exchange of information and cooperative planning of goals. To be moderated by the Board Chair or their appointee. **Motion failed.**

Voting Yea: Dempsey, Dunn, McIntyre, Orr, Thornsberry. Voting Nay: Bartels, Lee, Mueller-Maerki, Overton, Volk, Wahlner. Abstain: Gregory.

Chair Overton stated the Chair could arrange any committee meeting as he/she felt necessary. A motion to conduct committee meetings is not necessary.

Chair Overton stated that the Next meeting would be held July 2 and 3, 2013 in Dayton. The host hotel will be the Crowne Plaza Hotel.

MOTION: Made by Director Dempsey, Seconded by Director McIntyre: That the meeting be adjourned. **Motion carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Thornsberry, Volk, Wahlner. Voting Nay: None.

Meeting adjourned at 4:45pm.

Following adjournment, the floor was opened for visiting members to provide their observations and comments to the Board.

Please send all comments and questions to the NAWCC Secretary at wahlnut@cox.net
All responses will be forwarded to the Board for their review.

Mary Ann Wahlner

NAWCC Secretary

