December 2004 meeting of Interim Board of Directors

Dear Members

Here are the approved Minutes of the Interim Board Meeting of NAWCC, Inc. held December 3-5, 2004 in Columbia, PA.

NAWCC INTERIM BOARD OF DIRECTORS MEETING
COLUMBIA, PENNSYLVANIA

MINUTES

Friday, December 3, 2004
Saturday, December 4, 2004
Sunday, December 5, 2004

NOTICE OF MEETING

Upon due notice, had and received, the Interim Board of Directors of the National Association of Watch and Clock Collectors, Inc. met December 3-5, 2004 in Columbia, Pennsylvania.

INTERIM BOARD MEMBERS PRESENT FOR ALL OR PART OF THE MEETING

Judy Draucker
Chair
John Hubby
1st Vice Chair
Terry Brotherton 2nd
Vice Chair
Tom McIntyre
2nd Vice Chair
Hugh Overton
Secretary
Bill Curtin
Treasurer
Laura Barmore
Director
Bill Bryan
Director
Robert Cheney
Director
Jim Coulson
Director
Frank Del Greco
Director
Rochelle Gaenger
Director
Bruce Gilmore
Director
Bill Keller
Director
Joe Kuechle
CALL TO ORDER - FRIDAY, DECEMBER 3, 2004

With a quorum established, 1st Vice Chair John Hubby called the Interim Board meeting of the National Association of Watch and Clock Collectors, Inc. (NAWCC) to order at 8:35 am. The 1st Vice Chair welcomed those present and set procedures for the meeting. He further stated that guests would have the opportunity to speak to the Board at the end of the meeting.

1st Vice Chair Hubby announced for the record the absence of Chair Judy Draucker for Friday meeting only and the absence of Director Steve Burgamy and Director Gerhard Hutter for the entire meeting.

INVESTMENT COMMITTEE REPORT: MERRILL LYNCH
Kelly Aierstuck representing Merrill Lynch gave a report on the
Association's investments.

FINANCIAL REPORT: STUCKERT
Executive Director Connie Stuckert gave an update on the financial status of the Association.

REPORTS AND COMMITTEE ITEMS
The following reports were given and received by the Board:

EXECUTIVE DIRECTOR'S REPORT: STUCKERT
Executive Director Connie Stuckert gave an update on Headquarters activities.

BYLAWS & PROCEDURES COMMITTEE: WAHLNER
Chair Mary Ann Wahlner gave an outline on the future work of the Bylaws & Procedures Committee.

WEB & TECHNOLOGY COMMITTEE: McINTYRE
Chair Tom McIntyre gave an update from the Web & Technology Committee.

PROGRAM COMMITTEE: STUCKERT
Executive Director Connie Stuckert gave an update on the work of the Program Committee.

EDUCATION COMMITTEE: STUCKERT/TISCHLER
Executive Director Connie Stuckert and Committee Member Fred Tischler gave a report on the Field Suitcase Workshop Program.

MOTION: Tom McIntyre; Seconded by Fred Tischler: That the following persons are hereby appointed to the Finance Committee for the duration of the term of the Interim Board:

Bill Curtin, WI, Treasurer (Required by Bylaws)
Laura Barmore, Director, VA
Terry Brotherton, 2nd Vice Chair, TX
Judy Draucker, Chair, VA
Gerry Freedman, Member, CA
Bruce Gilmore, Director, ME
John Hubby, 1st Vice Chair, TX
Tom McIntyre, 2nd Vice Chair, MA


MOTION: John Hubby; Seconded by Mary Ann Wahlner: That the following addition to Article VII, Section 1 of the Standing Rules be approved with regard to the term of appointment of Committee Chairs:

(d) Committee Chair Term of Office
As provided in the Bylaws Article III, Section 5, the Board appoints all Committee Chairs. Committee Chairs will serve at the pleasure of the Board and unless removed or provided otherwise in the Bylaws or these Standing Rules, their term of office shall be from the date of appointment by the appointing Board and continue through the term of that Board and until a new incoming Board has named a replacement or reappointment. Such new appointments are to take effect no earlier than
the first day of the month following the first meeting of the incoming Board at the National Convention.

AMENDED MOTION: Frank Del Greco; Seconded by Mary Ann Wahlner: That the following addition to Article VII, Section 1 of the Standing Rules be approved with regard to the term of appointment of Committee Chairs:

(d) Committee Chair Term of Office
As provided in the Bylaws Article III, Section 5, the Board appoints all Committee Chairs. All appointments shall include an effective starting date. The Board shall communicate starting dates to incoming and outgoing Committee Chairs. Committee Chairs serve at the pleasure of the Board. Unless removed or as otherwise provided for in the Bylaws or these Standing Rules, Committee Chairs shall serve from the effective starting date until notified of their end of term or re-appointment by the next Board. Motion as amended passed. Voting yea: Barmore, Brotherton, Bryan, Cheney, Coulson, Curtin, Del Greco, Gaenger, Gilmore, Keller, Kuechle, McIntyre, Overton, Priestley, Tischler, Wahlner, Wilkerson. Voting nay: None. Absent: Burgamy, Draucker, Hutter.


Call to Recess at 12:25 pm - with meeting to reconvene at 8:30 am, Saturday, December 4, 2004. Afternoon work session for strategic planning, budget premises, and other matters was held from 1:00 pm until 5:00 pm with a break and reconvened at 6:00 pm until 9:30 pm.

CALL TO ORDER - SATURDAY, DECEMBER 4, 2004

With a quorum established, Chair Judy Draucker reconvened the meeting of the Interim Board of the National Association of Watch and Clock Collectors, Inc. (NAWCC) at 8:30 am, Saturday, December 4, 2004.

Chair Draucker restated the rules of the meeting and stated that guests would have the opportunity to speak at the end of the day.

At 8:35 am an Executive Session to discuss personnel matters was requested by Bill Curtin and seconded by John Hubby. Hearing no objection, Chair Draucker declared an Executive Session.

Chair Draucker reported that no action was taken in Executive Session.

Chair Draucker gave reports on the 2004 NAWCC National Convention/Oklahoma City and 2004 NAWCC Ward Francillon Time Symposium/Portland.

MOTION: Jim Coulson; Seconded by Mary Ann Wahlner: That the Executive Director be authorized to develop a Code of Conduct and the Ethics Policy for Staff, said policy to be presented for approval by the Board at the June 2005 meeting. Motion passed. Voting yea: Barmore, Brotherton, Bryan, Cheney, Coulson, Curtin, Del Greco, Gaenger, Gilmore,
MOTION: Mary Ann Wahlner; Seconded by Rochelle Gaenger: That a Standing Rule be adopted by the Board with regard to Executive Sessions, to be placed in Article III, Section 2 as follows:

(d) Executive Sessions of the Board
An Executive Session may be called by any member of the Board during the course of any scheduled physical meeting or Special Meeting by teleconference. Executive Sessions are not permitted during electronic meetings of the Board or during any Special Meeting for which written notes or messages are used. A motion to go into Executive Session is a question of privilege and is not debatable. Approval is by majority vote.

Subject matter for Executive Sessions may include but is not limited to the following:
1) Personnel matters including but not limited to nominations to appointed positions
2) Ethical matters
3) Disciplinary matters
4) Contract issues
5) Legal issues
6) To seek or receive legal advice.
The purpose of each Executive Session must be stated prior to its approval.

Discussions in Executive Session are to be limited to the specific subject at hand. If no action is taken in Executive Session, it is so stated by the Chair when open session is resumed. Any action agreed upon in Executive Session must be presented as a motion in open session of the Board. Such motions do not require a suspension of rules to be presented for discussion and voting. No written record is to be kept of any Executive Session.

Any person permitted to be present during an Executive Session is honor bound not to divulge anything that occurred.


At 11:05 am a motion for an Executive Session to discuss personnel matters was requested by Bill Curtin and seconded by Mary Ann Wahlner. Hearing no objection, Chair Draucker declared an Executive Session.

Chair Draucker reported that discussions in the Executive Session resulted in two motions now to be presented by 1st Vice Chair Hubby.

MOTION: John Hubby; Seconded by Bill Curtin: For the fiscal year ending March 31, 2005, that the Board ratifies and reaffirms a six (6) percent non-elective contribution for all eligible employees in the NAWCC Employee Retirement Fund. Staff and Legal Counsel are to take appropriate action to carry out this resolution. Motion passed. Voting yea: Barmore, Brotherton, Bryan, Cheney, Coulson, Curtin, Del Greco, Draucker, Gaenger, Gilmore, Hubby, Keller, Kuechle, McIntyre, Overton,
MOTION: John Hubby; Seconded by Rochelle Gaenger: That Article VI, Section 2(d) of the Standing Rules be amended as follows:

(d) Employee Retirement Fund
(i) The NAWCC Employee Retirement Fund Plan, and all amendments or modifications thereto, shall require approval by the Board.
(ii) Prior to the end of each fiscal year the Board shall review the amount of contribution to the Employee Retirement Fund and approve an amount or percentage to apply to the ensuing fiscal year.


MOTION: John Hubby; Seconded by Rochelle Gaenger: That revised Board of Directors Electronic Meeting Procedures are hereby approved, to provide clarification of the procedure for Suspension of Rules and remove the procedure for 30-Day Waiver of Notice, the revised procedure being available at the following URL: http://members.aol.com/Pastimes98/NAWCC/ By consensus of the Board, the three-day discussion period for motions considered under Suspension of the Rules was extended to five days.

MOTION: John Hubby; Seconded by Mary Ann Wahlner: That a procedure for 30-Day Waiver of Notice for Special Meetings of the NAWCC Board of Directors for all venues and means other than electronic meetings is hereby approved, the proposed procedure being available at the following URL: http://members.aol.com/Pastimes98/NAWCC/

MOTION: John Hubby; Seconded by Jim Coulson: That a Travel Expense Reimbursement Policy for persons requesting reimbursement of travel expenses while on official NAWCC business is hereby adopted and supersedes all previous policies.

AMENDED MOTION: Frank Del Greco; Seconded by Bill Bryan: That a Travel Expense Reimbursement Policy for persons requesting reimbursement of travel expenses while on official NAWCC business is hereby adopted and supersedes all previous policies. The amended policy follows:

NAWCC TRAVEL EXPENSE REIMBURSEMENT POLICY
ADOPTED DECEMBER 2004

General: It is expected that Officers, Directors, members & employees
of the NAWCC when traveling on official business will spend prudently when incurring expenses for which reimbursement will be requested. Only expenses that are reasonable, ordinary and necessary will be reimbursed.

Travel Authorization: All travel must be authorized in advance, in writing, which may be by letter, email, or fax, and copy attached to travel voucher. Official notices of meetings shall suffice for designated attendees. Authorizing official must ensure travel is required.

Person Traveling
Who Authorizes
. Board chair
Treasurer
. Directors, Executive Director
Board chair
. Committee chairs
Board chair or ED*
. Employees
Executive Director
. Committee members
Committee chair**
. FSW Instructor for scheduled classes
Education
committee chair

*Depending upon type of committee.
**Requires meeting approval by Board Chair for committees reporting to the Board, and requires meeting approval by Executive Director for operational committees.

Travel Reimbursement: Requests for travel reimbursement will be submitted to the authorizing official within 30 days of each trip on the appropriate travel voucher form (the Executive Director is authorized to develop separate internal forms and procedures for staff, ensuring that all terms for reimbursement are in conformance with this policy). The Controller shall review all vouchers prior to payment for accuracy and conformance to this policy.

Expenses eligible for reimbursement will be actual expenses itemized and incurred, as follows:
. Transportation: The lesser of:
>>Personal Vehicle Mileage at the current business rate set by the Internal Revenue Service.
>>Public transportation (air, rail or bus) at the lowest practical route cost for
coach class for minimum 2-week advanced purchase identified as a result of a reasonable search for rates.
>>Rental car including fuel charges but not rental company refueling charges.
. Local transportation:
>>Tolls, Parking Fees, Taxis, or Airport Transportation service using the lowest practical alternative.
>>Rental cars, if used in conjunction with another form of
transportation
(advance approval required). Regular compact sedan rate. Refueling cost
included but not rental company refueling charges.
. Lodging: For meetings, limited to the blocked rate at a designated hotel for
the night before and the night of an actual meeting. For all other travel, limited
to the lowest single room rate in an adequate hotel or motel for only those
nights necessary to conduct official business. For all meetings in Columbia,
designated hotel shall be determined by the Executive Director.
. Actual meals; no alcoholic beverages.
. Other expenses such as telephone and internet service, but limited only to
those ordinary and necessary to complete official business.

Receipts are required for all individual expenses in excess of $20.

The Travel Voucher Form shall be available on the NAWCC web site.

Amended motion passed. Voting yea: Barmore, Brotherton, Bryan, Cheney,
Coulson, Curtin, Del Greco, Gaenger, Gilmore, Hubby, Keller, Kuechle,
McIntyre, Overton, Priestley, Tischler, Wahlner, Wilkerson. Voting nay:
None. Absent: Burgamy, Hutter.

MOTION: Jim Coulson; Seconded by Tom McIntyre: That the Board and the
Executive Director move forward expeditiously to complete an emergency
preparedness plan for the museum, library, collections, school, and
headquarters, to be completed for the approval by the Board at the
meeting scheduled for the 2005 National Convention.

AMENDED MOTION: Frank Del Greco; Seconded by Terry Brotherton: That
the Executive Director create an emergency preparedness plan for all
departments of NAWCC Headquarters, to be approved by the Board. Motion
passed as amended. Voting yea: Barmore, Brotherton, Bryan, Cheney,
Coulson, Curtin, Del Greco, Gaenger, Gilmore, Hubby, Keller, Kuechle,
Absent: Burgamy, Hutter.

MOTION: Frank Del Greco; Seconded by Mary Ann Wahlner: That this NAWCC
Board shall, as a whole, match the first dollar of each member's cash
donation collected or pledged during the NAWCC annual appeal drive or
submitted with the dues renewal notice; the calculation being made at
the end of the 2005 fiscal year. Motion passed. Voting yea: Barmore,
Brotherton, Bryan, Curtin, Del Greco, Gaenger, Hubby, Keller, Kuechle,
McIntyre, Overton, Priestley, Tischler, Wahlner. Voting nay: Cheney,

MOTION: John Hubby; Seconded by Terry Brotherton: That the 2005 Ward
Francillon Time Symposium will be held October 27-29 in Houston, Texas,
the topic being "American Horological Inventors"; further that the
preliminary budget provided separately also is approved. Motion passed.
Voting yea: Barmore, Brotherton, Bryan, Cheney, Coulson, Curtin, Del
Greco, Draucker, Gaenger, Gilmore, Hubby, Keller, Kuechle, McIntyre,
Overton, Priestley, Tischler, Wahlner. Voting nay: None.
Absent: Burgamy, Hutter.
MOTION: Frank Del Greco; Seconded by Mary Ann Wahlner: That the charter of Firelands Chapter No. 39 be recalled as the chapter has returned its charter to NAWCC headquarters and disbanded. Motion passed. Voting yea: Barmore, Brotherton, Bryan, Cheney, Coulson, Curtin, Del Greco, Gaenger, Gilmore, Hubby, Keller, Kuechle, McIntyre, Overton, Priestley, Tischler, Wahlner, Wilkerson. Voting nay: None. Absent: Burgamy, Hutter.

MOTION: Hugh Overton; Seconded by Mary Ann Wahlner: That the charter of Adirondack Chapter No. 82 be recalled as the chapter has requested to be disbanded and for remaining members to merge with Rip Van Winkle Chapter No. 40. Motion passed. Voting yea: Barmore, Brotherton, Bryan, Cheney, Coulson, Curtin, Del Greco, Gaenger, Gilmore, Hubby, Keller, Kuechle, McIntyre, Overton, Priestley, Tischler, Wahlner, Wilkerson. Voting nay: None. Absent: Burgamy, Hutter.

MOTION: Hugh Overton; Seconded by Joe Kuechle: That the charter of Finland Chapter No. 147 be recalled as the chapter has shown no discernable activity and we are unable to contact former members. Motion passed. Voting yea: Barmore, Brotherton, Bryan, Cheney, Coulson, Curtin, Del Greco, Gaenger, Gilmore, Hubby, Keller, Kuechle, McIntyre, Overton, Priestley, Tischler, Wahlner, Wilkerson. Voting nay: None. Absent: Burgamy, Hutter.

MOTION: Hugh Overton; Seconded by Joe Kuechle: That the charter of Horological Educational Chapter No. 170 be recalled as the chapter officers state there is no activity or interest and have requested it be disbanded. Motion passed. Voting yea: Barmore, Brotherton, Bryan, Cheney, Coulson, Curtin, Del Greco, Gaenger, Gilmore, Hubby, Keller, Kuechle, McIntyre, Overton, Priestley, Tischler, Wahlner, Wilkerson. Voting nay: None. Absent: Burgamy, Hutter.

MOTION: Hugh Overton; Seconded by Rochelle Gaenger: That NAWCC grant a charter to the Granite State Timekeepers Chapter No. (to be assigned) as the necessary requirements for formation of a chapter have been duly met and its recognition recommended by the NAWCC Membership & Publicity Committee. Motion passed. Voting yea: Barmore, Brotherton, Bryan, Cheney, Coulson, Curtin, Del Greco, Draucker, Gaenger, Gilmore, Hubby, Keller, Kuechle, McIntyre, Overton, Priestley, Tischler, Wahlner, Wilkerson. Voting nay: None. Absent: Burgamy, Hutter.

Meeting was recessed at 5:20 pm and Chair Draucker announced the meeting would reconvene at 8:00 am, Sunday, December 5, 2004.

The floor was opened for comments from visitors and none responded.

CALL TO ORDER - SUNDAY, DECEMBER 5, 2004

With a quorum established, Chair Judy Draucker reconvened the meeting of the Interim Board of the National Association of Watch and Clock Collectors, Inc. (NAWCC) at 8:00 am, Sunday, December 5, 2004.

Chair Draucker expressed her appreciation to the Board and the NAWCC staff for their support and hard work during her term as president and now chair of NAWCC.
MOTION: Jim Coulson; Seconded by Mary Ann Wahlner: That the Board of Directors Code of Conduct and Ethics Policy as proposed by the Code of Conduct and Ethics Task Force be adopted as official policy for the NAWCC BOD. A recess was called at 8:45 am for the purpose of open discussion on the Board Code of Conduct and Ethics.

The meeting was reconvened at 10:15 am. The Board Code of Conduct and Ethics as revised and considered is available at the following URL: http://www.nawcc.org/headquarters/members/docs.htm.


MOTION: John Hubby; Seconded by Mary Ann Wahlner: That for the 2007 and all subsequent National Conventions all contracts with convention facilities and hotels shall be in the name of the National Association of Watch and Clock Collectors, Inc. and be signed by an authorized NAWCC officer, the NAWCC Convention Committee Chair, the Convention Chair, and an officer of the host chapter. Further that execution of subsidiary contracts is delegated to the Convention Chair and/or his delegate(s).


NOTE: Director Laura Barmore was absent when vote was taken and upon her return with permission of the Chair her yea vote was recorded.

MOTION: Jim Coulson; Seconded by LeRoy Wilkerson: That pursuant to Article VIII of the Standing Rules, the NAWCC shall indemnify host chapters and members who volunteer to organize and host National Conventions in the event of legal actions taken against such parties acting in their official volunteer capacity. Motion passed. Voting yea: Barmore, Brotherton, Bryan, Cheney, Coulson, Curtin, Del Greco, Gaenger, Gilmore, Hubby, Keller, Kuechle, McIntyre, Overton, Priestley, Tischler, Wahlner, Wilkerson. Voting nay: None. Absent: Burgamy, Hutter.

At 12:05 pm an Executive Session was requested by John Hubby and seconded by Tom McIntyre to discuss a personnel matter. Hearing no objection, Chair Draucker declared an Executive Session.

Chair Draucker reported no action was taken in Executive Session.

When the Interim Board came out of Executive Session at 1:35 pm, a quorum had been lost and the meeting was adjourned as defined in Roberts Rules of Order.

Meeting was adjourned at 1:35 pm, December 5, 2004.

Respectfully Submitted:

Hugh Overton
NAWCC Secretary
Note: An open session for visiting members' comments and suggestions was held at the close of each day.

Due to time restraints, the following motions on the Board Agenda issued November 4, 2004 were not considered:

V l) MOTION: That the "Member Code of Conduct and Ethics" for NAWCC Members be adopted.
V x) MOTION: To allow chapter marts to be open to the public at the option of the chapter, provided public educational programs are included.
V y) MOTION: To allow Regionals to provide escorted visits of non-members to regional marts as part of their public educational program, with no buying or selling permitted.
V z) MOTION: To allow chapters sponsoring regional meetings to admit non-members to their events.

The following motions were withdrawn:

V f) MOTION: To approve charter of Scenic City Chapter. (pending completion of the application process)
V s) MOTION: To establish a manager of member and chapter services as a Headquarters staff position.

Hugh Overton
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