

**NAWCC Board of Directors Meeting
December 4-5, 2009
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 December 4-5, 2009 in Columbia, Pennsylvania.

BOARD MEMBERS PRESENT FOR ALL OR PART OF THE MEETING

John S. Hubby	Chair
C. David Collard	Vice Chair
Ruth Overton	Secretary
Thomas W. McIntyre	Treasurer

Bruce S. Bazelon	Director
William R. Bryan	Director
Renee D. Coulson	Director
Peter Klein	Director
Fortunat Mueller-Maerki	Director
Joanne S. Orr	Director
Jerry H. Thornsberry	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

Roger Gendron	Development Committee, Library Collection Committee
Hugh Overton	Nominating and Elections Committee
Frank Del Greco	Past NAWCC Chair, Development Committee Chair, Nominating and Elections Committee
Judy Draucker	Past NAWCC Chair
Cheryl Heister	Director, The Literacy Council of Lancaster-Lebanon 2010 Leadership Lancaster

Call to Order – Friday, December 4, 2009

With a quorum established, Chair John S. Hubby 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 Hubby set the procedures for the meeting. Introductions were made by the Board and the guests present.

MOTION: Secretary Overton; seconded by Director Klein: Resolved, that the Board approve the agenda as presented to include all expected business. Motion approved. Voting yea: Bazelon, Bryan, Collard, Coulson, Hubby, Klein, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk. Voting nay: None Absent: None

Membership Category Changes – Executive Director Humphrey

- Special membership to cover Public Day for 2010 National Convention – action taken at Saturday meeting, December 5.
- Student membership for age 25 (twenty-five) and under – no action taken, formal proposal requested.
- Senior discount (Golden Circle and Old Timers only) – no action taken, formal proposal requested.
- Membership pins – Effective immediately, membership service pins will be provided free of charge to qualifying members at intervals of 10 years service.
- Regular membership with on-line *Bulletin* and *MART* only – action taken:

MOTION: Secretary Overton; seconded by Treasurer McIntyre: Resolved, that regular membership will be available for receipt of the *Bulletin* and *MART* by internet only for the fee of \$60.00 (Sixty Dollars). Motion approved. Voting yea: Bazelon, Collard, Coulson, Hubby, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk. Voting nay: Bryan, Klein Absent: None

Details of implementation will be published by January 1, 2010.

Matters Being Considered – Executive Director Humphrey

- Collaborate with Gallet on sales of replica of President Harry Truman's watch
- NAWCC license plates
- Collection insurance for members
- Board visitation with all headquarter departments at December Board meetings
- Ways staff can assist in chapter membership
- New *Bulletin* cover design survey

Development Report – Executive Director Humphrey

- Donations for year are up about 30% from last year but still below two years ago.
- Time Piece Adoptions have been slow
- Heritage Society is progressing.
- John Harrison Heritage Society – different levels are being studied.
- Pennsylvania State Grant cuts could reduce FY 2011 income.
- A chair needs to be named to the Development Committee.

School of Horology Report – Executive Director Humphrey

- Income increased this year, nearly double last year.
- Further increase projected for next year.
- Increase in expenses this year was due to adding another instructor.
- The next five years school accreditation is in process.
- Additional education space needed – basement in headquarters building being considered.
- Participation in federal loans for students is in place.
- Reviewed service center progress, slower than planned.
- Board to receive written reports on activities of the School of Horology on a regular basis.

Treasurer's Report – Treasurer McIntyre

Investment market value loss taken from last year to March 2009 has been mostly recovered and we are almost even to date. Bonds with Bank of America still remain at face value. Mutual funds and bonds are

improving having recovered about two-thirds from the down market in early 2009. Non-investment funds in CD's at a local bank are at 1.6%. Museum, library and school endowments are in CD's at a local bank at 2.00% and 2.90% - 10 months.

RESOLUTION: Director Orr; seconded by Treasurer McIntyre: Resolved, that the NAWCC Board of Directors express their sincere appreciation to the NAWCC Headquarters Staff for their loyal support, creative economics and dedication to the Association's mission and its members. They truly do more with less! Resolution approved. Voting yea: Bazelon, Bryan, Collard, Coulson, Hubby, Klein, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk Voting nay: None Absent: None

2009 Grand Rapids National Convention Review of Final Reports

MOTION: Secretary Overton; seconded by Director Orr: Resolved, that the Board of Directors has received the financial report from the 2009 Grand Rapids National Convention and compliment the committee for their efforts and support for the NAWCC, Inc. Motion approved. Voting yea: Bazelon, Bryan, Collard, Coulson, Hubby, Klein, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk. Voting nay: None Absent: None

2010 York National Convention Update

An update on the 2010 York National Convention was presented by Lee Davis, General Chair. Registration and table sales to date were presented along with schedules for workshops, committee meetings and special interest chapter meetings. A proposal for a 2-month membership for Public Day entrants was presented. This was deferred for review on December 5.

2011 Kansas City National Convention Budget

Director Thornsberry presented the budget for the Board to review. The Board did not take action. Final budget and all contracts are to be presented to the Board for approval no later than the March 2010 Electronic meeting.

2012 Pasadena National Convention Proposal

A proposal was presented to hold the 2012 National Convention in Pasadena, California.

MOTION: Secretary Overton; seconded by Director Volk: Resolved, that the 2012 National Convention be held in Pasadena, CA, June 6-10, 2012; host chapters are to be Chapter 75 and Chapter 133. Final approval is subject to receipt of a formal proposal and budget. Motion approved. Voting yea: Bazelon, Bryan, Collard, Coulson, Hubby, Klein, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk. Voting nay: None Absent: None

Convention Committee Review – Vice Chair Collard

Vice Chair Collard presented the results from the Convention Task Force study.

- Current problems with regional and national conventions
- Suggestions to improve regional and national conventions
- Develop a revised convention committee guidance document

The Convention Task Force will hold a "Convention Consensus Committee" meeting in conjunction with the Chapter Representative Breakfast at the 2010 York National Convention.

Chair Hubby proposed Vice Chair Collard work with the Chapter Relations Committee for a member survey on the proposed changes in the convention committee guidance document.

Chair Hubby requested a motion for an Executive Session for purpose of review of a personnel matter.

MOTION: Secretary Overton; seconded by Director Mueller-Maerki: Resolved, that the Board enter into Executive Session for the purpose of review of a personnel matter. Motion approved. Voting yea: Bazelon, Bryan, Collard, Coulson, Hubby, Klein, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk. Voting nay: None Absent: None.

Executive Session convened at 2:48 pm.

The Executive Session was concluded at 4:15 pm and meeting returned to open session. Chair Hubby reported that no motions were made or actions taken in the Executive Session.

Board of Directors Electronic Meeting Options – Chair Hubby

Gavel was passed to Vice Chair Collard for discussion of the proposals. After discussion, a motion was made to postpone action until the Saturday, December 5, 2009 session.

MOTION: Director Klein; seconded by Director Coulson: Resolved, that a motion to accept the revised Electronic Meeting Procedures be postponed until the December 5, 2009 business. Motion approved. Voting yea: Bazelon, Bryan, Collard, Coulson, Hubby, Klein, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk. Voting nay: None Absent: None

Ward Francillon Time Symposium 2010/2011 – Chair Hubby

Chair Hubby announced proposed locations for the 2010 and 2011 Symposiums. No Action was taken by the Board awaiting further information from host chapters.

Ward Francillon Time Symposium Restructuring Proposal – Director Thornsberry

Director Thornsberry presented the team report on the Symposium restructuring proposal. Team members were Team Chair Director Thornsberry, Director Bryan, Vice Chair Collard, Chair Hubby, Director Mueller-Maerki and Director Orr.

The gavel was passed to Vice Chair Collard for discussion of this matter.

MOTION: Director Thornsberry; seconded by Director Klein: Resolved, that the NAWCC shall implement policies and structure related to the Ward Francillon Time Symposium , to ensure its position as the premier event for public and member participation in support of NAWCC's educational purposes. Further, these policies will apply to other symposiums as may be approved from time to time. The following principles will be considered foremost in support of future Symposiums and incorporated in Article IX Section 3 (a) of the Standing Rules, as attached herewith.

1. The sole mission and purpose of the Symposiums is to promote horological research and provide education for the public and NAWCC members. Financial self-support is anticipated, however it is not expected to generate surplus income in support of other NAWCC activities.
2. The NAWCC through the Symposium Committee shall be fully responsible for planning, development, timing, length, and presentation of the Symposiums, assuming full financial responsibility for them. This shall include the presentation of a James Arthur lecture at each event.

3. The Symposium Committee will engage NAWCC chapters to sponsor and support individual Symposiums, however said chapters will incur no financial liability. Third parties such as other horological organizations, scientific groups, museums, and universities will also be encouraged to sponsor and participate in these events, including financial support.

4. The Symposium Committee is free to select topics of education for future Symposiums as defined in the Symposium Guidebook. The Symposium Committee is responsible to maintain the Symposium Guidebook, as defined by amendment to Article VII Section 4(c) of the Standing Rules, attached.

5. NAWCC shall establish a Symposium Fund (“the fund”) by transfer of \$10,000 from Investment Reserves, as defined by Standing Rule addition Article XII Section 6 (j), attached. Symposium expenses not covered by registration, sponsors, donations, and any “up front” deposits will be paid from the fund. After each Symposium is concluded the fund shall be adjusted as follows:

- a. Any surplus generated shall be returned to the fund.
- b. All restricted donations and earnings from investments shall be retained in the fund for use in future Symposiums, regardless of amount.
- c. Operating surpluses will be retained in the fund for future use, to the extent the total fund value does not exceed \$20,000. Should the fund value exceed \$20,000, the portion of operating surplus funds that contribute to such overage shall be transferred to the NAWCC General Operating Fund.
- d. Should the fund drop below \$10,000, NAWCC will replenish the fund to bring said fund back to \$10,000.

The Symposium Fund will in effect operate as a revolving fund but not open-ended, NAWCC’s financial commitment being limited as stipulated in the Standing Rules.

Motion approved. Voting yea: Bazelon, Bryan, Collard, Coulson, Hubby, Klein, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk. Voting nay: None Absent: None

Symposium Committee Chair Appointment – Director Thornsberry

MOTION: Director Thornsberry; seconded by Director Coulson: Resolved, that James Cipra (member No. 12078 of Long Beach, CA) be and is herewith appointed to the position of Symposium Committee Chair. Voting on the motion is to be by secret ballot. Motion was approved by majority vote of the Board by secret ballot.

IT and Internet Projects and Update for Community Site, eClassified, Online Auctions – Executive Director Humphrey

Executive Director Humphrey presented examples of each using a live digital format. The Board discussed ways to present this at chapter meetings and to use as a program at regional and national conventions.

Chapter Initiatives Update – Executive Director Humphrey

Update was presented to the Board on the number of chapters participating in the NAWCC Group Exemption and the chapters that had chosen to be covered under the \$5,000 gross receipt rules. There are still a number of chapters that have not responded.

MOTION: Director Klein; seconded by Director Orr: That the meeting be recessed until 8:00 am, Saturday, December 5, 2009. Motion approved. Voting yea: Bazelon, Bryan, Collard, Coulson, Hubby, Klein, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk. Voting nay: None Absent: None

Meeting recessed at 6:15 pm

SATURDAY, DECEMBER 5, 2009

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 John S. Hubby at 8:00 am.

Museum Collection on Internet – Executive Director Humphrey

Executive Director Humphrey demonstrated the process of reviewing the Museum collection on the internet. This includes the actual record for all items in the collection and approximately 3,000 for which photographs are available.

Status of the Internet Advisory Committee – Executive Director Humphrey

Executive Director Humphrey advised he has received names of approximately 15-20 members to be on the committee to serve as a resource group.

Advisory Groups

Director Coulson, Chair of the Bylaws and Procedures Committee, and Executive Director Humphrey are to review committees that could work as advisory groups instead of formal committees. These groups would report directly to the Executive Director.

Public Day Sales Tax Requirements

The Board decided against the suggested \$10.00 (Ten Dollar) two-month membership. Final conclusion is for a notice to be placed in confirmation letters that table holders will be responsible for complying with the state sales tax law of the state holding the convention. The general chair of the regional or national convention will be responsible for having proper tax forms available for the table holders.

Chapter Charter Update – Vice Chair Collard

There are still several chapters that have not signed and returned their charters to Headquarters. Board members were asked to assist in getting the remaining charters signed by contacting any chapter with which they are affiliated. Vice Chair Collard will work with the Chapter Relations Committee on the International and Special Interest chapters to determine if a new charter concept is needed for them.

Review of FY 2011 Budget – Executive Director Humphrey

Various items in the budget were discussed with Executive Director Humphrey and Controller Charles Auman. The Finance Committee will meet at the Florida Mid-Winter Regional in January 2010 to discuss the budget. Final approval of the budget will be in the Board of Directors April 2010 Electronic Meeting.

Revised Electronic Meeting Procedures

MOTION: Secretary Overton; seconded by Director Coulson: Resolved, that the amended Electronic Meeting Procedures dated December 4, 2009, as attached, be approved. Motion approved. Voting yea: Bazelon, Bryan, Collard, Coulson, Hubby, Klein, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk. Voting nay: None Absent: None

Chair Hubby requested a motion for an Executive Session for the purpose of reviewing a personnel matter.

MOTION: Secretary Overton; seconded by Treasurer McIntyre: Resolved, that the Board enter into Executive Session for the purpose of review of a personnel matter. Motion approved. Voting yea: Bazelon, Bryan, Collard, Coulson, Hubby, Klein, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk. Voting nay: None Absent: None

Executive Session convened at 10:47 am.

The Executive Session was concluded at 11:55 am and the meeting returned to open session. Chair Hubby reported that no motions were made or actions taken in the Executive Session.

Museum Accreditation Self-Study – Executive Director Humphrey

Executive Director Humphrey distributed a written timeline for the final procedure for the Museum accreditation with the American Association of Museums. There are several items that will need Board action before July 2010.

Board Members as Committee Chairs

A discussion was held pertaining to the removal of the requirement of Board members to hold chairmanships of certain committees as is the current procedure. This has been referred to the Bylaws and Procedures Committee for further study.

Chair Hubby called for a recess for the Board to enter into a strategic planning session.

MOTION: Director Coulson; seconded by Director Klein: Resolved, that the Board recess to go into a strategic planning session. Motion approved. Voting yea: Bazelon, Bryan, Collard, Coulson, Hubby, Klein, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk. Voting nay: None Absent: None

Meeting recessed at 1:15 pm, December 5, 2009

NOTE: An open session was held immediately following the recess for the Board to receive member's comments and suggestions.

With a quorum established, Chair Hubby called the Board of Directors meeting into session at 5:08 pm.

Announcements

- Finance Committee meeting to be held at the Florida Mid-Winter Regional, Kissimmee, FL, January 2010
- Board of Directors meeting to be held at NAWCC Headquarters, Columbia, PA, June 15-16, 2010

MOTION: Treasurer McIntyre; seconded by Director Klein: That the meeting be adjourned. Motion approved. Voting yea: Bryan, Collard, Coulson, Hubby, Klein, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk. Voting nay: None Absent: Bazelon

Meeting adjourned at 5:15 pm, December 5, 2009

Respectfully submitted:

Ruth Overton
NAWCC Secretary