



National Association of
WATCH & CLOCK
Collectors, Inc.

National Association of Watch and Clock Collectors, Inc.

Board of Directors Meeting

Friday December 6 and Saturday December 7, 2013 at 8:00 am

Headquarters: Columbia, Pennsylvania

DRAFT 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 6 and 7, 2013

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
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OTHERS PRESENT FOR ALL OR PART OF THE MEETING

Frank DelGreco	Past Chair, Development Committee
Judy Draucker	Past Chair, Convention Committee member
Roger J. Gendren	Library & Development Committees
Tom McIntyre	Bylaws & Procedures Committee
Fortunat Mueller-Maerki	Library Collections Committee Chair
Hugh Overton	Past Board Member
Jim Hackney	Fund Raising Counsel

CALL TO ORDER – FRIDAY DECEMBER 6, 2013

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 1:48 pm.

Chair Overton made the following announcements:

- All voting, except for parliamentary motions and secret ballots, will be by roll call.
- Robert's Rules of Order, pg 488 states that small groups of 12 or less may hold discussions prior to a motion being stated.

MOTION: Made by Secretary Wahlner, seconded by Director Bartels: 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, Thornsberry, Volk, Wahlner. Voting Nay: None, Absent: None.

EXECUTIVE DIRECTOR'S REPORT

Membership: The voucher incentive program began in June 2012. To date, 250 members referred new members and received their \$35 voucher. Eighty-three vouchers have been redeemed. The Years of Service pins program is in its fourth year. Pins must be requested. A sample membership packet is being sent to Message Board inquirers, which includes a past *Bulletin* and *Mart* along with a brochure/application.

Museum: In March of this year, the National Watch and Clock Museum was granted accreditation by the American Alliance of Museums. The Gallet Guest Curator of wristwatches developed a new wristwatch display that will open in January 2014. The Tompion collection may currently be viewed in the rotunda of the museum in Columbia. A tentative agreement to purchase a nineteen-foot tall Ansonia street clock was reported. This is the one known to be completely intact and is to be restored and placed in the rotunda.

Development and Annual Fund Reports: Six hundred ninety gifts were received for a total of \$339,000 in 2013. A \$123,000 grant request was made to the Crystal Trust. Results are expected in mid-December. There are currently 22 active members of the Heritage Society.

Emergency Preparedness Plan: The museum plan and expanded association plan were reviewed. No updates were required at this time.

Fiduciary insurance is in force including Directors and Officers. Legal Counsel Mintz to review the plan for an inclusion of a waiver of recourse and requested that the insurance company change the wording to better apply to our single organization status.

The complete Executive Director's Report will appear in the January/February Watch & Clock BULLETIN.

MUSEUM REPORT

Director Dunn reported that the deaccession list had been approved and the staff will move forward with the transfer of the objects. It was suggested that a "needs list" of specific items be drafted. A conservation survey to include storage needs is to be conducted.

ENDOWMENT CAMPAIGN REPORT

A discussion of the Endowment Campaign Steering Committee Report including time lines and approaches to donors was held. A commitment from all Board members has been received. Various types of donor recognitions and naming opportunities were discussed.

MOTION: Made by Director Dempsey: seconded by Vice Chair Volk: That the gift recognition document as amended be approved.

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

ELECTRONIC MEETING SPECIAL COMMITTEE REPORT

MOTION: Made by Vice Chair Volk: seconded by: Director Dempsey: that the electronic meeting procedures referenced in Standing Rules, ARTICLE III, Section 2 (c) be replaced by the following:

NAWCC ELECTRONIC MEETINGS

Electronic meetings shall be held on the second Monday in the months of March and September or some other day approved by the Board. Additional electronic meetings may be held by majority request of the members of the Board. Emergency meetings may be called by the Board Chair if 7 working days' notice is provided. All meetings shall convene at 9:00 pm EST/EDT and shall adjourn no later than 11:00 pm EST/EDT unless a motion to alter the times or extend the meeting is made and approved by a majority of those present.

The meeting will be conducted in accordance with the latest version of Robert's Rules of Order unless specifically altered in this document. The meeting shall be held using the electronic format "Go To Meeting". The moderator for the meeting shall be designated by the Board Chair.

Procedures for the Electronic Meetings shall be:

1. All agenda items must be received by the Secretary no later than two weeks prior to the scheduled meeting with the final agenda being published by the Secretary not later than one week prior to the meeting.
2. All Board Members must sign in 5 minutes prior to the start of the meeting and be acknowledged by the moderator.
3. All guests (members and invited non members) must register by providing their name and NAWCC#(if members) to the moderator 15 minutes prior to the scheduled start of the meeting to be allowed to listen to and to view material displayed at the meeting. Guests shall have no right to participate or be acknowledged to speak unless the guest has specifically been requested to speak on a specific topic and such request has prior approval of the Board Chair.
4. Each speaker must precede his request by stating his name. i.e. Tom Jones request permission to speak; Mike Smith seconds the motion; John Doe moves to adjourn the meeting.)
5. All Board Members entering the meeting after it is convened or leaving before it is adjourned must be acknowledged by the Chair. (i.e. George Ray requests permission to join the meeting." " The Chair acknowledges George Ray has joined the meeting"; "Harry Bond requests permission to leave the meeting"; "The Chair grants permission for Harry Bond to leave the meeting.")
6. All votes will be conducted by the Secretary by roll call. After all votes are recorded, the secretary will restate each vote and each Director will confirm their vote is properly recorded.
7. No one may speak without being recognized by the Board Chair.
8. If an Executive Session is approved the permission of all guests granted the capability to listen and view the Electronic Meeting shall be suspended until the completion of the executive session.

The meeting shall be recorded and the Secretary will provide minutes of the meeting, within three weeks, for approval of the Board before being released to the membership.

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

SYMPOSIUM COMMITTEE REPORT

Frank DelGreco gave the Symposium Committee Report. The Symposium, "The Time for Everyone" was held in Pasadena, California on November 6 -10th, 2013. 291 registrants attended the Symposium, as well as the Thomas Tompion Exhibition. A small provisional income is anticipated when all invoices have been received.

The 2014 Ward Francillon Time Symposium will be held in Ft. Lauderdale, Florida on October 16-19. French Clocks will be the topic. The 2014 budget was received and returned for adjustments and clarification.

MOTION: Made by Director Thornsberry, seconded by Treasurer Lee: That the Board Chair write a Letter of Appreciation and Commendation on behalf of the Board to Jim Cipra, Moslyn Gale, and Will Andrewes for their exemplary work in staging an outstanding and successful 2013 Ward Francillon Time Symposium.

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

CONVENTION COMMITTEE REPORT

Judy Draucker reported on the 2013 Dayton National that had a total registration of 1432 with 770 tables. The 2014 Milwaukee National is on schedule. The 2015 National will be held in Chattanooga with the 2016 National scheduled for Louisville. There will be an attempt to schedule the 2018 National in the York area.

The Regional Meeting Guide Book was again reviewed and edited in September. No changes in policy took place. It is now in the hands of the staff for proofing. And formatting. The National Convention Guidebook is in process.

MOTION: Made by Director Bartels, seconded by Treasurer Lee: That the meeting be recessed until 8:00am Saturday December 7, 2013.

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

Meeting recessed at 5:05 pm

SATURDAY, DECEMBER 7, 2013

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 8:00 am.

MOTION: Made by Secretary Wahlner, seconded by Director Bartels: That the Board enter Executive Session for the purpose of discussing a personnel matter.

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

The Executive Session immediately convened at 8:10 am. The Executive Session was concluded at 10:05 am and the meeting returned to open session. Chair Overton reported that no motions were made or action taken in the Executive Session.

BYLAWS COMMITTEE REPORT

MOTION: Made by Secretary Wahlner, seconded by Treasurer Lee: To substitute ARTICLE XII of the NAWCC Bylaws with the following:

ARTICLE XII. AMENDMENTS

Section 1. Amendment Proposals

Amendments may be proposed in two ways: (a) By a proposal made by a resolution passed by the Board, or (b) By a proposal made by Petition signed by at least five percent of the Members.

Section 2. Categorization of Proposed Amendments

Amendments shall be categorized by the Board as either technical and non-substantive or non-technical and substantive. Such technical and non-substantive amendments may include, but not be limited to, language cleanup, name changes, operational changes to meet regulations, and other changes or improvements to affect more efficient operations.

Section 3. Amendment Proposal Publication

Amendment proposals of both categories passed by the Board or received by Petition shall be distributed by means as defined in the Standing Rules.

Section 4. Voting

(a) Technical and Non-substantive Amendments

Technical and non-substantive proposed either by the Board or by Petition may be voted on by the Board, after a 30-day notice period, and will require a $\frac{3}{4}$ affirmative vote for approval. If approved, Technical and non-substantive Amendments shall become effective immediately.

(b) Non-technical and Substantive Amendments

All non-technical and substantive amendment proposals, by either of the above means, after approval by the Board by a $\frac{3}{4}$ affirmative vote, will be voted on by referendum of the Members, using Official Ballots for that purpose as defined in Article IV Section 5 of these bylaws. Approval of any proposed regular amendment will require a $\frac{2}{3}$ majority of the valid ballots returned for counting to an independent Agent appointed by the Board, and if approved will become effective immediately.

Section 5. Publication of Results

An announcement of all amendments adopted in the period since the most recent meeting of the Board, whether at the Regular Annual Meeting or a Special Meeting, shall be made at the beginning of the next such meeting of the Members. The result of all amendments shall be published in the next available issue of the official NAWCC publication following receipt of the Agent's report or the Board's actions.

(This to be added to the 2015 Official Election Ballot.)

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

REVIEW OF FY2014 OPERATING BUDGET and 2015 BUDGET

MOTION: Made by Director Dempsey, seconded by Vice Chair Lee: That the FY2015 Budget as presented be adopted.

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 Dempsey, seconded by Secretary Wahlner: That the rate for the employee pensions for FY2015 be set at 5%.

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 Dempsey, seconded by Vice Chair Volk: That the rate for employee pensions for FY2014 be adjusted from the previously set 4% to 5% retroactive to the start of the fiscal year.

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 Dempsey, seconded by Vice Chair Volk: That \$31,815 be allocated for FY2014 for incentive pay and salary adjustments.

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: That the Board authorizes \$23,900 for capital expenditures from the Heritage Fund for FY2015.

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 Secretary Wahlner: That we accept the letter of understanding from Ross, Buehler, Falk and CO, LLP for the 2014 audit, 401k form 5500 and forms 990 and form 990T for FY2014 for a fee of \$19,600,

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 Director Gregory: That Alexander Haas be renewed as consultant for the All Time Campaign for the six-month period beginning February 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 Secretary Wahlner, seconded by Treasurer Lee: That the Board enter Executive Session for the purpose of discussing a personnel matter.

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

The Executive Session immediately convened at 1:20pm. The Executive Session was concluded at 1:35pm. and the meeting returned to open session. Chair Overton reported that no motions were made or action taken in the Executive Session.

Chair Overton announced that the following resignations had been received and accepted:

- Director Thornsberry as Chair of the Development Committee,
- Director Dempsey as a member of the NEC,
- Andy Dervan as Chair and member of the Research Committee.
- Jim Cipra as Chair of the Ward Francillon Symposium Committee.

Replacements are being considered.

MOTION: Made Vice Chair Volk, seconded by Director Bartels: That Fred Tischler be nominated as a member of the NEC subject to the Chair contacting Mr. Tischler and receiving his agreement to serve as the Board Representative for the term to expire June 1, 2017.

Tom McIntyre was appointed as teller for the secret ballot. The Chair announced that the **Motion carried.**

ETHICS AND DISCIPLINE MATTERS

A discussion to consider alternative processes to expedite suspensions. As the bylaws are quite clear on Due Process no action was considered.

ANNOUNCEMENTS

The chair announced that the next board meeting would be held on June 16 and 17, 2014 in Milwaukee, WI in conjunction with the NAWCC National Convention.

A discussion regarding moving the winter board meeting from the first weekend in December may be held on the discussion forum.

MOTION: Made by Secretary Wahlner, seconded by Director Bartels: That the meeting be adjourned.

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

Meeting adjourned at 2:15pm.

Mary Ann Wahlner

NAWCC Secretary

NOTE: An open session was held after the meeting adjourned for the Board to receive members' comments and suggestions.