



National Association of Watch and Clock Collectors, Inc.

Board of Directors Meeting

Tuesday July 2 and Wednesday July 3 2013 at 8:00 am

Room 208, Dayton Convention Center, Dayton, Ohio

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 July 2 and 3, 2013 at the Dayton Convention Center, Dayton, Ohio

BOARD MEMBERS PRESENT FOR ALL OR PART OF THE MEETING

Incumbent members, terms expire 2015

Thomas J. Bartels	Director
Michael A. Dempsey	Director
David W. Dunn	Director
Philip C. Gregory	Director
David A. Lee	Director
Mary Ann Wahlner	Director

Newly appointed or elected members, terms expire 2017

Chester L. Ekstrand	Director – Elected
George F. Goolsby	Director – Appointed
Timothy Orr	Director – Elected
Ruth Overton	Director – Elected
Jerry H. Thornsberry	Director – Appointed
Eugene R. Volk	Director – Elected

Ex-Officio Board Member

J. Steven Humphrey

Executive Director

OTHERS PRESENT FOR ALL OR PART OF THE MEETING

Gene Bagwell

Past President

Frank DelGreco

Past Chair

Judy Draucker

Past Chair

Roger J. Gendren

Library & Development Committees

Bob Linkenhoker

Member

Alvina Marsolek

Member

Tom McIntyre

Bylaws & Procedures Committee

Fortunat Mueller-Maerki

Library Chair

Hugh Overton

Past Board Member

Pam Tischler

Member

CALL TO ORDER – TUESDAY July 2, 2013

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

She then welcomed and introduced the new members of the Board and members in the audience.

CERTIFICATION OF ELECTION RESULTS

Steve Humphrey, Executive Director, presented on behalf of the NEC Chair, William Bryant, the certification of the election results received from Ross Buehler Falk & Company, LLP, Certified Public Accountants, who were charged with the responsibility of receiving ballots and tabulating member's votes in the 2013 election. The following individuals were duly elected to the 2013 NAWCC Board of Directors to take office in July 2013 for four-year terms:

Chester L. Ekstrand (WA), Timothy Orr (TN), Ruth Overton (MO), Eugene R. Volk (NC).

Fred Ingram (MS) was elected to a four-year term beginning in July 2013 on the Nominating and Elections Committee.

Certification of Directors-elect having been received and the appointment of George F. Goolsby (TX) and Jerry H. Thornsberry (MO) previously confirmed by the outgoing Board to take office in June 2013 for four-year terms, the new Board was declared to be officially seated.

MOTION: Made by Director Wahlner, seconded by Director Bartels: That Director Jerry Thornsberry is elected Chair Pro-Tem of this meeting of the 2013 – 2015 Board of Directors. **Motion carried.**

MOTION: Made by Director Dempsey, seconded by Director Lee: That Director Mary Ann Wahlner is elected as Secretary Pro-Tem of this meeting of the 2013 – 2015 Board of Directors. **Motion carried.**

APPOINTMENT OF TELLERS FOR OFFICER ELECTIONS

The Board appointed Judy Draucker, Frank DelGreco, and Fortunat Mueller-Maerki as tellers.

ELECTION OF CHAIR

A nomination was made for Ruth Overton. The Chair Pro Tem asked for additional nominations from the floor. None were offered.

A secret ballot was held with Ruth Overton declared elected as Chair for the term of two years (2013-2015). Ruth Overton then assumed the Chair.

ELECTION OF VICE CHAIR

A nomination was made for Eugene Volk. Chester Ekstrand made a self-nomination. A secret ballot was held with Eugene Volk declared elected as Vice Chair for the term of two years (2013-2015).

ELECTION OF TREASURER

A nomination was made for David Lee. Philip Gregory made a self nomination.

A secret ballot was held with David Lee declared elected as Treasurer for the term of two years (2013-2015).

ELECTION OF SECRETARY

A nomination was made for Mary Ann Wahlner. The Chair asked for additional nominations from the floor. None were offered.

A secret ballot was held with Mary Ann Wahlner declared elected as Secretary for the term of two years (2013-2015).

MOTION: Made by Secretary Wahlner, seconded by Director Bartels: That Myron J. Mintz, having agreed to serve in such capacity be and is herewith appointed NAWCC Legal Counsel for the term of the present Board (2013-2015), as provided in the Standing Rules, Article III, Section 3.

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 approves the agenda as presented 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.

MOTION: Made by Director Bartels, seconded by Treasurer Lee:

WHEREAS, Fortunat Mueller-Maerki (NJ 2009-2013), Joanne Orr (OK 2005-2013), and Thomas McIntyre (MA, 2003-2013) have served their respective terms as elected or appointed Directors or Officers of the NAWCC Council and Board of Directors, and

WHEREAS, these NAWCC members have provided their services to the NAWCC in these essential governance positions freely of their own will as volunteers without compensation, serving on behalf and in the interest of this association, its purposes, and its members,

THEREFORE BE IT RESOLVED and incorporated in the minutes of this meeting that they are herewith commended for their exemplary service to the NAWCC and to the NAWCC Board of Directors.

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

EXECUTIVE DIRECTOR’S REPORT

Finance: The ongoing operations of the NAWCC resulted in a net income of \$28,016 before audit adjustments. In FY 13 membership dues provided 63 percent of the revenue needed to cover operating expenses. In addition to operating income, \$231,871 was received in temporary restricted funds and \$6,055 in endowment funds.

Membership: Membership declined 1,031 members or 5.98 percent. Total new memberships for the year were 1,160. The membership renewal for the year was 87.3 percent. One half of new members do not renew their membership.

Museum: In March of this year, the National Watch and Clock Museum was granted accreditation by the American Alliance of Museums. With the accreditation, our museum becomes one of just over 1,000 museums that have been recognized as meeting the highest standards in the museum field.

Information Services: Use of the message board continues with over 2.2 million visits from 1.5 million unique visitors. The NAWCC.org website had 267,000 unique visitors. The 4Sale auction/classified website currently has over 2,900 registered users, of which 62 percent are non-members. The internet access at Columbia was upgraded from a T-1 connection to cable modem resulting in much faster speeds.

The complete Executive Director’s Report will appear in the September/October Watch & Clock BULLETIN.

FY2014 Budget Report

The board reviewed the FY2014 budget against prior years and forecasts for future years.

TREASURER'S REPORT

Treasurer Lee reported there was a \$28,000 positive balance in the fiscal year past which was a result of the dues increase in approximately the same. Forecasts for this fiscal year include an increase in dues collected of \$38,000. Investments are up as of March 31, 2013. A Capitol Expenditure List has been updated.

MOTION: Made by Treasurer Lee, seconded by Director Gregory: Resolved, that the FY 2013 NAWCC Audit Report as prepared by Ross Buehler Falk and Company, LLP, be accepted. A copy of the audit will be posted on the website along with the letter from Ross Buehler Falk and Company, LLP

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

(NOTE: The letter referred to in the motion is the letter of opinion (first page of the audit) from the auditing firm to the Board of Directors.

MOTION: Made by Secretary Wahlner, seconded by Director Thornsberry: That the following positions are authorized to transact business for the NAWCC Investment accounts and will require two signatures, to be in effect from July, 2013 through July, 2015, Chair Ruth Overton, Treasurer David Lee, Executive Director J. Steven Humphrey, and Controller Charles Auman.

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

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 9:55 am. The Executive Session was concluded at 10:10 am and the meeting returned to open session. Chair Overton reported that no motions were made or action taken in the Executive Session.

MOTION: Made by Secretary Wahlner, seconded by Director Orr: That Director Mike Dempsey is herewith appointed to serve as member of the Nominations and Elections Committee.

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

MOTION: Made by Secretary Wahlner, seconded by Director Dempsey: That ARTICLE V, Committees, Section 3(f) Publication Advisory Committee of the Standing Rules be deleted. Remaining items will be re-lettered.

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

(Note) This will be restructured as the Publications Board under the direction of the Executive Director and the Publications Editor.

MOTION: Made by Director Bartels, seconded by Vice-Chair Volk: That the Education Committee will proceed with the production of internet based education programs as outlined in the proposal presented to the Board.

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

MOTION: Made by Director Thornsberry, seconded by Director Dempsey: That the Board authorize the Executive Director to expend funds, not to exceed an additional \$140,000 to implement the Endowment Campaign activities listed as Appendix D of the Alexander-Haas report entitled The Campaign Strategy Report for the National Association of Watch and Clock Collectors.

Further, the stated amount is in addition to the \$100,000 previously approved by the Board at the December 2012 meeting which exceeds the estimates stated by Alexander Haas in Appendix D of said report by a total of \$6,000 due to the added salary costs of employing an experienced part-time Campaign Coordinator. Approval will extend the contract with Alexander Haas through January 31, 2014, subject to cancellation by either party with a 30-day written notice.

The funding of this portion of the campaign will be provided from Board Restricted Funds.

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

(NOTE) A campaign coordinator at 28 hours per week will begin work July 11, 2013

MOTION: Made by Director Thornsberry, seconded by Vice Chair Volk: That Director George Goolsby be appointed as Chairman of the Endowment Campaign Steering Committee.

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 Dunn, seconded by Treasurer Lee: That the Board of Directors authorize the Endowment Campaign Steering Committee, chaired by Director George Goolsby, to make decisions regarding the campaign on behalf of the Board of Directors.

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 Director Bartels: That the meeting be recessed until 8:00am Wednesday, July 3, 2013.

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

Meeting recessed at 4:50 pm.

WEDNESDAY JULY 3, 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 8:02 am. The Executive Session was concluded at 9:15 am. and the meeting returned to open session. Chair Overton reported that no motions were made or action taken in the Executive Session.

MOTION: Made by Secretary Wahlner, seconded by Director Bartels: That Renee Coulson (TN) be approved to serve as Chair of the NAWCC Convention Committee for term of 2013-2015.

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

MOTION: Made by Secretary Wahlner, seconded by Director Bartels: That James (Jay) Holloway (TX) be approved to serve as Chair of the NAWCC Craft Committee for term of 2013-2015.

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

MOTION: Made by Secretary Wahlner, seconded by Director Bartels: That Timothy Orr (TN) be approved to serve as Chair of the NAWCC Membership Committee for term of 2013-2015.

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

MOTION: Made by Secretary Wahlner, seconded by Treasurer Lee: That the following current NAWCC National Committee Chairs, all having expressed agreement to continue service, be reappointed for another term (2013-2015) in their respective positions as follows:

James Gilmore (CA)	Awards
Mary Ann Wahlner (AZ)	Bylaws and Procedures
Lu Sadowski (NY)	Chapter Relations
Jerry H. Thornsberry (MO)	Development
Michael A. Dempsey (WI)	Education
Tom L. Brown (AR)	Ethics
Fortunat F. Mueller-Maerki (NJ)	Library Collections
David W. Dunn (PA)	Museum Collections
Patricia Holloway (TX)	Program
Andrew Dervan (MI)	Research
James A. Cipra (CA)	Symposium

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

By **GENERAL CONSENT** it was agreed that in accordance to Bylaws, Article III, Section 2 (d), the Treasurer shall serve as Chair of the Finance Committee; that David Lee is herewith approved to serve as Chair of the NAWCC Finance Committee for term of 2013-2015. There were no objections.

MOTION: Made by Secretary Wahlner, seconded by Vice Chair Volk: That the Board accepts the dates as presented by the Convention Committee for the 2016 Louisville, KY, National to be July 20-23, 2016.

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

MOTION: Made by Secretary Wahlner, seconded by Director Dempsey:

WHEREAS, the 2012 National Convention report has been received by the Board, and is found to have been a very successful and enjoyable event as well as contributing significantly to the financial well-being of NAWCC, and

WHEREAS, the Convention Chair, Committee Chairs, Volunteers, and other members associated with the organization and carrying out of this successful event dedicated their time and effort to make it the success that was exhibited, and

WHEREAS, the NAWCC members attending the event also were essential to the success of the event,

THEREFORE, BE IT NOW RESOLVED that the Board of Directors expresses their sincere appreciation to all who participated in the exemplary success of the 2012 National Convention.

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 Director Bartels: That the revised Regional Meeting Guide be approved as a working document with the provision that the Convention Committee and staff may update forms, contracts, insurance providers, grammar and other information that does not conflict with NAWCC policies.

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

MOTION: Made by Secretary Wahlner, seconded by Director Dempsey:

WHEREAS: The NAWCC Board congratulates Jim Cipra, his Symposium Committee and the Local Chairs of the 2010 to 2013 Symposia on their achievements over the last 3 ½ years, and

WHEREAS: The Board acknowledges that an additional 2 to 4 years may be needed to create a stable organization of volunteers who can consistently produce intellectually, financially and organizationally Symposia living up to the expectations of the Board, and

WHEREAS: The Board agrees that the role, purpose and organization of the Symposium shall be reexamined by a Board taskforce to be appointed at the June 2016 Board meeting, for review by the full Board during its December 2016 meeting.

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

By **GENERAL CONSENT** it was agreed that the 2012 annual committee reports provided by the Awards, Bylaws & Procedures, Convention Committee, Library Collections, Museum Collections, NEC, Programs, Publications Advisory, and Research committees have been received by the Board and are herewith accepted. There were no objections. All committee reports will be published in an upcoming NAWCC publication as well as being posted on the NAWCC website.

MOTION: Made by Secretary Wahlner, seconded by Director Dempsey: That ARTICLE I, Section 5 of the NAWCC Bylaws be amended to read:

Section 5. Director Term of Office

The normal term of office for Director, other than ex-officio, shall be four years commencing at the first physical meeting of the Board following their election or appointment. After serving one term, incumbents are eligible to serve one additional consecutive term if reelected or reappointed. After serving two consecutive terms, no person may again serve as Director until one full term (4 years) has elapsed. A member appointed to fill a vacancy for

the office of Director who has served more than one-half of a term shall be deemed to have served one full term.

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

(Note) This will be included with the Official Ballot in 2015.

MOTION: Made by Secretary Wahlner, seconded by Director Bartels: To add a Table of Contents to the Standing Rules.

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

MOTION: Made by Secretary Wahlner, seconded by Director Dempsey: that Article V Committees, Section 2. Standing Committees, (b) Bylaws and Procedures Committee of the Standing Rules be amended to add: A Director shall be appointed as chair of this committee.

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

MOTION: Made by Secretary Wahlner, seconded by Director Dempsey: To add the following to ARTICLE V, Section 2, (g) of the Standing Rules:

1. Each election year, the Official Ballot shall be distributed to each Member not earlier than 120 nor later than 75 days prior to the ballot due date. The method of distribution shall be determined by the Nominations and Elections Committee.
2. The NEC will issue a call for nominations for appointed Directors in the issue of the official NAWCC publication not later than 75 days prior to each election year due date. Nominations may be received until one week following the close of elections.
3. Amendment proposals passed by the Board or received by Petition shall be included with the Official Ballot.
4. The Board may authorize electronic or other means of distribution and/or collection of the Official Ballot within the time frames as established above.

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

MOTION: Made by Secretary Wahlner, seconded by Director Thornsberry: To amend ARTICLE XIX of the Standing Rules to read “The purpose of the NAWCC School of Horology is to provide quality instruction in the areas of watch repair, clock repair and other related horological arts, with the objective of preserving the traditional horological arts related to watch making and clock making.” and deleting Sections 1, 2 and 3 in their entirety.

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

MOTION: Made by Director Dempsey, seconded by Secretary Wahlner: That the current practice of allowing NAWCC members in good standing to observe the two physical

meetings be applied to the monthly electronic meetings. All electronic meetings and discussion will stay on the message board.

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

By **GENERAL CONSENT** it was agreed to form a Task Force to study the electronic meeting procedures: Director Dempsey as Chair, Director Goolsby, Director Lee, Director Volk, and Tom McIntyre as members. The report will be due in 90 days. There were no objections.

MOTION: Made by Director Goolsby, seconded by Secretary Wahlner: That the Development Gift Acceptance Policy and Reporting Campaign Gift, Counting and Reporting Policy, be adopted by the Board, subject to the Campaign Steering Committee adopting and reporting to the Board the beginning and ending dates for the campaign.

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

Announcements: Chair Overton made the following announcements:

- The Annual Membership Meeting will take place in Room 103 on Friday, (July 5) at 7:30 am.
- The next Board Meeting will take place in Columbia on December 5, 6 & 7, 2013.

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, Overton, Thornsberry, Volk, Wahlner. Voting Nay: None, Absent: None.

Meeting adjourned at 4:25 pm.

Mary Ann Wahlner

NAWCC Secretary

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