

**National Association of Watch and Clock Collectors Inc.
Board of Directors Meeting
Marriott Convention Hotel, Tennessee River Room, Chattanooga, TN
Monday, June 15 and June 16, 2015**

Board Members Present for the Meeting

Thomas Bartels, Chester Ekstrand, George Goolsby, Phillip Gregory, James "Jay" Holloway, David A. Lee, Richard Newman, Timothy Orr, Ruth Overton, Jerry H. Thornsberry, Eugene R. Volk, Carroll Wolfe

Ex-Officio Board Members

Humphrey, Steven J. (Executive Director); Mintz, Myron J. (Legal Council)

NAWCC Members

Robert Linkenhoker; Fortunat Mueller-Maerki; Mary Ann Wahlner; Roger Gendron; Hugh Overton; Lee Davis; John Acker; Renee Coulson; Judy Drucker; Bob Pritzker; Walter Newman; Jim Coulson; Lu Sadowski; Bob Frishman

Called to order at 8:00 am June 15, 2015 by Chair Ruth Overton

Chair Overton welcomed the existing Directors, the newly elected or appointed directors and NAWCC members.

Renee Coulson, NEC Representative, was called upon to Certify the Election Results
New Board members were seated, Carroll Wolfe, Richard Newman, and James "Jay" Holloway.

MOTION: That James "Jay" Holloway is elected as Secretary Pro-Tem of this meeting of the 2015 – 2017 Board of Directors. Election for Secretary Pro-Tem was held and James Holloway was elected by unanimous vote.

Chair Overton appointed Tellers for Officer Election. John Acker, Judy Draucker and Fortunat Mueller-Maerk were selected.

Motions for Office Elections: Election for Chair: Tom Bartels nominated Gene Volk and Phil Gregory placed his name on the ballot. A secret ballot was held and Phil Gregory was elected as Chair.

Election for Vice-Chair: Gen Volk nominated Tom Bartels for Vice-Chair. There was no other nomination. A secret ballot was held and Tom Bartels was elected as Vice-Chair.

Election for Treasurer: Carroll Wolfe and Richard Newman were nominated. A secret ballot was held and Richard Newman was elected as Treasurer.

Election for Secretary: Jay Holloway was nominated.
A secret ballot was held and Jay Holloway was elected as Secretary.

Appointment of Legal Counsel: Mintz, Myron (Legal Counsel) was proposed.

MOTION: 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 (2015-2017), as provided in the Standing Rules, Article III, Section 3.

A secret ballot was held and he was appointed as Legal Counsel.

Motion: That the Board approve the agenda, to include all expected business.

Motion made by Jay Holloway and seconded by Tom Bartels:

Motion Carried: Yeah - Bartels, Ekstrand, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe. Nay - none

Motion: WHEREAS, Michael Dempsey (WI, 2011-2015), David Dunn (PA, 2011-2015), and Mary Ann

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Wahlner (AZ, 2011-2015), have served their respective terms as elected or appointed Directors of the NAWCC 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, service on behalf and in the interest of the 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 services to the NAWCC and to the NAWCC Board of Directors.

Motion made by Jay Holloway and seconded by Tom Bartels:

Motion Carried: Yeah - Bartels, Ekstrand, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe. Nay - none

Motion: That the following resolution be added to the minutes of the meeting.

Resolution: Whereas, Ruth Overton has served as the Chair of the Board of Directors of the National Association of Watch and Clock Collectors for 4 years (2011 – 2015).

Whereas, Ruth Overton has provided her services to the NAWCC in an outstanding and dedicated manner on behalf and in the interest of the Association, its purposes, and its members,

Therefore, be it resolved that Ruth Overton be commended for her services to the NAWCC and to the NAWCC Board of Directors.

Therefore, be it further resolved and incorporated in the minutes of this meeting that Ruth Overton be herewith commended for her exemplary services to the NAWCC and to the NAWCC Board of Directors.

Signed by Steve Humphrey, Executive Director and Phil Gregory, NAWCC BOD Chair

Motion made by Gene Volk, Seconded by Bartels

Motion Carried: Yeah - Bartels, Ekstrand, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe. Nay - none

Executive Director's Report by Steve Humphrey. He provided a review of the year's activities along with the 2016 budget. See website

David Lee, outgoing BOD Treasurer, provided a financial update. See web for details

MOTION: That the FY 2015 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.

Motion made by Jay Holloway and seconded by Tom Bartels:

Motion Carried: Yeah - Bartels, Ekstrand, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe. Nay - none

MOTION: 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, 2015 through July, 2017, BOD Chair and the BOD Treasurer. Executive Director J. Steven Humphrey, and Controller Charles Auman.

Motion made by Jay Holloway and seconded by David Lee:

Motion Carried: Yeah - Bartels, Ekstrand, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe. Nay - none

MOTION: That the Board enter Executive Session for the purpose of discussing a personnel matter.

Motion made by Jay Holloway and seconded by Tom Bartels:

Motion Carried: Yeah - Bartels, Ekstrand, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe. Nay - none

No action was taken in the Executive Session

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MOTION: That Ruth Overton is herewith appointed to serve as member of the NEC (Nominations and Elections Committee).

Motion made by Jay Holloway and seconded by Tom Bartels:

Motion Carried: Yeah - Bartels, Ekstrand, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe. Nay - none

Director Chet Ekstrand reviewed the Vision Plan for the NAWCC.

http://www.nawcc.org/images/stories/bod_docs/documents/2014-2016_NAWCC_Vision_Plan-Approved_9-3-14.pdf

Chet asked each person responsible for their section to have details at the November BOD's meeting.

Director George Goolsby presented a review of the Development-Endowment program. He reviewed the concept presented by the consultants and how to best present the program to potential donors. Some members are being approached to pledge to donate \$10,000 or more over 5 years to kick off the campaign.

Education - Phil Gregory: Phil noted that he had spoken with Mike Dempsey and Katie Knaub to discuss the on line education programs and they felt they needed more. \$21,000 was suggested as a budget to develop additional introduction programs lasting less than 30 minutes for a total of 7 or 8. No action was taken. The Board of Directors felt it best to select the new Chair for Education and work with that individual to develop the funding budget.

Steve Humphrey discussed that the pricing on the courses depends on the cost of instructor and hours of the class. A new structure for Education is being developed: Technical and Non-Technical as a second division.

Phil noted that Lex Rooker developed a series of clock repair programs that can be seen on U-Tube.

Chapter 1 - How a Clock Works <http://youtu.be/RzfEFXwUSLA>

Chapter 2 - The Going Train <http://youtu.be/S1rQmRlrIOA>

Chapter 3 - Power Source <http://youtu.be/FzbmswNlzVg>

Chapter 4 - Escapement <http://youtu.be/YkQ0w9FWewI>

Chapter 5 - Timing Source <http://youtu.be/ebKsS0KK8RM>

Chapter 6 - Beat vs. Period <http://youtu.be/jJV6a5qfDkY>

Chapter 7 - Wheel Train http://youtu.be/QcAJ01_T_eA

Chapter 8 - Movement vs. Force <http://youtu.be/YI8HzC1bsC0>

Chapter 9 - Motion Works <http://youtu.be/Q6OB0LMLsHA>

Chapter 10 - Escapement Theory <http://youtu.be/QBGE51oZetM>

Chapter 11 - Deadbeat Escapement <http://youtu.be/vdiSAorin-E>

Chapter 12 - Disassembly <http://youtu.be/vk8S8ZmhPng>

Chapter 13 - Mainspring and Spring Winder <http://youtu.be/Qibyj99ioV4>

Chapter 14 - Reassembly <http://youtu.be/Qb5TcUCfaE4>

Chapter 15 - Putting the Clock in Beat <http://youtu.be/00lkCjkO8V8>

Chapter 16 - Setting the Rate <http://youtu.be/A0C-gnCJ6lc>

Tim Orr - Membership. MGI (consultant team) sent out 60,000 letters and had 230 responses. They say that over a 7 or 8 year program they will provide a break even program for their cost. The Board felt their program appeared to under-deliver on membership marketing.

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A special program to gain members was in place to use a coupon program for \$52 a year for one year [1,500 total] for a new member. Several vendors sent the info out with their orders (Timesavers, Mile High, etc.). 16 member's new members were received. It was suggested we do more of this type of marketing.

National Convention – public can enter the convention for \$50 which gives them the trial membership. Saturday visitors will pay \$5 since show is generally much smaller.

Other ideas were discussed such as a chapter purchasing a booth at an antique show to display items to increase interest and membership.

Tim Orr suggested that at this time we do not know what works and we need continue to try many things until we find what fits the organization best.

Gene Volk stated that he felt the MGI program was a failure since of the 265 new members, 197 came from our own past member list. He would also like to see equality in cost to enter conventions and regionals.

The Board decided to use our existing staff to continue the outreach program and not to retain MGI.

Motion: That the 2015 annual committee reports provided by the Awards, Bylaws & Procedures, Convention, Crafts, Development, Education, Finance, Library Collections, Membership, Museum Collections, NEC and Programs committees have been received by the Board and are herewith accepted. All committee reports will be published in an upcoming NAWCC publication as well as being posted on the NAWCC website.

Motion made by Jay Holloway and second by David Lee

Motion Carried: Yeah - Bartels, Ekstrand, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe. Nay - none

Motion: That the meeting be recessed until 8:00 am on Tuesday, June 16, 2015.

Motion made by Jay Holloway and second by Tom Bartels:

Motion Carried: Yeah - Bartels, Ekstrand, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe. Nay - none

Call to order: 8:00 am June 16, 2015 by Phil Gregory, Board Of Directors Chair

Motion: That the Board enter Executive Session for the purpose of discussing a personnel matter.

Motion made by Jay Holloway and seconded by David Lee:

Motion carried: Yeah - Bartels, Ekstrand, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe. Nay - none

No actions were taken in executive session.

Motion: That the following current NAWCC National Committee Chairs, all having expressed agreement to continue service, be reappointed for another term (2015 – 2017) in their respective positions as follows:

NAWCC Committee Chairs – 2015-2017

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|---------------------|------------------|
| Awards | Jim Gilmore |
| Bylaws & Procedures | Mary Ann Wahlner |
| Chapters Relations | Lu Sadowski |
| Craft | Jay Holloway |
| Development | George Goolsby |

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|---------------------|-------------------------|
| Ethics | Tom Brown |
| Library Collections | Fortunat Mueller-Maerki |
| Membership | Tim Orr |
| Program | Pat Holloway |
| Symposium | Bob Frishman |

Motion made by Jay Holloway and second by David Lee.

Motion Carried: Yeah - Bartels, Ekstrand, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe. Nay - none

Motion: That Bruce Bazelon be appointed as Chairman of the Museum Collections Committee.

Motion made by Jay Holloway and second by Tom Bartels:

Motion Carried: Yeah - Bartels, Ekstrand, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe. Nay - none

Mary Ann Wahlner provided an update on Bylaws & Procedures Committee Recommendations.

Motion: That the proposed technical and non-substantive bylaw amendments be adopted.

Motion made by Jay Holloway and second by Tom Bartels.

Motion Carried: Yeah - Bartels, Ekstrand, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe. Nay - none

http://www.nawcc.org/images/stories/bod_docs/documents/Bylaws%206162015.pdf

Message Board Discussion lead by Tom Bartels which led to a discussion of the entire NAWCC website.

Motion: That an ad hoc Committee be established to research and analyze all aspects of the NAWCC internet presence to identify and evaluate specific areas that may have the potential to increase value or generate new income and report its findings and recommendations to the Board. This includes, but is not restricted to the NAWCC web site, Message Board, 4 Sale ste, Webinars and On-Line Educational course. The term, schedule and members of the committee are to be determined by the Board Chair.

Motion made by Tom Bartels and second by Rich Newman.

Motion Carried: Yeah - Bartels, Ekstrand, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe. Nay - none

Electronic Meeting Formats and Times – Steve Humphrey

Steve discussed Go to Webinar conference calls and message board online as two types of meetings. Key issues with the formats are how to hear people on the call. Steve said a key is to use a good USB headset.

Motion: That the Board of Directors will use Webinar as the meeting forum for non-physical meetings.

Motion made by David Lee and second by Jay Holloway.

Motion Carried: Yeah: Bartels, Ekstrand, Goolsby, Holloway, Lee, Newman, Overton, Thornsberry, Volk, Wolfe. Nay: Gregory, Orr

Motion: That the May 2015 Meeting Minutes be amended by adding the following Motion after the Capital Budget motion. Motion: Made by Treasurer Lee, seconded by Vice Chair Volk: That \$35,000 be allocated from the Short Term Investment Fund to cover the expenses of the Capital Campaign through 2016. Motion carried: Yea: Bartels, Dempsey, Dunn, Gregory, Lee, Orr, Overton, Thornsberry, Volk, Wahlner. Nay: None: Absent: Ekstrand, Goolsby

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Motion Carried: Yeah - Bartels, Ekstrand, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe. Nay - none

MOTION: That the Board approve the May 2015 Meeting Minutes as amended.

Motion made by Jay Holloway and second by Tom Bartels

Motion Carried: Yeah - Bartels, Ekstrand, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe. Nay - none

MOTION: At the request of the Chapter Relations Chairman, that the Chapter Charter for the Maumee Valley Chapter NAWCC #38 be recalled.

Motion made by Jay Holloway, second by Carroll Wolfe

Motion Carried: Yeah - Bartels, Ekstrand, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe. Nay - none

MOTION: At the request of the Chapter Relations Chairman, that the Chapter Charter for the Earl Strickler Memorial Chapter NAWCC #7 be recalled.

Motion made by Jay Holloway, seconded by Rich Newman

Motion Carried: Yeah - Bartels, Ekstrand, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe. Nay - none

Motion: At the request of James Glidewell, Chapter President, that we recall the charter of Riverside County NAWCC Chapter 130.

Motion made by Jay Holloway, seconded by Carroll Wolfe

Motion Carried: Yeah - Bartels, Ekstrand, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe. Nay - none

Motion: At the request of the Chapter Relations Chairman, that the Chapter charter for the Pelican State Chapter NAWCC #128 be recalled.

Motion made by Jay Holloway, seconded by Carroll Wolfe

Motion Carried: Yeah - Bartels, Ekstrand, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe. Nay - none

Phil Gregory, Chair discussed setting the date for the Columbia BOD Meeting

Motion: That the physical meeting of the BOD in Columbia PA will be November 17, 18, 19, 2015.

Motion made by Jay Holloway, seconded by Tom Bartels.

Motion Carried: Yeah - Bartels, Ekstrand, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe. Nay - none

MOTION: That the Board adopt the following resolution: WHEREAS, the 2014 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 2014 National Convention.

Motion made by Jay Holloway, seconded by Tom Bartels

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Motion carried: Yeah - Bartels, Ekstrand, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe. Nay - none

Convention Committee Report – Renee Coulson

Renee Coulson provided an overview of the conventions for the next 3 years.

2016 Louisville, KY

2017 Arlington, TX

2018 York, PA

Jim Coulson presented the 2016 Louisville Convention Final Budget and projections.

MOTION: That the Board approve the convention budget for the 2016 Louisville Convention Budget.

Motion made by Jay Holloway and seconded by George Goolsby.

Motion Carried: Yeah - Bartels, Ekstrand, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe. Nay - none Absent: David Lee

John Acker presented the 2017 Arlington Convention initial budget and projections – John Acker

A major change with the convention was the decision to move it from Dallas TX to Arlington TX

MOTION: That the Board approve the preliminary convention budget for the 2017 Arlington, TX National Convention.

Motion made by Jay Holloway and seconded by Carroll Wolfe.

Motion Carried: Yeah - Bartels, Ekstrand, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe. Nay - none Absent: David Lee

A discussion on Convention Budgets and Revenue was held with no action taken.

NAWCC Ward Francillon Educational Symposium Committee Report by Chair Bob Frishman

2015 – Music Boxes and Automaton - October 22, 23, & 24: Marriott Westchase, 2900 Briarpark Dr., Houston TX

2016 - Clocks at Winterthur, October 6-8, 2016, Winterthur Museum, Garden & Library, 5105 Kennett Pike, Wilmington, DE

2017 - "Horology in Art" theme. October 26-28, 2017 at the Boston Museum of Fine Arts, Boston MA

2018 - tentative plans: Henry Ford Museum in Dearborn, MI

2019 Symposium Report – Germany - Fortunat Mueller-Maerki

Motion: That the NAWCC Board, based on the recommendation of the NAWCC Symposium Committee, authorizes the Symposium committee and Fortunat Mueller-Maerki, to proceed with advanced planning for the 2019 Ward Francillon Time Symposium to be held in September or October 2019 in Nuremberg (Germany) as outlined in the 'Concept Statement' dated May 23, 2015. A preliminary budget, and a request for final approval of the event shall be submitted to the Board at the 2016 summer NAWCC Board meeting.

Motion made by Jay Holloway and seconded by George Goolsby.

Motion Carried: Yeah - Bartels, Ekstrand, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe. Nay - none Absent: David Lee

National Reps for Regionals for the next 6 months

Prior BOD felt they would cover their travel expense to Regionals. No vote was taken but the agreement was for Board Representatives at Regionals would make their own decision if they needed travel reimbursement. Board Chair, Phil Gregory would publish the assignments for the rest of the year.

The need to have a National Rep at all Regionals was discussed with the feeling that the BOD's need to show our support at the local levels for all regionals and business opportunities.

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Open Discussion

Jay Holloway asked about developing a cleaner structure for signing up new members and yearly renewals. He volunteered to develop ideas to present at a future meeting.

Richard Newman asked how we could improve the website and we will seek to find qualified help from membership.

Steve Humphrey discussed the history for Symposium funding from NAWCC.

On-line courses and their cost were discussed. The time the item is available was discussed also. Steve Humphrey noted that several legal issues arise as well as unauthorized reproduction and use. Additional information to be gained and discussed at a future time.

Motion to Adjourn at 4:14 PM. Motion was made by Jay Holloway and seconded by Rich Newman. Motion Carried: Yeah - Bartels, Ekstrand, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe. Nay - none Absent: David Lee

After adjournment of the meeting, the floor was open for guests to express their comments and concerns.

James "Jay" Holloway
Secretary, Board of Directors