

NAWCC Board of Directors Meeting
June 10-11, 2008
University Plaza Hotel and Convention Center
Springfield, Missouri

Minutes

Upon due notice, had and received, the Board of Directors of the National Association of Watch and Clock Collectors, Inc. met on June 10-11, 2008 at the University Plaza Hotel and Convention Center in Springfield, Missouri

Board Members Present for all or part of the meeting:

Phillip Gregory	Chair
Bruce S. Bazelon	Director
William R. Bryan	Director
C. David Collard	Director
Renee D. Coulson	Secretary Pro Tem
Frank Del Greco	Director
Craig H. Grosby	Director
John S. Hubby	Vice Chair
Peter Klein	Treasurer
Thomas W. McIntyre	Director
Joanne S. Orr	Director
Myron J. Mintz	Legal Counsel
J. Steve Humphrey	Executive Director

Board Member(s) not present at the meeting:

Gary Landis	Secretary
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Guests present for all or part of the meeting:

Gene Bagwell	Past President
Mike Dempsey	Education Committee Chair
Judy Draucker	Past Board Chair
Roger Gendron	Member, Library Collections Committee
Beth Hubby	Member
Bill Keller	Publications Committee Chair
Fran Keller	Member
Robert Linkenhoker	Member
Fortunate Mueller-Maerki	Library Collections Committee Vice Chair
Ruth Overton	2008 NAWCC National Convention Co-Chair, Member Bylaws & Procedures Committee
Ron Rowe	2009 National Convention Co-Chair
Janet Rowe	2009 NAWCC Convention Food Services
Fred Tischler	Member Education Committee
Pam Tischler	Member Education Committee
Mary Ann Wahlner	Member Bylaws & Procedures Committee, Organization Task Force

Call To Order – Tuesday, June 10, 2008

With a quorum established, Chair Gregory called the meeting of the Board of the National Association of Watch and Clock Collectors, Inc. to order at 8:10 a.m. The Chair welcomed those present.

Secretary Pro Tem. Chair Gregory stated that in the absence of Secretary Landis, Director Coulson has agreed to serve as Secretary Pro Tem. Hearing no objections, the appointment is confirmed by general consent. (2008-06-012)

Current action items were reviewed. Action items to be included on the December Board Meeting agenda will include Spot-A-Clock (Orr) and an updated, formalized Research Strategic Plan (Bryan).

Motion: Made by Director Del Greco, seconded by Director McIntyre; Since the Board will be involved in a number of discussions where it will need to maneuver its way towards consensus, I move that for this meeting Robert's Rule described on page 415 of its 10th edition specifically prohibiting straw polls be suspended. Motion carried. Voting yea: Bazelon, Bryan, Collard, Coulson, Del Greco, Grosby, Hubby, Klein, McIntyre, Orr. Voting nay: None. Absent: Landis. (2008-06-013)

Motion: Made by Director Grosby, seconded by Treasurer Klein; WHEREAS, on December 8, 2007 the former officers of Chapter 185, Lindell V. Riddle #150074, Dr. Deborah L. Irvine #157487, Edward L. Parsons Jr. #129638, were requested to provide certain information to the Ethics Committee of NAWCC with respect to Chapter 185 finance and other Chapter 185 records and activities;

WHEREAS, the aforesaid former officers of Chapter 185, both failed to respond and refused to provide any information to the Ethics Committee of NAWCC;

WHEREAS, as a result of such failure to respond and refusal the Board of Directors of the NAWCC, on January 30th, 20-08, expelled the aforesaid former officers, subject however, to a right to appeal such expulsion by providing notice of appeal forty-five (45) days prior to the June 10, 2008 Board of Directors meeting; and

WHEREAS, the aforesaid former officers of Chapter 185 elected not to exercise their right to appeal.

NOW THEREFORE, be it Resolved this 10th day of June 2008, the aforesaid former officers of Chapter 185 are expelled from membership in NAWCC and as such are prohibited from applying for reinstatement as a member of NAWCC; and

RESOLVED FURTHER, the aforesaid expelled members are prohibited from attending or participating in any activity of the NAWCC or its chapters or affiliates, including but not limited to Chapter, Regional, Symposium, or National meetings or any library, internet, museum, or research activities.

Motion carried. Voting yea: Bazelon, Bryan, Collard, Coulson, Del Greco, Grosby, Hubby, Klein, McIntyre, Orr. Noting Nay: None. Absent: Landis. (2008-06-014)

IHC 185 Management Action: Vice Chair Hubby advised that the matter related to Board motion 2008-04-008 of April 30, 2008 will be taken under consideration separately, and if applicable, with notice to individuals involved, followed by a future motion.

Chapter 185 Charter Recall. On April 18, 2008, following efforts by the Board to determine the status of the Internet Horology Chapter #185, its members who were found

to be current members of NAWCC were requested to vote regarding the dissolution of the chapter. A large majority of those voting (162 to 22) chose to dissolve the chapter, and those results reported to the membership on May 29, 2008. The notice is made part of these minutes by reference; a copy can be found here: <http://www.nawcc.org/headquarters/bod/boddrafts.htm> On the basis of this vote the following motion was proposed:

Motion: Made by Vice Chair Hubby, seconded by Treasurer Klein. Resolved, that having received an 88% majority vote of its members to dissolve the chapter, that the charter of the Internet Horology Chapter #185 be and is herewith recalled. Motion carried. Voting yea: Bazelon, Bryan, Collard, Coulson, Del Greco, Grosby, Hubby, Klein, McIntyre, Orr. Voting nay: None. Absent: Landis. (2008-06-015)

Museum Collection Plan. Director Bazelon presented the Museum Collection Plan to the Board. This plan has been developed by NAWCC staff and has been reviewed and recommended by the Museum Collections Committee. The document contains a museum mission statement, a statement of principal museum objectives and a vision for the collections. It serves as a policy umbrella for further museum collecting, a de-accession analysis of the collection and an important step towards AAM accountability. After discussion the following motion was proposed. The plan is made part of these minutes by reference; a copy can be found here:

<http://www.nawcc.org/headquarters/bod/boddrafts.htm>

Motion: Made by Director Bazelon, seconded by Director Collard. I move that the final draft of the NAWCC "Museum Collections Plan" be adopted as policy by the NAWCC. Motion carried. Voting yea: Bazelon, Bryan, Collard, Coulson, Del Greco, Grosby, Hubby, Klein, McIntyre. Voting nay: None. Voting Present: Orr. Absent: Landis. (2008-06-016)

Contact of lapsed members. Executive Director Humphrey hired a firm to contact members who had not renewed membership. Based on data received, Director Del Greco did an analysis for presentation to the Board. Director Del Greco identified seven categories.

1.	Angry with NAWCC	4.3% (NAWCC, Chapter or Regional)
2.	Cost	17.8% (fees too high)
3.	Didn't fulfill needs	18.0%
4.	Illness or age	8.2%
5.	Will renew later	20.2%
6.	Lost interest	15.3%
7.	Miscellaneous	16.2% (all other responses that didn't fit into above categories)

Of the contacts made by the firm, 20% of the members contacted have renewed their membership with NAWCC (to date).

Director Del Greco's Conclusions:

1. Look for ways to assist the illness or age issue;
2. Lost interest is a battle due to people changing their hobbies and new technologies.
3. Must work on #1, angry with NAWCC. At times NAWCC, Inc. is blamed for an issue from a Regional or chapter level. ☹
4. The NAWCC, Inc. must continue to educate the members as well as the public

- on features and benefits of the NAWCC.
5. Many of the respondents were not chapter members, indicating Chapters are extremely important in membership retention efforts.

No action was taken on this agenda topic.

Bylaws Change(s) Discussion. Vice Chair Hubby discussed simplification of NAWCC's procedures and governance documents. He reported that the process should start with the Bylaws, which could benefit from a few changes and simplifications. He also stated there are two procedures by which the Bylaws can be changed, the first being the Board may approve a proposed change and then submit it to the membership for vote. The second is by petition from the members, which must be signed by at least 5% of the current membership of NAWCC. In both methods a 2/3 majority of those members voting is required for approval. The only query from members received to date by the Bylaws and Procedures committee has been with regard to chapter officer qualifications, which will be included in our review. The Bylaws and Procedures committee will provide the Board with a list of proposed changes for discussion, understanding that any changes desired must be formulated by no later than October this year to be included in the February ballot.

Annual Audit Report. The Finance Committee is required to review the auditor's findings during the annual audit of the NAWCC, Inc. The committee was pleased to see that the audit was satisfactory and no major exceptions were noted. It was learned that if the NAWCC's materials are organized in the form of the independent audit, it could reduce the cost of the audit. Executive Director Humphrey will search for volunteers to organize the materials in the audit format to cut the expenses of the annual audit.

Motion: Made by Treasurer Klein; seconded by Director Collard. I move that the NAWCC board approve the Independent Auditors Report for the fiscal year ended March 31, 2008, by Trout, Ebersole & Groff, LLP, Certified Public Accountants. Motion carried. Voting yea: Bazelon, Bryan, Collard, Coulson, Del Greco, Grosby, Hubby, Klein, McIntyre, Orr. Voting nay: None. Absent: Landis. (2008-06-017)

Treasurer's Report. Treasurer Klein presented the Treasurer's Report to the Board. He stated that currently the NAWCC, Inc.'s monies are invested in AA and AAA short-term maturities and will continue in these investments until the markets straighten out. Treasurer Klein stated NAWCC showed a surplus for fiscal year ending March 31, 2008 in the amount of \$188,500 before capital expenditures. Members' support responding to the annual appeal increased donations this year by 14% to a total of \$356,197.00. The Treasurer's Report is made part of these minutes by reference; a copy can be found here: <http://www.nawcc.org/headquarters/bod/boddrafts.htm>

Motion: Made by Director Del Greco, seconded by Director Grosby. I move that the Board accept the Treasurer's Report Motion carried. Voting yea: Bazelon, Bryan, Collard, Coulson, Del Greco, Grosby, Hubby, Klein, McIntyre, Orr. Voting nay: None. Absent: Landis. (2008-06-018)

Motion: Made by Treasurer Klein, second by Director Del Greco. I move that the NAWCC establish the Library Acquisition Fund, to be operated for the purposes of acquisition and conservation of books, periodicals, ephemera and other appropriate materials for the collection of the Library and Research Center; Further, that this authorization be incorporated in Article XI Section 6 of the Standing Rules as below written.

(g) Library Acquisition Fund (Added June 10, 2008)

The Board herewith establishes the Library Acquisition Fund to be operated for the purposes of acquisition and conservation of books, periodicals, ephemera and other appropriate materials for the collection of the Library and Research Center.

The Library Acquisition Fund will receive all proceeds from de-accession of collection objects and other monies that may be designated for the purposes of the fund. Such monies are to be placed in appropriate investments as determined by the Finance Committee of the Board working with the Executive Director and Staff in accordance with current approved investment policy, and will be properly recorded and records maintained to ensure the integrity of the fund. Interest earned shall automatically accrue to principal with no distinction made for purposes of fund management, except that fund status and interest earnings shall be reported periodically in accordance with NAWCC fund management policies.

Acquisition and conservation of the Library Collection shall be the principle objective of this fund, in accordance with Collections Development and Collections Management policies stated in Article V of these Standing Rules. Library Staff working with the Executive Director are responsible to use monies from the fund, subject to conditions established by the Library and Research Center Collection Plan.

Motion carried. Voting yea: Bazelon, Bryan, Collard, Coulson, Del Greco, Grosby, Hubby, Klein, McIntyre, Orr. Voting nay: None. Absent: Landis. (2008-06-019)

Short-term investment of cash. Treasurer Klein indicated there is cash in our checking accounts related to certain restricted funds that can be up to \$39,000. With authorization to invest in up to one-year certificates of deposit, the NAWCC can earn interest.

Motion: Made by Treasurer Klein, seconded by Vice Chair Hubby. I move that the NAWCC controller, jointly with the executive director, be authorized to invest available surplus funds from the following accounts: William Pritchard Fund; Midwest Regional Scholarship Fund; Library Acquisition Fund and Museum Acquisition Fund. The funds will be invested in certificates of deposit with the Commerce Bank of PA or other NCUA/FDIC-insured institutions for up to one (1) year in duration. Motion carried. Voting yea: Bazelon, Bryan, Collard, Coulson, Del Greco, Grosby, Hubby, Klein, McIntyre, Orr. Voting nay: None. Absent: Landis. (2008-06-020)

The meeting recessed for lunch at 12:00 pm. Chair Gregory announced that following lunch there would be a brief executive session for the purpose of discussing personnel matters, and the guests should consider returning to the meeting at 1:30 p.m.

The board resumed the meeting at 1:00 p.m.

Motion: Made by Treasurer Klein, seconded by Director Grosby, to go into Executive Session for the purpose of discussion of personnel matters. Motion carried. Voting yea: Bazelon, Bryan, Collard, Coulson, Del Greco, Grosby, Hubby, Klein, McIntyre, Orr. Voting nay: None. Absent: Landis. (2008-06-021)

The meeting was reconvened at 1:45 pm. Chair Gregory reported that no action was taken in Executive Session.

Budget Discussion – Led by Chair Gregory. Membership is declining almost a year ahead of analysis made in April 2007. The School of Horology did not operate in the black as was anticipated this past year. In fact, the School incurred more expenses than

predicted and negated some things we planned to do at the school. It does appear that Springfield, at this time, will return more than the budgeted \$30,000 surplus to National. Michigan's 2009 budget is predicated on \$30,000 surplus to National and looks comfortable based on where they are at present, with reasonable expectation of attendance. There is no inexpensive solution to heating and air conditioning problems we have been experiencing at the Museum. The board is challenged to look at alternative fund raising rather than a dues increase and was asked to report their suggestions at the December board meeting in Columbia.

State and Federal Regulation Compliance. Executive Director Humphrey stated that in order to be in compliance with state and federal regulations, the NAWCC must have certain policies and procedures in place including a document retention and destruction policy and a whistleblower policy.

Document Retention and Destruction Policy. The Sarbanes-Oxley Act addresses the destruction of business records and documents and turns intentional document destruction into a process that must be carefully monitored. A copy of the Document Retention and Destruction Policy is made a part of these minutes by reference; a copy may be found at: <http://www.nawcc.org/headquarters/bod/boddrafts.htm>

Motion: Made by Director Del Greco, seconded by Director McIntyre. Resolved: The board accepts the "Document Retention and Destruction Policy" as presented by the executive director on June 10. Motion carried. Voting yea: Bazelon, Bryan, Collard, Coulson, Del Greco, Grosby, Hubby, Klein, McIntyre, Orr. Voting nay: None. Absent: Landis. (2008-06-022)

Whistleblower Policy. The NAWCC is committed to lawful and ethical behavior in all of its activities and requires that its Board of Directors, employees and consultants (collectively, "NAWCC Persons") conduct themselves in a manner that complies with all applicable laws and policies. A standard Whistleblower Policy is proposed to be adopted in addition to the requirements stated in our governing documents and codes of ethical conduct, to be incorporated in the Employee Handbook. The Whistleblower Policy is made a part of these minutes by reference; a copy may be found at: <http://www.nawcc.org/headquarters/bod/boddrafts.htm>

Motion: Made by Director Del Greco, seconded by Treasurer Klein. Resolved: The board accepts the "Whistleblower Policy" as presented by the Executive Director on June 10, 2008. Motion carried. Voting yea: Bazelon, Bryan, Collard, Coulson, Del Greco, Grosby, Hubby, Klein, McIntyre, Orr. Voting nay: None. Absent: Landis. (2008-06-023)

BOD Code of Ethical Conduct. The Auditors asked that the Board of Directors Code of Ethical Conduct document be signed by each member of the board every two years and kept on file at National. Although the forms are in file at present, they are not current. Board members were provided updated Board Ethical Code of Conduct documents and were requested to sign and return to the Executive Director for file.

Member Use of NAWCC Logo. NAWCC now has a number of templates to protect the use of our registered trademark. The Member Code of Ethical Conduct permits NAWCC members to use NAWCC registered trademark logo, provided the word "member" is clearly shown.

Capital Expenditures. Two capital items were discussed; being repairs to the roof of NAWCC owned rental property and replacement of the telephone system at headquarters.

Rental Property Roof Repairs. Executive Director Humphrey advised the Board of serious roof leakage on the NAWCC-owned rental house located at 558 Poplar Street. The roof condition had not been detected at the time of the FY 2009 budget preparation thus is now being requested for repair. Competitive bids were obtained for \$4,860 to replace the roof and will include a 20-year warranty and 7 years warranty on workmanship.

Motion: Made by Director McIntyre, seconded by Director Del Greco; to reduce budgeted capital for the School of Horology by \$4,000 and remove \$1,000 from reserves to provide \$5000 for replacement to the roof on rental property. Motion carried. Voting yea: Bazelon, Bryan, Collard, Coulson, Del Greco, Grosby, Hubby, Klein, McIntyre, Orr. Voting nay: None. Absent: Landis. (2008-06-024)

Telephone System Replacement. Executive Director Humphrey brought the board up-to-date on the telephone and wireless systems at National headquarters. The service provider was changed for a projected savings of \$32,647 over the next five years. However, the systems are obsolete and no longer supported by the manufacturer; as phones need replaced they must be purchased on eBay. If a major failure occurs there is a real concern whether we will be able to replace needed parts. A systems consultant has determined it would cost \$26,000 for a new system. Since we do not have capital funds available in the FY 2009 budget the possibility of leasing was discussed.

Motion: Made by Director Del Greco, seconded by Director Grosby. Resolved, the Executive Director, at his discretion, may lease an Inter-Tel phone system and a Linksys Wireless connection from suitable providers. Motion carried. Voting yea: Bazelon, Bryan, Collard, Coulson, Del Greco, Grosby, Hubby, Klein, McIntyre, Orr. Voting nay: None. Absent: Landis. (2008-06-025)

Membership Concerns. Other topics discussed by ED Humphrey include time delay in international mailings; Director McIntyre said that the entire MART is on the eMART the same day it is published and many members are not aware of this. We need to transfer ~~as~~ many of our services to the Internet for our members' convenience. Discussion of offering an Internet Membership rate was held but no action was taken. The Internet Advisory Committee will look into this suggestion. ED Humphrey also said he is looking at obtaining non-horological member benefits, such as Hertz Rental Car, etc., which he will pursue and provide feedback to the Board.

Motion: Made by Director Del Greco, seconded by Director Collard, to go into Executive Session for the purpose of continuing discussion of personnel topics. Motion carried. Voting yea: Bazelon, Bryan, Collard, Coulson, Del Greco, Grosby, Hubby, Klein, McIntyre, Orr. Voting nay: None. Absent: Landis. (2008-06-026)

The meeting was reconvened at 5:15 pm. Chair Gregory reported that no action was taken in the Executive Session.

The meeting was recessed at 5:19 pm, to resume at 8:00 a.m. on Wednesday, June 11.

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NAWCC Board of Directors – Board Meeting June 11, 2008

Having ascertained the presence of a quorum, the NAWCC Board of Directors' meeting was reconvened by Chair Gregory at 8:00 a.m.

Bulletin Suggestion. Director Del Greco announced that the American Association of

Woodturners distributes a quarterly publication. He stated that the table of contents has sidebars showing their vision, mission and strategic plan statement. He suggested we consider doing something of this nature for our members.

Committee Structure Study. Director Collard provided an update for the board on the study of NAWCC's committee structure; one of three tasks the Board gave to the Organization Task Force created in December 2007. Director Collard reported that the Chapter Charter proposal was undertaken first (to be discussed later) but also informed the process of looking at the current committee structure has begun and two meetings held to date. It became apparent that some discussion and changes might occur at this meeting so the committee elected to await the outcome to ensure they were working on the same page as the Board. He indicated a proposed Committee Structure will be presented at the December Board meeting. Director Collard indicated that committee structure is a complicated issue and will take more time than anticipated.

Chapter Charter Proposal. Director Collard reported on the Chapter Charter Proposal status, first thanking the members of the Organization Task Force for serving on the committee. One of the first things reviewed was the NAWCC structure, which exposed areas needing improvement in order to achieve the strategic plan. As a result, the committee looked at the relationship of National and chapters first. It appears the NAWCC is being run from the bottom up, which is not bad, but the NAWCC is running a school, museum, library and business offices including the publications and at the same time individual chapters are not modeled to assist in these ventures. The committee thought that formalization of the relationship between National and the chapters would be a good way to start building a consensus for long term NAWCC survival. As a result, the committee sent out what the committee thought was a low-key cover letter and draft of a proposed chapter charter, which unfortunately resulted in a lot of misconceptions. A Question/Answer document is being formulated in order to clarify the Chapter Charter proposal. Director Collard will also be available at the Membership Annual Meeting and the Chapter Rep luncheon to clarify concerns of chapter members.

Director Collard opened the floor to solicit comments from the guests in the audience. Members Mike Dempsey, Roger Gendron, Bob Linkenhoker and Judy Draucker provided input to Director Collard and the board.

The meeting was recessed for break at 10:00 am, reconvening at 10:20 am.

Annual Review of Codes of Ethical Conduct. Chair Gregory asked for a volunteer to head a proposed Special Ethics Review Committee to conduct the required annual review of our Codes of Ethical Conduct. He indicated the review would include the Member Code of Ethical Conduct, Board of Directors Code of Ethical Conduct as well as the Employee Conduct and Work Rules section of the Employee Handbook. The volunteer chair would select the committee members and provide a timeline to the Board for completion of the review, with the committee to provide findings to the full Board in December. He also said the committee should provide an opinion of the performance of the Ethics Committee. Secretary Pro Tem Coulson volunteered for the task.

Public Day Task Force Update. Vice Chair Hubby provided a summary report of current and past activity regarding public day events including statistical data comparing all Regionals. The report is made part of these minutes by reference; a copy can be located at: <http://www.nawcc.org/headquarters/bod/boddrafts.htm>. Slightly lower membership sign up and renewals was seen at those shows having a public day but that did not

include new memberships that occurred later as a direct result of attending. A new requirement to identify membership applications will help resolve that question. Following Board authorization of the Task Force in December 2007, the committee has worked to standardize the requirements to be met for holding a public day event as well as reporting requirements. Six requests for regional public days in 2008 and early 2009 have been received to date. Each regional requesting public day submits a proposal describing exactly what they plan to do, including how they will provide publicity, educational efforts to be offered, etc. A package is provided to the Regional hosts requesting a Public Day which includes the information we need returned after the regional to see how it affects the Regional and the NAWCC as a whole. New requirements requested include obtaining names and addresses of the persons from the public, starting with Rocky Mountain (August) Mid-West (August) and Great Lakes (September) Regionals. Also as mentioned before all public day entrants are required to receive a NAWCC membership application, on which we are asking that the forms identify the regional so National can determine where the member came into contact with the NAWCC. No action was taken.

New Internet-Based Chapter. Vice Chair Hubby discussed the potential formation of a new internet-based chapter, effectively as a replacement for chapter #185, whose charter was recalled yesterday. A group of persons from chapter 185, has grown and formed a group called Global Horology with a message board that is active and has just over 300 people signed up – roughly 90% being NAWCC members and 10% non-members. They formed with the intent to become a chapter of NAWCC. Bylaws have been written and they are working on a final set with the intent to submit an application to become a Chapter of the NAWCC. Vice Chair Hubby proposes they submit an electronic petition with a list of members with IP address included to National. Headquarters will verify these people are NAWCC members and then email each for verification they signed the petition for formation of the chapter. The procedure normally goes through the M&P committee, but can go through the board chair, which is the method being used for the potential Internet chapter request. No action taken.

The meeting was recessed for lunch at 12:00 pm and reconvened at 1:00 pm.

2008 Ward Francillon Time Symposium Budget. Director McIntyre, Symposium Committee Chair, presented the budget on behalf of Bill Ellison, 2008 Ward Francillon Time Symposium on Electrical Horology Chair. The symposium will be held in Springfield, Illinois October 23-25, 2008. The budget, with income in the amount of \$12,150.00 will show a small figure over breakeven after expenses (+\$160.00). The symposium budget is made part of these minutes by reference, a copy may be located at: <http://www.nawcc.org/headquarters/bod/boddrafts.htm>.

Motion: Made by Director Bazelon, seconded by Secretary Pro Tem Coulson. I move that the 2008 Ward Francillon Time Symposium budget be approved as presented. Motion carried. Voting yea: Bazelon, Bryan, Collard, Coulson, Del Greco, Grosby, Hubby, Klein, McIntyre, Orr. Voting nay: None. Absent: Landis. (2008-06-027)

Internet Advisory Committee Status. Director McIntyre brought the board up-to-date on efforts of the Internet Advisory Committee. In a previous electronic meeting, the board appointed Dennis Radage chair of the Internet Advisory Committee; its purpose to provide resources to the ED by way of gathering information and analysis of software available and services provided on the Internet. Mr. Radage has done a good job at organizing and getting this going. The first project grew out of the fact that Mr. Radage had been chair of the program committee for a short time before coming to this committee

and was heavily engaged in providing video on line. This is an example of one of the projects being discussed. Present activities include an analysis of what is currently available on the Internet via the NAWCC, by way of chapters, and direct resources beyond that which are on or associated with our message board. Member Sam Kirk is cataloging tools and resources available. Director McIntyre is currently gathering resources to provide a catalog on what we can do using the new software projects currently under way. There are currently eight members on the committee. Director McIntyre requested all board members go to the NAWCC Message board and read what is going on with the 7000 subscribers, noting this is one of if not the greatest horological research websites available. No action was taken.

2009 NAWCC National Convention. Ron Rowe, Chairman of the 2009 Michigan National, presented information about the convention and responded to questions from the Board. The 2009 National Convention budget was approved at the May electronic meeting of the Board. Summary: Educational Lectures include 12 programs at present with 4 aimed at the public on Saturday. The set up will be very traditional and similar to the 2008 National Convention. Included will be Children's programs as well as local residents' exhibit items to develop excitement with the public. The online software package will not be available so 2009 will use old registration program. Encourage special interest groups – some rooms available and Secretary Landis will support the 2009 National in locating commercial entities to provide products to the members and public, using other space available at the convention site.

2010 National Convention Status. Chair Gregory reported that Executive Director Humphrey, Member Joe Cohen and he have been working on the 2010 NAWCC National Convention. First desire is to have the National in the vicinity of Columbia to expose more of our members to the Museum, Library and School of Horology. The York Fairgrounds would be the site for the convention and would also be the site for Chapter and Committee meetings. We would be able to use the new Toyota Center – 74,000 sq. feet for the Mart, and would use another building(s) for the Chapter and Committee meetings. If the field suitcase workshop committee would agree, they could hold their courses at the School of Horology. Chair Gregory said they were not finished with negotiations so no action is requested at this time. Counsel Mintz commented he would be very much in favor of having the National in the York area to introduce members to the Association's library, museum, school and headquarters' staff.

Lecturer Compensation. Historically there has been no consistency of what National Conventions offer lecturers as comps for their time and expertise. After much discussion, Chair Gregory requested a straw vote of the Board to see if there was a consensus on what to offer speakers. The straw vote showed one registration, two nights room expense and one banquet would be appropriate. This best practice will be available to host chapters in the future. If featured speaker, the comps may change.

A Convention Committee (or single person) is needed for exploratory work for future conventions and leadership to try to do new things.

Motion: Made by Director Del Greco to table the discussion. Seconded by Treasurer Klein. Not being debatable, the vote was taken. Motion carried. Voting yea: Bazelon, Bryan, Coulson, Del Greco, Grosby, Hubby, Klein, McIntyre, Orr. Voting nay: Collard, Gregory. Absent: Landis. (2008-06-028)

The meeting was recessed for break at 3:00 pm. Upon reconvening at 3:20 pm, Chair

Gregory recognized Past President Gene Bagwell in the audience.

Electronic Meeting Procedures. Chair Gregory had previously requested Vice Chair Hubby and Director Del Greco for alternatives to make our electronic meetings more effective and timely.

Director Del Greco stated Robert's Rules of Order says electronic meetings are inappropriate, being that it is impossible to follow the rules of a land meeting including having more than one motion on the floor at the same time. Additionally, the Chair has little control of the electronic meeting in terms of who is speaking or how often they speak nor does he know if he has the full board involved and that they are informed. If we want to continue with electronic meetings board members must be responsive and decisive.

Vice Chair Hubby provided a draft of a revised meeting proposal that would enable longer Board consideration of matters prior to their being placed on the agenda, then a shorter time for the formal meeting and voting. He noted that it is a commitment of the Board to maintain transparency of our actions, thus the members need to be informed of and be able to provide comments on all matters taken up by the Board. It is thus necessary to have sufficient notice and formal discussion time to enable that to happen. Also, that it is a requirement of the Board Code that all board members are obligated to participate in the electronic meetings as well as physical meetings.

After hearing both proposals, Chair Gregory requested Vice Chair Hubby and Director Del Greco to develop a consensus on procedure. If a consensus cannot be reached, each should post their proposals for the Board to review and discuss. No action taken.

Software Implementation Update. ED Humphrey reported that the IMIS software upgrade with Internet interface is scheduled for mid-July on line with new member sign up. Member billing and member login (how to get to your account) implemented in IMIS will be available in middle of July. Integration with the website should be available to the membership by the end of July for log in, to pay dues, update personal information and check boxes to select what materials you wish to receive (emails, etc.). The update will permit the Board and committees to have a website community! The new look was shown to the Board. Main headings will include horology central, education, museum/library, publications and member central. Once a selection is made, all choices will appear on the left hand side of the screen. Every page will include a search box, how to give a gift, how to go to the gift shop and how to contact us. More discussion is needed to decide what to offer the members as convenience services, such as joining or renewing their chapter members on site when paying dues. No action taken.

Motion: Made by Director Del Greco, seconded by Secretary Pro Tem Coulson. Resolved, the current Membership and Publicity committee is dissolved, and is replaced by two separate operational committees reporting to the executive director:

1. Membership Growth, Benefits, and Services Committee, having the following initial responsibilities, to be updated as needed by the executive director:
 - Member surveys and demographics
 - Member benefits and services
 - New member packets
 - Member recruitment initiatives
 - Recruitment awards and incentives
 - Membership retention initiatives
 - Membership publicity

2. Chapter Relations Committee, having the following initial responsibilities, to be updated as needed by the executive director:

- Review of charter applications
- Chapter surveys
- Chapter program proposals
- Chapter services by National
- Chapter officer training
- Chapter handbook updates
- Geographic chapter boundaries
- Study potential for new specialty chapters
- Assist struggling chapters
- Recommend chapter recalls
- Annual Chapter Representatives meeting
- Chapter leader newsletter
- Chapter relations publicity

Furthermore, the chair of the dissolved Membership and Publicity Committee shall initially chair the new Membership Growth, Benefits, and Services Committee. The executive director will recommend to the board of directors by July 20 one or more suitable candidates for the position of chair of the Chapter Relations Committee.

Motion carried. Voting yea: Bazelon, Bryan, Collard, Coulson, Del Greco, Grosby, Hubby, Klein, McIntyre, Orr. Voting nay: None. Absent: Landis. (2008-06-029)

Guest Comment Period. Chair Gregory opened the floor to guests in attendance and announced that after the guests have had the opportunity to speak, the Board will go into executive session. Guests (members) providing input included Roger Gendron, Judy Draucker, Gene Bagwell and Mike Dempsey. Chair Gregory thanked the guests for their input.

Motion: Made by Treasurer Klein, seconded by Director McIntyre, to go into Executive Session for the purpose of reviewing an ethics complaint. Motion carried. Voting yea: Bazelon, Bryan, Collard, Coulson, Del Greco, Grosby, Hubby, Klein, Orr. Voting nay: None. Absent: McIntyre, Landis. (2008-06-030)

The meeting was reconvened at 5:40 pm. Chair Gregory stated that no action was taken in the Executive Session but that a motion would be presented for consideration.

Motion: Made by Director Del Greco, seconded by Treasurer Klein. Resolved, the Board considered a member's ethics complaint. It will be resolved by letters of apology to that member from the party involved and the Board. Motion carried. Voting yea: Bazelon, Bryan, Collard, Coulson, Del Greco, Grosby, Hubby, Klein, Orr. Voting nay: None. Absent: McIntyre, Landis. Chair Gregory recused himself. (2008-06-031)

Motion: To adjourn, made by Treasurer Klein and seconded by Director Grosby. Motion carried. Voting yea: Bazelon, Bryan, Collard, Coulson, Del Greco, Grosby, Hubby, Klein, Orr. Voting nay: None. Absent: McIntyre, Landis.

The meeting was adjourned at 5:45 pm.

Respectfully submitted,

Renee Coulson, Director

Secretary Pro Tem