

National Association of Watch and Clock Collectors, Inc.
Board of Director's Meeting
March 30, 2016 9:00 pm Eastern Time
Webinar Meeting

Minutes for March 2016

Attendance:

Phil Gregory – Chair
Tom Bartels – Vice Chair
Jay Holloway – Secretary
Richard Newman – Treasurer
Chet Ekstrand - Director
George Goolsby - Director
Tim Orr - Director
Ruth Overton - Director
Jerry Thornsberry - Director
Gene Volk - Director
Carroll Wolfe - Director

Members Absent:

David Lee - Director

Ex-Officio Board Members

J. Steven Humphrey – Executive Director

NAWCC Members:

John Acker	Mary Ann Wahlner
Mike Dempsey	Robert Gary

A quorum was established.

Chair, Phil Gregory called the meeting to order at 9:06 pm Eastern time

Announcements:

Chair, Gregory welcomed all members listening in on the webinar and explained that they would have time to ask questions at the end of the meeting.

All voting will be by roll call

Directors wishing to speak will receive permission from the Chair

MOTION: Secretary Holloway - That the Board approves the agenda as presented to include all expected business.

Motion by: Holloway, Second by: Wolfe

Yes: Bartels, Ekstrand, Goolsby, Gregory, Holloway, Newman, Orr, Overton, Thornsberry, Volk

Nay: none Absent: Lee

Motion Passed

MOTION: Secretary Holloway -That the Board approves the minutes of the February 2016 meeting.

Motion by: Holloway, Second by: Bartels

Yes: Bartels, Ekstrand, Goolsby, Gregory, Holloway, Newman, Orr, Overton, Thornsberry, Volk

Nay: none Absent: Lee

Motion Passed

NEW BUSINESS: Agenda Items

1. Established the next Board of Directors Meeting to be on April 27, 2016 beginning at 9:00 Eastern Time.

2. Director Overton presented a proposal for changes from the NEC (Nominating and Elections Committee) as follows:

BOARD Restructuring – Nine Member Board

(1) NAWCC Board will be a nine (9) member board – Five (5) elected; four (4) appointed

Two (2) elected, two (2) appointed – first election cycle

Three (3) elected, two (2) appointed – next election cycle

Six (6) year terms

Election every three (3) years

No member leaving the Board after serving their term will be eligible for re-election until one (1) election cycle of three (3) years has elapsed.

(2) Any amendments to the Articles of Incorporation and Bylaws will require a vote of the membership as stated in the procedures of each. These changes will need approval by the Board at the 2016 Board Meeting in Louisville, KY and then presented to the membership for approval on the 2017 election ballot.

Standing Rules changes will be approved by the Board if the Articles of Incorporation and Bylaw changes are approved by the membership.

(3) Candidates for election may be nominated by self-nomination; nominated by another member; nominated by the NEC; or by petition with 250 member signatures with valid membership numbers.

(4) The NEC will conduct a thorough and diligent review of each candidate for their eligibility; education background; ability to work with a group; their past work on NAWCC projects (National and Regional level); their goals for NAWCC; special talent they would bring to the board.

From those self-nominated, member nominated or NEC nominated, the NEC will

choose the candidates for the ballot adding one (1) more than the required elected number for the election cycle.

All candidates nominated by petition will be placed on the ballot providing they meet the eligibility requirements. Running by petition will be indicated on their bio and on the ballot.

(5) Election Process Cycle to get to a Nine (9) Member Board

2017 – Use present procedures

- a) Four (4) elected and two (2) appointed
- b) Ekstrand, Goolsby, Orr are eligible to run Overton, Thornsberry, Volk will not be eligible – term limit
- c) The Articles of Incorporation and Bylaw changes will be voted on by the membership in this election process.

2019 – Use new procedures (if all Articles and Bylaws changes are approved by the membership in the 2017 election)

- a) Two (2) elected – from slate of three (3); two (2) appointed
- b) Holloway, Newman, Wolfe will be eligible to run again (providing they are selected by NEC) – as they have only served four (4) years Gregory, Bartels, Lee will not be eligible – term limit
- c) The six (6) elected or appointed in 2017 will remain on the board until 2022. This gives them a five (5) year term instead of the four (4) years for which they were elected or appointed
- d) The 2019-2022 will be a ten (10) member board which will work its way down to the nine (9) member board with the 2022 election

2022 – Election

- a) Three (3) elected from a slate of four (4); two (2) appointed
- b) The four (4) elected or appointed in 2019 will serve until 2025
- c) This now puts the nine (9) member board in proper cycle

(6) Good Points

- a) A nine (9) member board will be much easier for the Board Chair to manage and for the Executive Director to communicate with each board member
- b) Save money having less board member expenses
- c) Save money by having election every three (3) years instead of every two (2) years
- d) Election every three (3) years gives NEC more time to form a list of qualified candidates for the next election
- e) Eliminates immediate incumbents from running until three (3) years have passed.
- f) Only one (1) qualified candidate will lose in the election instead of the 3-4 that lose in the current procedure
- g) The petition process still gives the members an opportunity to run when they feel

they have special talents to bring to the board but may feel they would not be chosen by the NEC.

The proposal brought about a debate leading to a motion with Overton explaining that the NEC would need considerable time to rewrite changes in the Standing Rules and the By-Laws to be reviewed and approved by the BOD before sending to the members to vote of approval. Due to the time, Overton felt we needed to continue dialog so an acceptable document could be approved before July 2016.

MOTION: Move that the NEC proposal be tabled until the July “National” BOD meeting for discussion.

Presented by Volk, Second by Orr

Yes: Bartels, Ekstrand, Orr, Volk

Nay: Goolsby, Gregory, Holloway, Newman, Overton, Thornsby, Wolfe

Absent: Lee

Motion failed

The Board members agreed to submit their ideas for the changes before the April BOD meeting.

Additional agenda items

3. Arlington National Convention was on the agenda. Director Volk noted that everything is moving forward on schedule. Contracts have not been signed (generally they are at 1 year before the convention).

4. 2017 NAWCC Budget along with projected budgets to 2020 was presented. The original shortfall for 2017 projected at \$56,249 has been reduced to \$15,630 due to strong efforts from the National staff in negotiating lower rates on contracts and running short staffed.

5. The projected deficit for 2018 was noted and the need for the Board to begin a process to find additional revenue should be now. A discussion about the entry fee for the National was discussed and questioned if a change could be made for the Arlington National in 2017. After a strong discussion it was determined that the budget for the 2017 National was approved in November 2016 and no additional changes could be implemented.

6. The discussion turned to several ideas submitted by Director Holloway. There was agreement that the ideas should be explored in depth and implemented when possible. Directors Gregory and Holloway had prioritized two concepts that may increase 2018 budget year revenue by \$15,000 to \$20,000. Director Chair Gregory asked for other directors to take the other ideas and concepts and explore opportunities with Director Goolsby volunteering to accept the challenge.

MOTION: Move that the meeting be adjourned at 11:05 pm Eastern Time

Presented by Holloway, Second by Ekstrand

Yes: Bartels, Ekstrand, Goolsby, Gregory, Holloway, Newman, Orr, Overton,
Thornsberry, Volk, Wolfe

Nay: None Absent: Lee Motion passed

After the meeting he Chair opened the floor to comments from the members attending the meeting with John Acker being the lone member to address the Board and thanking the Board for their support for the Arlington National.

Please send all comments and questions on items being considered to NAWCC Secretary at jay@hollowaytrading.com

NAWCC Secretary
Jay Holloway