



National Association of  
**WATCH & CLOCK**  
Collectors, Inc.

**National Association of Watch and Clock Collectors, Inc.**

**Board of Directors Meeting**

**Friday, November 21 and Saturday, November 22, 2014**

**at 8:00 am**

Headquarters: Columbia, Pennsylvania

Minutes

**BOARD MEMBERS PRESENT FOR THE ENTIRE MEETING**

Ruth Overton	Chair
Eugene R. Volk	Vice Chair
Mary Ann Wahlner	Secretary
David A. Lee	Treasurer
Thomas J. Bartels	Director
Michael A. Dempsey	Director
David W. Dunn	Director
Chester L. Ekstrand	Director
George F. Goolsby	Director
Philip C. Gregory	Director
Timothy Orr	Director
Jerry H. Thornsberry	Director

**EX-OFFICIO BOARD MEMBERS**

J. Steven Humphrey	Executive Director
Myron J. Mintz, Esq.	Legal Counsel

**OTHERS PRESENT FOR ALL OR PART OF THE MEETING**

Frank DelGreco	Past Board Chair
Judy Draucker	Past Board President
Adam Harris	Guest Curator
Fred Ingram	Past Board President, NEC Chair
Fortunat Mueller-Maerki	Library Collections Committee Chair
Hugh Overton	Past Board Member

## **CALL TO ORDER – FRIDAY November 21, 2014**

With a quorum established, Chair Ruth Overton called the meeting of the Board of Directors of the National Association of Watch and Clock Collectors, Inc. to order at 8:12 am.

Chair Overton made the following announcements:

- All voting, except for parliamentary motions and secret ballots, will be by roll call.
- Members must be acknowledged by the Chair before speaking.

**MOTION:** Made by Secretary Wahlner, seconded by Treasurer Lee: That the Board approve the agenda, as amended, to include all expected business.

There being no objection, the **Motion carried**.

## **EXECUTIVE DIRECTOR’S REPORT**

Executive Director Humphrey provided information on the following topics:

**Education:** NAWCC is proceeding with online courses: Mike Dempsey is producing a clock course, Jerry Kiefer one on bushing a clock. Terry Casey will assist with curriculum.

**Museum and Library:** Kim Jovinelle, the new curator, will begin work on December 1. Carter Harris retired August 31.

Improvements have been made to library and museum security. An Ansonia street clock has been purchased. Inventorying and scanning of materials continues to increase accessibility.

**Facilities:** The new HVAC control system has been completed. The cooling tower compressors failed requiring replacing at an estimated cost of \$20,000. Some funds remain from the last Crystal Fund grant, which may be used for this purpose.

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

**Fiduciary insurance** is in force including Directors and Officers. Legal Counsel Mintz to review the plan for an inclusion of a waiver of recourse as requested.

## **VISION PLAN 2014-2016**

Director Eckstrand reviewed the 2014-2016 Vision Plan and stated that consensus had been achieved for the Chapter Relations section. He also noted that sections on Publishing and Member Services were not included in the original plan. He proposed that Board members review the suggested additions in preparation for a final vote on the Plan during the January webinar board meeting.

## **ENDOWMENT CAMPAIGN REPORT**

Director Goolsby reviewed the status of the Endowment Campaign. He stated that we are not yet where we had hoped to be at this time. It is taking longer than we had anticipated establishing relationships with potential major donors. A progress report was presented along with ideas and suggestions for the addition of working committees, a newsletter, and board regional representative obligations regarding fundraising. The current working committee consists of George Goolsby, Steve Humphrey, Ruth Overton, Jerry Thornsberry, and Mike Dempsey. He recommended that we remain in the first phase of the plan at this time. He stated that Planned Gifts are also included in endowment goals.

## **MUSEUM COLLECTIONS REPORT**

Director Dunn stated that additional pieces of the Bryson Moore collection have been released. Some of these pieces will be added to the Museum collection while others not being accessioned will be sold

**MOTION:** Made by Director Dunn: seconded by Secretary Wahlner: That in recognition of recently retired Curator Carter Harris' years of service to the National Watch and Clock Museum and the National Association of Watch and Clock Collectors, Inc. his horological scholarship and tireless efforts at the preservation of the art, science and technology of horology, that the National Association of Watch and Clock Collectors, Inc. bestows upon Mr. Carter Harris the honorary title of "Curator Emeritus" of the National Association of Watch and Clock Museum and that he be included in staff listings in NAWCC electronic and print material where appropriate.

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

## **LIBRARY COLLECTION REPORT**

Library Collections Committee Chair Fortunat Mueller-Maerki reported that the archives, periodicals, and catalogues area is no longer open to wander around in; that it is expected that the physical inventory of the main catalogue will be completed in one more year; table of content and cover image uploading is continuing; the Christopher Daniel Catalogue is completely catalogued; and digitalization of video programs is ongoing.

## **MEMBERSHIP/MARKETING REPORT**

Director Orr and Executive Director Humphrey reviewed the schedule as presented by Marketing General, Inc. regarding mailings for solicitation of new members. Mailings are being sent in November, December 2014 and January 2015. Results will be reviewed at the end of this period on consideration of continuing the program.

**MOTION:** Made by Director Orr; seconded by Secretary Wahlner: That NAWCC conduct a membership recruitment test, consisting of the creation and distribution of 1,500

new member discount coupons. These coupons would allow persons who were never before NAWCC members to purchase a full membership (with printed publications) at a discounted price of \$52. The coupons would be distributed by NAWCC business members (distribution quantities and designated business members to be determined by the Executive Director, staff and Membership Committee) during February 2015. The results of this test shall be carefully analyzed by the Membership Committee, staff and Executive Director and a recommendation made by the Membership Committee, staff and Executive Director to the Board for future action.

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

## **EDUCATION REPORT**

Director Dempsey reported that registration for Field Suitcase Workshops are going down. Fifty-five workshops were scheduled during the year but 13 were cancelled due to lack of registrants. Fifty FSW courses are scheduled for 2015. The first online course, “Batteries, Bands, and Bracelets”, garnered only 10 participants. He reviewed the internet education courses prepared and being prepared on Intermediate Clock Repair and Pocket Watch Repair. One on bushings is at the editor now. The school is using as much space as possible in the school building for other 2 and 3-day workshops.

## **CHAPTER RELATIONS REPORT**

Vice Chairman Volk reported that consensus had been reached regarding this portion of the Vision Plan 2014-2016. He stated that the chapter survey continues each year; Chapter Highlights is ongoing; the Mentoring Program is falling behind, a wristwatch chapter is being contemplated. One chapter reports that a listing of member email address by zip code or air mile distance can be obtained from Member Services. These non-chapter members are emailed three invitations to the chapter meeting with great success.

## **NOMINATING AND ELECTIONS COMMITTEE REVIEW**

Fred Ingram, Chairman of the Nominations and Elections Committee, reported on his conclusions regarding the election process this year. He stated that recruiting candidates for three open board positions was very difficult. There are three incumbents running and until the very last minute there were no others. Five additional candidates have since agreed to run. He and other members recommended several changes to the nomination and election procedures. The Chair appointed a study committee to work on the recommended changes in the nomination and elections procedures and to report to the Board at our June 2015 meeting. Appointed to the committee: Fred Ingram, Chair, Mary Ann Wahlner, Frank Del Greco, Chet Ekstrand, and Mike Dempsey.

Legal Counsel stated that bylaw revisions could be voted upon at the Annual Meeting in 2016.

Executive Director Humphrey reviewed the election process for 2015. All members with an email address on file will receive an electronic ballot on December 26, 2014, which is to be completed and returned immediately. Those who have not voted within two weeks, including members without an email address, will be mailed a paper ballot.

There will be an additional 20 – 30% cost this election cycle but should be considerably less in future years.

## **REVIEW OF THE FY 2015 OPERATING BUDGET**

The board reviewed the FY2015 operating budget,

The FY2016 Operating Budget was also reviewed and will be presented to the Board for approval in February or March.

A Capital Budget major project list was reviewed, including projected dates, costs of repair and replacement costs through FY 2019.

**MOTION:** Made by Secretary Wahlner; seconded by Treasurer Lee; That the meeting be recessed until 8 :00 am, Saturday, November 22, 2014.

There being no objection, the **Motion carried.**

## **CALL TO ORDER SATURDAY NOVEMBER 21, 2014**

Chair Overton called the meeting of the Board of Directors of the National Association of Watch and Clock Collectors, Inc. to order 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

There being no objection, the **Motion carried.**

The Executive Session immediately convened at 8:01 am. The Executive Session was concluded at 9:20 am.

The meeting returned to open session. Chair Overton reported that no motions were made or action taken in the Executive Session.

**Approval of Board appointee to the Nominating and Elections Committee** was delayed for additional consideration.

## **FINANCE COMMITTEE REPORT**

Treasurer Lee reported that the Finance Committee continues to function with the investment managers who meet quarterly. Investments are safe and growing.

**MOTION:** Made by Treasurer Lee; seconded by Director Bartels: That we authorize the expenditure of \$6,000 from the Heritage Fund, a Board restricted fund, for a new backup server.

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

**MOTION:** Made by Director Dempsey; seconded by Vice Chair Volk: That \$15,000 plus employee costs be allocated for employee bonuses and distributed at the discretion of the Executive Director. These funds are to be withdrawn from Board Restricted Funds as agreed by the Controller and Treasurer.

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

**MOTION:** Made by Treasurer Lee; seconded by Secretary Wahlner: That we authorize staff to commit to a three year contract with Ross Buehler and Falk, LLP, Lancaster, PA for auditing and preparation of 990s, State BCO-10A, Forms 5500 DEPR, record maintenance, meeting to review year end results, and a management report to those charged with governance.

FY15 \$16,900

FY 16 \$17,200

FY 17 \$17,500

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

**MOTION:** Made by Treasurer Lee; seconded by Secretary Wahlner: That we make an employer contribution to the NAWCC Employee Retirement Savings Plan of 5% of compensation as defined in the plan, for Plan Year 2015.

**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 Bartels; seconded by Vice Chair Volk: That the Board create a budget committee to work with the Controller and Executive Director to arrive at a balance budget for FY 2016.

**MOTION:** Made by Secretary Wahlner: seconded by Vice Chair Volk: Call for the question

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

Back to the original **MOTION.**

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

## **BYLAWS & PROCEDURES COMMITTEE REPORT**

Secretary Wahlner reported on the activities of the Bylaws and Procedures Committee as well as the proposed activities for the rest of the 2013-2015 term.

**MOTION:** Made by Secretary Wahlner; seconded by Director Dempsey: that the B&P Committee be authorized to adjust, amend, or correct any link that is no longer workable due to root rot in the Motions and Directives documents.

**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 Thornsberry: That Article V Committees (of the Standing Rules), Section 2. Standing Committees, (b) Bylaws and Procedures Committee be amended to add: "A Director shall be appointed as chair of this committee." at the end of subsection (b.).

**MOTION:** Made by Secretary Wahlner; seconded by Vice Chair Volk: That the motion be withdrawn.

**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 Vice Chair Volk: That Article V Committees (of the Standing Rules ),Section 2. Standing Committees, (b) Bylaws and Procedures Committee be amended to add: "A minimum of one member of the Board of Directors shall be a member of this committee." at the end of subsection (b.)

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

## **SYMPOSIUM COMMITTEE REPORT**

Executive Director Humphrey reported that the number of attendees for the 2014 Ward Francillon Time Symposium held in Ft Lauderdale, FL did not meet expectations. It appears that holding the symposium at a hotel is less desirable than at a museum.

**MOTION:** Made by Secretary Wahlner; seconded by Director Thornsberry: That the budget for the Ward Francillon Time Symposium, scheduled for Oct. 22-24, 2015 in Houston, Texas, be approved as presented. Subject topic "Mechanical Music & Marvels.

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

Proposed dates and subjects for future symposiums were reviewed.

2016   Wilmington, DE   Winterthur Clock Symposium

Winterthur Museum, October 6-7

2017   Boston, MA

Horology in Art and Art in Horology

Boston Museum of Fine Arts, October 26-28

2018   Columbia, PA

Street Clocks – NAWCC Headquarters

Date to be announced

2019 Germany

Date and location to be announced

## CONVENTION COMMITTEE REPORT

Treasurer Lee and Director Dempsey presented a summary of the 2014 Milwaukee National Convention.

Progress reports on the NAWCC 2015 Chattanooga National Convention and the NAWCC 2016 Louisville National Convention were reviewed..

**MOTION:** Made by Secretary Wahlner; seconded by Director Orr: That the venue of the preciously approved 2017 NAWCC National Convention be changed from Dallas, Texas- July 10-16, 2017 to the Arlington Convention Center, Arlington, Texas, starting Monday June 26-Saturday, July 1, 2017.

**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 Board approve the minutes of the September 2014 Board Meeting.

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

## UNFINISHED BUSINESS AND ANNOUNCEMENTS

**MOTION:** Made by Director Dempsey; seconded by Secretary Wahlner: That the Board enter Executive Session for the purpose of discussing a personnel matter

There being no objection, the **Motion carried.**

The Executive Session immediately convened at 2:00pm. The Executive Session was concluded at 2:12pm.

The meeting returned to open session. Chair Overton reported that no motions were made or action taken in the Executive Session.

### ANNOUNCEMENTS

Chair Overton announced the next physical NAWCC Board meeting to be held June 15-16, 2015 in Chattanooga, TN in conjunction with the NAWCC National Convention.

Next NAWCC webinar Board meeting will be held Wednesday, January 14, 2015, starting 9:00 PM EST.

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

There being no objection, the **Motion carried.**



Meeting adjourned at 2:20pm.

Following adjournment of the board meeting, the floor was opened for visiting members to provide their observations and comments to the Board.

Mary Ann Wahlner  
NAWCC Secretary  
[walnut@cox.net](mailto:walnut@cox.net)

Approved January 14, 2015