



National Association of
WATCH & CLOCK
Collectors, Inc.

National Association of Watch and Clock Collectors, Inc.

BOARD OF DIRECTORS MEETING

Tuesday, June 17-Wednesday, June 18, 2014 at 8:00 am

Hyatt Regency Hotel

Executive Room AB

Milwaukee, Wisconsin

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 June 17 & 18, 2014.

BOARD MEMBERS PRESENT FOR ALL OR PART OF THE 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

John Acker Chapter 124

Jim Chamberlain Chapter 75, President

Jim Coulson Convention Committee

Renee Coulson Convention Committee

Judy Draucker Past President

Roger J. Gendren Library & Development Committees

Jim Gilmore Awards Committee Chair

Fred Ingram Past President, NEC Committee Chair

H. Glen Kitts, Jr Exhibit Chair, 2015 Chattanooga National

Sherry Kitts Chapter 24

Cora Lee Linkenhoker Chapter 69

Robert Linkenhoker Chapter 69

Chris Martin Chapter 24, Chair, 2015 Chattanooga National

Tom McIntyre Bylaws & Procedures Committee

Lori Morrison Chattanooga Convention & Visitors Bureau

Fortunat Mueller-Maerki Library Committee Chair

Hugh Overton Past Board Member

Mary Peckham Chapter 100

Fred Tischler Chapter 124

Pam Tischler Chapter 124

Cynthia Webster Chapter 35

Frank Webster Chapter 35, President

Paul Johnson Fund Raising Counsel

WELCOME, INTRODUCTIONS, ANNOUNCEMENTS

Chair Overton asked guests and the Board to introduce themselves. She then made the following announcements:

- All voting, except for parliamentary motions and secret ballots, will be by roll call.
- Robert's Rules of Order, pg 488 states that small groups of 12 or less may hold discussions prior to a motion being stated.

CALL TO ORDER, JUNE 17, 2014

With a quorum established, Chair Ruth Overton called the meeting of the Board of Directors to order at 8:03 am.

MOTION: Made by Secretary Wahlner, seconded by Director Bartels: That the Board approves the agenda, as amended, to include all expected business.

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

Highlights of FY 2013-14 included the Ward Francillon Time Symposium with almost 300 attendees and increased visibility for NAWCC. Kickoff of fundraising for the All Time Campaign last summer with the Board of Directors and a major grant of \$123,000 for new HVAC controls. \$600,516 was raised in gifts and pledges. Weekly updates with news and a soft message for planned giving included.

The operating budget had a net income of \$47,793 for FY 2013-14 ending March 31, 2014. Membership declined 6.4% to end the year at 15,166. 87.13% of those members renewed their dues. Dues provided 62.9% of the funds needed for operational expense.

63 workshops were offered in Columbia with 201 persons participating in 35 workshops, the net revenue on direct expenses was \$44,626.

Chapter 60 donated funds to purchase a new webserver so that our nawcc.org. and other online sites, except the message board, could be on a modern fast server. The message board was provided its own standalone server.

Looking forward to FY 2014-2015. Membership recruitment is the biggest challenge that we must address ASAP.

More and more of our education programs are going online. Nine symposium lectures are online. The Batteries, Bands and Bracelets course is ready. An introductory clock course is being edited, software integration is being completed. Workshops are being expanded with new topics being tried and new instructors being recruited. ScholarLab is not up and running as yet.

Websites continue to be refined and updated, new calendars have been developed for events, workshops and online programs, a new business directory is being designed.

The 2014 Ward Francillon Time Symposium will be held in Ft. Lauderdale in October, topic to be French Clocks.

The complete Executive Director's Report will appear in the next available Watch & Clock BULLETIN.

TREASURER AND FINANCE COMMITTEE REPORT

Treasurer Lee reported that we continue to generate a positive balance in operations despite declining dues revenues. Our ED and Controller are quite adequately managing our expenses. Our Capital needs continue to far outpace our ability to cover from regular funds and will again require use of undesignated, unrestricted donations, which are currently Board restricted in the Heritage Fund to cover. Steve H has done a marvelous job of getting donations to cover or reduce the cost of many of the major items looming in our near future such as roofs, HVAC, etc.

It is the opinion of the Treasurer that the continued efforts to have a balanced budget have resulted in positive outcomes and must be continued. The costs related to our Endowment Campaign must continue to be managed to not outpace our income from it until the real donations begin to arrive.

MOTION: Made by Treasurer Lee, seconded by Director Thornsberry: That Dan Osterud be added to the 2014 National Checking Account.

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 approve the NAWCC Financial Audit as prepared by Ross Buehler and Falk LLP, for FY ending 3/31/14.

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

BYLAWS AND PROCEDURES COMMITTEE REPORT

B&P Chair Wahlner reported on the activities of the committee during the current administration. A message board eGroup has been added, thus allowing all members of the committee to hold virtual meetings in which all members can contribute. Three bylaw revisions have been proposed and approved by the Board for inclusion on the 2015 Official Ballot. Another is to be proposed today. Two additional bylaw revisions were considered by the committee but not presented to the Board. A discussion of the maintenance of the Motions and Directives Documents was held.

MOTION: Made by Director Bartels, seconded by Vice Chair Volk That whenever a motion is rendered moot by a superseding motion or other action of the Board, the Bylaws and Procedures Committee is authorized to archive the superceded motion without further Board approval or authorization.

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

A **discussion** regarding the future direction of the Research Committee was held. Further study is to be done by the Executive Director and the Board Chair.

MEMBERSHIP COMMITTEE

Executive Director Humphrey introduced the marketing firm, Membership Consultants, a membership management resource for non-profit organizations. Two representatives presented a marketing plan for membership growth and retention.

Executive Director Humphrey introduced an additional marketing firm, Marketing General, Incorporated. The Board viewed a Skype presentation by Vice President Erik Schonher.

Executive Director Humphrey made the following comments regarding the current membership:

- The average age of the membership is 53.7 years, This has not changed in the last seven years.
- 7% of the membership are international members. They tend to remain as members for a longer period of time.
- Over 100 members contribute an extra \$18 when renewing their membership.
- There are 250 business members.

EDUCATION COMMITTEE REPORT

Director Dempsey reported that Field Suitcase training would become partly on-line training that can be viewed by the trainees as often as they wish. Two additional days will be hands-on training. ScholarLab videos will be available in four languages. Webinars will become part of the Programs Committee with Pat Halloway handling the non-technical part and Katie Knaub the technical aspects.

A **discussion** of the increasing duties of the Secretary, which preclude full participation in Board discussions, was held. No decisions were made or action taken.

MOTION: Made by Vice Chair Volk, seconded by Director Bartels: That the December, 2014 NAWCC Board of Directors meeting be held at a hotel located at the Atlanta, GA. airport, which is selected for convenience and cost by the Executive Director and approved by the Chair of the Board of Directors.

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

MOTION: Made by Director Thornsberry, seconded by Secretary Wahlner: That the next winter physical NAWCC Board of Directors meeting be held on November, 21st and 22nd, 2014 at Corporate Headquarters on Columbia, PA

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

MOTION: Made by Vice Chair Volk, seconded by Director Bartels: That Standing Rules Article III Section 2 (c) Electronic meetings be modified as follows: Electronic meetings may be held in those months when there is no physical meeting of the Board. Procedures for holding Electronic Meetings will be approved by the Board.

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

MOTION: Made by Director Ekstrand, seconded by Director Bartels: That Electronic meetings may be held in those months when there is not a physical meeting of the Board. Procedures for holding Electronic Meetings will be approved by the Board. At the end of each Board meeting the Board will determine the date and time for the next Board Meeting.

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

By **GENERAL CONSENT** it was agreed that the 2014 annual committee reports provided by the Awards, Bylaws & Procedures, Convention Committee, Library Collections, Membership Committee, Museum Collections, NEC, Programs, and Publications Advisory 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.

ENDOWMENT CAMPAIGN

Director Goosby and Paul Johnson of the Alexander Haas Agency reviewed the progress of the “For All Time” Endowment and Capital Fundraising Campaign, including ongoing discussions with persons in a position to give. The case statement is to be reviewed and updated to present a more appealing document.

A document entitled Endowments (various policies relating to endowments extracted from the Standing Rules) was reviewed and discussed. This will be posted to the NAWCC website under Board Documents.

MOTION: Made by Secretary Wahlner, seconded by Director Bartels: That the meeting be recessed until 8:00 am Wednesday, June 18, 2014.

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

Meeting recessed at 5:23 pm.

WEDNESDAY, JUNE 18, 2014

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 8:03 am. She announced that Treasurer Lee was excused for the day.

VISION PLAN

The Board reviewed the 2014-2016 NAWCC Vision Plan as proposed by the five Task Force committees assigned in March 2014. Goal E shall be Museum Collections only with Goal F added as Library Collections. The plan was referred back to the individual task force

committees for refining with Chet Ekstrand as coordinator. A revised plan is to be presented to the Board within 45 days.

SYMPOSIUM REPORT

The 2013 Symposium in Pasadena, 2013 had a registration of 285. for income of \$66,150. Received donations of \$224,100. Expenses were \$253, 016, realizing a net profit of \$37,234.

The 2014 Symposium will be held October 16-18 in Fort Lauderdale, FL. Subject: Beauty, Precision and Craftsmanship of French Clocks.

The 2015 Symposium will be held the weekend of October 23 -24 in Houston, TX. Subject: Musical Clocks and Music boxes.

CONVENTION COMMITTEE REPORT

MOTION: Made by Secretary Wahlner, seconded by Director Bartels: That the Board accept the 2015 Chattanooga final convention budget as presented.

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

By **GENERAL CONSENT** it was agreed to hold the July, 2015 Board Meeting on Monday and Tuesday to accommodate a planned activity to be held on the Wednesday prior to the start of the convention.

MOTION: Made by Secretary Wahlner, seconded by Vice Chair Volk: That the Board accept the 2016 Louisville preliminary convention budget as presented.

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

MOTION: Made by Secretary Wahlner, seconded by Director Dempsey: That the Board approves the dates and location as presented by the Convention Committee to hold the 2017 NAWCC National Convention in Dallas, Texas on July 10-16, 2017.

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

MOTION: Made by Vice Chair Volk, seconded by Director Bartels: That the preliminary and final budgets for National Conventions shall be balanced, but shall not require any specific amount of profit.

Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Ekstrand, Goolsby, Orr, Overton, Thornsberry, Volk, Wahlner. Voting Nay: Gregory. Absent: Lee.

MOTION: Made by Secretary Wahlner, seconded by Director Dempsey: That the Board accept the following resolution:

WHEREAS, the 2013 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 2013 National Convention.

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

MOTION: Made by Secretary Wahlner, seconded by Director Dempsey: That a Search Committee be formed to find qualified persons to chair the NAWCC Development Committee and the Symposium Committee and to determine committees that will need new chairs at the end of the current term (June 2015). Committee will be Gene Volk, Chair, Jerry Thornsberry and Tom Bartels. This special committee will serve until the end of the current term.

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

MOTION: Made by Vice Chair Volk, seconded by Director Dempsey: That Bylaw ARTICLE IV, Section 5, 2nd paragraph, 4th sentence be replaced by the following: The envelope which contains the Official Ballot or the Ballot itself must include the membership number which may be preprinted if authorized by the Board.

Motion failed. Voting Yea: Dempsey, Dunn, Ekstrand. Voting Nay: Bartels, Goolsby, Gregory, Orr, Overton, Thornsberry, Volk. Abstain: Wahlner. Absent: Lee.

MOTION: Made by Vice Chair Volk, seconded by Director Dunn: To replace Bylaw ARTICLE IV, Section 5, 2nd paragraph, 4th sentence with the following: “The NEC shall be responsible to have official ballots, whether print or electronic, be designed so as to prevent duplication or fraud. (To be part of the 2015 Official Ballot)

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

Note: The section would then read, “Members shall vote by marking their choice of candidate on the Official Ballot. Completed ballots must be delivered for counting to an independent Agent appointed by the Board. Copies of the Official Ballot are invalid, and will not be accepted. The NEC shall be responsible to have official ballots, whether print or electronic, be designed so as to prevent duplication or fraud. The agent must receive ballots by midnight the first business day of April of the election year to be considered valid unless the NEC has authorized an extension.”

MOTION: Made by Director Bartels, seconded by Secretary Wahlner: That a new membership category designated as “Senior Survivor Members” be established for widows/widowers who are age 70 or older, and have been members for at least 10 years. This membership will not include any printed publications, but would permit attendance and

participation in Chapter meetings, conventions, educational programming. Annual dues to be \$35 per year.

MOTION: Made by Secretary Wahlner, seconded by Director Gregory: To table the motion.

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

MOTION: Made by Director Orr, seconded by Secretary Wahlner: That the Board authorize the Executive Director, Endowment Chair and Membership Chair to select an outside marketing consultant to begin work on a membership recruitment program.

MOTION: Made by Secretary Wahlner, seconded by Director Bartels: To amend the motion by substituting the word “recommend” for the word “select”.

Motion carried. Voting Yea: Bartels, Ekstrand, Goolsby, Gregory, Orr, Overton, Thornsberry, Wahlner. Voting Nay: Dempsey, Dunn, Volk. Absent: Lee.

Amended MOTION: Made by Director Orr, seconded by Secretary Wahlner: That the Board authorize the Executive Director, Endowment Chair and Membership Chair to recommend an outside marketing consultant to begin work on a membership recruitment program.

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

MOTION: Made by Vice Chair Volk, seconded by Director Bartels: That a Special Committee to be appointed by the Board Chair to look into the redesign of the NAWCC web site so that it is more member friendly and provides easier access to the material contained within the web site. The Special Committee will report back to the Board at the November 2014 Board meeting with recommendations for changes. The Special Committee shall terminate in June 2015, unless terminated earlier by the Board.

MOTION: Made by Director Orr, seconded by Vice Chair Volk: To amend the motion by adding the words “the layout is optimized to be” after “that” and before “it is”.

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

Amended MOTION: Made by Vice Chair Volk, seconded by Director Bartels: That a Special Committee to be appointed by the Board Chair to look into the redesign of the NAWCC web site so that the layout is optimized to be more member friendly and provide easier access to the material contained within the web site. The Special Committee will report back to the Board at the November 2014 Board meeting with recommendations for changes. The Special Committee shall terminate in June 2015, unless terminated earlier by the Board.

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

Note: The committee will consist of non-board members.

By GENERAL CONSENT it was agreed that the next meeting of the Board of Directors shall be an electronic Go-To-Meeting to be held on July 23 at 9 pm, EST.

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

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

Meeting adjourned at 5:05.

Mary Ann Wahlner

NAWCC Secretary

Minutes approved July 23, 2014

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