

**NAWCC BOARD OF DIRECTORS MEETING  
JUNE 9-10, 2009  
AMWAY GRAND PLAZA HOTEL  
ATRIUM ROOM  
GRAND RAPIDS, MICHIGAN**

**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 9-10, 2009 in Grand Rapids, Michigan.

**BOARD MEMBERS PRESENT FOR ALL OR PART OF THE MEETING**

**Incumbent members, terms expire 2011**

Bruce S. Bazelon	Director
William R. Bryan	Director
C. David Collard	Director
Renee Coulson	Director
John S. Hubby	Director
Peter Klein	Director

**Newly appointed or elected members, terms expire 2013**

Thomas W. McIntyre	Director- Appointed
Fortunat Mueller-Maerki	Director- Appointed
Joanne Orr	Director-Elected
Ruth Overton	Director-Elected
Jerry H. Thornsberry	Director-Elected
Eugene R. Volk	Director-Elected

**Ex-Officio members**

Myron J. Mintz	Counsel, NAWCC
J. Steven Humphrey	Executive Director

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

Roger Gendron	Member, Development Committee, Library Committee
Alvin Overton	Member
Hugh Overton	Member, Nominating and Elections Committee
Frank Del Greco	Past Board Chair, Nominating and Elections Committee, Development Committee
Robert Linkenhoker	Member
Alvina Marsolek	Member
Judy Draucker	Past Board Chair, Nominating and Elections Committee, Chapter Relations Committee
Mike Dempsey	Chair, Education Committee

Pam Tischler	Member, Education Committee
Ronald Rowe	Co-General Chair, 2009 National Convention
Joe Orens	Member, Chapter Relations Committee
Lu Sadowski	Chair, Chapter Relations Committee
Beth Hubby	Member
Lee Davis	General Chair, 2010 National Convention
John Connolly	Member, Awards Committee
Ron Kowalski	Member
Jane McIntyre	Member

### **CALL TO ORDER – TUESDAY, JUNE 9, 2009**

With a quorum established, Director Peter Klein called the meeting of the Board of Directors of the National Association of Watch and Clock Collectors, Inc. to order at 8:15 am.

### **CERTIFICATION OF ELECTION RESULTS**

Frank Del Greco, member of the NAWCC Nominating and Elections Committee, presented the certification of the election results received from Trout, Ebersole and Groff, Certified Public Accountants, who were charged with the responsibility of receiving ballots and tabulating members' votes in the 2009 election. The following individuals were duly elected to the 2009 NAWCC Board of Directors to take office in June 2009 for four-year terms:

Joanne Orr (OK)  
 Ruth Overton (MO)  
 Jerry H. Thornsberry (MO)  
 Eugene R. Volk (NC)

Kermit Duckett (TN) was elected to a four-year term on the Nominating and Elections Committee.

Certification of Directors-elect having been received and the appointment of Thomas McIntyre (MA) and Fortunat Mueller-Maerki (NJ) previously confirmed by the outgoing Board, the new Board was declared to be officially seated.

**MOTION:** Director Overton, Seconded by Director Hubby: That Director Peter Klein is elected Chair Pro-Tem of this meeting of the NAWCC 2009-2011 Board of Directors. Motion approved.

**MOTION:** Director Mueller-Maerki, Seconded by Director Orr: That Director Ruth Overton is elected Secretary Pro-Tem of this meeting of the NAWCC 2009-2011 Board of Directors. Motion approved.

Chair Pro-Tem Klein set the procedures of the meeting. Introductions were made by the Board and the guests present.

### **COMMENTS FROM OUTGOING CHAIR**

Outgoing Chair Phil Gregory thanked his Board for their outstanding efforts the past two years. He commented on the School of Horology becoming a source of income; membership recruitment and retention; museum accreditation within the next two years; youth programs and internet activity.

## **APPOINTMENT OF TELLER FOR OFFICERS ELECTION**

Chair Pro-Tem Klein asked the Board to approve the appointment of Frank Del Greco as Teller for the election of Board Officers. Approval was given by a majority vote of the Board.

## **ELECTION OF CHAIR**

**MOTION:** Director Collard, Seconded by Director McIntyre: That John S. Hubby (TX) is elected to the position of Chair, NAWCC Board of Directors for the term of two years (2009-2011).

The Chair Pro-Tem asked for additional nominations from the floor. Hearing none, Mr. Hubby was declared elected by acclamation.

Director Hubby then assumed the office of Chair, thanking Chair Pro-Tem Klein for his service, and proceeded with the election of the remaining officers.

## **ELECTION OF VICE CHAIR**

**MOTION:** Director Mueller-Maerki, Seconded by Director Coulson: That C. David Collard (TX) is elected to the position of Vice Chair, NAWCC Board of Directors for the term of two years (2009-2011).

The Chair asked for additional nominations from the floor. Hearing none, Director Collard was declared elected by acclamation.

## **ELECTION OF SECRETARY**

**MOTION:** Director Orr, Seconded by Director Coulson: That Ruth Overton (MO) is elected to the position of Secretary, NAWCC Board of Directors for the term of two years (2009-2011).

The Chair asked for additional nominations from the floor. Hearing none, Director Overton was declared elected by acclamation.

## **ELECTION OF TREASURER**

**MOTION:** Director Klein, Seconded by Director Bazelon: That Thomas W. McIntyre (MA) is elected to the position of Treasurer, NAWCC Board of Directors for the term of two years (2009-2011).

The Chair asked for additional nominations from the floor. Hearing none, Director McIntyre was declared elected by acclamation.

## **COMMENTS FROM INCOMING CHAIR**

Chair John Hubby addressed the new Board with objectives to be accomplished.

- Improve communications – members, chapters
- Newsletters to members and chapters – electronic and hard copy
- Recruitment of new members – through internet and other ways
- Retention of members
- Development area
- Sponsorships
- Improved Electronic Board Meetings
- Board Calendar

**MOTION:** Director Bazelon, Seconded by Director Klein: That the Board approves the agenda as amended to include all expected business. Motion approved. Voting yea: Bazelon, Bryan, Collard, Coulson, Hubby, Klein, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk. Voting nay: None.

**MOTION:** Director Klein, Seconded by Director Bazelon: 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 (2009-2011), as provided in the Standing Rules, Article III, Section 3. Motion approved. Voting yea: Bazelon, Bryan, Collard, Coulson, Hubby, Klein, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk. Voting nay: None.

### **SUMMARY OF ASSOCIATION STATUS – J. Steven Humphrey**

Executive Director Humphrey gave a summary of the status of the Association:

- Reasons for not renewing membership
- Business membership
- Membership contributions
- Donations and other income sources
- Chapter services
- Business planning

### **TREASURER’S REPORT – Peter Klein**

Director and immediate past Treasurer Peter Klein presented the outgoing Treasurer’s Report. It was noted that the market value of investments and endowment reserves has started to recover from the low reached in early March. None of the present investments appear to be at risk of default. The Finance Committee has recommended that we stay with our current investments and continue to invest available funds in Certificates of Deposits, short term bonds and mutual funds.

**MOTION:** Director Klein, Seconded by Director Coulson: That the following positions are authorized to transact business for the NAWCC Investment Accounts and will require two signatures from June 10, 2009 through June 2011: Chair John S Hubby, Treasurer Thomas W. McIntyre and Executive Director J. Steven Humphrey. Motion approved. Voting yea: Bazelon, Bryan, Collard, Coulson, Hubby, Klein, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk. Voting nay: None

This motion is to establish signature authority for the incoming Chair and Treasurer.

**MOTION:** Director Klein, Seconded by Treasurer McIntyre: That the Net Liquidity Reserve minimum be continued at \$300,000 for six (6) months and that the Finance Committee report monthly on the ongoing value of our investments. Motion approved. Voting yea: Bazelon, Collard, Coulson, Hubby, Klein, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry. Voting nay: Volk. Absent: Bryan

Operating reserves above this number are used routinely for NAWCC operation. Should they fall below this number, the Board is required to authorize any future use of the reserves. The current value is just under \$400,000. In addition, there are Board restricted funds of about \$600,000 that are available for operation should that be required. Our endowments now are just under \$500,000. Only the investment earnings from these can be used as the principal is held in perpetuity.

**MOTION:** Secretary Overton, Seconded by Director Klein: That the following members be and are herewith appointed to the position of chair of the respective named committee for the term 2009-2011:

Awards:	Jim Gilmore (CA)
Bylaws & Procedures:	Renee Coulson (TN)
Chapter Relations:	Lu Sadowski (NY)
Crafts:	Wayne Laning (PA)
Education:	Mike Dempsey (WI)
Ethics:	Tom Brown (AR)
Library Collections:	Fortunat Mueller-Maerki (NJ)
Membership:	Cathy Koolen (ONT, CAN)
Museum Collections:	Bruce Bazelon (PA)
Publications:	Bill Keller (IL)
Research:	Snowden Taylor (NY)
School Advisory:	Ken DeLucca (PA)

Motion was approved by majority vote of the Board by secret ballot for each named individual.

Chair Hubby noted four committee chair positions remain vacant: Development, Internet Advisory, Program and Symposium.

## **REPORTS**

Board assignments – Chair Hubby, Treasurer McIntyre and Director Orr gave brief reports. Board assignments are on going.

Executive Director Humphrey – Review of the FY 2010 Business Plan. Full staff reports will appear in the *Bulletin*.

Executive Director Humphrey – Status of the NAWCC Internet restructuring progress.

Ronald Rowe, Co-General Chair – Status of the 2009 NAWCC Convention.

Lee Davis, General Chair – Status of the 2010 NAWCC Convention.

Treasurer McIntyre – Status and future of the Ward Francillon Time Symposium.

Phil Gregory, Past Board Chair – Status of sites for the 2011, 2012, 2013, 2014 NAWCC National Conventions.

Phil Gregory, Past Board Chair – Status of committees. Committee reports will appear in the *Bulletin*.

Note that all written reports will also be posted on the NAWCC website.

**COMMITTEE APPOINTMENT:** Chair Hubby appointed Vice Chair Collard, Director Bryan, Director Orr and Director Mueller-Maerki to a Special Committee to search for a new Symposium Committee Chair.

Chair Hubby requested a motion for an Executive Session to consider possible candidates for the vacant committee chair positions.

**MOTION:** Director Klein, Seconded by Director Bazelon: That the Board enter Executive Session for the purpose of considering possible candidates for vacant committee chair

positions. Motion approved by majority vote, followed by immediate convening of the Executive Session at 4:00 pm.

The Executive Session was concluded at 5:20 pm and the meeting returned to open session. Chair Hubby reported that no motions were made or action taken in the Executive Session.

**MOTION:** Director Coulson, Seconded by Director Klein: That Vice Chair David Collard is reappointed as chair of the Special Committee "Organization Task Force". Motion approved: Voting yea: Bazelon, Bryan, Collard, Coulson, Hubby, Klein, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk. Voting nay: None.

**MOTION:** Director Bazelon, Seconded by Vice Chair Collard: That we refer the issue of the Convention Committee structure to the Organization Task Force as established. Phil Gregory is appointed Chair of the Convention Committee pending the timely report of the Task Force expected by December 2009. Motion was approved by majority vote of the Board by secret ballot.

**MOTION:** Director Klein, Seconded by Director Thornsberry: To recess the meeting until 8:00 am, Wednesday, June 10, 2009. Motion approved. Voting yea: Bazelon, Bryan, Collard, Coulson, Hubby, Klein, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk. Voting nay: None.

Meeting recessed at 6:10 pm.

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**WEDNESDAY, JUNE 10, 2009**

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 Hubby at 8:00 am.

Chair Hubby requested a motion for an Executive Session to review a personnel matter and matters concerning reported ethics violations.

**MOTION:** Director Bazelon, Seconded by Director Klein: That the Board enter Executive Session for the purpose of review of a personnel matter and to consider reported ethics violations. Motion approved by majority vote, followed by immediate convening of the Executive Session at 8:05 am.

The Executive Session was concluded at 9:00 am and the meeting returned to open session. Chair Hubby reported that no motions were made or actions taken in the Executive Session.

**ANNOUNCEMENT**

Chair Hubby announced the next regular Board of Directors meeting is set for December 4-5, 2009 at the NAWCC Headquarters, Columbia, PA. All Board members are requested to be present December 3 to review staff and school operations. Further, that a review and update of the Strategic Plan will be held the afternoon of December 5.

**STATUS OF CHAPTER 501 (C) (3) REQUIREMENTS – Joe Orens**

Joe Orens, Chapter Relations Committee member, presented information regarding the new IRS requirement for reporting of gross receipts of more than \$5000. This will affect all

chapters based in the United States. The Board agreed to support an information packet to be sent to each chapter describing the requirements and where to find information about steps needed for compliance.

**MOTION:** Secretary Overton, Seconded by Director Coulson: That Director Bill Bryan be and is herewith appointed to the Nominating and Elections Committee for the term 2009-2013. Motion approved. Voting yea: Bazelon, Collard, Coulson, Hubby, Klein, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk. Voting nay: None. Recused: Bryan.

The Bylaws require that one current Board member who is serving his/her last two years on the Board be appointed to this Committee every two years for a four-year term.

**MOTION:** Treasurer McIntyre, Seconded by Director Klein: That the Board of Directors accept and approve the NAWCC audited statement of accounts for fiscal year 2009, as prepared and presented by the auditor, Trout, Ebersole and Groff, LLP. Motion approved. Voting yea: Bazelon, Bryan, Collard, Coulson, Hubby, Klein, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk. Voting nay: None.

### **STATUS OF THE SCHOOL OF HOROLOGY – J. Steven Humphrey**

Executive Director Humphrey reported on the School of Horology operations. Key points were that both the watch and clock courses have been expanded to run for eleven months and will be further expanded to cover a full year with both operating in parallel. Also, the number of students now signed up for two watch classes and clock class is better than budget. The watch service facility and additional classroom space is now operational and a second full time instructor is needed to cover the two watch classes.

**MOTION:** Treasurer McIntyre, Seconded by Director Klein: That the salary cap is increased from \$1,053,000 to \$1,122,000 to allow hiring a second salaried watch instructor for the current fiscal year. Motion approved. Voting yea: Bazelon, Bryan, Collard, Coulson, Hubby, Klein, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry. Voting nay: Volk.

### **STATUS OF THE ANNUAL CHAPTER SURVEY AND CHAPTER CHARTER – J. Steven Humphrey**

Executive Director Humphrey advised that fewer than half the chapters had returned the required documents. Board members were asked to assist the Chapter Relations Committee by contacting those chapters that they belong to or have close association with to encourage completion and return of the documents. With regard to the chapter charter, the Board will consider at the December meeting if further action is needed.

**MOTION:** Director Mueller-Maerki, Seconded by Director Bazelon: That the Board approve and adopt the National Watch and Clock Museum (including the NAWCC Library and Research Center) Ethics Policy Statement document dated June 9, 2009 as standing procedure of the NAWCC. Motion approved. Voting yea: Bazelon, Bryan, Collard, Coulson, Hubby, Klein, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk. Voting nay: None.

This document also covers NAWCC operations generally and is a requirement for accreditation of our Museum by the American Association of Museums, now expected to be achieved within two years. The document will be posted on the NAWCC website.

Chair Hubby announced at 3:00 pm that Vice Chair Collard and Director Klein had been excused for the remainder of the meeting.

**MOTION:** Director Volk, Seconded by Director Coulson: That the final budget as presented for the 2010 National Convention to be held in York, PA is approved with the following change:

Change: Reduce the number of pre-registrations from 1600 to 1400 and the associated dollars.

Motion approved. Voting yea: Bazelon, Bryan, Coulson, Hubby, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk. Voting nay: None. Absent: Collard, Klein.

**MOTION:** Secretary Overton, Seconded by Director Coulson: That the Standing Rules, Article III, Section 2 (a) be amended as follows:

**(a)Regular Meetings**

Regular meetings of the Board will be held according to the Bylaws. Immediately following adjournment of the regular meetings, members present will be invited to provide their comments to the Board.

Motion approved. Voting yea: Bazelon, Bryan, Coulson, Hubby, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk. Voting nay: None. Absent: Collard, Klein.

**MOTION:** Treasurer McIntyre, Seconded by Director Coulson: That the meeting be adjourned. Motion approved. Voting yea: Bazelon, Bryan, Coulson, Hubby, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk. Voting nay: None. Absent: Collard, Klein.

Meeting adjourned at 4:30 pm, June 10, 2009.

Respectfully submitted:

Ruth Overton  
NAWCC Secretary

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