

National Association of Watch and Clock Collectors, Inc.
Board of Directors Meeting
Tuesday, November 17 through Thursday, November 19, 2015
at 8:00 am
Headquarters: Columbia, Pennsylvania

Draft Minutes

BOARD MEMBERS PRESENT FOR THE ENTIRE MEETING

Philip C. Gregory, Chair
Thomas J. Bartels , Vice Chair
Richard Newman, Treasurer
James “Jay” Holloway, Secretary
Chester L. Ekstrand [by phone Wednesday and Thursday]
George F. Goolsby
David A. Lee
Timothy Orr
Ruth Overton
Jerry H. Thornsberry
Eugene R. Volk
Carroll Wolfe

EX-OFFICIO BOARD MEMBERS

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

OTHERS PRESENT FOR ALL OR PART OF THE MEETING

Robert Gary
Fortunat Mueller-Maerki
Frank Del Greco
Adam Harris
John Acker
Hugh Overton
Lee Davis
Patricia Holloway

CALL TO ORDER – Tuesday November 17, 2015 at 8:09 am

With a quorum established, Chair Phil Gregory called the meeting of the Board of Directors of the National Association of Watch and Clock Collectors, Inc. to order.

Chair Gregory 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: Move that the Board approve the agenda as amended to include all expected business. Motion made by Holloway, seconded by Newman:

Yea: Bartels, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe Nay: none Absent: Ekstrand
Motion Approved

Motion: Move that the Board of Directors accept the minutes for the October 2015 meeting. Motion made by Holloway, seconded by Thornsberry:

Yea: Bartels, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe Nay: none Absent: Ekstrand
Motion Approved:

BUDGET PROJECTIONS: Executive Director Humphrey provided an overview of the budget projections, revenue and expenses for 2017 – 2020 with discussions from Board Of Directors. Noted items were the 2% decline of membership, which is a lower trend from earlier years. The Chattanooga National was a success but final numbers on attendance, cost and revenue have not been finalized. Noted the retirement of Nancy Dyer. Health insurance continues to go up (solicited 12 different policies). A goal for next year will be to increase attendance at the museum by increasing group tours.

Motion: Move that a balanced FY17 Budget be created as follows with the included conditions. 1) The FY17 Budget income will include a \$6 dues increase thus providing an income as per Budget B of: \$1,836,750, 2) The FY17 Budget expenditures will be equal to the FY16 Actual/Forecast expenses as is currently projected: \$1,771.811 (note that this includes a projected over-run of \$9,032), 3) Thus the FY17 Budget will provide a net income over expenses of =\$64,939, 4) I propose that the \$50,000 of this difference be used as follows: a) The Executive Director can select additional line item expenditures to be added to the FY17 Budget Expenditures and submit them to the Finance Committee for approval. (Final Board Approval Required). B) The total approved line items shall not exceed +\$50,000 so that the FY17 Budget will remain Balanced, c) The additions can be done at any time during FY17 with full knowledge of actual/future expenditures during FY17.

Motion made by Lee and seconded by Volk.

After extended discussion it was determined for the motion “to lay on the table”.

INVESTMENT POLICY: Richard Newman presented a new Investment policy, which is combining two old policies of 32 pages to one with 6 pages. The returns have been below expectations over the last few years with future growth anticipated to be flat.

Motion: Move that the Board of Directors accept the new investment policy.

Motion made by Holloway seconded by Volk.

Yea: Bartels, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe Nay: none Absent: Ekstrand
Motion Approved:

FUTURE CAPITAL REQUIREMENTS: Steve Humphrey presented a list of future capital requirements. The list had line item detail including anticipated investment and the years moving forward in which the work should be performed. The Board discussed the items

in detail with questions on what could be deferred to later dates.

Motion: Move the Board of Directors to enter into Executive Session. Motion made by Holloway and seconded by Newman.

Yea: Bartels, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe Nay: none Absent: Ekstrand

The Chair announced no motions made or actions taken in the executive session.

EDUCATION REPORT: Katie Knaub, Director of Education, presented a program covering the education program and the requested changes to the program. The goal is to divide the current process, which has two committees, Education and Programs, into 5 committees allowing a greater focus on each area. The five areas are: Curriculum (technical), On-Line Learning, Programs (historical and technical information), Audio Visual, and Watch and Clock Traveling Workshops (Field Suitcase Workshops). Each area will have a committee chair that will select their committee.

Pat Holloway, Program Chair, gave an overview of their efforts and the goals for the coming year. Robert Gary who has been supporting the Audio Visual of programs gave an update of his work and showed examples of the outstanding work he has performed in auditing the programs that have been recorded.

The Board next reviewed the policy on Reserve Revenue, which requires the association to maintain \$400,000 in reserve. The low performance of the investments has allowed the reserve to fall closer to the minimum value. It was discussed that a goal for the financial security to maintain the organization in the future should consist of 3 equal parts: growth of endowment funds, grants and gifts to the association and annual membership.

Tom Bartels reported on Other Revenue Sources and noted there was concern in charging non-members a fee to see and use our website. The Board did discuss ideas for income with no action taken.

Motion: Move that the Board of Directors to move into Executive Session. Motion made by Holloway and seconded by Newman.

Yea: Bartels, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe Nay: none Absent: Ekstrand

Motion Approved:

The Chair announced no motions made or actions taken in the executive session.

Motion: Move that the Board establishes a (3-director) task force for the purpose of identifying common areas of interest between the NAWCC and the AWCI to be chaired by the Board of Directors Vice Chair (Tom Bartels).

The motion was made by Bartels and seconded by Volk.

Yea: Bartels, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe Nay: none Absent: Ekstrand
Motion Approved:

Motion: Move that the Board recess until Wednesday, November 18, 2015. Motion made by Lee and seconded by Volk.

Yea: Bartels, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe Nay: none Absent: Ekstrand
Motion Approved:

WEDNESDAY, NOVEMBER 18, 2015 8:00 am

Motion: Move to call the meeting to order. Motion made by Holloway and seconded by Newman.

Yea: Bartels, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe Nay: none Absent: Ekstrand
Motion Approved:

Motion: Motion for the Board of Directors to move into Executive Session. Motion made by Goolsby and seconded by Thornberry.

Yea: Bartels, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe Nay: none Absent: Ekstrand
Motion Approved:

The Chair announced no motions made or actions taken in the executive session.

MEMBERSHIP: Tim Orr provided an update on the programs to expand membership in the organization. Merritt's and Timesavers are sending out discount coupons with their shipments advertising the opportunity to join the NAWCC. Other future ideas are a similar coupon program for advertisers in the Mart, and expanding coupons to the Business membership to pass out to their clients.

It was suggested we try sending out coupons or information about the NAWCC by auction houses that are friends to our organization. Another idea was to begin ads in wristwatch magazines, which is an area seeing growth from the younger generation of adults.

Motion: Move that the Education Program will be administered by a Coordinator who will have the following committees with chairs: Curriculum, On-line learning, Watch and Clock Traveling Workshops, Programs and Audio Visual. Each committee will be composed of a chair that will select the committee members.

Motion made by Holloway and seconded by Goolsby.

Yea: Goolsby, Holloway, Newman, Overton Nay: Bartels, Lee, Orr, Thornsberry, Volk, Wolfe Absent: Ekstrand
Motion Failed

Motion: Move that the Education Program reporting to the Executive Director and the

Board of Directors Chair consist of the following committees: Curriculum, On-line learning, Watch and Clock Traveling Workshops, Programs and Audio Visual. Each committee will consist of the chair that will appoint the committee members.

Motion made by Holloway and seconded by Newman.

Yea: Bartels, Ekstrand, Goolsby, Gregory, Holloway, Newman, Orr, Overton, Thornsberry, Wolfe Nay: Lee, Volk

Motion Approved:

Motion: Move to approve the Education Chairs: The proposed chairs are:

Curriculum – Terry Casey

On-Line Learning – open

Watch and Clock Traveling Workshops – Mike Dempsey

Audio Visual – Robert Gary

Voting was held by silent vote and noted chairs were approved.

Programs – Pat Holloway (no vote required since she is the current Program Chair)

MUSEUM REPORT: by Noel Poirier, Museum Director: Noel presented a multi-point program which includes seeking local support within the community which has not been as strong as he has hoped, increasing our contact and work with watch and clock manufacturers with displays featuring their products in our museum and gaining their financial support, and greater focus with state area groups that currently support the museum.

The focus in 2015 has been to increase the museum presence on the Internet. This includes Twitter, Linked in, Facebook, Instagram, You-Tube and other media that reaches out to the public and raises awareness of our museum. The museum may now be seen on the Internet with most of the items being cataloged for viewing.

Income ideas are to sell key photos of items within the museum and reaching out to the travel services that schedule bus tours to add the NAWCC to their stops. This requires our investment in attending their conventions to make more contacts with the people who schedule the tours.

LIBRARY REPORT: The library is continuing to improve the archive of data with improved index information on items for check out. Reminded the attendees that they have a large library of programs for education and training.

CHAPTER RELATIONS REPORT by Gene Volk. Gene noted they have 4 goals. 1. Update the chapter handbook every 4 years. A new handbook will be due in January 2019. 2. Chapter survey every two years with the next survey due in April 2017. 3. Send out a chapter's relation's newsletter twice a year. 4. Ensure chapters may receive NAWCC member lists that apply to their area for contact and growth.

Discussion on chapter issues that lack of leadership is a reason for chapters failing. The need for members to step up and take a leading role has been the key issue for a chapter to request their charter to be recalled.

ENDOWMENT PROGRAM: George Goolsby. George presented the goal for the organization in having the budget provided from 3 equal sources: annual membership, endowment earnings and grants and gifts to the organization. A tailored focus to add 2 million to the current 2.5 million endowment along with 3 million in future gifts to reach the 7.5 goals. The total of 7.5 million, based on historic earnings, could provide the 1/3rd yearly budget needed to continue the organization.

To accomplish these goals the needs will be presented to the members with various ways they may support the organization. Our current endowments are focused on the Museum, the Library and Education.

MEMBERSHIP: Pam Lindenberger gave an excellent presentation on the current membership programs. The membership team reaches out to members using the Internet with emails as well as the USPS mail service. Her staff makes personal calls to members who do not automatically renew and encourage them join again. They have good success by showing their concern. The majority of our members are in the US and Canada. Pam noted that her staff fills in across the organization when other staff members are out which allows our national staffing to remain low and effective.

PUBLICATIONS: Therese Umerlik, Editor. The Watch and Clock Bulletin is moving to more color in the publications along with advertising on the front inside, back and back inside covers. Additional advertising will be added to help increase income for the organization. The Mart will see upgraded ads to increase revenue by using our in-house graphic design staff. This magazine will focus on customer services.

Publications are seeking to extend our brand with improved guideline for articles, more articles by members, seeking out more professional relationships and potential special publications in house. They are supporting the museum and museum store, and library-research center with graphic design and printing. One area they are watching closely is on copyright items in articles submitted and Internet publications of our articles.

The 75th anniversary of the NAWCC is coming up and the publications department has begun working on historic information for the bulletin as we move to the date.

The board entered into a discussion for succession of directors if a member was unable to resign due to medical or other reason such as a comma.

Motion: Move that we amend Article III, to add Section 4 to the standing Rules to read as follows:

Section 4: Vacancy in Office

- a) whenever there shall be a vacancy in the office of Chair, Vice-Chair, Secretary, Treasurer or any other officer of the NAWCC, the Board shall fill such office or officers in accordance with article I, Section 2 of the By-Laws.
- b) A vacancy of an office shall occur whenever an officer shall die, resign or while in office or whenever for any reason upon $\frac{3}{4}$ or greater majority vote of the

Board shall determine the office is vacant.

Motion made by Lee and seconded by Newman.

Yea: Bartels, Ekstrand, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe Nay: none

Motion Approved:

Motion: Motion that the Board recess until Thursday, November 19, 2015. Motion made by Holloway and seconded by Wolfe.

Yea: Bartels, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe Nay: none Absent: Ekstrand

Motion Approved:

THURSDAY, NOVEMBER 19, 2015 8:00 AM

Motion: Move to call the meeting to order. Motion made by Jay Holloway and seconded by Rich Newman.

Yea: Bartels, Ekstrand, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe Nay: none

Motion Approved:

Motion: Motion for the Board of Directors to move into Executive Session for personnel issues. Motion made by George Goolsby and seconded by Jerry Thornberry.

Yea: Bartels, Ekstrand, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe Nay: none

Motion Approved:

The Chair announced no motions made or actions taken in the executive session.

David Lee presented additions to the public day policy at regionals. After discussion over how much direction the National should dictate to a Regional the policy was put into a motion for vote.

Motion: Move that the Public Day Policy for Regional and National Conventions be modified as shown: "The entrance fee pricing for Public day shall be proposed by host chapter(s) with approval required by the NAWCC Convention Committee. The following guideline is recommended. The Public Day entrance fee shall be no less than the member entrance fee, but may be higher.

Motion made by Lee and seconded by Volk.

Yea: Bartels, Lee, Orr, Overton, Volk, Wolfe Nay: Ekstrand, Goolsby, Gregory, Holloway, Newman, Thornsberry

Motion Failed:

MEMBERS MESSAGE BOARD: The discussion was about Board of Directors responding to comments on the Message Board. One issue was if the Directors or a Director does not comment, readers might feel the Board does not read or have interest in members concerns. The second issue is if a Director does respond, members may feel they speak

for the entire Board, which is not correct. After much discussion it was determined that each Director should use their judgment on whether to respond to comments on the Member Message Board but they need to put in their comment that they speak only for themselves and not for the Board of Directors.

NATIONAL REPRESENTATION AT REGIONALS: A concern for sending Directors to Regionals is the cost. Regionals have concerns about providing a good forum for the National Rep to speak and respond to member questions. Items that should be at all regionals are: 1. Educational programs, 2. The mart and 3. National Rep interaction with members at a set time and location. Regionals do pay for advertising in the Mart to generate higher attendance. It was also noted that the number of regionals held each year is declining.

ARLINGTON TX 2017 NATIONAL CONVENTION: John Acker, Chapter 124

Mr. Acker presented the updated plan for the 2017 National Convention. Contracts are 'letters of intent' at this time and may not be signed until closer to the convention. The expense and revenue expectations were within historic numbers and expectations. They have goals to partner with a key museum to show clocks, which would increase interest in the Dallas area to gain more attendance and new membership. Local attractions could also increase member attendance with Six Flags, Texas Rangers, water parks, ATT Stadium tours, Dallas downtown, Ft. Worth stockyards and more. The exhibits are scheduled to be Clocks of Joseph Ives and Tools and Techniques in horology.

Motion: Move that the Final Budget for the 2017 Arlington National Convention be approved as provided in the Board Backup Material.

Motion made by Volk and seconded by Newman.

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

Nay: none
Motion Approved:

VISION PLAN 2014-2016: Ekstrand

Director Chet Ekstrand reviewed the 2014-2016 Vision Plan and presented the updates since the June Directors meeting in TN.

SYMPOSIUM COMMITTEE REPORT - Fortunat Mueller-Maerki

A review of the 2015 Symposium was given and noted that it was a success. 2016 Symposium is at the Winterthur Museum in Delaware for October 6-7, 2016. The 2017 Symposium is noted Horology in Art and Art in Horology at the Boston Museum of Fine Arts, October 26-28, 2017.

2018 tentative symposium is Street Clocks – NAWCC Headquarters

Date to be announced 2019 Germany Date and location to be announced

The 2019 Symposium is moving forward to be held in Germany with initial agreement from the German Clock Society to provide \$20,000 to help establish the exhibit and the museum to donate the space for the symposium.

Motion: Move that we pass the 2017 budget as shown. The Executive Director will do his best efforts to identify additional revenue streams and expense reductions to arrive at a balanced budget by fiscal year end, reporting on progress toward that objective quarterly to the board.

Motion made by Newman and seconded by Bartels.

Yea: Bartels, Ekstrand, Goolsby, Gregory, Holloway, Newman, Overton, Thornsberry, Wolfe
Nay: Lee, Orr, Volk

Motion Approved:

National Representation to the Regionals: Chair Gregory selected the Directors for the regionals being held between now and the National in July.

Kentucky Thoroughbred, January 15-16 Gene Volk

Florida Mid-Winter, February 12-14 Rich Newman

Channel Islands, February 18-19 David Lee

Lone Star, March 4-5 Tim Orr

Arizona Sunshine, March 18-19 Chet Ekstrand

Southern Ohio, April 7-9 George Goolsby

River Cities, April 15-16 Tim Orr

Pacific Northwest, May 5-7 Carroll Wolfe

Arkansas Razorback, May 13-14 Ruth Overton

North Coast, May 20-21 Tom Bartels

NOMINATING AND ELECTIONS COMMITTEE: Ruth Overton

Director Overton provided an update on the activity. No major changes noted.

Motion: Move that a committee of 3 Directors, chaired by Jay Holloway, explore potential income opportunities to report back at the January 2016 Board of Directors meeting. Chair will appoint the 2 other committee members.

Motion made by Holloway and seconded by Bartels.

Yea: Bartels, Ekstrand, Goolsby, Gregory, Holloway, Lee, Newman, Orr, Overton, Thornsberry, Volk, Wolfe
Nay: none

Motion Approved:

Motion: Move that the increase in annual membership be approved as presented.

Regular Membership \$8 = \$90

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Introductory 4 month \$5 = \$30

Contributory Brass \$8 = \$110

Contributory Silver \$8 = \$110

Contributory Gold \$8 = \$110

Contributory Platinum \$16 = \$200

Contributory Ruby \$24 = \$290

Contributory Diamond \$32 = \$380

Business Regular \$15 = \$165

Business Silver \$25 = \$275

Business Gold \$0 = \$500

Business Platinum \$0 = \$1,000

Business Ruby \$0 = \$2,500

Effective date for new members 01/01/2016

Effective date for renewals 04/01/2016

Motion made by Newman and seconded by Bartels

Yea: Bartels, Ekstrand, Goolsby, Gregory, Holloway, Newman, Orr, Overton, Thornsberry, Wolfe Nay: Volk Absent: Lee

Motion Approved:

MOTION: Move that the Employer Contribution to the NAWCC Employee Retirement Savings Plan of 5% of compensation as defined in the plan, for the Plan Year 2016 be accepted. Motion made by Overton, seconded by Wolfe.

Yea: Bartels, Goolsby, Gregory, Holloway, Newman, Orr, Overton, Thornsberry, Volk, Wolfe Nay: none Absent: Ekstrand, Lee

Motion Approved:

Overton initiated discussion on the Emergency Preparedness Plan for our organization and the Fiduciary Insurance for the association Officers and Directors.

ANNOUNCEMENTS

Chair Gregory announced the next physical NAWCC Board meeting to be held July 18-19, 2016 in Louisville, KY in conjunction with the NAWCC National Convention.

Next NAWCC webinar Board meeting will be held January 20, 2016, starting 9:00 PM Eastern Time.

MOTION: Move that the meeting be adjourned. Motion made by Holloway, seconded by Goolsby.

Yea: Bartels, Ekstrand, Goolsby, Gregory, Holloway, Newman, Orr, Overton, Thornsberry, Volk, Wolfe Nay: none Absent: Lee

Motion Approved:

Meeting adjourned at 4:00 pm.

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

Jay Holloway, NAWCC Secretary