



National Association of Watch and Clock Collectors, Inc.

Board of Directors Meeting

Tuesday June 7 and Wednesday June 8, 2011 at 8:00 am

Board Room, Overland Park Convention Center, Overland Park, KS

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 7-8, 2011 in Overland Park, Kansas.

BOARD MEMBERS PRESENT FOR ALL OR PART OF THE MEETING

Incumbent members, terms expire 2013

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

Newly appointed or elected members, terms expire 2015

Thomas J. Bartels	Director - Elected
Michael A. Dempsey	Director - Appointed
David W. Dunn	Director –Appointed
Philip C. Gregory	Director – Elected
David A. Lee	Director – Elected
Mary Ann Wahlner	Director – Appointed

OTHERS PRESENT FOR ALL OR PART OF THE MEETING

Roger Gendron	Member, Development Committee, Library Committee
Judy Draucker	Past Board Chair
Jim Gilmore	Co-Chair 2012 National, Awards Committee Chair
John Hubby	Past Board Chair
Bob Linkenhoker	Co-Chair 2012 National

CALL TO ORDER – TUESDAY JUNE 7, 2011

With a quorum established, Outgoing Chair John Hubby called the meeting of the Board of Directors of the National Association of Watch and Clock Collectors to order at 8:05 am.

He then welcomed and introduced members in the audience.

CERTIFICATION OF ELECTION RESULTS

Hugh Overton, member of the Nominating and Elections Committee, presented the certification of the election results received from Ross, Buehler, Falk & Company, LLP, Certified Public Accountants, who were charged with the responsibility of receiving ballots and tabulating member's votes in the 2011 election. The following individuals were duly elected to the 2011 NAWCC Board of Directors to take office in June 2011 for four-year terms:

Thomas J. Bartels (NV), Philip C. Gregory (TX), and David A. Lee (IL).

Renee D. Coulson (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 Michael A. Dempsey (WI), David A. Dunn (PA), and Mary Ann Wahlner (CA) previously confirmed by the outgoing Board to take office in June 2011 for four-year terms, the new Board was declared to be officially seated.

MOTION: Director Bartels, Seconded by Director Wahlner: That Director Philip A. Gregory is elected Chair Pro-Tem of this meeting of the 2011 – 2013 Board of Directors. Motion carried.

MOTION: Director Orr, Seconded by Director Mueller-Maerki: That Director Mary Ann Wahlner is elected as Secretary Pro-Tem of this meeting of the 2011 – 2013 Board of Directors. Motion carried.

APPOINTMENT OF TELLERS FOR OFFICER ELECTIONS

The Board appointed Judy Draucker, Roger Gendron, Bob Linkenhoker as tellers.

MOTION: Director Bartels, Seconded by Director Lee: To abide by Robert's Rules of order regarding the election of the Board Chair. Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Nay: none

ELECTION OF CHAIR

Self-nominations were made by Directors Thomas McIntyre, Ruth Overton, and Gene Volk.

GENERAL CONSENT: That chair nominees make a two-minute talk on what each brings to the table.

Two secret ballots were held with Ruth Overton declared elected as Chair for the term of two years (2011-2013) as the result of the second ballot.

ELECTION OF VICE CHAIR

A self-nomination was made by Director Jerry Thornsberry. The Chair asked for additional nominations from the floor. Hearing none, Director Thornsberry was declared elected as Vice Chair for the term of two years (2011-2013).

ELECTION OF TREASURER

Self-nominations were made for Treasurer by Directors David Lee, and Philip Gregory,

A secret ballot was held with David Lee declared elected as Treasurer for the term of two years (2011-2013).

ELECTION OF SECRETARY

MOTION: Director Orr, Seconded by Director Mueller Maerki: That Mary Ann Wahlner be elected to the position of Secretary for the two-year term of 2011-2013. The Chair asked for additional nominations from the floor. Hearing none, Mary Ann Wahlner was declared elected by acclamation.

MOTION: Secretary Wahlner, Seconded by Director Mueller-Maerki: 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 (2011-2013), as provided in the Standing Rules, Article III, Section 3. Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Nay: none

MOTION: Secretary Wahlner, Seconded by Director Bartels: That the Board approve the agenda as amended to include all expected business. Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Nay: none

MOTION: Director Bartels, Seconded by Treasurer Lee:

WHEREAS, That Bruce Bazelon (PA, 2005-2011), William Bryan (TN, 2003-2011), David Collard (TX, 2005-2011), Renee Coulson (TN, 2007-2011), John Hubby (TX, 2001-2011), and Peter Klein (FL, 2005-2011), have served their respective terms as elected or appointed Directors or Officers of the NAWCC Council and Board of Directors, and

WHEREAS, these NAWCC members have provided their services to the NAWCC in these essential governance positions freely of their own will as volunteers without compensation, serving on behalf and in the interest of this association, its purposes, and its members,

THEREFORE BE IT RESOLVED and incorporated in the minutes of this meeting that they are herewith commended for their exemplary service to the NAWCC and to the NAWCC Board of Directors. Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Nay: none.

EXECUTIVE DIRECTOR’S REPORT

The complete Executive Director’s Report will appear in the October BULLETIN. Publication Dates have been changed to Mart months. There will continue to be six issues per year. Chapter Highlights will be moved to MART magazine allowing for additional space in the BULLETIN for articles.

Chapter Charter Status: There are currently 160 chapters on our rolls. Approximately two thirds have completed and returned the new Chapter Charter documents.

Group Exemption Status- The process was started in 2009. We have been assigned a new agent who asks the same questions. It may be another year before completion.

Museum Accreditation Status: The strategic plan for the museum was not considered sufficient. We are working on an adjusted draft plan to submit to the accreditation committee. Will be submitted to the board for approval. It may take another year.

IT and Internet Projects Update: Projects continue to expand. Videos from library have been added. Must be a member to access. 1200 registered members of 4sale site. 50 – 80 items for sale at any one time. 50% are members, the rest from the public. Watchdig.com is a new blog site for watches.

School of Horology Update: We continue to advertise for additional students. There are currently 13 registered students. We have cut back one instructor. Plans for the additional classrooms are going forward. Several new donations have been received but an additional \$5000 is still needed.

MOTION: Director McIntyre, Seconded by Director Bartels: Resolved, with regard to management of NAWCC Investment Funds, both Long Term and Short Term as defined in approved investment management polices, that the Board herewith elects the total return concept as defined as PA Act 141. Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Nay: none.

MOTION: Director McIntyre, Seconded by Director Bartels: Resolved, That the following positions are authorized to transact business for the NAWCC Investment accounts and will require two signatures, to be in effect from June 7, 2011 through June, 2013. Chair Ruth Overton, Treasurer David Lee, Executive Director J. Steven Humphrey, and Controller Charles Auman. Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Nay: none.

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

MOTION: Secretary Wahlner, Seconded by Director Mueller-Maerki: Resolved, that the FY 2011 NAWCC Audit Report as prepared by Ross Buehler Falk and Company, LLP, be

and is herewith accepted. Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Nay: none.

MOTION: Secretary Wahlner, Seconded by Director Mueller-Maerki: That the Board enter Executive Session for the purpose of discussing an ethics matter. Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Nay: none.

The Executive Session immediately convened at 11:03 am. The Executive Session was concluded at 11:40 am and the meeting returned to open session. Chair Overton reported that no motions were made or action taken in the Executive Session.

MOTION: Secretary Wahlner, Seconded by Director Bartels:

WHEREAS, that former officers Fred King # 72129, Norman W. Johansen #46269, and Pedro L. Perez #157448 of NAWCC Chapter 66, having been found to have improperly attempted removal of said chapter from affiliation with the NAWCC, and further having failed to return funds belonging to said chapter, and

WHEREAS: the aforesaid former officers of Chapter 66, were given ample opportunity to reconstitute the funds in direct negotiations of said chapter, and have continued to refuse any return of the chapter funds, and

WHEREAS, as a result of such failure to respond and refusal,

NOW THEREFORE, be it Resolved this 7th day of June 2011, the aforesaid former officers of Chapter 66 are expelled from membership in NAWCC and as such are prohibited from applying for reinstatement as a member of NAWCC; and

RESOLVED FURTHER, the aforesaid expelled members are prohibited from attending or participating in any activity of the NAWCC, or its chapters or affiliates, including but not limited to Chapter, Regional, Symposium, or National meetings or any library, internet, museum, or research activities.

Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Nay: none.

MOTION: Secretary Wahlner, Seconded by Director Dempsey:

WHEREAS, former NAWCC member David Booth #68657 has been accused of defaulting on a business agreement with NAWCC member Brian Cormier, and

WHEREAS, said former member David Booth has refused to receive any communications from the NAWCC Ethics Committee in the interest of resolving said complaint,

NOW THEREFORE, be it Resolved this 7th day of June 2011, the aforesaid David Booth is expelled from membership in NAWCC and as such is prohibited from applying for reinstatement as a member of NAWCC; and

RESOLVED FURTHER, the aforesaid expelled member is prohibited from attending or participating in any activity of the NAWCC, or its chapters or affiliates, including but not limited to Chapter, Regional, Symposium, or National meetings or any library, internet, museum, or research activities.

Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Nay: none.

According to NAWCC Bylaws Article III Section 2(g), Nominating and Elections Committee, the Board is required to elect a current Board member who is serving his/her last two years on the Board to the Nominating and Elections Committee. The current member (Ruth Overton) is no longer eligible to serve. The issue of interpretation of eligible candidates for the NEC is being referred to the Bylaws and Procedures Committee. Self-nominated candidates are Directors Thomas McIntyre and Joanne Orr. Ballot one was invalid. Ballots two and three resulted in ties.

MOTION: Director Bartels, Seconded by Director Volk: Postpone the election of an NEC member to the Wednesday agenda. Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Nay: none.

MOTION: Secretary Wahlner, Seconded by Director Bartels: That a special committee to be known as the Development Task Force be appointed for the purpose of defining NAWCC plans and policies with regard to development support of all corporate activities for short and long term purposes, further that said committee shall search for a person to be chair of the NAWCC Development Committee with the objective of having such proposed plans, policies, and recommended chair to present to the Board not later than the next physical meeting. Finally, that Vice-Chair Jerry Thornberry be and is wherewith appointed as chair of the Development Task Force, and that Treasurer David Lee, Directors Philip Gregory, Tom McIntyre, and Joanne Orr also be appointed to the committee: other members being appointed by the committee chair as deemed appropriate. Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Nay: none.

MOTION: Director Bartels, Seconded by Director Orr: That a special committee to be known as the Membership Task Force be appointed for the purpose of defining NAWCC plans and policies with regard to increasing membership recruitment and retention, as well as conducting a search for a new membership Committee chair with the objective of having such proposed plans, policies, and recommended chair to be presented to the Board not later than the next physical meeting, Finally, that Director Tom Bartels be and is herewith appointed as chair of the Membership Task Force, and that Director Gene Volk also be appointed to the committee: other members being appointed by the committee chair as deemed appropriate. Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Nay: none.

MOTION: Secretary Wahlner, Seconded by Director Gregory: That a special committee to be known as the Education Task Force be appointed for the purpose of defining NAWCC plans, policies, committee structure and organization with regard to education at all levels of the association with the objective of having such purposes, plans, policies, and other proposals to be presented to the Board not later than the next physical meeting. Finally, that Director Mike Dempsey be and is herewith appointed as chair of the Education Task Force, and that Directors Fortunat Mueller-Maerki and David Dunn also be appointed to the committee; other members being appointed by the committee chair as deemed appropriate. Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Nay: none.

Chair Overton appointed a Special Committee to define the role of the Research Committee and search for a committee chair. Director Tom McIntyre will chair the search and Director Fortunat Mueller-Maerki will serve on the committee.

MOTION: Director Bartels, Seconded by Director Gregory: That the Board enter Executive Session for the purpose of discussing a personnel matter. Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Nay: none.

The Executive Session immediately convened at 4:08 pm. The Executive Session was concluded at 4:32 pm. and the meeting returned to open session. Chair Overton reported that no motions were made or action taken in the Executive Session.

MOTION: Secretary Wahlner, Seconded by Director Orr; That the following members be appointed as chair of the following committees as previously required by Standing Rules Article V Section 2(b) and (f) respectively, each having expressed written agreement to serve. Further, that such appointment is in immediate effect.

Bylaws and Procedures: Mary Ann Wahlner (CA)

Museum Collections: David Dunn (PA)

Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Nay: none.

MOTION: Secretary Wahlner, Seconded by Director Bartels: That the following current NAWCC National Committee Chairs, all having expressed written agreement to continue service, be and are herewith reappointed for another term in their respective positions, as follows:

Awards: Jim Gilmore (CA)

Chapter Relations: Lu Sadowski (NY)

Crafts: Wayne Laning (PA)

Education: Mike Dempsey (WI)

Ethics: Tom Brown (AR)

Library Collections: Fortunat Mueller-Maerki (NJ)

Program: Dennis Radage (CAN)

Symposium: Jim Cipra (CA)

Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Nay: none.

MOTION: Treasurer Lee, Seconded by Director Dunn: To recess the meeting until 8:00 am. Wednesday June 8, 2011. Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Nay: none.

Meeting recessed at 4:40 pm.

WEDNESDAY JUNE 8, 2011

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 8:02 am.

The Board again took up the issue of the appointment of a member of the Board to the NEC. A secret ballot again resulted in a tie. Director Tom McIntyre was elected as the NEC member as a result of a coin toss.

MOTION: Director Gregory, Seconded by Director Bartels: that the Board enter Executive Session for the purpose of discussing a personnel matter. Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Nay: none.

The Executive Session immediately convened at 8:12 am. The Executive Session was concluded at 8:25 am and the meeting returned to open session. Chair Overton reported that no motions were made or action taken in the Executive Session.

MOTION: Secretary Wahlner, Seconded by Director Bartels: That the Board authorize the Convention Committee to proceed with negotiations for the 2014 and 2015 National Conventions, being Milwaukee, WI for June 14-23, 2014, and Chattanooga TN for 2015, as proposed by the National Convention Committee Chair. Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Nay: Gregory.

MOTION: Director Orr, Seconded by Director Gregory: That approval of the Convention Meeting Handbook be postponed until the July Electronic Meeting so there is adequate time for review. Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Nay: none

MOTION: Secretary Wahlner, Seconded by Director Bartels: That the revised Regional Meeting Report Form and the National Representative Report Form be and are herewith approved. Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Nay: none.

It was further agreed that the completed Regional Meeting Report Forms and other Board Back-up documents be posted to Member Central on the NAWCC website.

MOTION: Secretary Wahlner, Seconded by Director Mueller-Maerki: That the proposed Public Day management policy and application/approval form as presented by the Convention Committee to be used by the committee and participating regionals be approved. Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Overton, Thornsberry, Volk, Wahlner. Nay: Orr.

MOTION: Secretary Wahlner, Seconded by Director Mueller-Maerki; That the 2011 annual committee reports provided by the Awards, Bylaws & Procedures, Convention Committee, Library Collections, Museum Collections, NEC, Programs, Publications Advisory, and Research committees have been received by the Board and are herewith accepted. Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-

Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Nay: none.

All committee reports will be published in an upcoming NAWCC publication as well as being posted on the NAWCC website.

MOTION: Secretary Wahlner, Seconded by Director Bartels:

WHEREAS, the 2010 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 efforts 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 2010 National Convention.

Motion carried: Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Nay: none

MOTION: Secretary Wahlner, Seconded by Director Bartels: That the revised Chapter Handbook, as amended be and is herewith approved. Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Nay: none.

MOTION: Director Gregory, Seconded by Secretary Wahlner: That the Board of Directors authorize the granting of a NAWCC Chapter Charter to the Cog Counters, a previously existing organization, as requested by them and recommended by the Chapter Relations Committee: the new chapter to be known as the Cog Counters Chapter #194. Further, on granting of the charter, be it recognized there are a few current members of the Cog Counters who are not NAWCC members, but by right of prior association may continue to be members of the new chapter and participate in all chapter activities so long as they maintain current chapter membership. Such members shall have no other NAWCC privileges. New members joining the chapter will be required to hold NAWCC membership. Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Nay: none.

STRATEGIC PLAN UPDATE:

Chair Overton requested the Board to review the Strategic Plan of the National Association of Watch & Clock Collectors, Inc. ("NAWCC") 2010-2013 for any improvements since 2010 and any suggestions for the future.

Specifics of Goal A are assigned to Directors Dempsey and Orr.

Specifics of Goal B are assigned to Directors Dunn and McIntyre.

Specifics of Goal C are assigned to Directors Mueller-Maerki and Wahlner.

Specifics of Goal D are assigned to Directors Lee and Volk.

Specifics of Goal E are assigned to Directors Bartels and Thornsberry.

Specifics of Goal F are assigned to Directors Gregory and Overton.

SARBANES-OXLEY COMPLIANCE

Executive Director Humphrey reported that a fully independent audit committee was not required for NAWCC. We seem to be in compliance with all other requirements of the Act. Board audit responsibility will be further reviewed by the ED and the Treasurer. Past Chair Hubby suggests that three members of the Board be members of the Finance Committee. This can be accomplished with a change in the Standing Rules.

MOTION: Director Gregory, Seconded by Director Bartels: That the Board enter Executive Session for the purpose of discussing a personnel matter. Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Nay: none.

The Executive Session immediately convened at 11:25 am. The Executive Session was concluded at 11:35 am and the meeting returned to open session. Chair Overton reported that no motions were made or action taken in the Executive Session.

ANNOUNCEMENT:

Chair Overton announced that the next regular Board of Directors meeting is set for December 1, 2 & 3, 2011 at the Corporate Offices in Columbia, PA. All Board members are requested to be present December 1 to review staff and school operations. Further, that a review and update of the Strategic Plan will be held the afternoon of December 3, 2011.

MOTION: Vice-Chair Thornsberry, Seconded by Director Orr: That the meeting be adjourned. Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Thornsberry, Volk, Wahlner. Nay: none.

Meeting adjourned at 12:55 pm.

Mary Ann Wahlner

NAWCC Secretary

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

