

**NAWCC Board of Directors Meeting
December 2-3, 2011
NAWCC Headquarters
Columbia, Pennsylvania**

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 December 2-3, 2011 in Columbia, Pennsylvania.

BOARD MEMBERS PRESENT FOR ALL OR PART OF THE MEETING

Ruth Overton	Chair
Jerry H. Thornsberry	Vice Chair
Mary Ann Wahlner	Secretary
David A. Lee	Treasurer
Thomas J. Bartels	Director
Michael A. Dempsey	Director
David W. Dunn	Director
Philip C. Gregory	Director
Thomas McIntyre	Director
Fortunat F. Mueller-Maerki	Director
Joanne S. Orr	Director
Eugene R. Volk	Director

Ex-Officio Members:

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

OTHERS PRESENT FOR ALL OR PART OF THE MEETING

Frank Del Greco	Past NAWCC Chair, Development Committee, Education Committee, Symposium Committee, Bylaws & Procedures Committee
Roger Gendron	Development Committee, Library Collections Committee
Hugh Overton	Past NAWCC Secretary
Judy Draucker	Past NAWCC President, Past NAWCC Interim Chair, Past NAWCC Secretary, Convention Committee Chair
Jim Cipra	Ward Francillon Time Symposium Chair
John Hubby	Past Chair, Bylaws & Procedures Committee
Beth Hubby	Member

CALL TO ORDER – Friday, December 2, 2011

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 8:00 am.

Chair Overton welcomed the members of the Board and the guests present.

MOTION: Secretary Wahlner, Seconded by Director Dunn: That the Board approve the agenda as presented to include all expected business. **Motion carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Thornsberry, Volk, Wahlner. Voting Nay: None.

DEVELOPMENT TASK FORCE REPORT

Vice Chair Thornsberry reported on the activities and conclusions of the Development Task Force.

The DTF Preliminary Report is available at <http://nawcc.org/index.php/board-of-directors/back-up-materials/2011-bod-backup-material>

The final report will be posted to the same site as it is completed.

MEMBERSHIP TASK FORCE REPORT

Director Bartels reported on the activities and conclusions of the Membership Task Force.

The Marketing Department Preliminary report is available at <http://nawcc.org/index.php/board-of-directors/back-up-materials/2011-bod-backup-material>

The final report will be posted to the same site as it is completed.

MOTION: Treasurer Lee, Seconded by Director Orr: That the report of the Membership Task Force be supported and accepted and turned over to the Membership Committee for implementation. **Motion carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Thornsberry, Volk, Wahlner. Voting Nay: None.

EDUCATIONAL TASK FORCE REPORT

Director Dempsey reported on the activities and conclusions of the Educational Task Force.

The Education Task Force (report) is available at <http://nawcc.org/index.php/board-of-directors/back-up-materials/2011-bod-backup-material>

The final report will be posted to the same site as it is completed.

MOTION: Director Bartels, Seconded by Director Mueller-Maerki: That the Board accept and support the report as presented. **Motion carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Thornsberry, Volk, Wahlner. Voting Nay: None.

REVIEW OF FY12 BUDGET AND FINANCIAL REPORT

Executive Director Humphrey presented an original estimate of the FY 12 budget and a revised FY 12 budget in an attempt to present a balanced budget to the Board. It appears there will be a budget shortage in excess of \$92,500. He also presented an estimated budget for FY 13, which will be presented to the Board for approval in the April 2012 meeting. Treasurer Lee also presented a listing of major projects required to adequately maintain the premises into the future.

MOTION: Secretary Wahlner, Seconded by Director Mueller-Maerki: That the Board enter into Executive Session for the purpose of discussing a personnel matter. **Motion carried.**

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

The Executive Session immediately convened at 1:05: pm. The Executive Session was concluded at 1:20 pm and the meeting returned to open session. Chair Overton reported that no motions were made or action taken in the Executive Session.

EXECUTIVE DIRECTOR REPORTS

Executive Director Humphrey reported on the current status of the following:

Publications, Membership, Communications, Museum/Library, Education, and facilities.

The complete Executive Director's Report will appear in the January MART.

DEVELOPMENT AND ANNUAL FUND REPORT

Executive Director Humphrey reported that the Annual Fund for the period of April 1, 2010 to November 1, 2011, had received \$26,057. A third reminder will be sent in February. He discussed donation, estate gifts, the Heritage Society, CGA, and IRA rollovers. He further stated that NAWCC is in need of a gift acceptance policy which will be presented to the Board for approval in January-February 2012 after the new Development Committee Chair and committee has reviewed the new policy.

IT AND INTERNET PROJECTS REVIEW AND UPDATE

Executive Director Humphrey and Director McIntyre reported that there are 33,388 registered members of the message board. 3000 members have logged on in the last 30 days. The 4Sale site has 1700-1800 registered members but only 50 to 70 items listed for sale at any one time.

MEET WITH DEVELOPMENT CONSULTING FIRM

At the request of Vice Chair Thornsberry as Chair of the Development Task Force the board met with Chuck Bentz of the Novis Group. Mr. Bentz stated that most of his clients over the last thirty years are museums. He explained the process, actions, and fees required for a Capital Fund Campaign.

MUSEUM ACCREDITATION STATUS AND PLANS

Director Dunn stated that the Accreditation Committee had been dissatisfied with the Strategic Plan for NAWCC, as it did not address the Museum. A new strategic plan addressing only the museum has been drafted and will be forwarded to the Accreditation Committee.

The NWCM 5 year Strategic Plan may be viewed at: <http://nawcc.org/index.php/board-of-directors/back-up-materials/2011-bod-backup-material>

MOTION: Director Dunn, Seconded by Director Bartels: That the Strategic Plan 2012-2017 be adopted by the Board of Directors as the official Strategic Plan of the NWCM.

Motion carried.

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Thornsberry, Volk, Wahlner. Voting Nay: None.

SCHOOL OF HOROLOGY REPORT

Executive Director Humphrey reported on the current number of students, the efforts to seek additional students for the coming year and the continuing efforts of the Service Center.

SCHOOL OF HOROLOGY BUSINESS PLAN

MOTION: Director Volk, Seconded by Treasurer Lee: That the Executive Director provide the current school plan to maintain a balanced budget for actual school enrollment. Information on recruiting, development and repair income could be included.

Motion carried.

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Thornsberry, Volk, Wahlner. Voting Nay: None.

RESEARCH TASK FORCE REPORT

Director McIntyre reported that he had completed his task of seeking a Research Committee Chairman and the name of a candidate will be brought to the Board on Saturday, December 3.

Meeting recessed at 5:35

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SATURDAY DECEMBER 3, 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.

MOTION: Secretary Wahlner, Seconded by Director Bartels: That the Board enter into Executive Session for the purpose of discussing a personnel matter and committee chairs. **Motion carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Thornsberry, Volk, Wahlner. Voting Nay: None

The Executive Session immediately convened at 8:05 am. The Executive Session was concluded at 10:20 am and the meeting returned to open session. Chair Overton reported that no motions were made or action taken in the Executive Session.

MOTION: Director Volk, Seconded by Mueller-Maerki: That Jerry Thornsberry (MO) be nominated to be Chair of the NAWCC Development Committee. **Motion carried** by required majority. Vote was by secret ballot.

MOTION: Director Volk, Seconded by Director Orr: That Thomas Bartels (NV) be nominated to be Chair of the NAWCC Membership Committee. **Motion carried** by required majority. Vote was by secret ballot.

MOTION: Director McIntyre, Seconded by Director Dempsey: That Andrew Dervan (MI) be nominated to serve as Chair of the NAWCC Research Committee. **Motion carried** by required majority. Vote was by secret ballot.

MOTION: Director Mueller-Maerki, Seconded by Director Dunn: That the Board accepts the report of the Development Task Force. **Motion carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Thornsberry, Volk, Wahlner. Voting Nay: None

MOTION: Director Mueller-Maerki, Seconded by Director McIntyre: That the Novis Group be retained at a cost not to exceed \$18,000 plus expenses to launch phase one of a major endowment and capital fundraising campaign. **Motion carried** by required majority. Vote was by secret ballot.

The funding for Phase I has been funded by personal donations from the entire Board of Directors and NAWCC guests in attendance at the board meeting.

Ward Francillon Time Symposium Reports

NAWCC Symposium Committee Chair Jim Cipra reported on the 2011 Cincinnati Symposium held October 20-22, 2011 with a total attendance of 100. Final financial report is still under review.

The 2012 Symposium will be held on October 11-13, 2012 at the Ramada Mall of America in Bloomington, MN. Subject: Carriage Clocks. The James Arthur lecture is a philosophical lecture whose subject is the choice of the speaker.

The 2013 Symposium will be held in November at Cal Tech in Pasadena, CA: subject: Public Time. Cal Tech is interested in producing the "Proceedings". It will be an international symposium on the level of the Harvard Symposium held a number of years ago.

MOTION: Secretary Wahlner, Seconded by Director Mueller-Maerki : That the proposed budget for the 2012 Ward Francillon Time Symposium on the subject of “Carriage Clocks” be approved. **Motion carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Thornsberry, Volk, Wahlner. Voting Nay: None

The 2012 budget may be viewed at: <http://nawcc.org/index.php/board-of-directors/backup-materials/2011-bod-backup-material>

BYLAWS AND PROCEDURES COMMITTEE REPORT

Secretary Wahlner discussed the activities of the Bylaws & Procedures Committee for the past six months in regard to the Motions and Directives documents and outlined activities for the coming year.

EXECUTIVE DIRECTOR DELEGATION OF AUTHORITY

MOTION: Secretary Wahlner, Seconded by Director Gregory: That the NAWCC Board of Directors adopt the Delegation of Authority to the Executive Director as attached.

MOTION: Director Volk, Seconded by Director Dempsey: That the motion be tabled. **Motion carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Thornsberry, Volk, Voting Nay: Wahlner.

EMERGENCY PREPAREDNESS PLAN

MOTION: Secretary Wahlner, Seconded by Director Mueller-Maerki: Resolved, that the Executive Director being responsible for the creation and maintenance of an emergency preparedness plan for all activities at our corporate facilities in Columbia, PA. Should conduct reviews of said plan or appropriate parts thereof with local emergency authorities at least bi-annually or more frequently if required, as well as with other authorities that may require such plans. Further that the Board be informed at each winter meeting of the status of such plans and modifications thereto as well as the outcome of the periodic reviews and exercises with authorities. **Motion carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Thornsberry, Wahlner. Voting Nay: Volk.

TREASURER’S REPORT

Treasurer Lee stated that he would be making three motions later in the meeting.

MOTION: Director Volk, Seconded by Treasurer Lee: That the Board enter into Executive Session for the purpose of discussing a personnel matter. **Motion carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Thornsberry, Volk, Wahlner. Voting Nay: None

The Executive Session immediately convened at 2:25 pm. The Executive Session was concluded at 2:32 pm and the meeting returned to open session. Chair Overton reported that no motions were made or action taken in the Executive Session.

RP/iMIS INTEGRATION PROJECT REPORT

Director Volk reported that the integration of the on-line registration would be automatic. This registration goes through iMIS credit card processing for which there is a small charge. It needs to have a live test on an upcoming Regional.

NATIONAL CONVENTION REPORTS

NAWCC Convention Committee Chair Judy Draucker reported that the 2011 Overland Park Convention resulted in net proceeds to NAWCC of \$49,975.00.

Secretary Wahlner gave an update of the 2012 Pasadena Convention.

Contracts for the 2013 Convention in Dayton are in place. The final budget will be presented to the Board for approval in February 2012. There is no formal proposal as yet for the 2014 Milwaukee Convention. Chattanooga, TN is being considered as the 2015 site with Richmond, VA being considered for 2016.

The Regional Handbook will be ready for Board review and approval in January-February, 2012.

MOTION: Director Bartels, Seconded by Director Dempsey: That we approve June 14-17, 2014 for the National Convention in Milwaukee, WI. **Motion carried.**

Voting Yea: Bartels, Dempsey, Dunn, Lee, McIntyre, Mueller-Maerki, Orr, Thornsberry, Volk, Wahlner. Voting Nay: Gregory

ELECTRONIC MEETING PROCEDURE

MOTION: Secretary Wahlner, Seconded by Director Dunn: To bring back from the September, 2011 meeting the motion to approve the Revised Electronic Meeting Procedures. **Motion carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Thornsberry, Volk, Wahlner. Voting Nay: None

MOTION: Director Volk, Seconded by Treasurer Lee: To replace all of the electronic procedure within the current motion except for "Procedure for Confirmation of Director Appointments" with the following

Electronic Meeting Procedure

A Board of Directors electronic meeting will be convened on the first day on the month following each physical board meeting. The electronic meetings will be conducted in accordance with the current version of Robert's Rules of Order with the addition of the following specific changes:

- 1) Motions may be made at any time during the meeting.
- 2) Motions made must be seconded within 2 calendar days from the date the motion was made or the motion will be removed from the floor.
- 3) Discussion shall be open for 10 calendar days following the motion second.
- 4) Voting will take place for 2 days following the close of the discussion period.
- 5) The electronic meeting will be closed for the last day of the month which precedes the next physical meeting unless business is pending and a privileged motion to adjourn to the starting time and date of the next physical meeting is made and approved.

- 6) Chair will specify the start and closing date of each element of the motion (second, discussion, and voting).

Chair Overton passed the gavel to Vice Chair Thornsberry.

MOTION: Director McIntyre, Seconded by Director Dempsey: To amend the above motion to provide member access to the NAWCC Board of Directors Electronic meeting with procedures to be provided.

Amendment #2 **Motion failed.** Voting Yea: Dempsey, Lee, McIntyre, Volk. Voting Nay: Bartels, Dunn, Gregory, Mueller-Maerki, Orr, Overton, Thornsberry, Wahlner.

Amendment #1 **Motion failed.** Voting Yea: Bartels, Dempsey, Lee, Volk, Voting Nay: Dunn, Gregory, McIntyre, Orr, Overton, Thornsberry, Wahlner. Abstention: Mueller-Maerki.

Return to the main motion. **MOTION:** Secretary Wahlner, Seconded by Director Orr: That the revised Electronic Meeting Procedure be amended as follows:

- 1) Change date of approval to December 3, 2011 (all pages).
- 2) Add a new sentence under item 7 at the end (on page 4 of 12) If the proposer does not open a new discussion topic within 24 hours following restatement of the motion by the Chair, any Director may do so to enable the meeting to proceed.
- 3) Change date of the 18th to the 17th under Item A of the Suspension of Rules Procedure.

Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Overton, Volk, Wahlner. Voting Nay: Thornsberry.

Main motion (the original Electronic Meeting Procedure which was postponed to this meeting) **failed** as no majority reached. Voting Yea: Gregory, McIntyre, Mueller-Maerki, Orr, Overton, Wahlner. Voting Nay: Bartels, Dempsey, Dunn, Lee, Thornsberry, Volk, Gavel returned to Chair Overton.

MOTION: Director Dempsey, Seconded by Director Bartels: That the Board enter into Executive Session for the purpose of discussing a personnel matter. **Motion carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Thornsberry, Volk, Wahlner. Voting Nay: None

The Executive Session immediately convened at 3:50 pm. The Executive Session was concluded at 3:58 pm and the meeting returned to open session. Chair Overton reported that no motions were made or action taken in the Executive Session.

MOTION: Director Orr, Seconded by Director Bartels: That the NAWCC Board of Directors award Special Commendations to William F. Keller and Snowden Taylor, outstanding members and mentors who have provided decades of leadership and publications that inspired others to research, learn and restore, thereby keeping the spirit of horology burning brightly. **Motion carried.**

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

MOTION: Treasurer Lee, Seconded by Director Bartels: To accept a revised FY12 actual/forecast of \$74,628 loss and balance it by taking up to \$27,000 from the Museum/Library Fund and \$48,000 from the Heritage Fund, both Board Restricted Funds. **Motion carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Thornsberry, Wahlner. Voting Nay: Volk.

MOTION: Treasurer Lee, Seconded by Secretary Wahlner: That we transfer \$55,000 over the next three and one half months from the Heritage Fund, a Board Restricted Fund, to allow the most severe maintenance/replacement items to be taken care of as agreed between the Treasurer and the Executive Director. **Motion carried**

Voting Yea: Bartels, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Thornsberry, Wahlner. Voting Nay: Dempsey, Volk.

MOTION: Treasurer Lee, Seconded by Director Gregory: To apply some sorely needed maintenance to our single greatest assets, our staff, in the form of a holiday gift from the Board of Directors and membership in thanks for a job well done and in anticipation of their helping us help the NAWCC back to a sound footing again during FY13. These funds to be taken from the Heritage Fund, a Board Restricted Fund, in an amount not to exceed \$20,000. This bonus is only to be paid to those who have been in our employ six months or more regardless of full or part time.

MOTION: Director McIntyre, Seconded by Secretary Wahlner: To amend the motion to permit the Executive Director to distribute the funds, as he deems appropriate. **Motion carried.**

Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Thornsberry, Wahlner. Voting Nay: Volk.

Main motion carried. Voting Yea: Bartels, Dempsey, Dunn, Gregory, Lee, McIntyre, Mueller-Maerki, Orr, Thornsberry, Volk, Wahlner. Voting Nay: None

STRATEGIC PLAN REVIEW

The Board of Directors reviewed the 2010 -2013 Strategic Plan for progress, or lack thereof, on goals and objectives.

MOTION: Secretary Wahlner, Seconded by Director Bartels: That the meeting be adjourned at 5:10 pm. **Motion carried** unanimously.

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

Please send all comments and questions to the NAWCC Secretary at walnut@cox.net All responses will be forwarded to the Board for their review.

Mary Ann Wahlner

NAWCC Secretary