

**NAWCC Board of Directors Meeting**  
**December 5-6, 2008**  
**NAWCC Headquarters**  
**Columbia, Pennsylvania**

*Minutes*

Upon due notice, made and received, the Board of Directors of the National Association of Watch and Clock Collectors, Inc. met on December 5-6, 2008 at the NAWCC Headquarters, Columbia, Pennsylvania.

**Board Members Present for all or part of the meeting:**

Philip C. Gregory	Chair
John Hubby	Vice Chair
Peter Klein	Treasurer
Gary Landis	Secretary
Bruce S. Bazelon	Director
William R. Bryan	Director
C. David Collard	Director
Renee D. Coulson	Director
Frank A. Del Greco	Director
Craig H. Grosby	Director
Thomas W. McIntyre	Director
Joanne S. Orr	Director
Myron J. Mintz	Legal Counsel
J. Steve Humphrey	Executive Director

Guests Present for all of part of the meeting:

Judy Draucker	Past President
Roger Gendron	Member, Library Collections Committee
Fortunat Mueller-Maerki	Vice Chair, Library Collection Committee

**Call to Order – Friday, December 5, 2008**

With a quorum established, Chair Philip C. Gregory called the meeting of the Board of the National Association of Watch and Clock Collectors, Inc. to order at 8:15 a.m. The Chair welcomed those present.

**Financial Review FY 2009 – Treasurer Klein**

The current financial situation through November 2008 and projected through March 2009 was reviewed with information provided by Treasurer Klein and Executive Director Humphrey. Receipts are below budget, but expenses are also down. Projection indicates a deficit of at least \$135,000 in operating funds because of lower donations, grants and dues revenue. Net Liquidity Reserves went below the \$400,000 minimum at the end of November, requiring Board action. No emergency meeting was necessary because the

December Board meeting was scheduled. This reserve requirement is a trip wire to allow the Board to review the business plan and change if warranted.

It was noted that present Bylaw requirements for approval of emergency meetings make such meetings virtually impossible to convene in a timely manner. The Board needs to address the requirements and provide a workable procedure..

### **FY 2010 Budget Review – Finance Committee – Treasurer Klein**

Treasurer Klein presented and reviewed the Finance Committee proposed budget through 2012, with actuals through 2008. Income is down, due to lack of Pennsylvania State Grants, membership decreases, decreases in charitable giving, the economy, etc. In light of this situation, expenses have been reduced for the 2010 budget. The budget will be addressed for approval in the Saturday session.

**Action Item Status Reports** were given on the following subjects:

- **Spot A Clock** – Approximately 500 clocks now in database. Director Orr recommended using PowerPoint presentation for publicity, contact and/or partner with state historical societies. Director Del Greco questioned the value of the program. Others suggested encouragement of Chapter projects, including restoration. Director Orr agreed to review future of this program and report to the Board.
- **Research Committee Strategic Plan** – Director Bryan furnished several suggested actions that the Research Committee could be chartered to undertake. He will continue discussions with the committee to determine future action.
- **Library Collection Plan** – Director Grosby presented details of this plan. A mission statement is being prepared, work is continuing on revenue generation ideas and an ongoing scanning process by volunteers is occurring.
- **Education** – Director Coulson provided a written summary of all educational projects underway., Copies are available for those interested.
- **Message Board Use** – Director McIntyre stated that six Directors are registered users on the NAWCC Message Board.. A new name is under consideration to more accurately reflect its purpose, such as the NAWCC Community Center.
- **Music Box Society support for 2009 National** – Treasurer Klein reported that obtaining support had not been successful and there are no plans for a show at the national.
- **Directive copies for Board members** – Vice Chair Hubby provided current copies of the two documents “Standing Rules” and “Motions and Directives of the Board” to all Board members by email. Copies of committee operating procedures from the “Red Book” will be provided later.

### **Business Plan Review**

A discussion was held concerning the Action/Business Plan that Chair Gregory previously issued (dated May 30, 2008). Each Director provided a status update of the area of responsibility he/she had volunteered for at that time. These included: Education, Director Coulson; Museum, Director Bazelon; Publications, Director Bryan; Library, Director Grosby; Membership, Director Orr; Chapters, Director Collard; School of Horology, Treasurer Klein; Conventions, Secretary Landis; Web Presence, Director McIntyre; Development, Director Del Greco; Board Operations, Vice Chair Hubby; and National Operations, Chair Gregory.

Executive Director Humphrey was asked to prepare a business plan for 2009. The Board will review, critique, and provide feedback.

Listed below are a few highlights of the above reports. This list is not inclusive and should be of interest to the membership.

- Need funds to expand the educational activities, e.g., online programs.
- Need to continue publicizing museum to the members. Keep using magazines, and consider YouTube.
- As money becomes available, will build an online site for NAWCC publications.
- Library catalogs are now online. Periodicals will be online by the end of 2008. Working toward new software for the future.
- The major chapter membership growth is Japan, followed by San Fernando, California, and the Ohio Buckeye Chapter third.
- The Chapter Charter document is completed and ready for Board approval, to be issued to all Chapters within the next few weeks.
- The Chapter Handbook is ready for Board approval; to be issued together with the Chapter Charter documents
- Recommend that the Chapter Relations Committee write a column for the Bulletin. The Development Committee should interrelate with the Chapter Relations Committee. Should work together to accomplish fundraising. Also, work more closely globally to promote NAWCC.
- The 2010 Convention will be at York, Pennsylvania.
- It was suggested that the NAWCC Bylaws be simplified. They are too complex and this prevents effective management of the society.

A recess was called at 12:15 p.m.

The meeting was reconvened at 1:00 p.m. with Chair Gregory presiding.

**MOTION:** Made by Treasurer Klein and seconded by Director Del Greco: That the NAWCC Board of Directors go into Executive Session to discuss skills required of future

board members, to discuss NEC candidate selection criteria involving personal information and future needs and activities. Motion approved. Voting yea: Bazelon, Bryan, Collard, Coulson, Del Greco, Grosby, Hubby, Klein, Landis, McIntyre, Orr. Voting nay: none.

Chair Gregory declared at 1:30 p.m. that the Executive Session was concluded with no decisions or actions taken.

**MOTION:** Made by Director Del Greco and seconded by Director Grosby: Resolved: Article VIII. CONVENTIONS AND REGIONAL MEETINGS, Sections 1 – 6 are renumbered as Sections 2 – 7, with a new Section 1 added as follows:

#### Section 1. Purposes of National Conventions and Regional Meetings

The purposes of national conventions and regional meetings are:

- (a). To provide an opportunity to educate Members and the public in all areas of horology;
- (b). To provide a venue where Members can exchange horological items and acquire parts and supplies for the repair, restoration, and conservation of such items;
- (c). To provide a convenient location where special interest chapters and committees may hold meetings;
- (d). To provide an opportunity to promote camaraderie and discussion among Members, and among Members and the public;
- (e). To provide a convenient location to present awards to deserving individuals;
- (f). To provide opportunities to present to the public the benefits and services offered by membership, using the policies (e.g., escorted visitor policy) contained within these Standing Rules.
- (g). To provide a convenient location for a representative of the Board of Directors to share the current status and future plans of NAWCC;
- (h). In the case of national conventions, to provide a convenient location for the Annual Membership Meeting; and
- (i). In the case of national conventions, to produce a substantial cash surplus from the event. In the case of regional meetings, it is up to the hosting chapters as to the amount of surplus, if any, to be produced.

Motion approved. Voting yea: Bazelon, Bryan, Collard, Coulson, Del Greco, Grosby, Hubby, Klein, Landis, McIntyre, Orr. Voting nay: none.

A recess was called at 5:30 p.m.

The meeting was reconvened at 5:45 p.m. with Chair Gregory presiding.

**MOTION:** Made by Treasurer Klein and seconded by Vice Chair Hubby: Resolved: That the NAWCC Board of Directors go into Executive Session to discuss personnel issues. Voting yea: Bazelon, Bryan, Collard, Coulson, Del Greco, Grosby, Hubby, Klein, Landis, McIntyre, Orr. Voting nay: none.

Chair Gregory declared at 7:30 p.m. that the Executive Session was concluded with no decisions or actions taken.

**MOTION:** Made by Treasurer Klein and seconded by Director Coulson: Resolved: That the meeting be recessed until 8:00 a.m. on Saturday, December 6, 2008. Motion approved. Voting yea: Bazelon, Bryan, Collard, Coulson, Del Greco, Grosby, Hubby, Klein, Landis, McIntyre, Orr. Voting nay: none.

**Saturday, December 6, 2008**

Having ascertained the presence of a quorum, the NAWCC Board of Directors meeting was reconvened by Chair Gregory at 8:00 a.m.

**MOTION:** Made by Vice Chair Hubby and seconded by Treasurer Klein: Resolved: Permission is hereby given to allow Director Del Greco and Member Judy Draucker to release to the NEC or others, at their discretion, criteria collected in the first Executive Session regarding skills suggested for future NAWCC Board of Director members. Motion approved. Voting yea: Bazelon, Bryan, Collard, Coulson, Del Greco, Grosby, Hubby, Klein, Landis, McIntyre, Orr. Voting nay: none.

**2010 York, Pennsylvania Convention Update**

Lee Davis, the 2010 York, Pennsylvania Convention Coordinator joined the meeting. A discussion was held with positive reaction by all attendees. Suggestions were solicited from the Board of Directors. The dates selected for the convention are June 16-20, 2010. Lee has asked for suggestions and input from everyone. The preliminary 2010 Convention was approved at the last meeting. The final budget will be presented on or before May 1, 2009.

**MOTION:** Made by Director Coulson and seconded by Director McIntyre: A review has been completed by the Ethics Task Force (Tom Brown, AR; Tom Spittler, OH; Nick and Judy Bonura, LA; Patti Moore, OH; Barbara Barnes, CA; Janet Oechsle, NY and Douglas Minty, Australia) of the Employee Conduct and Work Rules Section of the NAWCC's Employee Handbook. The suggested changes have been provided to the Executive Director and a motion is made requesting the Executive Director to develop a separate ethics section to be incorporated in the Employee Handbook using any suggested changes as needed. The Ethics Document will be presented to the Board of Directors for approval. Motion approved. Voting yea: Bazelon, Bryan, Collard, Coulson, Del Greco, Grosby, Hubby, Klein, Landis, McIntyre, Orr. Voting nay: none.

**MOTION:** Made by Vice Chair Hubby and seconded by Treasurer Klein: Resolved: That the revised Board of Directors Code of Ethical Conduct as presented by the Ethics Review Task Force, be and is herewith approved. Motion approved. Voting yea: Bazelon, Bryan, Collard, Coulson, Del Greco, Grosby, Hubby, Klein, Landis, McIntyre, Orr. Voting nay: none.

**MOTION:** Made by Director Coulson and seconded by Secretary Landis: Resolved: That the recommended Members Code of Ethical Conduct as presented by the Ethics Review Task Force be and is herewith approved. Motion approved. Voting yea: Bazelon, Bryan, Collard, Coulson, Del Greco, Grosby, Hubby, Klein, Landis, McIntyre, Orr. Voting nay: none.

**MOTION:** Made by Director Collard and seconded by Secretary Landis: Resolved: That a new Chapter Charter Document be approved and adopted for the purpose of renewal of the charter for all existing NAWCC Chapters and for chartering of new chapters authorized subsequent to this directive. Further, that individual charter documents for each existing chapter be prepared and forwarded to the chapters for their signature and confirmation of acceptance, to be completed and returned to the Executive Director for permanent record by June 1, 2009. Motion approved. Voting yea: Bazelon, Bryan, Collard, Coulson, Del Greco, Grosby, Hubby, Klein, Landis, McIntyre, Orr. Voting nay: none.

The proposed document, appropriately modified for existing and new chapters, may be found at [http://www.nawcc.org/headquarters/members/Chapter\\_Charter\\_Proposal.pdf](http://www.nawcc.org/headquarters/members/Chapter_Charter_Proposal.pdf)

**MOTION:** Made by Director Collard and seconded by Director Coulson: Resolved: That a revised Chapter handbook (draft dated 12-04-08) is approved pending editorial modification. Motion approved. Voting yea: Bazelon, Bryan, Collard, Coulson, Del Greco, Grosby, Hubby, Klein, Landis, McIntyre, Orr. Voting nay: none.

#### **Regional Meetings Offering a Public Day**

Vice Chair Hubby provided a statistics report for all regional meetings offering a public day (copy attached). Five out of the seven regional meetings who offered a public day increased total attendance. Options were discussed regarding “buyer orientation” as well as other options. It was suggested that the Board of Directors should control the public day and set parameters. The report was discussed with no further action required.

**MOTION:** Made by Director Bazelon and seconded by Director Collard: Resolved: That the Board of Directors approve the October, 2008 list of items recommended for deaccession from the permanent collections of the NAWCC Museum, as recommended and revised by Museum Staff and the NAWCC Museum Collections Committee. Motion approved. Voting yea: Bazelon, Bryan, Collard, Coulson, Del Greco, Grosby, Hubby, Klein, Landis, McIntyre, Orr. Voting nay: none.

#### **Deaccession at 2009 National Convention**

A discussion was held with Director Bazelon regarding the deaccession of the museum items at the Grand Rapids National Convention in June 2009. It was agreed that this presented a good opportunity to hold an auction in order to dispose of these items. This approach will be further pursued by Chair Gregory and Director Bazelon.

#### **Internet Strategy and Background**

Director McIntyre provided a report regarding future approaches and the opportunities for NAWCC to increase income by using online approaches. It was agreed that Director McIntyre should be commended for his efforts in assisting Headquarters in all the IT systems development and implementation. He has spent a great deal of time on these endeavors.

One opportunity that was discussed is the possibility to provide auction services online. This will be further investigated with additional information to be provided by February 2009. No further action was taken.

### **Chapter 185**

Chapter 185 was discussed and the conclusion was that the Board will take no further action at this time.

**MOTION:** Made by Director Del Greco and seconded by Vice Chair Hubby: Resolved: The board of directors shall use the following guidance in selecting, orienting, and supervising a chairperson of the convention committee.

#### Part A: General

1. The purpose of the convention committee is to ensure that national conventions and regional meetings are planned, scheduled, and conducted fairly, with low risk (liability), and in accordance with NAWCC's bylaws and standing rules.
2. The convention committee chair and his committee members shall take overall direction from the board. In case of disputes and irreconcilable differences in opinions, the board makes the final decision.
3. The convention committee chair shall populate his committee with the skills necessary to complete the required assignments, tasks, and projects.
4. The convention committee chair shall generate an annual report of activities, including statistics covering the last year's national convention and regional meetings. Such statistics shall include, but not be limited to, number of attendees, number of tables sold, various costs to attendees, etc. The report shall be due and submitted to the board chair one month prior to each national convention and a condensed report submitted to the editorial staff in time for publication in the October Bulletin.
5. The convention committee chair shall submit a detailed, next fiscal year committee budget to the board chair by November 1 of each year, with a copy to the executive director, for board approval.
6. The convention committee shall maintain a collaborative posture with chapters hosting national conventions and regional meetings to ensure that the committee and those chapters work together.

#### Part B: Responsibilities

1. The convention committee shall ensure that national conventions and regional meetings meet the purposes of Article VIII, Section 1 of the standing rules.
2. The convention committee shall approve all national convention and regional meeting dates and submit those dates to the editorial staff in a timely manner for publication in the Bulletin and MART. The official calendar of conventions, regional meetings, and symposiums shall be owned by the convention committee.
3. The convention committee shall ensure that all conventions and regional meetings have the required liability insurance.

4. The convention committee shall develop draft rules for allowing two or more regional meetings to be held on the same dates (or overlapping dates) and shall receive approval from the board before implementing such rules.
5. The convention committee shall participate in site selection for each national convention and ensure that the site is reasonable and adequate in size, facilities, and cost, and in proximity to reasonably priced lodging.
6. The convention committee shall ensure that contracts for national conventions are created and negotiated favorably toward the NAWCC and are submitted in a timely manner to legal counsel and the board for approval and signatures.
7. The convention committee shall ensure that the educational offerings at national conventions are balanced among members' interests.
8. The convention committee shall be responsible for preliminary and final national convention budgets and shall submit them, in a timely manner according to the standing rules, to the board for approval. The target minimum surplus for those budgets shall be \$50,000.
9. The convention committee shall ensure that a board-approved up-to-date convention handbook exists and is available to hosting chapters in both paper and electronic forms.
10. The convention committee shall periodically review public participation policies (i.e., Sponsored Visitors, Escorted Visitors, and Public Days) and report to the board recommended modifications and upgrades.
11. When appropriate, the convention committee shall provide to the board recommendations for improved regional meeting and national convention formats for consideration.
12. The convention committee shall ensure that regional committees are kept informed of the latest and most useful forms of registration software and arrange training if requested. The convention committee chair may choose to send a convention committee member to regional meetings to help with on-site registration software training and debugging issues provided that the convention committee member's travel expenses are paid for by the regional or the member himself.

Motion approved. Voting yea: Bazelon, Bryan, Collard, Coulson, Del Greco, Grosby, Hubby, Klein, Landis, McIntyre. Voting nay: Orr.

This motion is based upon a detailed analysis by Director Del Greco as well as the National Convention Task Force Committee Report dated November 28, 2007 (chaired by Secretary Landis).

Chair Gregory is responsible for recommending a Convention Chair to the Board of Directors from at least three potential candidates. Directors Grosby and Landis will advise. This will be accomplished by the June, 2009 Board of Directors meeting.

**MOTION:** Made by Vice Chair Hubby and seconded by Director Del Greco: Resolved: Having received written agreement from the 2009 Five States Regional Committee, that the 2009 Eastern States Regional be authorized to hold their meeting on the same



weekend, being August 14-15, 2009. Motion approved. Voting yea: Bazelon, Bryan, Collard, Coulson, Del Greco, Grosby, Hubby, Klein, Landis, McIntyre, Orr. Voting nay: none.

**MOTION:** Made by Treasurer Klein and seconded by Vice Chair Hubby: Resolved: That the FY 2010 Budget be accepted as presented. Motion approved. Voting yea: Bazelon, Bryan, Collard, Coulson, Del Greco, Grosby, Hubby, Klein, Landis, McIntyre, Orr. Voting nay: none.

Note that this budget includes an increase of regular membership dues of \$5.00, going from \$65.00 to \$70.00. This will be effective April 1, 2009, three years since the last increase. This is needed to ensure a balanced budget for FY 2010. The budget as discussed earlier includes a number of cost reductions however without the dues increase a shortfall would be expected due to the present economic situation in that lower revenues are expected from donations, grants and other non-dues income sources. The approved budget is posted on the web site under board and members documents.

**MOTION:** Made by Vice Chair Hubby and seconded by Treasurer Klein: Resolved: Due to economic conditions that have reduced the present market value of fixed income securities held in NAWCC reserves but not their maturity value or interest income to NAWCC, that the dollar value of Net Liquidity Reserves as defined in Article XII Section 5(d) of the Standing Rules be temporarily reduced to \$300 thousand for the period ending June 10, 2009. Further, that the Finance Committee shall monitor the status of these investments and report monthly to the Board of Directors. Motion approved. Voting yea: Bazelon, Bryan, Collard, Coulson, Del Greco, Grosby, Hubby, Klein, Landis, McIntyre, Orr. Voting nay: none.

Note that neither the contracted interest income nor the maturity value of the affected securities is expected to change prior to their maturity dates, thus the current market value is a “paper” decrease that would only apply if the NAWCC were to cash the securities now, which is NOT needed. There is no expectation of default or reduction in interest income, which is more than double available from CDs or other instruments. The Finance Committee will monitor and advise the Board as directed, with a formal review by the Board to be held again in the June 2009 meeting.

**MOTION TO ADJOURN:** Made by Director Coulson and seconded by Director Bazelon. Motion approved. Voting yea: Bazelon, Bryan, Collard, Coulson, Del Greco, Grosby, Hubby, Klein, Landis, McIntyre, Orr. Voting nay: none.

The meeting was adjourned at 6:20 p.m.

Respectfully submitted,

Gary Landis  
Secretary

**Addendum to NAWCC Board of Directors Meeting  
December 5-6, 2008**

**Assigned Objectives**

Chair Gregory solicited volunteers for various 2009 objectives from the NAWCC Board of Directors. Listed below are the agreed-upon assignments due on or before the June 9-10, 2008 Board of Directors Meeting.

<b>Director</b>	<b>Assignment</b>
Bazon	Assist with 2010 York Convention
Bryant	The October 21, 2009 Symposium program development
Collard	Work with chapters to enhance educational offerings
Coulson	Work with Veterans Administration for School of Horology candidates
Del Greco	Promote member services to all
Gregory	1. Assist with 2009 Grand Rapids Convention 2. Identify convention chair candidates
Grosby	Investigate what other watch magazines charge for full page ads and make recommendation as to viability for major watch companies (e.g. Rolex) to advertise in Bulletin.
Hubby	Identify new products to sell on the NAWCC Website
Klein	Promote retraining of individuals for School of Horology
Landis	Identify a chairperson for the Development Committee
McIntyre	Investigate increasing e-sales through listing and buy/sell
Orr	Obtain donations for national conventions – develop a list of underwriters
Open	Identify grants for research and development