

June 2005 meeting of the Board of Directors

Following are the minutes of the June 7-8, 2005 Meeting of the NAWCC Board of Directors held in Fort Lauderdale, Florida.

The minutes are available in PDF format on the NAWCC website at <http://www.nawcc.org/headquarters/members/docs.htm>.

NAWCC Board of Directors Meeting
June 7-8, 2005
Fort Lauderdale Marina Marriott
Fort Lauderdale, Florida
Minutes

Upon due notice, had and received, the Board of Directors of the National Association of Watch and Clock Collectors, Inc. met on June 7-8, 2005 at the Fort Lauderdale Marina Marriott, Fort Lauderdale, Florida.

Board Members Present for all or part of the meeting:

Judy Draucker Chair Pro-Tem, Director-Elect

Bruce S. Bazelon Director-Elect

William R. Bryan Director-Elect

C. David Collard Director-Elect

Frank A. Del Greco Director-Elect

Philip C. Gregory Director-Elect

Craig H. Grosby Director-Elect

John S. Hubby Director-Elect

Peter Klein Director-Elect

Gary Landis Director-Elect

Thomas W. McIntyre Director-Elect

Joanne S. Orr Director-Elect

Myron J. Mintz Legal Counsel

Connie Stuckert Executive Director

Guests Present for all or part of the meeting:

Laura Barmore Past Director; Member, Finance Committee

Linda Borkowski Member

Tom Borkowski Member, Program Committee;

Chair, 2006 National Convention / Cleveland

Nick Bonura Chair, Convention Committee

Betty Brown Member, Awards Committee

Clyde Brown Member

Pat Bryan Member

Charles W. Buttz Chair, Membership and Publicity Committee

J. C. Cohen Member, Membership and Publicity Committee

Chair, 2005 National Convention / Fort Lauderdale

Jim Coulson Past President; Past Director;

Co-Chair, 2007 National Convention / Chattanooga

René Coulson Co-Chair, 2007 National Convention / Chattanooga

Doug G. Cowan Past President; Member, Awards Committee;

Member, Nominating and Elections Committee

Jean Cowan Member
William J. Curtin Past Treasurer
Michael A. Dempsey Chair, Education Committee
Bernard J. Edwards, Sr. Past President
Susan Edwards Member
H. William Ellison Member, Ward Francillon Time Symposium Committee
Roger Gendron Member, Library Collections Committee
James Gilmore Chair, Awards Committee
Beth Hubby Member
William J. Keller Past Director; Chair, Publications Committee
Bob Linkenhoker Member
Cora Lee Linkenhoker Member
Jane McIntyre Guest
Paul Metsker Member, Craft Contest Committee
Ursula Metsker Member, Bylaws and Procedures Committee
Fortunat Mueller-Maerki Member, Library Collections Committee
George E. Orr Past President; Member, Education Committee
Hugh Overton Past Secretary; Member, Craft Contest Committee
Ruth Overton Member, Bylaws and Procedures Committee
Betty Pearson Member, Membership and Publicity Committee
Laurence E. Pearson Member, Awards Committee
Jean Priestley Guest
Philip T. Priestley Past Director; Member, Publications Committee
Richard W. Robinson NAWCC Director of Development
Fred R. Tischler Past Director; Member, Education Committee
Pam Tischler Member, Education Committee
Lee Yelvington Chair, Program Committee

Call to Order - Tuesday, June 7, 2005

With a quorum established, Chair Pro-Tem Judy Draucker called the meeting of the Board of the National Association of Watch and Clock Collectors, Inc. to order at 8:50 a.m. The Chair Pro-Tem welcomed those present and announced that Past President George E. Orr had been appointed as Acting Secretary until such time that the election of the Secretary could be confirmed. She further announced that Legal Counsel Myron J. Mintz would be arriving later on Tuesday, June 7, 2005. Introductions were made individually by Members of the Board and guests present.

Chair Pro-Tem Draucker set the procedures for the meeting. She further stated that guests would have the opportunity to speak to the Board at the end of the meeting.

Ms. Draucker acknowledged the efforts of 2005 National Convention / Fort Lauderdale Chair J. C. Cohen, Co-Chair Craig H. Grosby, Finance Chair Peter Klein and their committee chairs and members in producing the Convention.

MOTION: Made by Director-Elect Hubby, Seconded by Director-Elect McIntyre: That the election of Director-Elect Judy Draucker as Chair Pro-Tem of the NAWCC 2005-2007 Board of Directors be ratified. Motion approved. Voting yea: Bazelon, Bryan, Collard, Del Greco, Gregory, Grosby, Hubby, Klein, Landis, McIntyre, Orr. Voting nay: None.

Chair Pro-Tem Draucker conducted the election of officers for the term of the 2005-2007 Board of Directors.

ELECTION OF CHAIR: Nominations having been received via electronic meeting for the position of NAWCC Board Chair are: Frank A. Del Greco (OH) and John S. Hubby (TX). The Chair Pro-Tem

asked for additional nominations from the floor. None were received. The successful candidate, by vote of a secret ballot, was Frank A. Del Greco (OH).

ELECTION OF VICE CHAIR: Nominations having been received via electronic meeting for the position of NAWCC Board Vice Chair are: William R. Bryan (TN), Philip Gregory (TX), and Thomas W. McIntyre (MA). Mr. McIntyre requested that his name be removed from the nomination list. The Chair Pro-Tem asked for additional nominations from the floor. John S. Hubby (TX) was nominated. The first vote, conducted by a secret ballot, resulted in lack of a majority vote for any of the candidates. Mr. Bryan requested that his name be removed from the nomination list. The second vote, conducted by a secret ballot, resulted in Philip C. Gregory (TX) as the successful candidate.

ELECTION OF SECRETARY: Nomination having been received via electronic meeting of the position of NAWCC Board Secretary: Judy Draucker (VA). The Chair Pro-Tem asked for additional nominations from the floor. None were received. Ms. Draucker was declared elected by acclamation.

ELECTION OF TREASURER: Nomination having been received via electronic meeting for the position of NAWCC Board Treasurer: Peter Klein (FL). The Chair Pro-Tem asked for additional nominations from the floor. None were received. Mr. Klein was declared elected by acclamation.

A motion for a recess was made by Chair-Elect Del Greco, seconded by Vice Chair-Elect Gregory, and approved. The recess was called at 9:50 a.m.

The meeting was reconvened at 10:15 a.m. with the Chair Frank A. Del Greco presiding.

Mr. Del Greco presented opening remarks, emphasizing three priorities: the development of a strategic plan; improved revenue generation; codes of conduct and ethics for the Board (previously approved), the Members and the Staff.

Chair Del Greco presented the following statement received from David H. Wood, Chair of the NAWCC Nominating and Elections Committee: "The Nominating and Elections Committee has received notification of results from Trout Ebersole and Groff, Certified Public Accountants, who were charged with the responsibility for receiving ballots and tabulating members' votes in the 2005 election. Having reviewed the results with Trout Ebersole and Groff, I certify that the following individuals were duly elected to the 2005 NAWCC Board of Directors to take office in June 2005: For two-year terms: William Bryan, Judy Draucker, John Hubby; for four-year terms: Frank Del Greco, Philip Gregory, Tom McIntyre, Joanne Orr. I further certify that Doug Cowan was elected to a four-year term on the Nominating and Elections Committee."

MOTION: Made by Secretary Draucker, Seconded by Director Orr: 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 (2005-2007), as provided in the Standing Rules Article III Section 3. Motion approved. Voting yea: Bazelon, Bryan, Collard, Del Greco, Draucker, Gregory, Grosby, Hubby, Klein, Landis, McIntyre, Orr. Voting nay: None.

Chair Del Greco acknowledged the work of the Interim Board of Directors, the Merger Task Force, and the Nominating and Elections Committee. He thanked Director Hubby for his enduring and successful efforts as Chair of the Merger Task Force.

Executive Director's Report: Stuckert
Executive Director Connie Stuckert gave an update on Headquarters activities.

Treasurer's Report: Klein
Treasurer Klein gave a report on the financial condition of the Association.

Chair Del Greco requested that the minutes reflect that the Reports of the Committee Chairs have been received and will be published in the 'State of the Association' in the October 2005 issue of the NAWCC Bulletin.

Chair Del Greco requested that each Board member give their thoughts on the financial condition of the Association.

Chair Del Greco then requested that each Board member comment on the Strategic Planning process.

Chair Del Greco appointed the following task-teams to work on a feasibility study of four areas of strategic concern:

Dues: Executive Director Stuckert, Director Collard, Secretary Draucker; Director Landis.

Fundraising: Executive Director Stuckert, Director Bazelon, Director Grosby, Director of Development Robinson.

Chapter Support: Vice Chair Gregory, Director Hubby, Director Orr.

Outside Revenues: Director McIntyre, Director Bryan, Secretary Draucker, Executive Director Stuckert.

Initial reports are to be received prior to August 15, 2005.

MOTION: Made by Director Landis, Seconded by Director Collard: That the NAWCC Board of Directors authorize that a facilitator be hired to conduct a strategic planning process including the entire members of the NAWCC Board of Directors. A facilitator will be selected by the Board Chair by August 1, 2005. The final draft of the strategic plan will be available by December 15, 2005. Motion approved. Voting yea: Bazelon, Bryan, Collard, Del Greco, Draucker, Gregory, Grosby, Hubby, Klein, Landis, McIntyre, Orr. Voting nay: None.

MOTION: Made by Director Hubby, Seconded by Director Bryan: Resolved, that a proposed Staff Code of Conduct and Ethics has been received, and that the Executive Director be authorized to incorporate the proposal in the Employee Handbook. Motion approved. Voting yea: Bazelon, Bryan, Collard, Draucker, Gregory, Grosby, Hubby, Klein, Landis, McIntyre, Orr. Voting nay: None.

MOTION: Made by Director Hubby, Seconded by Director McIntyre: Resolved, that a proposed Membership Code of Conduct and Ethics has been received, and that it now be published for a period of ninety (90) days for review and comment by the Members prior to final consideration and approval by the Board at the December 2005 Board Meeting.

AMENDMENT TO MOTION: Made by Director Bryan, Seconded by Vice Chair Gregory: That the Board shall review at this meeting the current Membership Code of Conduct and Ethics Draft, before distribution to the Membership. Amendment to Motion defeated: Voting yea: Bryan, Draucker, Gregory, Orr. Voting Nay: Bazelon, Collard, Grosby, Hubby, Klein, Landis, McIntyre.

Voting on the original motion: Motion approved. Voting yea: Bazelon, Bryan, Collard, Draucker, Gregory, Grosby, Hubby, Klein, Landis, McIntyre, Orr. Voting nay: None.

Chair Del Greco requested a recess. A motion was made by Director McIntyre, seconded by Director Hubby, and approved. The meeting was recessed at 5:10 p.m. Chair Del Greco announced the Recess Session would reconvene at 8:30 a.m. on Wednesday, June 8, 2005, with a presentation by NAWCC Director of Development Richard Robinson.

The floor was opened for comments from visitors and none responded.

Wednesday, June 8, 2005

Chair Del Greco, noting that the Board was still in Recess Session, gave opening remarks on the matter of fundraising, followed by a presentation on fundraising objectives and techniques by NAWCC Director of Development Richard W. Robinson.

With a quorum established, Chair Frank A. Del Greco reconvened the meeting of the Board of the National Association of Watch and Clock Collectors, Inc. at 10:00 a.m. on Wednesday, June 8, 2005.

Chair Del Greco restated the procedures for the meeting and stated that guests would have the opportunity to speak at the end of the day.

Chair Del Greco requested an Executive Session for the purpose of discussing (1) a potential conflict of interest with Board Members who serve as Field Suitcase Instructors; (2) personnel matters; and (3) a Chapter problem. A motion was made by Director Landis, seconded by Director Bryan, and approved. The Executive Session was called at 10:10 a.m.

The meeting was reconvened at 12:55 p.m. Chair Del Greco reported the following results of the Executive Session: (1) a potential conflict of interest with Board Members who serve as Field Suitcase Instructors; motion will follow; (2) personnel matters; no action was taken; (3) a Chapter problem; follow-up action to be taken by the Chair.

Chair Del Greco requested an Executive Session at 1:00 p.m. to discuss a Chapter problem. A motion was made by Vice Chair Gregory, seconded by Director McIntyre, and approved. The Executive Session was called at 1:05 p.m.

The meeting was reconvened at 2:00 p.m. Chair Del Greco reported that no action was taken in Executive Session and that follow-up action would be taken by the Chair.

MOTION: Made by Director McIntyre, Seconded by Secretary Draucker: The Board has determined that in order to avoid any appearance of impropriety, a Field Suitcase Workshop Instructor or member of the immediate family of such Instructor who is elected or appointed to the Board shall be ineligible to continue as a compensated Field Suitcase Instructor (other than the reimbursement of ordinary and necessary expenses); provided, however, the continuation of such services shall be permitted for a period not to exceed twelve (12) months by a determination of no less than two thirds (2/3) of Board members eligible to vote that such services are necessary and exclusively in the best interests of the Association and its members. Motion approved. Voting aye: Bazelon, Bryan, Collard, Draucker, Grosby, Klein, Landis, McIntyre. Voting nay: None. The following Board Members recused themselves: Gregory, Hubby, Orr.

MOTION: Made by Director McIntyre, Seconded by Director Bryan: Moved that it has been determined that the continuation of George E. Orr's services as a Field Suitcase Workshop Instructor until June 8, 2006, are necessary and exclusively in the best interests of the Association and its Members. Motion approved: Voting yea: Bazelon, Bryan, Collard, Draucker, Grosby, Klein, Landis, McIntyre. Voting nay: None. The following Board Members recused themselves: Gregory, Hubby, Orr.

MOTION: Made by Director McIntyre, Seconded by Director Collard: Moved that it has been determined that the continuation of Philip C. Gregory's services as a Field Suitcase Workshop Instructor until June 8, 2006, are necessary and exclusively in the best interests of the Association and its Members. Motion approved. Voting yea: Bazelon, Bryan, Collard, Draucker, Grosby, Klein, Landis, McIntyre. Voting nay: None. The following members recused themselves: Gregory, Hubby, Orr.

MOTION: Made by Director McIntyre, Seconded by Director Collard: Moved that it has determined that the continuation of John S. Hubby's services as a Field Suitcase Workshop Instructor until June 8, 2006, are necessary and exclusively in the best interests of the Association and its Members. Motion approved. Voting yea: Bazelon, Bryan, Collard, Draucker, Grosby, Klein, Landis, McIntyre. Voting nay: None. The following members recused themselves: Gregory, Hubby, Orr.

MOTION: Made by Director Hubby, Seconded by Treasurer Klein: To suspend the rules for untimely submission of agenda items in order to consider a motion to clarify the duties of the Finance Committee. Motion approved. Voting yea: Bazelon, Bryan, Collard, Draucker, Gregory, Grosby, Hubby, Klein, Landis, McIntyre, Orr. Voting nay: None.

MOTION: Made by Director Hubby, Seconded by Treasurer Klein: Resolved, that Article VII Section 2 (d) of the Standing Rules be amended to clarify the responsibility of the Finance Committee for development of investment and fund management policies, as follows:

(d) Finance Committee

1) In addition to the duties specified in the Bylaws, the Finance Committee shall also be responsible for reviewing the annual audited accounts and preparing a statement to the Board regarding its observations and recommendations.

2) To carry out its responsibilities under Article III Section 2 (d) 3. of the Bylaws, the Finance Committee shall work with the approved professional investment manager and Executive Director to develop investment and fund management policies and procedures for approval by the Board, to be incorporated in the Operations Manual.

Motion approved. Voting yea: Bazelon, Bryan, Collard, Draucker, Gregory, Grosby, Hubby, Klein, Landis, McIntyre, Orr. Voting nay: None.

MOTION: Made by Director Hubby, Seconded by Director Bryan: Resolved, that unless otherwise restricted in the Standing Rules, the Board hereby authorize the Executive Director, in consultation with the Finance Committee, to manage and utilize all accumulated investment income and current investment income as received, to support operational needs of the Museum and Library within the directives and purposes of each of the following restricted funds:

1) The National Watch and Clock Museum Endowment Fund.

2) The Library and Research Center Endowment Fund.

3) The Museum and Library Investment Fund.

Further, that Article XII Section 6 (a), 6 (b), 6 (c), and 6 (d) of the Standing Rules shall be amended to reflect the intent of this resolution, that the annual estimated earnings for these funds and all other unrestricted fund earnings be incorporated in the annual budget, and that actual expenditures be reported in the monthly financial reports.

AMENDMENT TO MOTION: Made by Treasurer Klein, Seconded by Director Orr: To remove the wording 'all accumulated investment income and' from the motion. Motion approved. Voting yea: Bazelon, Collard, Gregory, Grosby, Klein, Landis, Orr. Voting nay: Bryan, Draucker, Hubby, McIntyre.

Voting on the original motion as amended approved. Voting yea: Bazelon, Bryan, Collard, Draucker, Gregory, Grosby, Hubby, Klein, Landis, McIntyre, Orr. Voting nay: None.

MOTION: Made by Director Hubby, Seconded by Director McIntyre: That the final budget for the 2006 National Convention to be held in Cleveland, Ohio, on June 21-25, 2006 be approved herewith.

AMENDMENT TO MOTION: Made by Treasurer Klein, Seconded by Director Collard: That the pre-registration fee be increased to \$50.00 per person and that the on-site registration fee be increased to \$60.00 per person. Voting on amendment approved. Voting yea: Bazelon, Collard, Gregory, Grosby, Hubby, Klein, McIntyre, Orr. Voting nay: Bryan, Draucker, Landis.

Voting on motion as amended: Amended motion approved. Voting yea: Bazelon, Bryan, Collard, Gregory, Grosby, Hubby, Klein, McIntyre, Orr. Voting nay: Draucker, Landis.

Director Collard was excused from the meeting as of 3:30 p.m. and absent for all subsequent votes.

MOTION: Made by Director Hubby, Seconded by Director Landis: That the preliminary budget for the 2007 National Convention to be held in Chattanooga, Tennessee, on June 6-10, 2007 be approved, subject to presentation of final contracts and budget for subsequent review and approval at the June 2006 Meeting of the Board.

AMENDMENT TO MOTION: Made by Vice Chair Gregory, Seconded by Director Hubby: That the preliminary budget for the 2007 National Convention to be held in Chattanooga, Tennessee, on June 6-10, 2007 is approved, subject to presentation of final contracts and budget providing for \$20,000 net surplus target for subsequent review and approval at the June 2006 Meeting of the Board. Amendment to motion defeated. Voting yea: Bazelon, Gregory, Klein, McIntyre. Voting nay: Bryan, Del Greco, Draucker, Grosby, Hubby, Landis, Orr. Absent: Collard.

Voting on the original motion approved. Voting yea: Bazelon, Bryan, Del Greco, Draucker, Grosby, Hubby, Klein, Landis, McIntyre, Orr. Voting nay: Gregory. Absent: Collard.

MOTION: Made by Secretary Draucker, Seconded by Director McIntyre: That the following resolution be approved: Resolved, having received a preliminary proposal for the 2008 National Convention to be hosted by Ozark Chapter No. 57, the Board herewith approve the proposed dates and venue to be June 11-14, 2008, in Springfield, Missouri. Further, as required by the Standing Rules, the Convention Committee is to submit an updated proposal and budget for Board consideration at the December 2005 Board Meeting. Motion approved. Voting yea: Bazelon, Bryan, Draucker, Gregory, Grosby, Hubby, Klein, Landis, McIntyre, Orr. Voting nay: None. Absent: Collard.

MOTION: Made by Director Bazelon, Seconded by Director Landis: To approve the 2005 Ward Francillon Time Symposium / Houston budget as presented in preliminary form. Motion approved. Voting yea: Bazelon, Bryan, Draucker, Gregory, Grosby, Hubby, Landis, McIntyre, Orr. Voting nay: None. Abstain: Klein. Absent: Collard.

MOTION: Made by Secretary Draucker, Seconded by Director Bryan: To approve the 2006 Ward Francillon Time Symposium / Cleveland budget as presented. Motion approved. Voting yea: Bazelon, Bryan, Draucker, Gregory, Grosby, Hubby, Klein, Landis, McIntyre, Orr. Voting nay: None. Absent: Collard.

MOTION: Made by Director Hubby, Seconded by Secretary Draucker: That a Special Committee of the Board be formed for the purpose of securing and nominating candidates for Committee Chair for those committees requiring such action; further that the Special Committee be composed of the Chair, two Director volunteers, and the Executive Director. The term of this Special Committee will be for the term of this Board and will be responsible for nomination of replacement Chairs for vacancies that may occur. Motion approved. Voting yea: Bazelon, Bryan, Draucker, Gregory, Grosby, Hubby, Klein, Landis, McIntyre, Orr. Voting nay: None. Absent: Collard.

Chair Del Greco announced the appointment of the two Director volunteers: Phil Gregory and Craig Grosby.

MOTION: Made by Director Hubby, Seconded by Secretary Draucker: Resolved, that the 2008 Ward Francillon Time Symposium be provisionally approved as follows, pending receipt of formal proposals and budgets, to be held at the usual dates of the fourth weekend of October: October 23-25, 2008; Sangamo, Illinois, the home of the Sangamo Clock Company. The proposed topic is "Electrical

Horology". Motion approved. Voting yea: Bazelon, Bryan, Draucker, Gregory, Grosby, Hubby, Klein, Landis, McIntyre, Orr. Voting nay: None. Absent: Collard.

MOTION: Made by Director Orr, Seconded by Director Landis: To table the appointment of a member to fill the vacant position on the Nominating and Elections Committee. Motion approved. Voting yea: Bazelon, Bryan, Del Greco, Klein, Landis, Orr. Voting nay: Draucker, Gregory, Grosby, Hubby, McIntyre. Absent: Collard.

MOTION: Made by Secretary Draucker, Seconded by Director McIntyre: To suspend the rules with regard to untimely submission of agenda items in order to consider a motion regarding the 'SpotAClock' program. Motion approved. Voting yea: Bryan, Draucker, Grosby, Hubby, Klein, Landis, McIntyre, Orr. Voting nay: Bazelon, Del Greco, Gregory. Absent: Collard.

MOTION: Made by Director Orr, Seconded by Director McIntyre: That a special committee be established to assist the Executive Director with the 'SpotAClock' program. Motion defeated. Voting yea: Draucker, Hubby, McIntyre, Orr. Voting nay: Bazelon, Bryan, Del Greco, Gregory, Grosby, Klein, Landis. Absent: Collard.

Chair Del Greco announced the procedure for selection of Regional Representatives for NAWCC Regional Meetings.

Chair Del Greco announced that the next meeting of the NAWCC Board is tentatively scheduled for Saturday, December 3-4, 2005, at the NAWCC Headquarters in Columbia, Pennsylvania. He further announced that Friday, December 2, 2005, may be used as an informal session and that Board members should reserve this date until further notice.

Treasurer Klein was excused at 6:30 p.m. and absent for all subsequent votes.

Chair Del Greco reviewed the travel expense policy and procedures and requested that Board Members submit their travel expense reports as soon as convenient.

MOTION TO ADJOURN: Made by Director Landis, Seconded by Director Grosby. Motion approved. Voting yea: Bazelon, Bryan, Draucker, Gregory, Grosby, Hubby, Landis, McIntyre, Orr. Voting nay: None. Absent: Collard, Klein.

The meeting was adjourned at 6:40 p.m.

Respectfully submitted,

Judy Draucker
Secretary

Note: An informal session was held to receive comments from the audience. The following members made comments: Roger Gendron, Fortunat Mueller-Maerki, Hugh Overton, and Richard Robinson.