



BOARD OF DIRECTORS CONVENTION MEETING

**The Tavern, Storrowton Village
1305 Memorial Ave.,
West Springfield, MA 01089**

MINUTES

Wednesday June 26, 2019

BOARD MEMBERS PRESENT

Richard Newman, Chair
Leroy Baker, Vice Chair
Rhett Lucke, Secretary
Chris Miller, Treasurer
Thomas Compton, Director
John Cote, Director

James Dutton, Director
Robert Gary, Director
Donna Kalinkiewicz, Director
Philip Morris, Director
Tim Orr, Director
James Price, Director

EX-OFFICIO BOARD MEMBERS

Tom Wilcox, Esq., Executive Director

Myron Mintz, Esq., Legal Counsel

OTHERS PRESENT FOR ALL OR PART OF THE MEETING

Jennifer Byers
Susan Gary
George Goolsby
Rebecca Hickey
Brian Roy
Sandy Price
Fortunat F. Mueller-Maerki
Judy Draucker
Lu Sadowski
Lee Davis
Marion Krajewski
A James Wynne
Vivian Miller
Tom McIntyre

1. Call to Order: Chair Rich Newman called the meeting of the Board of Directors to order at 8:05 a.m. EDT.

2. Welcome, Introductions & Meeting Procedures – Chair Newman welcomed all Board Members in attendance. Each Board Member gave a brief introduction of

their background and interests. The Chair reminded everyone that we will follow Robert's Rules of Order for Small Boards during the meeting

3. NEC Certification of Election Results

George Goosby (NEC) certified the 2019 election results as follows:

With 1459 votes recorded from a membership of 11,601 (12.58%), the following individuals were elected to the Board of Directors for the 2019-2023 Term:

Richard Newman (IL)
Donna Kalinkiewicz (AL)
James Price (KS)

The following have been recommended by the NEC and approved as appointed directors for the 2019-2023 Term:

Thomas Compton (OH)
James T. Dutton (FL)
Rhett Lucke (NE)

4. BOD Code of Ethical Conduct Affidavits – NEC

Affidavits were collected from all new and carryover members of the Board of Directors.

5. The BOD was officially seated by George Goolsby (NEC).

6. Roll Call: A Roll Call was taken to establish a quorum. All Board members were in attendance.

7. George Goolsby was appointed Teller for Officers Election.

8. Chair Election

Director Baker nominated Richard Newman for Chair. Nomination was seconded by Director Price. There were no further nominations.

Richard Newman was elected as Chair by secret ballot.

9. Vice-Chair Election

Director Miller nominated Philip Morris as Vice-Chair. Nomination was seconded by Director Orr. Director Morris declined.

Director Morris nominated Leroy Baker as Vice-Chair. Nomination was seconded by Director Gary. There were no further nominations.

Leroy Baker was elected as Vice-Chair by secret ballot.

10. Secretary Election

Director Baker nominated Rhett Lucke as Secretary. Nomination was seconded by Director Gary. There were no further nominations.

Rhett Lucke was elected as Secretary by secret ballot.

11. Treasurer Election

Director Price nominated Chris Miller as Treasurer. Nomination was seconded by Director Gary. There were no further nominations.

Chris Miller was elected as Treasurer by secret ballot.

12. Chair Newman reviewed the Agenda.

13. **MOTION:** Made by Vice-Chair Baker, seconded by Director Gary. Move approval of the minutes of the May 2, 2019 and May 9, 2019 meetings as written. Hearing no objections, the Chair declared the **Motion Carried.**

14. **MOTION:** Made by Vice-Chair Baker, seconded by Director Gary: 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 (2019-2021), as provided in the Standing Rules, Article III, Section 3.

Passed by Consent

15. Resolutions of Appreciation of Departing Volunteers

MOTION: Made by Vice-Chair Baker, seconded by Director Orr: That the Board of Directors approve the following Resolution:

WHEREAS,

Jay Holloway (TX), Tom Bartels (NV), Phil Gregory (TX), David Lee (IL), Carroll Wolfe (AR) have served their respective terms as elected or appointed Directors or Officers of the NAWCC 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, service on behalf and in the interest of the 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 services to the NAWCC and to the NAWCC Board of Directors.

Passed by Consent

MOTION: Made by Vice-Chair Baker, seconded by Director Price: That the Board of Directors approve the following Resolution:

WHEREAS, Ruth Overton (MO) and Lee Davis (PA) have served their respective terms as elected or appointed members of the Nominating and Elections Committee, 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, service on behalf and in the interest of the 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 services to the NAWCC and to the NEC.

Passed by Consent

16. Board Approval of Awards as Recommended by Executive Director, Tom Wilcox

Chapter Donor of the Year: Harry Firth's Chapter #36, Heart of America for their faithful and consistent giving as a Chapter, getting all members to donate to the For All Time Campaign. **Passed by Consent**

Member Donor of the Year: Roger Gendron, with his faithful, consistent and generous donations every year. **Passed by Consent**

Volunteer of the Year: Lu Sadowski and Marion Krajewski for their tireless planning and execution of the 75th Anniversary Convention in York, PA and the 2019 Convention in Springfield, MA. **Passed by Consent**

17. Current Year Financial Review & Observations led by Treasurer Miller with input from Executive Director Wilcox and Jennifer Byers (Controller).

18. FY2019 Deficit Reviewed and discussed.

Finance committee to review opportunities for correction and present recommended actions at next BOD meeting.

19. Investment Performance presented by Treasurer Miller.

20. Review of FY2019 Audit

Audit scheduled for June 26-29. Review postponed until next BOD meeting.

21. Development Update and Motions.

MOTION: Made by Director Cote, seconded by Director Price: Resolved that there shall be created as part of the For all Time Campaign, a Museum Director Endowed Position which could later be named by or after a large donor. The goal of this endowment would be \$2,500,000.00. If, for some reason this position would at some point no longer exist, the NAWCC Board of Directors could vote to use the funds for another similar purpose. **Passed by Consent**

MOTION: Made by Director Cote, seconded by Director Price: Resolved that there shall be created as part of the For all Time Campaign, a Digital Archivist Endowed Position which could later be named by or after a large donor. The goal of this endowment would be \$1,000,000.00. If, for some reason this position would at some point no longer exist, the NAWCC Board of Directors could vote to use the funds for another similar purpose. **Passed by Consent**

MOTION: Made by Director Cote, seconded by Treasurer Miller: Resolved that there shall be created as part of the For all Time Campaign, an endowment called the Fred Tischler Online Workshop Program Endowment. The goal of this endowment would be \$500,000.00. If, for some reason this need would at some point no longer exist, the NAWCC Board of Directors could vote to use the funds for another similar purpose. **Passed by Consent**

22. Approval of Authorized Signatures for Transaction of NAWCC Business.

MOTION: Made by Director Baker, seconded by Treasurer Miller: That the following positions are authorized to transact business for the NAWCC Banking accounts and will require two signatures (except for payroll checks) to be in effect from July 2019 through July 2021: Executive Director, Controller, and Manager of Member Services. **Passed by Consent**

MOTION: Made by Director Baker, seconded by Director Gary: That the following positions are authorized to transact business for the NAWCC Investment accounts and will require two signatures to be in effect from July 2019 through July 2021, Board Treasurer, Executive Director, and Controller.

Motion to Amend: As follows made by Director Compton, seconded by Director Baker: That the following positions are authorized to transact business for the NAWCC Investment accounts and will require two signatures

to be in effect from July 2019 through July 2021, Board Treasurer or Board Chair and Executive Director or Controller. **Passed by Consent**

23. Acceptance of Annual Reports

Motion: Made by Director Gary, to accept annual reports as submitted, seconded by Director Price. **Passed by Consent.**

24. National Committee Chairs Appointments

Motion: Made by Chairman Newman to accept the following Committee Chair Appointments, seconded by Director Gary:

Awards: John Connolly

Bylaws & Procedures: Robert Gary (Replacing Mary Ann Wahlner)

Convention: James Price (Replacing Richard Newman)

Chapter Relations: Lu Sadowski

Crafts: William Slough

Development: John Cote

Ethics: Tom Brown

Finance: Chris Miller

Library: Fortunat F. Mueller-Maerki

Membership: Tim Orr

Museum: Philip Morris

NEC: Elected by NEC

Program: Integrate into Headquarters (Replacing Patricia Holloway)

Symposium: Bob Frishman

Passed by Consent.

25. Updates to Museum Governance Document presented by Director Morris. Feedback from board members to be reviewed at the next board meeting.

26. S-Town Exhibit and Publication presented by Director Morris and Executive Director Wilcox. A decision was also taken to postpone the exhibit due to a recent lawsuit brought against the S-Town podcasts.

27. Director Orr presented an update on the membership committee's review and recommendations regarding membership categories. Director Orr to review further with Pam Lindenberger before final review at the next board meeting.

28. Chair Newman reviewed the NAWCC action plan. To be reviewed for updates and alignment at the next physical board meeting.

29. **MOTION:** by Director Gary, seconded by Director Compton: To take previous motion regarding contact between BOD Members and NAWCC Staff, made at the May board meeting, off the table. **Approved by Consent.**

MOTION by Director Gary and seconded by Director Dutton: The Board of Directors shall instruct the Ethics Committee to add the following to the Board of Directors Code of Ethics. This addition is applicable to all Board members effective immediately.

Members of the Board must respect the authority of the Executive Director in all matters related to the operation and management of the NAWCC and its Staff. During the course of normal business, contact between Board members and Staff members will be necessary and will be permitted. Members of the Board may not request Staff engage in work or tasks, which are outside of their normal duties as assigned by the Executive Director. Any such requests must first be submitted to the Executive Director.

As personnel, administrative, or human resources issues may be the concern of the Board, the Board shall be available to hear such complaints and concerns from Staff. Staff may, without retaliation, approach any Board member if the staff member believes there is a conflict of interest discussing the matter with the Executive Director. The Board member shall be free to consult NAWCC Legal Counsel at any time.

Board members ultimately have a right and a duty to be informed concerning any such issues which may impact the functioning of the organization. Unless otherwise advised by Legal Counsel, it will be the responsibility of the Director to whom the staff member has communicated the details of any such issues to advise the full Board in closed executive session at a board meeting or on the Board of Directors message board. Unless directed otherwise by Legal Counsel, in no case shall more than 30 calendar days be permitted to elapse before the issue is posted on the Board of Directors message board or it is discussed during an executive session of the Board.

Approved by Vote: 12 Yea, 0 Nay

30. Chair Newman reviewed outstanding action items from the first day and tomorrow's agenda.

31. Chair Newman solicited feedback from the audience.

32. **MOTION:** Made by Chair Newman, seconded by Director Gary: That the Board go into Executive Session to discuss personnel and legal matters. Hearing no objections, the Chair declared the Motion Carried.

No action was taken in Executive Session.

33. **MOTION:** Made at 6:07p.m. by Director Gary, seconded by Director Kalinkiewicz: Move that the meeting be recessed until 8:00 a.m. EDT Thursday, June 27, 2019. Hearing no objections, the Chair declared the **Motion Carried.**

Call to Order, Thursday, June 27, 2019

34. Chair Newman reconvened the meeting of the Board of Directors to order at 8:13 a.m. EDT. Chair Newman welcomed the members in attendance. A Roll Call was taken to establish a quorum. All Board members were in attendance.

35. Chair Newman reviewed the remaining agenda

36. Pros & Cons on the following convention topics were discussed, to be reviewed further by the Convention Committee for Future Recommendations:

- a) Friday-Saturday v. Saturday-Sunday Regional Marts (and National Conventions)
- b) Parking Lot / Tailgate / Load-In Sales v. Sales limited to Mart Open hours
- c) Early Bird Passes v. Buying Tables in order to get in early
- d) Public Admissions / Public Days: Days, Times, Pricing, Publicity
- e) Ways to encourage table holders to stay until end of show

37. National Committee Strategy

- a) Discussion on sizing and responsibility responsibilities led by Chair Newman. Further review and discussion to be conducted at a future board meeting.
- b) Possible combining of Chapter Relations and Membership Committees discussed. No immediate action taken. To be reviewed further at a future board meeting.

38. National Convention Updates –

2019 (Springfield, MA): Lu Sadowski and Marion Krajewski reported that final setup and preparations were going well. No specific issues or concerns to report. Expecting a good convention.

2020 (Dayton, OH): Buckeye Chapter to Host. General Chair: Earl Harlemert. Preliminary budget was previously approved. Final budget to be presented to the board for approval later this year.

2021: Presentation made by Judy Draucker on Hampton, VA as site for the National Convention on July 15-18, 2021. Host Chapter: Old Dominion (#34) with

possible support from the Philadelphia and Carolina Chapters. Richard Newman has visited the proposed site along with Judy.

MOTION: Made by Chair Newman to approve Hampton, VA as the location for the 2021 National Convention on July 15-18, 2021 as proposed with preliminary budget to the board later this year. Motion seconded by Director Cote. **Passed by Consent.**

Future National Conventions: Lexington, KY and York, PA discussed as possible sites for 2022 and 2023.

39. Chair Newman led an open discussion on how to better support chapters with tools, resources and increased web presence. Continuing discussion to be held at future board meetings.

40. Tom McIntyre presented proposal for potential online Horological Auction Preview Service.

MOTION: Made by Director Dutton, seconded by Director Compton: The Board hereby establish a special committee to exist for no longer than 12 months, for the purpose of examining the pros and cons of establishing an area on an NAWCC facility, for partnering with professional auction houses for the purpose of presenting the auction houses catalog to be discussed on the facility. **Passed by Consent**

41. Steampunk and Case Scrapping Discussion led by Director Cote. No immediate action taken.

42. Standing Rules Article III Amendments

MOTION: Made by Director Gary to accept updated revisions to the standing rules as submitted, seconded by Director Miller.

Approved by vote: 11 Yea, 1 Nay

43. Brian Roy demonstrated an overview of the new NAWCC Website Layout. Tom Wilcox to review timeline and resources need to complete for final review and launch. Plan to be reviewed at next board meeting.

44. Board Meeting Schedule Discussion

Current (est. July 2018): Board will schedule monthly webinars except in the two months with physical meetings. Physical meetings should include one at the Convention and a second near the end of the fiscal year, in conjunction with a

regional event if feasible. Cancellation of any webinar will be discussed and voted upon on the Board of Directors Message Board.

45. Future BOD Meeting Dates

August 7, 2019 – 7:00PM EDT: Next Electronic Meeting.

November 11-13, 2019: Next Physical Meeting and Headquarters Orientation in Columbia, PA.

46. NAWCC Dashboard Discussion – ongoing metrics and project progress

Vice Chair Baker to put together a proposal for format and content for Executive Director and Headquarters Staff to present monthly status on ongoing metrics and project progress.

47. **MOTION:** Made by Director Compton, seconded by Director Gary: Move to task the Executive Director & Controller to prepare a plan for moving our fiscal year to calendar year. The plan will include an analysis of problems & costs related to this move. This report will be presented at our next physical meeting.

Passed by Consent.

48. Symposium Updates presented by Bob Frishman.

2019 (700 Years of German Horology – Nuremberg, GER): Planning progressing well with strong support from Deutsche Gesellschaft fuer Chronometrie.

2020 to be held in Philadelphia, PA (Horology 1776).

2021 to be held in New York, NY.

49. Chair Newman solicited feedback from the audience.

50. **MOTION:** Made by Director Dutton, seconded by Director Price: That the Board go into Executive Session to discuss personnel and legal matters. Hearing no objections, the Chair declared the **Motion Carried.**

No action was taken in Executive Session.

51. **MOTION:** Made by Director Gary, seconded by Director Miller: That the meeting be adjourned. Hearing no objections, the Chair declared the **Motion Carried.**

Meeting adjourned at 4:50 p.m. EDT.