



BOARD OF DIRECTORS MEETING

Board of Director's Meeting

August 16, 2018, Thursday @ 7:00 pm Eastern Daylight Time

Webinar Meeting

MINUTES

BOARD MEMBERS PRESENT

Richard Newman, Chair
Jay Holloway, Vice Chair
Leroy Baker, Secretary
Chris Miller, Treasurer
Tom Bartels, Director
Robert Gary, Director

Phil Gregory, Director
David Lee, Director
Philip Morris, Director
Tim Orr, Director
Carroll Wolfe, Director

BOARD MEMBERS ABSENT

John Cote, Director

EX-OFFICIO BOARD MEMBERS

Tom Wilcox, Executive Director

OTHERS PRESENT FOR ALL OR PART OF THE MEETING

Andrew Dervan
Jay Dutton
Patricia Holloway
Ruth Overton

James Price
Mary Ann Wahlner

1. Call to Order – Chair Rich Newman called the meeting of the Board of Directors to order at 7:04 p.m. EDT.
2. Welcome, Introductions & Meeting Procedures – Chair Newman welcomed all members in attendance and reminded them that we will take comments and questions right before we enter Executive Session near the end of the meeting.
3. Roll Call: A Roll Call was taken to establish a quorum. Present: Bartels, Baker, Gregory, Gary, Holloway, Lee, Miller, Morris, Newman, Orr, Wolfe; Absent: Cote.
4. Announcements: Chair Newman reported on the progress of scheduling our winter Board meeting tentatively for Arizona in early March. The Chair reminded members to register for the Symposium coming up next month in Dearborn. The Chair relayed a request from Doug Minty of Australia regarding fundraising and how international members may best participate (given differing tax laws, currencies, etc.).

5. **MOTION:** Made by Secretary Baker, seconded by Director Morris. Move approval of the minutes of the July 18-19, 2018 meeting as written. Hearing no objections, the Chair declared the **Motion carried.**
6. Item: Establish the next BOD meeting dates. The next Board of Directors meeting will be a webinar to be held Wednesday, September 26, 2018 at 7:00 p.m. EDT.
7. **MOTION:** Secretary Baker, seconded by Director Wolfe. That the Board appoint Election America, Mineola, NY as the official agent for the 2019 NAWCC election. Hearing no objections, the Chair declared the **Motion carried.**
8. **MOTION:** Secretary Baker, seconded by Director Orr. Move that the Board adopt the following resolution:

**RESOLUTION
IN RECOGNITION AND APPRECIATION OF
DISTINGUISHED SERVICE
FOR THE
2018 NATIONAL CONVENTION**

WHEREAS, Star Fellows Marion Krajewski and Lu Sadowski, 2018 National Convention Co-Chairs, and the many other Chapters, Individuals and Businesses made the 2018 National Convention an outstanding event: Therefore be it

RESOLVED, that we, the Members of the Board, do hereby extend to Marion Krajewski, Lu Sadowski, and all of the volunteers and supporters our sincere and grateful appreciation for their dedicated service to the National Association of Watch and Clock Collectors and our congratulations on a very successful Convention and Diamond Jubilee Gala, and our best wishes for continued success, happiness, and good health in the years to come.

Hearing no objections, the Chair declared the **Motion carried.**

9. New Award for Research proposed by Andrew Dervan. The Board discussed a newly proposed award for original horological research. We discussed naming of the award and the qualifications for receiving the award. After a robust discussion, the matter was set aside for a future meeting.
10. Financial Controls document review. Chair Newman discussed the document he recently re-distributed to all Board members, committee chairs, and others conducting business under the auspices of NAWCC, Inc. This was a routine update to the document, and was not precipitated by any event, incident, or complaint.
11. **MOTION:** Made by Director Gary, seconded by Treasurer Miler - The Convention Committee is directed to consider a visitors' day(s) at all National Conventions which shall be communicated to the Board of Directors as part of the final convention budget approval process. The Convention Committee shall additionally strongly encourage visitors' day(s) at all Regional Events to encourage attracting new members to the NAWCC and to improve mart sales. . **Motion failed.** Voting Yea: Gregory, Gary, Holloway, Morris, Newman; Voting Nay: Bartels, Baker, Lee, Orr, Wolfe; Absent: Cote, Miller.

Treasurer Miller left the meeting during the discussion of the motion.

12. **MOTION:** Made by Director Gary, seconded by Director Bartels – That the following wording be added at the end of the current Standing Rules Article V Committees, Section 4 Functional Committees, (a) Convention Committee responsibilities:

The Convention Committee is directed to provide a statement to be placed in the packet of all table holders and to be displayed prominently on all table sales registrations and sales forms that allowing non-members to attend the National and/or Regionals in no way affects the requirement that all table holders pay sales tax as may be required in the jurisdiction where the show is being held. No state permits the escaping of the requirement to pay sales tax even if the event is for “Members Only”. NAWCC legal counsel has approved the following statement which shall be used verbatim:

“Sale taxes are levied by some state and local governments. This legislation applies to all sales conducted at NAWCC events in compliance with these state and local laws. The obligation to collect sales tax has no relation to whether the Mart is open to the public or only to NAWCC members. Unless specifically exempt the fact that the sponsoring entity is a not-for-profit entity, including 501(c) 3 or any other designated tax-free entity, does not negate the requirement to collect sales tax and render it to the appropriate government agency. It is the responsibility of each individual conducting retail sales, including Mart table owners, to provide the required licensing, documentation, and taxes collected to the applicable tax agency. The NAWCC cannot and will not be held responsible for action taken by any government agency against those not complying with government regulations.”

Motion carried. Voting Yea: Bartels, Baker, Gary, Holloway, Lee, Morris, Newman, Orr, Wolfe; Voting Nay: Gregory; Absent: Cote, Miller.

13. Motion pertaining to the audio visual program was withdrawn (not made as presented on the agenda).
14. Standing Rules Article III progress – Vice Chair Holloway reported no progress at this time.
15. Discuss strategic direction for the museum. The Board discussed the general direction for the future of the Museum. We also discussed the timing of making any substantial changes, given a newly appointed Chair of the Collections Committee and a vacant Museum Director position. Director Morris will prepare a presentation on the state of the strategic plan for a future Board meeting.
16. The Board discussed returning the National Convention to York every 4th or 5th year. We discussed the pros and cons of such a schedule. We also discussed the location criteria for National Conventions.
17. Director Orr reported on the joint committee meeting held in York. Attendees discussed the use of YouTube videos and the need for the Registration Program to be updated. Director Orr is preparing a full report to be published in the Chapter Relations Newsletter.
18. Programs under Education - Video recordings. The Board discussed how we should handle recording presentations in the future. Chair Newman described the process budgeted for use at the recent National Convention, as well as what is budgeted for the 2020 convention in Dayton.

19. MOTION: Made by Secretary Baker, seconded by Director Orr. That the Board goes into Executive Session to discuss financial, legal and personnel issues. Hearing no objections, the Chair declared the **Motion carried**.

20. No action was taken in Executive Session.

21. MOTION: Made by Vice Chair Holloway, seconded by Director Bartels. Move that the meeting adjourn. Hearing no objections, the Chair declared the **Motion carried**.

Meeting adjourned at 9:11 p.m. EDT.

Please send all comments and questions on items being considered to NAWCC Board Secretary at lebaker@chorus.net.

NAWCC Board Secretary
Leroy Baker