



National Association of Watch and Clock Collectors, Inc.

Board of Directors Meeting

Monday, January 27, 2014, at 9pm EST

Using GoToMeeting format

Minutes

BOARD MEMBERS PRESENT FOR THE ENTIRE MEETING

Ruth Overton	Chair
Eugene R. Volk	Vice Chair
Mary Ann Wahlner	Secretary
David A. Lee	Treasurer
Thomas J. Bartels	Director
Michael A. Dempsey	Director
David W. Dunn	Director
Chester L. Ekstrand	Director
George F. Goolsby	Director
Philip C. Gregory	Director
Timothy Orr	Director
Jerry H. Thornsberry	Director

EX-OFFICIO BOARD MEMBERS

J. Steven Humphrey	Executive Director
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NAWCC MEMBERS

Thirty members registered and attended all or part of the meeting on line.

CALL TO ORDER – Monday, January 27, 2014

With a quorum established, Chair Ruth Overton called the meeting of the Board of Directors of the National Association of Watch and Clock Collectors to order at 9:12 pm EST.

Chair Overton made the following announcements:

- All voting will be by roll call.
- Directors wishing to speak must receive permission from the Chair.
- Vice Chairman Volk will assume control of the meeting should the Chair lose connection.

MOTION: Made by Vice Chair Volk, seconded by Director Bartels: That the Board approve to December 2013 Board Meeting minutes.

Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Ekstrand, Goolsby, Gregory, Lee, Orr, Overton, Thornsberry, Volk, Wahlner. Voting Nay: None: Absent: None.

MOTION: Made by Vice Chair Volk, seconded by Director Bartels: That the electronic meeting procedures referenced in Article III, Section 2c of the Standing Rules be replaced by the following:

NAWCC ELECTRONIC BOARD MEETINGS

Two physical meetings of the Board are required by the Bylaws. One of these meetings is required to be held in conjunction with the annual meeting while the other may be scheduled by the Board. In all other months when there is not a physical board meeting a Board meeting shall be held by electronic or other means.

The holding of non-physical Board meetings will occur using one or more of the following formats or other means as approved by the Board.

Two of the formats are;

- I) Real-Time Meetings** (such as "Go to Meeting", GoMeetNow, Webex, etc.)
- II) Message Board Meetings.**

The meeting months for the second physical meeting and for all of the non-physical meetings will be by motion and approved a Board majority. The format for each of the non-physical meetings will be by Board motion with majority approval.

Special additional meetings of the Board may be called by a majority of the Board with 2 weeks notice or by the Chair with 1 week notice.

The procedures for the meeting are as provided below depending on the format specified.

I Procedures for Real-Time Meetings

For months in which Real-Time Board Meetings are scheduled, the meetings will take place on a day and at a time to be determined by the Board

The meeting will be conducted in accordance with the latest version of Robert's Rules of Order unless specifically altered in this procedure. The moderator for the meeting shall be designated by the Board Chair.

1. All agenda items must be received by the Secretary no later than two weeks prior to the scheduled meeting with the final agenda being published by the Secretary not later than one week prior to the meeting.
2. All Board Members must sign in 5 minutes prior to the start of the meeting and be acknowledged by the moderator.
3. All guests (members and invited non members) must register by providing their name and NAWCC#(if members) to the moderator not earlier than 30 minutes prior to the scheduled start of the meeting nor later than 15 minutes prior to the start of the meeting to be allowed to listen to and to view material displayed at the meeting. Guests shall not participate nor be acknowledged to speak unless the guest has specifically been requested to speak on a specific topic and such request has prior approval of the Board Chair.
4. Each speaker must precede his request by stating his name .i.e. "Tom Jones request permission to speak"; "Mike Smith seconds the motion"; "John Doe moves to adjourn the meeting".
5. All Board Members entering the meeting after it is convened or leaving before it is adjourned must be acknowledged by the Chair. i.e. "George Ray requests permission to join the meeting." , " The Chair acknowledges George Ray has joined the meeting", "Harry Bond requests permission to leave the meeting", "The Chair grants permission for Harry Bond to leave the meeting".
6. All votes will be conducted by the Secretary by roll call. After all votes are recorded, the secretary will restate each vote and each Director will confirm their vote is properly recorded.
7. No one may speak without being recognized by the Board Chair.
8. If an Executive Session is approved the permission of all guests granted the capability to listen and view the Electronic Meeting shall be suspended until the completion of the executive session.

The Secretary will provide minutes of the meeting, within three weeks, for approval of the Board at the next Board meeting before being released to the membership.

II Procedures for Message Board Meetings:

DEFINITIONS AND UNDERSTANDINGS

The following definitions and understandings shall be used Message Board Meetings.

CALENDAR DAY

Calendar day means a full calendar day and not partial. The Chair shall specify the beginning and end of each calendar day period as needed in each procedure step.

OFFICIAL TIME

United States Eastern Time Zone time shall be the official time for all purposes in the conduct of electronic meetings. All regular meeting periods (e.g. discussion or voting) shall end at 12:00 midnight Eastern Time on the last calendar day of each meeting period.

OFFICIAL START OF MEETING

The official start of electronic meetings of the Board shall be the first calendar day of each month in which an electronic meeting is held.

DISCUSSION TOPIC TIMELINESS

It is incumbent on the proposer of each motion to open discussion promptly to avoid delay. If a proposer has not posted by 6:00 p.m. on the first day of discussion, any Director may open the discussion topic.

EARLY VOTING

Early voting is permitted only if the affected Director certifies to the Chair that he/she will not have Internet access during the voting period. The Chair will state his/her approval on the voting topic for an early vote.

MAJORITIES

In these procedures three types of majority requirement apply. The Chair will state the number of votes needed when the call is made to vote:

1. First is a specified majority of the full Board (all seated Directors including the Chair) for a motion to pass. Under this rule a majority is seven (7) and a two-thirds majority is eight (8).
2. Second is a specified supermajority of those voting, e.g. a two-thirds majority. A quorum of at least seven (7) votes being required, the question will pass only on a two-thirds or greater majority of recorded votes when voting is closed.
3. Third is a majority of those voting. A quorum of at least seven (7) votes being required, the question will pass only on a majority of recorded votes when voting is closed.

MEMBERS OF THE BOARD

Under the revised and restated Articles of Incorporation of the NAWCC, the Board of Directors is to consist of twelve Directors either elected or appointed, plus two non-voting ex-officio positions being the Executive Director and Legal Counsel. In all references in these procedures, voting members of the Board shall be referred to as Director or Directors as appropriate.

NOTIFICATIONS

All Board members are required to turn “ON” the “Notices” option in their personal profile space on the BOD MB (“My Space”). This will ensure that each Board member will receive positive notice of every posting made to the Forums on the BOD MB. Except for the initial posting of motions to the E-mail Board Forum, no other notices or reminders will be issued while business is in progress.

OFFICERS

The Officers of the Board are the Chair, Vice Chair, Secretary, and Treasurer. These titles are used as appropriate throughout the procedures.

POSTING OF NOTICES, AGENDAS AND MINUTES

The Secretary shall be responsible for posting all notices, agendas, and minutes of electronic meetings of the Board to the NAWCC_NEWS, as detailed in the procedures following. The Secretary’s E-mail address will be shown in every message, so the members may respond to the Board on any item posted. Each notice posted by the Secretary shall contain a statement that all responses received will be forwarded to the Board for their review.

QUORUM

Under the Bylaws a Quorum is a majority of the full Board, or seven (7) Directors present. For the purpose of convening all electronic meetings of the Board it is presumed that all Directors are present UNLESS they have previously notified the Chair that they will be absent. If more than five of the seated Directors are absent, a quorum cannot be established under the Bylaws and the meeting cannot be held. For all other electronic meeting purposes; e.g., passage or rejection of motions, rules, etc., the number of votes actually cast will determine the presence or absence of a quorum.

PROCEDURE FOR CONDUCTING THE MESSAGE BOARD ELECTRONIC

MEETINGS OF THE NAWCC BOARD OF DIRECTORS

A. Statement of Precedence and Application of Procedures

This procedure shall be used for all Message Board Electronic Meetings of the Board

B. Meeting Schedules and Notices

1) Schedules

Each meeting shall be convened on the first day of the calendar month in which the meeting is held. The agenda for each meeting shall consist of one or more motions proposed by any Director except the Chair, and may include either old or new business. If no motions are proposed, there is no business to be conducted for that meeting, no agenda is required and the meeting will be adjourned.

2) Notices

If no business is conducted, the Secretary shall place a notice to that effect on the NAWCC_NEWS, between the 11th and 14th of the month.

C. Conduct of Meeting

The following procedure lists all steps needed to conduct a regular monthly electronic meeting.

Please observe these steps for each new motion introduced.

- 1) The chair will convene the meeting on the first day of the calendar month, requesting motion proposals to be posted in the General Discussions Forum.
- 2) Director (proposer) may now post a proposed motion as a new topic in the General Discussions Forum beginning on the 1st but not later than the 5th of the meeting month at which he intends for it to be on the agenda (See Note 1). The current month will be stated in the Topic Lead at the time of posting. The topic text shall include a description of the proposal to be considered, justification for its consideration by the Board, and backup material provided as appropriate. The proposal is then open for discussion, changes, or amendments from the date of posting until the 10th of the month.
- 3) Following open discussion and amendments or changes if any, proposer posts his motion on the 10th of the month as a new topic in the Motions Forum. Permission of Chair is needed if posted after this date. The Topic Lead shall include the calendar month for which the motion is being considered.
- 4) Another Director seconds the motion. If no second is received the motion will not be considered.
- 5) On the 12th calendar day of the month the Chair restates the motion and requests the proposer to start discussion on a separate new topic in the Motion Discussions Forum. No voting is permitted at this time.
- 6) Secretary posts the agenda (all meeting motions) to NAWCC_NEWS by the 14th day of the meeting month. Non-confidential backup materials shall be posted on the NAWCC website for viewing by the membership. Items added later pursuant to Note 1 below will be posted to NAWCC_NEWS as additional agenda items.
- 7) Proposer opens a new topic in the Motion Discussion Forum, stating the current month in the Topic Lead, and states their position regarding their motion. Discussion proceeds through the 25th of the month.
- 8) Friendly amendments may be made at any time during the motion discussion period. If a formal amendment is proposed and seconded, the motion will be removed from the table and debate returned to the original proposed motion topic on the General Discussions Forum. Whether amended or not the motion will be deferred until the following month's agenda (See Note 2).
- 9) Parliamentary motions will be limited to days 12 through 18 of the meeting (See Note 3).
- 10) Chair closes discussion at midnight on the 25th and requests voting to start on the original motion topic. If motion has been amended during the discussion period the Chair will restate the amended motion on the original motion topic before voting starts.
- 11) Voting proceeds from the 26th until closing at midnight on the 28th. Record yeas or nays only, no commentary is permitted.

12) Chair closes voting and Secretary records votes by name on the voting topic. Directors not voting will be counted absent. When the Secretary has recorded all motions, the meeting is adjourned by the Chair.

13) Secretary reports results to NAWCC_NEWS and for publication by the second day following close of the meeting.

NOTES:

1) From day 6 through 11 of each month the Chair may approve inclusion in the agenda of certain routine motions or motions for matters that have become known after the normal 1st to 5th posting dates. The Chair may also approve late motions to be posted on day 12 through 18 of the meeting, requiring an immediate vote to suspend the rules. Discussion is allowed to begin but if rules suspension is not approved (three days voting) the motion must be withdrawn.

2) The reason for deferring to the following month is that not enough time is available to follow the correct amendment approval procedure prior to returning to the normal discussion period.

3) Parliamentary motions are limited to days 12 through 18 of the meeting due to discussion and/or a vote required for many of them:

Motions not requiring a second: Motion Objecting to the Question (no discussion, vote required);

Point of Order, Question of Parliamentary Procedure, Point of Information (discussion allowed but no vote required)

Motions requiring a second, no discussion permitted: Motion to table, Motion to call the question, Motion to suspend the rules.

Motions requiring a second, discussion permitted: Motion to limit debate, Motion to postpone, Motion to refer to committee.

Motions requiring removal from the table: Motion to amend.

D. Motions to Amend, Motions to Table and Other Parliamentary Procedures

Parliamentary motions and procedures used *during discussion of any current motion following its restatement by the Chair* are covered in this section.

Special conditions due to limitations of this venue include:

_ Motions for which debate IS permitted must be made within the first six (6) days of discussion of the main motion. These include: Motion to Limit Debate, Motion to Postpone, Motion to Refer to Committee, Motion to Appeal a Decision of the Chair, and Motion to Divide the Question.

_ Motions for which debate and/or further amendment IS NOT permitted must be made within (6) days of discussion of the main motion. These include Point of Order, Question of Parliamentary procedure, and Point of Information.

— The following motions require a second. For all such motions the second must be made prior to the end of the next calendar day after the motion has been made, or the motion will die for lack of a second. Debate may continue until the second is made, at which time the Chair will state the motion now has precedence and indicate the action to be taken for discussion or voting as appropriate.

Motion to Amend

Motion to Table

Motion to Call the Question

Motion to Limit Debate

Motion to Postpone

Motion to Refer to Committee

Motion to Appeal a Decision of the Chair

Motion to Divide the Question

Detailed procedures for motions to amend and to table are included herewith, as well as withdrawal of motions and passing the gavel. Other parliamentary procedures will be added as deemed necessary.

1) Motions to Amend

- a. A motion to amend may be made for any motion currently under discussion.
- b. Due to the limitations of this venue, such motion if seconded will require removal of the motion from the current month agenda and returned to the General Discussions Forum for resolution. This is required since there is not sufficient time available to debate and vote on any amendment during the discussion period.

2) Motions to Table

- a. A motion to table may be made by any Director except the Chair for any motion currently under discussion, but no later than the 6th day to allow time for voting prior to the close of the normal discussion period.
- b. The Director proposing to table must first state on the discussion topic that he/she is making
a motion to table, and immediately open a new topic in the Motions Forum for that purpose.
- c. The motion to table must be seconded by a Director other than the Chair no later than the end of the next calendar day after the motion to table has been made, and restated by the Chair.
- d. Motions to table are not debatable thus voting will commence immediately. Voting will be required, or three (3) days whichever occurs first. Directors not voting before closing will be counted absent.

e. If the motion to table is approved, the Chair will so state on the original motion topic and no further action taken. If the motion to table is defeated, discussion and voting will resume on the original motion topic.

3) Withdrawal of Motions

Robert's Rules require general consensus of the deliberative body for a motion to be withdrawn once it is placed on the table and has been restated by the Chair (page 284 line 30, 10th Edition).

Unless otherwise stated in these procedures, the following shall apply.

a. After consultation with the Chair, the proposer of a motion shall post a request on the discussion topic for his/her motion, asking if there is any objection to withdrawal. If there are none the Chair shall state that the motion is withdrawn and all discussion will cease.

b. If there is objection, discussion will continue to determine a consensus. The Chair shall decide whether to continue the motion or permit its withdrawal.

c. The proposer may reintroduce the motion in a later meeting if it is withdrawn.

4) Recording of Votes and Reporting of Motions and Withdrawals

On close of voting for parliamentary motions such as to amend or table, the Secretary will tally the votes and record the results as the final message posted on each voting topic. Votes will be recorded by name and by yeas, nays, and abstentions. Directors not voting will be reported as absent. At the close of voting for the monthly electronic meeting, the Secretary will include the results in the report for each motion made to NAWCC_NEWS. If any motion is withdrawn, since it was included in the original agenda for that month's meeting the Secretary shall state only that it was withdrawn, with no other commentary.

5) Passing of the Gavel

NOTE: In electronic meetings, each instance of passing the gavel will apply ONLY to the motion for which the Chair desires to participate. All other motions on the agenda, if any, will proceed normally with the Chair presiding.

On occasion the Chair may feel compelled to enter into the discussion of a motion, and therefore must pass the gavel to a designated person. Robert's Rules state the gavel must be passed to an Officer (not including the Secretary or Treasurer) or a Chair Pro-Tem. The Chair Pro-Tem may be appointed by the Chair for that motion, or have been previously elected by the Board to serve as Chair Pro-Tem for an indeterminate period. To be eligible to receive the gavel the person designated must not be the maker of the motion on the table or have participated in the discussion of the motion, as that per se disqualifies them as being interested parties.

The following steps and requirements must be met:

a. The Chair will designate an Officer to receive the gavel.

b. If no Officer is eligible, the Chair will then choose the elected Chair Pro-Tem if there is one and that person is eligible, if not must appoint a Chair Pro-Tem. That appointment will be only for that motion. The person appointed must first agree to accept the appointment.

c. The designated Officer or Chair Pro-Tem will receive the gavel and Chair the meeting until the question has been decided. He/she may not enter into the discussion, but may vote within the normal protocol applicable to the Chair.

d. The Chair will participate in the discussion and vote when the question is called.

F. Minutes of Meeting and Effect

1) Minutes of Meeting

The proceedings of each meeting as reported by the Secretary to NAWCC_NEWS are the official minutes of the meeting, and do not require subsequent approval or ratification by the Board. In addition to NAWCC_NEWS these minutes are to be published in the next available MART as official acts of the Board, with official notice of publication given in the next available Bulletin.

2) Effect of Approved Motions

All business conducted by this procedure shall be considered regular business of the Board and will not require ratification at any subsequent meeting. All motions passed in the meeting become effective on the first calendar day following close of voting.

PROCEDURE FOR SUSPENSION OF RULES FOR REGULAR MESSAGE BOARD ELECTRONIC MEETINGS OF THE NAWCC BOARD OF DIRECTORS

This procedure provides for suspension of one or more rules of a regular monthly electronic meeting for any of several purposes, including but not limited to the following: 1) To consider motions presented without prior open discussion, 2) To consider motions presented after the restatement of main motions on the 12th day of any monthly meeting (untimely presentation), or 3) For any other suspension of specific rules as necessary to enable the ongoing conduct of business. This procedure may only be implemented on approval of the Chair followed by a 2/3 majority vote of the full Board to suspend the rules, as provided in current Robert's Rules.

A. Justification for Suspension of Rules and Approval of Chair.

The proposer of any motion requiring suspension of a rule or rules must request approval of the Chair and provide justification for the suspension of rules. Ordinarily this will be done prior to the restatement of main motions on the 12th day of a regular monthly electronic meeting; however there may also be circumstances in which a suspension of rules is needed after the main motions have been restated but in no case will such motions be considered after the 18th day of the meeting.

B. Posting of the Motion.

With agreement of the Chair, proposer will post the proposed motion as a new topic for the current regular monthly electronic meeting. The Topic Lead for the motion shall state the calendar month for which the motion is to be considered and that a suspension has been requested. A message will also be posted for each motion on the Board E-mail Forum to ensure that all members are aware of this action, also stating that a suspension of rules has been requested as well as giving a clear and concise reason for requesting the suspension.

C. Seconding of Motion

Any Director except the Chair may second the motion, placing it on the agenda. If no second is received by the end of the next calendar day after the motion is presented it will not be considered.

D. Motion for Suspension of Rules

The Chair will note approval of the request and direct the proposer to post the motion to suspend the rules as a new topic. On the original motion topic the Chair will state the motion has been placed on the agenda and request the proposer to open a new discussion topic to enable discussion to proceed pending the result of the vote on the motion for suspension of rules. If there is more than one motion for which suspension of rules is requested, separate motions to suspend the rules are required so the Board will be able to decide each question on its own merits. Each such motion MUST clearly state what rule or combination of rules is being requested for suspension, and the Topic Lead shall state the calendar month for which the suspension is being requested.

D. Seconding of Suspension Motion

Any Director except the Chair may second the motion to suspend the rules. The second must be made prior to the end of the first calendar day after the motion to suspend was made, or the motion will die for lack of a second.

E. Posting of Agenda

The Secretary will post the agenda of the monthly meeting to NAWCC_NEWS in the usual manner for a regular electronic meeting, including the motion for which suspension of rules has been requested. These will be noted accordingly. If a motion for suspension of a rule is made after the commencement of the meeting, such as untimely presentation of a motion, that motion should be reported separately to NAWCC_NEWS and the results later incorporated in the final minutes (see Item I, Reporting of Votes).

F. Voting for Suspension of the Rules

The Chair shall restate the motion to suspend the rules and open the topic for immediate voting. This motion is not debatable and requires a 2/3 majority of the full Board for approval. Voting will remain open for three (3) calendar days. If the appropriate majority (eight yea votes) is not achieved in the three (3) day period the motion will fail. Those not having voted will be reported absent.

G. Action on Failure or Approval of Motion to Suspend the Rules

1. On failure of motion to suspend the rules:

- a. Motions presented for the sole reason of un-timeliness or for which un-timeliness is included will not be considered in the current meeting and must be presented in a later meeting. Discussion that may have started on such motions will cease and the discussion topic be closed.
- b. Motions presented for any other suspension of rules will fail, and the original motions for which the suspension was requested will continue per the normal monthly electronic meeting schedule and procedures unless withdrawn.

2. On approval of motion to suspend the rules:

a. For untimely motions the Chair will declare the suspension of rules has been approved and that discussion on the original motion may continue for the remaining normal discussion and voting periods.

b. For motions requesting any other type of suspension of rules, the Chair will declare the suspension of rules has been approved, declare which rule(s) was suspended, and note that normal discussion and voting will continue according to the conditions imposed depending on the rule suspended.

I. Reporting of Results

For all motion(s) for which a suspension of rules has been considered, the Secretary shall report the results to the NAWCC_NEWS to be included in the final report at the normal close of voting for that month's electronic meeting.

MOTION to Amend: Made by Director Orr, seconded by Director Bartels: That Section 3 be modified as follows by striking by striking words as shown below

3. All guests (members and invited non members) must register by providing their name and NAWCC#(if members) ~~to the moderator not earlier than 30 minutes~~ prior to the scheduled start of the meeting ~~nor later than 15 minutes prior to the start of the meeting~~ to be allowed to listen to and to view material displayed at the meeting. Guests shall not participate nor be acknowledged to speak unless the guest has specifically been requested to speak on a specific topic and such request has prior approval of the Board Chair.

Motion to Amend carried. Voting Yea: Bartels, Dempsey, Dunn, Ekstrand, Goolsby, Gregory, Lee, Orr, Overton, Thornsberry, Volk, Wahlner. Voting Nay: None: Absent: None.

MOTION as Amended carried: Voting Yea: Bartels, Dempsey, Dunn, Ekstrand, Goolsby, Gregory, Lee, Orr, Overton, Thornsberry, Volk, Wahlner. Voting Nay: None: Absent: None.

MOTION: Made by Vice Chair Volk, seconded by Director Dunn: That the Board Meetings for February, March, April, and May of 2014 be as follows:

February: Message Board Meeting

March: Real-Time Meeting using GoToMeeting Format

Convene at 9 pm EDT and adjourn no later than 11 pm EDT

on Monday, March 10, 2014.

April: Message Board Meeting

May: Message Board Meeting

Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Ekstrand, Goolsby, Gregory, Lee, Orr, Overton, Thornsberry, Volk, Wahlner. Voting Nay: None: Absent: None.

MOTION: Made by Vice Chair Volk, seconded by Director Bartels: That the meeting be adjourned.

Motion carried. Voting Yea: Bartels, Dempsey, Dunn, Ekstrand, Goolsby, Gregory, Lee, Orr, Overton, Thornsberry, Volk, Wahlner. Voting Nay: None, Absent: None.

Meeting adjourned at 9:47 EST.

Mary Ann Wahlner

NAWCC Secretary

NOTE: Minutes will be posted on the message board under Actions of the Board-Board Materials and Announcements.