



BOARD OF DIRECTORS MEETING

March 2020 Webinar Meeting

MINUTES

March 19, 2020

BOARD MEMBERS PRESENT

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

James Dutton, Director
Robert Gary, Director
Philip Morris, Director
Tim Orr, Director
James Price, Director
Thomas Compton, Director

EX-OFFICIO BOARD MEMBERS

Myron Mintz, Esq., Legal Counsel

OTHERS PRESENT FOR ALL OR PART OF THE MEETING

Jennifer Byers, NAWCC Controller
Terry Hall

Thomas McIntyre

1. Call to Order: Chair Rich Newman called the meeting of the Board of Directors to order at 7:00 p.m. EST.

2. Welcome, Introductions, Meeting Procedures and Announcements
 - a. Chair Newman welcomed all Board Members and guests in attendance. The Chair reminded everyone that we will follow Robert's Rules of Order for Small Boards during the meeting.
 - b. Chair Newman reminded everyone that with the current challenges the world is facing with the Covid-19 Virus, communication with our members was of the utmost importance.
 - c. To protect the health of our employees, members and guests, the Museum and Library have been temporarily closed. Employees were conducting critical activities from home.
 - d. To date, regionals in Arizona, Washington and Ohio have been cancelled due to Covid-19. The Board, along with the National Convention Committee is monitoring the situation closely as it relates to our 2020 Convention in Dayton.

- e. Chair Newman acknowledged that the ongoing situation is very fluid and will require continuous monitoring by the Board as well as the O&A and Convention Committees.
3. Roll Call: A Roll Call was taken to establish a quorum. All board members were present.
4. **MOTION:** Made by Chairman Newman, seconded by Director Price. That the Board approves the minutes of the January 30, 2020 meeting as written.

Passed by Consent

5. NAWCC Scorecard

Vice Chair, Leroy Baker presented the scorecard updates. It was noted that Net Liquidity had moved into the green and significant progress was being made in the area of budget variances.

6. November Financial Report

Treasurer Miller presented both the final financial reports for November and a preliminary outlook at December.

- a. December ended with a monthly surplus of \$21,898 and a YTD deficit of \$64,458. Net liquidity increased to \$442,007 and the investment total increased to \$3,042,905.
 - b. January was also a good month, with a surplus of \$21,947 and the YTD deficit reducing to \$42,511. Net Liquidity also increased to \$615,856 with an investment total increasing to \$3,138,559.
 - c. It was noted that through January, Director Gary had helped raise \$43,000 for computer upgrades and other incidentals. This updated equipment has been very instrumental in achieving some of the cost reductions at headquarters.
 - d. It was also noted that the FY 2018-19 990 and 990T tax returns had been finalized and posted to the NAWCC Website.
 - e. Initial look at February appears favorable with another expected surplus.
7. **MOTION:** Made by Chair Newman and seconded by Director Price. That the Standing Rules, Article XIII, MEMBERS, Section 1, Classes of Members and Section 3, Membership Information, be amended as submitted.

Passed by Unanimous Vote

8. Website Update

Chair Newman gave an update on progress of work on our new website.

- a. Work by EZSolution progressing well and remains on schedule.
 - b. Focus on the website continues to be directed at enticing first time visitors to become potential members. Also, to make navigation and use by current members easier and provide more seamless use for renewing membership, registering for events and donating to the organization.
 - c. Key staff in Columbia, along with iMIS consultant fully engaged with EZSolution
 - d. Multiple sub-groups have been meeting with EZSolution on a weekly basis to provide input and feedback on both layout and content.
9. **MOTION:** Made by Director Gary and seconded by Director Burton. That the Bylaws, Article IV, ELECTIONS AND APPOINTMENTS, Sect 5, Voting Procedure, be amended to strike the words “Completed ballots must be delivered for counting to an Independent Agent appointed by the Board” and replace them with the wording “The Board of Directors shall assure an accurate, impartial, and confidential election, preferably via electronic means.” And that the words “The Agent must receive...” be struck and replaced with “Ballots must be received...”

The resulting section shall read: **Section 5. Voting Procedure:** Each election year, the Official Ballot shall be sent to each Member By the means of distribution as defined in the Standing Rules. (amended 4/1/2013).

“Members shall vote by marking their choice of candidates on the Official Ballot. The Board of Directors shall assure an accurate, Impartial, and confidential election, preferably via electronic means. Copies of any hard copies of the Official Ballot are invalid and will not be accepted. The NEC shall be responsible to have official ballots, whether print or electronic, be designated so as to prevent duplication or fraud and to be clear and easy to complete.

“Ballots must be received by midnight the first business day in April of the election year to be considered valid unless the NEC has authorized an extension. The Board has authorized electronic ballots and electronic voting for elections. Policies for the implementation and use of this means of voting will be incorporated in the Standing Rules.”

MOTION: Made by Vice-Chair Baker and seconded by Director Orr. To amend the above motion to strike “preferably by electronic means” from the 2nd sentence in the 2nd paragraph and to also strike the 2nd sentence in the 3rd paragraph.

The Amendment and Resulting Motion were both passed by Unanimous Vote

10. Election Software Update

- a. Vice-Chair Baker and Director Gary have been in contact with 2 potential suppliers.
- b. A call was recently completed with 1 of the 2 potential suppliers and have scheduled a call with the 2nd supplier.

- c. Cost from first supplier contacted is approximately ½ of what we currently pay annually, allows for an unlimited number of votes per year and only requires a 1-year commitment.
- d. Our current contract is for 7 years and only allows for 1 vote per year.
- e. The current supplier will also be contacted and given a chance to requote with improved terms and cost.
- f. Any potential change will be reviewed and coordinated with the NEC prior to any changes.

11. **MOTION:** Made by Director Morris, seconded by Director Price. That the Board approve the Collection Committee's submitted recommendation for 2018 deaccession of low-cost items with no value to the museum.

Passed by Consent

12. Next Meeting Date & Time

- a. The next board meeting will be via webinar and is tentatively scheduled for April 16, 2020 at 7:00 p.m. EDT.

13. Chair Newman solicited feedback from the audience.

14. **MOTION:** Made by Director Price and seconded by Treasurer Miller; Move that the Board go into Executive Session to discuss financial, legal and personnel issues.

Motion Carried

15. The Board returned from Executive Session.

Action was taken, approving the appointment of Robert F Pritzker (CAN) as Chairman of the Awards Committee.

16. **MOTION:** Made by Treasurer Miller and seconded by Director Price; That due to the recent economic uncertainties associated with Covid-19 to both the organization and its members, that the Board approve the deficit budget as reviewed with no increases to membership fees. The budget to be reviewed later, once outbreak and economic impacts are stabilized.

Passed by Consent

Meeting adjourned at 9:00 p.m. EDT.