



**BOARD OF DIRECTORS CONVENTION MEETING**

Hampton Roads Convention Center  
1610 Coliseum Dr  
Hampton, VA 23666

**MINUTES**

**Wednesday, July 14, 2021**

**BOARD MEMBERS PRESENT**

Rich Newman, Chair  
Leroy Baker, Vice-Chair  
Rhett Lucke, Secretary  
Robert Burton  
Tom Compton  
Renee Coulson

Jay Dutton  
Cathy Gorton  
Sherry Kitts  
Philip Morris  
Jim Price

**BOARD MEMBERS ABSENT**

John Cote

**EX-OFFICIO BOARD MEMBERS**

Myron Mintz, Esq., Legal Council

**OTHERS PRESENT FOR ALL OR PART OF THE MEETING**

Jim Coulson  
Tom McIntyre  
Chris Miller  
Bob Frishman

H. Glen Kitts  
John Avignone  
Judy Draucker  
Fortunat Mueller-Maerki

1. Call to Order: Outgoing Chair Newman called the meeting of the Board of Directors to order at 6:05 p.m. EDT.
2. Welcome, Introductions, Meeting Procedures & Announcements: Outgoing Chair Newman welcomed all present and reminded all that Robert's Rule of Order for Small Boards would be followed.

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- 2a. **MOTION:** Made by Outgoing Chair Newman: That the Board of Directors approve the following Resolution:

WHEREAS, Director James Price and Director Jay Dutton have served on the Oversight & Advancement Committee, the Committee established in 2019 and charged with performing the duties and responsibilities of the Executive Director, and

WHEREAS, Director Price and Director Dutton have performed in an exceptional manner under the most challenging conditions, and achieved truly extraordinary results on behalf of 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 Director Price and Director Dutton are herewith commended for exemplary services to the NAWCC Board of Directors.

**Passed by Consent**

3. Board of Directors Code of Ethical Conduct Affidavits: NEC: Code of Ethical Conduct Affidavits were collected from all new and carryover members of the Board of Directors.
4. Seating of the New Board: NEC: The new board members were officially seated by James Coulson, acting for NEC Chairman George Goolsby.

Elected for the 2021–2025 term were Leroy Baker (WI), John Cote (IN), Sherry Kitts (TN), and Philip Morris (AL). Recommended to and appointed by the Board are Renee Coulson (TN) and Cathy Gorton (NC).

5. Roll Call: Outgoing Chair Newman recognized all board members were present with the exception of John Cote. **A quorum was thereby established.**
6. Appointment of Tellers for Officers Election: Outgoing Chair Newman appointed James Coulson as Teller for the Officer Elections.
7. Election of Officers: Outgoing Chair Newman presided over the election of officers.

- 7a. Chair Election:

Director Dutton nominated Director Price for the Chair position. Seconded by Director Morris. There were no other nominations.

Outgoing Chair Newman **declared Director Price elected Chair by Acclamation.**

- 7b. Vice-Chair Election:

Chair Price nominated Secretary Lucke for the Vice-Chair position. Seconded by Director Burton. There were no other nominations.

Outgoing Chair Newman **declared Secretary Lucke elected Vice-Chair by Acclamation.**

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7c. Secretary Election:

Vice-Chair Lucke nominated Director Kitts for the Secretary position. Seconded by Director Compton. There were no other nominations.

Outgoing Chair Newman **declared Director Kitts elected Secretary by Acclamation.**

7d. Treasurer Election:

Chair Price nominated Director Dutton for Treasurer. Seconded by Director Baker. There were no other nominations.

Outgoing Chair Newman **declared Director Dutton elected Treasurer by Acclamation.**

8. Approval and Amendment of Agenda: Motion by Secretary Kitts:

**MOTION:** That the Board approve the Agenda as presented to include all expected and new business.

Hearing no objections, Chair Price declared the **Agenda approved by Unanimous Consent.**

9. Approval of Previous Minutes: Motion by Secretary Kitts:

**MOTION:** That the Board approve the Minutes of the June 17, 2021 Board of Directors Meeting as submitted.

Hearing no objections, Chair Price declared the Minutes of the June 17, 2021 Board of Directors Meeting **Approved as submitted by Unanimous Consent.**

10. Approval of Legal Counsel: Motion made by Chair Price:

**MOTION:** 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 (2021-2023), as provided in the Standing Rules, Article III, Section 3.

After discussion, there were no objections, and Chair Price **declared Myron J. Mintz Legal Counsel for the term 2021-2023 by Acclamation.**

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11. Approval of Authorized Signatures for Transaction of NAWCC business: The following two Motions made by Chair Price:

**MOTION:** 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 2021 through July 2023: Executive Director, Controller, and Human Resources Manager.

**Motion to Amend:** Made by Director Baker: 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 2021 through July 2023: Executive Director, Controller, Human Resources Manager, Library Research Supervisor, Board Treasurer, and Board Chair.

**Motion as Amended passed by Unanimous Consent.**

**MOTION:** 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 2021 through July 2023: Board Treasurer, Executive Director, and Controller.

**Motion passed by Unanimous Consent.**

12. Resolutions of Appreciation of Departing Volunteers: The following two Motions were made by Chair Price:

**MOTION:** That the Board of Directors approve the following Resolution:

WHEREAS, Robert Gary (CA), Chris Miller (MO) and Tim Orr (CO) 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 the exemplary services to the NAWCC and to the NAWCC Board of Directors.

**Motion passed by Unanimous Consent.**

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**MOTION:** That the Board of Directors approve the following Resolution:

WHEREAS, George Goolsby (TX) and James Coulson (TN) 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 the exemplary services to the NAWCC and to the NAWCC Board of Directors.

**Motion passed by Unanimous Consent.**

13. **MOTION:** Made by Chair Price: That the Board Recess.

There were no objections, and the Board was recessed, to resume Thursday, July 15, at 9:00 a.m. EDT.

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**MINUTES**

**Thursday, July 15, 2021**

14. Welcome, Introductions, Meeting Procedures & Announcements:

Chair Price reconvened the Meeting at 9:04 a.m. EDT. All Board members were present with the exception of John Cote as mentioned on July 14. **A quorum was therefore present.** Chair Price welcomed all in attendance.

- 14a. Resolution of Appreciation for Rich Newman: Motion made by Chair Price:

**MOTION:** That the Board of Directors approve the following Resolution:

WHEREAS, Chairman Richard Newman having served as the Board Chair from June 2017 to July 2021,

WHEREAS, Chairman Newman has provided excellent leadership and vision under the most challenging conditions, and driven truly extraordinary results on behalf of 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 Chairman Newman is herewith commended for exemplary services to the NAWCC and to the NAWCC Board of Directors.

**Motion approved by Unanimous Consent.**

15. Board Member Profiles: Chair Price and Director Newman encouraged the Board Members to employ themselves where their talents lay, and to volunteer for duties at regionals to which they go, all of which makes for efficiency and keeps expenses down.
16. Executive Director Report: Chair Price and Director Newman were pleased with what had been accomplished by the Oversight and Advancement Committee (OAC) and noted that additional pressure would be put on the committee with the delay in arrival of the new Executive Director.
17. FY 2021 Financial Reports Status: Treasurer Dutton reported that since Controller Jennifer Byers resigned, a balanced budget had been created by himself and outgoing Director Miller, and that a newly completed Financial Report indicates all accounts are reconciled.

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18. FY 2021 Audit Timing/Status: Treasurer Dutton stated that the auditor, RKL, is a great regional firm and has analyzed our structure, providing good recommendations to streamline reporting. The contract we have with RKL was designed so that they would audit NAWCC before their busy summer months. This was accomplished in 2019 and 2020. However, due to the resignation of our Controller, this was coordinated to be pushed back to start in September using an on-site visit.
19. 2019 to Current – Strategic Accomplishments: Treasurer Dutton reported that we had turned around the trajectory from one of loss to gains. We have made major advancements in Information Technology, internet speed has been increased by separation from phones, the mold problem has been resolved, a new roof installed, and a Payroll Protection Plan (PPP) loan of \$210,000 has been forgiven, and we expect a \$150,000 PPP loan will also be forgiven.
20. Strategic Planning Discussion: Treasurer Dutton handed out “NAWCC Financial Trends, July 2021” and expressed the need to protect our assets. We have assets of \$3.5 Million due to the contributions of great members.

21. Motion by Chair Price:

**MOTION:** That the Board accepts the National Committee Reports as submitted by Committee Chairs.

**Motion passed by Unanimous Consent.**

22. Motion by Chair Price:

**MOTION:** That the Board approve appointment of the individuals as submitted for Committee Chairs:

Awards – Bob Pritzker  
Chapter Relations – Bob Burton & Lu Sadowski  
Convention – Leroy Baker & Sherry Kitts  
Crafts – William Slough  
Development – John Cote & Rich Newman  
Ethics – Tom L. Brown  
Finance – Jay Dutton  
Governing Documents – Renee Coulson  
Library Collections – Bill Ward  
Membership – Leroy Baker  
Museum Collections – Philip Morris  
Nominating & Elections: Voting – Carroll Wolfe  
Symposium – Bob Frishman

**Motion passed by Unanimous Consent.**

23. A motion regarding authorizing continuance of the Oversight and Advancement Committee was withdrawn because the motion creating it authorized continuance until installation of the new Executive Director. Therefore, the motion was not needed. Chair Price stated that the members for the OAC would continue to be the current Board Officers and other Directors as needed, as was stated in the original motion in 2019.

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24. Membership Discussion: Led by Chair Price and Director Newman:
- a. Metrics
  - b. Membership Categories (Sustaining, Business, Life)
  - c. Opportunities / Risks

Chair Price and Director Newman recognized the delay in receiving Financial and Membership Reports from Headquarters due to the abrupt departures of the Controller and Membership personnel. The Membership Report we now have indicates that numbers are not down as much as we anticipated. There was an amazing addition of 152 members in May 2021, largest gain for a month in the last 10 years. Those joining by web were high compared to those joining by mail, phone, or at events. We use MGI to follow up with anyone with lapsed membership.

25. National Convention Readiness and Announcements:

Convention Chairman Judy Draucker reported that all was going well. Tables were being purchased, and extra tablecloths had to be purchased. The Exhibit was moving in. Board Chair Price expressed thanks, and Rich Newman acknowledged we would not be here without the dedication of Judy and Old Dominion Chapter. Many donations were received from other Chapters. Judy noted that Director Burton did an outstanding job with volunteers, and Director Baker's Mart Layout was very good.

26. Awards Qualification Discussion: Led by Director Newman

Director Newman stated that more members should be recognized for rewards than is currently occurring. Bob Burton stepped up to help Bob Pritzker with this task. Normally the nominations come from Chapters, and the efforts are varied from Chapter to Chapter.

27. Regional Board of Directors Representatives: Review by Chair Price.

The list of Regional Representation was viewed. John Cote is unable to represent the Board at the Mid-America Regional in Elkhart, IN as originally scheduled. Director Coulson stepped up to take this challenge; this Regional is only one week away. Secretary Kitts volunteered for the Arizona Sunshine Regional in Fountain Hills, AZ, and the Lone Star Regional in Mesquite, TX. Rich Newman volunteered for the Florida Mid-Winter Regional in Lakeland, FL. Assignments are thus complete through March of 2022.

28. Regional Meeting Guidebook Revisions: Motion by Director Newman:

**MOTION:** That the Board approve revisions to the Regional Meeting Guidebook (RMG) as submitted by the Convention Committee, bringing the Guidebook into compliance with current best practices.

**The Regional Meeting Guidebook revisions were approved by Unanimous Consent.**



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29. S-TOWN Exhibit: Review by Director Morris:

The background is that prior Executive Director Tom Wilcox and Director Morris had secured the rights from Public Television to use images from a March 2017 podcast of "This American Life" highlighting the clock artistry of John B. McLemore and his tragic suicide. The estate of John B. McLemore filed suit against "This American Life" so Director Morris had to suspend his efforts on a book and the planned exhibition. This matter is now settled and we will be able to continue. We are looking at setting up this exhibit at the end of the First Quarter or beginning of the Second Quarter of 2022.

30. Ward Francillon Time Symposium Presentation: Bob Frishman

Bob Frishman briefly reviewed previous symposiums. The "Horology 1776" Symposium was originally planned for 2020 but was delayed by COVID. "Horology 1776" will be held in Philadelphia October 7-9, 2021.

31. Future BOD Meeting Dates: Chair Price established the date of the next meeting, which will be virtual, as August 26 at 7:00 pm EDT.

32. **MOTION:** By Chair Price, that the Regular Session of the Board be adjourned. Hearing no objections, the Regular Session of the Board of Directors was concluded by Chair Price at 2:22 p.m. EDT.

33. Chair Price solicited Feedback from the Audience.

34. **MOTION:** By Chair Price: That the Board go into Executive Session. Hearing no objections, the Chair declared the **Motion Carried**.

35. **MOTION:** That the meeting be adjourned. The meeting was adjourned at 2:25 p.m. EDT.

Please send all comments and questions on items being considered to NAWCC Secretary at [sacutts@comcast.net](mailto:sacutts@comcast.net).

Sherry Kitts  
NAWCC Secretary