



National Association of Watch and Clock Collectors, Inc.
Board of Director's Meeting
January 27, 2022 @ 7:00PM Eastern
ZOOM Meeting FINAL MINUTES

BOARD MEMBERS IN ATTENDANCE: Leroy Baker, Bob Burton, Tom Compton, John Cote, Renee Coulson, Cathy Gorton, Sherry Kitts (Secretary), Rhett Lucke (Vice-Chair), Philip Morris, Rich Newman, Jim Price (Chair).

EX-OFFICIO MEMBERS IN ATTENDANCE: Rory McEvoy (incoming Executive Director), Myron Mintz (Legal Counsel)

BOARD MEMBERS ABSENT: Jay Dutton (Treasurer)

GUESTS IN ATTENDANCE: Dave Coatsworth, Andy Dervan, Pat Holloway

ITEM	SUBJECT	LEAD
1	Call to Order Chair Price called the meeting to order shortly after 7:00 PM EST.	Chair Price
2	Welcome, Introductions, Meeting Procedures & Announcements 1. We will follow Robert's Rules of Order for Small Boards. 2. Chair Price thanked the membership and Board on behalf of the staff, for the new roof, resulting in no leaks, and for a stellar year at headquarters, including the Museum and Library. 3. The Board was thanked for the Fire Suppression System upgrade, preventing future water damage, and for the security cameras (which are still in process). 4. Chair Price reported that Treasurer Dutton had completed the December Financials which have been reviewed by the Finance Committee. December was a good month, and year-to-date numbers are positive. This was partially due to end-of-year dividends and member donations. The audit is going well.	Chair Price
3	Roll Call: All Board Members were present, with the exception of Jay Dutton	Chair Price
4	MOTION: to Approve December 02, 2021, Board of Directors ZOOM Meeting Minutes.	Secretary Kitts

Second by Director Coulson

MINUTES APPROVED BY UNANIMOUS CONSENT

ITEM	SUBJECT	LEAD
5	<p>Scorecard Review For December, we gained some members but retentions for the month were disappointing and put us in the “red” metric zone. For the year, we are still in “yellow,” or watch territory, between the goal and the “red” metric.</p>	Director Baker
6	<p>Recognition of authorized payment for radon testing at headquarters (HQ).</p> <p>Based on radon tests at the School of Horology, it was determined prudent to have the museum and headquarters tested. An amount of \$3,650.00 was authorized for Keystone Environmental Health and Safety Services Inc. to perform this testing. Since the amount was under \$5,000.00, it could be approved in accordance with Standing Rules, Article X, Section 3.</p> <p>Chair Price noted that the Radon Testing at HQ was not foreseen and not in the budget. A number of Directors have donated to help pay for this testing, which speaks highly of the commitment of this Board. We are awaiting the results of the completed testing, including any recommended remedial actions. We are also waiting on the plan of action and cost for remediation of areas in the School of Horology. The only other property owned is a rental property and it has tested clear.</p>	Chair Price
7	<p>2022 Dayton National Convention Status Report</p> <ol style="list-style-type: none"> 1. Earl Harlamert and Rich Newman are Co-Chairs. Buckeye Chapter and British Horology are the hosts. 2. The schedule is largely complete; details are not yet posted. 3. Registrations and tables are slow; about ¼ of tables and 100 registrations are sold 4. There is a very advantageous rate at the host hotel, across the street and connected with a walkway. 5. The website is up; online as well as mail registrations can be submitted. 6. World Wide Traders (WWT) is participating. 7. The committee expects tables to sell out. 	Director Newman
8	<p>Event Registration Program (iMIS Registration Program) Status Report</p> <p>A session was held with the software contractor today, January 27th. The table selection software has been developed and it looks good. The iMIS Registration Program is quite different from the old program but is very promising. Testing will start around the second week of February. There is a group on tap to test the program. We are looking forward to the first customers to use it, perhaps a Regional later this year. You are welcome to join the testing; it is online so can be done remotely. You should contact Leroy Baker if you would like to observe or join the testing.</p>	Director Baker

ITEM	SUBJECT		LEAD
9.0	Following Items 9.1 through 9.10 are Proposed Bylaw Amendments		
9.1	<p style="text-align: center;"><i>Bylaws Amendment 1. - Current</i></p> <p>PREAMBLE</p> <p>The National Association of Watch and Clock Collectors, Inc., hereinafter the NAWCC, hereby adopts these Bylaws as amended.</p> <p>ARTICLE I. BOARD OF DIRECTORS</p> <p>Section 6. Meetings</p> <p>All meetings of the Board and meetings of the membership shall follow and be governed by Robert's Rules of Order, especially as relates to small Boards, most current edition, in all matters not specifically covered in the Articles of Incorporation or Bylaws. The Board may adopt such Special Rules of Order as it finds needed to supplement or modify the prescribed Parliamentary Authority. The Board shall meet or hold electronic meetings as it believes necessary. One meeting shall be held in conjunction with a Membership Meeting, when feasible. The Board may hold electronic meetings as it believes are needed. Electronic meetings must provide, at a minimum, conditions of simultaneous aural communications among all participating members equivalent to those of meetings held in one room or area.</p> <p>The Board Chair, or a majority of Directors, may call a special meeting in a designated location at any time provided that notice is sent in writing or by electronic means to each member of the Board at least five days before the date of such meeting. The Board, by unanimous consent, may waive the five days-notice to consider business that in the opinion of the Board Chair or a majority of Directors cannot wait the prescribed five days provided for special meetings.</p> <p>The Board Chair shall submit to the Board and membership, at least five days before a Board meeting, an agenda of business to be brought before the Board. The agenda for a special meeting for which a waiver of the five-day notice is requested will be submitted with the request for a waiver.</p>	<p style="text-align: center;"><i>Bylaws Amendment 1. - Proposed</i></p> <p>PREAMBLE</p> <p>The National Association of Watch and Clock Collectors, Inc., hereinafter the NAWCC, hereby adopts these Bylaws as amended in all matters not specifically covered in the Articles of Incorporation or the most current edition of Robert's Rules of Order especially as related to small Boards. The Board may adopt Special Rules of Order as it finds needed to supplement or modify the prescribed Parliamentary Authority.</p> <p>ARTICLE I. BOARD OF DIRECTORS</p> <p>Section 6. Meetings</p> <p>The Board shall meet or hold electronic meetings throughout the fiscal year. One of the meetings shall be held in conjunction with the Membership Meeting unless special circumstances frustrate this purpose.</p> <p>Electronic meetings must provide, at a minimum, conditions of simultaneous aural communications among all participating members equivalent to those of meetings held in one room or area.</p> <p>The Board Chair, or a majority of Directors, may call a special meeting in a designated location at any time provided that notice is sent in writing or by electronic means to each member of the Board at least five days before the date of such meeting. The Board, by unanimous consent, may waive the five days-notice to consider business that in the opinion of the Board Chair or a majority of Directors cannot wait the prescribed five days provided for special meetings.</p> <p>The Board Chair shall submit to the Board and membership, at least five days before a Board meeting, an agenda of business to be brought before the Board. The agenda for a special meeting for which a waiver of the five-day notice is requested shall be submitted with the request for a waiver.</p>	<p>Director Newman</p>

ITEM	SUBJECT		LEAD
9.1 (cont)	<p><i>Bylaws Amendment 1. – Current (cont)</i></p> <p>ARTICLE XI. RULES OF ORDER AND CONSTRUCTION</p> <p>All meetings of the Board and meetings of the membership shall follow and be governed by Robert’s Rules of Order, the most current authorized edition, in all matters not specifically covered in the Articles of Incorporation, and Bylaws. The Board may adopt such Special Rules of Order as it finds needed to supplement or modify the prescribed Parliamentary Authority. As used in these Bylaws, a reference to either gender shall be deemed to include masculine and feminine wherever necessary or appropriate, and the singular shall include the plural and vice versa. Article headings used herein are for convenience of reference only, and no construction or inference shall be derived therefrom.</p>	<p><i>Bylaws Amendment 1. – Proposed (cont)</i></p> <p>ARTICLE XI. RULES OF ORDER AND CONSTRUCTION</p> <p>All meetings of the Board and meetings of the membership shall follow and be governed by Robert’s Rules of Order, the most current authorized edition, in all matters not specifically covered in the Articles of Incorporation, and Bylaws. The Board may adopt such Special Rules of Order as it finds needed to supplement or modify the prescribed Parliamentary Authority.</p> <p>As used in these Bylaws, a reference to either gender shall be deemed to include masculine and feminine wherever necessary or appropriate, and the singular shall include the plural and vice versa. Article headings used herein are for convenience of reference only, and no construction or inference shall be derived therefrom.</p>	Director Newman
<p><i>Bylaws Amendment 1. - Justification</i></p> <p>Amendment 1: PREAMBLE</p> <p>Reference to Robert's Rules to emphasize their application throughout the Bylaws and to avoid the need for repetition elsewhere, including Section 6. Meetings and Article XI. RULES OF CONSTRUCTION (below).</p> <p>Amendment 1: Section 6, Meetings</p> <p>Initial paragraph reduced by relocating wording into the PREAMBLE (above), remaining paragraph modified to improve clarity.</p> <p>Initial paragraph, last sentence regarding what electronic meetings must provide is removed because it appears in the Standing Rules, Article III, Section 2 (a).</p> <p>Amendment 1: ARTICLE XI. RULES OF CONSTRUCTION.</p> <p>Removed initial paragraph as a result of modification to PREAMBLE (above).</p>			
<p>Note that the motion presented did not include Article I BOARD OF DIRECTORS, Section 6 Meetings, second paragraph as pre-printed in the Agenda. Director Newman explained that this wording is duplicated in Article III Section 2 (a) of the Standing Rules and therefore was omitted from the motion.</p> <p>Amendment 1 Second: Director Burton.</p> <p>AMENDMENT 1 MOTION ADOPTED BY UNANIMOUS CONSENT</p>			

ITEM	SUBJECT		LEAD
9.2	<p align="center"><i>Bylaws Amendment 2. - Current</i></p> <p>ARTICLE II. EXECUTIVE DIRECTOR</p> <p>Section 3. Employees</p> <p>The Executive Director shall have the authority to engage the services of employees and to compensate them for their services. Employees will not be required to be members. No employee or their family members shall be eligible to seek or hold Board membership or elective membership of the Nominations and Elections Committee, hereinafter NEC, until five years after the employee ceases NAWCC employment or if authorized by a 2/3 vote of the Board of Directors present and voting.</p>	<p align="center"><i>Bylaws Amendment 2. - Proposed</i></p> <p>ARTICLE II. EXECUTIVE DIRECTOR</p> <p>Section 3. Employees</p> <p>The Executive Director shall have the authority to engage the services of employees and to compensate them for their services. Employees shall not be required to be members. No employee or their family members shall be eligible to seek or hold Board membership or elective membership of the Nominating and Elections Committee, hereinafter NEC, until five years after the employee ceases NAWCC employment unless authorized by a 2/3 vote of the Board of Directors present and voting.</p>	Director Newman
<p align="center"><i>Bylaws Amendment 2. – Justification</i></p> <p>Remove the word elective. An employee should not be able to be on the Board or NEC for five years. Corrected title of NEC, “Nominations” to “Nominating”.</p> <p>Replaced “or” by “unless” in final line to strengthen statement of requirement.</p>			
<p>Amendment 2 Second: Director Cote</p> <p>AMENDMENT 2 MOTION ADOPTED BY UNANIMOUS CONSENT</p>			

ITEM	SUBJECT		LEAD
9.3	<p align="center"><i>Bylaws Amendment 3. - Current</i></p> <p>ARTICLE III. COMMITTEES</p> <p>Section 1. Purpose and Duties</p> <p>The NAWCC organizational structure incorporates volunteer committees to provide for member and general public participation in its programs, operations, and workings, and to minimize the number of permanent staff required for conducting business. Standing Committees are established and defined in this Article. The Board shall have authority to create, modify, and terminate all other committees as defined herein or in the Standing Rules. Further, where not already described in this Article III, the Board shall establish responsibilities for committees to be incorporated in the Standing Rules. All committees shall report to the Board.</p> <p>The Board Chair and the Executive Director will be ex officio nonvoting members of all committees with the exception that neither the Board Chair nor the Executive Director may be a member of the Awards, Ethics, or Nominations and Elections Committees.</p>	<p align="center"><i>Bylaws Amendment 3. - Proposed</i></p> <p>ARTICLE III. COMMITTEES</p> <p>Section 1. Purpose and Duties</p> <p>The NAWCC organizational structure incorporates volunteer committees to provide for member and general public participation in its programs, operations, and workings, and to minimize the number of permanent staff required for conducting business. Standing Committees are established and defined in this Article. The Board shall have authority to create, modify, and terminate all other committees as defined herein or in the Standing Rules. Further, where not already described in this Article III, the Board shall establish responsibilities for committees to be incorporated in the Standing Rules. All committees shall report to the Board.</p> <p>The Board Chair and the Executive Director shall be ex officio nonvoting members of all committees with the exception that neither the Board Chair nor the Executive Director may be a member of the Awards, Ethics or Nominating and Elections Committees.</p>	Director Newman
<p align="center"><i>Amendment 3. - Justification</i></p> <p>Remove the word Awards – as a consequence of Amendment 5 (below)</p> <p>Correct the title of NEC – change the word Nominations to Nominating.</p>			
<p>Amendment 3 Second: Director Morris</p> <p>AMENDMENT 3 MOTION ADOPTED BY UNANIMOUS CONSENT</p>			

ITEM	SUBJECT		LEAD
9.4	<p align="center"><i>Bylaws Amendment 4. - Current</i></p> <p>ARTICLE III. COMMITTEES</p> <p>Section 2. Standing Committees</p> <p>Standing Committees' duties may be changed only by vote of the membership. The Board may change the name of the Standing Committees to better reflect their duties by a majority vote of those Board members present and voting.</p>	<p align="center"><i>Bylaws Amendment 4. - Proposed</i></p> <p>ARTICLE III. COMMITTEES</p> <p>Section 2. Standing Committees</p> <p>Standing Committees' duties may be changed only by vote of the membership.</p> <p>The Board may change the name of Standing Committees by a majority vote of those Board members present and voting to better reflect the committee's duties.</p>	Director Newman
<p align="center"><i>Bylaws Amendment 4. - Justification</i></p> <p>Remove “Standing Committees duties may be changed only by vote of the membership.” The sentence is redundant since the committees are defined in these Bylaws and any change of the Bylaws requires a vote of the membership.</p>			
<p>Amendment 4 Second: Secretary Kitts</p> <p>AMENDMENT 4 MOTION ADOPTED BY UNANIMOUS CONSENT</p>			

ITEM	SUBJECT		LEAD
9.5	<p align="center"><i>Bylaws Amendment 5. - Current</i></p> <p>ARTICLE III. COMMITTEES</p> <p>Section 2. Standing Committees</p> <p>a) Awards Committee</p> <p>The Awards Committee shall be responsible for administering all award and recognition programs established by the Board. The Committee shall make itself sufficiently informed of relevant activity at all organizational levels to fulfill the Board’s objectives for each such program. No sitting Board member may serve on the Awards Committee. The Committee will select its Chair from within its members. Former Board members shall be eligible to serve on the Awards Committee.</p>	<p align="center"><i>Bylaws Amendment 5. - Proposed</i></p> <p>ARTICLE III. COMMITTEES</p> <p>Section 2. Standing Committees</p> <p>(a) Awards Committee</p> <p>The Awards Committee shall be responsible for administering all awards and recognition programs established by the Board unless otherwise defined in these Bylaws or Standing Rules. The Committee shall make itself sufficiently informed of relevant activity at all organizational levels to fulfill the Board’s objectives for each such program. No sitting Board member may serve on the Awards Committee. The Committee will select its Chair from within its members. Former Board members shall be eligible to serve on the Awards Committee.</p>	Director Newman
<p align="center"><i>Bylaws Amendment 5. - Justification</i></p> <p>Inclusion of 'unless otherwise defined in these Bylaws or Standing Rules' - the Awards Committee is not, in practice, responsible for all awards and recognition programs which would, for example, include Regional Certificates.</p> <p>Eliminating the two sentences that pertain to members of the Awards Committee provides the same autonomy bestowed to the Committee Chair for selecting members that exists for other Standing Committees. In addition, the Awards Committee Chair should be selected by the Board as also specified for other Standing Committees. The current wording is a conflict of interest because the Chair selects the members and the members select the Chair.</p>			
<p>Amendment 5 Second: Vice-Chair Lucke</p> <p>AMENDMENT 5 MOTION ADOPTED BY UNANIMOUS CONSENT</p>			

ITEM	SUBJECT		LEAD
<p>9.6 9.7</p>	<p style="text-align: center;"><i>Bylaws Amendment 6 & 7. - Current</i></p> <p>ARTICLE III. COMMITTEES Section 2. Standing Committees (g) Nominating and Elections Committee</p> <ol style="list-style-type: none"> 1. The Nominating and Elections Committee, hereinafter NEC, shall be responsible for conducting the election and appointment processes as set forth in Article IV. 2. The NEC shall be composed of four voting members: <ol style="list-style-type: none"> (a) Two members selected by the Board of Directors from Directors currently seated and serving on the Board (with the incumbent Board Chair ineligible). The Directors selected for appointment to the NEC must be ineligible for another immediate successive term as Director or must pledge not to run for re-election or appointment as Director. (b) Two members elected by the membership from candidates who have prior Board service. Those who served on Council or as a Trustee of NAWCC’s predecessor organizations are also eligible for nomination to serve on the NEC. All candidates must agree not to stand for election or appointment to the Board during their tenure on the NEC. 3. The NEC shall ensure there are at least two more candidates than open elected Director positions and two candidates for the elected NEC position to complete the slate of candidates. 4. The NEC shall provide a listing of qualifications for all candidates to be included with the election ballot, and ensure the eligibility of all candidates prior to their names being placed on the ballot by review of self-nomination forms, petitioner’s personal information and by personal interviews. 5. The NEC will elect its Chair from among its voting members. 	<p style="text-align: center;"><i>Bylaws Amendment 6 & 7. - Proposed</i></p> <p>ARTICLE III. COMMITTEES Section 2. Standing Committees (g) Nominating and Elections Committee</p> <p>The Nominating and Elections Committee, hereinafter NEC, shall be responsible for conducting the election and appointment processes as set forth in Article IV:</p> <ul style="list-style-type: none"> • The NEC shall be composed of four members who shall serve for a term of four years. • A Director, while serving as Board Chair, shall not be a member of the NEC. • One elected and one appointed member of the Committee shall be replaced in each two-year election cycle. The new members shall commence their term at the same time as the incoming Board Members: <ol style="list-style-type: none"> (a) One member shall be elected by the membership from candidates who have prior Board service. Those who served on Council or as a Trustee of NAWCC's predecessor organizations are also eligible for nomination to serve on the NEC. (b) One member selected by the Board of Directors from past Directors or Directors currently seated and serving on the Board. • Members elected or appointed to the NEC shall be ineligible to run for election or appointment to the Board during their tenure on the NEC or for 4 years, whichever is longer. • The NEC shall attempt at all times whenever practicable to recruit two more candidates than open elected Director positions and two candidates for the elected NEC position. The Board may direct the NEC to seek and nominate additional candidates to fulfill the requirements of the Board. • The NEC shall provide a listing of qualifications for all candidates to be included with the election ballot, and ensure the eligibility of all candidates prior to their names being placed on the ballot by review of self-nomination forms, petitioner's personal information and by personal interviews. <p>The NEC will elect its Chair from among its members</p>	<p>Director Newman - Director Coulson (GDC Chair)</p>

ITEM	SUBJECT	LEAD
9.6 9.7 (cont)	<p style="text-align: center;"><i>Bylaws Amendment 6 & 7. - Justification</i></p> <p>Reworded to improve clarity.</p> <p>To allow the Board to appoint past Directors, thereby increasing the number of potential appointees eligible for selection.</p> <p>To clarify the length of service and to confirm the date when a member's term commences.</p>	<p>Director Newman - Director Coulson (GDC Chair)</p>
	<p>Director Coulson provided the following statement:</p> <p><i>“A minority of members of the GDC recommend that the second bullet “A Director, while serving as Board Chair, shall not be a member of the NEC” should be replaced by “No sitting Directors shall be members of the NEC”. This to strengthen the independence of the Board & NEC and to avoid any possible conflict of interest. As the motion is stated above, the Board can appoint a sitting Director as it has in the past.”</i></p> <p>GDC Chair Coulson stated that this could be considered in a future motion.</p> <p>Amendments 6 & 7 Second: Director Morris</p> <p>AMENDMENTS 6 AND 7 ADOPTED BY UNANIMOUS CONSENT</p>	

ITEM	SUBJECT		LEAD
9.8	<p align="center"><i>Bylaws Amendment 8. - Current</i></p> <p>ARTICLE IV. ELECTIONS AND APPOINTMENTS</p> <p>Section 3. Responsibility</p> <p>The NEC shall be responsible to:</p> <ul style="list-style-type: none"> (a) Managing the election and appointment processes according to policies set forth in these Bylaws and the Standing Rules, to include a call for nominations, publishing of the list of qualified candidates in a timely manner, preparation of the Official Ballot, and oversight of the election itself; (b) Ensuring there are at least two candidates for each open elected Director and elected NEC position, and if necessary, seek and nominate additional candidates; (c) Interviewing all potential candidates to verify their eligibility prior to their names being placed on the ballot for any elected position, or on a list of nominees for any appointed position; (d) Provide a summary of qualifications to the Board of recommended appointed Director nominees; (e) Recommend candidates to the Board for appointment to fill any Board vacancy occurring outside the normal election or appointment cycle; and (f) Continually seek to identify candidates for both elected and appointed Director positions. 	<p align="center"><i>Bylaws Amendment 8. - Proposed</i></p> <p>ARTICLE IV. ELECTIONS AND APPOINTMENTS</p> <p>Section 3. Responsibility</p> <p>The NEC shall: be responsible to</p> <ul style="list-style-type: none"> (a) Manage the election and appointment processes according to policies set forth in these Bylaws and the Standing Rules, to include a call for nominations, publishing of the list of qualified candidates in a timely manner, preparation of the Official Ballot, and oversight of the election itself; (b) Ensuring there are at least two candidates for each open elected Director and elected NEC position, and if necessary, seek and nominate additional candidates; (b) Interview all potential candidates to verify their eligibility prior to their names being placed on the ballot for any elected position, or on a list of nominees for any appointed position; (c) Provide a summary of qualifications to the Board of recommended appointed Director nominees; (d) Recommend candidates to the Board for appointment to fill any Board vacancy occurring outside the normal election or appointment cycle; (e) Continually seek to identify candidates for both elected and appointed Director positions. 	Director Newman
<p align="center"><i>Bylaws Amendment 8. - Justification</i></p> <p>Deletion of (b) because content already present in Article III Section 2(g) Nominating and Elections Committee.</p> <p>To improve clarity and correct use of English.</p>			
<p>Amendment 8 Second: Director Morris</p> <p align="center">AMENDMENT 8 MOTION ADOPTED BY UNANIMOUS CONSENT</p>			

ITEM	SUBJECT		LEAD
9.9	<p align="center"><i>Bylaws Amendment 9. - Current</i></p> <p>ARTICLE IV. ELECTIONS AND APPOINTMENTS</p> <p>Section 7. Appointed Directors</p> <p>(c) Confirmation of Appointments</p> <p>Within fifteen days following the close of the elections for elected positions, the NEC will submit its nominee list for appointed Director positions to the outgoing Board. The Board will convene a special electronic meeting within fifteen days following receipt of nominee list from the NEC to confirm the successful nominees on an individual basis, which requires a majority vote of the Board members present and voting. If any nominees are not confirmed, within one week of any negative vote the NEC must submit an additional list of nominees for each vacant position until all appointed Director positions are filled. The Board must vote to confirm or reject the proffered nominees within fifteen days following receipt of the nominee list from the NEC.</p>	<p align="center"><i>Bylaws Amendment 9. - Proposed</i></p> <p>ARTICLE IV. ELECTIONS AND APPOINTMENTS</p> <p>Section 7. Appointed Directors</p> <p>(c) Confirmation of Appointments</p> <p>Within fifteen days following the close of the elections for elected positions, the NEC will submit its nominee list for appointed Director positions to the outgoing Board. The Board will convene a special electronic meeting within fifteen days following receipt of nominee list from the NEC to confirm the successful nominees individually, each requiring a majority vote of the Board members present and voting. If any nominees are not confirmed, within one week of any negative vote, the NEC must submit an additional list of nominees for each vacant position. The Board must vote to confirm or reject the proffered nominees within fifteen days following receipt of the nominee list from the NEC. If after sixty days following the close of the elections, the NEC is unable to nominate a candidate acceptable to the Board, the Board, by a three-quarters vote of the Directors present and voting, shall appoint a candidate of the Board's choosing.</p>	<p>Director Newman - Director Coulson (GDC Chair)</p>
<p align="center"><i>Bylaws Amendment 9. - Justification</i></p> <p>To improve clarity of the timetable.</p> <p>To ensure that the process of appointment is completed within sixty days following the close of elections for the elected positions.</p>			
<p>Director Coulson recommended that this change be captured in the NEC Manual.</p> <p>Amendment 9 Second: Director Coulson</p> <p>AMENDMENT 9 MOTION ADOPTED BY UNANIMOUS CONSENT</p>			

ITEM	SUBJECT		LEAD
9.10	<p align="center"><i>Bylaws Amendment 10. - Current</i></p> <p>ARTICLE IV. ELECTIONS AND APPOINTMENTS</p> <p>Section 1. Positions</p> <p>Every two years, six Director positions and two Nominations and Elections Committee positions shall be elected by the membership or be appointed by the Board per these requirements:</p> <p>(a) Using alternating election years, the Board will appoint three Directors, and the membership shall elect three Directors. The following election year, the Board will appoint two Directors and the membership shall elect four Directors.</p> <p>(b) In each election year, the Board shall appoint one member to the Nominations and elections Committee, and the membership shall elect one member to the Nominations and Elections Committee.</p> <p>Those newly elected or appointed shall take office at the first Board meeting following the expiration of the term of the Directors leaving the Board.</p>	<p align="center"><i>Bylaws Amendment 10. - Proposed</i></p> <p>ARTICLE IV. ELECTIONS AND APPOINTMENTS</p> <p>Section 1. Positions</p> <p>Every two years, six Director positions and two Nominating and Elections Committee positions shall be elected by the membership or be appointed by the Board per these requirements:</p> <p>(a) Using alternating election years, the Board will appoint three Directors, and the membership shall elect three Directors. The following election year, the Board will appoint two Directors and the membership shall elect four Directors.</p> <p>(a) The Board shall appoint three Directors, and the membership shall elect three Directors;</p> <p>(b) In each election year, The Board shall appoint one member to the Nominating and Elections Committee, and the membership shall elect one member to the Nominating and Elections Committee.</p> <p>Those newly elected or appointed shall take office at the first Board meeting following the expiration of the term of the Directors leaving the Board.</p>	Director Newman
<p align="center"><i>Amendment 10 – Justification</i></p> <p>Changing the ratio of elected and appointed Directors is intended to provide increased flexibility for the NEC to achieve its objective to ensure the Board represents the demographics of the membership and has the skills and experience essential for the management and wellbeing of the Association.</p>			
<p>Director Kitts reminded the Board that approval of Amendment 10 requires a revision to the Articles of Agreement (Item 10 on this Agenda).</p> <p>Director Newman noted that if approved, the Board would need to determine when the start date would be – 2025 is suggested since it would not disrupt the current cycle.</p> <p>Amendment 10 Second: Director Burton</p> <p>AMENDMENT 10 MOTION ADOPTED BY UNANIMOUS CONSENT</p>			

ITEM	SUBJECT		LEAD
10	Subject: Proposal to Amend the Articles of Incorporation to Allow Flexibility in the Composition of the Board of Directors		Director Newman
	<p><i>Articles of Incorporation, Article VI Board of Directors/Officers - Current</i></p> <p>ARTICLE VI BOARD OF DIRECTORS/OFFICERS</p> <p>The corporation shall be governed by a Board of Directors. Upon the filing of these Amended and Restated Articles of Incorporation, the Board of Directors shall be the Interim Board of Directors as provided in Section 8 of the Plan and Agreement of Merger and the Board of Directors Transition Plan which is attached as Exhibit "J" thereto. The Interim Board of Directors shall be the Board of Directors until implementation of the selection of a new Board of Directors at the corporation's National Convention in June 2005. Thereafter the Board of Directors shall be composed of seven (7) Directors elected by the Members, and five (5) Directors appointed by the Board. There shall also be two (2) Ex-Officio non-voting members of the Board, being the Executive Director and Legal Counsel. All of the positions on the Board of Directors, whether elected, appointed or ex-officio, shall have such powers, duties and authority and shall be subject to such requirements and procedures, as may be established in the Amended Bylaws and Standing Rules of the corporation.</p> <p>The officers of the corporation until June 2005 shall be a Chair, a First Vice-Chair, two (2) Second Vice-Chairs, a Secretary, and a Treasurer, as provided in Section 9 of the Plan and Agreement of Merger. Thereafter, the officers of the corporation shall be a Chair, a Vice Chair, a Secretary, and a Treasurer. Officers shall have such powers, duties and authority, and shall be subject to such requirements and procedures, as may be established in the Amended Bylaws and Standing Rules of the corporation.</p>	<p><i>Articles of Incorporation, Article VI Board of Directors/Officers - Proposed</i></p> <p>ARTICLE VI BOARD OF DIRECTORS/OFFICERS</p> <p>The corporation shall be governed by a Board of Directors. Upon the filing of these Amended and Restated Articles of Incorporation, the Board of Directors shall be the Interim Board of Directors as provided in Section 8 of the Plan and Agreement of Merger and the Board of Directors Transition Plan which is attached as Exhibit "J" thereto. The Interim Board of Directors shall be the Board of Directors until implementation of the selection of a new Board of Directors at the corporation's National Convention in June 2005. Thereafter the Board of Directors shall be composed of seven (7) Directors elected by the Members, and five (5) Directors appointed by the Board, until such time as the Board of Directors may determine an alternate composition by number and/or proportion of elected and appointed Board members will be more effective given the needs of the corporation. At no time shall the Board of Directors be less than eight (8) or more than sixteen (16) in number. There shall also be two (2) Ex-Officio non-voting members of the Board, being the Executive Director and Legal Counsel. All of the positions on the Board of Directors, whether elected, appointed or ex-officio, shall have such powers, duties and authority and shall be subject to such requirements and procedures, as may be established in the Amended Bylaws and Standing Rules of the corporation.</p> <p>The officers of the corporation until June 2005 shall be a Chair, a First Vice Chair, two (2) Second Vice-Chairs, a Secretary, and a Treasurer, as provided in Section 9 of the Plan and Agreement of Merger. Thereafter, the officers of the corporation shall be a Chair, a Vice Chair, a Secretary, and a Treasurer. Officers shall have such powers, duties and authority, and shall be subject to such requirements and procedures, as may be established in the Amended Bylaws and Standing Rules of the corporation.</p>	

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<p>10 (cont)</p>	<p><i>Justification for Proposed Amendment, Articles of Incorporation, Article VI Board of Directors/Officers:</i></p> <p>A change in the the ratio of elected and appointed Directors in the Bylaws (Amendment 10, Item 9.10 above), requires that the Board and membership must additionally affirm, at the same time, a change to the Articles of Incorporation that currently contains similar language. This motion requires a 3/4 affirmative vote of the Directors present and voting, followed by a 2/3 affirmative vote of the members casting a valid ballot.</p> <p>This change will give the Board more flexibility to meet the changing needs and composition of the organization. The minimum number of eight (8) and maximum number of sixteen (16) Board members allows for a wide range in number of Directors depending on the needs of the organization, while protecting the organization from being guided by a small ideological pool.</p> <hr/> <p>Due to the latitude of this proposal, several thoughtful and generally favorable comments were made during discussion prior to advancing the motion for a vote.</p> <p>Amendment to Articles of Incorporation Second: Director Cote</p> <p>THE MOTION TO AMEND THE ARTICLES OF INCORPORATION WAS ADOPTED BY UNANIMOUS CONSENT</p>	<p>Director Newman</p>

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11	<p>Fiber to support website access There have been several members who have struggled with using the Forums, a problem which has been determined to be attributable to our internet speed. Therefore, we have agreed to install 100/100 business fiber (100 Mbps upload and download). Comcast will start installation the week of February 14.</p>	Chair Price
12	Next ZOOM Meeting Date is February 24, 2022	Chair Price
13	Next In-Person Meeting Date/Place is March 16 – 18 in Columbia, PA	Chair Price
14	<p>MOTION: That the regular session of the Board be adjourned. Seconded by Director Morris. MOTION PASSED BY UNANIMOUS CONSENT</p>	Chair Price
15	Solicit feedback from the audience.	Chair Price
16	<p>MOTION: That the Board go into Executive Session. Seconded by Director Coulson MOTION PASSED BY UNANIMOUS CONSENT</p>	Chair Price
17	<p>MOTION: That the meeting be adjourned. Chair Price adjourned the regular session of the BOD at 8:00 pm EST.</p>	Chair Price

Please send all comments and questions on items being considered to NAWCC Secretary at sacutts@comcast.net

Sherry Kitts
 NAWCC BOD Secretary