



**National Association of Watch and Clock Collectors, Inc.  
 Board of Director's ZOOM Meeting  
 May 26, 2022 @ 7:00PM Eastern**

**OPEN MEETING – FINAL MINUTES**

**BOARD MEMBERS IN ATTENDANCE**

Leroy Baker, Director	Bob Burton, Director	Tom Compton, Director
John Cote, Director	Renee Coulson, Director	Jay Dutton, Treasurer
Cathy Gorton, Director	Sherry Kitts, Secretary	Rhett Lucke, Chair
Philip Morris, Director	Rich Newman, Vice Chair	

**EX-OFFICIO MEMBERS IN ATTENDANCE**

Rory McEvoy

**GUESTS IN ATTENDANCE**

Pete Cronos	Andy Dervan	Judy Draucker
Pat Holloway	Tom McIntyre	

<b>ITEM</b>	<b>SUBJECT</b>	<b>LEAD</b>
<b>1</b>	<b>Call to Order</b>  Chair Lucke called the meeting to order at 7:04 pm EDT.	Chair Lucke
<b>2</b>	<b>Welcome, Introductions, Meeting Procedures &amp; Announcements</b>  *Chair Lucke welcomed all Board members and guests. *Robert's Rules of Order for Small Boards will be followed. *Dayton National is June 23-26, with the Board meeting June 22 & 23. *Dayton National online registration ends June 1. *Member voting on Bylaws and Articles of Incorporation ends June 6.	Chair Lucke
<b>3</b>	<b>Roll Call</b>  All directors were present for roll call except John Cote, who joined at 7:30 pm.	Secretary Kitts

ITEM	SUBJECT	LEAD
4	<b>MOTION by Secretary Kitts:</b> to approve the April 28, 2022, Board of Directors ZOOM Meeting Minutes.	Secretary Kitts
	<b>SECOND by Director Morris.</b>	
	<b>MOTION PASSED BY UNANIMOUS CONSENT</b>	
5	<b>Treasurer Report by Treasurer Dutton:</b> Summary of unaudited 2021 – 2022 Fiscal Year Financial Report	Treasurer Dutton
	<ul style="list-style-type: none"> <li>*The report indicates \$200,000 positive in Operations.</li> <li>*Expenses have been kept in check.</li> <li>*Audit is coming to an end with no exceptions; records are intact and viable.</li> <li>*Focus needs to be on cash position making wise decisions to keep balanced.</li> <li>*The negative shown in endowment funds is due to recent stock market slide.</li> <li>*Revenue is low but should increase with the Dayton National Convention.</li> <li>*Keeping good Convention financial records will ensure a smooth 2022-23 audit.</li> </ul>	
6	<b>2022 Dayton National Convention Status Report by Vice Chair Newman:</b> This status report was moved to the end of the OPEN meeting.	Vice Chair Newman
	<ul style="list-style-type: none"> <li>*We have a solid team, a good schedule, and several exciting lectures.</li> <li>*Instead of Friday, the Exhibit will open Thursday at 4 pm.</li> <li>*Walkthroughs of the Exhibit will be offered Thursday prior to the Keynote.</li> <li>*Board meeting has been changed to the Harding Room.</li> <li>*WWT will be present and AWCI will be there with their mobile classroom.</li> <li>*Member registrations total 450 with 330-340 tables sold or reserved.</li> <li>*Banquet tickets sold: 70-80. Old Timers Luncheons sold: 30-40.</li> <li>*Donor recognition invitations are limited to those donating <math>\geq</math>\$500.</li> <li>*We expect to sell around 400 tables total; 40 – 50 are reserved for walk-ups.</li> </ul>	
	<p>Director Burton advised that he would be calling on Board members to announce speakers and to solicit help with security (watching the Exhibit and the Craft Contest), Registration and NAWCC Gift Shop.</p>	

**ITEM****SUBJECT****LEAD****7 Standing Rule Changes for Handling of National Convention Contracts**Secretary  
Kitts

Secretary Kitts, Co-Chair of the Convention Committee, explained that the motions for procedure changes in Items 7, 8, and 9 are to correct the disconnect between procedures and best practices. All National Convention contracts are to be signed by an authorized individual at NAWCC, Inc, which the current procedures do not prescribe.

Standing Rules, ARTICLE XV NATIONAL CONVENTIONS AND REGIONAL MEETINGS, Section 6 Contracts and Indemnities, (a) National Convention Contracts, Current:

"All contracts with convention facilities and hotels shall be in the name of the National Association of Watch and Clock Collectors, Inc. After review and release by NAWCC Counsel, said contracts shall be approved by a majority of the Board present and voting. After approval, they shall then be signed by the Board Chair or his designate, the NAWCC Convention Committee Chair, the Convention Chair, and an officer of the host chapter (if applicable). The execution of subsidiary contracts is delegated to the host Convention Chair or his designate(s)."

**MOTION by Convention Co-Chair Kitts:** To revise Standing Rules, ARTICLE XV NATIONAL CONVENTIONS AND REGIONAL MEETINGS, Section 6 Contracts and Indemnities, (a) National Convention Contracts as follows:

"All contracts with convention facilities and hotels shall be in the name of the National Association of Watch and Clock Collectors, Inc. After review and release by NAWCC **Legal Counsel and the Executive Director**, said contracts shall be **approved by a majority of the Board present and voting. After approval, they shall then be signed by a the Board Chair or his designate, the NAWCC Convention Committee Chair, the Convention Chair, and an officer of the host chapter (if applicable). executed by an authorized signer for NAWCC, Inc.** The execution of subsidiary contracts is delegated to the host Convention Chair or his designate(s)."

**SECOND by Vice Chair Newman.**

**MOTION PASSED BY UNANIMOUS CONSENT**

ITEM	SUBJECT	LEAD
8	<b>Convention Committee Procedure Changes to “Criteria” for Handling of National Convention Contracts</b>	Secretary Kitts

Convention Committee Procedures, Section 4 NATIONAL CONVENTIONS, b) CRITERIA, Items 6, 7, & 8 current:

6. All contracts with the Convention Center and major hotels must be signed by the NC Chair, an officer of the Host Chapter, the CC Chair and the BOD Chair or designee.

7. Execution of subsidiary contracts is delegated to the NC Chair and/or designee(s).

8. Budgets shall be prepared and reported in a standardized format (see Appendix E) that identifies categories and line items within categories. Use of a standardized format permits comparative analysis of the NC financial reports and helps future NC Chairs develop budgets with assurance that important line items are not overlooked.”

**MOTION by Convention Committee Co-Chair Kitts:** To revise Convention Committee Procedures, Section 4 NATIONAL CONVENTIONS, b) CRITERIA, Items 6, 7, & 8 (Item 8 is renumbered to Item 7) as follows:

6. All contracts with the Convention Center and major hotels must be **executed by an authorized signer for NAWCC, Inc.** ~~signed by the NC Chair, an officer of the Host Chapter, the CC Chair and the BOD Chair or designee.~~

~~7. Execution of subsidiary contracts is delegated to the NC Chair and/or designee(s).~~

**7.8.** Budgets shall be prepared and reported in a standardized format (see Appendix E) that identifies categories and line items within categories. Use of a standardized format permits comparative analysis of the NC financial reports and helps future NC Chairs develop budgets with assurance that important line items are not overlooked. **Budgets and major changes thereto must be approved by the BOD prior to execution of any related contract.”**

**SECOND by Vice Chair Newman**

**MOTION PASSED BY UNANIMOUS CONSENT**

ITEM	SUBJECT	LEAD
9	<b>Convention Committee Procedure Changes to “Procedures” for Handling of National Convention Contracts</b>	Secretary Kitts

Convention Committee Procedures, Section 4 NATIONAL CONVENTIONS, c) PROCEDURES, Items 2 and 4, current:

2. The CC Chair will assist the NC Chair in the negotiations. The CC Chair, the NC Chair and a Host Chapter Officer must be in agreement and sign the final contracts.

4. After contract review and approval by legal counsel, the CC Chair will prepare and submit to the BOD, for approval and Chair (or designee) signature, the contracts and a proposal containing a recommendation for or against the proposed NC. This proposal shall contain details on the convention facility and hotels, room blocks and room rates, host chapter and NC Chair, and other information needed for the BOD to properly consider the proposal. The CC Chair will prepare responses to any questions BOD members may have prior to contract signing.

SEE NEXT PAGE FOR MOTION TO CHANGE

ITEM	SUBJECT	LEAD
9 (cont.)	Convention Committee Procedure Changes to “Procedures” for Handling of National Convention Contracts (continued)	Secretary Kitts

**MOTION by Convention Committee Co-Chair Kitts:** To revise Convention Committee Procedures, Section 4 NATIONAL CONVENTIONS, c) PROCEDURES, Items 2 and 4, and add new Item 5 (renumbering the following Items) as follows:

2. The CC Chair will assist the NC Chair in the negotiations. The CC Chair, the NC Chair and a Host Chapter Officer must be in agreement **with the negotiated contracts.** ~~and sign the final contracts."~~

4. After **any convention center or major hotel** contract review and ~~approval~~ **release** by legal counsel, the CC Chair will prepare and submit to the BOD, for approval **the associated budget** ~~and Chair (or designee) signature, the contracts~~ and a proposal containing a recommendation for or against the proposed NC. This proposal shall contain, **as applicable to the contract,** details on the convention facility, ~~and~~ hotels, room blocks and room rates, host chapter and NC Chair, and other information needed for the BOD to properly consider the proposal. ~~The CC Chair will prepare responses to any questions BOD members may have prior to contract signing.~~

5. **After approval of the proposal and budget by the BOD, the CC Chair will submit the contract and budget proposal to the ED for approval and execution by an authorized signer for NAWCC, Inc, including the request for any monies required to secure facilities as required by the contract.**

Renumber the following Items (previously 5 through 14) as Items 6 through 15.

**SECOND by Director Burton**

**MOTION PASSED BY UNANIMOUS CONSENT**

ITEM	SUBJECT	LEAD
10	<b>Proposal for 2024 National Convention in Chattanooga, TN</b>	Secretary Kitts (Co-Chair Convention Committee)
	<p>The Chattanooga Convention Center contract has been reviewed by Convention Chairs, various NAWCC Board of Directors officers, and Legal Counsel. Handling of the contract as described in the MOTION below is in accordance with newly approved revision to Standing Rules, ARTICLE XV NATIONAL CONVENTIONS AND REGIONAL MEETINGS, Section 6 Contracts and Indemnities, (a) National Convention Contracts.</p>	

**MOTION of Recommendation by Convention Committee Co-Chair**

**Kitts:** That the BOD approve the preliminary budget and designate Chattanooga, TN, as the site of the 2024 NAWCC National Convention, with Chapter 24 (Atlanta) host Chapter, and Co-Chairs Chris Martin and Glen Kitts, and that the proposed Chattanooga Convention Center contract be sent to the ED for his approval, after which the contract be executed by an authorized signer for NAWCC, Inc., and for the ED approval of and direction to the Controller for payment to the Chattanooga Convention Center of \$2000.00 for securing the contract with the Chattanooga Convention Center.

**SECOND by Director Burton**

The Chattanooga Convention Center proposed contract and the Preliminary Budget were provided as separate documents. The preliminary budget was displayed on the screen during discussion.

In member comments after the open meeting, Judy Draucker noted that the motion should have contained the exact dates. These dates are June 13-16.

Vice Chair Newman advised that a lot of work has already gone into this planning, and he had confidence in the team. The location is good, but the convention center and hotel quoted rates are expensive and the event will have to be promoted well. Materials need to be reused and repurposed for efficiency.

**MOTION PASSED BY UNANIMOUS CONSENT**

ITEM	SUBJECT	LEAD
11	<b>Chapter 27 Dissolution</b>	Director Burton
<p>The Chapter Relations Committee had been working with Chapter 27 (Delaware) for several months on their membership challenges. After much deliberation, the Officers of the Chapter voted to dissolve the Chapter. The dissolution notification with appropriate officer signatures was received at HQ on May 20<sup>th</sup>. Also received was the donation of remaining Chapter bank funds to the NAWCC.</p> <p><b>MOTION by Director Burton:</b> That the Charter for Chapter 27 be revoked due to the dissolution of the chapter by its officers, and the donation of the remaining Chapter balance of \$1,461.93 be accepted in accordance with the Chapter Handbook Section 4.5, “Upon dissolution of a Chapter, the Chapter’s assets must be transferred to a qualified not-for-profit entity.”</p> <p>[NOTE: Dissolution of a Chapter requires a 2/3 majority vote of the Board of Directors in accordance with Bylaws Article VIII Section 5.]</p> <p><b>SECOND by Director Baker</b></p> <p>There were no objections to the acceptance of this chapter dissolution.</p> <p><b>MOTION PASSED BY UNANIMOUS CONSENT</b></p>		
12	<b>iMIS Registration Program Status Report</b>	Director Baker
<p>Director Baker reported that there had been no progress since the last report. Seth Huber has dealt with emerging issues but should be working on it starting May 27. There are a couple of hurdles to get over if we are to use it in Dayton to begin registrations. ED McEvoy added that there were some underlying iMIS issues that resulted in many of the problems. Though it looks like little progress has been made, getting this issue corrected is a major step forward. ED McEvoy is working more closely with Seth to assure the final testing can be completed.</p>		
13	<b>Status of Dues Increase Incorporation at Headquarters</b>	ED McEvoy
<p>Dues has been increased to be in line with inflation and it is being rolled out in accordance with the schedule deadline of July 1, 2022. There have been no problems so far.</p>		



**ITEM****SUBJECT****LEAD****14 James Arthur Collection Exhibit Report**ED  
McEvoy

Photos of the James Arthur Collection Exhibit were displayed. ED McEvoy reported that we have received positive feedback on this display, which ties in well with the October Symposium theme. He expressed appreciation for all who worked on making this a success. Specifically recognized were James Campbell, Janelle Soash, and Bob Frishman. (ED McEvoy also personally worked on this Exhibit.)

Director Cote asked if ED McEvoy thought this exhibit may have enhanced the perception of our organization with HSNY (Historical Society of New York). ED McEvoy replied that he thought it had gone a long way to demonstrate the quality of our custodial responsibility and our ability to tell engaging stories.

**15 Report of the Governing Documents Committee**Director  
Coulson

Director Coulson, Chair of the Governing Documents Committee, reported that the Committee meets via the Forum, and they have been very busy this year.

The following was accomplished:

1. Revisions were completed in accordance with BOD approved changes to portions of five ARTICLES of the *Standing Rules*.
2. Motions for changes to portions of eight ARTICLES of the *Bylaws* were formulated and presented to the Board. Once approved by the Board, the Committee prepared the changes for presentation to the membership for approval via Survey Monkey, with voting from May 10 to June 6, 2022. The changes appeared for review in Mart & Highlights, and on the Member Forums.
3. One of the *Bylaws* changes necessitated changes to the *Articles of Incorporation*; these changes were also presented to the Membership for approval as discussed above in item 2.
4. The *Articles of Incorporation* and the *Board of Directors Code of Ethical Conduct* were reformatted for document consistency.

The following is planned in the next six months:

1. If approved by the membership, the Committee will finalize the next version of the *Bylaws* and assist, as necessary, in submitting an updated *Articles of Incorporation* to the Commonwealth of Pennsylvania.
2. Review and revise, as necessary, the format for the governing documents.
3. Review and revise, as necessary, the *GDC Policies and Procedures Manual*.
4. Continue to review governing documents for consistency, clarity, and duplication.

Regarding the member referendum on the *Bylaws* and *Articles of Incorporation* changes, 8,188 Survey Monkey ballots were mailed to members with email addresses, and to date (May 26) 1,112 have been completed. A final reminder will be sent on May 31.

ITEM	SUBJECT	LEAD
16	<b>Next Scheduled Meeting</b> will be in-person on June 22 and 23 at the Dayton National Convention	Chair Lucke
17	<b>MOTION by Chair Lucke:</b> That the regular session of the Board be adjourned.  <b>SECOND by Director Morris</b>	Chair Lucke
<b>MOTION PASSED BY UNANIMOUS CONSENT</b>		
Chair Lucke adjourned the OPEN session of the Board at 8:05 pm EDT. The Board will reconvene in Executive Session immediately after audience feedback.		
18	Solicit feedback from the audience.	Chair Lucke
19	<b>ANNOUNCEMENT by Chair Lucke:</b> That the Board will go into Executive Session. (8:15 pm EDT)	Chair Lucke

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