

**AWCI Board of Directors Meeting
2008 Annual Meeting
Friday, August 1, 2008 at 1:30pm**

Present

Dennis Warner, CW21, President
Tamara Houk CW21, Vice President, IAB Director
Matt Henning, CW, Secretary
Jack Kurdzionak, CW21, Treasurer
Glenn Gardner CMW, Director
Ron Iverson CMC, Director
James Zimmerman CMW, CMC, CMEW, Director
Joe Juaire, CW21 Director
Doug Stuart, Director
Lloyd Lehn CC, Director
Dan Spath, Affiliate Chapter Director
Elbert Lewis, REC Director

Paul Wadsworth, Parliamentarian
Jim door, Immediate Past President

Director-elects

Manuel Yazijian, CMW21
Doug Thompson ,CW21

Staff

Jim Lubic; CMW, Executive Director
Tom Pack, Finance Director

Guests:

Dale Coates of Johnson Investment Counsel

Invocation: Elbert Lewis delivered the invocation

Salute to the Flag:

President Warner introduced Dale Coates of Johnson Investment Counsel, and stated his belief that everyone has been pleased with their service since they were placed in charge of the Perpetuation Fund early last year. He offered his thanks to everyone for supporting him over the past two years. He said one of his goals was to get the budget under control and another to get the education and certification programs rolling. He particularly

offered his thanks to the Finance Committee, and to both Vince Schrader and Jerry Faier for their sustained efforts.

Roll Call taken

Warner asked Jim Door to explain the procedures for the meeting. He covered voting and comments taken from the audience. He touched on types of votes, as well as what to do if there is a conflict of interest. He reminded all to use the microphones provided, and state their names for the benefit of the Secretary.

Warner explained that there are no appointments to be taken up at this time because he has already appointed Door, Henning, and Lewis to the Officer Nomination Committee and had it approved by the Board via email

Door, as Chairman of this Nominating committee announced that the candidates are as follows:

President: Joe Juaire
Vice President: Tamara Houk
Treasurer: Jack Kurdzionak
Secretary: Doug Thompson

Perpetuation Fund: Dennis Warner and Jim Lubic decided that it would be best for Mr. Coates to provide the report on the situation with the Perpetuation Fund. Mr. Coates introduced himself and his company, Johnson Investment Counsel which is located in the Cincinnati area. The company acts the investment advisor and portfolio manager for the James M. Dodson Perpetuation Fund. Using the provided projection screen, Mr. Coates described the Fund's activity over the past year. After a period of several months, in which AWCI worked with them to develop a sustainable investment policy, Johnson Investments took over management of the fund on January 1st, 2008, and the report covers up through June 30, 2008. The beginning market value of the fund was \$6,543,492. As of June 30, the value was \$6,480,001. During that time each month, AWCI withdrew \$30,484 from the resulting fund income, for a total for the period of \$182,904. The overall portfolio return was 1.8% despite an approximately 12% loss in the overall stock market. He explained that because stocks are down, now is a good time to begin cautiously transitioning from an all fixed income bond portfolio to one that is more mixed. The idea is to both increase the fund's earning power, but also to stabilize the income. The target allocation breakdown for the fund is as follows:

50 to 70% Equities
30 to 50% Fixed Income
0 to 10% Cash

State of the Association: Jim Lubic started off by thanking the Metro St. Louis Watch and Clockmakers Association for all of their wonderful help in setting up this weekend. He went on to thank the staff for all of their hard work, especially under their current short staffed conditions. He asked for and received a heart felt round of applause in recognition of their efforts. He brought our attention to the Volunteer Sign Up Sheet that

is in the back of our binders, and stated that in our current financial state it is extremely important to have good hardworking volunteers to help implement programs like certification, and education, and in the many other capacities in which members can help out. He reminded us about how things were back in the 80s and 90s with so many classes available all around the country. Those classes were all taught by volunteers. Many of the volunteers have passed on. Since very few people have stepped up to replace them, we see those types of benefits fall away. For the overall health of the organization, it is extremely important that ALL members step up and volunteer their time in any way they can.

Lubic went on to discuss the financial situation. He announced that this past year, we came in only \$380 over budget, next years budget predicts a surplus of about \$290. He added that this year's is the first balanced budget since 2000. He thanked members of the finance committee, including past treasure Mark Butterworth, and the current treasurer, Jack Kurdzionak for their help in making this possible. He said that we should be ok for 2009, and 2010, because we're seeing a big rush for educational courses and certification due to Rolex's actions regard its account holders. But as that trickles to an end around 2010, it will be very important to have other programs in place to sustain us beyond that time. So we need to start now in implementing the Watch Technician program, Recertification programs, more courses, as well as some other internet based programs that we can use to generate income. We need to use this time wisely.

He touched on the new method of pre-selling books, rather than paying several thousand dollars to publish 500 or 1000 copies. This prevents us from tying up cash in inventory and also having to store that inventory. The staff is also looking into publishing books overseas.

He mentioned efforts that AWCI is making to extend its position as the preeminent horological organization in the country. Efforts include participation in the JCK trade show, which spreads knowledge of our professional organization to other branches of the jewelry industry.

He said that we need to begin making a serious effort in updating the Strategic Plan.

Finally he outlined the changes that have been made in the staffing at AWCI: Tom Pack is now Operations Director, Daneilla Ott is the receptionist, Tom Schomaker is the Watch Instructor.

Finance Committee Report: Jack Kurdzionak thanked members of his committee for their service over the past few years. He also thanked Jim Lubic and Tom Pack. He said that it hasn't been an easy two years. He said that the budget came in this year only slightly over, and that that may not sound like a big deal, but the initial projection was to be more than \$30,000 over budget. He went on to say that he'd been pulled aside by a member who had heard a rumor that AWCI was on the verge of bankruptcy, and that the building is up for sale. Treasurer Kurdzionak made a special point of making it very clear that AWCI is in solid financial shape. We have assets of about \$7,000,000 even after paying off our debts. In no way are we in danger of bankruptcy, and there are no plans to sell the building. There is now doubt that we have challenging times ahead of us, but with careful work we overcome them. He expects that we will be able to maintain a balanced budget for the next few years. He believes that we made a big step in the right direction by restructuring the Perpetuation Fund.

Constitution Committee Report: Paul Wadsworth reported that the Committee was called upon twice during the year. The first was during the mid-year meeting to approve a few bylaw changes. Most recently the committee was asked whether or not the Board can legally function should the REC or Affiliate Chapters fail to provide a Director – leaving the Board 1 or 2 members short. The committee decided that yes the Board can function normally that way. The quorum count is based on a percentage of the total voting directors, and Bylaw Article XIV says that the election of these directors is optional.

Warner offered a few comments, and stated in particular that it is very important for all Board members to read the Constitution, Bylaws and Policy Manual in order to govern AWCI properly.

Nominating Committee Report: Glenn Gardner reported that the committee had a couple of goals to accomplish during the year. They successfully updated the criteria used to select nominees for the selection of nominees for election to the Board of Directors. The Committee feels that they fielded a very good group of candidates this year. On behalf of the committee Chairman, Alice Carpenter, he thanked committee members Elbert Lewis, Doug Stuart and Glenn Gardner. She also wanted Bylaw Article VII, sec. 1 (b) read into the record:

ARTICLE VII - PRESIDENT

Sec. 1 The President shall:

(b) Appoint all committees, and be an ex-officio member of all such committees except the nominating committees and as otherwise provided in the Constitution and Bylaws.

Carpenter's written report explained that this means that there should not be an ex-officio member appointed to the Nominating Committee, and that this is important because it prevents the President from exerting any influence on the committee, or the people it eventually nominates. *[This is in response to a minor dispute that occurred early in the year that has long been resolved]*

Education Committee Report: Warner called upon Jerry Faier, and thanked him once again for his continued hard work as Chairman of the committee. Faier thanked his committee for their efforts. He explained that the Watch Standards and Practices will not be updated at this time because there are issues that still need to be worked out. The BOE is also investigating possible changes to the CW21 Exam in the interests of keep it current and in further refining it. They are also developing some new questions.

The CW21 testing for the year is as follows: 26 full exams, 24 Upgrade Exams, 12 Retakes, for a total of 62.

The Committee is still in the process of assembling a team of people to develop the WS and WT certifications

The CC21 exam is now complete. They should be awarding certifications to those who took the pilot exam soon. He reminded us that these candidates have been taking this exam all along the process, not only passing the early versions, but the final version as well. The committee has also decided that candidates must pass all 10 sections of the clock exam to gain the certification.

The Clock Associate certification (CA) is moving along faster now that the CC21 and CW21 are up and running.

The AWCI continuing education courses are picking up. For 07/08, there were 15 courses held. 122 seats were available, and 95 of them were filled. This is an improvement over past years. Pre-registration is showing that next year will be even better.

Faier introduced a proposed motion concerning a program for the marketing and promotion of those who have passed the certifications in their local area. Lubic said that the staff will already send a press release to a local paper, but the candidates need to ask for this – the must “opt in” and provide the needed information. Henning pointed out that this motion creates a committee, and begins a long term process. Because of that it would be better to defer this motion to be taken up during New Business under the new President who will be in charge of implementation.

President Warner entertained a motion to that effect:

Motion #49: Made by Lehn, seconded by Henning

Move to defer consideration of the Education Committee’s proposed Motion to be taken up under New Business

Voice vote, Motion passed unanimously.

Gene Bertram asked what the current pass rate is for the CW21. Faier answered approximately 40%

Manuel Yazijian commented that we need to create a link on the website that goes to a page that lists all of the people who hold the updated certifications. He said that the referral directory is not sufficient for this purpose.

Horological Times Committee Report: Ron Iverson reported that the constant search for authors for the magazine. They would also like to see more content oriented toward modern time pieces. Lubic said that they are looking for someone who is familiar with watchmaking terminology and can translate technical French, because this will allow us to use 3 or 4 articles a year from a French publication and then they would in turn have English translations to use in their English edition.

Membership Committee Report: Terry Kurdzionak reported that the total membership is currently 2879, but made it clear that the numbers change daily. The committee did a

lot of calling of members who were leaving. The reasons were similar to last year, dues, general lack of interest in AWCI, dissatisfaction with the direction the organization is going, and death. They often found that the data provided to the committee for doing these calls was incorrect. Wrong numbers and typos etc. She commented that it appears that some of the Affiliate Chapters also seem to be experiencing a lack of interest and falling membership. She added that Lubic told her that perhaps the best time of year to extract membership counts for year to year comparison would be in October. He said that he's done a bit of that and she can contact him for the info.

Convention Committee Report: Gene Bertram said that everyone involved put in a great deal of work to make this convention happen. He thanked Tom Pack for his help and noted that Tom jumped in half way through the process and really did an excellent job. The staff put in a lot of extra time, and it is very much appreciated. He also singled out Mark Woodson for playing a very active role in making this happen. Tom Pack briefly introduced a bit of technology added for this meeting. They have set up a projection screen and can show committee reports upon it as they are discussed. They did this for the Perpetuation Fund report, and can pretty much access anything on the internet and put it on the screen. The committee reports that were submitted before the meeting are available on the website, and that is what allows him to get them up on the screen. He went on to say that they would like to try to do away with the meeting binders. Putting them together takes a lot of staff time, and shipping them to the venue can cost a lot of money – not to mention the dead trees. They've looked at using a local vender to produce the binders, but feel that it would just be better all around to do away with them. Using electronic formats would streamline the whole process. He would welcome feed back on this. Stuart thinks it's an excellent idea, but worries that it might be a problem for those who are less technology oriented. He asked if the intent is to put each committee report up on the website as they come in. Pack replied that yes, they put them up as soon as they can get them converted to the proper format. Pack went on to say that he understands that some are not as tech savvy but that he feels that this technology has been around a long time and it is reasonable to expect them to be able to use new methods of communication. Others commented that steps could be taken to ease the situation. Pack added that we aren't jumping ahead of the technological curve here, we're only barely trying to catch up with it.

Honor Awards Committee Report: Gardner reported that in his tenure as Chairman earlier this year, Jim Sadilek did a phenomenal job of updating the Honor Awards section of the Policy Manual. That was a great deal of work, and the committee thanks him for his efforts.

Member Forum Committee Report: Doug Stuart gave the report high lighting their written report. He said that this is the completion of the first full year of managing the forum entirely with volunteers. He said that Lloyd Lehn has done an excellent job leading the operation of the AWImatters forum. He also thanked Sharon McManus for here help in providing needed member data for the management of the forum. The current number of members in the forum is 479, which is up from last year, and over the last 11 months they have posted 2,442 messages on a variety of topics. They believe it is probably the biggest member benefit we have outside the HT, and it is in fact the biggest bang for our buck since it doesn't cost us anything to operate it. He explained that there

were some conflicts between the committee and HQ, and would like to work with them to get things resolved. Lubic offered comments regarding one of the problems – a redirected link on the AWCI website that no longer leads to the AWImatters forum. Lubic said that is had to do with legal concerns stemming from the committee’s removal of the staff “owner” of the forum. That situation was resolved earlier but they forgot to change the link. Stuart was not satisfied with the explanation, and would like his list of questions answered (sent earlier). Lubic said that under the direction of the president, and under his current workloads, he is not going to answer those questions. Warner said that for all intents and purposes this matter is closed, and if the new board under the new president wishes to take it up, that is up to them.

Board of Examiners Report: Wes Grau said that Jerry Faier pretty much covered things, but touched on a few points. He said the CW21 exams had sold out, so they managed to add another session and it is now full too. The Education programs are also nearly full. They have begun to tally the result of the testing to determine where additional education might be focused in order to increase the pass rate. The fee for the CW21 went up from \$1595 to \$1695 due to the cost of the testing materials. They are continuing to work on WT, WS, and CMW materials. They are also working to build the recertification system so that certification holders are kept current. This is standard practice for many other occupations, and there is no reason why watchmaking should be any different.

Case Mark Committee: Jon Horton delivered the committee report. He said that things sort of slowed down because members of the committee got busy in their own lives. He added that he thought they had this all ready to roll last year, but his particular job change opened his eyes to a new issue pertaining to case marks. He now supervises a service center rather than as an independent watchmaker. It occurred to him that it makes more sense to provide one case mark to the entire service center rather than to each individual watchmaker in that center. In the interests of that he offered a proposed motion.

Motion 50: Made by Case Mark Committee, second by Henning

Move to supply service centers and IAB members with one case mark instead of separate case marks for each watch or clockmaker. This would include IAB members shops. This will take effect at the time that the case mark program is re-launched. To be inserted in Policy Manual or Bylaws where appropriate.

Rationale: Rather than having 5 case marks assigned to one shop, there will be one case mark assigned. This will allow law enforcement to more quickly locate the shop where the watch was serviced.

Discussion: It came up that last year’s actions taken regarding case marks were not written such that they would be included in the Policy Manual or Bylaws. They will have to be retroactively included, in order to make them official. Lehn asked how this new motion relates to the actions taken last year – an addition, or a replacement? Horton replied that this is meant as an addition to the overall program. Comments came up that pointed to issues with the wording – as relates to designating who this policy applies to. Is it service centers AND IAB members? Or service centers OF IAB members. Are the

service centers to hold memberships with the AWCI? If they don't, should they have case marks. Warner decided that this should be sent back to both the Constitution and Bylaws Committee and the Case Mark Committee to be sorted out.

Motion 51: Made by Lehn, seconded by Henning

Move to table motion #50 and send to the Constitution and Bylaws Committee and the Case Mark Committee for clarification

Voice Vote, passed unanimously

Ethic Committee Report: Gene Bertram said that he was unable to get much discussion going among the members. He felt that this was his fault for not pushing hard enough. He is still very much interested in this topic, but he recommends to the incoming President that perhaps there is a better individual to chair the committee.

ELM Trust Report: Lubic said that the committee would be meeting tomorrow to put together a new budget. He said that the ELM Trust administers a pass through grant program for the Harold J and Marie Borneman Greenwood Memorial Fund of the New Hampshire Charitable Foundation. Last year the Trust altered its bylaws in order to do this. The grants are handed out to students of the various REC schools. The instructors are asked for nominations. Five names were submitted and received grants.

Butterworth said that they would have a summary of the Trust Meeting that follows this meeting, and provide it to the board during New Business. Lubic added that there was a scheduling conflict back during the Mid Year Meetings and so there was no Trust Meeting at that time.

Affiliate Chapter Meeting: Dan Spath reported that the meeting was very successful. Mike Gainey was elected to the chairmanship and will replace Spath on the Board of Directors.

Research and Education Council Report: Elbert listed those present at the meeting and ran through the agenda for the meeting. Recruiting students continues to be a problem. Jones County Junior College (Elbert Lewis is instructor) will be closing its program temporarily. Other schools explained that recruiting is difficult because state regulations limit their marketing efforts to a 4 county area. This is too small an area to provide candidates for such a specialized trade. State regulation is also a hindrance to establishing a more unified training curriculum such as one tailored to the WT, and such hurdles will have to be overcome or recognized. The REC Minutes were prepared by REC acting Secretary Doug Thompson and are available upon request. Herman Mayer was elected Chairman of the REC.

Industry Advisory Board Report: Tamara Houk reported they continue to work on activities related to the JCK show. Houk will continue in her capacity as Chairman of the IAB.

JIDA Representative: There was no one representing JIDA in this capacity at the meeting. Lubic spoke of the importance of JIDA to AWCI. He thanked those JIDA

members who advertise in our magazine. He also thanked JIDA members including Renata Battery, Jules Borel, Cas-Ker, and others for their help and sponsorship of the JCK project. He concluded that the AWCI no longer acts as administrator of JIDA. We had been contracted to do this in the past, but that has since ended due to budgetary issues on both sides.

Warner asked if there is any other old business to be taken care of.

Henning said that there were two Motion to be taken up. They are for the approval of two sets of Minutes. The Minutes had been prepared and went through the editing process via email last week. There wasn't time to vote on them via email. He stated that they are not in the binders since they are not to be made public until approved by the board. As soon as the Motions pass, the Minutes will be made available on the website.

Motion 52: Made by Henning Seconded by Gardner

Move to approve the Minutes of the May 20, 2008 Board of Directors Conference Call

Voice Vote, passed unanimously

Motion 53: Made by Henning Seconded by Kurdzionak

Move to approve the Minutes of the June 24, 2008 Board of Directors Conference Call

Voice Vote, passed unanimously

NEW BUSINESS

Installation of new Directors: Glen Gardner swore in the new and returning Directors: Manuel Yazijian, Doug Thompson and Ron Iverson. As well as the three appointed directors. Their acceptance by the Board happened concurrently with the swearing in:

Motion 1: Made by Henning, second by Kurdzionak

Move to accept Mike Gainey as the Affiliate Chapter Director

Voice vote, passed unanimously

Motion 2: Made by Kurdzionak seconded by Henning

Move to accept Herman Mayer as the Research and Education Council Director

Voice Vote, passed unanimously

Motion 3: Made by Henning seconded by Lehn

Move to accept Tamara Houk as the Industry Advisory Board Director

Voice Vote, passed unanimously

Election of Officers: Jim Door, Immediate Past President presided over the nomination and election of the following officers for 2007-2008, who were then sworn in by Glenn Gardner:

President: Joe Juairé

Vice President: Tamara Houk

Treasurer: Jack Kurdzionak

Secretary: Doug Thompson

President Juairé took over the meeting

Lubic asked if the next annual convention dates could be discussed before a recess. He mentioned that a Providence, Rhode Island hotel had made an unsolicited bid for the next convention (the 49th).

Discussion: Baltimore, Maryland - Lancaster, Pennsylvania - Cincinnati, Ohio - Manchester, New Hampshire – Providence, Rhode Island were all discussed as viable, Boston was ruled out as too expensive. Cincinnati was characterized as having diminished member appeal. Baltimore and Providence have nearby airports served by affordable airlines, as well as Amtrak terminals close by. Manchester has affordability, good weather, but limited attractions.

It was felt the member concentration geographically, their connection to the Institute, as well as the financial impact and accessibility should be considered in a location. It was stated that regardless of where or how long the convention is, available strong local support is needed for a successful convention.

Lubic noted the current tight meeting schedule and suggested adding another day to the annual convention to enable meeting flexibility. It would also allow for board training of new directors, including Policy Manual review.

President Juairé asked the Directors to reflect on these convention suggestions, come up with their own ideas and relay them to an **Ad Hoc Committee: Doug Stuart, Tamara Houk and Jack Kurdzionak**, for review on Sunday morning.

Meeting Recessed...5:20PM, Friday August 1st, 2008.

Sunday August 3, 2008 – AWCI Board Meeting Reconvened 9:20AM

Present:

Joe Juare, President
Tamara Houk, Vice-President (IAB Director)
Jack Kurdzionak, Treasurer
Doug Thompson, Secretary
Glenn Gardner, Director
Ron Iverson, Director
Lloyd Lehn, Director
Doug Stuart, Director
Manuel Yazijian, Director
Jim Zimmerman, Director
Mike Gainey, Affiliate Chapter Director
Hermann Mayer, REC Director

Dennis Warner, Past President
Paul Wadsworth, Parliamentarian

Staff:

James Lubic, Executive Director
Tom Pack, Finance Director

Continuation of New Business

President Juare opened the meeting and asked Mike Gainey to introduce motions from the Affiliate Chapters.

Motion 4: Made by Mike Gainey, seconded by Doug Stuart.

Move that AWCI publish in the HT, on an annual basis, a list of the requirements by manufacturer for shop requirements, with costs for required equipment and inventory requirements.

Rationale: That for member convenience a yearly issue with all manufacturer requirements would be useful for members to compare the different requirements in a single issue. It would benefit members not computer comfortable.

Discussion (extensive): It was asked if this was desired as presented in the June 2007 HT. How many companies would be listed: A generic or all inclusive listing. Concerns were raised on the volume of this listing, the 6/08 HT article was 4 or 5 pages. The goal is to have the manufacturer's objectively state requirements and hopefully make them alike in order to simplify them. Lubic said the information is on the website continually and that the office would print and mail copies to those without internet access. The use of the word 'inventory' in the motion was questioned. It was suggested to reprint a current Rolex updated version. The goal was to inform new members and watchmakers

about potential costs. It was noted the costs for inventory and equipment is fluid. Some felt the office staff should handle this issue.

Roll Call Vote:

Voting Yes

Gainey
Lehn
Stuart
Thompson

Voting No

Gardner
Houk
Kurdzionak
Mayer
Yazijian
Zimmerman
Iverson

Motioned failed 4-7

President Juaire noted a housekeeping issue to be taken care of.

Motion #5: Made by Gardner, seconded by Gainey.

Move that Paul Wadsworth be appointed as Board Parliamentarian for the next year.

Voice Vote: Motion passed unanimously.

Motion #6: Made by Gainey, seconded by Lehn.

Move that the Board of Directors travel expenses be paid.

Rationale: The intention was to help potential BOD candidates consider if it was possible for them to run.

Discussion: It was asked if the desire was to have it happen now or ask the Finance Committee look into it and then report back. How was it was cut before, what procedure were involved? “The cut was made when staff salaries were cut”. Normally requests of this type are presented with a cost analysis for the Finance Committee: Items for consideration need to be specific. Stuart stated,” No one who wants to serve, should be precluded from doing so because they can’t afford it. The Nominating Committee had desirable candidates decline because of financial considerations.”

President Juaire noted that due to the financial impact the motion could not be accepted as is.

Motion to Amend #6: Gainey motion to amend the proposal, seconded by Stuart.

Move that consideration be made to restore reimbursement and transportation expenses as soon as funds are available.

Discussion: “In future budgets” as opposed to “as soon as funds are available”, was suggested as the intention is not to have it happen this year.
Concerns were raised about the word “transportation”: It could include more than just fuel, but also lodging and meals.
Would the Finance Committee, if money was available, ask the BOD if they would want that money reimbursed to the budget?
Rules should be imposed in order to control what would qualify as acceptable transportation costs.

Voice Vote: Amendment failed unanimously.

Motion to Amend #6: Made by Gainey, seconded by Stuart.

Move that consideration be made to restore reimbursement of Board travel expenses in future budgets.

Discussion: Gainey felt the Financial Committee should be compelled to consider this so it would not be overlooked.

Voice Vote: Amendment passed unanimously.

Amended Motion #6: Made by Gainey, seconded by Kurdzionak.

Move that consideration be made to restore reimbursement of Board travel expenses in future budgets.

Roll Call Vote: Motion passed unanimously.

Motion #7: Made by Gainey, seconded by Gardner.

Move that AWCI through the Horological Times let Affiliate Chapters and individual members, in areas that have no Affiliate Chapter, know of the possibility and availability of seminars for their region of the country.

Rationale: The NCWA has often asked for special courses, courses where we ask the instructor to cover specific topics that may not be in the regular list of courses. AWCI has always complied. A region and AWCI may benefit from increased interest and members, if this was a widely known option.

Discussion (extensive): Special courses that they (Affiliate Chapters) have designed themselves or special instruction that they would design and present to AWCI for set fee for a day of instruction: Not general knowledge that this is a possibility outside of the regular posted offerings. States that have no affiliate chapter should be able to organize and have a course of instruction if they desired to do so. Other organizations (non-horological) are known to do this. The point was that anything could be requested, even though not everything would be possible. An Affiliate Chapter (AC) may request an AWCI speaker for one day of their convention and the cost is split with the AC for that

hour- hour and a half. A full day course for an AC convention cost is \$1K and the AC can sell spots for that course. If an AC wanted a separate course outside of an AC convention, then it's a \$1K a day, but a 2 day minimum. An AC may advertise it to the general membership: The AWCI website and HT have space available for that. Sometimes spots are filled at the time of the request and it is not advertised. The AC director has monthly space in the HT and with help from the office staff; the lack of awareness could be addressed. Gainey stated that this issue was a priority of his first HT article: He'd like to include a current list of available courses in the article. The current list is a short one due to the retirement of course instructors and that volunteers are needed to fill that void. Courses were originally designed to give AC's an educational benefit and a discount. Formerly classes were scheduled in different areas of the country, but would not fill up, causing AWCI to lose money or cancel the class. To hold a class in a non AC area, AWCI could advertise it in the HT and if held, would be \$200 a day per AWCI member. Pricing had nothing to do with the motion. Course policy awareness was the intent of the motion. Gardner called for the question.

Voice Vote: Motion passed unanimously.

President Juare asked for proposals from the REC and IAB: None were offered.

Motion #8: Made by Kurdzionak, seconded by Gardner.

Move that the following organizations be approved for use by AWCI in order to conduct its financial transactions: 5th 3rd Bank, Cincinnati OH; Bank of NY, NY, NY; Johnson Investment Counsel, Cincinnati, OH; US Bank, Minneapolis, MN; Citi Bank, NY, NY; American Express, NY, NY; 1st National Merchant Solutions, Omaha, NE

Discussion: Tom Pack said he would identify the relationship AWCI has with each institution.

5th 3rd Bank Cincinnati: Main checking account, also provide a revolving line of credit and letters of credit on other bonds...AWCI debt.

Bank of New York, NY: Owns two bonds on our debt.

Johnson Investment Council: Manage the perpetuation fund.

US Bank, Minneapolis: Custodians that physically hold the assets of that fund.

CitiBank, New York: Business VISA card through CitiBank

American Express, New York: American Express Card through them.

First National Merchant Services: They process the AWCI's credit card transactions, the credit card benefit that's offered to all members for their own businesses, the institute and the Trust.

Stuart asked if there are any concerns about any of these institutions. Pack explained that though many banks are facing problems, the worst case scenario would appear to have them all solvent.

Kurdzionak asked if any accounts are over \$100,000 cash. Pack stated none would be outside of FDIC limits.

Voice Vote: Motion passed unanimously.

Motion #9: Made by Gainey, seconded by Doug Thompson

Move to have Matt Henning, the former secretary, receive all Board addressed e-mails and correspondence to aid the new secretary for a period to end at the Mid-Year Meeting.

Discussion: Questions were raised about which accounts. It was decided that both Yahoo and AWCI.com accounts would be sent.

Voice Vote: Motion passed unanimously.

ELM Trust Report: Chairman Mark Butterworth gave the report and requested that Paul Wadsworth be approved by the BOD to fill an ELM Trust vacancy.

Motion #10: Made by Kurdzionak, seconded by Stuart.

Move to appoint Paul Wadsworth as a trustee to the ELM Trust.

Voice Vote: Motion passed unanimously.

Continuation of ELM Trust Report: The Trust is currently debt free. Fiscal year ending 2007, the budget was in the black approximately \$4700. Year ending 2008, in the black over \$15,000 and a budget was approved for the coming year which is projected to be in the black over \$11,000. A reimbursement to the AWCI of a \$1,096.97 was approved. Showing a cash balance in the trust of \$9,352.55 at the end of the fiscal year – June 30, 2008.

Currently discussing and evaluating redeployment of assets (library and museum assets) to better serve the members. Example: How to transform their technical documentation into electronic form. Discussing the inventory: Getting an accurate listing and an up to date appraisal.

Officers for the coming year: Butterworth was selected as President and Jack Kurdzionak as the treasurer of the Trust. Mark Baker appointed as a liaison between the trust and auctioneers.

In the last several years an educational grant fund of \$5000 has been received, it has always gone 100% to students. A possibility was discussed of redirecting part of that fund, to support AWCI education in a more general way rather than just students. Stuart noted that there's money owed to the institute and asked if that "debt free" cleared that amount owed.

Butterworth explained: A cash debt was borrowed against the inventory. An individual was hired, he cost more money than he raised and the Trust had actual bank borrowings (that cash was owed for). The Trust is currently "cash" debt free. An arrangement between the ELM Trust and the AWCI was made; where the Trust would pay to the AWCI a certain amount of money for use of space by the museum, so on the books there

is money owed to the AWCI. There are projects the Trust needs to put forward and this is why some cash is being held back for the Trust.

Publicity and Trade Fair Committee Report: Henry Kessler delivered the report. Over the past 2 years, AWCI has exhibited at the American Jewelry Industries largest trade show, twice. Free exhibit space (\$7000/year value) was won, a trade show display from Rolex (value \$20,000), art for the display, transport cases, tables, table and chairs, several magazine ads in JCK, Watch and Jewelry Review, Horological Times and others (value of at least \$10,000). Plus work bench chairs of at least \$1000, an ultrasonic cleaning machine and hand tools (value \$5000). The use and transport of a top quality work bench, factory representatives from multiple companies, the use of their equipment and knowledge, including a gentleman that came from Switzerland. Hundreds of man hours went into the development and running of the exhibit.

Several supporters and more wish to join in supporting the organization. The watch business is tied to the jewelry industry; JCK is the premier jewelry show in this part of the world and an incredibly large one. The profession that is most recognized within the watch and jewelry industry seems to be gemology and perhaps jewelry design.

A number of shows that have extended invitations to AWCI to exhibit for free, including the Dallas and Chicago area shows and also the possibility of doing seminars. AWCI perhaps partnering with Jewelers of America or other associations could put on a seminar that JCK would support and advertise nationally. Example: Waterproof testing or watch battery replacement and perhaps charge a fee.

Another option is have an executive (speaker) from a major watch company or watch retailer, address the trends in watchmaking, while plugging AWCI, watchmakers in general, and the growing need for after sale service. JCK offered this possibility last year and the opportunity was missed.

Some of the schools are struggling to generate interest and to find qualified students. This implies a lack of awareness of the profession. There is a need to generate marketing materials which could be used by the schools, including ad-slicks, printed literature and various publicity statements for local newspapers. Last year, establishing a marketing research budget had been discussed and there currently is none.

Lubic stated he would like to work with this committee to develop revenue that would provide for the needs of the JCK show. Currently, no money in the budget for that, so revenue from sponsors or supporters would be required.

Kessler noted that magazine cost and transport of literature to the show was \$10,000. A show might be put on at no cost to AWCI, if costs were forecasted and sponsors enticed to fund it. Charging for a training seminar could turn the show into a venue generating vehicle.

Houk asked about the “missed opportunity” this past year

Kessler explained JCK offered the possibility of putting on a seminar: They would advertise the seminar three different times nationally in their magazine, give space and allocate an hour of time for it. Could never follow up, due to a lack of manpower or the availability of an outside speaker.

Motion # 11: Made by Kurdzionak, seconded by Stuart.

Move to direct the Contingency Planning Committee to select and employ a management consultant to study AWCI's operation and report to the board.

Discussion: Kessler was not enthused about hiring consultants, he felt the same money could be used to hire someone to work for the organization for a short period and perhaps get the same result.

Gainey asked about the cost.

Kurdzionak said there was some money in the budget for this. If cost exceeds that amount, it would have to come before the Financing Committee and out of committee, the board would have to consider the issue. The standing committee is: Kurdzionak chairman, Tamara Houk, Henry Kessler and Lloyd Lehn. The committee will report its findings to the board.

Roll Call Vote:

Iverson	Yes
Mayer	Yes
Yazjian	Yes
Gainey	Yes
Houk	Yes
Kurdzionak	Yes
Lehn	Yes
Stuart	Yes
Thompson	Yes
Zimmerman	Yes
Gardner	Yes

Motion passes unanimously.

Motion # 12: Made by Gardner, seconded by Iverson.

Move that Dennis Warner, as immediate past president, be given an honorary life membership to the American Watch and Clockmakers Institute.

Voice Vote: Motion passes unanimously.

Motion # 13: Made by Gardner, seconded by Lehn.

Move to remove the second and third paragraphs in the procedure policy manual 4.2003.03.

Rationale: In the policy manual in order to conduct business for conference calls it was necessary to have a thirty day period of discussion for a motion or suspend the rules.

Discussion: Gainey was concerned about having enough time to perform necessary board work if the 30 day notice was eliminated.

President Juare stated his intention was to have conference calls monthly or every other month to conduct business. A vote could be postponed if more time was needed for one. Stuart was concerned about paragraph content other than the “30 day” portion. Paul Wadsworth authored the motion and explained that the other language in the paragraphs was what could be done by the president, not what had to be done. The motion would eliminate unnecessary motions and save money.

Voice Vote: Motion passes unanimously.

Motion # 14: Made by Stuart, seconded by Lehn.

The President shall instruct the Executive Director to put in place a system of goal-setting and annual performance evaluations for each member of the AWCI staff. The Executive Committee with input from the Board will work with the Ex. Director to establish top level goals and objectives for the AWCI on an annual basis. The Ex. Director will then work with each employee to develop clearly defined and clearly understood goals and objectives for the year and those goals and objectives will be communicated to the BOD. Each employee’s job performance will be evaluated against those goals and objectives. The Executive Committee will be responsible for providing the annual performance evaluation for the Executive Director.

Rationale: Goal setting and management by objectives is important for any organization that is striving to improve its operations. It is a primary management tool for aligning every employee’s operational task focus with the overall objectives of the organization. Having clearly defined goals is a strong motivator for employees to do their best work. No one can do their best in an atmosphere of uncertainty and ambiguity and clear goals and performance measures can help to eliminate that ambiguity.

Discussion: Gardner was concerned about the “worker goals being communicated to the BOD.” He didn’t feel the BOD should be involved in something the Executive Director is responsible for.

Stuart explained the intent was to ensure the staff, as a valuable management tool, has goals supportive of Institute objectives that are annually communicated to the BOD.

Lubic, while agreeing this should be done, expressed concern over a time table on this and the priorities of his duties in relation to it: Where do revenue generating and non-revenue programs come on the list of priorities?

Stuart stated if we don’t have time to manage them, we don’t have time to do anything else either.

Ron Iverson wondered if annual reviews were already in place.

Lubic stated that this was not currently done, issues are addressed as they come up.

Gainey was worried about an understaffed office looking bad.

Roll Call Vote:

Lehn Yes
Stuart Yes

Houk No
Gardner No
Kurdzionak No
Mayer No
Yazijian No
Gainey No
Iverson No
Zimmerman No
Thompson No

Vote is 2-9 fails.

Motion # 15: Made by Lehn, seconded by Stuart.

Move that the President of AWCI will appoint a Membership Wants/Needs/Expectations (WNE) Survey Committee for the purpose of conducting a survey of AWCI members' WNE. The survey will be conducted either by surveying the total AWCI membership or a statistically valid sample. The results of the WNE survey will be provided both to the AWCI BoD and to the Strategic Planning (SP) committee no later than Jan. 1, 2009 so that the results will provide guidance for the formulation of a new strategic plan and the 2009/2010 AWCI budget.

The WNE committee should work cooperatively and in parallel with the SP committee so that SP committee can take advantage of preliminary WNE results.

The survey should build upon and utilize the information/principals used Dir. Lehn when he surveyed the WNE of horologists attending Horological Assoc. of Virginia annual meeting.

The Board will allocate funds to pay for survey expenses.

Rationale: The main purpose of AWCI is to provide membership service. AWCI cannot provide those services unless it knows what members' WNE actually are. The only way to find out is to ask the members. AWCI has not conducted a membership survey for many years and the world's environment has changed significantly since the last survey. All too often AWCI BOD and staff assume they understand what the members WNE are. They are often wrong.

Discussion (extensive): Lehn stated he had done a WNE survey for the HAV; results are at WWW.Cuckooclockhospital.com under /080427. Participants were asked if they'd like to do a series of 21 things that AWCI might do. Items were randomized so as not to impact the results. HT was the highest, the second was on-site training and it tapered off considerably from there. Age demographics were employed on the people taking survey. There was a split between clock and watch people. There is need to conduct a survey and feed it into the strategic plan so that we provide what our members expect and want. Kessler agreed and said he would like to be involved in the questionnaire process. Stuart felt the membership should be surveyed every five years.

Kurdzionak asked if the requirements could be met if a committee put a survey together and mailed it out with the annual dues billing rather than hire somebody to do it, since there's no funding available this year.

Lehn felt it needed to be done soon to impact the budget next year. A statistically significant sample with not that much money could be undertaken.

Stuart, Lehn and Kurdzionak debate the validation of statistical sampling.

Yazijian asked how many were involved in the survey.

Lehn stated 40 with 25 responding.

Yazijian thought it could be set it up with the minimum amount of cost utilizing the dues billing or the website.

Gainey felt money would be better spent on those things we know to be member priorities.

Stuart said we need to know what membership wants without making assumptions and finding that out may not be as expensive as we assume.

Lubic agreed it's valuable in managing the organization, but may be premature. Who's going to put the survey questions together? Who's going to collect the data? Report the data? It used to be done through the office, but it was done without professional input. If you're going to do a survey, you have to have someone who knows what they're doing from the very beginning.

Lehn suggested a committee, for the purpose of the conducting the survey and provide the board some idea of what they could do and some idea of the cost. If Henry Kessler is a participant, maybe industry would help with the cost.

Lowell Fast stated you do need an independent sampling of the membership to know what it wants.

Gardner felt the Strategic Planning Committee should do the survey.

Lubic stated the need to define what the special projects money is going to be spent on. We've got two or three projects that need to have that money and it's really not enough for any one of them."

Mark Butterworth stated that there's only so much money to draw from. First, it's got to go to the Finance Committee if it's going to go over the budget. Second, if you want to do something, we need a survey, what is the amount of money to do the survey. Taking things one at a time, we could be dealing with far more money than what is appropriate. There's got to be some prioritizing. Take it to Finance and then have the board vote to increase the budget.

Kurdzionak calls for the question.

Voice vote on the question call: Ayes heard, 2 nays heard, motion passes.

Roll Call Vote:

Stuart	Yes	Thompson	No
Lehn	Yes	Mayer	No
		Yazijian	No
		Houk	No (verbal Jack K)
		Gardner	No
		Gainey	No
		Zimmerman	No

Iverson	No
Kurdzionak	No

Motion Fails 2-9

10 MINUTE RECESS:

Education Committee Report: Jerry Faier gave the report. The committee was very active past year. No S&P for watchmakers. It would not be released until some errors are corrected before presenting it to the board. It should be out soon. The clockmaker S&P is out on the website.

The S&Ps. are educational tools, designed for professionals making their living at the bench, but there nothing to prevent a hobbyist from using it. It is a guidance tool for anyone seeking to improve the quality of their craft.

Committee members were solicited for their opinions and this motion was the result.

Motion # 16: Made by Faier.

Move that to improve and develop promotion of AWCI itself and its products, the Education Committee asks the President and the board of directors to establish an Ad Hoc Committee to develop and produce promotional materials for the organization and the 21st Century Certification recipients. Purpose of the committee would be to generate ideas and produce rough layouts for the office to produce and distribute, especially to those that have received these certificates or credentials. Authorize the office staff to contact local newspapers of these recipients to ensure these recipients are recognized in their own markets. On the AWCI website main page, develop a section listing recent certificate recipients for a length of time to be determined by the Board of Directors, link that page with a subsection listing all of the AWCI certified members and then link all those members to their individual sites.

Discussion: Jerry felt it is imperative that AWCI get its name out with updated materials, especially to schools. Proper recognition for the accomplishments of the certified members.

Lubic pointed out that press releases are already sent out by the office when provided with the proper information. The President, when he puts the committees together, can make that as one of their goals and objectives.

Faier said that would be acceptable

President Juairé stated he can direct the committee, in discussion with the chair, as to what their duties are for the next year.

Faier noted this is a request from the membership and the receivers of the certificates, he would like it forwarded in some fashion.

Lehn felt the motion should be split up and sent to the appropriate committees.

Voice Vote: Ayes and nays heard.

Roll Call Vote:

Iverson	Yes	Stuart	No
Gardner	Yes	Mayer	No
Gainey	Yes	Houk	No
Yazijian	Yes	Thompson	No
Kurdzionak	Yes	Lehn	No
		Zimmerman	No

Motion fails: 5-6

Juaire noted that the vote doesn't mean the sentiments of the motion will not be carried out.

The Executive Director stated that the website issues could be handled and the Publicity Committee could see if something can be done.

Motion # 17: Made by Lehn, seconded by Gainey.

Move that the President of AWCI will appoint a committee charged with preparing A) a five and ten year vision statement for AWCI and B) a strategic plan necessary to achieve the vision of the five to ten year time frames. The planning process should be continued on an annual basis and updated as required. The committee should have an 80% complete preliminary report for the board approval no later than the 1st of December each year. The intent is that the documents contents are available to provide guidance for the subsequent year's AWCI budget formulation process. The planning process should be continued on an annual basis and updated as required. The vision and strategic plan documents will be distributed to AWCI members as soon as possible.

Discussion (extensive): Lehn stated he couldn't find a current vision statement for AWCI. The last strategic plan was prepared in 2001 and tweaked slightly by committee actions in 2002 and 2003.

Stuart stated he supports the idea of the motion, but do we need another committee? Are there other ways to accomplish this?

President Juaire stated he wants the board to come up with one pro-active measure that they think will benefit the members of this organization. Each board member to come up with one and we were going to have that accomplished by September 1 of this year.

Gainey said his plan was to get on the board and help set a long term vision: To let those members know that we're aware and have some long term goal to meet that need.

Lubic noted the strategic plan is basically outdated. We wanted to do a survey to find out what the members want in order to do the strategic plan. A professional should be facilitating this. The most important projects that we should be doing for this upcoming year are 1) implementing the watch technician program in a couple of the REC schools and getting the certification for that going this coming year. 2) We've got about \$13,000 or \$14,000 in special projects in a line item in our budget. We need a strategic plan and we need to hire someone to do it. A committee of people is needed to work with a professional to do it and it's going to be work. This would be an 11 month project and it would cost \$21,000, payable in four equal installments.

Gainey asked how a professional would help us with that.

Lubic stated the professional is going to interview board members and committee members. Get information to put together a properly worded, properly constructed survey. Then take that information from the survey and he's going to report back to the committee and say these are the findings from the survey. Then the committee goes to the board and reports this and then start to implement this strategic plan.

Lubic said he received the names of 2 survey consultants, independent third parties, and contacted both of them. He received a proposal from one and that was \$18,000-28,000. Kurdzionak said the budget passed in June has approximately \$13,000, as a contingency fund. One purpose was for special board projects, one was consultant fees, and the third one was for expenses for the committee that is working on that. We've had a motion that we will hire a consultant and we don't know how much that's going to cost.

Roll Call Vote:

Houk	Yes
Gardner	Yes
Mayer	Yes
Stuart	Yes
Thompson	Yes
Yazjian	Yes
Zimmerman	Yes
Iverson	Yes
Gainey	Yes
Kurdzionak	Yes
Lehn	Yes

Motion passes unanimously.

Motion # 18: Made by Lehn, seconded by Stuart.

Move that the President of AWCI will direct the Finance Committee to evaluate the continued viability of the class of members know as Life Members, including honorary Life Members. This evaluation should be completed by Jan 1, 2009.

Discussion (extensive): In the past the board sold life memberships for \$500. There is no annuity fund sufficient to cover the cost of the existing dues of those life members.

Lubic stated there are 356 total, of those, 25 are honorary life members

Lehn said as the membership goes down, the percentage of people who aren't paying dues is going to go up, so the members that are paying dues, are paying a higher share than people who aren't being covered by an annuity. He felt the situation was unfair to regular dues paying members.

Gene Bertram understood that when those life memberships were sold, the money was supposed to be put in a separate fund.

Lubic noted that years ago they did separate the Life Membership and they got sold off and used in the general fund in one year.

Kurdzionak said about the time Lubic came in, there was a separate fund. Then earlier this year all those funds went into the perpetuation fund and they are no longer isolated. The board voted on it in June to leave it there in the perpetuation fund and not maintain a separate account. Due to the price of a lifetime membership, it is doubtful anymore money would be put in that lifetime account. By being in the perpetuation fund, it is isolated and is generating whatever percentage of the fund it will generate. Gardner thought it might be possible to ask for a donation in the HT or in the second dues billing to cover additional costs associated with membership, just as other organizations do. Butterworth pointed out that refunding any member's dues money violates our constitution.

Voice Vote:

Ayes (One) Opposed (Nays heard)

Motion fails.

Motion # 19: Made by Lehn, seconded Jim Zimmerman

Move that the President of AWCI will direct the education committee to come up with a plan to rename certification levels something other than YY21 – where YY is CW, CMW, CC, CMC etc. The purpose of this change is to accommodate the certification process in future years when terms such as CW21 will be inappropriate. This plan will include an algorithm for designating the year the certification was awarded e.g. CC08. This plan will be submitted to the Board of Directors for approval no later than January 1, 2009.

Discussion: Lehn felt that the CW21 designation would lose its significance overtime and the moniker should be changed to indicate the year in which it was awarded. Lubic noted that the Institute trademarks all certificate titles. Gainey noted the Education Committee was trying to differentiate from the original exams with the “21” addition.

Roll Call Vote:

Lehn	Yes	Kurdzionak	No
Stuart	Yes	Gardner	No
Zimmerman	Yes	Mayer	No
		Iverson	No
		Thompson	No
		Yazijian	No
		Gainey	No
		Houk	No

Motion fails 3-8

Motion # 20: Made by Lehn, seconded by Stuart.

Move it is AWCI policy that any email address used in the awci.com email system will only be delivered to the individual identified by that address (or group of individuals if a distribution list such as an AWCI committee). No other individuals will receive nor read that email. When an email address is not longer applicable, it will be deleted immediately.

Lubic noted that through an unfortunate event when Lehn was updating the newly elected and new directors, sent an email to M.Yazijian @awi.com. Manuel was the instructor at AWCI and answered technical questions, his email was left in place so that those requests would continue to go the person who does those. Sensitive information went to Tom Schomaker, the new instructor as opposed to Manuel. For continuity purposes of information and request flow from the members, the email address needs to be up for a while. He said Manuel's was left it in place too long, but he doesn't agree with the motion.

Stuart said the general issue is when you send email to first name "dot" last name at AWCI.com. you assume that it's going to that person and not to somebody else.

Yazijian requested the email be deleted.

Kessler suggested a bounce back message that said that that address is no longer valid and suggest another address if it's regarding a particular issue.

Voice Vote: All in favor (ayes heard) Opposed (silence)

Motion carries.

Motion # 21: Made by Lehn, second by Stuart.

Move that the AWCI President will direct the Constitution and Bylaws (C&B) Committee to prepare amendments to both the C&B which removes the ambiguities of Article XVI Constitutional Amendment and defines the specific procedures used to apply the Sections of this Article. This work should make sure to differentiate between the format and the content of a proposed amendment and should clearly spell who is to make decisions about the content and format and the sequence and timing of when they are made. The changes to the Bylaws should spell out the specific rules for member submitted amendments. Members should know exactly what to do, how to do it, and when to do it. Again, particular attention should be made to differentiating between format, content and timing.

It is also suggested that Section 6 be modified to state the concept that the C&B committee shall include an unbiased "pros and cons" evaluation of the proposed amendment with the ballot. Any optional recommendation for or against the amendment should come from the Board President not from an appointed committee.

The C&B committee shall report status of this effort to the Board President by the end of every even numbered month until the proposed amendments are complete. The

Constitutional amendment should be included in next year's Director's election. (motion per submitted written statement)

Discussion: Lehn explained the President of the HAV asked him to prepare the paperwork to make a member inserted constitutional amendment to AWCI. Procedure in the Constitution tells how to do that and it was confusing. It differentiates between formats, but not content. An amendment today, with four regular members on it, the board does not vote on it. If four directors sign it and the Parliamentarian agrees on the form, then it goes on the ballot. The board never votes on it, the way it's written now. All three ways to put in an amendment need to be clarified. One from members, two from a board member, and three where the board asks the Constitution & Bylaws Committee to do it or that committee does it. He feels the President should make the recommendation and that there should be both pros and cons attached to the proposed amendment so members can evaluate it.

Motion by Kurdzionak, seconded by Yazijian.

Motion to table this motion until the next teleconference.

Voice Vote:

Ayes heard.

Past President Dorr was given the opportunity to speak on the previous motion.

Dorr: The Constitution and Bylaws were rewritten a few years ago: An attempt was made to simplify things. The Constitution exists to set down certain rules, laws and rights of the members. Bylaws only require that the BOD approve changes there and more was spelled out there. The policy manual is where we have even more details. Some of the suggestions would best fit in the policy manual. Intentionally, there is nothing in the constitution about content of an amendment, because a member may propose any amendment to the constitution that he or she wants. Get a certain number of members to agree, sign a petition to that effect and the C&B committee looks to see 1) proper form, such that it lists the affected Constitutional sections; does it cover any other areas; note any conflict with the constitution or bylaws if it were to pass. If there's a problem, and it's voted down by the committee for those reasons, it goes back to that individual, they're told why it doesn't fit the rules and they have the opportunity to reword it and resubmit it. The Constitution & Bylaws committee never makes a decision on if it's bad or good.

There is a section where they can give pros and cons and have never done that. No method was ever formulated to do that. He felt if formulated, it should go in the policy manual.

Stuart noted there is precedent for presenting a constitutional amendment to the membership with a recommendation.

Gene Bertram noted rumors and innuendos concerning association management and possible repercussions. He felt the BOD needs to address this and tell the membership what's going on.

Yazijian noted the board has to answer in a unified voice and not on an individual basis. President Juaire stated the need to make a concerted one voice announcement on that issue. There has been no decision and there isn't any pending decision.

Lubic said Twin City Supply was told that we would address the issue about advertisers gaining access to AWImatters simply because they advertise in the HT. Twin City has been an advertiser for years in the magazine. They feel they should have access to AWImatters in order to comment on issues, because other material houses have commented in the past and he feels he's been left out. The people commenting are advertisers, ex-advertisers, but they're also individual members.

President Juaire passed the gavel to Tamara Houk and was recognized. He noted he was speaking as a director, not as President. He was concerned about giving AWImatters access to a company. If Twin City Supply has access to AWI Matters, then possibly anybody in the parts house can respond. That was his main concern.

Stuart, as an AWImatters moderator, noted allowing access would create administrative issues: Which members advertise, which ones are on the list, which ones are off the list. Advertising dollars bought advertising. Membership dollars buy membership and, yes, we don't have a lot of it, but there are instances when there are posts from advertisers. Yazijian wondered if those advertisers currently commenting were individual members and was informed that yes, only members were commenting.

Motion # 22: Made by Kurdzionak, seconded by Yazijian.

Move that the Board direct the Executive Director to allow a classification of advertising to be determined, one advertiser from each company that has a classification of advertising, to be determined by the Executive Director, have access to AWImatters.

Rationale: We have trouble getting advertisers in the magazine. Many are members, some are not.

We can enhance our advertisers' value at no cost to us, by allowing them access, not for advertising, but for commenting on AWImatters. There are several examples of members who are not advertisers, but own businesses that pay the membership dues of \$137/year and get access to the AWI Matters. Other advertisers who spend \$300-\$400/month have no access because they are not members. It would be an additional benefit, at absolutely no cost to AWCI. The current policy is for members only, but this is a no cost enhancement of advertising.

Lehn was strongly against giving advertisers' access to AWImatters. A policy covering this has to be codified, spelled out, and then, you can do it if you really want to.

Lubic agreed with Lloyd. Perhaps only those that buy a full page displays would have this access. Advertisers currently know if they want access to AWImatters all they have to do is buy an individual membership to do so. The administrative part is where the cost is.

Houk stated she is not on AWI Matters, but could see it being a huge advantage for the people who are looking for a part. What is wrong with an advertiser informing members that they have a part in stock, it benefits our members?

Lubic noted that advertisers may subscribe to the parts forum on our website for free just to be a member, since we don't do the movement bank or material search anymore. Material houses have subscribed to that parts forum, monitor it and then email the individual and say 'I've got this part for you'.

Yazijian noted that there is concern that someone would go on to AWImatters and begin plugging everyday. That's not the intent and I don't think that's Twin Cities intent either. I believe his intent is simply to help out a member who needs something.

Terry Kurdzionak wondered why we don't restructure the advertising rates and include a membership built into it.

Motion to table the motion by Lehn, seconded by Stuart.

Voice Vote:

Ayes heard. Opposed (silence).

Motion to table passes.

Lubic would like to do conference calls on a quarterly basis, forego the written report from the office, other than updating the finance reports, get them to the board at least a week before the quarterly conference call, discuss the financial report, and allow him (Lubic) to comment (verbally update the Board) and get feedback from the board at the same time.

President Juaire stated the Board was talking about bi-monthly or monthly conference calls. He proposed monthly conference calls until the end of the year.

Lubic was concerned about the pressure on Tom Pack to produce the financial reports on that schedule. He suggested bi-monthly financial reports.

President Juaire agreed to bi-monthly financial reports

Past President Dorr pointed out the policy manual requires the Board to set quarterly teleconferences, you can have others in addition to that, but if you want to change that, you need to change your policy manual and with a vote to do that. He suggested setting those two quarterly dates and then later vote to have some other ones.

You can cancel them (quarterly) if you need to, just so you're following the policy manual.

Lubic stated the two mandatory dates would be October 15th and April 15th.

Motion # 23: Made by Yazijian, seconded by Gardner.

Move to set the two quarterly conference calls on October 15th-2008 and April 15th-2009.

Voice Vote:

Ayes heard.

Motion passes unanimously.

Lubic asked if a date could be set for the annual meeting and then suggested July 30th - August 2nd or August 6-9, 2009.

Kurdzionak, chair of the Ad Hoc Annual Convention Committee stated three committee recommended cities: Manchester, NH; Providence, RI; and Jersey City, NJ.

Lubic said the office has an email form that is sent out. Normally it would be sent out with updated numbers from the most recent convention with hotel room rates and send it to the chambers in all three of the recommended cities. The chamber would distribute it to their members and whoever is interested, would come back with a preliminary proposal. That info might be available for the first teleconference. We would know which ones would be willing to stay in the same hotel price range, which ones have the square footage that's required and then choose from there.

It was decided to postpone this decision until at least the first email discussion or conference call.

Lubic requested the Mid-Year Meeting dates be set, which is to be a full Board meeting. IAB meets on Thursday, Friday and Saturday for the Board and the Trust on Sunday. He then offered different February dates, recommending the 19-22.

Motion # 24: Made by Stuart, seconded by Gardner.

Move to set the Mid-Year Meeting dates for February 19 – 22.

Ayes heard. Opposed (silence)

Motion carries.

Juaire asked if any other business to come before the board.

Kurdzionak: Motion to adjourn, seconded by Gardner.

Ayes heard.

Meeting adjourned 12:39PM 8-3-08

Respectfully submitted,
Doug Thompson, Secretary