

**AMERICAN WATCHMAKERS-CLOCKMAKERS INSTITUTE
ANNUAL BOARD OF DIRECTORS MEETING**

August 1 through 3, 2003

Meeting Called to Order: 1:45 pm

Invocation: Terry Kurdzionak

Salute to the Flag: led by John Kurdzionak

Introductions of those present:

Jack Kurdzionak, President
Jim Door, First Vice President
Mark Butterworth, Treasurer
Tony Riggio, IAB Chairman
Joe Juaire, REC Chairman
Ron DeCorte, Director
Jim Sadilek, Director
Manuel Yazijian, Director
Henry Frystak, Director
Fred Burckhardt, Director
John Kurdzionak, Affiliate Chapter Chairman
Dennis Warner, Director
Wes Door, Director
Robert Porter, Director
Tom Pack, Finance Director
Jim Lubic, Executive Director
Tom Wietholter, General Counsel
Gary Richardson, Director of Development for ELM Trust
Frank Poye, Second Vice President
Alice Carpenter, Secretary
Paul Wadsworth, Parliamentarian
Lucy Fuleki, Assistant Executive Director

Opening Remarks:

President Jack Kurdzionak noted the amount of work done by the Certification Committee; the Constitution and By-Laws Committee on our Constitution and By-Laws; The work done to simplify the Policy Manual. He also noted the work done by the Membership, Publicity, Finance, Technology and Horological Times Committees. Everyone has done an excellent job, with cooperation from both the office staff, and the committees.

Paul Wadsworth presented a statement on parliamentary voting procedures.

President Kurdzionak appointed a Nominating Committee to nominate officers: Dennis Warner, Wes Door, and Joe Juairé.

Motion #1:

To approve the appointment of the Nominating Committee for Officers: Dennis Warner, Wes Door, and Joe Juairé. (needs no second)

Voice vote: unanimous approval

President Kurdzionak appointed Mark Butterworth to replace David Christianson on the ELM Trust Committee.

Motion #2:

To approve the appointment of Mark Butterworth to the ELM Trust. (needs no second)

Voice vote: unanimous approval

Motion #3:

President Kurdzionak appointed Alice Carpenter to replace David Christianson on the Perpetuation Fund. (needs no second)

Voice vote: unanimous approval

STATE OF THE ASSOCIATION:

Given by AWI Executive Director Jim Lubic. Jim thanked the President, the Directors, the staff, and the committee chairmen for being dedicated; for working together; and for a good, productive year. Staff changes this year: Melanie Fry will move into selling classified ads. Her replacement, Heather Kyde, was introduced, as was Gary Richards, Director of Development for the ELM Trust.

COMMITTEE REPORTS

Finance Committee

Chairman Mark Butterworth thanked his committee, Lou Esselman, Glenn Gardner, and Chuck Atkinson. This committee prepared a proposed budget that will come up under New Business. Other things accomplished this past year: first, the increase in dues; second, the change in life membership. AWI has had our annual audit by Rudler and Associates and passed.

Constitution & Bylaws Committee

Presented by Jim Door, Chairman. This Committee has been working on changes on re-writing the Constitution and By-Laws, and the Policy Manual, and bringing them into compliance with the Ohio State laws; eliminating the Judicial Committee; Perpetuation Committee changes; changes in IAB and REC Committee rules. Paul Wadsworth, Dennis Warner, Gene Bertram, Mark Baker and Chairman Jim Door have worked long and hard to come up with the rough draft that will be presented in New Business.

Judicial Committee

Report given by Bob Porter, Committee Chairman. This Committee had no activity this past year.

Nominating Committee for Board of Directors

Given by Dennis Warner, Chairman, who thanked his Committee members Dan Spath, Mack Shuping, and the late Marshall Richmond. It was noted that Marshall Richmond stepped down from his position as Director and that Jim Sadilek, first runner up, took Marshall's seat on the Board. The newly elected Directors are: Alice Carpenter, James Door, and the newest member, Jim Zimmerman.

Perpetuation Fund Committee

No written report. Report given by President Kurdzionak, who spoke with Rob Clark of Ross-Sinclair, our financial advisor, and he says our investment is returning around 6% interest and we are in the best financial position we've been in since he has been assisting us.

Education Committee

The Education Committee report, presented to the Board by Committee Chairman, Jerry Faier, is on file.

Certification Committee

Given by Chairman Ron DeCorte. This Committee has worked closely with Jerry Faier and the Education Committee. Jerry did a really good job in his report of where the Education/Certification Committees are going, so there is not a lot more to report.

Horological Times Committee

Jim Lubic commented on the current Horological Times magazine, that was published under the new guidelines. President Kurdzionak also commented on the look, composition, and readability of the articles.

Book Review Committee

Given by Robert Porter, Chairman. This Committee includes Jim Sadilek, Manuel Yazijian, and Gene Bertram and has been busy this year and has reviewed several books. Chairman Porter asked for recommendations for titles of books that would be good for our library.

Technology Committee

Chairman Manuel Yazijian reported that this Committee was asked to evaluate several website companies. The goal was to present an aggressive presence of a new website that is more interactive, presenting members benefits, with newly added features, such as the on-line library. All new services offered will be protected by a member password section and will include a bulletin board, advertisements, a page for the museum and the Affiliate Chapters, and the REC school will have school specific pages to advertise their events, as well as member search and surveys. Twelve companies were evaluated, and the Committee decided on Interactive Solutions International.

Motion #4:

The Technology Committee recommends hiring Interactive Solutions International at a cost of \$60,000 to build our website. (no second needed)

Roll call vote: unanimous approval

Membership Committee

Chairman Terry Kurdzionak thanked Committee members Alice Carpenter, Gene Bertram, Glenn Gardner, Jerry Kincaid, and Sharon McManus of the office staff for helping with figures.

This Committee would like to eliminate the retired emeritus category which has 424 members currently paying 50% of annual dues, and create a senior category with full dues being paid until age 70: age 70 to 79 be given a 10% discount, and age 80 and above be given a 20% discount. This committee would also like to eliminate the family membership category, which currently has only 13 participants. At the suggestion of the Constitution and By-Laws Chairman, Jim Door the dues category will be given to them to make their recommendations at a later time during the annual meeting because they would require a Constitution and By-Laws change. This Committee also recommends that the IAB have a vote. At the Annual meeting in 2002, Motion #15b was supposed to be referred to the Membership Committee for their recommendation and brought up at the mid-year meeting. It fell through the cracks, so Terry will get with her Committee and make the recommendations later in New Business.

Meeting was recessed at 3:05 for a 15 minute break.

Meeting was reconvened at 3:20.

Dr Vince Schrader, educator, who works for the Indiana school system was introduced by Jerry Faier, and spoke on Certification.

Motion #5:

Made by Dennis Warner, seconded by Alice Carpenter, to send motion #15b from last year's annual meeting to the Membership Committee for a report at the Sunday Board meeting.

Voice vote: unanimous approval

(motion #15b, August 2002: move to amend the amendment by Ron DeCorte, seconded by Fred Burckhardt: "that up to \$400 reimbursement be made to the Affiliate Chapter only if they have 50% of their entire membership AWI members")

Publicity Committee

Report was given by Terry Kurdzionak in the absence of Chairman David Cooper, because of illness. Bert Kalisher, in his publications, has put the name of AWI as well as membership applications before his readers. He also came up with an idea concerning that Good Housekeeping idea that is being formulated now.

ELM Trust

Report was given by Jim Door. The Trust has received donations of several pieces to the museum this past year; and are finalizing details now to participate with the Cincinnati Observatory in their observance of the Ohio Bicentennial. On October 4, the Trust will be presenting some displays there including clocks that have been prepared by Laurie Penman. The Trust had elections and the new officers are: Jim Door, Chairman; Secretary, Bob Porter; Treasurer, Mark Baker; Curator, Fred Burckhardt. This is the last year the Trust will collect batteries. Also, the Trust decided to liquidate the material and parts, and will be open for bids from industry or anyone who would like to participate in the bidding.

Director of Development for the ELM Charitable Trust

Gary Richardson gave the report.

1. Mr. Richardson wrote a grant proposal for possible funding from the Greater Cincinnati Foundation of Cincinnati to provide underprivileged students from Cincinnati public schools with opportunities to attend evening classes at AWI. We should hear from this in September. The grant was for \$37,000, with \$25,000 for administration and \$12,000 for Laurie Penman, teaching.
2. Mr. Richardson has developed a fund raising campaign for the Trust, called "Friends of the AWI-ELM Trust". There are four options for joining the Trust: Friend....\$25; Supporting Friend....\$50; Sustaining Friend....\$100; Patron of the Trust....\$1,000 To date, three people have signed up as Friends, three people as Sustaining Friends; five as Sustaining Friends; & three as Patrons, totaling 3,725.
3. Mr. Richardson has worked closely with Jim Lubic to reproduce a book donated to the Trust. The logo will be embossed on the cover.
4. Organized and hosted a product survey. Proctor and Gamble will pay any non-profit organization \$5 per participant if you get 75 people to come in. We had 91, for \$175 profit.
5. Organized and hosted numerous friends, colleagues, visitors, tourist clubs, groups and organizations with tours of AWI and the Trust facility at Harrison with emphasis on history of Time which generated \$256.50 in simple donations. As of this date there have been 250 visitors to the Museum, 71 of those were from out of state, 5 were from out of the country.
6. Mr. Richardson recently attended the Jewelers of America Trade Show in New York City where he passed out information on AWI, the Trust, and membership applications.
7. Total money generated was \$3725 for the Trust; two of the books @ \$500 for a total of \$1,000; the Proctor and Gamble survey, \$705; donations to the Museum, \$256.50; and three memorial gifts in the name of Tom Cooke, \$155; for a grand total of \$6,188, with the probable potential of the grant bringing the total to \$43,188.50.

Affiliate Chapter

Report given by John Kurdzionak, Chairman: there were 16 delegates present. The election of officers produced Glenn Gardner as the new Affiliate Chapter Chairman, and Gene Bertram as Vice Chairman. John thanked everyone for the opportunity to serve as

Affiliate Chapter Chairman for the past two years. Glenn Gardner will present the motions.

Research and Education Council

Report given by Joe Juare, Chairman, stated that there were 11 schools in REC, 9 American, 1 Canadian, and 1 Swiss. Four schools were in attendance at their annual meeting. They discussed support for the Certification updates, as well as ramifications for the REC schools as being regional testing centers.

OLD BUSINESS

None

NEW BUSINESS

Installation of New Directors

Alice Carpenter, Jim Door, and Jim Zimmerman, were installed by Tom Wietholter.

Motion #6:

Made by Frank Poye, seconded by Jim Door, to accept the Glenn Gardner as Affiliate Chapter Chairman and Joe Juare as REC Chairman.

Voice vote: unanimous approval

Motion #7:

Made by Manuel Yazijian, seconded by Jim Door, to accept Tony Riggio as Chairman of IAB.

Voice vote: unanimous approval

Installation of Affiliate Chapter Chairman, and REC Chairman

Glenn Gardner and Joe Juare were installed by Tom Wietholter.

Nominating Committee for Officers

Chairman Dennis Warner presented the slate of officers for the coming year.

Motion #8:

Made by Dennis Warner that the nominations be closed, seconded by Jim Door.

Voice vote: unanimous approval

Motion #9:

Made by Manuel Yazijian that the 15 minute waiting period be suspended, seconded by Frank Poye.

Voice vote: unanimous approval

Voting was held by secret ballot. The following were elected:

Jack Kurdzionak, President

Jim Door, First Vice President

Frank Poye, Second Vice President

Alice Carpenter, Secretary
Mark Butterworth, Treasurer

The meeting was recessed at 4:10 pm
Meeting was re-convened at 4:30pm

Motion #10:

Jack Kurdzionak, to appoint Jerry Kincaid and Dan Spath to count the ballots.
Voice vote: unanimous approval

Treasurer's Report:

Made by Mark Butterworth, noted that we ended the year with an \$18,000 shortfall. Unfortunately, our revenue was down. We lost members. Forty three percent of our budget came from the Perpetuation Fund and this is not healthy.

Motion #11:

A recommendation made by Mark Butterworth to accept the budget for 2003-2004.
(needs no second)
Roll call vote: unanimous approval

MOTIONS FROM THE AFFILIATE CHAPTERS:

Motion #12:

Made by Glenn Gardner, seconded by Manuel that a comprehensive index of all Horological Times articles be available to all members for reference.
Voice vote: unanimous approval

Motion #13:

Made by Glenn Gardner, seconded by Dennis Warner, that AWI aggressively plan and pursue Subscription Watchmaking training to be made available by Internet. The curriculum would be offered in segments and as a complete course. The course could include up to but not to exceed 4 weeks of intermittent classroom studies and/or testing at AWI Central at Harrison, OH. One of the objectives of this course in full or in part would be to prepare the student to take and pass the examination for Certified Watchmaker and Certified Master Watchmaker.

After discussion, and information from Jim Lubic, **President Kurdzionak will appoint a committee with Jim Sadilek as Chairman to pursue this avenue and report back to us at the mid-year meeting on its progress.**

Dennis Warner withdrew his second, and Glenn Gardner withdrew his motion.

Motion #14:

Made by Mark Butterworth, seconded by Frank Poye, to accept Fifth Third Bank of Cincinnati, and Ross-Sinclair and Associated, and Pershing Bank of New York as the financial institutions for AWI.

Voice vote: unanimous approval

Motion #15:

Made by Mark Butterworth, seconded by Jim Door, to adopt the following resolution: That we, the AWI Board of Directors, authorize the following AWI officers and employees to sign the financial documents as agents of the American Watch/Clockmakers Institute: the President, the Treasurer, the Executive Director, the Financial Director, and all previous authorizations are hereby rescinded.
Voice vote: unanimous approval

Motion #16:

Glenn Gardner, acting Chairman in the absence of Mark Butterworth, who excused himself, made a motion that the IAB dues be changed from \$250 to \$100 per year. (coming from a committee, requires no second)
Roll call vote: passed with one abstention

INSTALLATION OF JIM SADILEK, DIRECTOR, who was appointed to fill out Marshall Richmond's term, by Tom Wietholter

Motion #17:

Made by Gene Bertram in the absence of Terry Kurdzionak who was called home. (Coming from a committee, needs no second). The committee would like to amend the original motion, #15b of last year, to read as follows:

That an Affiliate Chapter shall receive up to \$400 expense reimbursement for delegate expenses at the Annual meeting if the following requirements are fulfilled:

1. The delegates Chapter must have a minimum of 15 current AWI members.
2. The delegate must attend the Affiliate Chapter meeting and the open Board of Directors meetings in their entirety.
3. The Affiliate Chapter Chairman or Vice Chairman is charged with verifying the above attendance at the full meetings. Expenses will be reimbursed based on submitted receipts up to a maximum of \$400.

Amendment to motion #17:

Made by Jim Door to amend the motion so that exceptions may be made on an individual basis by the Executive Director. Seconded by Dennis Warner.

Voice vote: unanimous approval

Roll call vote for Motion #17: unanimous approval

MOTIONS FROM THE CONSTITUTION AND BY-LAWS COMMITTEE:

Jim Door, Chairman, made the following motions in regards to changes this committee is recommending in the Constitution and By-Laws.

Motion #18:

From the Constitution and By-Laws Committee Chairman:

By-laws amendment – replace Article 1 with:

Article I – Membership

Sec. 1 Membership in the Institute shall be limited to the following classification:

A- Individual

Regular
Life Members
Honorary Life Members
Student
Senior

B- Corporate
Affiliate Chapter

Industry Advisory Board
Research and Education Council

Sec. 2 Individual members shall have voting rights unless otherwise specified.

Sec. 3 Life Members

(A) ^{Any} individual member may purchase a life membership by making a one-time dues payment as specified in the policy manual

Sec. 4 Honorary Life Member

(A) ^{The} Board of Directors may confer an Honorary Life membership upon anyone they deem worthy. This honor may not be conferred upon a current Board member unless he/she is a past president or is being presented with the Fellow Award.

(B) ^{Honorary} Life members shall have the same voting rights they had before receiving this honor.

(C) ^{Unless} otherwise specified they shall have the same rights as any regular member.

Sec 5. Student membership shall be reserved for those actively engaged in a recognized school of horology or apprenticeship program. Student membership shall be limited to a two (2) year period. Student members shall not have voting rights.

Sec 6. Senior membership shall be available to those members over the age of 70 who have been regular members of the Institute for at least 5 consecutive years.

Sec 7. Affiliate Chapter membership may be conferred on any organized Horological group meeting the qualifications stated in the Constitution & Bylaws, and Policy guide for this category.

Sec 8. Industry Advisory Board membership shall be a company, which meets the qualifications stated in the Constitution, Bylaws and Policy, guide this category.

Sec 9. Research and Education Council shall be for those that meets the qualifications stated in the Constitution, Bylaws and Policy guide for this category.

Roll call vote: unanimous approval

Motion #19:

From the Constitution and By-Laws Committee Chairman

Bylaws amendment – Article IX Sec 1 keeps the first sentence and strike the balance of the section.

Sec 7. Change “Sections 1 and 2 “ to “Section 2”

Roll call vote: unanimous approval

Motion #20:

From the Constitution and By-Laws Committee Chairman

Bylaws amendment: replace Article XIII with:

Sec. 1 The purpose of the Industry Advisory Board is:

(a) To give assistance to the president of the Institute, the directors, and the general Membership of the organization.

(b) To recommend to and advise the president and directors on any matter or subject for the betterment of the Institute, its members, and the industry

Sec. 2 The chairman or some other representative chosen by the Executive Committee of the Industry Advisory Board shall serve as a member of the Board of Directors. This person upon approval of credentials by the Board of Directors shall be known as the Industry Advisory Board Director.

Sec. 3 The Industry Advisory Board Director's term of office shall be one (1) year. An individual shall be eligible to serve no more than two (2) consecutive one (1) year terms in this capacity.

Sec. 4. No person may become an Industry Advisory Board Director unless that person is an active member of the Institute, and has been in good standing for at least one (1) year prior to selection as Industry Advisory Board Director.

Roll call vote: passed with one abstention and one no vote

Secretary was instructed to add Tony Riggio to the voting list.

(Note: This amendment was found to be unconstitutional and is therefore void)

Motion #21:

From the Constitution and By-Laws Committee Chairman

Amendment to Article XX. Remove "Robert's Rules of Order, Revised edition" and replace with "The Standard Code of Parliamentary Procedure by Alice Sturgis, revised by the American Institute of Parliamentarians"

Roll call vote: unanimous approval

Motion #22:

From the Constitution and By-Laws Committee Chairman

By-Laws amendment: Replace Article XXII with:

Article XXII – Membership and Institute Records

1. Membership and Institute records or other information are the property of the Institute.

2. The Board of Directors shall establish rules governing access to such records or information.

Roll call vote: unanimous approval

Motion #23:

From the Constitution and By-Laws Committee Chairman

Move to accept the proposed new policy manual.

Roll call vote: unanimous approval

Motion #24:

Made by Jim Door, seconded by Robert Porter, asked that a committee be appointed to

Look at our Ethics Code that is in our By-Laws and to report back at our mid-year meeting to give us guide lines and any suggested changes there and possible procedures on how we should handle any ethics charges that are brought up including guidelines to Jim on how he should handle someone who calls with a complaint.

Voice vote: unanimous approval

Meeting was recessed at 4:45 pm.

Meeting was re-convened at 9:07 am Sunday, August 3, 2003.

Motion #25:

Made by Mark Butterworth, seconded by Jim Door, that we hold the annual meeting next year on Thursday August 5, 6, 7, and 8.

The mid-year executive meeting was set for February 21, and 22, 2004 at Harrison, Oh.

President Kurdzionak will schedule quarterly telephone conferences during the months of October, 2003 and April, 2004.

Policy says 30 days after the end of the first and third quarter. The end of the first quarter is the end of September, thirty days after would be the end of October.

Jim Lubic, discussing the acronym AWI, would like recommendations on changing this. There is no legal reason why we could not change it. Our corporate name is American Watchmakers-Clockmakers Institute in Ohio. The present acronym is AWI, but is not registered. Discussion was strong on having a referendum and letting the members decide. **President Kurdzionak will appoint a committee of two certified watchmakers and two certified clockmakers, after advertising in Horological Times and asking for resumes, to look into a logo and/or name change, and bring the report back to the Board in the spring. President Kurdzionak will chair the committee.**

Motion #26:

Made by Joe Juare, seconded by Tony Riggio to purchase www.awci.com , if available, at the reasonable discretion of the Executive Director in the anticipation of a possibility of a change being made by the membership.

Voice vote: unanimous approval

Jim Lubic spoke on re-instating the school at AWI.

Manuel requested that we have a committee set up to prepare a questionnaire to be mailed to all Horological companies, watch and clock, and prepare a directory for our members on their parts availability and policies.

President Kurdzionak will appoint a committee for this.

Jim Lubic requested a committee to put together a questionnaire for a price survey, the purpose of the committee would be to put together questions we would like to pose to the members so the survey company would be able to glean the information they need.

President Kurdzionak will appoint a committee for this.

Steve Settle, Indiana, commended President Kurdzionak for his leadership and an outstanding job.

Meeting was adjourned at 11:08 am.

Respectfully submitted,
Alice Carpenter, Secretary