



AWCI Board of Directors
Minutes of Meeting-Conference call
December 3, 2013

Members on the call: Manuel Yazijian, Fred White, Henry Kessler, Terry Kurdzionak, Drew Zimmerman, Tom Nesbit, John Safranek, Jason Ziegenbein, Michal Blaszczyk, Joe Cerullo, Wes Grau, Chris Carey

Non members: Jordan Ficklin, Paul Wadsworth

The conference call was called to order by Manuel Yazijian at 8:07 PM Eastern time.

Motion #1 "Move to approve the minutes of the November 5, 2013 conference call"
motion made by Henry Kessler and seconded by Michal Blaszczyk
Voice vote-UNANIMOUS

The first order of business was a continued discussion of the Horological Times policy for advertising,

Motion #2 "Move to approve the advertising policy as amended"
Motion made by John Safranek, second by Wes Grau
Roll call vote-UNANIMOUS

Dear AWCI Members,

The Board of Directors of AWCI, by the request of our advertisers, recently passed a motion defining an advertising policy and standards for Horological Times. The objective of this policy is to promote the use of genuine parts, to encourage higher quality workmanship, and support certification. This policy helps to ensure that AWCI consistently presents a professional image through its magazine. We recognize that restrictions on the sale of genuine parts have created an increased demand for non-genuine parts. Nevertheless, allowing the advertisement of non-genuine parts endorses their use and reflects poorly upon our industry and our members. We will continue to regulate the advertisement of non-genuine parts in an effort to promote the use of genuine parts whenever they are available and to encourage their fair distribution.

Advertising Policy for the Horological Times

The publisher reserves the right to approve all advertising copy and reject any advertisements not in keeping with the publisher's standards. The publisher may, at the

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publisher's sole discretion and for any reason and without notice, decline to publish or republish any ad, in which case any fees submitted or paid for such ads shall be returned or rebated to the advertiser. The publisher reserves the right to edit all copy. The advertiser and/or agency agree to assume liability for all content of advertisements printed. The advertiser will also accept responsibility for any claims or suits arising therefrom brought against the publisher. Printed articles may also be used without permission expressly sought, or payment made, on www.awci.com, the American Watchmakers-Clockmakers Facebook page, or via other media.

Editorial material and letters of opinion are invited, but reflect the opinions of the authors only and do not represent the views of the American Watchmakers-Clockmakers Institute (AWCI), its directors, officers or employees. AWCI reserves the right to edit all submitted materials and is under no obligation to accept any submitted materials for publication. The appearance, reference, or advertisement of any product or service in this publication shall not be deemed an endorsement of such products, methods or services by AWCI, its directors, officers, or employees.

Publisher's Standards AWCI makes a concerted effort not to publish any advertisement which promotes or depicts practices not in harmony with our professional Standards & Practices for Watchmakers & Clockmakers. The advertisement of generic parts, tools, and materials is allowed when such advertisement does not possess any trademarked image, brand, or name. Advertisers can refer to the items by name, function, quality, size, and description but shall not indicate that the parts are generic, aftermarket, or non-genuine. Phrases like "to fit [brand name]", "[brand name] style", and "generic" are not allowed. Genuine parts can be advertised as such in accordance with the advertiser's relationship and agreement with the manufacturer.

We encourage advertisers to reach out to our members and market goods & services which will help them to professionally service their clients and represent themselves in a way which will "reflect positively on him or her, on the AWCI, and the entire watch and clock repair industry, including all of its participants." – AWCI Code of Ethics

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The next order of business was the discussion of the proposed changes suggested by the Constitution and By-laws committee. When a committee presents a proposal, it does not need a "second". The BOD then voted as to whether or not to put the vote to the membership.

Roll call vote was taken. Nine in FAVOR, two OPPOSED (Chris Carey and John Safranek)

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Proposed Constitution Changes Please return card by February 10, 2014
A complete copy of constitution can be found on AWCI.com under governing documents

Item #1

ARTICLE VII BOARD OF DIRECTORS

Sec. 1 The Board of Directors shall consist of ~~nine (9)~~ six (6) directors elected by the voting membership during the annual election; ~~three (3)~~ two (2) directors shall be elected each year, other directors shall be included as provided in the Constitution and Bylaws.

Article VII Section 1: Board of Directors / Change to 6 elected Directors, 2 elected each year.

Rationale:

Due to declining membership we feel the members of AWCI can maintain the same level of representation by a smaller BOD while reducing costs. It costs AWCI approximately \$1250.00 per board member per year for meeting expenses. This would take place over a 3 year period by only electing 2 each of the next three years.

Item #2

Sec. 3 Any member, after serving two (2) consecutive terms on the Board of Directors, shall be ineligible for reelection for ~~two (2)~~ one (1) years.

Article VII Section 3: Board of Directors Change eligibility for elections to one (1) year off.

Rationale:

If we have a motivated Board member and they have to take two years off they lose much of the continuity of the organization.

Item #3

ARTICLE XIV EDUCATION, LIBRARY AND MUSEUM CHARITABLE TRUST

Sec. 3 The Education, Library and Museum Charitable Trust shall function under the provisions set forth in the Trust's Constitution and Bylaws.

~~(a) Any amendments to the Education, Library and Museum Charitable Trust's Constitution and Bylaws must be approved by the Board of Directors.~~

Article XIV LM Section 3: Removed amendments must be approved by the BOD.

Rationale:

It is already in the ELM Trust Constitution that the Board must approve any changes. The changes have to be approved by a 4/5 vote of the Trustees and a majority vote of the BOD.

Item #4

ARTICLE XVI CONSTITUTIONAL AMENDMENT

Article XVI Constitutional Amendment Section 7: Change to 45 days

Sec. 7 ~~Thirty (30) days~~ Forty-five days (45) after the date upon which the ballots are mailed, the ballots shall be returned to a firm of Certified or Licensed Public Accountants, and the ballots shall be counted by the firm. The result of the vote shall be announced by the executive director.

Rationale:

To allow foreign ballots to be returned on time.

Item #5

ARTICLE XVIII INSTITUTE NAME AND EMBLEM

Sec. 1 The rights to use the Institute's name, emblem, registered trademarks or initials, in accordance with the Institute's purposes, is reserved for members or agents of the Institute. The Executive Director Board of Directors may grant the same privilege to others.

Article XVIII Institute Name and Emblem Section 1: Change to BOD from Executive Director

Rationale:

To allow the full board more control over who is using our name, emblem, registered trademarks or initials.



MID YEAR BOARD MEETING:

The mid year BOD meeting and IAB meeting will be held Feb.11 and Feb. 12 in Daytona Beach Florida, to coincide with the NAWCC Regional on the 13th.

SPARE PARTS COMMITTEE:

Drew Zimmerman updated the board on the progress of this committee. A questionnaire has been created along with a list of watch companies. The committee will call the companies to obtain information about their spare parts policies.

FINANCIAL STATEMENTS: The Board chose to receive financial updates on a monthly basis; quarterly statements will be put on the website.

Motion to Adjourn made by Henry Kessler, second by by Fred White, voice vote-UNANIMOUS Meeting adjourned at 11:15 PM Eastern time; Next meeting by conference call on January 7, 2014

Respectfully submitted:

Terry Kurdzionak, secretary