

AWCI Board Of Directors Meeting
Executive Inn, Harrison, OH
2 February 2013

Board Members Present:

Manuel Yazijian
David Douglas
Terry Kurdzionak
Henry Kessler
Michal Blaczyzk
Justin Shiver
Jordan Ficklin
Tom Nesbit
Wes Grau
Fred White

Board members not present

Ron Landberg
Jason Ziegenbein

Non Voting or Guests Present:

Amy Dunn
Tom Schomaker
Dennis Warner
Paul Wadsworth
Daniela
Jack Kurdzionak

Meeting called to order at 12:30 EST

No Disclosures were made.

Amy Dunn presented her marketing guidance presentation. What we've accomplished and suggestions for the future.

Ron Landberg joined by gotomeeting at 1:30 EST
Ron Landberg left the meeting at 2:50 EST

Amy Dunn presented an update on HT.

Motion 2013_02_02 #1 Motion made by Jordan Ficklin and seconded by Wes Grau
Motion to accept the constitutional changes as presented to the Board of Directors
by Paul Wadsworth regarding the perpetuation fund, **Article XXI**.

Voice vote taken
Motion Passes

Motion 2013_02_02 #2 Motion made by Fred White and seconded by David
Douglas.

Motion to accept the constitutional changes as presented to the Board of Directors by Paul Wadsworth regarding the perpetuation fund, **Article VI**.

Voice vote taken, two nays.

Motion Passes

Motion 2013_02_02 #3 Motion made by Wes Grau seconded by Michal Blaczyk Motion to accept the constitutional changes as presented to the Board of Directors by Paul Wadsworth regarding the perpetuation fund, **Article VII**. To be in effect, this change will require a membership vote.

Voice vote taken, All opposed.

Motion Fails

Motion 2013_02_02 #4 Motion made by Fred White seconded by Tom Nesbit As a board member, what will you do to be a responsible leader and exercise fiscal responsibility?

Secretary Note: This motion is to adopt this as a question to the candidates for the Board of Director position for the 2013 election.

Voice vote taken

All yes David Douglas and Justin Shiver abstained.

Motion passes.

Jack Kurdzionak provided an ELM trust report.

Manuel has appointed the following members of the ELM trust.

Jack Kurdzionak

Dennis Warner

Brad Wellman

Voice vote taken,

All Yes.

Appointment passes.

Manuel Yazijian will find a qualified person to serve on the Perpetuation Fund.

Terry Kurdzionak presented a report from the IAB committee.

Recess for dinner at 6:30

Back in session 7:20

Manuel Yazijian presented the education committee report.

Jordan Ficklin presented the Horological Times committee report.

The Annual Meeting date will be set tentatively as September 12-14, 2013

Motion 2013_02_02 #5 Motion made by Henry Kessler, seconded by Jordan Ficklin

I am hereby making a Motion that moving forward AWCI change our financial year end from June 30 to December 31.

Rationale: Matching dues to the proper periods has become muddy. Our membership dues are collected based upon a calendar year. I feel this will add clarity to the understanding of our financial position. This will be accomplished by creating an interim financial via our new Auditor Gady, following their work to produce the 6/30/12 YE financial.

Voice vote taken

Passed Unanimously

Motion 2013_02_02 #6

Motion made by Henry Kessler seconded by David Douglas

I am requesting that the BOD approve and task Keith Rosser, our new CFO, with the responsibility of communicating regularly with our bankers on behalf of AWCI.

Rationale:

Our Auditor, Gady, has advised us that communication with our bank has been lacking. This task will help to correct the communication problems of the past.

Voice vote taken

Passed unanimously

Motion to adjourn the meeting at 9:52 CST made by David Douglas seconded by Justin Shiver

Voice vote passed unanimously.

Meeting adjourned at 9:52 CST

Submitted for your approval,

David Douglas CW21

Secretary

Addendum: Proposed Constitutional Changes. Note that the vote on Article XII and VI passed. Vote on article VII failed.

ORIGINAL

ARTICLE XXI - THE JAMES M. DODSON PERPETUATION FUND

Sec. 1 Purpose and Procedures

- (a) To monitor the investment of the James M. Dodson Perpetuation Fund and determine that they are invested as required by the Constitution.
- (b) To insure the continuation of the existence and activities of the American Watchmakers-Clockmakers Institute.

Sec. 2 Trustees

The James M. Dodson Perpetuation Fund shall be held and managed by a board consisting of six (6) trustees, to be known as the James M. Dodson Perpetuation Fund Trust.

- (a) Three (3) past presidents, or past treasurers, of the Institute shall be appointed as trustees by the Executive Committee. One shall be appointed each year, to serve a three year term. Vacancies shall be filled within 90 days by the Executive Committee.
- (b) The president, treasurer and executive director shall be trustees and shall serve until replaced in office.
- (c) All six trustees shall have voting rights.
- (d) A minimum of 4 votes shall decide issues before the trustees.

CHANGED

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The James M. Dodson Perpetuation Fund shall be held and managed by a board consisting of five (5) trustees, to be known as the James M. Dodson Perpetuation Fund Trust.

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- (b) The president and treasurer shall be trustees and shall serve until replaced in office.

- (c) All five trustees shall have voting rights.
- (d) A minimum of 3 votes shall decide issues before the trustees.

Requires a 2/3 vote of full board = 8 votes for.

ORIGINAL

ARTICLE VI- BOARD OF DIRECTORS

Sec. 1 Each past president shall automatically become ex-officio member of the Board of Directors for the term, or terms, his/her immediate successor serves as president.

Sec. 2 Ex-officio directors shall not have voting rights unless said director is serving as an elected director.

Sec. 3 No person may become a member of the Board of Directors unless that person is an active voting member of the Institute and has been in good standing for at least one (1) year immediately previous to election.

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Requires a majority vote.

Constitutional change requires membership vote.

ORIGINAL

ARTICLE VII BOARD OF DIRECTORS

Sec. 1 The Board of Directors shall consist of nine (9) directors elected by the voting membership during the annual election, three (3) directors shall

be elected each year, other directors shall be included as provided in the Constitution and Bylaws.

Sec. 2 The directors elected by the membership shall serve for a term of three (3) years.

Sec. 3 Any member, after serving two (2) consecutive terms on the Board of Directors, shall be ineligible for re-election for two (2) years. A fraction of a term served over one (1) year shall be considered as one (1) full term.

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