

AWCI Board of Directors Conference Call

Wednesday 8/25/2010

Board Present:

- Mark Butterworth, President
- Manuel Yazijian , Vice-President
- Henry Kessler, Treasurer (IAB Director)
- Doug Thompson, Secretary
- David Douglas, Director
- Gene Bertram, Director
- Glenn Gardner, (Affiliate Chapter Director)
- Ron Iverson, Director
- Joe Juaire, Director
- Ron Landberg, Director
- Joe Schrader, Director
- Jason Ziegenbein, (REC Director)

Non-voting present:

- Paul Wadsworth, Parliamentarian

Staff:

- James Lubic, Executive Director
- Tom Pack, Finance Director

Meeting called to order at 8:02:00PM CDT.

President Butterworth welcomed and thanked those participating in the conference call.

A vote on the Annual Minutes was called for, but it noted a number of errors still existed in the amended draft. Approval was postponed to an email vote.

Butterworth called for a vote of approval for the ELM Trustee appointments.

Motion # 14: Gardner, 2nd Schrader

Approve Charles Cleves, Dennis Warner, and Paul Wadsworth as ELM Trustees.

Roll Call Vote: Passes Unanimously

Butterworth broached the previous suggestion of combining the AWCI Mid Year Meeting with the JIDA winter meeting as a cost saving measure. He formed and appointed a Special Committee to explore the possibilities of doing so with Lubic, Kessler and himself as members. JIDA had formed a committee to address the possibility of a combined convention at their May meeting and a first meeting is scheduled for October 8th and 9th. Discussion included the options of the JIDA members staying on in order to meet with their customers that are AWCI members and cost savings that may be realized by combining the meetings due to guaranteeing more room nights.

Butterworth noted that three motion votes originally brought up at the Annual Meeting were postponed and they should now be addressed.

Motion # 10: (vote previously postponed) Juairé, 2nd Thompson
Amend the Bylaws:

Article XV

Sec. 8b

When the budget has been adopted no expenditures shall be made or liabilities incurred thereafter, in excess of the various budget classifications (not line items) *without approval of the Finance Committee and the Board of Directors.*

Change to read:

"without being reviewed by the Finance Committee and approved by the Board of Directors"

Discussion pointed out that the proposed change to the bylaws below is not only in order but necessary. The way that it is currently written could prevent the board from being made aware of any requested expenditures unless they were first approved by the finance committee. The proposed change they would have the finance committee review and then refer any proposed action to the board (with recommendations or suggestions). This still leaves the main budget and its contents for the finance committee to work out, but leaves the final decision to the full board. The motion was presented to the Constitution and Bylaws Committee and was found to be in order.

Awareness of the situation had surfaced in regards to employee vacation/bonus issues (the Parliamentarian noted that a Special Committee was to be formed by the President to address and resolve those policy issues).

The Board of Directors is legally responsible (according to the C & B) for AWCI finances. It was noted that under the current wording, an appointed group, as opposed to an elected group, has an inordinate amount of control over the Institute finances, without the responsibility. Budgeting procedures would include more Board input with the change by the motion.

Roll Call Vote: Yes: **GG, RL, DD, JS, RI, JZ, HK, DT, JJ, GB** No: **MY**

Motion passes.

Lubic announced that the position of Managing Editor was being eliminated and that Amy Dunn was being hired as AWCI Marketing Director. Dunn would also assume the monthly duties of assembling the Horological Times.

Motion # 11: (vote previously postponed) Thompson, 2nd Bertram.

Establish a committee to research the potential ramifications of spending Perpetuation Fund money to hire additional staff develop needed educational products and implement any needed item that would enhance and or attract new members. This committee must decide whether the benefits of establishing needed programs and or hiring additional staff outweighs the risk of losing potential investment income from the perpetuation fund. This committee would also be charged with the task of determining what amount of money would be needed to implement needed programs that would have a significant impact on the improvement of the organization resulting in better image and increased membership. The development of a sound Strategic Plan would be a necessary component for this committee to work from.

Discussion centered the on the extensive detail of the motion, the ability of current committees to address issues mentioned in the motion and the impact that the new hire could have on the intentions of the motion.

Motion # 15: Thompson, 2nd Kessler

Table Motion # 11.

Roll Call Vote: Unanimous to table.

Motion passes.

It was recommended that Dale Coates (Johnson Investments/Perpetuation Fund) be approached about the implications of lump sum withdrawals (re: previous motion) from the Perpetuation Fund in the amounts of: \$50K, \$100K and \$150K.

MOTION #12 (vote previously postponed) Bertram, 2nd Gardner.

Hire one additional non-technical part time staff member. This person would be responsible for implementation of marketing related programs to enhance image, increase funding and increase membership. This person's continued employment would be contingent on performance year over year based on improvement in verifiable numbers such as increased membership, funding, advertising income, convention attendance etc. A base line would be set prior to employment to verify progress at the end of the year. Duties could include but not be limited to expanded mailing list, membership enhancement promotional packet (items designed to promote consumer benefit of using members and or certified clock or watchmakers) press releases mailed in mass to newspaper and local TV outlets, writing of non-technical articles of general interest to members including interviews with certified members and or successful business people, developing potential sponsorships, web site redesign, general publicity, social media etc.

Discussion noted that with the new hire at the Institute, the motion should be voted down.

Roll Call Vote: Unanimous disapproval

Motion fails.

Regarding the suggested AWC I Facebook page: It would be a one way communication device, with information sent out from the institute. A consensus of board opinion was reached: Amy Dunn and Jordan Ficklin would be involved in the Facebook implementation as discussed.

Volunteers were asked to serve on committee (maximum of three committees for those volunteering).

A high speed scanner has been acquired for use in transferring back issues of the *Horological Times* to the website.

Mid-Year Meeting date and place is still in the works: Waiting to hear more from the meeting planner.

A motion to adjourn from Kessler, 2nd Gardner at 9:45PM CDT

Voice Vote: Passed unanimously.

Respectfully submitted,

Doug Thompson