

**AWCI Board of Directors Meeting
March 2, 2012**

In Attendance:

Mark Butterworth
Manuel Yazijian
Doug Thompson
Ron Landberg
Terry Kurdzionak
Gene Bertram
Joe Schrader

Absent with Notice:

**Henry Kessler
David Douglas**

Staff:

Jim Lubic
Amy Dunn

Guests:

Dianne Gettler
Ernie Tope
Glen Gardner

Parliamentarian;

Paul Wadsworth

Remote:

Tom Pack
David Douglas
Arnold Van Tiem
Wes Grau

Meeting started at 9:01 a.m.

Invocation: Doug Thompson

Salute to the flag.

Opening remarks and welcome – Doug Thompson

Procedures and requirements were presented by Paul Wadsworth.

Disclosures;

Disclosure - Manuel is doing work for Swatch Group as Technical Consultant.
Disclosure – Jim Lubic is new owner of Ritzi Jewelers.

Doug Thompson requested a motion to appoint Gene Bertram as meeting secretary.
Mark Butterworth made motion, Joe Schrader seconded. So approved.

Doug Thompson asked for motion to approve the Agenda with flexibility.
Terry K moved, Mark B seconded. So approved.

Minutes of the Annual Board of Directors Meeting

Jim Lubic welcomed everyone and thank you for being here. There will be a lot to discuss and issues to address. Jim and Amy have a Powerpoint presentation.

Denver update – Bonnie Scepkowski made a report for presentation at Board meeting.

Amy Dunn has keynote speaker biography.

Website for convention should be up and ready in April.

Office is struggling to integrate Imus for website.

Need to have a meeting with Bonnie for clarification of responsibilities.

We are ahead of schedule.

Budget was discussed.

Some people cannot afford the convention, some want only social aspect and awards meeting, some only want education.

The idea was raised to have a business meeting every year and convention every other year.

Also suggested every five years and/or perhaps combine with Chronometer Club for convention.

Move Harrisburg, PA convention to 2014.

Mark Butterworth moves to eliminate 2013 convention and Harrisburg, PA becomes 2014 convention.

Terry suggests that motion be tabled until this afternoon

Manuel moved, Terry seconds to postpone until this afternoon after Jim checks Bonnie's contract.

So approved.

Motion 3-3-2-12

Mark B, 2nd by Ron Landberg

Move to eliminate the 2013 Convention & Educational Symposium.

Motion 4-3-2-12

Manuel Yazijian, 2nd by Terry K

Move to postpone Motion 3-3-2-12 till Jim Lubic checks contract with Stellar

Passed with voice vote

Break – 10 minutes

Bonnie is not under contract for 2013, therefore previous motion can be reconsidered.

Motion 5-3-2-12

Terry K, 2nd by Ron L

Motion to reconsider motion 3-3-2-12

Passed by voice vote

Mark Butterworth proposes to eliminate 2013 convention and education symposium.
Terry Kurdzionak moves, seconded by Ron Landberg. Motion is passed with roll call vote.

Business meeting will still be annual. Constitution reads that it has to be a physical meeting once a year.

Constitutional Committee Reports

Constitution and Bylaws – Paul Wadsworth

Motion is to change Constitution and Bylaws on the following:

The James M. Dodson Perpetuation Fund – Invest a minimum of 90% in investment grade securities and a maximum of 10% in alternative asset investments.

Wes Grau moves to accept proposed constitutional amendment Article XX. Sec. 1 to the Perpetuation Fund subject to the approval of the Constitutional & Bylaws Committee, Second Ron Landberg. Roll Call approval.

Document being signed by at least four members of the Board.

James M. Dodson Perpetuation Fund Committee – Doug Thompson

In a 4 year period, there has been a 6% gain of funds. Johnson Investment Council recommended Alternative Assets be included as part of our portfolio as a diversification tool at a maximum of 10%.

Finance Committee

Jim said that Rolex Challenge Grant Revenue (\$45,000) needs to be removed from the budget. Not to be in the general fund. Fund is for capital projects.

Motion was made and withdrawn twice.

Following is final version:

Mark Butterworth moves that Rolex Challenge Grant Revenue be removed from the general revenue of the budget and be placed in a separate Rolex Challenge Grant budget. Terry Kurdzionak seconded. Approved.

Motion 6-3-2-12

Mark B, 2nd by Terry K

Move to remove the Rolex Challenge Grant from the General Revenue of the budget & place it in a separate Rolex Capital Grant budget.

Passed by voice vote

Break for Lunch.

Nominating Committee

List is set

ELM Trust

Doug wants to target Life members for contribution to education fund and let ELM Trust manage monies. Suggested donation should be difference between Life member and regular member fee.

Affiliate Chapter – Wes Grau

Delegate should be an AWCI member.
Wes needs to address Affiliate Chapters.

Board of Examiners – Wes Grau

Wes submitted a report on February 23, 2012 at mid-year meeting.

Education – Manuel Yazijian

Herman sent report to Jim Lubic.

Ethics – Manuel Yazijian

Report presented at mid-year meeting.
Committee needs to meet and work on ethics/violations and procedures to follow.

Jeff Herman – Boca Raton Watchrepair.net.

Not a watchmaker. Said he was going to sue Jim.

Email going out that he is filing bankruptcy. Any repair work and has been referred to Craig Stone and any questions, please call Jim Lubic. Jim called everyone and assured them that Craig Stone was a valid AWCI member. Craig Stone is trying to help everyone, but he does not have names and addresses, only a repair number from watchrepair.net. He is on marketing committee.

Motion by Terry to remove him from marketing committee, seconded by Mark. So approved.

Not necessary to replace him. Already 5 people on committee.

Motion 7-3-2-12

Terry K, 2nd by Joe S

Move to remove Jeff Herman from the Marketing Committee

Passed by voice vote

Convention – Terry Kurdzionak

Report from Mr. Price.

Terry feels that relationship with Bonnie needs to be cleaned up.

Somewhat behind on projected timeline by choice.

Stellar will handle website this time.

We have keynote speaker.

Should hospitality give gift bag this year? We had stopped doing this in the past. Manuel feels that it should have good chocolate candy in bag. Also include the schedule and have it available online.

Conclusion is to have gift bag.

IAB – Terry Kurdzionak

Motion 8-3-2-12

– Website needs to have a page in consumer section regarding counterfeit products, gray market and support. Seconded and approved.

Motion 9-3-2-12

to amend and remove words "and support" - Mark . Second Gene.
New motion - Website needs to have a page in consumer section regarding counterfeit products and gray market. Approved.

Special Evaluation Committee – Jerry Faier

Joe to stand in for Jerry here today at meeting.

This committee was assigned to define the process and parameters to be used by the Executive committee when reviewing the Executive Director. Report was issued. Process was outlined. Goals will be set and Executive Director will have 12 months and then there will be a performance review. This policy/document is being presented to the Board of Directors for approval today.

Motion 10-3-2-12

Ron L, 2nd by Terry K

To amend the motion from the Evaluation Committee to change the term "Executive Board" to Executive Committee" throughout the document. Also, from the section the section "Resolution, Appeal & Arbitration of the Goal Plan; change the first sentence of section 2 to read;

"If there is no consensus between both parties, then the President of AWCI is to appoint 3 individuals who may or may not be AWCI members, not presently serving AWCI or its committees in any other capacity, to serve on a Committee of Arbitrators."

Passed unanimously by roll call vote

Marketing and Website update – Amy Dunn

Update was made for IAB on March 1st. No questions.

Honor Awards

Looking for nominees at this time.

REC – Jim Lubic

No report filed.

Horological Times

Motion 11-3-2-12

Made by the Horological Times Committee

To make the following statement the official editorial mission statement for Horological Times

The Horological Times is the official publication of the American Watchmakers-Clockmakers Institute. Our readers represent watchmakers and clockmakers, retailers, and industry professionals in the United States and beyond. The HT is the primary means for the Institute to communicate with its membership. The Horological Times will provide information on recent industry developments and will also promote employment opportunities and information on parts, tools and services. Articles are published with the purpose of:

Increasing the horologist's technical knowledge and profitability.

Establishing the best standards and practices of the horological community.

Furthering the advancement of horology through research.

Disseminating information about the latest tools and technology.

Transferring knowledge gained by experience from one generation of watchmakers & clockmakers to future generations.

Passed by voice vote

Strategic Action – Ron Landberg

Report presented.

Mission statement needs more work.

Ron and Ernie presented their thoughts. Ernie feels that the Board should be involved in this mission statement process...not just a committee.

No vote today.

Meeting adjourned at 5:40 p.m.

Moved by Manuel, seconded by Terry.

**AWCI Board of Directors Meeting
March 3, 2012**

In Attendance:

Mark Butterworth

Manuel Yazijian

Doug Thompson

Ron Landberg

Terry Kurdzionak

Paul Wadsworth

Gene Bertram

Joe Schrader

Absent with Notice:

Staff:

Jim Lubic

Amy Dunn

Guests:

Dianne Gettler

Remote:

Wes Grau

Meeting started at 8:57 a.m.

Strategic Action – Ron Landberg

Ron read through the mission statement again that Amy revised. It could be finished today.

Committee presented Mission Statement, Board revised and amended it. Accepted at this meeting. Mark moved, Gene seconded. Role call. 2 no, 5 yes. Carried.

Original:

The American Watchmakers and Clockmakers Institute: Advancing the Art, Science and Business of Horology.

AWCI is the focal point for education and information on the horology industry. We serve three fundamental groups:

1. We help educate and inform the public to develop a need for our members' services.
2. We educate watch and clockmakers in the highest standards of traditional methods, and also the latest technologies. Our goal is to help improve our members' skills and business profitability, and to assist them in evolving their business model to allow for future growth.
3. We are committed to working as a liaison with industry to develop valuable programs and services that benefit watch and clockmakers, retailers and suppliers.

We are an advocate for: Professionalism, ethical principles, and health and environmental standards for the horology industry.

Revised:

The American Watchmakers and Clockmakers Institute: Advancing the Art, Science and Business of Horology.

AWCI is the focal point for education and information on the horological industry. We serve three fundamental groups:

1. We educate and inform the public to help them understand the need for our members' services.
2. We educate watch and clockmakers in the highest standards of traditional methods, as well as the latest technologies. Our goal is to help improve our members' skills and business practices, and to assist them in evolving their business model to promote future growth.
3. We work as a liaison with industry to develop valuable programs and services that benefit watch and clockmakers, retailers and suppliers.

We are an advocate for: Professionalism, ethical principles, health, safety and environmental standards for the horology industry.

We may return to this committee later in the meeting.

Presentation by Amy Dunn and Jim Lubic:

Major monetary changes are necessary for the headquarters to continue progressively.

Budget of 1.1 million for 17 years. Need 1.3 million for next 5 years. Then budget re-evaluated at that time.

- HT magazine becomes bi-monthly
- Convention become bi-annual
- Membership Coordinator becomes full time
- Add Admin-Receptionist/bookkeeper full time
- Add second instructor
- Increase Education
- Need to grow participation in current benefits

- Building/Operations
- Travel
- Marketing

Projected \$1.3 million budget summary presented.

Discussion ensued. Monies would come from Perpetuation Fund.

Budget will be reviewed each year.

Manuel wants Amy and Jim to present flow charts, etc. to substantiate this request.

Will continue with another presentation at April meeting.

A short term solution could be to allocate \$5000 for contract help at this time.

Mark moved to allocate \$5000, Manuel seconded.

approved

The number one benefit of members is HT magazine.

Motion 13-3-3-12

Gene B, 2nd by Terry K

Move to refer the question of tiered membership to a Special Committee who are tasked to bring their recommendations to the Board at the Annual Meeting in 2012

Passed by voice vote

President appointed Joe Schrader as chair of this new special committee.

Mark Butterworth appointed to serve and another person will be appointed at a later date.

Ron moved, Terry seconded. Approved.

Motion 14-3-3-12

Ron L, 2nd by Terry K

Move to Appoint Joe S (Chair) & Mark B to the Special Tiered Membership Committee

Passed by voice vote

Ron moved, Joe second. Approved.

Charley Cleves and Paul Wadsworth appointed to ELM Trust.

Motion 15-3-3-12

Ron L, 2nd by Joe S

Move to approve Charlie Cleves & Paul Wadsworth to the ELM Trust

Passed by voice vote

Break for Lunch

Manuel spoke about Omega link for our website regarding maintenance service.

After much discussion, it was agreed to not link to Omega, but to imitate the concept/layout and put under our name.

Jim Lubic

- Start account for life memberships

- Bonnie is on vacation so not responding to phone calls, emails, texts, etc. Please direct questions through Jim.

Motion 16-3-3-12

Mark B, 2nd by Manuel Y

Move to provide \$5,000 to procure contract labor in the office

Passed by voice vote

(Refer to presentation by Lubic & Dunn above. There was a discussion involving where to get the money would come from, one source would be the Perpetuation Fund principal. Until such time as a source for the funds is determined, no money would be released.)

Motion to adjourn – Manuel. Joe seconded. Approved.

Motion 17-3-3-12

Manuel Y, 2nd by Joe S

Move to adjourn

Passed by voice vote

Meeting adjourned at 2:08 p.m.