

**AWCI Board of Directors  
Meeting (Go To Meeting) on-line format  
May 22, 2012  
Minutes**

The Board of Directors met in executive session at 7:30 PM  
The official board meeting was called to order at 8:50 PM EST.  
Members in attendance: Doug Thompson, Ron Landberg, David Douglas,  
Henry Kessler, Mark Butterworth, Manuel Yazijian, Wes Grau, Joe Schrader,  
Terry Kurdzionak, Jason Ziegenbein, Gene Bertram, Fred White, Paul  
Wadsworth, parliamentarian  
Staff: Jim Lubic, Amy Dunn  
Guest: AWCI attorney Scott Gilligan

A welcome was extended to newly sworn in director Fred White.

**Motion #1**- moved by Ron Landberg, second by Mark Butterworth

“Move that the agenda be approved with flexibility”

Unanimous approval by voice vote, Motion PASSES

**Disclosure**- There were no disclosures by board members or staff at this meeting

**Motion #2**-moved by David Douglas, seconded by Ron Landberg by email,  
May 15, 2012

“I move that all AWCI affinity programs must be presented to, have the approval from the AWCI Board of Directors. This includes affinity programs for which AWCI does, and does not receive a royalty.”

There was considerable discussion on the motion and President Thompson called for a roll call vote. Voting as follows:  
NO: 10, YES: 0 NOT VOTING: 1 (off-line at time of vote)  
Motion FAILS

**Motion #3**- presented by David Douglas, seconded by Ron Landberg

“Move that all contracts with companies, organizations and entities that AWCI intends to enter into an agreement with must be presented to and have the approval from, the AWCI Board of Directors. This includes all

agreements that are formal in nature, such as Affinity agreements, Confidentiality agreements, Non-compete agreements, Non-circumvention agreements, and Endorsement programs.

Call for a voice vote by President Thompson- unanimous approval  
Motion PASSES

Report from the Executive Director:

The topics included an update on convention registration, the vendor fair, the upcoming JCK show, DVD's to be recorded/sold at the JCK show, and the aftersale of the DVD's once the JCK show is over. The Board said "NO" to giving exclusive rights to any one vendor after the show is over. We discussed a previous agreement to reinstate the "gift bags" to convention attendees. Henry Kessler offered to solicit donations of gift bag items, and to have his staff put the bags together.

Proposal from Marketing Director, Amy Dunn:

A verbal presentation was given by Amy Dunn in relation to the ability to get the HT out on time and back on schedule. After the discussion a motion was made by Ron Landberg and seconded by Gene Bertram

MOTION #4"Move to combine the May/June 2012 issues of Horological Times with opposing upside down covers, giving Amy the flexibility to contact the advertisers as discussed"

Call for Vote by President Thompson:

YES- 8; NO-1; ABSTAIN-1 ; NON-VOTE-1 ( director off-line at time of vote)

Motion PASSES

#5 Motion- Made by Ron Landberg, seconded by Gene Bertram

Move that the minutes of the 2010 mid year meeting be approved, having incorporated the corrections and/or omissions by the BOD previously, as well as those corrections made by Manuel Yazijian tonight.

Call for a voice vote by President Thompson – unanimously approved  
Motion PASSED

**Motion #6- Presented by Special Evaluation Committee**

**Presentation of a motion to the BOD by a committee does NOT require a second**

**There are five documents to be approved within this motion, drawn up by committee members, Jerry Faier, Joe Schrader, and Tom Chase.**

**Item 1 ( their motion #1)**

**Board voted "NO" as this is already addressed within our by-laws**

**Item 2 (their motion #2)**

**Board voted YES**

**Item 3 (their motion #3)**

**Board voted YES**

**Item 4 (their motion #4)**

**Board voted YES**

**Item 5 (their motion #5)**

**Board voted YES**

**NB-all votes on this motion were VOICE votes**

**See attachments for full documents, named Evaluation motions #1-5**

**New Business:**

**Request by Director Terry Kurdzionak to go back into executive session to include ED Jim Lubic and exclude other staff, Amy Dunn and Tom Pack. Tom Pack joined the conference call at mid point due to a previous commitment.**

**11:40 PM - Close executive session, reopen meeting at 11:42 PM**

**MOTION to adjourn by Henry Kessler, seconded by Fred White  
Unanimous approval by Voice vote.**

**Respectfully submitted:**

**Terry Kurdzionak, Director/Acting  
Secretary**