



American Watchmakers – Clockmakers Institute
Board of Directors Teleconference Meeting
Minutes of “Teleconference Call”
September 23, 2009

Board Present:

- Mark Butterworth, President
- Manuel Yazijian, Vice President
- Jack Kurdzionak, Treasurer
- Anthony Riggio, Secretary
- Gene Bertram, Affiliate Chapter Director
- Michael Gainey, Director
- Ron Iverson, Director
- John Safranek, Director
- Doug Thompson, Director
- Ernest Tope, Director
- Henry Kessler, IAB Director
- Herman Mayer, REC Director
- Paul Wadsworth, Parliamentarian

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

Teleconference Call called to order 9-23-09 at 8:00 PM by President Mark Butterworth.

To start the meeting President Mark Butterworth detailed the items on the agenda for the meeting as illustrated in the following:

1. Vote on Ernest Tope’s Amendment of the published minutes
2. Review of the wording of Henry Kessler’s motions
3. Vote approving the minutes of the annual meeting
4. Discuss & approve 2010 mid-year meeting venue
5. Record retention policy
6. Audiofile policy
7. Status of planning for the AWCI 50th anniversary meeting

Issue #1

- The “Draft” of the institute’s opinion of the parts distribution issue be included in the minutes of the annual meeting as an addendum to the official minutes.

- President Butterworth stated that the minutes of the annual meeting were documented as stated. The Tope Parts Response document was not included as it was not an official action item of the board during the meeting.
- Ernest Tope contends that the document, as presented at the general meeting, should be included in its entirety in the minutes of the meeting but the document would be clearly delineated as a “Draft” and would not be confused as policy.
- Doug Thompson stated that the document was originally presented in an “Executive Session” specifically as a “Proposal” and that although it was presented by a board member at the general meeting by an individual board member it should not be construed as a “Board” decision. The President should appoint a committee and the document would be reviewed and drafted with the appropriate language as an “Official” policy and opinion of the AWCI.
- Several directors were concerned that a precedent was being set by not including the draft document in the official minutes and that this might be construed as less than transparent relative to board decisions.
- Conversations continued regarding the relevance of conversations and issues discussed at “executive sessions” and whether these conversations and opinions are actionable.
- The Parliamentarian opined that these are “informal” conversations between board members and not detailed and documented. They need not be documented in meeting minutes.
- Primary concerns about publishing the draft were that it would not be the “Official” board approved position and that it would confuse the membership when the “Official” opinion is published. In addition, the “Official” opinion might not be read because the draft had been read previously.
- President Butterworth asked the Vice-President if he would accept the gavel to allow him (the President) to voice his opinion and participate in the vote with the Vice-President holding the gavel and abstaining.
- The general consensus agreed that the “Draft” represented valid and relevant positions but a committee should work with the Tope document as a basis for the “Official” position of the institute and the “Draft” not be included in the official minutes of the meeting.
- Jim Lubic also illustrated the wording of Motion #3 from August 7th, 2009 which clarified the voted and approved motion of Henry Kessler:

“ The drafted proposal will be sent to a committee. AWCI President will appoint a committee to review and address Ernest Tope’s written draft that will address the organization’s opinion and policy regarding spare parts from manufactures to watch technicians as it would relate to and to officially respond to issues raised by Andre Fleury in his legal challenge of the Richemont Group’s parts distribution policies. “

Motion #1 by Gene Bertram:

“The “official” minutes of the 2009 annual meeting will include the original Ernest Tope “Draft” of the official AWCI Parts Policy.”

Second by Henry Kessler

Voice Vote

Motion failed with a final vote of 3 for and 8 against.

Those for: John Safranek, Ernest Tope, Henry Kessler

Against: Mark Butterworth (gavel passed to Vice President), Jack Kurdzionak, Tony Riggio, Gene Bertram, Mike Gainey, Ron Iverson, Doug Thompson, Herman Mayer

Issue #2

- Redesign of the Horological Times magazine as proposed by Henry Kessler was reviewed.
- Jim Lubic indicated that bids were being requested from varied supply sources relative to the "Proposed" new format. Bids will be reviewed and presented to the Finance committee for review.
- Approved Motion #9 from the August 9th annual meeting substantiated the actions.

"AWCI BOD to approve a draft of a redesigned Horological Times and to create a template, approximate cost of \$3,500, in order to upgrade and improve the magazine. Project to include a determination of final costs and feasibility of applying the new design to routine publication and distribution."

Second by Jack Kurdzionak

Voice Vote

Motions passed with unanimous vote.

- Henry Kessler will continue working on the layout and format and will provide copy and files to AWCI headquarters for use in the bidding process.

Issue #3

Vote on Approval of the Minutes of the 2009 Annual Meeting

Voice Vote

Acceptance of the Minutes of the August 2009 Annual meeting passes unanimously.

Issue #4

- President Butterworth opened conversations relative to the location of the "Mid-Year" board meeting.
- The motion to include all members of the board that was approved at the 2009 general meeting was reviewed:

"The full Board Of Directors will meet in person for a Mid-Year meeting to participate in a "Working Retreat" board meeting open to All members of the board to occur over a 2 to 3 day period at a location of the board's choice. Dates and location of the "Working Retreat" to be identified and forwarded to all members of the BOD via email notification at the earliest possible convenience."

- Manuel Yazijian confirmed for Michael Gainey that this meeting will include the “full” board of directors.
- Jim Lubic indicated that the Mid-Year meeting will included a meeting of the IAB members.
- Discussions continued that reviewed possible venues that might coordinate with other national programs.
- After considering numerous locations it was agreed that the AWCI Headquarters would be the most advantageous.

Motion #2 from Jack Kurdzionak:

“The 2010 Mid-Year Board of Directors meeting will be held in Harrison, Ohio at AWCI Headquarters.”

Second by Doug Thompson

Voice Vote

Motion passed with a final vote of 9 for and 2 against.

For: Jack Kurdzionak, Tony Riggio, Gene Bertram, Mike Gainey, Ron Iverson, John Safranek, Doug Thompson, Ernest Tope, Herman Mayer

Against: Manuel Yazijian, Henry Kessler

Additional meeting considerations

- As per the approved motion from the annual meeting in August 2009 the “Full” board will participate in the Mid-Year Board of Director’s meeting.
- With the IAB meeting during the same period conversations and considerations for the upcoming annual meeting may take place.

Motion #3 from Manuel Yazijian:

As indicated in the motion passed during the 2009 annual meeting:

“The full Board Of Directors will meet in person for a Mid-Year meeting to participate in a “Working Retreat” board meeting open to All members of the board to occur over a 2 day period.

Second by Gene Bertram

Voice Vote

Motion passed with a final unanimous vote.

Dates of meeting

- Discussion of available dates that would accommodate multiple schedules ensued.
- Dates at the end of February were determined to be the best for all;
 - IAB: 2-18-10

- BOD: 2-19 & 2-20-10

Motion #4 from Doug Thompson

“Move that the dates February 19th and 20th be reserved as the dates of the AWCI Mid-Year Board of Directors meeting”

Second by Michael Gainey

Voice Vote

Motion passed with a final vote of 10 for and 1 against.

Against: Jack Kurdzionak

For: Manuel Yazijian, Tony Riggio, Gene Bertram, Mike Gainey, Ron Iverson, Henry Kessler, John Safranek, Doug Thompson, Ernest Tope, Herman Mayer

Issue # 5

- Retention of meeting minutes and other documents were discussed.
- Written documents are and will be secured at the headquarters offices of AWCI.
- Although not required, the Secretary may record meetings electronically for the sole purpose of having a reference tool when transcribing the minutes.
- Currently the tapes are held for a period of 2 years as defined in the Policy manual, Policy #7 Article #7.1986.10, item #3.
- Upon review of the policy with legal representation it is found that “recorded” minutes need not be held mandated by any law or regulation of the state of Ohio and it is recommended that they be disposed of upon approval of the “written” minutes.

Motion #5 from Doug Thompson

“Move to change Policy #7 - Institute Records, Article #7.1986.01, Item #3; "The tapes shall be kept on file for two years at AWCI, with only authorized persons allowed access." be changed per the recommendation of legal counsel Scott Gilligan to read: "The Secretary's Taped, audio recordings of official meetings and proceedings of AWCI be destroyed upon the approval of the written minutes of official proceedings.”

Second by Jack Kurdzionak

Voice Vote

Motion passed with a final vote of 10 for and 1 against.

Dissenting vote was cast by Manuel Yazijian.

Issue #6

- Motion #8 from Henry Kessler that was passed at the August 2009 annual meeting has proved to be impractical.

- President Butterworth states that once the minutes are approved they are published in writing and stored in perpetuity at AWCI headquarters and posted on the institutes web site.
- Other opinions stated that recordings document any and all conversations and interpersonal comments and conversations may be misconstrued and taken out of context and potentially used for purposes they were not intended.
- As the policy currently states relative to Motion #8 passed on August 9, 2009:

“AWCI will transfer the audio file of the meeting’s minutes to electronic media and make them available to members to download and review.”

Motion #6 from Ernest Tope

“Move to rescind the Motion #8 from August 9, 2009 relative to AWCI transferring audio files of meetings and minutes to electronic media to be available for downloading and review.”

Second by Jack Kurdzionak

Voice Vote

Motion passed with a unanimous vote.

Issue #7

- The 2010 Annual Meeting of AWCI will celebrate the 50th anniversary of the institute.
- The meeting will be held in the greater Cincinnati area facilitating possible training seminars and /or misc. events at headquarters.
- Terri Kurdzionak has been working with the event planner that successfully planned the 2009 meeting.
- Industry Vendors have been contacted and initial details shared as to location and potential programs for attendees and families.
- Hopefully a mini trade show of sorts may be arranged due to the expanded participation of members.
- The 50-year Anniversary theme will follow throughout the event.

Final motion from Jack Kurdzionak:

“Seeing no further business this meeting should be considered complete and should be adjourned”.

Second by Henry Kessler

Meeting adjourned at 9:45 PM, September 23, 2009

Respectfully submitted; Anthony Riggio, CMW21, Secretary