



National Association of
WATCH & CLOCK
Collectors, Inc.

**STANDING RULES
OF
NATIONAL ASSOCIATION OF WATCH AND CLOCK COLLECTORS, INC.**
A Pennsylvania Non-Profit Corporation
Revised May 21, 2020

PREAMBLE..... 1

ARTICLE I GOVERNING POLICIES..... 1

 Section 1: Purpose, Content, Effect, and Precedence..... 1

 (a) Purpose 1

 (b) Contents..... 1

 (c) Effect 1

 (d) Precedence..... 1

 Section 2. Establishment 1

 (a) Additions, Deletions and Amendments..... 1

 Section 3. Construction 1

ARTICLE II AWARDS AND RECOGNITIONS 3

 Section 1: Certificates 3

 (a) Certificate of Appreciation 3

 (b) Chapter Citation Certificate..... 3

 (c) Gold Certificate 3

 (d) Watch and Clock Traveling Workshops Certificate (Amended 10-2016) 3

 (e) Watch and Clock Traveling Workshop Coordinator Certificate of Appreciation
(Amended 7-2016) 3

 (f) Volunteer of the Year Award 3

 (g) Chapter of the Year Award..... 3

 (h) Museum Awards..... 4

 Section 2: Special Awards..... 4

 (a) Wilbur L. Pritchard Award..... 4

 (b) James W. Gibbs Literary Award 4

 (c) Henry B. Fried Watch Award..... 4

 (d) Dana J. Blackwell Clock Award 4

 (e) The J. Bryson and Mary Lou Moore Distinguished Service Award 4

 (f) Golden Circle Award..... 5

 (g) Old Timer Designation 5

 (h) Old Timer of The Year Recognition Award..... 5

 (i) Fellow Award 5

 (j) Silver Star Fellow Award 5

 (k) New Member Recruitment Award 5

 (l) Donor of the Year Award (Member)..... 6

 (m) Donor of the Year Award (Chapters) 6

ARTICLE III BOARD OF DIRECTORS 8

 Section 1: Records..... 8

 (a) Minutes of Meetings..... 8

 (b) Recording of Votes..... 8

 (c) Monitoring and Notice Given of Board Action Items..... 9

 (d) Motions and Directives 9

Section 2. Meetings	9
(a) Meetings	9
(b) Special Meetings	9
(c) Electronic Meetings.....	9
(d) Executive Sessions	10
Section 3. Appointment of Legal Counsel	10
Section 4 Vacancy in Office (added 11-2015)	10
ARTICLE IV CHAPTERS	12
Section 1: Chapter Handbook.....	12
Section 2: Chapter Formation and Approval.....	12
(a) New Chapter Petition Review	12
(b) Chapter Charter	12
Section 3: Non-Profit Operation.....	12
Section 4: Chapter Charter Recall	12
ARTICLE V. COMMITTEES	13
Section 1: General	13
(a) Policies and Duties	13
(b) Reporting, Administrative Coordination, Communications, and Composition	13
(c) Committee Procedures	13
(d) Reports.....	13
(e) Committee Chair Term of Office (Amended May 2, 2019).....	13
(f) Committee Member Term of Office.....	14
Section 2: Standing Committees	14
(a) Awards Committee.....	14
(b) Bylaws and Procedures Committee (Amended 5/2013)	14
(c) Ethics Committee	14
(d) Finance Committee.....	15
(e) Library Collections Committee (Amended 5/2013).....	15
(f) Museum Collections Committee (Amended 5/2013).....	15
(g) Nominating and Elections Committee (Amended 7/2013)	15
Section 3: Operational Committees.....	15
(a) Chapter Relations Committee	16
(b) Development Committee.....	16
(d) Membership Committee	16
Section 4: Functional Committees	Error! Bookmark not defined.
(a) Convention Committee.....	Error! Bookmark not defined.
(b) Crafts Committee	Error! Bookmark not defined.
(c) Symposium Committee	Error! Bookmark not defined.
Section 5: Special Committees.....	17

ARTICLE VI CORPORATE OPERATIONS	19
Section 1: Executive Director Delegation of Authority	19
Section 2: Employees	19
(a) Equal Opportunity	19
(b) Employee Handbook	19
(c) Job Descriptions	19
(d) Employee Retirement Fund.....	19
Section 3: Headquarters Volunteers	19
(a) Volunteer Handbook	19
Section 4: Service Fees.....	20
Section 5: Facilities	20
(a) Facilities Use Policy	20
ARTICLE VII EDUCATION	21
Section 1: Watch and Clock Traveling Workshop Program (Amended 7-2016).....	21
(a) Purpose and Objectives	21
(b) Advertising (Amended 10/2016).....	21
Section 2: Symposiums	21
(a) Symposium Support and Management.....	21
(b) Financial Support	22
Section 3: Educational Programs at NAWCC Facilities	22
(a) Purpose and Objectives	23
ARTICLE VIII ELECTIONS, APPOINTMENTS, AND REFERENDUMS	25
Section 1: Election and Appointment Policies and Procedures.....	25
Section 2: Referendum Policies and Procedures	25
(a) Ballots.....	25
(b) Counting of Votes	25
(c) Certification of Results.....	25
ARTICLE IX ETHICS, CONDUCT, AND BEHAVIOR	26
Section 1: Codes of Ethical Conduct.....	26
Section 2: Directors	26
(a) Purchases from Board Members	26
(b) Purchases by Board Members	26
ARTICLE X FINANCIAL MATTERS	27
Section 1: Fiscal Year.....	27
Section 2: Budgets.....	27
Section 3: Capital Project Authorization.....	27

Section 4: Financial Reporting	27
Section 5: Financial Management	27
(a) Net Liquidity Reserves	27
(b) Transfers	27
(c) Net Liquidity Action	28
(d) Investments.....	28
Section 6: Endowment and Board Restricted Funds	28
(a) Establishment of Endowment and Investment Funds	28
(b) Earnings Management Policy.....	29
(c) The National Watch and Clock Museum Endowment Fund.....	29
(d) The Library and Research Center Endowment Fund	29
(e) The NAWCC Endowment Fund	30
(f) The Museum and Library Investment Fund	30
(g) The NAWCCHeritage Fund.....	30
(h) Western Electrics Chapter 133 Grant	31
(i) Wilbur L. Pritchard Award Fund	31
(j) Museum Acquisition Fund	32
(k) Library Acquisition Fund	32
(l) NAWCC Charitable Gift Annuity Fund.....	33
(m) The Symposium Fund (Amended 1-2016).....	33
(a) Mileage Rate.....	35
Section 8: Dues (Amended 7/2012)	35
ARTICLE XI INTERNET ACTIVITIES	36
Section 1: Internet Development.....	36
Section 2: NAWCC Internet Services	36
(a) Websites.	36
(b) Publication Services	36
(c) Library Services	36
(d) Museum Services	36
(e) Chapters.....	36
(f) Public Forums.....	36
(g) Members Market	Error! Bookmark not defined.
(h) Business Directory	36
Section 3: NAWCC Electronic Communications	37
Section 4: NAWCC On-line advertising	37
Section 5: NAWCC Board Electronic Venues.....	37
ARTICLE XII LIBRARY AND RESEARCH CENTER.....	38
Section 1: Library and Research Center Operations	38
(a) Name	38
(b) Library Operations Manual	38

Section 2: Library Services	38
(a) Library Index	38
(b) Member and Public Services	38
Section 3: Library Collections Development	38
Section 4: Collections Management Policies and Procedures.....	38
ARTICLE XIII MEMBERS.....	39
(a) Regular Members	39
(b) Associate Members	39
(c) Family Members (Amended April 16, 2020)	39
(d) Business Members.....	39
(e) Youth Members (Amended 3/2020).....	40
(f) Lifetime Members (Amended 6/2013).....	40
(g) Contributing Members	40
(h) Introductory Members (Amended 9/2013).....	40
(i) Student Members.....	41
(j) Legacy Members (Amended 3/2020).....	42
(a) Number Assignment and Retention	42
(b) Membership Number Inheritance.....	42
(a) Membership Rosters.....	42
(b) Membership Rosters.....	42
(a) Regular Annual Meeting	43
(b) Special Meetings	43
(a) Exclusion	43
(b) Chapter Meetings, Marts, and/or Auctions	44
(c) Regional and National Convention Marts and Auctions.....	44
ARTICLE XIV MUSEUM	45
Section 1: Operations	45
Section 2: Conservation.....	45
Section 3: Collections Development Policy	46
Section 4: Collections Management Policies and Procedures.....	46
Section 5: Usage and Other Fees.....	46
Section 6: NAWCC Store.....	46
ARTICLE XV NATIONAL CONVENTIONS AND REGIONAL MEETINGS	47
Section 1: Purposes of National Conventions and Regional Meetings	47
Section 2: Scheduling.....	47
(a) Schedule Conflict Avoidance	47
(b) National Convention Schedules	47
(c) International Regional Meetings	47
Section 3: Laws and Regulations	47

(a) Compliance.....	47
(b) Remuneration and Volunteer Expenses	48
Section 4: Insurance	48
(a) Liability Insurance - Regional Meetings	48
(b) Chapter Liability Insurance	48
(c) Exhibit Insurance - Regional Meetings	48
(d) Insurance for National Conventions and Symposiums	48
Section 5: Planning and Budgets.....	48
(a) National Convention Budgets	48
(b) Financial Reporting and Distribution of Net Proceeds for National Conventions.....	49
Section 6: Contracts and Indemnities	49
(a) National Convention Contracts	49
(b) National Convention Indemnities.....	49
Section 7: Board Representation at Regional Meetings	49
(a) Selection	49
(b) Duties.....	49
(c) Reporting and Follow-up.....	49
ARTICLE XVI OPERATIONS MANUAL.....	51
ARTICLE XVII PUBLICATIONS	52
Section 1: Watch & Clock Bulletin.....	52
Section 2: MART & Highlights	52
(a) Publication.....	52
(b) Advertising Policy	52
Section 3: Other NAWCC Publications	52
Section 4: Electronic Publication	52
ARTICLE XVIII RESOURCE DEVELOPMENT	54
Section 1: Board Responsibilities.....	54
(a) Board Involvement	54
Section 2: Staff and Committee Responsibilities	54
(a) Development Plan	54
(b) Staff Support.....	54

PREAMBLE

The National Association of Watch and Clock Collectors, Incorporated, hereinafter referred to as the NAWCC, hereby adopts these Standing Rules as of September 10, 2004, as amended.

ARTICLE I GOVERNING POLICIES

Section 1: Purpose, Content, Effect, and Precedence

(a) Purpose

The Board of Directors, hereinafter referred to as the Board, is authorized by the Articles of Incorporation to establish policies and procedures in support of the Articles of Incorporation and the Bylaws. These policies and procedures, known as the Standing Rules, have the purpose of providing guidance and direction for conducting the business and affairs of the NAWCC within the limits of the Articles of Incorporation and Bylaws, and of all legal and statutory requirements for not-for-profit corporations.

(b) Contents

The Standing Rules will contain policies, directives, and general procedures, but not detailed or lengthy documents. Such governance and operating policies, directives, and procedures will be incorporated in the Operations Manual, as defined in Standing Rules Article XVI.

(c) Effect

The Standing Rules have the same effect as any duly constituted motion or directive of the Board, to the extent limited by the Articles of Incorporation and Bylaws, or laws of the Commonwealth of Pennsylvania.

(d) Precedence

No policy or provision contained in the Standing Rules may take precedence over any policy or provision of the Articles of Incorporation or Bylaws, or laws of the Commonwealth of Pennsylvania.

Section 2. Establishment

Whenever referenced hereinafter, the full Board is defined as all twelve voting members.

(a) Additions, Deletions and Amendments

Only the Board may make additions to the Standing Rules. Additions, deletions, changes, or amendments to any of the Standing Rules must be policies not already included herein or in the Articles of Incorporation or Bylaws and require a 2/3 (two-thirds) majority vote of the Board members present and voting.

Section 3. Construction

The Articles incorporated in the Standing Rules subsequent to this Article I are organized in alphabetical order by general topic. This method of organization, titles used, and

sequence is intended solely for convenience of reference and does not establish any order of importance or precedence. As used in these Standing Rules, NAWCC corporate office or corporate facilities refers to all physical facilities and business activities conducted at 514 Poplar Street, Columbia, PA 17512. Further, reference to either gender shall be deemed to include masculine and feminine wherever necessary or appropriate, and the singular shall include the plural, and vice versa.

ARTICLE II AWARDS AND RECOGNITIONS

The Board may establish awards for the purpose of recognizing achievements and contributions of individuals and organizations, both within and outside the NAWCC, who have worked to further the purposes stated in the Articles of Incorporation. Following their presentation, all awards and recognitions will be published annually in an appropriate issue of the official NAWCC publication.

Section 1: Certificates

The Board has authorized the following Certificates of Appreciation and/or Achievement. Procedures for nomination, issuance, and presentation of these certificates will be the responsibility of the Awards Committee. The Board Chair will sign all certificates unless otherwise stated.

(a) Certificate of Appreciation

A Certificate of Appreciation will be presented to individuals serving in leadership and speaker capacities for a national convention or regional meeting, symposium, or other event or activity.

(b) Chapter Citation Certificate

A Chapter Citation Certificate will be presented to each chapter hosting a national convention or regional meeting, symposium, or other event or activity organized under the auspices of the Convention Committee.

(c) Gold Certificate

A Gold Certificate will be presented to individuals who have provided exceptional services to a national convention or regional meeting, symposium, or other event or activity.

(d) Watch and Clock Traveling Workshops Certificate *(Amended 10-2016)*

A Watch and Traveling Workshop Course Completion Certificate signed by the Board Chair and the Course Instructor will be presented to each participant of a Field Suitcase Workshop course following his full attendance of that program.

(e) Watch and Clock Traveling Workshop Coordinator Certificate of Appreciation *(Amended 7-2016)*

Each Watch and Traveling Workshop Coordinator will receive one certificate of appreciation annually for organizing one of more classes. The Education Committee Chair and the Board Chair sign this certificate.

(f) Volunteer of the Year Award

A certificate will be given once each fiscal year to a volunteer who has provided outstanding services to the NAWCC in support of NAWCC operations, on recommendation of the Volunteer Coordinator and the Executive Director.

(g) Chapter of the Year Award

A certificate for Chapter of the Year may be given each year at the National Award Banquet based on a submittal by a chapter to the Awards Committee for their evaluation

and recommendation to the Board for action. The submittal shall be in the form of a letter to the Awards Committee Chair detailing the chapter contributions over the year previous to such award.

(h) Museum Awards

The Board may authorize awards for service to and support of the Museum, with presentation of an appropriate certificate to the individual or organization.

Section 2: Special Awards

Special awards to recognize outstanding individual service and achievement may be presented as follows. Unless otherwise specified, procedures for nomination, confirmation, issuance, and presentation of these awards will be the responsibility of the Awards Committee.

(a) Wilbur L. Pritchard Award

The Board recognizes and supports the Wilbur L. Pritchard Award for excellence in the field of watch repair and restoration, to be awarded annually or as may be determined to a person selected from applicants who qualify under the conditions stipulated by the selection committee. Application is open to the public as well as to NAWCC members. The Executive Director of the NAWCC will appoint a chair of a committee of three or more members chosen from among persons qualified in the art, which will be responsible for selection of the winner. This selection committee shall prepare and maintain the procedures and selection criteria for this award, to be approved by the Board. (Amended 1/2013)

(b) James W. Gibbs Literary Award

An award for horological literary excellence may be awarded annually if there is a candidate recommended by the membership to the Awards Committee Chair for evaluation, with final selection by the Awards Committee. A plaque will be presented to the recipient at the national convention and the recipient's name inscribed on a master plaque located in NAWCC's corporate facilities.

(c) Henry B. Fried Watch Award

An award for excellence in the field of watchmaking may be awarded annually if there is a candidate recommended by the membership to the Awards Committee Chair for evaluation, with final selection by the Awards Committee. A plaque will be presented to the recipient at the national convention and the recipient's name inscribed on a master plaque located in NAWCC's corporate facilities.

(d) Dana J. Blackwell Clock Award

An award for excellence in the field of clock making may be awarded annually if there is a candidate recommended by the membership to the Awards Committee Chair for evaluation, with final selection by the Awards Committee. A plaque will be presented to the recipient at the national convention and the recipient's name inscribed on a master plaque located in NAWCC's corporate facilities.

(e) The J. Bryson and Mary Lou Moore Distinguished Service Award

An award to recognize distinguished and outstanding service to the Museum. Selection of

candidates may be by the Museum Collections Committee, with approval by the Board. A plaque will be presented to the recipient at the national convention.

(f) Golden Circle Award

An award to recognize the achievement of 50 years of NAWCC membership. It is granted automatically to those members achieving 50 years continuous membership, and will also be granted, upon request, to those members achieving 50 years total but non-continuous membership, to be confirmed from NAWCC membership records. It is recognized by a certificate and a Golden Circle pin. In addition, a list will be maintained in a public area on the NAWCC website with the name, accession number, and year of achievement of all members attaining 50 years of service. Membership Services staff will provide data to the Awards Committee at the end of each fiscal year.

The award will be presented to qualifying members at each year's national convention awards banquet. The certificate and pin may be sent by mail at a later date if the member cannot be present. Officers and committee members of chapters and regional's will be encouraged to provide free or discounted entry to events to members achieving the Golden Circle Award. (Amended 1/2013).

(g) Old Timer Designation

The designation of Old Timer shall be automatically given to the two hundred (200) active Members having the lowest membership numbers. This designation will not apply to membership numbers that have been inherited as provided in Standing Rules Article XIII Section 2(b). Such member will only qualify on the basis of their membership number at the time of actually joining the NAWCC. Breaks in service may be taken into account in determination of eligibility.

(h) Old Timer of The Year Recognition Award

An award to recognize one Old Timer each year for continuing leadership and personal dedication to the purposes of the NAWCC. Selection will be by a committee composed of the past Chairs (or past Presidents as applicable) of the NAWCC, with approval by the Board. A plaque will be presented to the recipient at the national convention when possible or delivered by mail at a later date if the member cannot be present.

(i) Fellow Award

An award to recognize outstanding and meritorious achievement and service in support of the NAWCC and its purposes. This award will be administered by the Awards Committee and presented to the recipient at an appropriate regional meeting or national convention when possible.

(j) Silver Star Fellow Award

An award to recognize exceptional and meritorious achievement and service in support of the NAWCC and its purposes. It may be awarded only to Members who have already achieved Fellow Award status. This award will be presented to the recipient at the national convention when possible.

(k) New Member Recruitment Award

An award that recognizes cumulative individual or chapter achievement in the recruitment of new members for NAWCC. It is given in progressive steps based upon the number of new members referred, sponsored, or otherwise recruited, as taken from the NAWCC corporate office membership records.

Membership Services staff shall maintain the list and provide to the Awards Committee at the end of each fiscal year the names of those members and chapters who have met the cumulative criteria. The awards, to include a certificate and a recognition pin for individuals, and a certificate-only for chapters, follow:

- Bronze Award: Given to all members and chapters who have recruited at least 25 new members.
- Silver Award: Given to all members and chapters who have recruited at least 50 new members.
- Gold Award: Given to all members and chapters who have recruited at least 100 new members.
- Diamond Award: Given to all members and chapters who have recruited at least 200 new members.

Recipients will be recognized at the national convention.

(l) Donor of the Year Award (Member)

An award to recognize an individual member for the most significant donation (gift) given to the NAWCC during the previous fiscal year. The award will be presented to the member after the close of the FY and will consist of a suitable award. The member's donation will be highlighted in the Donor Recognition List, to be published annually. With the donor's permission an article with photo highlighting the gift will also be included. In addition, a master plaque will be displayed in NAWCC's corporate facilities; tags showing each recipient's name will be added to that plaque annually. The Executive Director will be responsible for selecting the Donor of the Year, with Board consensus.

In rare cases, two or more awards may be presented. Awards need not be given every year. Awards will be based upon funds or gifts in kind. Personal labor shall not be factored into the award.

(m) Donor of the Year Award (Chapters)

An award to recognize an individual chapter for the most significant donation (gift) given to the NAWCC during the previous fiscal year. The award will be presented to the chapter after the close of the FY and will consist of a suitable plaque. The chapter's donation will be highlighted in the Donor Recognition List to be published annually. With the donor's permission an article with the chapter president's photo highlighting the gift will also be included.

A master plaque will be displayed in NAWCC's corporate facilities; tags showing each recipient's chapter name will be added annually. The Executive Director will be responsible for selecting the Donors of the Year, with board consensus.

Awards need not be given every year. Awards will be based upon funds or gifts in kind. Personal labor shall not be factored into the award, nor will cash from the surplus of national conventions.

(n) **Kenneth D Roberts - Snowden Taylor Horological Research Award (Amended May 2, 2019)**

An award for original horological research and publication may be awarded subject to the following conditions: 1) Candidate must have performed original research (with period sources) on one or more horological topics. When appropriate, research should include one or more physical visits as part of primary sources investigation; 2) Candidate's research must be published in a book or journal (such as the Watch & Clock Bulletin), or on-line equivalent; 3) Candidate must be a member in good standing. In years when awarded, a plaque will be presented to the recipient, preferably at the national convention. The award will be administered by the Awards Committee. Nominations for this award shall be submitted by members. Self-nominations are permitted.

ARTICLE III BOARD OF DIRECTORS

Policies in this Article are established to ensure the smooth functioning of the Board in carrying out its statutory and fiduciary duties.

Section 1: Records

(a) Minutes of Meetings

The Secretary shall keep minutes of all Board meetings according to Robert's Rules for Small Boards, or as otherwise directed in these Standing Rules.

1) Meetings.

The Secretary will submit a draft of the minutes of all physical meetings of the Board within 15 days of the date of the meeting, for subsequent approval by the Board.

2) Publication of Minutes

Once approved, a Notice of Publication of Approved Minutes will be published in the next available issue of the official NAWCC publication stating the meeting dates for which the full text of the Approved Minutes will be found in the same month or subsequent issue of the MART Highlights, posted on the NAWCC website under Board of Directors documents, and posted to NAWCC_NEWS or other electronic venues.

All Board meeting minutes shall be posted on the NAWCC website and maintained and archived by the Bylaws & Procedures Committee as the permanent record of Board actions, the Board approved text being provided by the Secretary.

3) Archiving of Minutes

An archival copy of all Board meeting minutes shall be maintained at NAWCC's corporate office as the permanent record of Board actions, the approved COPY text being provided by the Secretary following Board approval. All Board meeting minutes shall also be permanently posted in electronic format on the NAWCC website for Member and Board viewing and reference, and a secure electronic copy maintained in NAWCC archives.

(b) Recording of Votes

Votes of the Board on all motions presented in meetings will follow generally accepted parliamentary procedure appropriate for the meeting format. Votes of the Board on all motions except those taken by General Consent will be recorded by yeas and nays. Roll call votes will be recorded by names in the minutes of those meetings.

Votes of the Board on all motions for appointment of or Board Officers shall be by secret

ballot, with the results to be recorded as approved by the-majority of the Board voting.

(c) Monitoring and Notice Given of Board Action Items

- 1) The Secretary will be responsible for maintaining a record of all outstanding action items approved or directed by the Board, monitoring the status of those items, and reporting to the Board no less than quarterly on the progress toward completion,
- 2) Unless otherwise stated in a Board motion or directive, the Secretary will be responsible for giving prompt notice of Board actions directly to parties affected by such actions.

(d) Motions and Directives

The Bylaws and Procedures Committee will maintain a permanent record of all Motions and Directives of the Board. Motions that establish new Standing Rules or amend existing Standing Rules will be incorporated in these Standing Rules, with notation of date of approval and renumbering of existing items if required. Within 30 days of the Board approval of amendments the Amended Standing Rules will be submitted by the Bylaws and Procedures Committee to the Secretary for dissemination to each of the Board members, to the Executive Director for posting on the website, and to the archives for preservation.

Section 2. Meetings

(a) Meetings

Meetings of the Board will be held according to the Bylaws. Immediately following adjournment of meetings, members present will be invited to provide their comments to the Board Meetings of the Board of Directors shall be open to all members in good standing. except for Executive Sessions, which shall be restricted to members of the Board and invited guests and/or speakers in good standing. Members in good standing may attend but are not permitted to participate unless specifically called upon or invited to speak by the Board Chair.

(b) Special Meetings

Special meetings for which the 15-day notice has been waived may be held in person or conducted by electronic means.

(c) Electronic Meetings

Electronic meetings may be held in those months when there is no physical meeting of the Board.

Electronic meetings may be called by the Board Chair, or upon the vote of a majority of the Directors. An electronic meeting must provide, at a minimum, conditions of opportunity for simultaneous aural communication among participating members equivalent to those of meetings held in one room or area. Under such conditions, an electronic meeting does not lose its character as a deliberative assembly. All Committees are authorized to conduct electronic meetings under the same provisions as the Board.

(d) Executive Sessions

An executive session may be called by any member of the Board during the course of any session. A motion to go into Executive Session is a question of privilege and is not debatable. Approval is by majority of those present.

Executive Sessions may include but is not limited to the following:

- Personnel matters including but not limited to nominations to appointed positions
- Ethical matters
- Disciplinary matters
- Contract issues
- Legal issues
- To seek or receive legal advice.

The purpose of each Executive Session must be stated prior to its approval.

Discussions in Executive Session are to be limited to the specific subject at hand. All minutes taken in Executive Session will be held in the same strict confidentiality as the discussions themselves. These minutes will be securely archived with access limited to then current Members of the Board. (Amended January 2020)

Any person permitted to be present during an Executive Session is honor bound not to divulge anything that occurred. (Amended January 2020)

Section (e): No topic discussed in executive session may be discussed outside of executive session without a motion to transfer it to open session being approved by a 2/3 majority vote of those Directors present and voting. The Board shall take into consideration the opinion of Legal Counsel in determining the transfer from executive session to open session.

Section 3. Appointment of Legal Counsel

The Board shall select and appoint qualified legal counsel for the NAWCC at the commencement of the term of each new Board, to serve for the term of the appointing Board. Such counsel will be an ex officio nonvoting member of the Board as provided in the Articles of Incorporation and Bylaws.

Section 4 Vacancy in Office (added 11-2015)

Whenever there shall be a vacancy in the office of Chair, Vice-Chair, Secretary, Treasurer or any other officer of the NAWCC, the Board Shall fill such office or officers in accordance with article I, Section 2 of the By-Laws.

A vacancy of an office shall occur whenever an officer shall die, resign while in office or whenever for any reason upon 3/4 or greater majority vote of the Board shall determine that the office is vacant. Upon such a vacancy, the Nominations and Elections Committee shall submit within 35 calendar days a candidate for each Board vacancy. The Board shall appoint, by a

simple majority vote of the present and voting Board members, one member for each vacancy from those candidates submitted by the NEC. Within 15 calendar days of receipt of said candidates' names from the NEC, the Board of Directors shall call an Executive Session to appoint a candidate to fill the vacancy.

ARTICLE IV CHAPTERS

Section 1: Chapter Handbook

The Chapter Relations Committee shall develop and maintain a Chapter Handbook to be approved by the Board, which will address all policy and procedure requirements stated in Bylaws Article VIII and in this Article IV. Information related to the formation, governance, operation, finance, and other aspects of being a NAWCC chapter shall be included. The Chapter Handbook will be reviewed at least annually and updated as needed to meet any changed requirements.

Section 2: Chapter Formation and Approval

The Chapter Relations Committee will review all applications and requests for establishment of a new chapter and make a recommendation to the Board for approval or rejection of a charter.

(a) New Chapter Petition Review

The minimum requirements for consideration of chapter formation shall include:

- a. Submission of a petition or other request for formation to be recognized as a NAWCC chapter.
- b. Submission of a proposed memorandum of association and/or bylaws with the petition or request that are not in conflict with NAWCC governance documents and showing the chapter will operate as a non-profit entity.
- c. Statement of recognition of NAWCC membership requirements for chapter membership.
- d. Statement of recognition of NAWCC membership requirements for chapter officers.

These and other policy requirements and procedures for this process shall be incorporated in a Chapter Formation and Approval section of the Chapter Handbook, to be approved by the Board and incorporated herewith by reference.

(b) Chapter Charter

On approval by the Board of each new chapter, a Chapter Charter will be granted that authorizes the chapter to represent itself as a NAWCC affiliate and defines the obligations of the chapter and the NAWCC to each other. An original copy of the Chapter Charter will be provided to the new chapter and a copy will be maintained at the NAWCC corporate office.

Section 3: Non-Profit Operation

NAWCC Chapters are required to affirm their commitment to operate as a non-profit entity, whether incorporated or not, or whether holding an appropriate tax-exempt determination status or not in their country of residence. United States based chapters may apply for independent 501(c)3 tax-exempt determination or for inclusion in the NAWCC group determination; or may hold other suitable tax-exempt determinations.

Section 4: Chapter Charter Recall

Bylaws Article VII Section 5 governs the recall of a chapter charter.

ARTICLE V. COMMITTEES

Section 1: General

(a) Policies and Duties

As provided in the Bylaws, the Board has authority to establish policies, goals, and duties for all committees.

(b) Reporting, Administrative Coordination, Communications, and Composition

- 1) Standing Committees and all Functional Committees as defined herein shall report to the Board. The Board Chair will be responsible for providing administrative coordination of these committees, including advising them of all actions of the Board that may affect their area of responsibility. The committee chairs will direct their reports, questions with regard to policy, and recommendations for improvement in their area of responsibility to the Board Chair with copies to the Board for their information and action as needed.
- 2) Operational Committees shall report to the Executive Director, who will be responsible for providing administrative coordination of these committees. The Executive Director will be responsible for communication of Board actions to the Operational Committees. These committees will communicate directly with the Executive Director on all matters.
- 3) NAWCC members may chair only one committee at a time and may not serve as a member of another committee at the same time, unless special circumstances exist. Members may be appointed as committee members to a maximum of two committees at a time unless special circumstances exist. Special circumstances must be cleared by the Board Chair or the Executive Director, as appropriate, and does not require approval by the Board. (Amended 12/2012) (Effective 7/1/13)

Copies of committee reports and questions regarding policy or requiring a Board response will be forwarded to the Board for their information and action as needed.

(c) Committee Procedures

Each committee defined herein is required to develop current procedures for its operation with acknowledgement stating they are current, or revised procedures submitted to the Board for approval at least annually.

(d) Reports

1) Annual Reports

All committees defined herein are to prepare an annual report at the end of each fiscal year, for presentation to the Board by May 15 of the current year. These reports will be published in NAWCC official publications.

2) Other Reports

The Board may require other reports to be prepared from time to time as needed. Special committees shall prepare a final report at the time their term is completed.

(e) Committee Chair Term of Office (Amended May 2, 2019)

As provided in the Bylaws, Article III, Section 5, The Board appoints all committee chairs not otherwise specified in the Bylaws or these Standing Rules. The Board Chair shall nominate Committee Chairs with the approval of the Board. The Board Chair may call the question by general consent. A majority vote is required if an objection to the question is raised. All appointments shall include an effective starting date. The Board shall communicate starting dates to incoming and outgoing committee chairs.

Committee chairs serve at the pleasure of the Board. Unless removed or as otherwise provided for in the Bylaws or these Standing Rules, committee chairs shall serve from the effective starting date until notified of their end of term or reappointment by the next Board.

(f) Committee Member Term of Office

Committee Chairs appoint all committee members not otherwise specified in the Bylaws or these Standing Rules. All appointments shall include a starting date. Committee chairs shall communicate to the Board Chair and/or Executive Director the members of his or her committee. Committee members serve at the pleasure of the committee chairs unless removed by the committee chair or as otherwise provided for in the Bylaws or the Standing Rules, committee members shall serve from their appointment date until the end of the appointing committee chair's term unless reappointed by the next committee chair.
(Amended 1/2013)

Section 2: Standing Committees

The Standing Committees are established in the Bylaws and may not be changed without an amendment to the Bylaws.

(a) Awards Committee

The Awards Committee will have no less than ten (10) members. Consideration will be given to a well-balanced geographic representation for committee members.

(b) Governing Documents Committee (Amended 5/2013)

The Bylaws and Procedures Committee, in addition to the duties specified in the Bylaws or elsewhere in these Standing Rules, shall also be responsible for oversight of all referendums of the members with respect to amendments of the Articles of Incorporation and the Bylaws. A minimum of one member of the Board of Directors shall be a member of this committee. The Governing Documents Committee may make such technical, non-substantive corrections and/or changes to the governing documents if said corrections and/or changes do not alter or limit the substance and/or functions and/or intent of the document. All other changes shall require Board authorization.

(c) Ethics Committee

The Ethics Committee, in addition to the duties specified in the Bylaws, shall also be responsible for developing and maintaining ethics guidelines to use in carrying out its duties. These guidelines are to be approved by the Board and incorporated herewith by reference. Board members may not serve on this committee.

(d) Finance Committee

In addition to the duties specified in the Bylaws, the Finance Committee shall also be responsible for reviewing the annual audited accounts and preparing a statement to the Board regarding its observations and recommendations.

To carry out its responsibilities under Bylaws Article III Section 2 (d) 3, the Finance Committee shall work with the approved professional investment manager and Executive Director to develop investment and fund management policies and procedures for approval by the Board.

(e) Library Collections Committee (Amended 5/2013)

Duties and responsibilities of the committee are as described in Bylaws Article III Section 2(e) and in Standing Rules Article XII.

(f) Museum Collections Committee (Amended 5/2013)

Duties and responsibilities of the committee are as described in Bylaws Article III Section 2(f) and in Standing Rules Article XIV. (Amended 7/2013 to remove Publications Advisory Committee)

(g) Nominating and Elections Committee (Amended 7/2013)

The Nominating and Elections Committee hereinafter referred to as the NEC, will be responsible for conducting the business of and managing the election and appointment processes for members of the Board and elected members of the NEC. The process and procedures are detailed in the NEC Operations Manual to be approved by the Board and are incorporated herewith by reference.

- Each election year, the Official Ballot shall be distributed to each Member not earlier than 120 nor later than 75 days prior to the ballot due date. The method of distribution shall be determined by the Nominations and Elections Committee.
- The NEC will issue a call for nominations for appointed Directors in the issue of the official NAWCC publication not later than 75 days prior to each election year due date. Nominations may be received until one week following the close of elections.
- Amendment proposals passed by the Board or received by Petition shall be included with the Official Ballot.
- The Board may authorize electronic or other means of distribution and/or collection of the Official Ballot within the time frames as established above.

Section 3: Operational Committees (Amended Nov 2020)

The Board shall establish Operational Committees that will report to the Executive Director. The Board may change the reporting relationship of these committees to become Functional Committees if deemed appropriate. Board members who serve on these committees do so as individual members and not as representatives of the Board.

(a) Chapter Relations Committee

The Chapter Relations Committee has the following responsibilities, to be updated as needed by the Executive Director:

- Review and recommend new chapter charter applications to the Board
- Chapter surveys
- Chapter program proposals
- Chapter services provided by NAWCC Chapter officer training
- Study potential for new Special Interest Chapters Assist struggling chapters
- Recommend chapter recalls
- Annual Chapter Representatives meeting Chapter leader newsletter
- Chapter relations publicity

The Chapter Relations Committee is also responsible to develop and maintain the Chapter Handbook, to be approved by the Board. A policy and procedure section is defined in Standing Rules Article IV Section 2(a) that will be approved separately by the Board and incorporated herewith by reference.

(b) Development Committee

The Development Committee is responsible to work with the Executive Director for development and implementation of the Development Plan as directed in Standing Rules Article XVIII Section 2(a).

- Work with the NAWCC education staff and marketing staff to promote courses both internally to members/chapters and externally to potential members where workshops are scheduled

(c) Membership Committee

The Membership Committee has the following responsibilities, to be updated as needed by the Executive Director:

- Member surveys and demographics
- Recruitment awards and incentives
- Member benefits and services
- Membership retention initiatives, New member packets, Membership publicity
- Member recruitment initiatives, Membership categories

(d) Convention Committee (Amended Nov 2020)

The Convention Committee is responsible for the following:

- Reviewing proposals on arrangements for national conventions and making recommendations to the Board. This includes but is not limited to review of site selection, contracts, and budgets.
- Submitting recommended national convention site selections and budgets to the Board for approval.
- Ensure that national conventions are scheduled at least 3 years out. If proposals are not received, solicit venues for the conventions and ensure volunteers are in place

for the organizing committee.

- Reviewing and approving requests for dates for regional meetings. (Amended April 2020)
- Maintaining a calendar of national conventions, regional meetings and symposia. Developing and maintaining the Convention Handbook, to be approved by the Board.
- Ensuring that reports of regional meetings from the Regional Chair and the National Representatives are completed and submitted in a timely manner. Instigate resolution of issues identified in the reports.
- To provide a statement to be placed in the packet of all table holders and to be displayed prominently on all table sales registrations and sales forms that allowing non-members to attend the National and/or Regionals in no way affects the requirement that all table holders pay sales tax as may be required in the jurisdiction where the show is being held. No state permits the escaping of the requirement to pay sales tax even if the event is for “Members only”. NAWCC legal counsel has approved the following statement which shall be used verbatim:

“Sale taxes are levied by some state and local governments. This legislation applies to all sales conducted at NAWCC events in compliance with these state and local laws. The obligation to collect sales tax has no relation to whether the Mart is open to the public or only to NAWCC members. Unless specifically exempt the fact that the sponsoring entity is a not-for-profit entity, including 501(c) 3 or any other designated tax-free entity, does not negate the requirement to collect sales tax and render it to the appropriate government agency. It is the responsibility of each individual conducting retail sales, including Mart table owners, to provide the required licensing, documentation, and taxes collected to the applicable tax agency. The NAWCC cannot and will not be held responsible for action taken by any government agency against those not complying with government regulations.” (Added 8/2018)

(e) Crafts Committee

The Crafts Committee will be responsible for locating and encouraging members to submit horological items for the Craft Contest at the national conventions and for other needs of the NAWCC. The committee will also identify and appoint qualified persons to judge the various entries in the Craft Contest.

(f) Symposium Committee

The Symposium Committee is responsible for managing the organization, budget and presentation of NAWCC Ward Francillon Time Symposiums and other symposiums approved by the Board of Directors. The Symposium Committee shall provide to the Board of Directors a schedule of future planned symposiums and respective topics annually.

Section 5: Special Committees

As provided in Bylaws Article III Section 5, the Board may appoint Special Committees to address specific tasks, initiatives, and needs as appropriate, and determine to whom each such committee will report. Also, that the committee term is limited to the remaining term of the appointing Board unless terminated earlier. In addition to these conditions, it is required that a Special Committee will include no less than three members.

ARTICLE VI CORPORATE OPERATIONS

Section 1: Executive Director Delegation of Authority

The Executive Director shall be the Chief Executive Officer of the NAWCC and has full responsibility for day-to-day operations, within the limits of his Delegation of Authority as approved by the Board. The Executive Director Delegation of Authority is incorporated by reference in these Standing Rules.

Section 2: Employees

(a) Equal Opportunity

The following policy statement regarding NAWCC practice as an equal opportunity employer will be posted on the staff notice board, in each issue of the official NAWCC publication, the NAWCC web site, and other locations as appropriate:

The NAWCC does not discriminate in hiring or employment because of race, color, religion, age, sex, disability, national origin, genetics, retaliation, or other classes detailed in current or future Federal or Commonwealth of Pennsylvania statutes. This policy includes but is not limited to all decisions made on promotions, transfers, demotions, reductions in force, discipline, recruiting, compensation, benefits, training, education, or any other terms or conditions of employment.

(b) Employee Handbook

The Executive Director will be responsible for maintaining an Employee Handbook, a current copy of which will be provided to all employees. The Employee Handbook will incorporate conditions of employment and descriptions of all employment policies and benefits, together with other information necessary for each employee to understand their employment conditions.

(c) Job Descriptions

The Executive Director will be responsible for maintaining current job descriptions for all NAWCC employees. The Board will approve the job description of the Executive Director.

(d) Employee Retirement Fund

- 1) The NAWCC Employee Retirement Fund Plan, and all amendments or modifications thereto, shall require approval by the Board.
- 2) At the time of review and approval of the operating budget for each new fiscal year, the Board shall review the NAWCC contribution to the Employee Retirement Fund and separately approve an amount or percentage to apply to the plan year. (Amended 7/2018)

Section 3: Headquarters Volunteers

(a) Volunteer Handbook

The Executive Director will be responsible for maintaining a Volunteer Handbook, a current copy of which will be made available to all volunteers who may provide volunteer

services in the NAWCC corporate facilities.

Section 4: Service Fees

The Executive Director shall establish appropriate fees for services provided to Members, students, the general public and any other person or organization not entitled to receive these services gratis as part of their job function or in service to the NAWCC. A schedule of all such fees will be maintained and provided to the Board for information purposes at least annually.

Section 5: Facilities

(a) Facilities Use Policy

The Executive Director will be responsible to maintain a Facilities Use Policy, which upon approval by the Board is incorporated by reference in these Standing Rules. This policy will specify permissible uses of the facilities, appropriate fees or donations, and other regulations as required.

ARTICLE VII EDUCATION

Section 1: Watch and Clock Traveling Workshop Program (Amended 7-2016)

(a) Purpose and Objectives

The Watch and Clock Traveling Workshop Program is established to offer affordable horological repair instruction and education to members and the general public. There are three basic objectives of the program:

- 1) To provide technical repair and restoration instruction to collectors.
- 2) To encourage members' and the public's efforts to maintain and upgrade their collections by offering repair and restoration instruction at an affordable cost within a reasonable distance from their homes.
- 3) To find authors to write the Practical Repair and Restoration articles for each issue of the official NAWCC publication.

(b) Advertising (Amended 10/2016)

The Watch and Clock Traveling Workshop Program is authorized to place one full page of advertising in each issue of the MART & Highlights, for the purpose of informing members of scheduled classes and other information pertaining to the program. The schedules and information are also to be posted on the NAWCC website.

Section 2: Symposiums

As provided in the Bylaws, the NAWCC may sponsor one or more Symposiums annually, including the Ward Francillon Time Symposium, to provide an opportunity for members and the public to experience in-depth educational lectures workshops on all aspects of the art and science of horology.

(a) Symposium Support and Management

1) Support Policy

In support of its educational purposes, the NAWCC through its Symposium Committee shall undertake to establish the Ward Francillon Time Symposium as the premier horological educational event worldwide, to include defined financial and other support. The Board recognizes that the Symposium requires a long-term commitment; a successful event needing up to five years for planning and presentation. A Board review will be held every four years starting at the 2013 National Convention Board meeting to determine its continuation, enhancement, or changes needed.

2) Hosting and Sponsorship

The Symposium Committee will actively encourage the involvement and cooperation of NAWCC chapters as well as other organizations such as horological entities, scientific groups, museums, and universities for the development of programs, speakers, sponsorships, and other relevant matters to ensure the success of each event.

3) Advertising and Publicity

The advertising and publicity plan for each event is the Symposium Committee's responsibility. External costs will be budgeted and paid by the event. Advertising and publicity in official NAWCC publications and Internet venues will be at no cost to the event. One full-page ad or equivalent will be available in each issue of the MART &

Highlights. A website on NAWCC.org and a presence in the Community site will be provided, with content by the Symposium Committee. NAWCC communications staff will assist in preparation and posting of news releases and notices to local and national media.

4) Venue and Hotel Contracts

All contracts with convention facilities and hotels shall be in the name of the National Association of Watch and Clock Collectors, Inc. After review and release by NAWCC Counsel, the Board Chair or his designate, the Symposium Committee Chair, and the Symposium Event Chair shall sign these contracts. Further that execution of subsidiary contracts is delegated to the Symposium Event Chair or his delegate(s).

5) Speaker Expense Reimbursement

Speaker expense reimbursement policy will be incorporated in the Symposium Handbook, to be approved by the Board.

(b) Financial Support

As provided in the Bylaws, the NAWCC may sponsor one or more symposiums annually, including the NAWCC Ward Francillon Time Symposium that shall be held a minimum of every five (5) years to provide an opportunity for members and the public to experience in-depth educational lectures on all aspects of the art and science of horology.

In support of its educational purposes, the NAWCC through its Symposium Committee shall undertake to establish the NAWCC Ward Francillon Time Symposium as a premier horological educational event worldwide. The Board recognizes that the NAWCC Ward Francillon Time Symposium is not intended to generate significant revenue nor operate at a financial loss, and that a successful event may need 3 to 5 years for planning and presentation.

The Symposium Committee will actively encourage the involvement and cooperation of NAWCC chapters as well as other organizations such as horological entities, scientific groups, museums, and universities for the development of programs, speakers, sponsorships, and other relevant matters to ensure the success of each event.

1) Advertising and Publicity Policy

Advertising and publicity for each event in NAWCC publications and Internet venues, including NAWCC websites and social media sites, will be at no cost to the event. Content including *Watch and Clock Bulletin* and *Mart* ads and promotional articles, and NAWCC website home-page banners and alerts, will be supplied by the Symposium Committee and reviewed by the NAWCC Editor. Appropriate NAWCC trademarks, brand marks, and NAWCC links will be used in all promotional materials including posters, printed brochures, venues, websites, social media sites, and emails whether created by the Symposium Committee or symposium partners / sponsors. NAWCC communications staff will assist as appropriate in the preparation of advertising and promotion content, posting of news releases and notices to local and national media, and providing NAWCC trademarks and brand marks to all external organizations involved.

2) Contracts Policy

No contracts, agreements, or covenants that may in any way obligate the NAWCC, Inc., financially or otherwise, shall be executed by any member, committee member, officer, or Director of the NAWCC, Inc. unless such contract, agreement, or covenant has been reviewed and approved by Legal Counsel of the NAWCC, Inc. The Symposium Committee Chair or

Symposium Event Chair shall provide turn-around timelines to Legal Counsel at the time of submission.

3) Budget and Accounting

A. Budget and Accounting Policy for the NAWCC Ward Francillon Time Symposium

I. The Symposium Committee Chair or Symposium Event Chair shall appoint a treasurer ("Event Treasurer") for each planned NAWCC Ward Francillon Time Symposium who, with the assistance of the NAWCC Controller, shall maintain the budget and provide financial monthly reporting in accordance with current NAWCC accounting procedures and processes, and audit requirements. Such requirements include monthly reporting of expenses and revenues for events in-progress, and dual signatures for all payments of five hundred dollars (\$500) or more.

II. All monies received, including symposium revenues and donations, and all expenses paid shall be transacted from an NAWCC account established by NAWCC, Inc. exclusively for this purpose.

III. Notwithstanding nominal expenses associated with initial feasibility analysis (including estimates and proposals from suppliers), a preliminary budget prepared by the Event Treasurer shall be submitted to the Board of Directors at least 9 months prior to the event date for review and approval. The preliminary budget must be reviewed by the NAWCC Controller and approved by the Board of Directors before expenses are incurred, or obligation with any 3rd party is contractually agreed.

IV. A final line-item detail budget, including all speaker and volunteer complimentary expenses, shall be submitted by the Event Treasurer, reviewed by the NAWCC Controller, and approved by the Board of Directors at least 6 months in advance of the event.

V. Submission of the preliminary budget and final budget should coincide with the Board of Directors annual budget planning cycle.

VI. Final event financials (final revenues and expenses, and net income or loss) shall be submitted by the Event Treasurer to the NAWCC Controller and NAWCC Treasurer no later than 4 months after the date of the event.

B. Budgeting and Accounting Policy for symposium events other than the NAWCC Ward Francillon Time Symposium

I. Appointment of an Event Treasurer, budget timelines and other accounting and financial controls for symposium events other than the NAWCC Ward Francillon Time Symposium shall be approved by the Board of Directors at the time the event is proposed.

Section 3: Educational Programs at NAWCC Facilities

(a) Purpose and Objectives

The educational programs at NAWCC Facilities are designed to offer horological

instruction and education to members and the general public. The basic objectives of the program are

- 1) To provide technical repair and restoration instruction to collectors.
- 2) To provide introductory courses in horological topics to encourage interest by new members and non-members.
- 3) To provide education to benefit persons in other fields such as appraisal, research and the sciences.
- 4) To provide educational programs for schools, homeschoolers, youth groups and families.

ARTICLE VIII ELECTIONS, APPOINTMENTS, AND REFERENDUMS

Section 1: Election and Appointment Policies and Procedures

The NEC will be responsible for developing and maintaining procedures for the conduct of elections and appointments of Directors and NEC members in accordance with the Bylaws and these Standing Rules. The procedures are to be incorporated in the NEC Operations Manual and approved by the Board.

Section 2: Referendum Policies and Procedures

The Bylaws and Procedures Committee will be responsible for developing and maintaining procedures for the conduct of referendums for all matters requiring a vote of the Members, in accordance with the Articles of Incorporation, Bylaws, and these Standing Rules. The procedures are to be incorporated in the NEC Operations Manual and approved by the Board.

Section 3: Ballots, Counting of Votes, and Certification of Results

(a) Ballots

Only official ballots (including proxy ballots) as furnished by the NAWCC, either by mail or by other means as approved by the Board, will be accepted in elections or membership referendums.

(b) Counting of Votes

Each year, an independent outside agency (Auditor) will be selected by the NEC and approved by the Board, and contracted to tabulate and verify the voting on any ballot proposal including all elections and referendums. Following such counting, the Auditor will immediately report the results of each vote to the NEC for election results and to the Secretary for referendum results.

(c) Certification of Results

On receipt of the voting results from the Auditor for an election, the NEC will certify the successful candidates to the Board at its next meeting. On receipt of voting results from the Auditor for referendums of the Members, the Secretary shall certify the results to the Board at its next meeting and to the Members at the next Regular Annual Meeting or Special Meeting of the Members.

ARTICLE IX ETHICS, CONDUCT, AND BEHAVIOR

Section 1: Codes of Ethical Conduct

Codes of Ethical Conduct have been developed and are incorporated by reference in these Standing Rules, covering the ethics, conduct, and behavior expected of the institution, its governing body, employees, Members, and volunteers. The current codes of conduct shall be posted on the official NAWCC website. (Amended Nov 2020)

Section 2: Directors

(a) Purchases from Board Members

Purchases by the NAWCC from Board members for any purpose are prohibited.

(b) Purchases by Board Members

Purchases by Board members from the NAWCC shall be limited to those items normally available to the public for retail sale. Board Members are prohibited from participation in any auction or sale of any item being deaccessioned from NAWCC collections or disposed of from any NAWCC corporate activity.

ARTICLE X FINANCIAL MATTERS

Section 1: Fiscal Year

The Fiscal Year shall commence on April 1 of the current calendar year and end on March 31 of the following calendar year.

Section 2: Budgets

Each fiscal year operating and capital budgets will be prepared by the Executive Director with assistance from the Treasurer for review and approval of the Board. On approval, the budgets will be published in the next available issue of the NAWCC official publications and posted electronically for access by the Members.

Section 3: Capital Project Authorization

All proposed construction, renovation, and other projects requiring capital expenditures in excess of \$50,000 will require a cost/benefit statement and review of available alternatives to be presented to the Board prior to Board approval.

Section 4: Financial Reporting

The Executive Director will be responsible for preparation of a monthly financial statement covering all operations. Each statement will show a comparison to budget for the current fiscal year and to prior year results. These statements shall show adequate detail for each major activity, and also provide a statement of current reserves.

Section 5: Financial Management

(a) Net Liquidity Reserves

The Treasurer may authorize transfer of money from the general investment account to the operational bank account to pay operational costs immediately due if the bank account is inadequate to make payment, subject to the limit described below. The Treasurer may authorize the sale of securities as necessary to raise the cash needed.

Net liquidity is to be maintained at \$400,000 or more. Net liquidity equals:

- Market value of NAWCC unrestricted investments
- Plus operational bank account balance
- Minus any loan balances
- Minus Chapter deposits and any similar funds held in trust
- Minus current trade accounts payable.

(b) Transfers

All transfers from the investments to the operational bank account are to be reported to the Board immediately. All transfers in either direction between the two accounts, and also the current value of net liquidity, are to be reported in the next regular monthly financial report and explained as appropriate.

The Treasurer may not transfer funds out of the investment account if their expenditure would cause net liquidity to fall below the \$400,000 limit.

(c) Net Liquidity Action

If net liquidity declines to or below the \$400,000 minimum, then the Board will meet within a month in emergency session to reappraise the organization's strategic situation and to agree on how to alter its direction accordingly. The resulting remediation plan will include interim policy for how the remaining net liquidity may be spent and by what authorization process.

(d) Investments

The Finance Committee will establish Investment Policies for both short and long term investments for approval by the Board. Such policies will permit commingling of all NAWCC funds, restricted and unrestricted, to obtain higher investment yields provided full and separate accounting is maintained for each fund. A summary monthly report of the status of all NAWCC investments is to be provided to the Board, and a detailed statement provided to the Finance Committee.

Section 6: Endowment and Board Restricted Funds

The Board may establish endowment and other funds as deemed necessary for the purpose of receiving gifts and donations, both restricted and unrestricted, and for setting aside capital for specific purposes including but not limited to investments. The Board may also designate certain funds as "Board Restricted" such that withdrawals of principal or use of earnings from those funds requires specific Board approval.

The principal of endowment funds so restricted by donors is to be preserved in perpetuity, with only the earnings from such funds being available for use in support of the purpose of the fund.

Endowment and investment funds will be under the direct management of the Board. As provided in Bylaws Article III Section 2(d), the Finance Committee is responsible for investment oversight; direct management of investments will be by professional investment managers appointed per Bylaws Article III Section 2 (d) 3. Other financial matters and management are delegated to the Executive Director and Treasurer as defined in these Standing Rules. The Board may delegate other financial and administrative duties as deemed appropriate.

(a) Establishment of Endowment and Investment Funds

The Board establishes the following funds, for the sole purpose of improving the long-term financial development and security of the specified activities:

- 1) The National Watch and Clock Museum Endowment Fund
- 2) The Library and Research Center Endowment Fund
- 3) The NAWCC Endowment Fund
- 4) The Museum and Library Investment Fund
- 5) The NAWCC Heritage Fund
- 6) The Wilbur L. Pritchard Award Fund
- 7) A Museum Director Endowed Position which could later be named by or after a large donor. The goal of this endowment is to be \$2,500,000.00. If, for some reason this position would at some point no longer exist, the NAWCC Board of Directors could vote to use the funds for another similar purpose. (Amended June 26, 2019)
- 8) A Digital Archivist Endowed Position which could later be named by or after a large

donor. The goal of this endowment would be \$1,000,000.00. If, for some reason this position would at some point no longer exist, the NAWCC Board of Directors could vote to use the funds for another similar purpose.

- 9) The Fred Tischler Online Workshop Program Endowment. The goal of this endowment would be \$500,000.00. If, for some reason this need would at some point no longer exist, the NAWCC Board of Directors could vote to use the funds for another similar purpose.
- 10) The Time Symposium Fund **Amended June 26, 2019)**

Each fund will be reported in the monthly financial reports and recorded separately in the audited financial reports. The Board retains the right to establish sub-accounts within each fund to reflect specific needs and conditions of donation. **(Amended June 26, 2019)**

(b) Earnings Management Policy

Earnings available for payout from these funds shall be determined no less than annually through reporting by and consultation with the appointed professional investment managers(s). The goal is to designate a regular stream of income from earnings to support budget activities while providing a portion of the earnings to grow the funds and offset inflation. Designated earnings for the above named funds and all other unrestricted funds shall be identified by Fund name and incorporated in the annual operating budget and reported in the monthly financial reports.

Said earnings shall be managed by the Executive Director in consultation with the Finance Committee to be utilized in accordance with the requirements and purposes of each fund, or if unrestricted to be used to enhance, improve, or create any program or activity of the NAWCC in support of its mission and purposes.

Any earnings not budgeted as income in a given fiscal year will be maintained in the funds to provide for the growth of the funds. The Board may at any time decide to utilize the accumulated earnings or principal (except for endowment principal) for the purposes for which they were designated. Such use of accumulated earnings and principal to require Board approval by 3/4 majority vote of the full Board.

(c) The National Watch and Clock Museum Endowment Fund

The Board herewith establishes the National Watch and Clock Museum Endowment Fund (the "Museum Endowment Fund"), to operate for the sole benefit of the Museum and the Library and Research Center.

Donations and grants made to the Museum Endowment Fund will be preserved in perpetuity, subject to investment performance.

Budgeted earnings will be used to enhance, improve, or create any program or activity of the Museum and the Library and Research Center in support of NAWCC purposes, excluding collection acquisitions.

(d) The Library and Research Center Endowment Fund

The Board herewith establishes the Library and Research Center Endowment Fund (the

"Library Endowment Fund"), to operate solely for the benefit of the Library and Research Center.

Donations and grants made to the Library Endowment Fund will be preserved in perpetuity, subject to investment performance.

Budgeted earnings will be used exclusively for:

- 1) The restoration and preservation of books and other printed materials,
- 2) The employment of interns for cataloguing, indexing and other related duties
- 3) For capital equipment such as library equipment, and
- 4) For any other need of the Library and Research Center as recommended by the Library Collections Committee, excluding collection acquisitions.

(e) The NAWCC Endowment Fund

The Board herewith establishes the NAWCC Endowment Fund to operate for the sole benefit of NAWCC and its related activities other than the Museum or Library and Research Center, for which separate funds have been established.

Donations and grants made to the NAWCC Endowment Fund will be preserved in perpetuity, subject to investment performance. Donors may specify a given NAWCC activity to benefit from their donation, including but not limited to the School of Horology, Publications, Education or any NAWCC activity other than the Museum or Library and Research Center for which separate funds have been established. Endowment donations made for the general benefit of NAWCC shall be placed in this fund.

Budgeted earnings will be used to enhance, improve, or create any program or activity of the NAWCC (other than the Museum and Library and Research Center) in support of NAWCC purposes and as specified by the donor. If no activity is specified the earnings shall be used as determined by the Executive Director.

(f) The Museum and Library Investment Fund

The Board herewith establishes the Museum and Library Investment Fund (the "Investment Fund") to operate for the sole benefit of the Museum and the Library and Research Center.

Donations of cash and cash equivalents (or items intended to be converted into cash) received by the Museum or Library will be deposited into the Investment Fund unless such donation was accompanied by specific instructions from the donor as to its use. The Board must approve all donor restrictions.

Budgeted earnings and all other expenditures from the Investment Fund will be used to enhance, improve, or create any program or activity of the Museum and the Library and Research Center in support of the purposes of the NAWCC, excluding collection acquisitions.

(g) The NAWCC Heritage Fund

The Board herewith establishes the NAWCC Heritage Fund (the "Heritage Fund") to

operate for the sole benefit of the NAWCC.

The Heritage Fund is established for the sole purpose of receiving bequests from deceased donor estates in favor of the NAWCC that are otherwise unrestricted as to their use. Said bequests may be in cash and cash equivalents (or items intended to be converted into cash) and when received by the NAWCC will be deposited into the Heritage Fund. Should a donor bequest be accompanied by specific instructions from the donor estate as to its use, the funds will be placed in other NAWCC endowment or investment funds as appropriate. Budgeted earnings and all other expenditures from the Heritage Fund will be used to enhance, improve, or create any program or activity of the NAWCC in support of its mission and purposes.

(h) Western Electrics Chapter 133 Grant

Board approval is given to accept the terms and conditions of the Western Electrics Chapter 133 Grant. The specific conditions are stipulated as follows as received from Chapter 133:

Western Electrics, Chapter 133 Grant resolution: Be it moved that the Western Electrics Chapter 133, NAWCC grant \$40,000 to the NAWCC National Watch and Clock Museum Endowment Fund with the restriction that the annual return from investment of the grant will be used exclusively by the Museum Library for the restoration and preservation of books and other printed material, the employment of interns for cataloging and indexing, for capital improvements such as library equipment, for any other needs of the Library EXCLUDING ACQUISITIONS. Monies that have been generated by the grant will supplement but not substitute for regularly budgeted library funds. Priorities for its use will be established annually by the Museum Library Committee members in consultation with the Library Director and the Librarian. The National Watch and Clock Museum Endowment Fund administrator will provide a semiannual status report of the grant fund to the Secretary of NAWCC Chapter 133. A written report on the use of these funds will be provided annually for inclusion in the NAWCC Bulletin.

Further to Board approval it is noted that the Museum Library Committee is now known as the Library Collections Committee, and the NAWCC National Watch and Clock Museum Endowment Fund is now known as the National Watch and Clock Museum Endowment Fund. Also, the NAWCC Bulletin is now referred to as the NAWCC official publication.

(i) Wilbur L. Pritchard Award Fund

Board approval is given to accept the terms and conditions of the Wilbur L. Pritchard Award Fund, as stipulated in the bequest of Wilbur L. Pritchard:

Annual income from the fund shall be used to provide an annual gift to an individual for excellence in watch repair or restoration. I confer upon the Association the sole and absolute discretion to determine when such award shall be made and the conditions for participation in any contests for receipt of the award, including the right in any one or more years not to make any award. If in the sole discretion of its governing board the Association should determine that the amount of income available for the award is at any

time insufficient to make the award meaningful, I confer upon the Association the power to apply a portion of the principal of the Fund to such an award. For the purposes of investment, this fund may be combined with other funds of the Association.

The Board recognizes and supports the Wilbur L. Pritchard Award and accepts the rights and powers for its administration as having been conferred on the NAWCC by the above legacy. The following conditions are established herewith, for which the Board shall separately establish appropriate guidelines and procedures.

- 1) The NAWCC has sole and absolute discretion to determine when such award shall be made and the conditions for participation in any contests for receipt of the award, including the right in any one or more years not to make any award.
- 2) All earnings on the principal are to be utilized solely for the purposes of the award. Any earnings not utilized are to be retained for future awards.
- 3) The NAWCC has the power to use a portion of the principal to ensure the award is meaningful, if the Board in its sole discretion has determined that the amount of income is insufficient for that purpose.
- 4) Monies in this fund are to be managed in accordance with current approved investment policy.

(j) Museum Acquisition Fund

The Board herewith establishes the Museum Acquisition Fund to be operated for the purposes of acquisition and conservation of the Museum Collection.

The Museum Acquisition Fund will receive all proceeds from deaccession of museum collection objects and other monies that may be designated for the purposes of the fund. Such monies are to be managed in accordance with current approved investment policy. Earnings shall automatically accrue to principal with no distinction made for purposes of fund management, except that fund status and earnings shall be reported periodically in accordance with NAWCC fund management policies.

Acquisition and conservation of the Museum Collection shall be the principle objective of this fund, in accordance with Collections Development and Collections Management policies stated in Standing Rules Article XIV. Museum Staff working with the Executive Director are responsible to recommend specific uses of monies from the fund, subject to final approval by the Museum Collections Committee.

(k) Library Acquisition Fund

The Board herewith establishes the Library Acquisition Fund to be operated for the purposes of acquisition and conservation of books, periodicals, ephemera and other appropriate materials for the collection of the Library and Research Center.

The Library Acquisition Fund will receive all proceeds from de-accession of library collection objects and other monies that may be designated for the purposes of the fund. Such monies are to be managed in accordance with current approved investment policy. Earnings shall automatically accrue to principal with no distinction made for purposes of fund management, except that fund status and earnings shall be reported periodically in accordance with NAWCC fund management policies.

Acquisition and conservation of the Library Collection shall be the principle objective of this fund, in accordance with Collections Development and Collections Management policies stated in Standing Rules Article XII. Library Staff working with the Executive Director are responsible to use monies from the fund, subject to conditions established by the Library and Research Center Collection Plan.

(l) NAWCC Charitable Gift Annuity Fund

The Board herewith establishes the NAWCC Charitable Gift Annuity Fund, to be operated for the purpose of sustaining a Charitable Gift Annuity program, defined as follows:

- 1) The Charitable Gift Annuity program of the NAWCC offers qualified donors who make a charitable gift to the NAWCC, a guaranteed and defined annuity to be paid by NAWCC for the remainder of the donor's lifetime.
- 2) Once made, the charitable gifts are irrevocable; however the donor may choose to forego future associated annuity payments at any time by so stating in writing. All remainder funds will revert to the NAWCC at that time as provided in item 5.
- 3) The charitable gift monies shall be placed in this Charitable Gift Annuity Fund as principal. Such monies are to be placed in appropriate investments as determined by the Finance Committee of the Board working with the Executive Director and Staff in accordance with current approved investment policy, and will be properly recorded and records maintained to ensure the integrity of the fund for each donor.
- 4) Income produced from these investments will be used in whole or in part for payment of the defined annuity. The annuity will be paid first from such earnings, and if those are insufficient will be drawn from the contributed principal of the charitable gift.
- 5) On the death of the donor, all remaining principal and accrued earnings if any (the remainder funds) will revert in their entirety to the NAWCC, to be used for the purpose(s) specified by the donor when making his charitable gift or may be maintained as part of the Charitable Gift Annuity Fund reserves if needed. If the donor has not specified a use for the remainder funds, the NAWCC has sole authority to transfer those amounts to such uses as deemed appropriate and authorized by the Board.

Detailed information related to the Charitable Gift Annuity program will be developed and maintained by the Executive Director, to include but not be limited to charitable gift minimums to become a qualified donor, annuity amounts payable under the program for a given contribution, potential tax consequences of the annuity payments, and other information pertinent to the program.

(m) The Symposium Fund (Amended May 2019)

The NAWCC Symposium Fund shall be a restricted fund maintained for the exclusive purpose of providing financial support to the Ward Francillon Time Symposiums and to other symposiums as may be approved by the Board.

- 1) As part of the annual budget planning for NAWCC, Inc. and management reporting to the

Board of Directors, the NAWCC Controller and Symposium Committee Chair shall make an accounting of all anticipated monies in the Symposium Fund and symposium event financial needs for the fiscal year. If required, sufficient funds as determined by the Board of Directors, may be transferred from the NAWCC General Operating Fund to the Symposium Fund to ensure that expenses associated with current-year symposiums can be paid.

2) Monies in the Symposium Fund are to be managed in accordance with the current Board of Directors approved investment policy. All earnings from symposium fund investments will be returned to and held in the Symposium Fund for use in support of the fund's purposes.

3) The Symposium Fund shall provide funding for each symposium event as needed based on its approved preliminary and final budgets, and other funding in support of symposium events as may be necessary and justified based on proposals from the Symposium Committee and approved by the Board of Directors

4) The Symposium Fund shall receive:

A. All net income generated from each symposium event

B. All cash donations designated by a donor to benefit the NAWCC Ward Francillon Time Symposium or other symposiums

C. All cash deposits from the sale of donated cash equivalents for all donations designated by a donor to benefit the NAWCC Ward Francillon Time Symposium or other symposiums

D. All earnings from Symposium Fund investments.

5) All monies in the Symposium Fund, including donations and event net income, and all expenditures taken from the Symposium Fund will be used solely to support, enhance, improve, or create any activity of the Ward Francillon Time Symposium or other symposiums in support of the NAWCC.

6) All symposium costs shall be paid out of the Symposium Fund. This is subject to any restrictions or conditions placed upon any donor funds by the applicable donor(s).

(o) Museum Director Endowed Position Fund (amended June 26, 2019)

The Board herewith establishes the Museum Director Endowed Position, which can be later renamed by or after a large donor, in the amount of \$2,500,000.00 to be used for establishing and maintaining the position of Museum Director. If this position shall be abolished by the Board of Directors, the Board may, by a vote of 2/3 of the Directors present and voting, direct these funds for other purposes.

(p) Digital Archivist Endowed Position Fund (amended June 26, 2019)

The Board herewith establishes the **Digital Archivist Endowed** Position, which can be later renamed by or after a large donor, in the amount of \$1,000,000.00 to be used for establishing and maintaining the position of Digital Archivist. If this position shall be abolished by the Board of Directors, the Board may, by a vote of 2/3 of the Directors present and voting, direct these funds for other purposes.

(q) Fred Tischler Online Workshop Program Endowment Fund (amended June 26, 2019)

The goal of this endowment would be \$500,000.00 If this position shall be abolished

by the Board of Directors, the Board may, by a vote of 2/3 of the Directors present and voting, direct these funds for other purposes.

Section 7: Travel Expenses

The Board shall establish policies for travel expenses for reimbursement to persons duly authorized to travel on official business, to be included in the Operations Manual and incorporated by reference in these Standing Rules. The Travel Expense Policy is available in the Board of Directors document section at www.nawcc.org.

(a) Mileage Rate

The standard mileage rate allowed for travel expenses will be the same as that approved annually by the Internal Revenue Service.

Section 8: Dues (Amended 7/2012)

Changes in dues may only be made by a separate motion in which both current dues and proposed dues are clearly identified for all classes of membership.

ARTICLE XI INTERNET ACTIVITIES

Section 1: Internet Development

The Executive Director is responsible to identify resources and products for continuous improvement of the NAWCC Internet presence, and to implement and manage such services as can be accomplished through the use of volunteer member involvement as well as through staff and professional consulting services as budgeted.

Section 2: NAWCC Internet Services

(a) Websites.

The NAWCC will maintain websites to provide information, educational materials, archival materials, dialogue and member exchange in support of the mission of the NAWCC and its chapters. Membership Services. The NAWCC will provide on-line services to its members in support of membership application, dues payments and account management.

(b) Publication Services

The NAWCC will provide on-line access to current and historical publications of the organization with secure access to such publications for members and appropriate levels of access to selected publications for the general public.

(c) Library Services

The NAWCC will provide on-line access to library materials and archives in scanned form with secure access for members to all such material that is available and public access to selected material. The NAWCC will provide a public on-line catalog of its holdings.

(d) Museum Services

The NAWCC will provide an on-line catalog of the artifacts in the NAWCC collections for study by all interested parties.

(e) Chapters

The NAWCC will make services available to regional meetings and to chapters on request for on-line discussions, event registration services, on-line general purpose web sites and other services as resources are available.

(f) Public Forums

The NAWCC will provide a site on the Internet for general discussions of horological matters by members and the general public with both member exclusive discussion areas and general discussion areas open to the public. (NAWCC Message Board - mb.nawcc.org)

(g) Business Directory

The NAWCC will offer a business directory service for subscribers and Business Members where other members and the public may find listings of available horological services and products.

Section 3: NAWCC Electronic Communications

The Board has authorized means for electronic communication of information which may be of interest to its members and to the public. Such means include but are not limited to:

- a) The NAWCC NEWS, which will consist of a read-only Forum on the NAWCC Message Board for member and public view, and an E-mail list to include representatives of all NAWCC Chapters, members of the Board and all Committee Chairs, and individuals who request to be included in the distribution.
- b) Newsletters of general and specific interest, to be distributed to members and the public as appropriate. News and Publicity releases to public and private media entities for local, national, and international distribution.
- c) The use of NAWCC servers to operate E-mail lists for the purposes of internal communications among members of individual Committees and the Board, among other uses.

Section 4: NAWCC On-line advertising

The NAWCC will provide space on all appropriate Internet venues for advertising promotion of materials, events and services that conform to the mission of the organization. The fees from these advertisements will be treated as related business income.

Section 5: NAWCC Board Electronic Venues

The Board has authorized electronic venues for the purpose of conducting electronic meetings and other business pertaining to the Board.

ARTICLE XII LIBRARY AND RESEARCH CENTER

Section 1: Library and Research Center Operations

(a) Name

As stated in Bylaws Article V Section 4, the official name of the NAWCC Library and Research Center is “The National Watch and Clock Library,” hereinafter Library or LARC.

(b) Library Operations Manual

A Library Operations Manual shall be developed and maintained by the Library staff working with the Executive Director and Museum Director.

Section 2: Library Services

(a) Library Index

The Library Index shall be made available electronically via the NAWCC web site.

(b) Member and Public Services

Library materials shall be accessible to members and the public according to policies and procedures incorporated in the Library Operations Manual and approved by the Board.

Section 3: Library Collections Development

The LARC Collections Development Policy, to be approved by the Board and incorporated by reference in these Standing Rules, will be developed and maintained by the Library Collections Committee together with the Executive Director.

Section 4: Collections Management Policies and Procedures

The LARC Collections Management Policies and Procedures, to be approved by the Board and incorporated by reference in these Standing Rules, will be developed and maintained by the Library Collections Committee together with the Executive Director.

ARTICLE XIII MEMBERS

Section 1: Classes of Members

As provided in Bylaws Article VI Section 2 and Section 3, the Board is authorized to establish and regulate categories of membership, and to establish the amount and timing of dues for those categories. Membership applications and dues payments for all categories may be submitted either by mail or electronically. The Executive Director is responsible for implementation and administration of all membership classes.

Each Member will receive a physical or electronic membership card upon joining and when renewing his membership, showing class of membership and effective date of membership. The membership card will be required for identification when attending member-only events, and for other purposes as may be determined from time to time by the Board.

(a) Regular Members

Eligibility to become a Regular Member is defined in the Bylaws, and membership as a Regular Member is granted on submission of a membership application and payment of the annual dues amount as established by the Board. A Regular Member will be entitled to all rights, privileges, and benefits offered by the NAWCC, including the right to hold office, the right to vote, digital or hardcopy access to Watch & Clock Bulletin and the MART & Highlights, and participation in all other benefits.

(b) Associate Members

This membership class is limited to a spouse or partner living in the same household as a Regular Member. This membership class is additionally available to full or part-time paid employees of NAWCC. Such membership will be granted on submission of an application and payment of the annual dues amount as established by the Board. An Associate Member will be entitled to all rights, privileges, and benefits as a Regular Member, including the right to hold office and vote. Employees who are Associate Members may not hold National office (Bylaws Article II Section 3).

(c) Family Members (Amended April 16, 2020)

This membership class provides bundled pricing for families. Eligibility is limited to an individual or couple (spouse or partner) living in the same household and their children who must also be living in the same household and must be under the age of 21. Such membership will be granted on submission of an application and payment of the annual dues amount as established by the Board. All Family Members over the age of 21 will be entitled to all rights, privileges, and benefits as a Regular Member, including the right to hold office and vote. All children will be entitled to all rights, privileges, and benefits as a Regular Member, excluding the right to hold office and vote. This membership class shall not become a membership option until programmed and tested, and a process to convert Associate, Individual & Youth Members to this structure is in place.

(d) Business Members

Business members shall consist of individuals, partnerships, and corporate entities that have businesses related to horology or that provide services to members related to collecting (i.e. collections software, insurance, etc.). The number and type of membership levels or categories within the Business Member classification, dues amounts required, and recognition and benefits provided shall be developed by the Executive Director for separate approval by the Board. Upon submission of a business member application and payment of dues, the business member will be entitled to those rights, privileges and benefits offered by the NAWCC. Each business will designate one individual as the official representative and NAWCC contact for the business. This individual will be entitled to all rights, privileges, and benefits as a Regular Member.

(e) Youth Members (Amended 3/2020)

Eligibility to become a Youth Member is limited to persons under the age of 21. Such membership will be granted on submission of an application, and by payment of the annual dues amount as established by the Board. A Youth Member will be entitled to all rights, privileges, and benefits as a Regular Member, except the right to hold office and vote. When a Youth Member turns 21, he will no longer be eligible for this class but may at that time convert his membership to another class for which he is eligible on submission of an application and by payment of the required dues.

(f) Lifetime Members (Amended 6/2013)

Regular and Associate Members are eligible to become Lifetime Members upon completion and submission of an application for Lifetime Membership, along with the specified payment of dues as established by the Board. A Lifetime Membership pin, plaque, and membership card will be awarded to the Member. Lifetime Members will retain their original NAWCC membership number, and will be given an additional Lifetime number.

(g) Contributing Members

Contributing Members shall consist of individuals and business or corporate entities that are interested in providing financial support for the NAWCC over and above the normal cost of annual dues. The number and type of membership levels or categories in this class, contribution amounts required, and recognition and benefits provided shall be developed by the Executive Director for separate approval by the Board.

(h) Introductory Members (Amended 9/2013)

This membership class provides non-members who desire or are invited to attend physical meetings, an opportunity to join the NAWCC as an Introductory Member for a limited period. This is offered for the purpose of introduction to the benefits of membership and providing encouragement to find out what NAWCC has to offer before making a longer - term commitment of full membership. The criteria applicable to this membership class are as follows:

1. Eligibility

Membership in this class will be offered only to non-members who have never held prior membership in the NAWCC in any class. Persons who have previously been

NAWCC members must renew or reinstate to a membership class of their choice for which they are eligible.

2. Duration

Membership in this class will be valid for a period of 12 months from the date of submission of an application and payment of dues in the amount approved by the Board.

3. Benefits

Introductory Members will be entitled during their twelve-month membership term to all rights, privileges, and benefits offered by the NAWCC including the receipt of official NAWCC publications, full participation in all meetings and conventions on payment of applicable fees, and participation in all other benefits.

4. Renewal

Prior to the end of the introductory membership period, Introductory Members will be billed for a full year membership to renew and continue as a NAWCC Member. They may at that time renew as a Regular Member or convert their membership to any class for which they are eligible by submission of an application and payment of the required dues.

(i) Student Members

The criteria applicable to this membership class are as follows:

1. Eligibility

Eligibility to become a Student Member is limited to any full-time student age 18 or older, who is attending a college, university, trade school, horological school, or other higher education facility. Such membership will be granted on submission of an application together with proof of enrollment, and by payment of the annual dues amount as established by the Board.

2. Benefits

A Student Member will be entitled to all rights, privileges, and benefits offered by the NAWCC, except the right to hold office and vote.

3. Renewal

When a Student Member ceases enrollment as a full-time student, he will no longer be eligible for this class but may convert his membership to another class for which he is eligible on submission of an application and by payment of the required dues.

(j) Legacy Members (Amended 3/2020)

Eligibility to become a Legacy Member is limited to a spouse (or partner) living in the same household as a surviving spouse or partner of a deceased member. Such membership will be granted on submission of an application and payment of the annual dues amount as established by the Board. A Legacy Member will be entitled to all rights, privileges, and benefits as a Regular Member, except the right to hold office and vote.

Section 2: Membership Numbers

(a) Number Assignment and Retention

Membership numbers for Regular and Associate Members shall be assigned sequentially as each application is received. These numbers may not be reused. Any Regular or Associate Member whose membership lapses for any reason other than expulsion, may be reinstated upon payment of the appropriate annual dues amount, and may request to receive their original membership number.

(b) Membership Number Inheritance

On the death of a Regular Member or Associate Member, his membership number may be transferred to the surviving spouse or child on written request and by approval of the Board Chair. The recipient of such transfers will be ineligible for Old Timer status or any other longevity related award such as service pins, except as may be applicable to their original membership number if any.

Membership number inheritance requests by other than the surviving spouse or child are to be in writing and will require a 2/3 majority vote of the full Board in favor for approval.

Section 3: Membership Information (Amended 3/2020)

The Executive Director will be responsible for developing policies and procedures regarding the use of all personal information collected and/or retained for member enrollment, member renewal, and any other process or procedure where personal information is collected, to be approved by the Board.

(a) Membership Rosters

The Executive Director shall be responsible for maintaining a current Membership Roster. The Executive Director will also be responsible for developing policies and procedures regarding the use of information contained in the Membership roster, to be approved by the Board.

(b) Membership Rosters

The Executive Director shall be responsible for maintaining a current Membership Roster. The Executive Director will also be responsible for developing policies and procedures

regarding the use of information contained in the Membership roster, to be approved by the Board.

Section 4: Meetings

(a) Regular Annual Meeting

As provided in the Bylaws, there will be a Regular Annual Meeting of the members at each national convention. The Secretary shall publish the agenda of this meeting at least 30 days prior to the date of the meeting. In addition to the usual items for such meeting, all Officers and the Executive Director shall present their annual reports to the members.

(b) Special Meetings

As provided in the Bylaws, the Chair may call Special Meetings of the members with approval of a majority of Directors. The Board shall determine the location of the meeting and the business to be conducted.

Section 5: Guests (Amended 3/2020)

Guests are non-members. They are Immediate Family, Friends, and General Public. They may be present at any NAWCC activity subject to the conditions stated in this Section. They must be registered, and their badge will clearly identify them as a Guest

Definitions:

- Immediate Family shall include the following family members, all who reside in the same household as the NAWCC member:

For Youth Members, parents and siblings under the age of 21.

For all other classes of membership as defined in Section 1 of this Article, a spouse (or “significant other”) and children under the age of 21.

- Friends are known personally to the inviting member, who are not Immediate Family. Friends include relatives of the inviting member.
- The General Public includes those who are not Immediate Family or Friends, as defined herein, and are in attendance only during designated times.
- Escorted Visitors are those who are not Immediate Family nor Friends. They may be in attendance at any time during an event. They are under the control of the Event Committee and accompanied by a member. Typically, Escorted Visitors are members of the media, contractors or Event volunteers.

(a) Exclusion

No person who has been removed from membership under Bylaws Article IX shall be

permitted to be a Guest at any NAWCC function or activity, including those sponsored by chapters.

(b) Chapter Meetings, Marts, and/or Auctions

Guest participation in any Mart and/or Auction activity occurring at Chapter Meetings shall be governed by the following:

1) Friends and Immediate Family

At the discretion of the chapter, Guests at chapter meetings who are Friends or Immediate Family may be invited to participate in some activities conducted at those meetings, including a Mart and Auction, if held, on payment of the usual and appropriate fee (if any) charged by the chapter. The chapter may set a limit on the number of visits made by Friends and Immediate Family before requiring membership in the Chapter.

2) Visiting NAWCC Members

NAWCC Members who are not chapter members shall have all privileges of any NAWCC member, including participation in a Mart and Auction on payment of the usual and appropriate fee charged by the chapter. The chapter may set a limit on the number of visits made before a Visiting NAWCC Member is required to join the chapter, not to exceed that required for Friends and Immediate Family.

3) General Public

General Public, defined above, may be invited to participate in some activities conducted at meetings, including a Mart and Auction, if held, on payment of the usual and appropriate fee (if any) charged by the chapter. The chapter may set a limit on the number of visits made before requiring a member of the General Public to become a member of the NAWCC the chapter, not to exceed that required for Friends and Immediate Family.

4) Escorted Visitors

Escorted Visitors may not participate in any event activities, except Educational activities, and are not subject to any activity fee(s). They are to be provided NAWCC promotional materials. Typically, Escorted Visitors are members of the media, contractors or Event volunteers.

(c) Regional and National Convention Marts and Auctions

Guest participation in any Mart and/or Auction activity occurring at Regional Meetings and National Conventions shall be governed by the following:

1) Members

Members, as defined in Article XIII, Section 1, and Immediate Family, defined above, shall be permitted to be present at such activities on payment of appropriate fees established by each event, if any.

2) General Public

General Public may attend Regional Meetings and National Conventions, but only during times designated General Public day(s). They may participate in event activities, including a Mart and Auction, on payment of appropriate fees.

3) Escorted Visitors

Escorted Visitors may attend at any time during such activities if approved by the Event Committee and escorted throughout the event by a designated member. Escorted Visitors may not participate in any event activities conducted at those meetings, including a Mart and Auction. Typically, Escorted Visitors are members of the media, contractors or Event volunteers. They are provided NAWCC promotional materials and not charged a fee.

d) Educational Activities

Educational activities such as exhibits, lectures, and workshops at all events (i.e., Chapter Meeting, Regional, and National Convention), are open to all Guests at no charge.

ARTICLE XIV MUSEUM

As required by Bylaws Article V, it is herewith confirmed that the National Watch and Clock Museum, hereinafter Museum or NWCM, provides a permanent and integral function in support of NAWCC's long-term and ongoing member and public educational purposes.

Section 1: Operations

- a) The NAWCC will employ a Museum Director, under the supervision of the NAWCC Executive Director, to oversee day-to-day operations of the Museum.
- b) The Museum Director will operate the Museum utilizing the American Association of Museum's National Standards and Best Practices for U.S. Museums.
- c) The Museum will achieve and maintain accreditations by the American Association of Museums.

Section 2: Conservation

The Museum shall be operated in accordance with the policies and code of ethics of the American

Institute of Conservation (AIC).

Section 3: Collections Development Policy

The NWCM Collections Development Policy, to be approved by the Board and incorporated by reference in these Standing Rules, will be developed and maintained by the Museum Collections Committee together with the Executive Director.

Section 4: Collections Management Policies and Procedures

The NWCM Collections Management Policies and Procedures, to be approved by the Board and incorporated by reference in these Standing Rules, will be developed and maintained by the Museum Collections Committee together with the Executive Director.

Section 5: Usage and Other Fees

The Executive Director will be responsible to establish fees for entry to the Museum, and for any other purpose related to the use of the Museum.

Section 6: NAWCC Store

The NAWCC Store will be operated in the NAWCC corporate facilities, under the direction of the Executive Director. A discount may be offered to all NAWCC Members who purchase items from the NAWCC Store.

ARTICLE XV NATIONAL CONVENTIONS AND REGIONAL MEETINGS

Section 1: Purposes of National Conventions and Regional Meetings

The purposes of National Conventions and Regional Meetings are:

- To promote resources to members and the public beyond those available from chapters
- To provide opportunities to educate members and the public in all areas of horology
- To provide venues where members can exchange horological items and acquire parts and supplies for the repair, restoration, and conservation of such items
- To provide venues for special interest chapter and national committee meetings
- To provide opportunities to promote camaraderie and discussion among members, and among members and the public
- To provide appropriate venues to present awards to deserving individuals
- To provide opportunities to present the benefits and services offered by membership to the public, using the escorted visitor, introductory membership, public day, and other policies contained within these Standing Rules.
- To provide venues for a representative of the Board to share the current status and future plans of NAWCC with members;
- For national conventions, to provide a venue for the Regular Annual Meeting and to produce a cash surplus from the event as defined in the Convention Committee Guidance approved by the Board for NAWCC and host chapter support. The host chapters for regional meetings are responsible to determine the amount of surplus produced, if any.

Section 2: Scheduling

(a) Schedule Conflict Avoidance

The Convention Committee will be responsible for scheduling all regional meetings, national conventions, and symposia to avoid conflicts among these meetings and with religious holidays. Christmas, Easter, Passover, Rosh Hashanah, and Yom Kippur will be excluded from all meeting dates. The Board may designate other religious holidays on an as needed basis. Requests to hold Regionals on a concurrent date with another Regional shall be evaluated and resolved by the Convention Committee. (Amended 9/2014)

(b) National Convention Schedules

National conventions will be held in June or July, excluding July 4 week, unless otherwise authorized by the Board.

(c) International Regional Meetings

International chapters may hold a regional meeting on a date that coincides with a regional meeting in the United States, provided it does not coincide with a symposium, national convention, or a religious holiday in their country.

Section 3: Laws and Regulations

(a) Compliance

All participants of national conventions and regional meetings will be advised to obey and comply with all applicable laws and regulations including Sales Tax. All participants shall also comply with the NAWCC's Member Code of Ethical Conduct

(b) Remuneration and Volunteer Expenses

Volunteers shall not receive remuneration for time associated with national convention or regional meeting activities. For regional meetings, volunteers may receive actual expenses as approved by the organizing committee or host chapter officers. For national conventions all volunteer reimbursements shall be detailed by position title in the preliminary and final convention budgets for approval by the Board.

Section 4: Insurance

(a) Liability Insurance - Regional Meetings

Chapters hosting regional meetings are required to have a minimum of one million dollars of Liability Insurance to cover the regional and associated events. If the event site requires a greater amount, the chapters must comply. The NAWCC corporate office maintains an agreement with a broker to provide this insurance at a reasonable cost; program details are available from the NAWCC Controller. Chapters or regionals not participating in the NAWCC master chapter program must provide a Certificate of Insurance naming the NAWCC as an additional insured at least 90 days prior to the event.

(b) Chapter Liability Insurance

The NAWCC Controller will coordinate a Chapter Liability Insurance policy that will provide reasonable cost insurance to be available to chapters on request.

(c) Exhibit Insurance - Regional Meetings

Exhibit insurance is available through a master policy negotiated by the NAWCC corporate office in various increments starting at \$50,000. Program details are available from the NAWCC Controller. Chapters/regionals not participating in this master policy must provide proof of insurance at least 90 days prior to the event.

(d) Insurance for National Conventions and Symposiums

Liability and exhibit insurance for national events is covered by the NAWCC master policies and paid by the NAWCC.

Section 5: Planning and Budgets

(a) National Convention Budgets

The Local Chair of a national convention is required to submit a preliminary budget for Board approval as soon as possible after the venue is approved, but no later than 24 months prior to the convention. This budget must first be submitted through the Convention Committee. The Convention Committee is responsible for reviewing the budget, resolving issues with the sponsors, and then submitting it to the Board for approval. The Local Convention Committee Chair will also submit a final estimated budget through the same channels for Board approval at least 16 months prior to the date of the convention so the local Convention Committee has time to prepare pre-registration material for use at the prior year's national convention.

(b) Financial Reporting and Distribution of Net Proceeds for National Conventions

A full financial report of each national convention will be due to the Board no later than 120 days from the close of the convention. Net proceeds after all expenses are paid shall be divided 75% to the NAWCC and 25% to host chapter(s), to be distributed as agreed upon prior to the convention. If the national convention suffers a financial loss, the loss will be covered by the NAWCC, not the host chapter(s).

Section 6: Contracts and Indemnities

(a) National Convention Contracts

Effective with the 2007 and all subsequent national conventions, all contracts with convention facilities and hotels shall be in the name of the National Association of Watch and Clock Collectors, Inc. After review and release by NAWCC Counsel, said contracts shall be signed by the Board Chair or his designate, the NAWCC Convention Committee Chair, the Convention Chair, and an officer of the host chapter (if applicable). The execution of subsidiary contracts is delegated to the host Convention Chair or his designate(s).

(b) National Convention Indemnities

The NAWCC shall indemnify the NAWCC Convention Committee, host chapters and members who volunteer to organize and host national conventions in the event of legal actions taken against such parties acting in their official volunteer capacity, as provided in Bylaws Article I Section 9.

Section 7: Board Representation at Regional Meetings

In accordance with Bylaws Article VIII Section 2(b) the Chair shall select a Board member to attend each regional meeting to serve as the National Representative, taking into account tangible and intangible benefits and costs.

(a) Selection

The Board Chair shall select the National Representative for each regional meeting from all members of the Board, including the Executive Director but not Legal Counsel. The usual procedure shall be to request volunteers for scheduled regional meetings in the next half-year from three to six months in advance. If there are no volunteers for a specific regional meeting, the Board Chair will assign one. If a regional meeting chair requests a specific Board member, the Board Chair will take that under consideration. The same Board member should not serve as the representative for a given regional meeting in consecutive years. The Board Chair makes the final decision and will submit the list of National Representatives to the editorial department for timely publication. (Amended July, 2012)

(b) Duties

Duties of the National Representative at regional meetings will be defined and incorporated in the Convention Handbook; to be approved by the Board.

(c) Reporting and Follow-up

The assigned National Representative for each regional meeting is responsible to

complete and return the NAWCC Regional Meeting Board Representative Report within two weeks following the meeting. The form will be provided by Membership Services prior to the meeting and is to be returned to them for data compilation and distribution.

Further, the Board and the Convention Committee are to be informed of any issues needing attention, including but not limited to questions or confusion regarding NAWCC policies.

ARTICLE XVI OPERATIONS MANUAL

An Operations Manual will be maintained on the NAWCC Website to be available to all members. The Bylaws and Procedures Committee will be responsible to develop and maintain an index for the Operations Manual, and follow up with responsible parties to ensure each listed item contained therein is provided for posting and remains current.

The Operations Manual will contain but is not limited to the following:

- a) Governance Documents (Articles of Incorporation, Bylaws, Standing Rules, and Motions and Directives of the Board)
- b) Policies and procedures that are incorporated by reference in these Standing Rules Board Procedures
- c) Committee Procedures Handbooks
- d) Any other policy or procedure approved by the Board

ARTICLE XVII PUBLICATIONS

Section 1: Watch & Clock Bulletin

The Watch & Clock Bulletin of the National Association of Watch and Clock Collectors, Inc. is the official publication of the NAWCC and shall be published at least six times annually.

The content of the Watch & Clock Bulletin includes articles describing horological information authored and provided by individual members who donate their time and effort without charge. Statements of opinion made by the authors are accepted as their own. The NAWCC assumes no responsibility for the accuracy or correctness of any statements of its contributors.

Section 2: MART & Highlights

(a) Publication

The MART & Highlights of the National Association of Watch and Clock Collectors, Inc. (prior to June 2011 known as The MART) is classified as a USPS supplement and is mailed with the Watch & Clock Bulletin. The MART & Highlights assists Members in the exchange of horological objects, provides an advertising venue for NAWCC regional and national activities, is a source for NAWCC Board and national news, contains news reports and upcoming events submitted by NAWCC chapters, and provides other horological news and information of interest to members.

(b) Advertising Policy

Each issue of the MART & Highlights will include the following policy statement:

The MART & Highlights is a publication of the National Association of Watch and Clock Collectors, Inc. (NAWCC), for use by its Members. Subscription cost is included in membership dues. The NAWCC reserves the right in their sole and absolute discretion to reject, edit, or otherwise refuse to publish any advertisement without any recourse to the NAWCC. All advertisements received, whether from a Member, organization, or other party, are received subject to this condition and without recourse to the NAWCC. Statements of opinion or fact appearing in the MART & Highlights are accepted as the advertiser's own. The NAWCC assumes no responsibility for the accuracy and correctness of any statements of its advertisers. Neither the NAWCC, nor the Officers, nor any of its employees will be responsible for any losses or misunderstandings arising from any of these listings. The MART & Highlights is published six times a year. Cutoff date for receipt of advertisements is the 1st of the month prior to the month of publication. The NAWCC reserves the right to edit and place all copy. Requests for assistance with problems arising from MART & Highlights advertising should be addressed to the Editor.

Section 3: Other NAWCC Publications

The publications advisors in cooperation with the editor may recommend other publications to be considered by the Executive Director for publication. Publications will be reviewed as to appropriate content, quality of content, economic viability, other benefits to the NAWCC and available staff and financial resources.

Section 4: Electronic Publication

Where practical both current and past issues of all publications referenced in Sections 1, 2, and 3

of this Article XVII shall also be made available in electronic format either for Internet posting or as recorded electronic media under procedures established by the Executive Director.

ARTICLE XVIII RESOURCE DEVELOPMENT

Section 1: Board Responsibilities

(a) Board Involvement

The Board recognizes its fiduciary responsibility for the financial wellbeing of the NAWCC. As individual members and in its corporate role, the Board shall promote development of increased revenue streams through individual contributions as appropriate, assisting in solicitation of other donors, working to increase membership, and supporting fundraising initiatives defined in the Development Plan.

Section 2: Staff and Committee Responsibilities

(a) Development Plan

As part of the annual planning and budget cycle, the Executive Director will prepare a Development Plan with input from the Development Committee, for review and approval by the Board. Such plan will include plans for obtaining contributions, grants and other non-earned sources for current and long-term financial support of NAWCC activities. Potential sources may include an annual appeal, corporate sponsorships, endowments, grants, planned giving, and other sources of funds.

(b) Staff Support

Under the leadership of the Executive Director, designated staff as appropriate will work in conjunction with the Development Committee and the Board to implement the Development Plan, and to identify and pursue new funding initiatives and potential sources of donations, grants, and earned income.

As part of the annual planning and budget cycle, the Executive Director will prepare an Educational Plan for review and approval by the Board. The plan shall include, but not be limited to, a curriculum of online and traditional learning such as exhibits, lectures, workshops and research.

- - - End of Document - - -