



# BYLAWS

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## BYLAWS

### NATIONAL ASSOCIATION OF WATCH AND CLOCK COLLECTORS, INC.,

A Pennsylvania Non-Profit Corporation

#### PREAMBLE

The National Association of Watch and Clock Collectors, Inc., hereinafter the NAWCC, hereby adopts these Bylaws as amended.

#### ARTICLE I. BOARD OF DIRECTORS

##### Section 1. Members

The Board of Directors, hereinafter the Board, shall be composed of seven directors elected by the eligible voting members of the NAWCC, five directors appointed by the Board, and two ex officio nonvoting members also appointed by the Board being the Executive Director and Legal Counsel. Directors must be NAWCC members. Whenever referenced hereinafter, the Board is defined as all twelve voting members.

The actions of the Board and its members shall be governed by the Board of Directors Code of Ethical Conduct as defined in the Standing Rules.

##### Section 2. Officers

###### (a) Election

The officers of the Board shall be a Chair, Vice-Chair, Secretary, and Treasurer. The Board shall elect each officer from among the twelve voting members of the Board, such election to be held at the first meeting of the Board following each election and appointment of Directors as governed by Article IV of these Bylaws.

###### (b) Removal

Any officer of the Board may be removed from their position as an officer for any reason by a 2/3 majority vote of the Board.

###### (c) Terms of Office

###### 1. Board Chair

The term of the Board Chair shall be two years. The Board Chair may be reelected for one additional term of two years but may not serve beyond the end of his term as Director. Candidates for Board Chair must have served at least two years on the Board.

###### 2. Vice Chair

The term of the Vice-Chair shall be two years. The Vice-Chair may be elected for one additional term of two years but may not serve beyond his term as Director. Two

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years prior Board service is required for this position.

### **3. Secretary**

The term of the Secretary shall be two years. The Secretary may be reelected for a term of two years but may not serve beyond his term as Director. Prior Board service is not required for this position, however prior experience or knowledge of corporate secretarial duties should be a minimum consideration.

### **4. Treasurer**

The term of the Treasurer shall be two years. The Treasurer may be reelected for an additional term of two years but not to serve beyond his/her term as Director. Prior Board service is not required for this position, however prior financial, accounting and/or business experience should be a minimum consideration.

## **Section 3. Responsibilities**

The duties of the officers shall be the usual duties pertaining to these offices. The officers and directors shall also perform any duties assigned to them by the Bylaws, by the Board, or by the Board Chair.

The duties of the directors shall be those duties pertaining to members of a not-for-profit Board of directors. Directors are individually responsible for understanding their statutory and fiduciary responsibilities as members of the Board and shall perform their duties in accordance with applicable state and federal codes and laws then in effect as well as the Board of Directors Code of Ethical Conduct.

The Board shall have full authority to act in all matters of business except where the Articles of Incorporation, Bylaws or Standing Rules specifically restrict or mandate actions of the Board.

The Board may delegate special assignments to its members. Any practices or procedures on the part of any officer or committee that are not in accord with the Articles of Incorporation, Bylaws, or Standing Rules are null and void. The Board shall have the sole authority and discretion in all disputed matters and its decision shall be final.

## **Section 4. Compensation**

No voting member of the Board shall receive any compensation for services.

## **Section 5. Director Term of Office**

The normal term of office for Director, other than ex-officio, shall be four years commencing at the first meeting of the Board following their election or appointment and the expiration of the terms of the outgoing Board members. After serving one term, incumbents are eligible to serve one additional consecutive term if re-elected or reappointed. After serving two consecutive terms, no person may again serve as Director until one full term (four years) has elapsed. A member appointed to fill a vacancy for the office of Director who has served more than one-half of a term shall be deemed to have served one full term.

## **Section 6. Meetings**

All meetings of the Board and meetings of the membership shall follow and be governed by Robert's Rules of Order, especially as relates to small Boards, most current edition, in all matters not specifically covered in the Articles of Incorporation or Bylaws. The Board may adopt such Special Rules of Order as it finds needed to supplement or modify the prescribed Parliamentary Authority. The Board shall meet or hold electronic meetings as it believes necessary. One meeting shall be held in conjunction with a Membership Meeting, when feasible. The Board may hold electronic meetings as it believes are needed. Electronic meetings must provide, at a minimum, conditions of simultaneous aural communications among all participating members equivalent to those of meetings held in one room or area.

The Board Chair, or a majority of Directors, may call a special meeting in a designated location at any time provided that notice is sent in writing or by electronic means to each member of the Board at least five days before the date of such meeting. The Board, by unanimous consent, may waive the five days-notice to consider business that in the opinion of the Board Chair or a majority of Directors cannot wait the prescribed five days provided for special meetings.

The Board Chair shall submit to the Board and membership, at least five days before a Board meeting, an agenda of business to be brought before the Board. The agenda for a special meeting for which a waiver of the five-day notice is requested will be submitted with the request for a waiver.

## **Section 7. Quorum**

A majority of the Board shall constitute a quorum.

## **Section 8. Removal**

A member of the Board may be removed from his/her position on the Board for any reason including violations of the Board Code of Ethics or those reasons mentioned elsewhere in these Bylaws upon a 3/4 or greater majority vote of the Board, excluding that of the Director in question. A Director may also be removed for excessive absences from official Board meetings. "Excessive absences" is defined as missing any two meetings, be they physical, electronic, or as otherwise approved within the Bylaws or Standing Rules, within any one fiscal year. Late arrival or early departure from any Board meeting that results in missing more than 1/2 of the scheduled agenda shall constitute an absence unless excused by a vote of the Board. The Board, by a majority vote of the Directors present and voting, not including the Director in question, may, with cause, excuse an absence, tardiness, or leaving early. No more than two excused absences shall be permitted per fiscal year per Director.

## **Section 9. Indemnification, Liability, and Insurance**

The responsibility of the NAWCC with regard to indemnification, liability and insurance for directors, officers, employees and agents of NAWCC is defined herewith. These responsibilities and provisions, however, shall not apply to any action or omission giving rise to a claim that is determined to constitute self-

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dealing, willful misconduct, or recklessness. Further, an amendment or repeal of this Bylaw shall have no effect with respect to any action or omission occurring prior to such amendment or repeal.

### **(a) Indemnification**

The NAWCC shall indemnify any director or officer, and may indemnify any employee or agent, who was, is, or is threatened to be made a party to any legal matter including an action by or in the right of the NAWCC, by reason of his/her holding or having held such position. Such indemnification shall be to the full extent permitted by law, including but not limited to the provisions of the Nonprofit Corporation Laws of 1988 of the Commonwealth of Pennsylvania as amended from time to time, hereinafter the NCL. Upon any modification of the NCL, the provisions of this Article I Section 9 shall be deemed to have been amended with immediate effect for the benefit of all persons covered herein.

### **(b) Liability**

A director or officer of the NAWCC shall not be personally liable, as such, for monetary damages for any action taken, or for any failure to take such action, unless the director or officer has breached or failed to perform the duties of his/her office under Subchapter B ("Fiduciary Duty") of Chapter 57 of the NCL and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

This Bylaw shall not apply to the personal responsibility or liability of a director or officer pursuant to any criminal statute or for the payment of local, state, or federal taxes.

### **(c) Insurance**

The NAWCC shall purchase and maintain insurance on behalf of any person who is or was a NAWCC director or officer, and may extend such coverage to any person serving as a representative of the NAWCC, or is or was serving at the request of the NAWCC as a representative of another entity, against any liability asserted and/or incurred by such person in any such capacity, or arising out of his/her stature as such, whether or not the NAWCC has the power to indemnify such person against such liability under the laws of this or any other state.

### **(d) Authority**

Notwithstanding anything to the contrary, NAWCC its agents or designees be and are hereby authorized and empowered, in the name of and on behalf of NAWCC, to take any actions, to pay such costs and expenses and to execute in the name and on behalf of NAWCC, all agreements, instruments and documents which shall be necessary or appropriate to carry out the intent and accomplish the purposes of this Article I Section 9.

## **ARTICLE II. EXECUTIVE DIRECTOR**

### **Section 1. Appointment**

The Board shall appoint the Executive Director. The Board shall be the sole authority



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to set salary, benefits, and bonuses for the Executive Director. The Board shall have the authority to rename the job title and responsibilities of the Executive Director as it deems necessary.

### **Section 2. Responsibilities**

The Executive Director shall report to the Board. The Executive Director shall be responsible for day-to-day operations within the limits of his/her Delegation of Authority as defined in these Bylaws and the Standing Rules.

### **Section 3. Employees**

The Executive Director shall have the authority to engage the services of employees and to compensate them for their services. Employees will not be required to be members. No employee or their family members shall be eligible to seek or hold Board membership or elective membership of the Nominations and Elections Committee, hereinafter NEC, until five years after the employee ceases NAWCC employment or if authorized by a 2/3 vote of the Board of Directors present and voting.

## **ARTICLE III. COMMITTEES**

### **Section 1. Purpose and Duties**

The NAWCC organizational structure incorporates volunteer committees to provide for member and general public participation in its programs, operations, and workings, and to minimize the number of permanent staff required for conducting business. Standing Committees are established and defined in this Article. The Board shall have authority to create, modify, and terminate all other committees as defined herein or in the Standing Rules. Further, where not already described in this Article III, the Board shall establish responsibilities for committees to be incorporated in the Standing Rules. All committees shall report to the Board.

The Board Chair and the Executive Director will be ex officio nonvoting members of all committees with the exception that neither the Board Chair nor the Executive Director may be a member of the Awards, Ethics, or Nominations and Elections Committees.

### **Section 2. Standing Committees**

Standing Committees' duties may be changed only by vote of the membership. The Board may change the name of the Standing Committees to better reflect their duties by a majority vote of those Board members present and voting.

#### **(a) Awards Committee**

The Awards Committee shall be responsible for administering all award and recognition programs established by the Board. The Committee shall make itself sufficiently informed of relevant activity at all organizational levels to fulfill the Board's objectives for each such program. No sitting Board member may serve on the Awards Committee. The Committee will select its Chair from within its members. Former Board members shall be eligible to serve on the Awards Committee.

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### **(b) Governing Documents Committee**

The Governing Documents Committee shall be responsible for ongoing review of all governing documents and shall recommend changes to the Board for consideration by the membership as warranted. The Committee shall also be responsible for maintaining the master copies of the governing documents, including procedures deemed necessary by the Board for the operation of the NAWCC and its offices and committees. A current copy of the Bylaws and Standing Rules shall be maintained at NAWCC's corporate office and shall be made available on-line to all interested parties. The Governing Documents Committee shall review all governing documents a minimum of every five years and submit written recommendations to the Board.

### **(c) Ethics Committee**

The Ethics Committee shall be responsible for the investigation of any charge of unethical activity brought against a member or Chapter by another member, and recommend the appropriate action, if any, to be taken by the Board under Article IX of these Bylaws. Board Directors, including ex officio members, shall not serve on the Ethics Committee.

### **(d) Finance Committee**

1. The Finance Committee shall be responsible for oversight and audit of financial management activities, including investment as well as accounting operations.
2. The Finance Committee shall annually, recommend the appointment of an independent accounting firm as Auditor, for approval by the Board.
3. The Finance Committee shall recommend to the Board objectives and guidelines for the management of investment funds, including endowment and other restricted and unrestricted funds. The Committee shall recommend professional investment managers for Board approval, serve as the liaison between the Board and the investment managers, and generally provide oversight and guidance for the investment of the NAWCC's financial assets.
4. The Finance Committee shall be responsible for monitoring the financial condition of the organization including the monthly income statement and balance sheet as well as other necessary reports. Based on this monitoring, the committee may from time to time make recommendations for action or offer motions to the Board.
5. The Finance Committee shall ensure that the financial elements of the Association are in accord with the vision, mission, and strategic plan as set by the NAWCC Board of Directors.
6. The Treasurer shall serve as Chair of the Finance Committee.

### **(e) The Library Collections Committee**

The Library Collections Committee, together with the Executive Director, shall be responsible for developing and recommending policies for the Fortunat Meuller-Maerki Library to the Board for approval, including collections management, acquisitions, accession, and deaccession of books and other horological written

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material, the acceptance of donations, and the disposal of duplicate and redundant books and other materials. The Committee shall also provide oversight of the policies established by the Board for the collections of the Library and Research Center.

### **(f) Museum Collections Committee**

The Museum Collections Committee, together with the Executive Director, shall be responsible for developing and recommending policies for the Museum collections to the Board for approval including collections management, acquisitions, collections development, accession and deaccession of articles for the Museum, and other matters pertinent to the collections of the Museum. The Committee shall also provide oversight of the policies established by the Board for collections of the Museum.

### **(g) Nominating and Elections Committee**

1. The Nominating and Elections Committee, hereinafter NEC, shall be responsible for conducting the election and appointment processes as set forth in Article IV.
2. The NEC shall be composed of four voting members:
  - (a) Two members selected by the Board of Directors from Directors currently seated and serving on the Board (with the incumbent Board Chair ineligible). The Directors selected for appointment to the NEC must be ineligible for another immediate successive term as Director or must pledge not to run for re-election or appointment as Director.
  - (b) Two members elected by the membership from candidates who have prior Board service. Those who served on Council or as a Trustee of NAWCC's predecessor organizations are also eligible for nomination to serve on the NEC. All candidates must agree not to stand for election or appointment to the Board during their tenure on the NEC.
3. The NEC shall ensure there are at least two more candidates than open elected Director positions and two candidates for the elected NEC position to complete the slate of candidates.
4. The NEC shall provide a listing of qualifications for all candidates to be included with the election ballot, and ensure the eligibility of all candidates prior to their names being placed on the ballot by review of self-nomination forms, petitioner's personal information and by personal interviews.
5. The NEC will elect its Chair from among its voting members.

## **Section 3. Operational and Functional Committees**

The Board may establish other Committees of an operational or functional nature as needed. The responsibilities of each such committee will be incorporated into the Standing Rules. The Board may change the status of a Functional Committee to that of a Standing Committee by a 2/3 vote of those Board members present and voting, but once established as a Standing Committee all requirements and restrictions pertaining to Standing Committees in these Bylaws shall apply.

#### **Section 4. Special Committees**

The Board will appoint Special Committees to address specific tasks, initiatives, and needs as appropriate. The term of the Special Committees will be limited to the remaining term of the appointing Board, that is, until the seating of the next Board, unless terminated earlier.

#### **Section 5. Committee Chairs and Membership**

The Board with a majority vote of those members present and voting will appoint Committee Chairs unless otherwise specified in these Bylaws. The members of each committee shall be selected and appointed by the Committee Chair subject to conditions in these Bylaws, the Standing Rules, and as the Board may impose. Board members shall be expected to serve on one or more committees as either Chair or member.

#### **Section 6. Compensation**

No committee member of the NAWCC shall receive compensation for services.

### **ARTICLE IV. ELECTIONS AND APPOINTMENTS**

#### **Section 1. Positions**

Every two years, six Director positions and two Nominations and Elections Committee positions shall be elected by the membership or be appointed by the Board per these requirements:

- (a) Using alternating election years, the Board will appoint three Directors, and the membership shall elect three Directors. The following election year, the Board will appoint two Directors and the membership shall elect four Directors.
- (b) In each election year, the Board shall appoint one member to the Nominations and elections Committee, and the membership shall elect one member to the Nominations and Elections Committee.

Those newly elected or appointed shall take office at the first Board meeting following the expiration of the term of the Directors leaving the Board.

#### **Section 2. Eligibility**

##### **(a) Director Candidates**

To be eligible for election or appointment as a Director, a member must have no felony convictions, must have no disciplinary actions against them as a result of an ethics complaint or violation, and if elected or appointed must be willing to perform the job of Director including, if so appointed or elected by the Board, to serve on a Committee as member or as Chair, or as an officer of the Board. All candidates must be prepared to be interviewed by the NEC for verification of eligibility, and to certify an understanding and willingness to be subject to and including without limitation the common law and statutory fiduciary responsibilities of not-for-profit corporation Board members.

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### **(b) NEC Candidates**

In addition to the requirements of Article IV Section 2(a), prerequisites for NEC candidates for election or appointment are defined in Article III Section 2(g), Nominating and Elections Committee. Candidates for NEC elected member positions may be nominated by the NEC, by another NAWCC member, or by self-nomination.

### **(c) Candidacy for Director**

Subject to Article II Section 3 and to Article IV Section 2(a), candidates for election or appointment as a Director may be nominated by the NEC, by another NAWCC member, or by self-nomination. The nomination process is further defined in the Standing Rules.

### **(d) Candidacy for Elected Director by Petition**

Subject to Article II Section 3 and to Article IV Section 2(a), and in addition to the methods described in Article IV Section 2(c), any member who desires to stand for election as a Director may do so by petition, having secured no less than 250 valid member signatures. All petitions must be received by the NEC prior to close of nominations. The petition process is further defined in the Standing Rules.

### **(e) Limitations**

#### **1. Self-Nominated Candidates**

The total number of candidates by self-nomination or nomination by other NAWCC members for each open elected position shall be limited to a maximum of five, with the NEC being responsible to select those candidates whose names will appear on the ballot should there be more than five such nominations per open position. There shall be no limit on the number of self-nominated candidates for appointed positions.

#### **2. Petition Candidates**

There shall be no limitation to the number of Petition Candidates for any open elected Director position.

## **Section 3. Responsibility**

The NEC shall be responsible to:

- (a) Managing the election and appointment processes according to policies set forth in these Bylaws and the Standing Rules, to include a call for nominations, publishing of the list of qualified candidates in a timely manner, preparation of the Official Ballot, and oversight of the election itself;
- (b) Ensuring there are at least two candidates for each open elected Director and elected NEC position, and if necessary, seek and nominate additional candidates;
- (c) Interviewing all potential candidates to verify their eligibility prior to their names being placed on the ballot for any elected position, or on a list of nominees for any appointed position;

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- (d) Provide a summary of qualifications to the Board of recommended appointed Director nominees;
- (e) Recommend candidates to the Board for appointment to fill any Board vacancy occurring outside the normal election or appointment cycle; and
- (f) Continually seek to identify candidates for both elected and appointed Director positions.

### **Section 4. Ballot for Election of Directors and NEC Members**

Subject to Section 2 of this Article, the NEC shall prepare the Official Ballot that shall contain names of self-nominated candidates, names of candidates nominated by other NAWCC members, names of petition candidates for Director, and names of candidates selected by the NEC if there are an insufficient number of otherwise qualified candidates for the open positions.

### **Section 5. Voting Procedure**

Each election year, the Official Ballot shall be sent to each association member by the means of distribution as defined in the Standing Rules.

Members shall vote by marking their choice of candidate on the Official Ballot. The Board of Directors shall assure an accurate, impartial, and confidential election. Reproductions of any hard copies of the Official Ballot are invalid and will not be accepted. The NEC shall be responsible to have official ballots, whether print or electronic, be designed to prevent duplication or fraud and to be clear and easy to complete. Ballots must be received by midnight of the first business day in April of the election year to be considered valid unless the NEC has authorized an extension.

### **Section 6. Certification**

The candidates receiving the greatest number of votes, upon certification by the Chair of the NEC, shall be declared elected. In case of a tie, the members of the NEC shall be polled, except in the case of a tie for the elected NEC member the outgoing Board will be polled. The candidate receiving the greatest number of votes in either poll shall be declared elected. The NEC Chair shall make a preliminary certification to the Chair of the Board. Final certification of the election shall be made by the NEC Chair at the next Board meeting and announced at the next Membership Meeting.

### **Section 7. Appointed Directors**

#### **(a) Nominations**

The NEC will issue a call for nominations for appointed Directors utilizing distribution as defined in the Standing Rules. Nominations will be received until one week following the close of elections. Nominations may be submitted by members who wish to self-nominate, by members of the Board, by the Executive Director, by the NEC, and by other interested members including candidates who were not elected to the Board. The basic qualifications for all potential candidates for appointed Directors are the same as for elected Director positions.

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### **(b) Skills Requirements and Selection of Nominees**

A minimum of six months prior to a scheduled Board election, the Board Chair, with approval of a majority of the Board members present and voting, shall present in writing to the NEC a list of the qualifications, skills, and traits desired of potential candidates for the Board. The NEC will be responsible for working with the Board to determine skills needed to complement the makeup of the Board, and on review of all potential nominees, to develop a summary of their qualifications for presentation to the Board. The NEC will then develop a nominee list for the open appointed Director positions, recommending one nominee for each open position.

### **(c) Confirmation of Appointments**

Within fifteen days following the close of the elections for elected positions, the NEC will submit its nominee list for appointed Director positions to the outgoing Board. The Board will convene a special electronic meeting within fifteen days following receipt of nominee list from the NEC to confirm the successful nominees on an individual basis, which requires a majority vote of the Board members present and voting. If any nominees are not confirmed, within one week of any negative vote the NEC must submit an additional list of nominees for each vacant position until all appointed Director positions are filled. The Board must vote to confirm or reject the proffered nominees within fifteen days following receipt of the nominee list from the NEC.

## **Section 8. Vacancies**

### **(a) Selection of Candidates**

In the event a vacancy should occur on the Board, the NEC shall select one or more qualified nominees for the vacant position, using the same criteria as for selecting candidates for elected or appointed Director positions. Upon onset of the vacancy, the Board Chair will submit, with the approval a majority of the Board members present and voting, in writing to the NEC a list of the qualifications and traits desired of potential candidates for the Board. Any needed skills lost by the vacancy should be considered.

### **(b) Confirmation of Appointment**

Confirmation of the appointment of the successful nominee to fill the unexpired portion of the term of the vacancy requires a majority vote of the Board.

### **(c) Timeline**

The Board must fill any vacancy within sixty days of the onset of the vacancy. If no qualified candidates are available, this deadline may be extended one time only for no more than sixty days. At the end of these sixty days, if the NEC is unable to nominate a candidate acceptable to the Board, the Board, by a three-quarters vote of the Directors present and voting, shall appoint a candidate of the Board's choosing.

## **ARTICLE V. FUNCTIONS**

The NAWCC will engage in functions that further its purposes as stated in the Articles

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of Incorporation and these Bylaws. Such functions will be defined in the Standing Rules, and include but are not limited to, or required to be, those described in this Article.

### **Section 1. Education**

The NAWCC shall focus on all forms of education in the art and science of horology for the benefit of its membership and the general public, including Symposiums focusing on horological themes, courses of instruction in the repair, maintenance, and conservation of timepieces through field programs, activities, youth and adult education, and other outreach activities. The NAWCC shall also provide horological displays and programs at the Museum and may provide them at other locations, including but not limited to, Regional Shows, Chapter Meetings, and other general public events and/or venues for the benefit and education of its membership and the general public. Such educational activities shall be further defined in the Standing Rules.

### **Section 2. Publications**

The NAWCC shall have an official publication to be issued periodically as defined in the Standing Rules, which shall include all official notices concerning the business of the NAWCC, which may be published by electronic or other means. Other materials that may be published shall be of a horological nature including activities and events of the NAWCC and its Chapters.

The Board may approve other publications to be produced according to policies defined in the Standing Rules. All publications may be distributed in electronic or print format as the need and justification dictate.

### **Section 3. National Watch & Clock Museum**

The Museum of the NAWCC will operate for the benefit of both the general public and membership. The Board shall have the authority to rename the Museum to honor an individual, individuals, or other entities as the Board may deem appropriate.

### **Section 4. Library and Research Center**

The Library and Research Center of the NAWCC shall be known as the Fortunat Mueller-Maerki Library and Research Center, hereinafter Library, and will operate for the benefit of the membership and the general public. The Board shall have the authority to rename the Library to honor an individual, individuals, or other entities as the Board may deem appropriate.

## **ARTICLE VI. MEMBERSHIP**

### **Section 1. Eligibility**

Eligibility for membership shall be open to persons and entities with an interest in horology upon submission of a membership application along with the payment of dues. Acceptance and continuation of membership shall be conditioned upon acceptance and adherence to the Articles of Incorporation, Bylaws, Standing



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Rules, and Member Code of Ethical Conduct of the NAWCC along with payment of dues. Membership in the NAWCC shall not constitute any representation or warranty by the NAWCC to such member or any other person. The NAWCC adopts and incorporates by reference herein the non-discrimination statutes and laws of the Commonwealth of Pennsylvania and the United States Government.

### **Section 2. Categories of Membership**

The Board shall establish and regulate categories of membership, as described in the Standing Rules.

### **Section 3. Dues**

The Board shall establish the amount and timing of dues for all categories of membership.

### **Section 4. Resignation**

There shall be no remission of dues. A member may be reinstated upon application provided he or she was a member in good standing upon resignation, and subject to additional requirements as the Board may impose.

### **Section 5. Roster of Members**

The Executive Director shall keep a current Roster of Members.

## **ARTICLE VII. MEMBERSHIP MEETINGS**

### **Section 1. Regular Annual Meeting**

A Membership Meeting shall be held during the National Convention, or at a time and in a locale approved by the Board.

### **Section 2. Special Meetings**

The Board Chair, with the approval of a majority of the Board members present and voting, may call Special Membership Meetings at any time with advance notice to the membership of not less than 30 days.

### **Section 3. Quorum**

The presence in person of 50 members shall be necessary to constitute a quorum at any Membership Meeting.

### **Section 4. Notices**

Notices of all meetings of the general membership must be sent to all members not less than 30 days before the date of such meeting, by direct notification, or by other equally comprehensive means as approved by the Board.

### **Section 5. National Convention**

National Conventions shall be held at least annually, when possible, at times and places as approved by the Board. Educational programs and exhibits of horological material shall be included as defined in the Standing Rules.

## **ARTICLE VIII. CHAPTERS**

### **Section 1. Formation**

An NAWCC Chapter is a group of NAWCC members who choose to join together to pursue their common horological interests under the auspices of the NAWCC. Chapters exist for the same purposes as the NAWCC, promoting and providing education in the art and science of horology for their members and the general public and the preservation of horological knowledge and artefacts. The Board may grant a charter to a new Chapter provided its members accept the conditions for Chapter operation as defined in this Article VIII and the Standing Rules, including but not limited to:

- Submission of a petition or other request for formation for the purpose of being recognized as an NAWCC Chapter;
- Submission of a proposed Memorandum of Association and/or Bylaws together with the petition or request for formation, that are not in conflict with the requirements of the NAWCC Articles of Incorporation, Bylaws, or Standing Rules and showing that the Chapter will operate as a non-profit entity;
- Recognition of NAWCC membership requirements for Chapter officers;
- The specific requirements for the chartering of new Chapters shall be defined in the Standing Rules.

### **Section 2. Meetings**

#### **(a) Chapter Meetings**

Chapters shall hold periodic meetings on schedules suitable to the chapter members and the type of chapter. Other requirements regarding such meetings shall be provided in the Standing Rules.

#### **(b) Regional Meetings**

Regional Meetings may be arranged by Chapters covering a period of one or more days, as consistent with the size of the meeting. Other requirements regarding such meetings including approval of dates to be held shall be provided in the Standing Rules.

### **Section 3. Authority Limitation**

No Chapter shall have the power to act for or on behalf of the NAWCC in any way, except upon express written authority from the Board granted for a specific purpose.

### **Section 4. Private Inurement Prohibition**

No part of any Chapter's assets, including but not limited to dues, admission fees, or other receipts and encumbrances, shall be paid as compensation either directly or indirectly to any officer or member of that Chapter, nor to any person or organization directly or indirectly affiliated with an officer or member of that Chapter, for the purpose of carrying out the duties normally associated with the

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operation of such Chapter.

### **Section 5. Recall of Charter**

As provided in Article IX of these Bylaws, the Board by 2/3 majority vote may recall the charter of any Chapter whenever it deems such action is in the best interests of the NAWCC and Chapter membership.

## **ARTICLE IX. DISCIPLINARY ACTION**

The NAWCC, after due process and hearing and by 2/3 majority vote of the Board members present and voting, reserves the right to recall the charter of any Chapter or dismiss any member at any time for failure to abide by the NAWCC Articles of Incorporation, Bylaws, Standing Rules, or Member Code of Ethical Conduct. Temporary sanctions may be imposed by the Ethics Committee or as otherwise defined in the Standing Rules. The reason or reasons for the Board's decision to terminate or rescind a Chapter's charter shall be recorded in the minutes of said meeting.

## **ARTICLE X. FISCAL YEAR**

The Board shall establish the fiscal year of the NAWCC.

## **ARTICLE XI. RULES OF ORDER AND CONSTRUCTION**

All meetings of the Board and meetings of the membership shall follow and be governed by Robert's Rules of Order, the most current authorized edition, in all matters not specifically covered in the Articles of Incorporation, and Bylaws. The Board may adopt such Special Rules of Order as it finds needed to supplement or modify the prescribed Parliamentary Authority. As used in these Bylaws, a 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 headings used herein are for convenience of reference only, and no construction or inference shall be derived therefrom.

## **ARTICLE XII. AMENDMENTS**

### **Section 1. Amendment Proposals**

Amendments may be proposed in two ways:

- (1) By a proposal made by a resolution passed by the Board, or
- (2) By a proposal made by Petition signed by at least five percent of the membership.

### **Section 2. Categorization of Proposed Amendments**

Amendments shall be categorized by the Board as either technical and non-substantive or non-technical and substantive. Such technical and non-substantive amendments may include, but not be limited to, language cleanup, name changes, operational changes to meet regulations, and other changes or improvements to affect more efficient operations.

### **Section 3. Amendment Proposal Publication**

Amendment proposals of both categories passed by the Board or received by Petition shall be distributed by means as defined in the Standing Rules.

### **Section 4. Voting**

#### **(a) Technical and Non-substantive Amendments**

Technical and non-substantive amendments proposed either by the Board or by Petition may be voted on by the Board, after a 30-day notice period, and will require a 3/4 affirmative vote of those Directors present and voting for approval. If approved, Technical and non-substantive Amendments shall become effective immediately.

#### **(b) Non-technical and Substantive Amendments**

All non-technical and substantive amendment proposals, by either of the above means, after approval by the Board by a 3/4 affirmative vote of those Directors present and voting, will be voted on by referendum of the membership, using Official Ballots for that purpose as defined in Article IV Section 5 of these Bylaws. Approval of any proposed regular amendment will require a 2/3 majority of the valid ballots returned for counting to an independent Agent appointed by the Board, and if approved will become effective immediately.

### **Section 5. Publication of Results**

An announcement of all amendments adopted in the period since the most recent meeting of the Board, whether at the Membership Meeting or a Special Membership Meeting, shall be made at the beginning of the next such meeting of the membership. The result of all amendments shall be published in an official NAWCC publication following the Board's actions.

## **ARTICLE XIII. CORPORATE RESTRUCTURING VOTING PROCEDURE**

Major changes in the corporate status of the NAWCC such as merger or dissolution, after approval by a 3/4 vote of the Board members present and voting, may only be made on approval by a vote of the membership taken in person or by Proxy at Membership Meeting or a Special Membership Meeting called for that purpose. Approval of such action shall require a 2/3 majority of all votes and Proxies cast. An Official Proxy will be sent to all members eligible to vote at least 30 days prior to the meeting. The Secretary will be named in the Official Proxy to represent all Proxy votes, and the Proxies shall be returned for counting to an independent Agent appointed by the Board and the result given to the Secretary, who shall cast the Proxies at the meeting. Electronic means may also be used for delivery and voting of Proxies.

## **APPENDIX I. AMENDMENT HISTORY**

### **BYLAWS of October 2004**

**Amended: April 2011**

**Amended: April 2013**

**Section 5. Voting Procedure**

**Section 7. Appointed Directors (a) Nominations**

**Amended: April 2015**

**Section 5. Director Term of Office**

### **ARTICLE XII. AMENDMENTS**

**Amended: April 2017**

**Amended: September 2020**

**Version 1.0 (October 2020)**

**Revised Format**

**Version 2.0 (November 2020)**

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**APPENDIX 1. AMENDMENT HISTORY**