

## NAWCC STANDING RULES



# STANDING RULES

NAWCC STANDING RULES

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## NAWCC STANDING RULES

# STANDING RULES

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

A Pennsylvania Non-Profit Corporation

### 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. 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.

##### (b) Contents

The Standing Rules will contain policies, directives, and general procedures. Detailed operating policies, directives and procedures will be in the Operations Manual (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 legal and statutory requirements.

##### (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 legal and statutory requirements.

#### Section 2. Establishment

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

Only the Board may amend the Standing Rules. Amendments require to be approved by a 2/3 (two-thirds) majority vote of the Board members present and voting.

## NAWCC STANDING RULES

### 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 any NAWCC facility. 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. A notification informing members of available awards and recognitions shall be published annually.

### 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

A Watch and Traveling Workshop Course Completion Certificate signed by the Course Instructor and the Executive Director will be presented to each participant of a Watch and Clock Traveling Workshop Program course following their full attendance and completion of that course.

#### (e) Watch and Clock Traveling Workshop Coordinator Certificate of Appreciation

Each Watch and Traveling Workshop Coordinator will receive one certificate of appreciation annually for organizing one or more of these classes. The Executive

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Director and the Board Chair sign this certificate.

### **(f) Volunteer of the Year Award**

A certificate may 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 Executive Director.

### **(g) Chapter of the Year Award**

A certificate for Chapter of the Year may be given each year, if possible, at the National Award Banquet, based upon a submittal by a chapter to the Awards Committee for their evaluation and approval. The submittal shall be in the form of a letter to the Awards Committee Chair detailing the chapter contributions over the previous year. The recipient's name will be inscribed on a master plaque located in NAWCC's corporate facilities.

## **Section 2. Special Awards**

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

### **(a) Kathleen H. and Wilbur L. Pritchard Award**

The Board recognizes and supports the Kathleen H. and 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 three or more members chosen from among persons qualified in the art, who will be responsible for judging the applications and selecting the winner. The judges shall prepare and maintain the procedures and selection criteria for this award. This award shall be approved by the judges and, if possible, presented during the National Awards Banquet. The recipient's name will be inscribed on a master plaque located in NAWCC's corporate facilities.

### **(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, if possible, during the National Awards Banquet. The recipient's name will be 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, if possible, during the National Awards Banquet. The recipient's name will be inscribed on a master plaque located in NAWCC's

## NAWCC STANDING RULES

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, if possible, during the National Awards Banquet. The recipient's name will be inscribed on a master plaque located in NAWCC's corporate facilities.

### **(e) The J. Bryson and Mary Lou Moore Museum Service Award**

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

The selection of candidates shall be by the Museum Collections Committee. A plaque will be presented to the recipient, if possible, during the National Awards Banquet, and the recipient's name will be inscribed on a master plaque located in NAWCC's corporate facilities.

### **(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 general public area on the NAWCC website with the name, 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 the national convention. 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 meetings will be encouraged to provide free or discounted entry to events to members achieving the Golden Circle Award.

### **(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, may be given 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, 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.

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### **(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, if possible, during the National Awards Banquet.

### **(k) Donor of the Year Award (Member)**

An award may be given to recognize an individual member for the most significant donation of funds, or gifts in kind given, to the NAWCC during the previous fiscal year. Personal labor shall not be factored into the award. With the donor's permission, the member's donation will be highlighted in the annually published Donor Recognition List and an article highlighting the gift published.

The Development Committee will be responsible for selecting the Donor of the Year (Member), with the Board's approval. In rare cases, two or more awards may be presented. With the donor's permission, the recipient's name will be inscribed on a master plaque located in NAWCC's corporate facilities.

### **(l) Donor of the Year Award (Chapters)**

An award may be given to recognize an individual chapter for the most significant donation of funds, or gifts in kind, given to the NAWCC during the previous fiscal year. Personal labor shall not be factored into the award. With the Chapter's permission, the donation will be highlighted in the annually published Donor Recognition List and an article highlighting the gift published.

The Development Committee will be responsible for selecting the Donor of the Year (Chapters), with the Board's approval. The Chapter's name will be inscribed on a master plaque located in NAWCC's corporate facilities.

### **(m) Kenneth D Roberts - Snowden Taylor Horological Research Award**

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 to the library and research center, 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 online equivalent;
3. Candidate must be an NAWCC member in good standing.

In years when awarded, a plaque will be presented to the recipient, if possible, during the National Awards Banquet. The award will be administered by the Awards

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Committee. Nominations for this award shall be submitted by members. Self-nomination is permitted. The recipient's name will be inscribed on a master plaque located in NAWCC's corporate facilities.

### **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.

##### **1. Meetings**

The Secretary will submit a draft of the minutes of all 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 by the Board, a Notice of Publication of Approved Minutes will be archived and published in the next available issue of an 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. The Executive Director, will be responsible for posting, archiving and maintaining the permanent record of Board actions, the Board approved text being provided by the Secretary.

##### **(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 unanimous consent, will be by yeas and nays, with the name and vote of each Director recorded in the minutes.

Votes of the Board on all motions for appointment of Board Officers shall be by secret ballot, with a separate vote to be taken for each candidate. 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.

## NAWCC STANDING RULES

### (d) Motions and Directives

The Secretary will maintain a permanent record of all motions and directives of the Board.

Any new or amended Standing Rules approved by the Board, will be applied by the Governing Documents Committee to the existing Standing Rules, together with a record of the date of approval. Within 30 days of the Board approval of amendments, the amended Standing Rules will be submitted, by the 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) Normal Sessions

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 may attend, but are not permitted to participate unless specifically called upon or invited to speak by the Board Chair.

Meetings may be called by the Board Chair, or upon the vote of a majority of the Directors. Electronic meetings 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.

### (b) 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.

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.



## **NAWCC STANDING RULES**

Any person permitted to be present during an Executive Session is honor bound not to divulge anything that occurred.

No topic discussed in executive session may be discussed outside executive session without a motion to disclose the discussion, or authorize it to be published in any manner, 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 disclosure of items from executive 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**

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 vacancy in accordance with Article I, Section 2 of the Bylaws.

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 slate of candidates 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 meet in Executive Session to appoint a candidate to fill the vacancy.

## **ARTICLE IV CHAPTERS**

### **Section 1. Chapter Policy and Procedure Handbook**

The Chapter Relations Committee shall develop and maintain a Chapter Policy and Procedure 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:

## **NAWCC STANDING RULES**

1. Submission of a petition or other request for formation to be recognized as a NAWCC chapter.
2. 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.
3. Statement of recognition of NAWCC membership requirements for chapter membership.
4. 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 VIII 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 sole authority to establish policies, goals, and duties for all committees.

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

1. All Committees 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

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and action as needed.

2. 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 approved by the Board.
3. 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 Handbook of Policies and Procedures**

Each committee defined herein, is required to develop a handbook of current policies and procedures for its operation. The handbook to be titled *{committee name} Policies and Procedures Handbook*. The handbook shall be submitted to the Board for approval at least every two years, marked as either the '*current version*' or '*revised version*'.

### **(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 distributed in a subsequent NAWCC publication.

#### **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**

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. 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

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unless reappointed by the incoming committee chair.

### **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**

The Governing Documents 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. Sitting members of the current Board may not serve on the Ethics 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**

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**

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

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

The Nominating and Elections Committee hereinafter referred to as the NEC, will be

## **NAWCC STANDING RULES**

responsible for conducting the business of and managing the election and appointment processes for members of the Board and elected members of the NEC.

- Each election year, the Official Ballot shall be distributed to each member not earlier than 60 nor later than 45 days prior to the ballot due date. The method of distribution shall be determined by the NEC.
- The NEC will issue a call for nominations for appointed Directors in an 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**

The Board may establish Operational Committees. The Board may change the reporting relationship of these committees to become Standing Committees if deemed appropriate.

#### **(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 a Chapter Policy and Procedure Handbook, to be approved by the Board. A policy and procedure section for chapter formation and approval, is defined in Standing Rules Article IV Section 2(a) that will be approved separately by the Board and incorporated herewith by reference.

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### **(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**

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;
- Maintaining a calendar of national conventions and regional meetings;
- 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

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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 general 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 4: Special Committees**

As provided in Bylaws Article III Section 4, the Board may appoint Special Committees to address specific tasks, initiatives, and needs as appropriate. The committee term is limited to the remaining term of the appointing Board unless terminated earlier. 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

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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 all issues of NAWCC publications, the NAWCC website, 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.

### 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 at 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



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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**

#### **(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 general 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 in NAWCC publications.

#### **(b) Advertising**

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 general public to experience in-depth educational lectures workshops on all aspects of the art and science of horology.

#### **(a) 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

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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 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 Policy and Procedure 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 general 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,

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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

1. 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 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.
2. 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.
3. 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 Controller and approved by the Board of Directors before expenses are incurred, or obligation with any 3rd party is contractually agreed.
4. A final line-item detail budget, including all speaker and volunteer complimentary expenses, shall be submitted by the Event Treasurer, reviewed

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by the Controller, and approved by the Board of Directors at least 6 months in advance of the event.

5. Submission of the preliminary budget and final budget shall coincide with the Board of Directors annual budget planning cycle.
6. Final event financials (final revenues and expenses, and net income or loss) shall be submitted by the Event Treasurer to the 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**

1. 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 Policies and Procedures Handbook and approved by the Board.

### **Section 2. Referendum Policies and Procedures**

The Governing Documents 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 Policies and Procedures Handbook and approved by the Board.

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### 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.

### 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 general 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 and end on March 31 of the following calendar year.

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### 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 an NAWCC publication 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.

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### (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 Kathleen H. and Wilbur L. Pritchard Award Fund.
7. The Time Symposium Fund.

## **NAWCC STANDING RULES**

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.

### **(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 manager(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 cataloging, indexing and other related duties.
3. For capital equipment.
4. For any other need of the Library and Research Center as recommended by the Library Collections Committee, excluding collection acquisitions.



## **NAWCC STANDING RULES**

### **(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 publications, education or any NAWCC activity other than the Museum or the 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 and Research Center, 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

## NAWCC STANDING RULES

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.*

### **(i) Kathleen H. and Wilbur L. Pritchard Award Fund**

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

## **NAWCC STANDING RULES**

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 principal objective of this fund, in accordance with the approved NWCM Collections Management Policies and Procedures as mandated in Article XIV Section 4. 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 deaccession 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 principal objective of this fund, in accordance with Collections Development and Collections Management Policies and Procedures as mandated in Article XIV Section 4. Library Staff working with the Executive Director are responsible to use monies from the fund, subject to the conditions established in the Library and Research Collection Plan, contained within the Library Collection Committee's Handbook, as required in Article V Section 1.(c) of these Rules.

### **(l) NAWCC Charitable Gift Annuity Fund**

The Board herewith establishes the NAWCC Charitable Gift Annuity Fund, to be

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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 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 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**

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 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

## **NAWCC STANDING RULES**

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).

### **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 of the NAWCC website.

#### **(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**

When a motion is raised at the Board to change the dues, that motion shall clearly identify both the current and proposed dues 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

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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.

The NAWCC website will provide online services to its members in support of membership application, dues payments and account management.

#### **(b) Publication Services**

The NAWCC will provide online 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 an online catalog of its holdings.

#### **(d) Museum Services**

The NAWCC will provide an online 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 online discussions, event registration services, online general purpose websites and other services as resources are available.

#### **(f) General 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 general public.

#### **(g) Business Directory**

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

### **Section 3. NAWCC Online Advertising**

The NAWCC will provide space on all appropriate Internet venues for advertising promotion of materials, events and services that conform to the Bylaws and statutory regulations concerning 501(c)(3) organization. The fees from these advertisements will be treated as related business income.

### **Section 4. NAWCC Board Electronic Venues**

The Board has authorized electronic venues for the purpose of conducting electronic

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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 "Fortunat Mueller-Maerki Library and Research Center" hereinafter Library or LARC.

**(b) Library Policies and Procedures Handbook**

A Library Policies and Procedures Handbook 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 Website.

**(b) Member and General Public Services**

Library materials shall be accessible to members and the general public according to policies and procedures incorporated in the Library Policies and Procedures Handbook 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

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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 member is defined in the Bylaws. A Regular Member is a member who has not been admitted in one of the membership classes defined hereinafter. 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 hard copy 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) 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.

### **(d) Youth Members**

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.

### **(e) Contributing Members**

Contributing Members shall consist of individuals and business or corporate entities



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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.

### **(f) Lifetime Members**

Regular 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 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) Introductory Members**

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. Benefit**

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 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.

### **(h) Student Members**

The criteria applicable to this membership class are as follows:

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### **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.

#### **(i) Legacy Members**

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. Upon reinstatement, they will be re-allocated 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**

The Executive Director will be responsible for developing policies and procedures

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regarding the use of all personal information collected and/or retained for member enrollment, member renewal, membership rosters and any other process or procedure where personal information is collected, 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 Board 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**

Guests are non-members. They include immediate family, friends, and members of the 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 non-member 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:

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### **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. 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 and 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.

## **(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.

### **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. They are provided NAWCC promotional materials and not charged a fee.

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### **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 delivery of education to its membership and the general public.

### **Section 1. Operations**

Where feasible, the Museum's operations and associated policies and procedures, shall follow the American Alliance of Museum's National Standards and Best Practices for U.S. 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 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 4. 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 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 Gift Shop**

The NAWCC Gift Shop 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:

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- To promote resources to members and the general public beyond those available from chapters;
- To provide opportunities to educate members and the general 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 general 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 general public.
- 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 facilitate the Regular Annual Meeting, as approved by the Board, and to support the host chapter.

### **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 holidays. Requests to hold a regional on a concurrent date with another regional shall be evaluated and resolved by the Convention Committee.

#### **(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 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.

## NAWCC STANDING RULES

### **(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; policy details are available from the 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 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.

## **NAWCC STANDING RULES**

### **(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**

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 approved by a majority of the Board present and voting. After approval, they shall then 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**

The Board Chair may 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 may select the National Representative for each regional meeting from all members of the Board, including the Executive Director but not Legal Counsel. If a regional meeting chair requests a specific Board member, the Board Chair will take that under consideration. A Board member should not serve as the representative for a given regional meeting in consecutive years.

### **(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.



## NAWCC STANDING RULES

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 Governing Documents 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:

- Governance Documents (Articles of Incorporation, Bylaws, Standing Rules, and Motions and Directives of the Board).
- Policies and procedures that are incorporated by reference in these Standing Rules Board Procedures.
- Committee Policies and Procedures Handbooks.
- 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 a publication of the NAWCC and shall be published a minimum of 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. The Mart & Highlights shall contain news reports and details of events submitted by the chapters, horological news, and other items 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*

## **NAWCC STANDING RULES**

*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**

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 well-being 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,

## **NAWCC STANDING RULES**

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.

## NAWCC STANDING RULES

### APPENDIX I. AMENDMENT HISTORY (TO OCTOBER 2020)

This is a list of the amendments that were recorded in the May 2020 version of the Standing Rules. It records the changes that were made prior to version control and archiving, established in April 2021 to coincide with the approval of Version 1.0 of the re-formatted Standing Rules.

#### AMENDED: JULY 2012

##### ARTICLE X FINANCIAL MATTERS

Section 8. Dues

Preamble

##### ARTICLE XV NATIONAL CONVENTIONS AND REGIONAL MEETINGS

Section 7. Board Representation at Regional Meetings

(a) Selection

#### AMENDED: JULY 2012

##### ARTICLE X FINANCIAL MATTERS

Section 8. Dues

Preamble

##### ARTICLE XV NATIONAL CONVENTIONS AND REGIONAL MEETINGS

Section 7. Board Representation at Regional Meetings

(a) Selection

#### AMENDED: DECEMBER 2012 (effective January 2013)

##### ARTICLE V COMMITTEES

Section 1. General

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

#### AMENDED: JANUARY 2013

##### ARTICLE II AWARDS AND RECOGNITIONS

Section 2. Special Awards

(a) Wilbur L Pritchard Award

(f) Golden Circle Award

##### ARTICLE V COMMITTEES

Section 1. General

(e) Committee Member Term of Office

## **NAWCC STANDING RULES**

### **AMENDED: MAY 2013**

#### **ARTICLE V COMMITTEES**

##### Section 2. Standing Committees

- (b) Governing Documents Committee
- (e) Library Collections Committee
- (f) Museum Collection Committee

### **AMENDED: JUNE 2013**

#### **ARTICLE XIII MEMBERS**

##### Section 1. Classes of Members

- (f) Lifetime Members

### **AMENDED: JULY 2013**

#### **ARTICLE V COMMITTEES**

##### Section 2. Standing Committees

- (f) Museum Collection Committee
- (g) Nominating and Elections Committee

### **AMENDED: SEPTEMBER 2013**

#### **ARTICLE XIII MEMBERS**

##### Section 1. Classes of Members

- (h) Introductory Members

### **AMENDED: SEPTEMBER 2014**

#### **ARTICLE XV NATIONAL CONVENTIONS AND REGIONAL MEETINGS**

##### Section 2. Scheduling

- (a) Schedule Conflict Avoidance

### **AMENDED: NOVEMBER 2015**

#### **ARTICLE III BOARD OF DIRECTORS**

##### Section 4. Vacancy in Office

## **NAWCC STANDING RULES**

### **AMENDED: JULY 2016**

#### **ARTICLE II AWARDS AND RECOGNITIONS**

##### Section 1. Certificates

- (e) Watch & Clock Traveling Workshop Certificate of Appreciation

#### **ARTICLE VII Education**

##### Section 1. Watch and Clock Traveling Workshop Program

### **AMENDED: OCTOBER 2016**

#### **ARTICLE II AWARDS AND RECOGNITIONS**

##### Section 1. Certificates

- (d) Watch & Clock Traveling Workshop Certificate

#### **ARTICLE VII Education**

##### Section 1. Watch and Clock Traveling Workshop Program

- (b) Advertising

### **AMENDED: JULY 2018**

#### **ARTICLE VI CORPORATE OPERATIONS**

##### Section 2. Employees

- (d) Employee Retirement Fund

### **AMENDED: MAY 2019**

#### **ARTICLE II AWARDS AND RECOGNITIONS**

##### Section 2. Special Awards

- (n) Kenneth D Roberts - Snowden Taylor Horological Research Award

#### **ARTICLE V COMMITTEES**

##### Section 1. General

- (e) Committee Chair Term of Office

#### **ARTICLE X FINANCIAL MATTERS**

##### Section 6. Endowment and Board Restricted Funds

- (m) The Symposium Fund

## **NAWCC STANDING RULES**

### **AMENDED: JUNE 2019**

#### **ARTICLE X FINANCIAL MATTERS**

##### Section 6. Endowment and Board Restricted Funds

- (a) Establishment of Endowment and Investment Funds
- (n) Museum Director Endowed Position Fund
- (p) Digital Archivist Endowed Position Fund
- (q) Fred Tishler Online Workshop Program Endowment Fund

### **AMENDED: JANUARY 2020**

#### **ARTICLE III BOARD OF DIRECTORS**

##### Section 2. Meetings

- (d) Executive Sessions

### **AMENDED: MARCH 2020**

#### **ARTICLE XIII MEMBERS**

##### Section 1. Classes of Members

- (e) Youth Members
- (j) Legacy Members

##### Section 3. Membership Information

Preamble

##### Section 5. Guests

Preamble

### **AMENDED: APRIL 2020**

#### **ARTICLE V COMMITTEES**

##### Section 3. Operational Committees

- (d) Convention Committee

#### **ARTICLE XIII MEMBERS**

##### Section 1. Classes of Members

- (c) Family Members

## **NAWCC STANDING RULES**

**AMENDED: OCTOBER 2020**

### **ARTICLE V COMMITTEES**

Section 2. Standing Committees

(b) Governing Documents Committee

Section 3. Operational Committees

Preamble

(d) Convention Committee



## NAWCC STANDING RULES

### APPENDIX II. AMENDMENT HISTORY (POST OCTOBER 2020)

The Standing Rules were subject to significant re-formatting and amendment following the approval of revised Bylaws in September 2020. Version control has been initiated and as a version designation has not been used previously, the first approved version has been identified as Version 1.0.

This appendix will be maintained to identify significant changes made in Version 1.0 and all subsequent versions.

### VERSION 1.0 AMENDMENTS

**April 2021:**

**Submitted to the Board for review.**

#### **(A) SECTIONS DELETED**

*NOTE: deleted sections identified as in September 2020 Standing Rules*

#### **ARTICLE II AWARDS AND RECOGNITIONS**

Section 2. Special Awards

(k) New Member Recruitment Award

#### **ARTICLE III BOARD OF DIRECTORS**

Section 2. Meetings

(b) Special Meetings

(c) Electronic Meetings

#### **ARTICLE XIII MEMBERS**

Section 1. Classes of Members

(c) Family members

(f) Lifetime members

#### **(B) SECTIONS SIGNIFICANTLY AMENDED**

#### **ARTICLE II AWARDS AND RECOGNITIONS**

Section 2. Special Awards

(a) Kathleen H. and Wilbur L. Pritchard Award

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

#### **ARTICLE III BOARD OF DIRECTORS**

Section 2. Meetings

(a) Normal Sessions

## **NAWCC STANDING RULES**

### **ARTICLE V COMMITTEES**

#### Section 1. General

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

#### Section 2. Standing Committees

- (b) Governing Documents Committee

#### Section 3. Operational Committees

##### Preamble

- (c) Membership Committee

### **ARTICLE IX ETHICS, CONDUCT, AND BEHAVIOR**

#### Section 1. Codes of Ethical Conduct

##### Preamble

### **ARTICLE XV NATIONAL CONVENTIONS AND REGIONAL MEETINGS**

#### Section 2. Scheduling

- (a) Schedule Conflict Avoidance

### **(C) SECTIONS ADDED**

#### **ARTICLE XI INTERNET ACTIVITIES**

##### Section 3. NAWCC Electronic Communications

###### 2, Contact Us

### **VERSION 2.0 AMENDMENTS**

#### **May 2021:**

**Amended following Board review of Version 1.0;**

**Submitted to the Board for approval.**

#### **(A) GLOBAL CHANGES**

**Designation of the descriptor 'official' for NAWCC publication(s) removed.**

**Inconsistent use of award presentation venue addressed.**

#### **(B) SECTIONS DELETED**

***NOTE: deleted sections identified as in Standing Rules V.1.0***

#### **ARTICLE X FINANCIAL MATTERS**

##### Section 6. Endowment and Board Restricted Funds

- (a) Establishment of Endowment and Investment Funds

- (n) Museum Director Endowed Position Fund

## **NAWCC STANDING RULES**

(o) Digital Archivist Endowed Position Fund

(p) Fred Tischler Online Workshop Program Endowment Fund

### **ARTICLE XI INTERNET ACTIVITIES**

Section 3. Electronic Communications

## **(C) SECTIONS AMENDED**

### **ARTICLE II AWARDS AND RECOGNITIONS**

Preamble

Section 1. Certificates

(d) Watch and Clock Traveling Workshops Certificate

(e) Watch and Clock Traveling Workshop Coordinator Certificate of Appreciation

(g) Chapter of the Year Award

Section 2. Special Awards

(a) Kathleen H. and Wilbur L. Pritchard Award

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

(h) Old Timer of The Year Recognition Award

(k) Donor of the Year Award (Member)

(l) Donor of the Year Award (Chapters)

### **ARTICLE V COMMITTEES**

Section 1. General

(e) Committee Chair Term of Office

Section 2. Standing Committees

(g) Nominating and Elections Committee

### **ARTICLE X FINANCIAL MATTERS**

Section 6. Endowment and Board Restricted Funds

(l) Kathleen H. and Wilbur L. Pritchard Award Fund

### **ARTICLE XI INTERNET ACTIVITIES**

Section 4. NAWCC Online Advertising

### **ARTICLE XIV MUSEUM**

Section 1. Operations

## **NAWCC STANDING RULES**

### **ARTICLE XV NATIONAL CONVENTIONS AND REGIONAL MEETINGS**

#### Section 7. Board Representation at Regional Meetings

Preamble

(a) Selection

### **ARTICLE XVII PUBLICATIONS**

#### Section 1. Watch & Clock Bulletin

Preamble

### **(D) SECTIONS REINSTATED & AMENDED**

### **ARTICLE XIII MEMBERS**

#### Section 1. Classes of Members

(f) Lifetime Members

## **VERSION 3.0 AMENDMENTS**

**June 2021:**

**Amended following Board review of Version 2.0;**

**Submitted to the Board Secretary for dissemination.**

### **(A) GLOBAL CHANGES**

**NONE**

### **(B) SECTIONS DELETED**

**NONE**

### **(C) SECTIONS AMENDED**

### **ARTICLE II AWARDS AND RECOGNITIONS**

#### Section 2. Special Awards

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

### **ARTICLE III BOARD OF DIRECTORS**

#### Section 1. Records

(d) Motions and Directives

### **(D) SECTIONS REINSTATED & AMENDED**

**NONE**