

**NATIONAL ASSOCIATION OF WATCH AND CLOCK COLLECTORS, INC.
BOARD OF DIRECTORS CODE OF ETHICAL CONDUCT Adopted December
5, 2004 Amended May 30, 2007; December 6, 2008; May 28, 2011; September 28, 2013;
September 30, 2021**

Preface

The Board of Directors (hereinafter referred to as “Board”) consists of volunteers entrusted to represent and actively engage the Membership of the National Association of Watch and Clock Collectors, Inc. (NAWCC). The Board determines the mission, establishes governing policies, and monitors financial and program performance of the NAWCC.

Those serving on the Board understand and agree that loyalty to the NAWCC and its interests always takes precedence over their individual, personal, professional and business interests. All actions of the Board and its individual members shall be based on the fundamental values of honesty, integrity, fairness, respect, trust, responsibility, accountability and devotion to duty.

The Board is responsible for the quality and integrity of governance. It must always be aware that the NAWCC’s not-for-profit mission is accomplished through the generosity of Members and others, and accordingly, it has an obligation to provide relevant and competently managed programs.

The Board shall be responsible for its own development, discipline and performance. In all activities, the Board shall comply with applicable local, state and federal laws, and the Articles of Incorporation, Bylaws and Standing Rules of the NAWCC. Board members also shall abide by this specific Code of Ethical Conduct developed to guide their activities, as well as the NAWCC Member Code of Ethical Conduct.

For the purposes of this document, “family” means ancestors, descendants, spouse or significant other, and siblings of the person and the spouse/significant other. Further, the word “his” is defined as generic to represent all genders and no other connotation is to be implied. Where appropriate the singular shall mean the plural and the plural shall mean the singular.

A. Conditions of Board Membership

1. Board members must be NAWCC Members.
2. No Member shall be considered for Board service if
 - a. He has a felony conviction or
 - b. He has been disciplined by the Ethics Committee, the Board, or any other duly constituted NAWCC authority.
3. Each Board member shall disclose any current or potential conflicts of interest before starting his term of office and shall report during his tenure any additional conflicts of interest that may arise. Each Board member shall recuse himself from voting on any matter that involves his conflicts of interest. The Board shall decide action to be taken regarding any conflict of interest, up to disqualification of candidates or removal of current members from the Board.
4. No employee of the NAWCC shall serve as a member of the Board until the expiration of five years from termination of employment.
5. No family member of the NAWCC paid staff shall serve on the Board.
6. No Board member shall serve as a member of the paid NAWCC Headquarters staff until the expiration of three years after service on the Board.
7. No Board member shall participate in partisan political activity when acting on behalf of the NAWCC or its Membership.

8. The Board shall not enter into any agreement for purchase of goods and services, nor permit the NAWCC or its representatives to enter into any such agreement that may provide any direct or indirect economic benefit to any member of the Board, his family, or any staff member.
9. A Board member shall not make promises or commitments on behalf of the Board or Association unless authorized to do so by action of the Board, Standing Rules, or Bylaws.
10. Purchases by Board members and their families from the NAWCC, including any item being deaccessioned from NAWCC collections or disposed of by any NAWCC corporate activity, shall be limited to items available for sale to the public or Members . Any discounts given shall be limited to those available to all Members.
11. Board members and their family shall not sell items from their collections, either directly or indirectly, to the NAWCC during their term of office.
12. Board members and their family shall not compete, either directly or indirectly, against the NAWCC for Horological items that the NAWCC is authorized to purchase.
13. NAWCC awards, as defined in the Standing Rules, to all Board members and members of their families shall be processed through normal channels for approval. The Board member affected shall recuse himself on all associated votes.

B. Responsibilities

1. The Board shall ensure that policies, procedures and decisions safeguard the assets and future viability of the NAWCC.
2. The Board shall establish and monitor accounting and financial policies and procedures consistent with generally accepted accounting practices.
3. Board members shall participate in all physical and electronic Board meetings as a primary responsibility. Nonparticipation shall be dealt with as stated in the Bylaws and/or Standing Rules.
4. In performing their duties, Board members shall use the same degree of care, skill and caution under the circumstances then prevailing that a prudent person, acting in a like capacity and familiar with such matters, would use in the conduct of an enterprise of like character and with like aims.
5. When the Board has issued information to obtain feedback, all Board Members will act appropriately to elicit responses from our members without bias.
6. Members of the Board must respect the authority of the Executive Director in all matters related to the operation and management of the NAWCC and its Staff. During the course of normal business, contact between Board members and Staff members will be necessary and will be permitted. Members of the Board may not request Staff engage in work or tasks, which are outside of their normal duties as assigned by the Executive Director. Any such requests must first be submitted to the Executive Director.

As personnel, administrative, or human resources issues may be the concern of the Board, the Board shall be available to hear such complaints and concerns from Staff. Staff may, without retaliation, approach any Board member if the staff member believes there is a conflict of interest discussing the matter with the Executive Director. The Board member shall be free to consult NAWCC legal counsel at any time.

Board members ultimately have a right and a duty to be informed concerning any such issues which may impact the functioning of the organization. Unless otherwise advised by Legal Counsel, it will be the responsibility of the Director to whom the staff member has communicated the details of any such issues to advise the full Board in closed executive session at a board meeting or on the Board of Directors message board. Unless directed otherwise by Legal Counsel, in no case shall more than 30 calendar days be permitted to elapse before the issue is posted on the Board of Directors message board or it is discussed during an executive session of the Board.

C. Stewardship of Collections

1. The Board is vested with the stewardship of the collections of the National Watch and Clock Museum (Museum) and the NAWCC Library and Research Center (LARC), and has a duty to maintain, protect and enhance them.
2. The Board shall ensure that all collections are lawfully held, unencumbered, adequately housed, secure, safe, conserved, preserved, and documented.
3. The Board shall ensure that proper standards of protection are in place at all times against hazards such as theft, fire, flood, vandalism and deterioration.
4. The Museum and LARC collections are held in public trust and may not be treated as liquid assets.
5. The Board, in its official capacity, shall not engage in any activities that provide appraisals of items for the NAWCC Membership or general public.
6. The Board shall not involve the Museum with items they know or suspect to be illegally or illicitly acquired, transferred, imported or exported. They shall not act in any way that could benefit such activity directly or indirectly. Where there is reason to suspect illegal conduct, the proper authorities shall be notified.
7. The Board shall ensure that proceeds from the sale, trade or other disposition of items from collections of the Museum or LARC are used solely for acquisition and/or conservation of items in the Museum or LARC collections.

D. Compensation, Gifts, and Expenses

1. Board members shall serve without compensation.
2. Board members and their family shall not receive direct personal financial gain of any kind as a result of their position on the Board.
3. Board members shall not accept or solicit gifts, favors, or entertainment from any NAWCC Member, staff, any current or potential vendor or contractor doing business with the NAWCC, or any others who could influence or compromise the ability to impartially participate in the governance of the NAWCC.
4. Expenses and equipment required for normal Board activities shall be the responsibility of each individual Board member without reimbursement from the NAWCC. Such expenses include, but are not limited to, computer, fax machine, telephone calls, Internet and email access, and office supplies.
5. Receipt of travel expenses or any other form of compensation or reimbursement from any corporate entity, business, or person for NAWCC business-related activity must be approved by the Board Chair, prior to the event if possible, and disclosed to the full Board within 30 days following each such event.
6. Board members may claim reimbursement for expenses incurred for participation in approved

NAWCC activities in accordance with and as defined by the NAWCC Travel Expense Policy.

E. Fundraising

All fundraising activities carried out by the NAWCC shall be in compliance with policies adopted by the Board. Such policies shall address the ethics and confidentiality of fundraising, appropriate recognition of donors, and other related matters. Notwithstanding those policies, the following shall apply:

1. Board members shall respect the privacy of donors and safeguard the confidentiality of information that a donor would reasonably expect to be private.
2. Board members shall not solicit NAWCC staff members in any type of fundraising.
3. Board members' interfaces with potential donors should be free of undue influence or pressure and should be respectful of the needs and interests of donors.
4. Board members shall support the fundraising efforts of the NAWCC to the extent of their means.
5. The Board shall ensure that all materials and information used in fundraising are accurate and honest and promote trust in both the process and the NAWCC.
6. The Board, along with the Executive Director, shall ensure that all restrictions placed on donations by a donor are strictly enforced and that appropriate accounting practices shall be established and monitored to ensure compliance with such restrictions.
7. The Board, along with the Executive Director, shall ensure that all donors are adequately and appropriately recognized in a timely manner.

F. Consequences of Violations

1. Board members may be disciplined or removed for any reason including violation of this code. Board members may also be disciplined or removed for violation of ethical or legal standards when such violations may harm the reputation of the NAWCC or compromise the ability of the staff or Board to function effectively. Such violations shall include, but not be limited to, conviction of a felony, acts of dishonesty, disclosure of confidential, privileged or proprietary information, violence, harassment, discrimination, breach of policy, threatening physical harm to another, or public scandal. In such cases, the remainder of the Board shall have sole and absolute authority to suspend or remove the Board member as a member of the Board and of the NAWCC.
2. A Board member shall be automatically removed should he incur two consecutive absences from physical meetings for any reason, as provided in the Bylaws Article I Section 8.
3. A Board member who does not participate in the regular monthly electronic meetings of the Board shall be disciplined, up to removal, as stated in the electronic meeting procedures authorized by Article III Section 2 (c). of the Standing Rules.

G. Acknowledgment

1. Candidates for election or appointment to the Board
Before participating in an election for membership on the Board, or before appointment to the Board, all potential candidates for the Board shall perform the following four tasks:
 - a. Read the Board of Directors Code of Ethical Conduct.
 - b. Understand and agree to all aspects of the Board of Directors Code of Ethical Conduct.
 - c. Disclose any actual, perceived, or potential conflicts of interest.
 - d. Complete and sign the form in Section H. to acknowledge and certify that all requirements of this section of the code have been met. Return the form to the address shown thereon.

Any potential candidate that fails to comply with these requirements will be disqualified and may not stand for a Director position, either by election or appointment.

2. **Biennial Reconfirmation of Acknowledgement**

At the seating of each new Board following the biennial general election and appointment of Directors, all Board members whose term of office has not expired shall complete, sign, and return a new copy of the affidavit in Section H.

3. **Change in actual, perceived, or potential conflicts of interest**

As noted in Section A. 4., should additional conflicts of interest arise or the Status of previously disclosed conflicts change at any time during his term of office each Board member shall complete, sign, and return a new copy of the affidavit in Section H, disclosing such additional conflicts or changes.

H. Affidavit

1. I acknowledge that I have read, understand, and agree to all aspects of the NAWCC Board Code of Ethical Conduct.
2. I agree to complete, sign, and return a new copy of this Affidavit (a) each two years, at the seating of a new Board, and (b) at any time during my term of office should any new conflicts of interest arise or the status change for any previously disclosed conflict.

By: _____ **(Signature)**

Name: _____ **(Print Name)**

Date: _____

Return the completed, signed, and dated form to:

NAWCC, Inc.
Attn: Chair, Nominating & Elections Committee
514 Poplar Street Columbia, PA 17512