

CHAPTER CONSTITUTION

Article 1: Name

The name of the organization shall be the Maryland Free State Chapter of the National Association of Watch and Clock Collectors, Inc. and designated Chapter 141.

Article 2: Purpose

The Chapter shall operate and exist for the purpose of encouraging and stimulating interest in the art and science of horology for the benefit of the public and its members, by taking active measures to:

- Promote and provide education and research in the art and science of horology,
- Foster a genuine interest in collecting timepieces, literature, data, and tools all related to the field of horology,
- Cooperate with individuals, other Chapters, other institutions, and the public to stimulate genuine interest in the collection, conservation, interpretation, and exhibition of timepieces and other horological items,
- Promote and provide opportunities for volunteerism and camaraderie in interests related to horology,
- Provide Chapter members the opportunities to buy, sell, trade, evaluate, and/or exhibit horological items and materials,
- Participate in and support the purposes, activities, and programs of the National Association of Watch and Clock Collectors, Inc.

Article 3: Non-Profit

The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code.

Article 4: Bylaws

The Chapter shall, by the enactment of suitable Bylaws, provide for the election of officers, the length of term, the conduct of meetings, the determination of dues, and any other matters as may be necessary.

Article 5: Membership

Any person or institution who is a member in good standing of the National Association of Watch and Clock Collectors, Inc. is eligible for membership in this Chapter upon paying an annual membership fee to be specified by the Board of Directors.

Article 6: Officers and Board of Directors:

The governing authorities of the Chapter shall consist of the following:

- a. The Chapter officers shall consist of a President, Vice-President, Secretary, and Treasurer. The Secretary and Treasurer positions may be combined into one position.

- b. The Immediate Past-President shall be a member of the Board of Directors (Board) of the Chapter.
- c. The Directors shall be selected as provided for in the bylaws. The number of Directors shall be as determined in the Bylaws.
- d. The Chapter officers, together with the Immediate Past-President and the Directors, shall constitute the Board of Directors (Board) of the Chapter. The Board shall have full authority in all matters as defined in this Constitution or the Bylaws and shall manage and control the business and property of the Chapter.
- e. The Chapter officers shall constitute an Executive Committee for the purpose of conducting business of the Chapter between meetings of the Board.

Article 7: Use of Earnings

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article 8: Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article 9: Amendments

Amendments of the Constitution may be proposed and adopted by the following manner:

- a. By proposal for an amendment at a regular Board meeting.
- b. By proposal for an amendment at a regular Chapter meeting by any member.

Ratification and adoption of the amendment shall be by a two-thirds majority vote of the full Board, a quorum being present at a Board meeting designated for that purpose. If a proposal for an amendment is made and adopted in accordance with this Article 9, the same shall be published and made known to all Chapter members through the Chapter newsletter.

Article 10: Fiscal Year

The Fiscal year for the Chapter shall begin 01 July of each year.

Date adopted or amended: March 10, 2010.

We certify that this is copy of the constitution adopted or amended on the above date.

Original Signed by Lou Orsini
President

Original Signed by Neil Amrine
Treasurer

CHAPTER BY-LAWS

Article 1: Officers and Council

Section 1: Composition

The officers and members of the Board of Directors are those named in the Constitution of the Chapter. There shall be at least two, but no more than five Directors. The President and Secretary hold the same positions in the Board of Directors.

Section 2: Duties

Duties of Chapter Officers are as follows:

- a. President. The President shall preside at all meetings of the Chapter and of the Board of Directors. He/she shall present a report on the affairs of the Chapter at its Annual Meeting. In the absence or inability of the President to act, the Vice-President shall be vested with all the powers and duties or these By-Laws vested in the President.
- b. Vice-President. The Vice-President shall perform all duties of the President, as required, and shall serve as Program Committee Chairman.
- c. Secretary. The Secretary shall (1) keep the records of all meetings of the Chapter and of the Board of Directors., (2) keep on file all available published notices concerning the Chapter and its affairs, (3) have charge of the Chapter's correspondence, and (4) issue all requisite notices. All files acquired by the Secretary shall be and remain the property of the Chapter. The Secretary shall also maintain a historical record of the Chapter; and maintain an up-to-date roster of Chapter members and a copy of the inventory of all Chapter property.
- d. Treasurer. The Treasurer shall pay all bills subject to the approval of the President, and maintain the accounts of the Chapter. The Treasurer shall also render a detailed written financial report at any meeting, when requested to do so, and at the Chapter's Annual Meeting.
- e. Board of Directors. The Board of Directors shall have authority to determine all questions of policy and procedure not otherwise provided for in these By-Laws.

Section 3: Terms of Office

The term of office for Chapter officers and Board members is as follows:

- a. Officers. The term of office of the President, Vice President, Secretary and Treasurer shall be two (2) years.

b. Directors. Each Director shall hold office for four years. In the first year of the Chapter's existence, three shall be elected for two (2) years, and two for three (3) years. Thereafter, the terms will be four (4) years.

c. General. Terms of office for Officers and Directors, except the Secretary and Treasurer, shall be one term in that office. They shall be eligible for re-election for one additional consecutive two (2) year term. The term of office shall commence immediately after the adjournment of the election meeting at which they were elected, unless they succeed themselves.

d. Vacancies/resignations. In the case of a vacancy occurring in any of the elected offices, the President, subject to the approval of the Board of Directors, shall fill such vacancy by appointment, which shall continue in force until the next election meeting. An Officer or Director who wishes to resign may do so upon fifteen (15) days written notice to the President. The President, with approval of the Board of Directors, shall have the right to request the resignation of a Board of Director member in writing.

Compensation. No Officer or Director, or a member of any committee, shall receive any monetary compensation for their services.

Chapter Representation. The President, or a member appointed by the President, shall be the Chapter's representative to NAWCC, Inc.

Article 2: Elections

Section I: Election Meeting

The election of Officers and Directors shall be held biannually in connection with the regular Chapter meeting closest to the start of the fiscal year. The Nominating and Elections Committee shall conduct the business of electing the Chapter's Officers and Directors, as stipulated in Article III, Section 4 of the By-Laws.

Section 2: Selection of Candidate

The Committee shall call for nominations from Chapter members at no less than three (3) Chapter meetings prior to the election meeting. At that time information and instructions (form and content) for filing of nominating petitions will be provided. At the Chapter meeting scheduled for two dates prior to the election meeting, the Committee will announce its selections and shall repeat its call for petitions. A separate petition for each office must be received by the Chairman of the Nominating and Elections Committee prior to the date of the Chapter meeting preceding the election meeting. Each petition must be signed by a minimum of five (5) Chapter members in good standing. Only nominees listed on the official ballot may be elected to an office and each candidate must have been selected by the Committee or by petition.

Section 3: Ballot

The official ballot will be prepared by the Committee and approved by the Board of Directors. It shall be mailed to each member with the meeting notice for the election meeting, and shall contain instructions for the ballot's return. The letters "C" or "P" shall be placed after each nominee's name on the ballot to indicate whether the candidate was selected by the Committee, or by petition.

Section 4: Voting

Each Chapter member shall indicate his/her choice of candidate on the official ballot. Members may cast their ballots either in person at the designated meeting, or by absentee ballot by mail. Only ballots received by mail (prior to the designated meeting) or in person by a Committee member shall be considered for voting.

Section 5: Certification

The Nominating and Elections Committee shall carry out the duties of ballot counting at the designated meeting, together with a representative of each petition submitted for a candidate. The candidate receiving the largest number of votes for each office shall be declared elected to that office. In the event of a tie vote, the ballot counting group shall re-ballot its respective members at the designated meeting and the tied candidate receiving the majority of these votes shall be declared elected. The Chairman of the Nominating and Elections Committee shall certify those elected to the respective offices.

Article 3: Committees

Section 1: Standing Committees

There shall be three standing committees of the Chapter, and they are:

- a. Nominating and Elections Committee
- b. Program Committee
- c. Mart Committee
- d. Constitution and By-Law Committee

The standing committees are appointed by the President for the duration of the President's term of office except for the Program Committee which is chaired by the Vice-President.

Section 2: Special Committees

Special committees may be created at any time and shall consist of one or more members appointed by the President, with the approval of the Board of Directors. These special committees shall be responsible to the President and the Board of Directors. Any special committee shall be dissolved automatically upon the completion of the specific duties for which it was formed. The Chairman shall forward to the President, immediately, any records pertaining to the committees work.

Section 3: General

The President may, at any time, replace a committee person for reasons of resignation or non-performance of duty. Each committee shall consist of at least three (3) members, including the Chairman. The President of the Chapter shall be an ex-officio member of each committee.

Section 4: Nominating and Elections Committee

The Nominating and Elections Committee shall consist of the immediate Past-President serving as Chairman, and three members appointed by the President with the approval of the Board of Directors. The Committee shall be responsible for nominating Officers and Directors for the next election meeting and will conduct the business of electing Officers and Directors and determining qualifications.

Section 5: Program Committee

The Program Committee is chaired by the Vice-President and shall be responsible for providing a horological related program for each of the regular meetings of the Chapter.

Section 6: Mart Committee

The Mart Committee shall establish and maintain rules and regulations concerning the granting of the privilege to participate in the Mart. Mart rules and regulations must be approved by the Board of Directors before becoming effective and must be available in published form to each Chapter member when requested.

Section 7: Constitution and By-Law Committee

The Constitution and By-Law Committee shall be responsible for reviewing and updating the Chapter Constitution and By-Laws. Amendments shall be managed in accordance to Article 9 of the Constitution.

Article 4: Meetings

Section 1: Chapter Meetings

Chapter meetings shall be held a minimum of once every three (3) months. Notices of all meetings shall be sent to Chapter members not less than fourteen (14) days before the date scheduled.

Section 2: Board of Directors Meetings

Board of Directors meetings shall be held one or more times during any fiscal year. A special meeting may be called at any time by the President with the approval of a majority vote of the Board of Directors. Absent Board members may be represented and vote by proxy.

Article 5: Fiscal Year and Dues

Section 1: Fiscal year

The fiscal year of the Chapter shall begin July first in each year.

Section 2: Dues

The annual dues shall be determined by the Board of Directors. They are due and payable each year in advance, on the first day of the fiscal year. If the dues are not paid within two months thereafter, a notice shall be sent, and if unpaid thirty (30) days after this notice, the member shall be suspended automatically.

Article 6: Quorum

At any meeting of the Chapter duly called and held, a simple majority of the members attending shall constitute a quorum for the transaction of business except for that specified in Article 9 of the Constitution. A simple majority of the Board of Directors, or any appointed committee, present at any meeting shall constitute a quorum.

Article 7: Guests

Guests may be present at any meeting of the Chapter, provided they are accompanied by a Chapter member in good standing. They may not attend the Mart (this does not apply to NAWCC members present as guests). They shall have the usual privileges of guests, but not of members, and may not have the right to vote. A member's immediate family (spouse and children under 18) shall be extended all the privileges of membership except the right to vote.

Article 8: Property and Dissolution

Section 1: Ownership

Any property the Chapter owns shall be considered to be the property of Chapter members, except that no member may remove or sell his/her share under any condition.

Section 2: Custodian

The Treasurer, subject to the direction of the Board of Directors, shall hold all Chapter property and shall make a yearly accounting to the Board. A copy of the Chapter's property inventory shall be provided to the Secretary for record keeping purposes.

Section 3: Dissolution

In the event the Chapter dissolves, terminates, or has its charter recalled by NAWCC, Inc., all property owned by the Chapter shall, by a majority decision of the Board of Directors, be distributed to either:

- a. The National Association of Watch and Clock Collectors, Inc.,

b. Any other horological educational organization, such as a museum or school, provided that such an organization is of a nonprofit nature within the definitions of the U.S. Internal Revenue Service Code 502 (c)(3).

Article 9: Procedures

The deliberations of all Chapter meetings, the Board of Directors, or committee meetings, shall be governed by "Robert's Rules of Order, Newly Revised" except where they are inconsistent with the Constitution and By-Laws of the NAWCC, Inc., the Chapter, or any special rules of order of the Chapter.

Article 10: Amendments

Amendments may be proposed by a petition signed by 10 % of Chapter members in good standing, or by a proposal for a referendum for an amendment passed by the Board of Directors. If a proposal for an amendment is made, the proposal must be read at a regular Chapter meeting, or the membership notified of the proposal by mail, at least 30 days prior to the referendum. Two-thirds of the votes cast by members in good standing and present at the meeting must support the amendment in order to declare an amendment enacted. Votes may be cast either in person at the meeting, or by delivery of a signed, completed ballot to any member of the Board of Directors prior to the meeting. The amendment shall become effective immediately if approved.