

BYLAWS
OF
HEART OF AMERICA CHAPTER
OF THE
NATIONAL ASSOCIATION OF WATCH & CLOCK COLLECTORS, INC. (“NAWCC”)
and designated **Chapter 36**

ARTICLE 1: OFFICERS AND CHAIRS

Section 1: Officers

The duties of the Officers shall be the usual duties pertaining to these offices. The Officers shall constitute the Executive Committee of the Chapter, which shall have authority to carry out the business of the Chapter between meetings. They shall also perform such other duties as may be assigned to them by a majority vote of the Executive Committee. General duties of the Officers shall include, but not be limited to, the following:

The **President** shall:

- a) Provide active and responsible leadership to the Chapter,
- b) Conduct regular meetings of the Executive Committee and the Chapter,
- c) Coordinate activities of the Executive Committee and appoint members to Regular or Special Committees,
- d) Be the chair of the Executive Committee and the Chapter membership meetings, and an ex-officio member of all committees except the Nominating Committee,
- e) Compare actual practices of the Chapter for compliance with NAWCC requirements and the Chapter’s bylaws and Standing Rules,
- f) Provide the Secretary with copies of all records received from committees or other sources, and
- g) Provide all records and training to the succeeding President.

The **First Vice-President** shall:

- a) Preside at all Chapter meetings in the absence of the President,
- b) Be responsible for the planning and scheduling of programs to be presented at the chapter’s meetings,
- c) Be responsible for other duties as determined by the President, and
- d) Provide all records and training to the succeeding First Vice President.

The **Second Vice-President** shall:

- a) Preside at all Chapter meetings in the absence of the President and the First Vice-President,
- b) Be responsible for planning and scheduling educational opportunities for the chapter’s members (which may or may not take place at the chapter’s meetings),
- c) Be responsible for other duties as determined by the President, and
- d) Provide all records and training to the succeeding Second Vice President.

The **Secretary** shall:

- a) Provide proper notice of meetings to the members,
- b) Record the minutes of the Executive Committee and the Chapter membership meetings,
- c) Maintain all previous Chapter minutes and incorporation documents,

- d) Oversee the Chapter's correspondence including *Chapter Highlights* to the NAWCC for its publication,
- e) Report new officers to NAWCC,
- f) Make minutes available to the Executive Committee and the editor of the Chapter's newsletter,
- g) Provide annually to the NAWCC all files and documentation necessary to maintain the chapter's inclusion within the Group Exemption Letter received by the NAWCC from the Internal Revenue Service,
- h) File timely all state regulatory filings (including, but not limited to, Annual Registration Report, Certificate of Amendment, etc.),
- i) Maintain the Chapter's membership roster,
- j) Maintain the Chapter's website, and
- k) Provide all records and training to the succeeding Secretary.

The **Treasurer** shall:

- a) Be responsible for all Chapter funds,
- b) Maintain checking and saving accounts as directed by the Executive Committee,
- c) Change the authorized signatures of the Chapter's bank accounts as directed by the Executive Committee,
- d) Pay all normal operating expenses and other necessary expenses as directed by the Executive Committee,
- e) Provide regular reports to the Executive Committee and an annual report to the members,
- f) Prepare annually the Chapter's budget under the direction of the Finance Committee for approval by the Chapter's members at the Annual Meeting
- g) Prepare financial statements (balance sheet and income statement) at the end of each fiscal year for an annual audit,
- h) File timely tax statements with the Internal Revenue Service, and
- i) Provide all records and training to the succeeding Treasurer.

Section 2: Immediate Past-President

The Immediate Past-President shall be a voting member of the Executive Committee and chair the Nominating Committee.

Section 3: Chairs

The President may appoint specific chairs at any time as may be required for the welfare of the Chapter (for example, Door Prize Chair, Exhibit Chair, Hospitality Chair, Mart Chair, Membership Chair, Program Chair, Publicity Chair, Regional Chair, Security Chair, Web Chair, Workshop Chair, or others). Such chairs may serve as advisors to the Executive Committee and other Committees, but not as voting members.

Section 4: Compensation

No officer or other member of this Chapter shall receive any compensation for services rendered to the Chapter. Reimbursement of expenses for purchases made at the request of the Chapter or to conduct Chapter business as authorized by these Bylaws, the Standing Rules, or by the Executive Committee may be obtained by submitting an expense statement with all receipts submitted to the Treasurer. Expenses incurred by the Treasurer may be reimbursed on approval by the President.

Section 5: Term of Office

The term of office for Officers shall be two years. No member shall serve more than six consecutive years (three terms) in any one office. No member may concurrently hold more than one office unless otherwise specified in the Constitution, these Bylaws, or the Standing Rules.

ARTICLE 2: EXECUTIVE COMMITTEE

Section 1: Composition

The Executive Committee of the chapter shall consist of the Officers and the Immediate Past-President.

Section 2: Duties

The Executive Committee shall:

- a. Be the governing authority of this Chapter,
- b. Delegate to the Officers any special duties and assignments,
- c. Have final decisions in all disputed matters, subject to ratification by the membership, and
- d. Have full and final authority to determine all questions of policy not otherwise provided for in the Constitution, these Bylaws, or the Standing Rules.

ARTICLE 3: COMMITTEES

Section 1: Policies and Duties

The Executive Committee shall have authority to create, modify, and terminate committees. The President of the Executive Committee will be an ex officio nonvoting member of all committees except the Nominating Committee. The President of the Executive Committee shall be responsible for providing administrative coordination of these committees, including advising them of all actions of the Executive Committee that may affect their area of responsibility.

Committees shall report to the Executive Committee and report on their activities to the Executive Committee no less than bi-monthly. No committee member shall serve more than six consecutive years (three terms) on any one committee unless waived by the Executive Committee.

Section 2: Standing Committees

Standing Committees have perpetual existence and are established and defined in this Article. Standing Committees shall report to the Executive Committee and may be changed only by a vote of the membership. Each Standing Committee shall be composed of at least three members (including the Chair). Authorization for the formation of other Standing Committees shall be approved by the membership.

a) Audit Committee

The Audit Committee shall be responsible for annually reviewing the accuracy of the Treasurer's financial records upon completion of a fiscal year and preparing a report to the Executive Committee regarding its observations and recommendations. The President shall appoint the chair of the Audit Committee.

b) Constitution, Bylaws, and Procedures Committee

The Constitution, Bylaws, and Procedures Committee shall be responsible for ongoing review of the chapter's Constitution, Bylaws, and Standing Rules, and shall recommend changes to the Executive Committee for consideration by the membership. This committee shall also be responsible for maintaining the master copies of the Constitution, Bylaws, and Standing Rules, including procedures deemed necessary by the Executive Committee for the operation of the chapter. Amendments shall be managed in accordance with Article 10 of the Constitution and Article 10 of

the Bylaws, as applicable. The Secretary shall serve as chair of the Constitution, Bylaws, and Procedures Committee.

c) Education Committee

The Education Committee shall be responsible for arranging and scheduling horological training sessions for the chapter's members. Such training includes, but is not limited to, Field Suitcase Workshops presented by the NAWCC, and instructors from the chapter and other chapters and may be presented at chapter meetings or as "standalone" sessions. The 2nd Vice President shall serve as chair of the Education Committee.

d) Finance Committee

The Finance Committee shall be responsible for the oversight of financial management activities, including, but not limited to, developing and reviewing fiscal procedures and financial results, insuring the retention of appropriate liquidity, and reviewing and recommending approval of an annual budget. The Treasurer shall serve as chair of the Finance Committee.

e) Membership Committee

The Membership Committee shall be responsible for the retention and recruitment of chapter members by inviting new NAWCC members residing in the chapter's designated geographic area to join the chapter and welcoming new chapter members and guests. The Secretary shall serve as chair of the Membership Committee.

f) Nominating Committee

The Nominating Committee shall be responsible for placing in nomination the names of candidates proposed for each office at the chapter meeting designated for the election of officers. Other nominations may be made by any member from the floor at the same meeting. The Immediate Past-President shall serve as chair of the Nominating Committee.

g) Program Committee

The Program Committee shall be responsible for providing a horological related program for each regular chapter meeting. The 1st Vice President shall serve as chair of the Program Committee.

h) Regional Committee

The Regional Committee shall be responsible for the conduct of a successful Regional. The chair shall comply with all NAWCC guidelines for the conduct of a Regional, including, but not limited to, the latest version of the Regional Handbook published by the NAWCC. The President shall appoint the chair of the Regional Committee.

Section 3: Special Committees

The Executive Committee shall appoint Special Committees to address specific tasks, initiatives, and needs. The term of a Special Committee will be limited to the remaining term of the Executive Committee unless terminated earlier.

Section 4: Committee Chair

The Executive Committee shall appoint committee chairs unless otherwise specified in these Bylaws or Standing Rules. These chairs serve as advisory members of the Executive Committee

but they are not voting members. The members of each committee shall be selected and appointed by the committee chair subject to conditions these Bylaws, the Standing Rules, and Executive Committee may impose. Members of the Executive Committee shall be expected to serve on one or more committees as either a chair or member.

Section 5: Compensation

No committee chair or member of any committee shall receive compensation for services.

ARTICLE 4: MEETINGS

Section 1: Meetings of the Members

- a) *Regular Meetings* - Regular meetings shall be held bi-monthly and in accordance with policies established by the Executive Committee in the Standing Rules.
- b) *Annual Meetings* - Annual meetings shall be held in the month of December.
- c) *Special Meetings* - Special meetings may be called by the President or the Executive Committee.
- d) *Notice of Meetings* - Printed notice of all meetings shall be given to each voting member not less than two weeks prior to the meeting.
- e) *Quorum* - Ten members present at any properly announced meeting shall constitute a quorum for the transaction of business.
- f) *Voting* - All issues to be voted on shall be decided by a simple majority of the votes present and cast at the meeting unless otherwise specified in the Constitution, these Bylaws, or the Standing Rules.

Section 2: Meetings of the Executive Committee

- a) *Meetings* - Meetings to plan and organize Chapter activities in order to effectively manage the Chapter shall be held regularly as established by the Executive Committee in the Standing Rules.
- b) *Notice of Meetings* - Written notice of meetings of the Executive Committee shall be given to each member of the Executive Committee not less than one week prior to the meeting.
- c) *Quorum* - A majority of the Executive Committee shall constitute a quorum for the transaction of business.
- d) *Voting* - All issues to be voted on shall be decided by a simple majority of the votes present and cast at the meeting.
- e) *Vacancy* - A vacancy in any office shall be filled by the Executive Committee with the successor to fill the unexpired term.

ARTICLE 5: ELECTIONS

Section 1: Nominations

A nominating committee of three members appointed by the President and chaired by the Immediate Past-President shall place in nomination during an Annual Meeting in odd-numbered years the names of candidates proposed for each office. Other nominations may be made by any member from the floor.

Section 2: Elections

Biennial election of Officers shall be held during the Annual Meeting in odd-numbered years. Officers shall commence their duties after adjournment of the meeting at which they are elected. Elections shall be determined by majority vote of the votes present and cast.

ARTICLE 6: MEMBERSHIP AND GUESTS

Section 1: Membership

A candidate may be admitted to, and may renew their, membership of the Chapter provided (1) the candidate is a member in good standing of NAWCC and (2) has paid current dues as specified from time to time by the Executive Committee. Dues are payable on January 1 of each year. Members who are delinquent after April 1 shall be dropped from active membership and will no longer receive the Chapter newsletter. Membership shall be denied or revoked only upon a two-thirds majority vote of the Executive Committee. Such decisions may be appealed to the membership at any Chapter meeting; a majority of votes present and cast will be sufficient to restore membership.

Section 2: Guests

Guests are non-members of the chapter and are welcome to any meeting of the Chapter's members except Special Meetings for which the Executive Committee has directed otherwise and members have been advised in writing in advance of the meeting. Guests may not attend more than three meetings without joining the Chapter. Guests must be registered, clearly marked with special badges, and accompanied by a responsible member of the Chapter. Guests, including NAWCC members from other Chapters and their spouses or significant others, and the spouses or significant others of the Chapter's members, but excluding guests who are members of the general public, are permitted to participate in the Mart in accordance with the NAWCC National Friends and Family Policy.

Section 3: Honoree Lifetime Membership

An Honoree Lifetime membership may be granted by a majority vote of the Executive Committee to individuals who, in the opinion of the Executive Committee, have advanced the goals of the Chapter in an exemplary manner, and further provided the individual understands that membership in the NAWCC must be maintained to retain the Honoree Lifetime Membership in the Chapter. The Honoree Lifetime Membership has all the benefits and privileges of Chapter membership at no cost to the honoree.

ARTICLE 7: EXPENDITURES

Section 1: Objective

The chapter shall maintain a liquidity reserve equal to or greater than the chapter's actual expenses for the previous fiscal year, but in no event less than ten thousand dollars (\$10,000).

Section 2: Budget

An annual budget will be developed by the Finance Committee. The annual budget shall be presented to the members by the Executive Committee at the Annual Meeting for approval by a majority of the votes cast.

Section 3: Authorization

All expenditures more than one hundred dollars (\$100) shall be approved by the President before being paid by the Treasurer.

Expenditures contained within the approved annual budget may be made by the chapter without requiring any additional vote by the members and may be paid by the Treasurer when the bill is presented.

The President, with the approval of the Executive Committee, may approve any unbudgeted expenditure on an as needed basis in an amount not to exceed one thousand dollars (\$1,000) per expenditure. Any unbudgeted expenditure exceeding one thousand dollars (\$1,000) per

expenditure shall require the approval of the Executive Committee and the majority of the votes cast by the members at a chapter meeting.

ARTICLE 8: PROPERTY

Any property the chapter owns or becomes the owner shall be considered to be equally the property of all chapter members, except that no member may remove or sell his share under any condition. All files, records, and materials of any kind, received or generated by a chapter officer or member as part of the business of the chapter, are property of the chapter.

ARTICLE 9: RULES OF ORDER

All meetings of the Executive Committee and the members shall follow and be governed by the latest version of Robert's Rules of Order in all matters not specifically covered in the Constitution, Bylaws, and Standing Rules.

ARTICLE 10: AMENDMENTS

Amendments of these Bylaws may be proposed either:

- a) by proposal for an amendment at a regular Executive Committee meeting.
- b) by proposal for an amendment at a Chapter meeting by any member.

Ratification and adoption of any amendment shall be by a two-thirds majority of the votes present and cast by members at a Chapter meeting designated for that purpose. If a proposal for an amendment is made and adopted in accordance with this Article 10, the same shall be published and made known to all Chapter members through the Chapter newsletter.

Date adopted or amended: October 12, 2014

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

/s/ Wayne Andrews
President

/s/ Gregory D. Gould
Secretary