

PACIFIC NORTHWEST Chapter 31 NAWCC

BYLAWS

ARTICLE I. OFFICERS

Section 1. Duties

The Duties of the Officers of this Association shall be the usual duties pertaining to these offices. They shall also perform any duties assigned to them by the Bylaws, or by a vote of the members of the Association, or by the Council. Only a member of the Association, in good standing, shall be eligible to hold elective office.

Section 2. Compensation

No officer or director of this Association, and no member of any Committee, shall receive any compensation for his or her services.

Section 3. Expenditures

The Officers of the Association and the Chairpersons of the various committees shall present to the Treasurer an estimate of expenditures for the coming year which shall upon approval by the Council, constitute the Budget. Budget items shall be paid for by the Treasurer, who shall be responsible to insure that all payments are adequately authorized and accounted for on the books of the Association.

Section 4. Reports

A formal written report shall be made by the President and the Treasurer at each Annual Meeting. The Council shall define the form. An informal report shall be made by the Treasurer at each regular meeting. The Treasurer's records shall be audited by a special Audit Committee at the direction of the Council or prior to transfer to a new Treasurer. The Audit Committee will consist of two responsible members appointed by the Council.

Section 5. Terms of Office

The term of office of the President, the Vice President, the Secretary, and the Treasurer shall be two years and shall begin at the conclusion of the Regional Banquet at which their election is certified. The Vice-President shall be prepared, if elected, to assume the role of President for a two year term upon completion of his/her term as Vice-President. This shall not preclude any other member from candidacy for the office of President.

No member shall be eligible to run for re-election to the office of President or Vice-President unless approved by the Council. A member may serve as Secretary or Treasurer for an indefinite number of terms and may be re-elected immediately.

Each Director shall hold office for four years. Two Directors shall be elected every two years when the Officers are elected. No Director shall be eligible for reelection as a Director until one year after the conclusion of his or her term as Director. The President automatically assumes a two year Directorship upon completion of his or her term of office. The other officers who were Council members during their term of Office will cease being Council members upon completion of their term of office.

Section 6. Outside Consultants

The Council shall have the right to hire consultants and pay them for their services.

ARTICLE II. ELECTIONS

Section 1. The Nominating and Elections Committee shall conduct the business of electing the Officers and Directors.

Section 2. Procedure for Preparing the Official Ballot

The Committee shall prepare the Official Ballot which shall contain (A) names of candidates of their own selection, based on the Committee's prior knowledge of the suitability and eligibility of the various nominees for the particular offices of President, Vice President, Secretary, Treasurer, and Director; and (B) the names of members nominated by Petition. The Committee shall place a Call For Nominations in the January issue of the Timeout prior to the election, giving the necessary information for the filling on Petitions. For the Office of director, President, Vice President, Secretary and Treasurer, the Petition must be personally signed by 10 Members in good standing and published in the Timeout in which the Call For Nominations is made. All Petitions must be in the hands of the Committee at or before the February meeting of the elections year. The election will be held in April followed by introduction of the new officers at the Regional Banquet in May of the election year.

Section 3. Mailing of the Official Ballot

The Official Ballot shall be sent to each member with the March Timeout of the election year.

Section 4. Voting and Certification of Election

Each member shall indicate his choice of candidates on the Official Ballot, which must be mailed to the chairperson of the Nominating and Elections Committee who will open ballots only in the presence of the Council immediately prior to the April meeting and announce the results. Ballots received by the chairperson of the Nominating and Elections after the opening of ballots shall be invalid.

The candidate receiving the largest number of votes shall be declared elected to that office upon certification by the Chairperson of the Nominating and Elections Committee. In case of a tie vote, the Nominating and Elections Committee shall ballot its respective members, the tied candidate receiving the majority of the Committee's votes shall be declared elected to his or her respective office and shall be so certified. The Chairperson shall make a preliminary certification to the President of the election of the new officers and directors as soon as possible after the completion of the count of the official ballots, so that the new administration may proceed with the organization of its Committees, etc., prior to its induction into office at the May Regional Meeting.

Section 5. Vacancy

If a vacancy occurs in the office of Director or of an Officer of the Association, Council may elect a member to fill such vacancy until the next regular meeting of the Association. This may be done at a regular, special or emergency meeting of the Council.

ARTICLE III. THE COUNCIL AND DIRECTORS

Section 1. Composition

The Council shall consist of the immediate past President, the Officers and the Directors. The Council has full power and authority to conduct the affairs of the Association subject to the basic policies of the Council or membership as expressed at a regular or special meeting, the Constitution and the Bylaws of the Association.

Section 2. Duties

The Council may delegate to the elected Officers special assignments in addition to the usual duties appertaining to such Officers.

The Council shall enforce the Constitution and Bylaws by declaring null and void any practices or procedures on the part of any Officer or Committee that are not in accord with the Constitution and Bylaws.

The Council shall have the final decision in all disputed matters subject to the ultimate authority of the membership to make changes so long as any changes made are not retroactive.

Section 3. Meetings

One or more meetings of the Council shall be held as is necessary to expeditiously transact the business of the Association.

Meetings of the Council may be set at specified times or called at any time majority of the Directors providing that notice of the scheduled Council Meetings shall, to the extent practicable be published in the Timeout.

The President may call an Emergency Meeting of the Council, provided an attempt is made to notify all Members of Council by the quickest means, no less than forty-eight hours prior to the Meeting. In this instance a written notice is not required. The Meeting shall be limited to such business, that due to the emergency, cannot in the opinion of the President await the prescribed time provided for Special Meetings. The Emergency Meeting shall have the same quorum requirements.

At the discretion of the President, the Secretary may canvass the members of the Council by mail. Replies shall be made within twenty days. This canvass shall have the same quorum requirements as a meeting.

Council meetings are open to all members of the Association, Visitors may enter into discussion at the discretion of the presiding officer; however, visitors shall not have voting rights.

Section 4. Quorum

A majority of the Council shall constitute a quorum.

Section 5. Officers

The President and Secretary of the Association shall be President and Secretary of the Council.

Section 6. Reports

A report of all Council Meetings shall be made at each Regular or Special Meeting and published in the meeting notice after approval by the President.

ARTICLE IV. COMMITTEES

Section 1. List of Committees

There shall be seven Standing Committees of the Association:

1. The Historical Committee
2. The Mart Committee
3. The Membership Committee
4. The Program Committee
5. The Nominating and Elections Committee
6. The Regional Committee
7. The Workshop Committee

Section 2. Composition

Each Standing committee, except the Nominating and Elections Committee, shall consist of at least one member, including a Chairperson, and they shall be nominated by the President and approved by the Council. They shall hold office for two years and an indefinite number of re-appointments is permissible.

The President of the Association shall be an Ex Officio member of each Committee.

The Nominating and Elections Committee shall consist of the three most recent available Past Presidents with the senior Past President serving as Chairperson. If an insufficient number of past presidents are available or willing to serve the balance of the committee shall be appointed from the membership at large.

Should a vacancy occur in any Standing Committee, the President, with the approval of the Council, shall fill the vacancy for the duration of the unexpired term.

If any Committee fails to perform its assigned duties, the Council may dismiss the Committee members and name other members or a superseding Committee to perform its duties.

Section 3. Reports

Each Standing Committee shall make a report to the President of its activities.

Section 4. Special Committees

Special Committees maybe created at any time and shall consist of one or more members appointed by the President. These Special Committees shall be responsible to the President and to the Council as defined in Article IV. Section 2, above.

Any Special Committee shall be dissolved automatically upon completion of the special duties for which it was formed and the Chairperson shall forward to the President, immediately, all records pertaining to the work of the Committee.

Section 5. Duties

The duties as described herein may be augmented at any time by the Council.

1. The Historical Committee shall maintain the historical files of the Association..
2. The Mart Committee shall be responsible for the Mart.
3. The Membership Committee is charged with assuring that all candidates for membership comply with the membership requirements set forth in Article V of the Bylaws. The Membership Committee shall maintain records of membership and shall be responsible for billing all members for yearly Association Dues.
4. The Program Committee shall be responsible for arranging the presentation of program material to the Association.
5. The Nominating and Elections Committee shall be charged with the nominating and supervision of the election of the Officers and Directors prescribed in Article II of the Bylaws.
6. The Regional Committee shall initiate, supervise, perform, and monitor the activities of the Association in connection with the regional conventions and cooperate with the other chapters and the Council in carrying out the activities of the Committee.
7. The Workshop Committee shall be responsible for arranging the presentation of appropriate workshops for the Association.

ARTICLE V. MEMBERS

Section 1. Eligibility

Eligibility or membership shall consist of a real interest in studying and/or collecting timepieces, and a desire to acquire and disseminate horological material and information. All members shall be and continue to be active members of the National Association of Watch and Clock Collectors, Incorporated.

Section 2. Classes of Membership

There shall be one specific class of membership, i.e., regular. With the payment of annual dues by a member, his or her immediate family (spouse and children under 18) shall be extended all the privileges of membership except the right to vote and to hold office.

Section 3. Annual Dues

The Annual Dues shall be determined by the Council on a calendar year basis. The dues at the time of the original adoption of these Bylaws are \$4.00 per annum. Annual dues are prorated by calendar quarter only for new members. A person can be a new member only once.

The Annual Dues for each year are due and payable each year in advance. Each member shall be billed before this date. The billings will be provided with the November Timeout. Dues are to be paid to the Treasurer. If dues remain unpaid sixty days after January 1st of any year, the member shall become suspended automatically.

Name tags shall be the responsibility of individual members. The Membership Chairperson shall provide name tag order forms for members.

Section 4. Resignation

A member wishing to resign his membership shall so notify the Membership Chairperson in writing. There shall be no remission of dues. He or she may be reinstated upon application and the payment of appropriate dues providing he was in good standing upon resignation.

Section 5. Roster of Members

The Roster of Members shall be kept up-to-date by the Membership Chairperson

ARTICLE VI. MEETINGS

Section 1. Meetings

Regular meetings shall be held on the third Sunday of each month unless superseded by a special meeting as provided in Section 2 of this Article.

Section 2. Special Meetings

Special Meetings may be called at any time by the President with the approval of a majority of the Council and if not otherwise specified shall be held in conjunction with other chapters in May as a part of the Regional Convention and in conjunction with any Multi Chapter meetings. A potluck picnic shall be held each Summer. An Annual Holiday Party will be hosted by the Association in December at a date agreed upon by the Council.

Section 3. Quorum

A minimum of ten paid up members in attendance at a legally called meeting shall be necessary to constitute a quorum for the transaction of business.

Section 4. Notices

Notices of all Regular or Special Meetings must appear in the Timeout or be sent to all members not less than ten days before the date of such meeting.

Section 5. Regional Convention

The Chapter 31 Regional Convention shall be held in even years and in conjunction with other Chapters for a period of two or three days. It shall include educational features such as exhibits of horological material, the reading of papers and/or discussions of horological interest shall be scheduled. Any "Mart" (buying or selling) activity shall be between members, their spouses and children under 18 and subject to registration requirements of the Convention

Section 6. Multi-Chapter Meetings

Any Multi-Chapter Meetings shall be arranged by two or more Chapters covering a period of one or more days. their educational features shall be the same as those of the Regional Convention, consistent with the size of the meeting. Any "Mart" (buying or selling) activity shall be between members, their spouses and children under 18 and subject to registration requirements at the meeting.

ARTICLE VII. PUBLICATIONS

Section 1. Meeting Notice

1. The official publication of this Association shall be called the Timeout and is referred to in these Bylaws as such.
2. The publication of the Timeout shall be the responsibility of the Secretary.
3. The Timeout shall be published monthly or as required by the Council.

Section 2. Incidental Publications

Occasional publications of interest to members of the Association may be prepared at the direction of the Council.

ARTICLE VIII. PROPERTY

Section 1. Ownership

Any property of which the Association may become the owner shall be considered to be equally the property of all members, except that no member may remove or sell his share under any conditions.

Section 2. Disposal

Should it become desirable to dispose of any property legally owned by the Association, such disposal shall be by a majority decision of the Council.

ARTICLE IX. GUESTS

Section 1. Privileges

Guests may be present at any social activity of the Association, provided they are vouched for and accompanied by a member in good standing. They shall have the usual privileges of guests, but not of members.

ARTICLE X. RESPONSIBILITY

The Association shall not have any power to act for the National Association in any way, except upon express authority from the National Council granted for a specific purpose.

ARTICLE XI. DISCIPLINARY ACTION

The Association reserves the right to dismiss any member at any time, for unethical conduct or for failure to abide by the Constitution and Bylaws of the Association, after due hearing before the Council.

ARTICLE XII. SPECIAL FISCAL MATTERS

The fiscal year, for the purpose of this Association shall be the calendar year.

A separate account or accounts, to be known as the regional convention account or accounts, shall be established to preserve and expedite the handling and accounting of funds deemed necessary to perpetually defray the costs of Regional Conventions sponsored by the Association and to preserve sufficient surplus funds therefrom to reasonably assure that none of the members of the Association will become personally responsible for any expenses connected with a Regional Convention. The regional convention account(s) shall be conservatively invested in the interim between conventions. The total balance of all regional convention accounts following the closing of the books for a regional convention shall be maintained at an amount equal to 100% of the total expenses of the last regional convention sponsored by the Association. All surplus funds of each Regional Convention that are not necessary to provide for and maintain the regional convention account(s) as set forth in this paragraph shall be promptly transferred to the general treasury of the Association to be used for other chapter activities. In the event that the regional convention account(s) required balance cannot be met, the Council may revise the required amount by majority vote. The Treasurer shall have the sole responsibility for the handling and disbursement of any regular or dedicated funds of the Association, provided however that no disbursement shall be made which exceeds the sum of \$50.00 without specific prior approval of the Council, through its approval of the budget of the Association, or through its approval of any budget of its committees. All contributions and investments shall be approved by the Council. Proper receipt shall be given by the Treasurer for all receipts of money or property, except interest on accounts, and a copy of the receipts and all documents showing disbursements needed for an effective audit of all regular or dedicated funds shall be retained. The Treasurer shall furnish a report on the status and condition of all fiscal matters for each Association meeting.

ARTICLE XIII. RULES OF ORDER

The procedure of the Associations Council and Committee Meetings shall follow and be governed by Robert's Rules of Order in all matters not specifically covered in the Constitution and Bylaws.

ARTICLE XIV. AMENDMENTS

Amendments may be proposed or made and published in the same manner as changes are made in the Constitution of the Association, provided, however that effective action may be taken at a regular or special meeting and only a majority of a quorum present is necessary to adopt an amendment.

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