



**BYLAWS  
OF  
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 Bylaws as of October 1, 2004.

**ARTICLE I. BOARD OF DIRECTORS**

**Section 1. Members**

The Board of Directors, hereinafter referred to as the Board, shall be composed of seven (7) Directors elected by the membership, five (5) Directors appointed by the Board itself, and two (2) ex officio nonvoting members being the Executive Director and Legal Counsel. Directors must be NAWCC Members.

The Board shall be governed by the highest code of professional and moral ethics.

**Section 2. Officers**

**(a) Election**

The Officers of the Board shall be a Chair, Vice Chair, Secretary, and Treasurer. The Board shall elect each Officer from among the members of the Board. Candidates for Chair must have served at least two years on the Board. No prior Board service is required for the other Officer positions, but the Secretary and Treasurer should both have had prior experience relevant to their respective Offices.

**(b) Removal**

Any Officer of the Board may be removed from their position as an Officer for any reason by a 2/3 vote of the full Board.

**(c) Terms of Office**

**1. Chair**

The term of the Chair shall be two years. The Chair may be reelected for one additional term of two years but may not serve beyond the end of his term as Director. Candidates for Chair must have served at least two years on the Board.

**2. Vice Chair**

The term of the Vice Chair shall be two years. In the absence of the Chair, the Vice Chair shall be responsible for the usual duties of the Chair. The Vice Chair may be elected for one additional term of two years but may not serve beyond his term as Director. Prior Board service is not required for this position.

**3. Secretary**

The term of the Secretary shall be two years. The Secretary may be reelected for a term of two years but may not serve beyond his term as Director. Prior Board service is not required for this position, however prior experience or knowledge of corporate secretarial duties should be a minimum consideration.

#### 4. Treasurer

The term of the Treasurer shall be two years. The Treasurer may be reelected for an additional term of two years but not to serve beyond his term as Director. Prior Board service is not required for this position, however prior financial, accounting and/or business experience should be a minimum consideration.

### Section 3. Responsibilities

The duties of the Officers shall be the usual duties pertaining to these offices. The Officers shall also perform any duties assigned to them by the Bylaws, by the Board, or by the Chair.

The duties of the Directors shall be those duties pertaining to members of a not-for-profit board of directors. Directors are individually responsible for understanding their statutory and fiduciary responsibilities as members of the Board, and shall perform their duties in accordance with applicable codes and laws then in effect.

The Board shall have full authority to act in all matters of business except where the Articles of Incorporation, Bylaws, and Standing Rules specifically restrict or mandate actions of the Board.

The Board may delegate special assignments to its members. The Board shall declare null and void any practices or procedures on the part of any Officer or Committee that are not in accord with the Articles of Incorporation, Bylaws, and Standing Rules. The Board shall have the sole authority and discretion in all disputed matters and its decision shall be final.

### Section 4. Compensation

No voting member of the Board shall receive any compensation for services.

### Section 5. Director Term of Office

The normal term of office for Director shall be four (4) years. After serving one term, incumbents are eligible to serve one additional term if reelected or reappointed. After serving two consecutive terms, no person may again serve as Director until one full term has lapsed.

### Section 6. Meetings

*TWO years*

The Board shall meet together in two regular meetings each fiscal year, one being in conjunction with the National Convention and the second as scheduled by the Board.

The Chair or a majority of Directors may call a Special Meeting in a designated location at any time provided that notice is sent in writing or by electronic means to each member of the Board at least thirty (30) days before the date of such meeting. The Board, by unanimous consent, may waive the thirty (30) day notice to consider business that in the opinion of the Chair or a majority of Directors cannot wait the prescribed thirty (30) days provided for Special Meetings.

The Chair shall submit to the Board, at least thirty (30) days before a Regular or Special Board Meeting, an agenda of business to be brought before the Board. The agenda for a Special Meeting for which a waiver of the thirty (30) day notice is requested will be submitted with the request for waiver.

In all months when the Board does not have a physical meeting, a Board meeting shall be held by electronic means in accordance with policies established by the Board in the Standing Rules. Agendas for electronic meetings of the Board will be presented according to such policies.

### Section 7. Quorum

A majority of the full Board shall constitute a quorum.

### Section 8. Removal

A member of the Board shall be removed from his position for any reason upon a vote of seventy-five percent (75%) or more of the full Board, or for two consecutive absences from the Board's regular meetings, as described in Section 6 of this Article.

## Section 9. Directors and Officers Insurance

The NAWCC shall provide each Director with coverage under an Officer and Directors Liability Insurance Policy.

## ARTICLE II. EXECUTIVE DIRECTOR

### Section 1. Appointment

The Board shall appoint the Executive Director.

### Section 2. Responsibilities

The Executive Director shall report to the Board. The Executive Director shall be responsible for day to day operations within the limits of his Delegation of Authority as defined in the Standing Rules, ~~including:~~

- ~~Developing annual and special budgets with assistance of the Treasurer,~~
- ~~Operating within those budgets as approved by the Board,~~
- ~~Developing an annual business plan,~~
- ~~Maintaining staff at the appropriate size and expertise,~~
- ~~Managing employee-related programs,~~
- ~~Managing activities including member benefits and services,~~
- ~~Managing staff, contracts, contract employees, and those committees that report to the Executive Director, and~~
- ~~Ensuring staff's energies are focused on priorities set by the Executive Director to achieve the overall goals and objectives as directed by the Board.~~

### Section 3. Employees

The Executive Director shall have the authority to engage the services of employees and to compensate them for their services. Employees will not be required to be Members. Employees shall not be eligible to seek or hold Board membership or elective membership of the NEC.

## ARTICLE III. COMMITTEES

### Section 1. Purpose and Duties

The NAWCC organizational structure incorporates volunteer committees to provide for Member and public participation in its programs, operations, and workings, and to minimize the number of permanent staff required for conducting business. In addition to the primary purpose of each Committee or group of Committees as described in these Bylaws, the Board shall establish policies and duties described in the Standing Rules.

The Board Chair and the Executive Director will be ex officio nonvoting members of all committees with the exception that the Chair will not be a member of the Nominating and Elections Committee.

### Section 2. Standing Committees

The following Committees shall report to the Board:

#### (a) Awards Committee

*— MOVE TO standing rules*  
The Awards Committee shall be responsible for administering all award and recognition programs established by the Board. The Committee shall make itself sufficiently informed of relevant activity at all organizational levels to fulfill the Board's objectives for each such program. Board members shall not serve on the Awards Committee.

**(b) Bylaws and Procedures Committee**

The Bylaws and Procedures Committee is responsible for ongoing review of the Bylaws and shall recommend changes to the Board for consideration by the membership as warranted. The Committee shall also be responsible for maintaining the master copies of the Standing Rules, including procedures deemed necessary by the Board for the operation of the NAWCC and its offices and committees. A current copy of the Bylaws and Standing Rules shall be maintained at Headquarters.

**(c) Ethics Committee**

The Ethics Committee shall be responsible for the investigation of any charge of unethical activity brought against a Member or Chapter by another Member, and recommend the appropriate action, if any, to be taken by the Board under Article IX of these Bylaws. Board members shall not serve on the Ethics Committee.

**(d) Finance Committee**

1. The Finance Committee shall be responsible for oversight and audit of financial management activities, including investment as well as accounting operations.
2. The Committee shall annually recommend appointment of an independent accounting firm as Auditor, for approval by the Board.
3. The Committee shall recommend to the Board objectives and guidelines for management of investment funds, including endowment and other restricted and unrestricted funds. The Committee shall recommend professional investment managers for Board approval, serve as liaison between the Board and the investment managers, and generally supervise the investment of the NAWCC's financial assets.
4. The Treasurer shall serve as Chair of the Finance Committee.

**(e) Library Collections Committee**

The Library Collections Committee, together with the Executive Director, shall be responsible for developing and recommending policies for ~~operation~~ of the Library and Research Center to the Board for approval, including collections management, acquisitions, accession, and deaccession of books and other horological written material, ~~the accepting of donations~~, and the disposal of duplicate and redundant books and other materials. The Committee shall also ~~recommend the purposes for which earnings from endowment and other funds dedicated to the Library and Research Center are used~~, and provide oversight of the policies established by the Board for the ~~operation~~ of the Library and Research Center.

**(f) Museum Collections Committee**

The Museum Collections Committee, together with the Executive Director, shall be responsible for developing and recommending policies for ~~operation~~ of the Museum to the Board for approval including collections management, acquisitions, collections development, accession and deaccession of articles for the Museum, ~~displays and special events, the accepting of donations~~, and other matters pertinent to the ~~operation~~ of the Museum. The Committee shall also ~~recommend the purposes for which earnings from endowment and other funds dedicated to the Museum are used~~, and provide oversight of the policies established by the Board for ~~operation~~ of the Museum.

**(g) Nominating and Elections Committee**

1. The Nominating and Elections Committee, hereinafter referred to as the NEC, shall be responsible for conducting the election and appointment processes as set forth in Article IV.
2. The NEC shall be composed of two (2) members selected by the Board from Directors serving their final term on the current Board (but with the incumbent Chair ineligible); and two (2) members elected by the Members from candidates who have prior Board service, but who agree not to stand for election or appointment to the Board during their tenure on the NEC. Prior Board service shall include service on Council or the Trustees of the NAWCC's predecessor organizations.
3. The NEC shall ensure there are two candidates for each open elected Director and elected NEC position and, if necessary, nominate sufficient candidates to complete the slate.
4. The NEC shall provide a listing of qualifications to be included with the election ballot, and ensure the eligibility of self-nominated candidates prior to their names being placed on the ballot by review of self-nomination forms and personal interviews.
5. The NEC will elect its Chair from among its voting members.

*Other*

**Section 3. ~~Operational and Functional~~ Committees**

*as needed*

The Board may establish ~~Operational and Functional~~ Committees and will ~~also~~ determine their reporting relationship. These committees, ~~whose~~ purpose and duties will be incorporated into the Standing Rules, ~~may include but are not limited or required to be the following:~~

- ~~Awards Committee~~
- ~~Convention Committee~~
- ~~Crafts Committee~~
- ~~Education Committee~~
- ~~Membership and Publicity Committee~~
- ~~Program Committee~~
- ~~Publications Committee~~
- ~~Research Committee~~
- ~~Symposium Committee~~
- ~~Web and Technology Committee~~

*Membership Committee*  
*Chapter Rel.*

**Section 4. Special Committees**

The Board will appoint Special Committees to address specific tasks, initiatives, and needs as appropriate. The Board will also determine to whom each such Special Committee will report. The term of the Special Committees will be limited to the remaining term of the appointing Board.

**Section 5. Committee Chairs and Membership**

The Board will appoint Committee Chairs unless otherwise specified in these Bylaws or the Standing Rules. The members of each committee shall be selected and appointed by the Committee Chair subject to conditions these Bylaws, the Standing Rules, and the Board may impose. Board members shall be expected to serve on a committee as either Chair or member.

**Section 6. Compensation**

No committee member of the NAWCC shall receive compensation for services.

**ARTICLE IV. ELECTIONS AND APPOINTMENTS**

**Section 1. Positions**

Every two years the following positions shall be filled through elections or by appointment:

- (a) Three or four Directors elected by the Members.
- (b) Two or three Directors appointed by majority vote of the outgoing Board.
- (c) One member of the NEC appointed by the Board.
- (d) One member of the NEC elected by the Members.

**Section 2. Eligibility**

**(a) Director Candidates**

To be eligible for election or appointment as a Director, a Member must have no felony convictions, must have no actions taken against them by the Board as a result of an ethics complaint or violation, and if elected or appointed must be willing to perform the job of Director including, if so appointed or elected by the Board, to serve as a Committee Chair or as an Officer of the Board. A candidate must be prepared to be interviewed by the NEC for verification of eligibility, and to certify an understanding and willingness to be subject to and including without limitation the common law and statutory fiduciary responsibilities of not-for-profit corporation Board members.

**(b) NEC Candidates**

In addition to the requirements of Article IV Section 2(a), prerequisites for NEC candidates for election or appointment are defined in Article III Section 2(g), Nominating and Elections Committee. Candidates for NEC elected member positions may be nominated by the NEC, by another NAWCC Member, or by self-nomination.

**(c) Candidacy for Director by Self-Nomination**

Subject to Article II Section 3 and to Article IV Section 2(a), any Member who desires to stand for election or appointment as a Director may do so by self-nomination.

**(d) Candidacy for Elected Director by Petition**

Subject to Article II Section 3 and to Article IV Section 2(a), any Member who desires to stand for election as a Director may do so by petition, having secured no less than 250 valid Member signatures. All petitions must be received by the NEC prior to close of nominations. The petition process is further defined in the Standing Rules.

**(e) Limitations****1. Self-Nominated Candidates**

The number of self-nominated candidates for each open elected position shall be limited to a maximum of five (5), with the NEC being responsible to select those candidates whose names will appear on the ballot should there be more than five (5) self-nominations per open position. There shall be no limit on the number of self-nominated candidates for appointed positions.

**2. Petition Candidates**

There shall be no limitation to the number of Petition Candidates for any open elected Director position.

**Section 3. Responsibility**

The NEC shall be responsible to:

- (a) Manage the election and appointment processes according to policies set forth in these Bylaws and the Standing Rules, to include call for nominations, publishing of the list of qualified candidates in a timely manner, preparation of the Official Ballot, and oversight of the election itself;
- (b) Ensure there are at least two candidates for each open elected Director and elected NEC position, and if necessary seek and nominate additional candidates;
- (c) Interview all potential candidates to verify their eligibility prior to their names being placed on the ballot for any elected position, or on a list of nominees for any appointed position;
- (d) Provide a summary of qualifications to accompany the election ballot for all elected Director positions; and provide a similar summary to the Board for all appointed Director nominees;
- (e) Recommend candidates to the Board for appointment to fill any Board vacancy occurring outside the normal election or appointment cycle; and
- (f) Continually seek to identify candidates for both elected and appointed Director positions.

**Section 4. Ballot for Election of Directors and NEC Members**

Subject to Section 2 of this Article, the NEC shall prepare the Official Ballot that shall contain names of self-nominated candidates, names of petition candidates for Director, and names of candidates of their own selection if there are an insufficient number of otherwise qualified candidates for the open positions. The Official Ballot will also include a summary of qualifications of each candidate as provided in Section 3 (d) of this Article.

**Section 5. Voting Procedure**

Each election year, the Official Ballot shall be sent to each Member with the February ~~Bulletin~~ <sup>publications</sup> or by separate mailing. Other means of distribution as established in the Standing Rules may also be used.

Members shall vote by marking their choice of candidate on the Official Ballot. Completed ballots must be delivered to the outside agency (Auditor) approved by the Board. Copies of the Official Ballot are invalid, and will not be accepted. The envelope containing the Official Ballot must be marked with Membership Number and State of residence, or Country if non-U.S., in order to be accepted. The Auditor must receive ballots by midnight April 1 of the election year to be considered valid unless the NEC has authorized an extension. *outside auditor needed?*

The Board may authorize electronic ballots and electronic voting for elections. Policies for the implementation and use of this means of voting will be incorporated in the Standing Rules.

## Section 6. Certification

The candidates receiving the largest number of votes, upon certification by the Chair of the NEC, shall be declared elected. In case of a tie, the members of the NEC shall be polled, except in the case of a tie for the elected NEC member, the outgoing Board will be polled. The candidate receiving the most favorable number of votes in either poll shall be declared elected. The NEC Chair shall make a preliminary certification to the Chair of the Board. Final certification of the election shall be made by the NEC Chair at the next Board meeting and announced at the next Regular Annual Meeting.

## Section 7. Appointed Directors

### (a) Nominations

The NEC will issue a call for nominations for appointed Directors in the December issue of the ~~Bulletin~~ *official publication* prior to each election year. Nominations will be received until one week following close of elections. These may be from Members who wish to self-nominate, from members of the Board, from the Executive Director, from the NEC itself, and from other interested Members. The basic qualifications for all potential candidates are the same as for elected Director positions.

### (b) Skills Requirements and Selection of Nominees

The NEC will be responsible to work with the Board to determine skills needed to complement the makeup of the Board, and on review of all potential nominees develop a summary of their qualifications for presentation to the Board. The NEC will then develop a nominee list for the open appointed Director positions, recommending one nominee for each open position.

### (c) Confirmation of Appointments

Within 15 days following close of the elections for elected positions, the NEC will submit its nominee list for appointed Director positions to the outgoing Board. The Board will convene a special electronic meeting to confirm the successful nominees on an individual basis, which requires a majority vote of the full Board. If any nominee is not confirmed, the NEC must submit additional nominees until all appointed Director positions are filled.

## Section 8. Vacancies

### (a) Selection of Candidates

In the event a vacancy should occur on the Board, the NEC shall select one or more qualified nominees for the vacant position, using the same criteria as for selecting candidates for elected or appointed Director positions.

### (b) Confirmation of Appointment

Confirmation of the appointment of the successful nominee to fill the unexpired portion of the term of the vacancy requires a majority vote of the full Board. This may be done at a Regular, Special, or Electronic Meeting.

## ARTICLE V. FUNCTIONS

The NAWCC will engage in functions that further its purposes as stated in the Articles of Incorporation and these Bylaws. Such functions will be defined in the Standing Rules, and may include but not be limited to or required to be those described in this Article.

### Section 1. Education

The NAWCC shall focus on all forms of education in the art and science of horology for the benefit of the public and its Members, including courses of instruction in the repair, maintenance, and conservation of timepieces at its School of Horology, through field programs, Chapter meetings and activities, youth and adult education, and other outreach activities. The NAWCC shall also provide horological displays and programs at its Museum and other locations for the benefit and education of the public.

**Section 2. Publications**

*These Publications 8*

*Watch & Clock Bulletin and the  
MAY  
Supplement  
and MAY*

The official publication of the NAWCC shall be the ~~Bulletin of the National Association of Watch and Clock Collectors, Inc.~~ ~~The Bulletin~~ shall be issued periodically as defined in the Standing Rules and shall include all official notices concerning business of the NAWCC, which may also be published by electronic or other means. Other materials that may be published in the Bulletin shall be of a horological nature, including affairs of the NAWCC and its Chapters.

The Board may approve other publications to be produced according to policies defined in the Standing Rules. Publications may also be distributed in electronic format as the need and justification arises.

**Section 3. Museum**

The Museum of the NAWCC shall be known as the National Watch and Clock Museum, hereinafter called the Museum. The Museum will operate for the benefit of Members and the general public.

**Section 4. Library and Research Center**

The Library and Research Center of the NAWCC will operate for the benefit of Members and the general public.

**ARTICLE VI. MEMBERS**

**Section 1. Eligibility**

*be open to persons with  
102*

Eligibility for membership shall consist of an interest in horology and submission of a membership application along with the payment of dues. Acceptance and continuation of membership shall be conditional upon acceptance and adherence to the Articles of Incorporation, Bylaws, and Standing Rules of the NAWCC along with payment of dues. Membership in the NAWCC shall not constitute any representation or warranty by the NAWCC to such Member or any other person.

*and member  
code of  
conduct*

**Section 2. Categories of Membership**

The Board shall establish and regulate categories of membership, as described in the Standing Rules.

**Section 3. Dues**

The Board shall establish the amount and timing of dues for all categories of membership.

**Section 4. Resignation**

A Member wishing to resign his membership shall so notify the NAWCC in writing. There shall be no remission of dues. A Member may be reinstated upon application provided he or she was a Member in good standing upon resignation, and subject to additional requirements as the Board may impose.

**Section 5. Roster of Members**

The Executive Director shall keep a current Roster of Members.

**ARTICLE VII. MEMBERSHIP MEETINGS**

**Section 1. Regular Annual Meeting**

The Regular Annual Meeting shall be held during the National Convention, at a time and in a locale approved by the Board.

**Section 2. Special Meetings**

The Chair with the approval of a majority of the Board may call Special Meetings of the membership at any time.

**Section 3. Quorum**

The presence in person of fifty (50) Members shall be necessary to constitute a quorum at either a Regular Annual Meeting or any Special Meeting.

#### Section 4. Notices

Notices of all Regular or Special Meetings of the general membership must be sent to all Members not less than thirty (30) days before the date of such meeting, in the Bulletin or by other equally comprehensive means as approved by the Board.

#### Section 5. National Convention

The National Convention shall be held <sup>at 1</sup> annually <sup>1</sup> at a time and place as approved by the Board. ~~It shall be hosted by one (1) or more Chapters for a period of two (2) or more days.~~ <sup>It shall be</sup> ~~and~~ <sup>features such as</sup> exhibits of horological material. The reading of papers and/or discussions of horological interest shall also be scheduled. <sup>programs</sup>

#### Section 6. Regional Meetings - Move to standing rules

Regional Meetings shall be arranged by two (2) or more Chapters covering a period of one (1) or more days. The Convention Committee shall approve dates for Regional Meetings. Their educational features shall be the same as those of the National Convention, consistent with the size of the meeting. A member of the Board appointed by the Chair shall represent the NAWCC at each Regional.

#### Section 7. Symposiums - Move to standing rules

A Symposium may be held at least once a year, at a time and place approved by the Board. Dates for Symposiums shall be conveyed to the Convention Committee for purposes of avoiding scheduling conflicts.

### ARTICLE VIII. CHAPTERS

#### Section 1. Formation - Requirements to standing rules

Upon receiving a petition asking for the authority to form a Chapter of the NAWCC, signed by twenty-five (25) or more Members, or upon specific recommendation by the Chair, the Board may authorize such Chapter to be formed by the petitioners and issue a Charter confirming that authorization. The new Chapter shall then be known by an appropriate name chosen by its members, to include a Chapter Number assigned by the Board. The name of NAWCC may be used in the Chapter name if desired by the Chapter members.

#### Section 2. Local Bylaws and Regulations

Any Chapter, having been formed and duly authorized, as above, may adopt such Bylaws and Regulations as it may deem desirable, provided such Bylaws and Regulations are not in conflict with the Articles of Incorporation, Bylaws, and Standing Rules of the NAWCC.

#### Section 3. Membership

Only NAWCC Members shall be eligible for membership in any Chapter formed under the provisions of Article VIII. When a Member ceases to be in good standing in the NAWCC, he shall then cease to remain a member of a Chapter. Only members in good standing in a Chapter shall be eligible to become or remain an Officer in that Chapter. This applies to appointments as well as elected assignments.

#### Section 4. Authority Limitation

No local Chapter shall have the power to act for or on behalf of the NAWCC in any way, except upon express written authority from the Board or the Executive Director granted for a specific purpose

#### Section 5. Revocation of Charter

The Board may revoke the charter of any Chapter whenever it deems such action is in the best interests of the NAWCC. Revocation of the Charter of any Chapter shall require an affirmative vote of a majority of the Board.

#### Section 6. Private Inurement Prohibition

No part of any Chapter's assets, including but not limited to dues, admission fees, or other receipts and encumbrances, shall be paid as compensation either directly or indirectly to any officer or member of that Chapter, nor to any person or organization directly or indirectly affiliated with an officer or member of that Chapter, for the purpose of carrying out the duties normally associated with the operation of such Chapter.

#### **ARTICLE IX. DISCIPLINARY ACTION**

The NAWCC, after due process and hearing and by majority vote of the Board, reserves the right to disband any Chapter or dismiss any Member at any time for unethical conduct or for failure to abide by the Articles of Incorporation, Bylaws, or Standing Rules.

#### **ARTICLE X. FISCAL YEAR**

The Board shall establish the fiscal year of the NAWCC.

#### **ARTICLE XI. RULES OF ORDER AND CONSTRUCTION**

All meetings of the NAWCC, its Members, and the Board shall follow and be governed by Robert's Rules of Order 10<sup>th</sup> Edition (or later authorized edition) in all matters not specifically covered in the Articles of Incorporation, Bylaws, and Standing Rules. As used in these Bylaws, 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 headings used herein are for convenience of reference only, and no construction or inference shall be derived therefrom.

#### **ARTICLE XII. AMENDMENTS**

##### **Section 1. Amendment Proposals**

Amendments may be proposed in two ways: (1) By a proposal made by a resolution passed by the Board, or (2) By a proposal made by Petition signed by at least five percent (5%) of the Members.

##### **Section 2. Amendment Proposal Publication and Voting**

All amendment proposals, by any of the above means, will be voted on by referendum of the Members, using Official Ballots for that purpose as defined in Article IV Section 5 of these Bylaws. Approval of any proposed amendment will require a two-thirds (2/3) majority of the ballots returned to the Auditor for counting, and if approved will become effective immediately.

Amendment proposals passed by the Board or received by Petition shall be published in the next available issue of the Bulletin but not less than 30 days before the date of the next Regular Annual Meeting. A vote shall be taken from the Members by ballot included in that issue of the Bulletin. The ballot will set forth the proposal for amendment, and be returnable to the Auditor by the stated date, or such that the Auditor's report is available to the Secretary not less than five (5) days before the date of the Regular Annual Meeting.

##### **Section 3. Publication of Results**

An announcement of all amendments adopted in the period since the most recent meeting of the Members, whether a Regular Annual Meeting or a Special Meeting, shall be made at the beginning of the next such meeting of the Members. The result of all referendums shall be published in the next available issue of the Bulletin following the receipt of the Auditor's report.

#### **ARTICLE XIII. CORPORATE RESTRUCTURING VOTING PROCEDURE**

Major changes in the corporate status of the NAWCC such as merger or dissolution, after approval by the Board, may only be made on approval by vote of the Members taken in person or by Proxy at a Regular Annual Meeting or a Special Meeting called for that purpose. Approval of such action shall require a 2/3 (two-thirds) majority of all votes and Proxies cast. An Official Proxy will be sent to all Members eligible to vote at least 30 days prior to the meeting. The Secretary will be named in the Official Proxy to represent all Proxy votes, and the Proxies shall be returned to the Auditor for counting and the result given to the Secretary, who shall cast the Proxies at the meeting. Electronic means may also be used for delivery and voting of Proxies.