



**BYLAWS**  
**OF**  
**NATIONAL ASSOCIATION OF WATCH AND CLOCK COLLECTORS, INC.,**  
**A Pennsylvania Non-Profit Corporation**

*Issued April 1, 2011*

**PREAMBLE**

The National Association of Watch and Clock Collectors, *Inc.*, hereinafter the NAWCC, hereby adopts these Bylaws as of October 1, 2004, *as amended*.

**ARTICLE I. BOARD OF DIRECTORS**

**Section 1. Members**

The Board of Directors, hereinafter the Board, shall be composed of seven directors elected by the eligible voting Members of the NAWCC, five directors appointed by the Board and two ex officio nonvoting members *also appointed by the Board* being the Executive Director and Legal Counsel. *Board members* must be NAWCC Members. *Whenever referenced hereinafter, the full Board is defined as all twelve voting members.*

The *actions of the Board and its members* shall be governed by the *Board of Directors Code of Ethical Conduct as defined in the Standing Rules.*

**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 *twelve voting* members of the Board, *such election to be held at the first regular physical meeting of the Board following each election and appointment of Directors as governed by Article IV of these Bylaws.*

**(b) Removal**

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

**(c) Terms of Office**

**1. Board Chair**

The term of the Board Chair shall be two years. The Board 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 Board Chair must have served at least two years on the Board.

**2. Vice Chair**

The term of the Vice Chair shall be two years. 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 *and directors* shall also perform any duties assigned to them by the Bylaws, by the Board, or by the Board 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 *state and Federal 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, *other than ex-officio*, shall be four years *commencing at the first physical meeting of the Board following their election or appointment*. After serving one term, incumbents are eligible to serve one additional *consecutive* term if reelected or reappointed. After serving two consecutive terms, no person may again serve as Director until one full term has elapsed. *A member appointed to fill a vacancy for the office of Director who has served more than one-half of a term shall be deemed to have served one full term.*

#### Section 6. Meetings

The Board shall meet together in two *physical* meetings each fiscal year, one being in conjunction with the *Regular Annual Meeting* and the second as scheduled by the Board.

The Board 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 *15* days before the date of such meeting. The Board, by unanimous consent, may waive the *15*-day notice to consider business that in the opinion of the Board Chair or a majority of Directors cannot wait the prescribed *15* days provided for special meetings.

The Board Chair shall submit to the Board *and membership*, at least *15* days before a *physical* Board meeting, an agenda of business to be brought before the Board. The agenda for a special meeting for which a waiver of the *15-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 *or other* 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 *may* be removed from his position for any reason upon a *3/4 or greater* NAWCC, INC., 514 Poplar Street, Columbia, PA 17512

*majority* vote of the full Board, or for two consecutive absences from the Board's *physical* meetings, as described in Section 6 of this Article.

**Section 9. Indemnification, Liability, and Insurance**

*The responsibility of the NAWCC with regard to indemnification, liability and insurance for directors, officers, employees and agents of NAWCC is defined herewith. These responsibilities and provisions, however, shall not apply to any action or omission giving rise to a claim that is determined to constitute self-dealing, willful misconduct, or recklessness. Further, an amendment or repeal of this Bylaw shall have no effect with respect to any action or omission occurring prior to such amendment or repeal.*

**(a) Indemnification**

*The NAWCC shall indemnify any director or officer, and may indemnify any employee or agent, who was, is, or is threatened to be made a party to any legal matter including an action by or in the right of the NAWCC, by reason of his holding or having held such position. Such indemnification shall be to the full extent permitted by law, including but not limited to the provisions of the Nonprofit Corporation Laws of 1988 of the Commonwealth of Pennsylvania as amended from time to time, hereinafter the NCL. Upon any modification of the NCL, the provisions of this Article I Section 9 shall be deemed to have been amended with immediate effect for the benefit of all persons covered herein.*

**(b) Liability**

*A director or officer of the NAWCC shall not be personally liable, as such, for monetary damages for any action taken, or for any failure to take such action, unless the director or officer has breached or failed to perform the duties of his or her office under Subchapter B ("Fiduciary Duty") of Chapter 57 of the NCL and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.*

*This Bylaw shall not apply to the personal responsibility or liability of a director or officer pursuant to any criminal statute or for the payment of local, state, or federal taxes.*

**(c) Insurance**

*The NAWCC shall purchase and maintain insurance on behalf of any person who is or was a NAWCC director or officer, and may extend such coverage to any person serving as a representative of the NAWCC, or is or was serving at the request of the NAWCC as a representative of another entity, against any liability asserted and/or incurred by such person in any such capacity, or arising out of his or her stature as such, whether or not the NAWCC has the power to indemnify such person against such liability under the laws of this or any other state.*

**(d) Authority**

*Notwithstanding anything to the contrary, NAWCC its agents or designees be and are hereby authorized and empowered, in the name of and on behalf of NAWCC, to take any actions, to pay such costs and expenses and to execute in the name and on behalf of NAWCC, all agreements, instruments and documents which shall be necessary or appropriate to carry out the intent and accomplish the purposes of this Article I Section 9.*

**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.

### 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. *No employee or their family members shall be eligible to seek or hold Board membership or elective membership of the Nominations and Elections Committee, hereinafter NEC, until three years after the employee ceases NAWCC employment.*

## 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. *Standing Committees are established and defined in this Article. The Board shall have authority to create, modify, and terminate all other committees as defined herein or in the Standing Rules. Further, where not already described in this Article III, the Board shall establish responsibilities for committees to be incorporated 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 Board Chair will not be a member of the *Awards, Ethics, or NEC.*

### Section 2. Standing Committees

*Standing Committees shall report to the Board, and may be changed only by vote of the Membership.*

#### (a) Awards Committee

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, *excluding the Executive Director*, shall not serve on the Awards Committee.

#### (b) Bylaws and Procedures Committee

The Bylaws and Procedures Committee *shall be* 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 *NAWCC's corporate office.*

#### (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, *excluding the Executive Director*, 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 *provide oversight and guidance* for 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 the Library and Research Center *collections* 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 provide oversight of the policies established by the Board for the *collections* 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 the Museum *collections* to the Board for approval including collections management, acquisitions, collections development, accession and deaccession of articles for the Museum, and other matters pertinent to the *collections* of the Museum. The Committee shall also provide oversight of the policies established by the Board for *collections* of the Museum.

**(g) Nominating and Elections Committee**

1. The Nominating and Elections Committee, hereinafter 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 on the Board (but with the incumbent Board Chair ineligible), two (2) members elected by the Members from candidates who have prior Board service *including those who served on Council or as a Trustee of NAWCC's predecessor organizations, and the Executive Director as an ex officio nonvoting member. All candidates must* agree not to stand for election or appointment to the Board during their tenure on the NEC. *Their term will commence at the time of the first physical meeting of the Board following their election or appointment. If a vacancy occurs or a vacant Board-appointed position cannot be filled by a member of the current Board, the Board may appoint a member with prior Board service.*
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 *for all candidates* to be included with the election ballot, and ensure the eligibility of *all* candidates prior to their names being placed on the ballot by review of self-nomination forms, *petitioner's personal information* and *by* personal interviews.
5. The NEC will elect its Chair from among its voting members

**Section 3. Operational and Functional Committees**

The Board may establish *other* Committees *of an operational or functional nature as needed* and will determine their reporting relationship. *The responsibilities of each such committee* will be incorporated into the Standing Rules.

**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 *unless terminated earlier.*

**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 *one or more committees 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**

*Commencing in June 2005 and every two years thereafter six Director positions and two NEC positions shall be filled by election or appointment:*

- (a) Three or four Directors elected by the Members.
- (b) *Three or two* 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.

*Those newly elected or appointed shall take office at the first physical Board meeting following the election.*

### **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 *disciplinary* actions against them 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 *on* a Committee *as member or as* Chair, or as an officer of the Board. All candidates 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**

Subject to Article II Section 3 and to Article IV Section 2(a), *candidates* for election or appointment as a Director may *be nominated by the NEC, by another NAWCC Member, or* by self-nomination. *The nomination process is further defined in the Standing Rules.*

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

Subject to Article II Section 3 and to Article IV Section 2(a), *and in addition to the methods described in Article IV Section 2(c)*, 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 *total* number of candidates *by self-nomination or nomination by other NAWCC*

*Members* for each open elected position shall be limited to a maximum of five, with the NEC being responsible to select those candidates whose names will appear on the ballot should there be more than five *such* 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 the Board of recommended 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 candidates nominated by other NAWCC Members*, names of petition candidates for Director, and names of *candidates selected by the NEC* if there are an insufficient number of otherwise qualified candidates for the open positions

## Section 5. Voting Procedure

Each election year, the Official Ballot shall be sent to each Member *in February* with the *official NAWCC publication as provided in Article V, Section 2* 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 *for counting to an independent Agent appointed* 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 *Agent* must receive ballots by midnight *the first business day in* April of the election year to be considered valid unless the NEC has authorized an extension.

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 *greatest* number of votes *as compiled by the Agent and presented in its report*, 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 *greatest* 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

*physical* 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 *official NAWCC publication* prior to each election year. Nominations will be received until one week following close of elections. *Nominations* may be submitted by Members who wish to self-nominate, by members of the Board, by the Executive Director, by the NEC, and by other interested Members *including candidates who were not elected to the Board*. The basic qualifications for all potential candidates *for appointed Directors* 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 nominees *are* not confirmed, *within one week of any negative vote* the NEC must submit *an* additional nominee *for each vacant position* 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. *Any needed skills lost by the vacancy should be considered*.

### (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 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 its Members and the public, *including Symposiums focusing on horological themes*, 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 the Museum* and other locations for the benefit and education of *its membership and public*. *Such educational activities shall be further defined in the Standing Rules*.

### Section 2. Publications

*The NAWCC shall have an official publication to* be issued periodically as defined in the Standing Rules, *which* shall include all official notices concerning business of the NAWCC, and

which may also be published by electronic or other means. Other materials that may be published 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. National Watch & Clock Museum**

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

## **ARTICLE VI. MEMBERSHIP**

### **Section 1. Eligibility**

Eligibility for membership shall *be open to persons and entities with* an interest in horology *upon* submission of a membership application along with the payment of dues. Acceptance and continuation of membership shall be conditioned upon acceptance and adherence to the Articles of Incorporation, Bylaws, Standing Rules, *and Member Code of Ethical Conduct* 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. *The NAWCC adopts and incorporates by reference herein the non-discrimination statutes and laws of the Commonwealth of Pennsylvania and the United States Government.*

### **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 a National Convention, at a time and in a locale approved by the Board.

### **Section 2. Special Meetings**

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

### **Section 3. Quorum**

The presence in person of 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 NAWCC, INC., 514 Poplar Street, Columbia, PA 17512

Members not less than 30 days before the date of such meeting in the *official NAWCC publication, by direct notification to those members who do not receive that publication*, or by other equally comprehensive means as approved by the Board.

### **Section 5. National Convention**

National Conventions shall be held *at least* annually at times and places as approved by the Board. Educational *programs and* exhibits of horological material *shall be included* as defined in the Standing Rules.

## **ARTICLE VIII. CHAPTERS**

### **Section 1. Formation**

*A NAWCC Chapter is a group of NAWCC Members who choose to join together to pursue their common horological interests under the auspices of the NAWCC. Chapters exist for the same purposes as the NAWCC, promoting and providing education in the art and science of horology for their members and the general public and for the preservation of horological knowledge and artifacts. The Board may grant a charter to a new Chapter provided its members accept the conditions for Chapter operation as defined in this Article VIII and the Standing Rules, including but not limited to:*

- *Submission of a petition or other request for formation for the purpose of being recognized as a NAWCC Chapter.*
- *Submission of a proposed memorandum of association and/or Bylaws together with the petition or request for formation, that are not in conflict with the requirements of the NAWCC Articles of Incorporation, Bylaws, and Standing Rules and showing that the Chapter will operate as a non-profit entity.*
- *Recognition of NAWCC membership requirements for Chapter membership.*
- *Recognition of NAWCC membership requirements for Chapter officers.*

*The specific requirements for these items are defined in the Standing Rules.*

### **Section 2. Meetings**

#### **(a) Chapter Meetings**

*Chapters shall hold periodic meetings on schedules suitable to the chapter members and the type of chapter, to include educational programs, marts, auctions, and other activities as appropriate. Other requirements regarding such meetings are provided in the Standing Rules.*

#### **(b) Regional Meetings**

*Regional Meetings may be arranged by Chapters covering a period of one or more days, to include educational programs, marts, and auctions consistent with the size of the meeting. Other requirements regarding such meetings including approval of dates to be held are provided in the Standing Rules.*

### **Section 3. Authority Limitation**

No 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 4. 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.

**Section 5. Recall of Charter**

*As provided in Article IX of these Bylaws, the Board by 2/3 majority vote may recall the charter of any Chapter whenever it deems such action is in the best interests of the NAWCC and chapter membership.*

**ARTICLE IX. DISCIPLINARY ACTION**

The NAWCC, after due process and hearing and by 2/3 majority vote of the Board, reserves the right to *recall the charter of* any Chapter or dismiss any Member at any time for failure to abide by the Articles of Incorporation, Bylaws, Standing Rules, *or Member Code of Ethical Conduct*. Temporary sanctions may be imposed by the Ethics Committee or as otherwise defined in the 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 Board and Regular or Special Meetings of the Members 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 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 2/3 majority of the *valid* ballots returned for counting to *an independent Agent appointed by the Board*, 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 *official NAWCC publication* 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 *official NAWCC publication*. The ballot will set forth the proposal for amendment, and be returnable to the *Agent* by the stated date, or such that *the Agent's* report is available to the Secretary not less than 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 *official NAWCC publication* following receipt of the *Agent'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 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 *for counting* to *an independent Agent appointed by the Board* 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.