

CONSTITUTION AND BY-LAWS

SUMMARY

This Document is split into two (2) parts: the Constitution, which defines the basic principles of Chapter 92 SOUTHWESTERN ONTARIO and the list of by-laws which act as the regulations for Chapter 92.

PART 1 - CONSTITUTION

ARTICLE I

NAME:

The name shall be Chapter 92, Southwestern Ontario, of the National Association of Watch and Clock Collectors and shall be subsequently be referred to as the Chapter

ARTICLE II

PURPOSE:

- a) To stimulate interest in timepieces of all kinds.
- b) To foster interest in the collecting and preservation of timepieces.
- c) To facilitate the sale, trade and purchase of timepieces by members.
- d) To co-operate with individuals or with other organizations in exhibiting timepieces.
- e) To collect and preserve horological data and material for posterity.
- f) To disseminate full information regarding the mechanism of timepieces and the repair thereof.

ARTICLE III

NON-PROFIT:

Chapter 92, Southwestern Ontario, of the National Association of Watch and Clock Collectors shall be a non-profit organization.

ARTICLE IV

MEMBERSHIP:

Any person or institution who is a member in good standing of the National Association of Watch and Clock Collectors will be eligible for membership in the Chapter. If a member ceases to be a member of the National Association, he/she will cease to be a member of the Chapter.

ARTICLE V

BOARD OF DIRECTORS:

The governing authorities of the Chapter shall be the Board of Directors (Board) consisting of eight (8) Directors. The Board shall have full authority in all matters as defined by this Constitution and the By-laws and shall manage and control the business and property of the Chapter. The term of office for the Directors will be two (2) years.

ARTICLE VI

MEETINGS:

The Chapter holds five (5) meetings each year, on the first Sunday of each of the following months: October, December, February, April and June.

ARTICLE VII

CHAPTER 'FISCAL' YEAR:

The Chapter's 'Fiscal' year begins with the Chapter meeting in October.

ARTICLE VIII

COMMUNICATIONS:

The Chapter's communications are directed to the membership and to the public (if applicable) by:

- a) Chapter 92 Newsletter: 'The London Times'
- b) Chapter 92 website
- c) Emails
- d) Telephone
- e) Other mailings and notices

ARTICLE IX

BY-LAWS:

The Chapter shall, by the enactment of by-laws, provide for the election of Directors, the conduct of meetings and other matters as may be necessary.

ARTICLE X

AMENDMENTS:

Amendments to the Constitution may be proposed and adopted by the following:

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

Notice of amendment must be published in the Chapter's newsletter "The London Times" to advise all Chapter members of the upcoming ratification vote. The ratification vote is to be held at the Chapter meeting the date of which is to be published in the Chapter's newsletter "The London Times". Ratification and adoption of the amendment shall be by a two-thirds majority vote by the general membership that is present at the meeting.

PART 2 - BY-LAWS

SECTION A

GOVERNANCE:

The laws of Ontario and Canada and the rules of NAWCC for Chapter conduct, will govern the Chapter.

SECTION B

MEMBERSHIP

- a) Any person or institution who is a member in good standing of the National Association of Watch and Clock Collectors will be eligible for membership in the Chapter. If a member ceases to be a member of the National Association, he/she will cease to be a member of the Chapter.
- b) The Membership Director will keep a roster of Chapter Members up to date.
- c) Annual Membership dues are payable in advance, at the Chapter Meeting in October. If a member has not paid his/her dues on or before the December Meeting, after having been sent notices of these meetings, his/her membership shall become suspended automatically and his/her name be remove from the Chapter mailing list.
- d) Immediate family members (spouse or significant other, and children under 18 years) of a Chapter member shall be afforded all of the benefits of membership, except that they are not entitled to vote or hold office, unless registered with the NAWCC under a family membership.
- e) Members are expected to act in an ethical and responsible manner at all meetings.

- f) Members are prohibited from using their Chapter affiliation as an endorsement for their business endeavors, and shall not imply such in any advertising or promotion nor shall endorsement of any member by the Chapter be permitted in any way. Members are welcome to link to the Chapter web site through their own web site(s).

GUESTS:

- a) Guests shall be defined as non-members of Chapter 92, who are also not an immediate family members.
- b) Guests may attend any Chapter meeting or function provided they are vouched for by a Chapter member in good standing and accompanied by that same member.
- c) Guests may not sell articles at Chapter meetings, unless they are members of NAWCC in good standing, however, a guest may purchase at the silent or live auction, or at the Mart, should one be held.
- d) A guest will be restricted to attendance to one meeting or function per year prior to joining the Chapter.

SECTION C

BOARD OF DIRECTORS

1. SELECTION and ELECTION OF DIRECTORS

- a) Elections (if needed) will be held on odd numbered years.
- b) Those directors whose term is complete may stand for re-election.
- c) A notice of the number of vacant seats, along with the names of the Directors standing for re-election, shall be published in the Chapter Newsletter (The London Times) prior to the February Meeting.
- d) At the February Chapter meeting, a call will be made for volunteers to fill the vacant directors positions
- e) If there are insufficient members to fill all of the vacancies, those volunteers who have come forward will be acclaimed and the Board shall be empowered to seek individuals to fill any further vacancies. The Board will appoint three (3) members to form a Director Selection Committee which is to be chaired by the Membership Director. The Director Selection Committee will compile a list of members names they suggest to fill each vacant Director position. The Board will ask each listed member to fill the Director position.
- f) A list of all Directors will be published in the Chapter Newsletter (The London Times) prior to the October Meeting.
- g) If there are more volunteers than spaces available, an election will be held.
- h) New Directors shall commence their duties following the October Meeting.

2. MID-TERM VACANCIES:

If a vacancy occurs in the Board, the remaining members of the Board are to appoint a successor to fill the unexpired term. The name of the selected member is to be published in the next Chapters newsletter "The London Times".

3. DUTIES OF THE BOARD OF DIRECTORS:

- a) The Board will be the governing authority of this Chapter.
- b) The Board shall have final decisions in all disputed matters, subject to ratification by the Chapter membership.
- c) It is the responsibility of the Board to provide an educational program for all meetings, except for the Live Auction Meeting in June.
- d) It is the responsibility of the Board to liaise with the NAWCC National.
- e) It is the responsibility of the Board to provide Chapter Highlights to the editor of the Bulletin.
- f) It is the responsibility of the Board to keep the membership informed about the health and well-being of the Chapter.

- g) The Board shall be the custodian of any and all of the Chapter's property.
- h) The Board will have full and final authority to determine all questions of policy not otherwise provided for in the Chapter's Constitution and By-laws.
- i) The Board may delegate to the Directors any special duties and assignments.
- j) The Board has the power to set up committees as it deems necessary to transact and conduct the business and projects of the Chapter. These committees and their members are to be published in the Chapter's newsletter "The London Times"
- k) The Recording Director will maintain all previous minutes of the Board of Directors, the Chapter Charter and other Chapter Documents

5. MEETINGS OF THE BOARD:

- a) The Meetings of the Board will be held immediately following the scheduled Chapter meetings in October, December, and April at the same location. A summer Board Meeting will also be held at the discretion of the Board. The date and location of this meeting will be published in the Newsletter. These meetings shall be open to interested Chapter members.
- b) The Board shall select directors to fill each of the positions in section C.6 below (except the Recording and Photography Directors) to serve for their two (2) year term.
- c) At each Board Meeting, Directors will volunteer or be selected to serve as the Recording Director and as Photography Director. The jobs of Recording Secretary and Photography Director should be rotated among all of the Directors.

6. JOB DESCRIPTIONS AND RESPONSIBILITIES

- a) Chairperson:
 - i. The Chairperson will conduct the regular Chapter meetings and the meetings of the Board,
 - ii. The Chair will serve for a maximum of two consecutive years.
 - iii. The chair will serve as the liaison with NAWCC
 - iv. Any Director can serve in the capacity of Chairperson in the absence of the Chair.
- b) Financial Director:
 - i. The Financial Director will be responsible for all Chapter funds, maintaining chequing and savings accounts as directed by the Board.
 - ii. The Financial Director is to pay all normal operating expenses and other expenses as directed by the Board.
 - iii. The Financial Director shall make regular reports to the Board and an annual Financial Report to the Chapter members.
- c) Recording Director:
 - i. The Recording Director is selected or volunteers at each Meeting of the Board.
 - ii. The Recording Director is to record the minutes of the Board of Directors and email the minutes to the other Board members in a timely manner.
- d) Membership Director:
 - i. The Membership Director will be responsible for the welcoming of new members and guests at Chapter Meetings.
 - ii. The Membership Director shall also collect Chapter membership dues and keep a roster of all Chapter Members up to date.
 - iii. The Membership Director is responsible for the mailing and emailing out of Newsletters and other information to the Chapter Members.
- e) Communications Director:
 - i. The Communications Director will be responsible for the publication of the Chapter's newsletter "The London Times" and of the Chapter Highlights to the NAWCC Bulletin.

- f) Display Director
 - i. The Display Director will be responsible for determining the topic of display.
 - ii. The Display Director will also be responsible for awarding and maintaining display prizes.
- g) Program Director
 - i. The program Director will be responsible for coordinating the workshops and presentations at meetings.
- h) New Member Director
 - i. The New Member Director will be responsible for introducing new members to the format of the meeting, explaining the rules and procedures of the Silent Auction and otherwise making new members and guests feel welcome and at home at Chapter Meetings.
- i) Clock and Watch Repair Workshop Director
 - i. The Workshop Director will be responsible for advertising the dates and costs of the workshops, including informing the editor of the Chapter Newsletter in a timely manner
 - ii. Registering attendees
 - iii. Securing the place for the workshops
 - iv. Notifying past attendees who may not be members of the Chapter
- j) Photography Director
 - i. The Photography Director is selected or volunteers at each Meeting of the Board to take photos at the following Chapter Meeting.
 - ii. The Photography Director will be responsible for taking photographs of the meetings and ensuring that the Communications Director has the photo card at the end of the meeting.

7. RENUMERATION:

- a) No Director of this Chapter shall receive any compensation for his/her services to the Chapter.
- b) Reimbursement of expenses for purchases made at the request of the Chapter or to conduct Chapter business may be obtained by submitting an expense statement with all receipts to the Treasurer Director. Expenses incurred by the Treasurer Director may be reimbursed by approval of the Board Chairperson.
- c) Expenses expected to be more than \$300 must first be approved by the Board.

SECTION D

QUOROM:

- a) At any meeting of the Chapter, 25 members will constitute a quorum for the transaction of business.
- b) A quorum of the Board of Directors will be a majority of the full Board.

SECTION E

ANNUAL FINANCIAL REPORT:

- a) The Annual Financial Report will be presented to the Chapter membership at the April meeting.
- b) Members may request the opportunity to examine the Chapter's Financial Records at any time, with one month's written notice.

SECTION F

SILENT AUCTION

1. Only members of NAWCC may enter objects for sale in the Silent Auction.
2. Guests may purchase items offered for sale.
3. The timing of the end of the auction shall be in a manner determined to be fair to all attendees.
4. No bids may be entered once the auction has ended.
5. Items that had bids greater than or equal to the seller's reserve price are considered sold.
6. Items which did not meet the seller's reserve price are subject to negotiation between the highest bidder and the seller.
7. Once an item has been displayed on the Silent Auction table, it cannot be sold ahead of the auction process.
8. All items on the auction table must have a bidding tag in clear view displaying a description of the item, the seller's bid number and the reserve amount.

SECTION G

AMENDMENTS:

Amendments to the By-Laws may be proposed and adopted by the following:

- a) By proposal for an amendment at a regular Board meeting.
 - a. Notice of amendment must be published in the Chapter's newsletter "The London Times" to advise all Chapter members of the upcoming ratification vote.
 - b. The ratification vote is to be held at the Board meeting the date of which is to be published in the Chapter's newsletter "The London Times".
 - c. Any member wishing to speak to the proposed amendment may speak at that Board Meeting.
- b) By proposal for an amendment at a regular Chapter meeting by any member.
 - a. The board must then discuss the member's proposal at the next Board Meeting. A summary of the discussion as well as any proposed amendment resulting from that discussion must be published in the Chapter's newsletter. If a change is proposed, ratification will be as outlined in section a).