

Washington Watchmakers - Clockmakers Association.

BYLAWS

Adopted: April 6, 2006

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Article I. MEMBERSHIP

Section 1. Eligibility

Membership in the Washington Watchmakers - Clockmakers Association, hereinafter called WWCA, is available to anyone interest in the fun, art and science of repairing and restoring horological devices.

Section 2 Voting Rights

Members in good standing shall have one vote each.

Section 3. Membership Roster

The Secretary shall maintain a roster of members indicating names, addresses, e-mail addresses and telephone numbers.

Article II. OFFICERS

Section 1. Duties of the President

The President of WWCA shall serve as its chief executive officer, exercising general supervision over the work and activities of WWCA. He/she shall preside at all meetings of WWCA, and meetings of the Board of Directors. He/she shall perform such other duties as usually pertain to the office of President.

Section 2. Duties of the Vice President

The Vice President shall act for and with the same powers of the President in the absence, or during the disability of the President. He/she shall assist the President in the performance of other duties as assigned by the President. The Vice President shall become President for the unexpired portion of any term during which a vacancy occurs in the office of President. The Vice President shall carry out such duties as prescribed by the Board of Directors.

Section 4. Duties of the Secretary

The Secretary shall be the active managing officer of the WWCA and shall act under the direction of the President and the Board of Directors. He/she shall assist the President and the Board of Directors in conducting the business of WWCA and shall perform duties as are

specified in the Constitution and Bylaws, or as may be assigned by the Board of Directors. Other responsibilities of the Secretary include:

- a. Recording the minutes of each of the WWCA and Board of Directors and distributing them to the appropriate persons on a timely basis.
- b. Executing all correspondence as may be required by WWCA, the Board of Directors.
- c. Issuing proper notices of all meetings.
- d. Keeping and carefully preserving all books, letters and documents, records, and other properties of WWCA
- e. Maintaining an inventory of supplies and materials necessary for the conduct of business by members of WWCA
- f. Maintaining a roster of members including the sum of monies paid and the date, and including the address, e-mail address and telephone number of each member.
- g. Maintaining a calendar of actions required to be taken by the President and the Board of Directors.

Section 5. Duties of the Treasurer

The Treasurer shall have custody and keep accounts of all monies and property unless otherwise determined by the Board of Directors and shall render such accounts and present such statements to the President and the Board of Directors as may be required. Prior to the start of each fiscal year, he shall prepare and present to the members a proposed budget of revenues and expenditures for the fiscal year.

Specifically, he/she shall:

- a. Maintain accurate financial records that reflect the financial status of WWCA. All records and accounts shall be open and available for inspection by the Board of Directors, or their appointed representatives.
- b. Make an in-depth report of WWCA receipts and disbursements for the year at the March Meeting and at other times as requested by the Board of Directors.
- c. Deposit on a timely basis all funds in the official depository as designated by the Board of Directors.
- d. Notify members of annual dues payable, collect annual dues, provide a proper receipt to the payer.
- e. The outgoing officers, the board and the treasure still present an estimate of expenditures for the coming year. The Treasurer then shall prepare a budget for the fiscal year this shall be approved by the Board of Directors before the first meeting of the new business year.

Section 6. Eligibility

Any member in good standing in WWCA is eligible to serve as an officer of the WWCA

Section 7. Compensation

No officer of WWCA shall receive any compensation for his/her services. Officers shall be reimbursed for authorized expenses on behalf of WWCA upon submittal of the applicable receipts.

Section 8. Election

The election of officers shall be by ballot at the March Meeting of WWCA. All regular members present are eligible to vote and additional names may be placed in nomination for each office at the March Meeting from the floor. The member receiving the highest number of votes for each office shall be declared elected. Voting eligibility shall consist of one (1) vote for each current WWCA member. Proxies shall not be recognized.

Section 9. Term of Office

Each officer shall be elected for a term of one year.

Section 10. Removal

Any member may file a grievance against an officer with a WWAC Director. Any officer may be removed, with cause, at any time the members in their absolute discretion shall consider that the best interests of WWCA would be served thereby. Any officer may be removed at a meeting called expressly for that purpose by a two-thirds (2/3) vote of the Board of Directors present. If other WWCA business needs to be talked about and brought before the Board, this business can also be discussed at the same meeting.

Section 11 Vacancy

Vacancies among the officers shall be filled as stated in Article III - Officers, above. A vacancy in the office of Secretary or Treasurer shall be filled by the Board of Directors who shall elect a member of WWCA to fill the vacancy for the remainder of the term of office.

Article III. BOARD OF DIRECTORS

The Board of Directors of WWCA is comprised of the officers along with three members elected from the general membership. The Board of Directors shall have managing and administrative authority in all business and policy matters of WWCA. Actions of the Board of Directors shall be published and made available to the membership.

Article IV MEETINGS

Section 1. WWCA Meeting

The meetings of the WWCA shall be scheduled monthly at a date determined each year by the WWCA.

Section 2. Meetings of the Board of Directors

Special Meetings. Special meetings of the Board of Directors may be called at any time by the President. A Special Meeting shall be called by the President upon request of at least forty percent (40%) of the members of the Board of Directors. A Special Meeting also shall be called by the President upon request of at least twenty-five (25%) of the members of WWCA

Section 3. Meeting Notices

Written notice of any meeting of the Board of Directors shall be issued by the Secretary to the members of the Board of Directors and others as appropriate not less than thirty (30) days prior to the meeting date. All members of WWCA in good standing shall be notified of the WWCA Annual Meeting.

Article V. FINANCE AND ACCOUNTING

Section 2. Annual Dues

The amount of the Annual Dues shall be determined by the Board of Directors.

- a Dues shall be due and payable annually to the WWCA Treasurer.
- b Annual dues are due and payable each year at the beginning of the WWCA fiscal year. Notice shall be made no later than the due date. Members not making payment by 60 days after the due date shall be sent a second notice. If dues remain unpaid thirty days after the second notice, the member shall be automatically suspended and forfeit all privileges of membership. Notifications will be made by the WWCA Treasurer.
- c Payment is considered to be made when in the hands of the WWCA Treasurer.

Section 3 Fiscal Year

The fiscal year of WWCA shall commence on the first day of April and terminate on the last day of March each year.

- a Not later than the first meeting of WWCA of the fiscal year, the Board of Directors shall adopt and pass a budget, making appropriation therein for the twelve month period beginning with April 1. Each budget shall specify the purpose and the amount of each appropriation and shall include a statement of the estimated revenue of the WWCA for each fiscal period and sources thereof.
- b All disbursements shall be made solely by voucher checks, and shall show the payee, the items of service rendered or material purchased, and the amount of payment.
- c Disbursements in any year shall not exceed the gross amount budgeted, without approval of the Board of Directors.
- d The Board of Directors shall designate the depositories of all funds.
- e Auditing: the accounts may be audited at any time by order of the president, however the regular audit shall be performed annually at the end of the fiscal year and report shared with the membership.

Article VI. PROPERTY

Section 1. Ownership

Any property which WWCA may now or hereafter own shall be considered to be the property of chapter. No member may remove or sell his/her interest in the corporation property.

Section 2. Disposition

The Board of Directors may by a majority vote resolve to sell, exchange, trade, or otherwise dispose of property owned by WWCA. The property or proceeds received from such disposition shall be held by WWCA on the same terms and subject to the same limitations as was the original property.

Article VII. DISCIPLINARY ACTION

The WWCA reserves the right to dismiss any member at any time, for unethical conduct or for the failure to abide by the Constitution and Bylaws of WWCA, after proper notification by certified mail and after due hearing before the Board of Directors.

Article VIII. RULES OF ORDER

The procedure of the Board of Directors meetings, and Committee meetings shall follow and be governed by Robert's Rule of Order (Newly Revised Edition) in all matters not specifically covered in the Constitution and Bylaws.

Article IX. AMENDMENTS

Amendments to these Bylaws may be made from time to time as provided in the Constitution.

Article X DISSOLUTION

In the event WWCA dissolves or is terminated, all property owned by WWCA shall be distributed to another educational trade organization, museum, or school, provided only that such an organization is of a non-profit nature. Selection of the recipient entity shall be made by a majority decision of the Board of Directors.