**Bylaws**

**of**

**Lake Erie Chapter 28 of the National Association of Watch and Clock Collectors, Inc.**

**PREAMBLE**

Lake Erie Chapter 28, Incorporated, hereinafter referred to as the Chapter, hereby adopts these Bylaws as of July 10, 2011.

**ARTICLE I. COUNCIL**

**Section 1. Members**

The Council of the Chapter, hereinafter referred to as the Council, shall consist of four officers, four directors, and the Immediate Past President, the latter typically serving as the Regional Meeting Chair. Members of the Council must be NAWCC members in good standing.

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

**Section 2. Officers and Directors**

**(a) Positions**

The Officers of the Council shall be a President, Vice President, Secretary, and Treasurer.

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**(b) Removal**

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

**(c) Terms of Office**

The term for all Council members shall be two years. Members may be reelected as often as desired except that the President may not serve two consecutive terms.

**Section 3. Responsibilities**

**(a) President**

The President is the chief executive officer of the corporation and shall preside over Council and Chapter meetings.

**(b) Vice President**

The Vice President shall have the powers and duties of the President in the event that the President is absent or disabled. He will also perform the function of Manager of Education, including arranging for educational program(s) at each Chapter meeting.

**(c) Secretary**

The Secretary shall record, keep, and read the minutes of Council and Chapter meetings, be custodian of the corporate records, and keep a roster of all Chapter members with their addresses, phone numbers, and email addresses. The Secretary may also serve as the newsletter editor and publisher.

**(d) Treasurer**

The Treasurer shall be responsible for the Chapter’s treasury and shall report on the treasury balance at every business meeting. He shall maintain the Chapter’s funds as specified by the Council, in a bank account in the Chapter’s name. He shall be the signer and keeper of the Chapter checkbook. The President shall be the alternate signer of the Chapter checkbook.

**(e) Immediate Past President**

The Immediate Past President serves as the Regional Meeting Chair, if such a meeting is held, unless Council specifies another individual.

**(f) General 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 Council, or by the President.

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

The Council shall have full authority to act in all matters of business except where these Bylaws specifically restrict or mandate actions of the Council.

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

**Section 4. Compensation**

No member of the Council shall receive any compensation for services other than reimbursement of out-of-pocket expenses approved by the Council.

**Section 5. Council Meetings**

The Council shall meet whenever necessary, usually in conjunction with meetings of the Chapter. The President or a majority of Council members 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 Council at least ten (10) days before the date of such meeting. The Council, by unanimous consent, may waive the ten (10) day notice to consider business that in the opinion of the President or a majority of the Council cannot wait the prescribed ten (10) days provided for Special Meetings. The President shall submit to the Council, at least ten (10) days before a Regular or Special Council Meeting, an agenda of business to be brought before the Council. The agenda for a Special Meeting for which a waiver of the ten (10) day notice is requested will be submitted with the request for waiver.

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**Section 6. Quorum**

A majority (five members) of the full Council shall constitute a quorum.

**Section 7. Removal**

A member of the Council shall be removed from his position for any reason upon a vote of seventy- five percent (75%) or more of the full Council.

**ARTICLE II. COMMITTEES**

**Section 1. Purpose and Duties**

The chapter incorporates volunteer committees to provide for member and public participation in its programs, operations, and workings, and to minimize the cost of conducting business.

**Section 2. Appointment**

The Council shall create Committees and appoint Committee Chairs to address specific tasks, initiatives, and needs as appropriate. All committees report to the Council through the President. The term of the Committees will be limited to the remaining term of the appointing Council.

**Section 3. Committee Chairs and Membership**

The Council shall appoint Committee Chairs. The members of each committee shall be selected and appointed by the Committee Chair subject to conditions that the Council may impose.

**Section 4. Compensation**

No Committee member shall receive compensation for services other than reimbursement of out-of-pocket expenses approved by the Council.

**ARTICLE III. ELECTIONS**

**Section 1. Positions**

Every two years a new Council is elected by members of the Chapter.

**Section 2. Management of the Election Process**

It is the responsibility of the Nominating Committee of the Chapter to manage the election process. The Nominating Committee shall consist of the three Immediate Past Presidents. If any of the three Immediate Past Presidents are planning to run for a position on the Council, he is not eligible to serve on the Nominating Committee and the next further back Past President shall take his place.

The Nominating Committee shall be responsible to:

(1) Manage the election policies set forth in these Bylaws to include a call for nominations, preparation of the ballot, and oversight of the election itself;

(2) Attempt to provide at least two candidates for each position;

(3) Interview all potential candidates to verify their eligibility prior to their names being placed on the ballot;

(4) Ensure that a last call for nominations is made at the meeting when voting will occur;

(5) Recommend candidates to the Council for appointment to fill any Council vacancy occurring outside the normal election cycle; and

(6) Continually seek to identify candidates for elected positions.

**Section 3. Eligibility**

To be eligible for election, a Chapter member must have no felony convictions, must have no actions taken against them by the Council or by NAWCC, Inc. as a result of an ethics complaint or violation, and if elected must be willing to perform the job as described in Article I, Section 3. A candidate must be prepared to be interviewed by the Nominating Committee 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 Council members.

**Section 4. Ballot for Election**

Subject to Section 2 of this Article, the Nominating Committee shall prepare the ballot that shall contain names and desired positions of each candidate. The ballot may also include a summary of qualifications of each candidate, if desired.

**Section 5. Voting Procedure**

A biennial meeting shall be held in November to include election of new Council Members. Ballots will be distributed at that meeting, completed by members of the Chapter, and counted by the Nominating Committee. The winners shall be announced. Voters must be present. There shall be no voting for Council members by mail.

The candidates receiving the most votes shall be declared elected. In case of a tie, the Nominating Committee shall be polled. The candidate receiving the most favorable number of votes in the poll shall be declared elected.

**Section 6. Vacancies**

**(a) Selection of Candidates**

In the event a vacancy should occur on the Council, the Nominating Committee shall select a qualified nominee for the vacant position, using the same criteria as for selecting candidates for elected positions.

**(b) Confirmation of Appointment**

Confirmation of the appointment of the nominee to fill the unexpired portion of the term of the vacancy requires a majority vote of the full Council. This may be done at any meeting of the Council.

**ARTICLE IV. FUNCTIONS**

The Chapter will engage in functions and activities that further its purpose of education. The Chapter shall focus on all forms of education in the art and science of horology for the benefit of the public and its members. Such functions and activities may include, but are not limited to: Presentations; workshops; demonstrations; horological exhibits; educational materials; newsletters and other printed or electronically recorded media; and outreach activities.

**ARTICLE V. MEMBERS**

**Section 1. Eligibility**

Eligibility for membership shall consist of an interest in horology and membership in NAWCC. Members must submit their name, address, NAWCC membership number, telephone number, and email address (if one exists) to be accepted. Acceptance and continuation of membership shall be conditional upon acceptance and adherence to these Chapter Bylaws along with payment of dues, if applicable. Membership in the Chapter shall not constitute any representation or warranty by the Chapter to such member or any other person.

When a member ceases to be a member in good standing in the NAWCC, that member will cease to be a member of the Chapter.

**Section 2. Categories of Membership**

The Council may establish and regulate categories of membership, if so desired.

**Section 3. Dues**

The Council may establish the amount and timing of dues for all categories of membership.

**Section 4. Roster of Members**

The Chapter Secretary shall keep a current Roster of Members.

**ARTICLE VI. MEETINGS AND SPECIAL EVENTS**

**Section 1. Regular Meetings**

Chapter meetings shall be held regularly, as decided by Council. Such meetings shall include, as a minimum, a business meeting of the Chapter and an educational program. A banquet and mart may be included. The Chapter’s lending library shall be accessible at Chapter meetings whenever possible.

**Section 2. Special Meetings**

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

**Section 3. Biennial Election Meeting**

As stated in Article III, Section 5, the business meeting in November of an election year shall include election of a new Council.

**Section 4. Regional Meetings**

The Chapter may choose to host or co-host a regional meeting from time to time as decided by the Council.

**Section 5. Quorum**

The presence in person of twenty (20) members shall be necessary to constitute a quorum at any meeting where a vote from the floor is taken.

**Section 6. Notices**

Notices of all Regular or Special Meetings of the general membership must be sent to all members not less than one (1) week before the date of such meeting, by email, by newsletter, in the Watch & Clock Bulletin or MART & HIGHLIGHTS, or by other equally comprehensive means as approved by the Council.

**Section 7. Special Events**

The Chapter may choose to host or co-host an event in conjunction with the NAWCC. Such events may include, but are not limited to, a National Convention or Ward Francillon Time Symposium.

**ARTICLE VII. OTHER OPERATIONS**

**Section 1. Authority Limitation**

The Chapter shall not have the power to act for or on behalf of the NAWCC in any way, except upon express written authority from the NAWCC Board of Directors or the Executive Director granted for a specific purpose.

**Section 2. Private Inurement Prohibition**

No part of the 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 the Chapter, nor to any person or organization directly or indirectly affiliated with an officer or member of the Chapter, for the purpose of carrying out the duties normally associated with the Chapter’s operation.

**ARTICLE VIII. DISCIPLINARY ACTION**

The Chapter, after due process and hearing and by majority vote of the Council, reserves the right to dismiss any member at any time for unethical conduct or for failure to abide by these Bylaws or any rules imposed upon the membership by the Council.

**ARTICLE IX. FISCAL YEAR**

The Council shall establish the fiscal year of the Chapter.

**ARTICLE X. RULES OF ORDER AND CONSTRUCTION**

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 there from.

**ARTICLE XI. AMENDMENTS TO THESE BYLAWS**

**Section 1. Amendment Proposals**

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

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

All amendment proposals, by either of the above means, will be voted on by referendum of the members, using ballots for that purpose. Approval of any proposed amendment shall require a two-thirds (2/3) majority of the ballots returned to the Secretary for counting, and if approved shall become effective immediately.

**Section 3. Publication of Results**

An announcement of all amendments adopted in the period since the most recent meeting of the membership shall be made at the beginning of the next such meeting of the members.

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