

**THE HOROLOGICAL ASSOCIATION OF VIRGINIA, INC.**

**CONSTITUTION**

**November 8, 1998**

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**Article I. NAME**

The name of this corporation shall be The Horological Association of Virginia, Inc., hereinafter referred to as H.A.V.

**Article II. OBJECTIVES**

The objectives of H.A.V. shall be:

- a. To promote and secure concerted action for the purpose of mutual improvement in the practice of our profession as watchmakers, clockmakers, and allied crafts.
- b. To promote, secure, and disseminate information relative to the science of horology and allied crafts.
- c. To elevate the standard of workmanship and work toward elimination of unfair practice.
- d. To endeavor to elevate and maintain the dignity of the science of horology.
- e. To charter local Guilds throughout the state in accordance with the H.A.V. Constitution and Bylaws.
- f. To encourage a closer fraternal and social spirit among those engaged in the profession.

**Article III. NOT-FOR-PROFIT**

The H. A. V. shall be a not-for-profit association, shall have no capital stock, and its activities shall be carried on at the expense of, and for the benefit of, its members.

**Article IV. AFFILIATION**

The H. A. V. recognizes the American Watchmakers-Clockmakers Institute and affirms its allegiance to and support of this said organization, its rules and regulations insofar as they apply to all affiliate chapters.

**Article V. POWERS**

The H.A.V. shall:

a. Direct, manage, supervise, and control the business, property, and funds of the H.A.V. as defined in the Bylaws.

b. Charter and supervise the action of chartered Guilds as defined in the Bylaws.

#### **Article VI. MEMBERSHIP**

Membership in H.A.V. is available to any person subject to the conditions defined in the Bylaws.

#### **Article VII. Guilds**

Guilds may be chartered and sustained by the organization as defined in the Bylaws.

#### **Article VIII. OFFICERS**

The officers of H.A.V. shall be the President, First Vice President, Second Vice President, Secretary and Treasurer. The office of Secretary and Treasurer may be combined into one office for any term of office by a majority vote of the Board of Directors. The authority, duty, and term of office of each officer shall be defined in the Bylaws.

#### **Article IX. BOARD OF DIRECTORS**

a. The Board of Directors shall consist of the Officers of H.A.V., the Immediate Past President, not more than two Directors elected by and representing each chartered Guild, and two Directors elected by the Board of Directors and representing the Members-at-Large

b. The Board of Directors shall be responsible for managing the affairs of the Corporation.

#### **Article X. MEETINGS**

a. The Board of Directors shall meet on a regular basis as defined in the Bylaws.

b. Special meetings of the Board of Directors shall be called by the President.

c. Fifty percent (50%) of the members of the Board of Directors shall constitute a quorum for the purpose of transacting all business at board meetings.

**Article XI. REVENUE**

- a. Each Guild shall pay dues for its membership as provided in the Bylaws.
- b. Each member of a chartered Guild, and each member-at-large shall pay to H.A.V. an annual membership fee as set from time to time by the Board of Directors. The membership dues paid by members of local Guilds to those Guilds shall be set by each local Guild without reference to H.A.V.

**Article XII. SEAL**

The common or corporate seal of the H. A. V. shall be round with the name of the corporation arranged in a circle on the outer edge. The inside of the circle shall contain two hour glasses with a watch dial between them, the space above and below the watch dial shall be filled in with stars. On the watch dial below the figure twelve the word "seal" is to be placed.

**Article XIII. AMENDMENTS**

This Constitution may be amended by the Board of Directors provided such is done pursuant to a two-thirds (2/3) vote of the Board of Directors present at a meeting of the H.A.V., and provided that the proposed change in the Constitution shall be submitted in writing to each member at least sixty (60) days before the meeting at which the change is to be considered.

**Article XIV. BYLAWS AND AMENDMENTS TO BYLAWS**

Bylaws for H. A. V. shall be adopted by the Board of Directors upon a majority vote at any regular or special meeting of the Board of Directors and may be amended from time to time as provided herein. Amendments to the Bylaws may be proposed by any member of the Board of Directors to be voted on at any regular or special meeting of the Board of Directors. Such amendments shall be received by the Secretary at least sixty (60) days prior to the date of such meeting and be provided by him/her to each member of the Board of Directors at least fifteen calendar days prior to the meeting at which they are to be considered.

**Article XV. INDEMNIFICATION**

Indemnification of the Board of Directors and committee persons acting within the scope of their duties described in this Constitution or the Bylaws of H.A.V. and without gross negligence shall be covered by a Liability Insurance policy in an amount appropriate for the time and situation as deemed appropriate by the Board of Directors.

**Article XVI. SEPARABILITY AND PRECEDENCE**

Should a contradiction arise between this Constitution and any Bylaw, Policy, Practice, or other utterance of the H.A.V. the provisions of the Constitution shall take precedence. The provisions of this Constitution and of the Bylaws of H.A.V. are separable and will remain in effect, mutatis mutandis, should any other provision be found by law or other competent authority to be invalid.