

THE HOROLOGICAL ASSOCIATION OF VIRGINIA, INC.

BYLAWS

November 3, 2019

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(Adopted November 8, 1998)

Article I. MEMBERSHIP

Section 1. Eligibility. Membership in the Horological Association of Virginia, Inc., hereinafter called H.A.V. is available to anyone engaged professionally in the trade of horology and/or jewelry or to anyone having a genuine interest in the trade.

Section 2. Election. A person may make application for membership accompanied by the appropriate fee to the Board of Directors or through a Guild. The Board of Directors and the Guild shall have the full authority to accept or reject the application. In the case of application through the Guild, the Board of Directors shall abide by the decision of the Guild. The applicant shall be notified by the H.A.V. Secretary or the Secretary of the applicable Guild of the decision. In the case of rejection, the fee shall be refunded in full. The Board of Directors and the Guild are under no compulsion to state the reason for rejection.

In the instance where membership in a Guild may not be feasible or desired for various reasons, the member will be considered a "Member-At-Large".

A person making application directly to the H.A.V. Board of Directors shall be advised of the names and addresses of contact persons in the Guilds, should they desire to be associated with a Guild.

Multiple Guild membership is encouraged.

Section 3. Classes of Membership.

a. Regular Membership. Regular membership shall be awarded to all members upon payment of annual dues, except life members who are not required to pay annual dues.

b. Spousal Membership. Spousal membership shall be awarded to all spouses upon payment of annual dues, when accompanied by a regular membership.

c. Life Membership. Life membership may be awarded from time to time by the Board of Directors. Life Members retain all privileges and responsibilities of regular membership except for the requirement to pay any dues or membership fees.

Section 4. Annual Dues. The amount of the Annual Dues shall be determined by the Board of Directors.

Dues shall be due and payable annually to the H.A.V. Treasurer and shall include individual Guild dues. These Guild dues shall be mailed from the H.A.V. Treasurer to the Guild Treasurers on a regular basis.

The annual dues are due and payable each year at the beginning of the H.A.V. 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 H.A.V. Treasurer.

Payment, whether made through a Guild or on an individual basis, is considered to be made when in the hands of the H.A.V. Treasurer.

Dues for members joining H.A.V. after December 1 of the fiscal year shall be prorated as determined by the H.A.V. Treasurer.

No portion of the Annual Dues shall constitute payment for admission to any meeting, regular or special.

Section 5. Resignation. A member wishing to resign his/her membership shall notify the Secretary in writing. There shall be no refund of dues. He/she may be reinstated upon application and affirmative decisions by the Board of Directors and/or the local Guild.

Section 6. Membership Roster. The Secretary shall maintain a roster of members indicating names, addresses, and telephone numbers.

Article II. Guilds

Section 1. Purpose. It shall be the purpose of the Guilds to carry out the principles and ideals of H.A.V. as set forth in its Constitution and these Bylaws. Guilds shall abide by and conserve the policies of H.A.V. as adopted and determined by the Board of Directors or the Executive Committee. They shall have power to discuss and recommend to the Executive Committee or the Board of Directors such matters, policies, and practices as they deem to be in the best interest of H.A.V. They shall promote and maintain a good relationship among their members and may adopt such policies and practices and engage in such activities with reference to local matters consistent with the general policies, activities, and conduct of H.A.V.

Section 2. Formation. Any group of five or more individuals in a given geographic area may request the formation of a Guild. The formation of a Guild is subject to the approval of a proposed Constitution and Bylaws by the Board of Directors.

Section 3. Local Guild Constitution and Bylaws. Each local Guild shall adopt a Constitution and Bylaws to meet requirements specified by the Board of Directors. Such organizing documents shall not be in conflict with the Constitution and Bylaws of H. A. V., laws of the Commonwealth of Virginia, or Federal law.

Section 4. Membership. Criteria for membership in a Guild may be established by each local Guild without reference to H.A.V.

Section 5. Officers. Each Guild shall elect a President, one or more Vice Presidents, a Secretary and a Treasurer (or a Secretary /Treasurer), Guild Directors as required, and two directors and two alternates to serve on the H.A.V. Board of Directors. The Guild Secretary shall advise the H.A.V. Secretary of the names, addresses, and telephone numbers of the elected officials by the beginning of each fiscal year.

Section 6. Meetings. The Guild shall hold meetings on a regular basis. A copy of each meeting notice and the minutes shall be forwarded to the H.A.V. Secretary for the purpose of maintaining a historical file on the Guild.

Section 7. Responsibility. No Guild shall have the power to act for H.A.V. in any way, except upon express authority of the Board of Directors granted for a specific purpose.

Section 8. Recall. The Board of Directors may recall the charter of any Guild whenever it deems such action is in the best interests of H.A.V. This action requires a two thirds (2/3) vote of the Board of Directors.

Section 9 Review. An automatic review by the Board of Directors shall occur in the event that the membership of a Guild reaches a number below five members, or in the event the Guild fails to elect officers, or in the event that the Guild fails to hold meetings on a regular basis. The purpose of this review is to consider reduced voting privileges or charter revocation and to provide assistance to the Guild.

Article III. OFFICERS

Section 1. Duties of the President. The President of H.A.V. shall serve as its chief executive officer, exercising general supervision over the work and activities of H.A.V. He/she shall preside at all meetings of H.A.V., the Board of Directors, and the Executive Committee. He/she shall perform such other duties as usually pertain to the office of President.

Section 2. Duties of the First Vice President. The First 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 First Vice President shall become President for the unexpired portion of any term during which a vacancy occurs in the office of President.

Section 3. Duties of the Second Vice President. The Second Vice President shall preside in the absence of the President and the First Vice President. He/she shall assist the President and the First Vice President in the performance of other duties as assigned by the President. .

The Second Vice President shall become First Vice President for the unexpired portion of any term during which a vacancy occurs in the office of First Vice President. The Second Vice President shall become President for the unexpired portion of any term during which a vacancy occurs in the office of President should the First Vice President decline to fill the vacancy and the Board of Directors approves by majority vote at a regular or special meeting. Should the office of Second Vice President become vacant it shall remain vacant until the next scheduled election of officers.

Section 4. Duties of the Secretary. The Secretary shall be the active managing officer of the H.A.V. 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 H.A.V. 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 H.A.V., Board of Directors, and Executive Committee and distributing them to the appropriate persons on a timely basis.
- b. Executing all correspondence as may be required by H.A.V., the Board of Directors, and the Executive Committee.
- c. Notifying members of their appointment to committees and supplying the chairmen of committees with copies of motions defining the purpose and mission of the committee.
- d. Issuing proper notices of all meetings.
- e. Keeping and carefully preserving all books, letters and documents, records, and other properties of H.A.V.
- f. Maintaining an inventory of supplies and materials necessary for the conduct of business by members of H.A.V.

Receiving all applications for chartering a Guild and presenting same to the Board of Directors for appropriate action.

- h. Maintaining a roster of members including the sum of monies paid and the date, and including the address and telephone number of each member.
- i. 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 Board of Directors 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 H.A.V. 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 H.A.V. receipts and disbursements for the year at the Annual 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, and forward Guild dues collected on behalf of any Guild to that Guild's Treasurer
- e. Issue all checks with any check over \$501.00, requiring two signatures. The account signature card will carry the signatures of the President, First Vice President, Second Vice President, and Treasurer.

Section 6. Eligibility. Any member in good standing in H.A.V. is eligible to serve as an officer of the H.A.V.

Section 7. Compensation. No officer of H.A.V. shall receive any compensation for his/her services. Officers shall be reimbursed for authorized expenses on behalf of H.A.V. upon submittal of the applicable receipts. However, the President may be authorized representation funds in an amount to be set by the Board of Directors for incidental expenses associated with H.A.V. business. No accounting for these funds after disbursement to the President shall be required.

Section 8. Election. The election of officers shall be by ballot at the Annual Meeting of H.A.V. All regular members present are eligible to vote and additional names may be placed in nomination for each office at the Annual Meeting from the floor. The member receiving the highest number of votes for each office shall be declared elected by the Chairman of the Nominating and Awards Committee. Voting eligibility shall consist of one (1) vote for each current H.A.V. member Proxies shall not be recognized.

Section 9. Term of Office. Each officer shall be elected for a term of two years.

Section 10. Removal. Any member may file a grievance against an officer with a Guild Director. Any officer may be removed, with cause, at any time the members in their absolute discretion shall consider that the best interests of H.A.V. 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 H.A.V. 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 H.A.V. to fill the vacancy for the remainder of the term of office. In the event a vacancy in the office of President cannot be filled in accordance with the terms of Article III Section 3, the Board of Directors shall elect, by majority vote, a member of H.A.V. to fill the vacancy for the remainder of the term of office.

Article IV EXECUTIVE COMMITTEE

Section 1. Composition. The Executive Committee of the Board of Directors is comprised of the Immediate Past President, the President, the First Vice President, the Second Vice President, the Secretary and the Treasurer.

Section 2. The Executive Committee shall conduct business as required, not in conflict with the actions of the Board of Directors. It shall act as the Corporate Board of Directors and shall, in that capacity, appoint a Registered Agent, maintain a Registered Office, and insure that annual reports and franchise taxes are kept current with the Virginia State Corporation Commission. The Executive Committee acting as the Corporate Board of Directors shall meet annually immediately following the Annual Meeting of H.A.V.

Article V. BOARD OF DIRECTORS

The Board of Directors of H.A.V. is comprised of the officers along with the Immediate Past President, no more than two directors representing each Guild and two directors representing the Members-at-Large. The Board of Directors shall have managing and administrative authority in all business and policy matters of H.A.V. Actions of the Board of Directors shall be published and made available to the membership.

Article VII. COMMITTEES

Section 1. Committees - The following Standing Committees of H.A.V. are established: Nominations and Awards, Management and Administration, and Conventions and Seminars. Other committees may be established by the Board of Directors or the President.

Section 2. Composition. The Nominations and Awards Committee shall be chaired by the Immediate Past President. The Management and Administration Committee shall be chaired by the First Vice President. The Conventions and Seminars Committee shall be chaired by the Second Vice President. Chairmen of other committees shall be appointed by the President with the advice and consent of the Board of Directors. The President shall appoint a minimum of three members, including the Chairman, to serve on each committee. The President shall serve as an Ex Officio member of each Committee. Normally the three most recent Immediate Past Presidents will be appointed to the Nominations and Awards Committee. Any member in good standing in H.A.V. may be appointed to any committee. Each Committee Chairman or his/her designee shall make a report, supported as appropriate by documentation, of the Committee's activities at each regular meeting of the Board of Directors. A Committee member shall receive no compensation for his/her services. Members may be reimbursed for authorized expenses on behalf of H.A.V. upon submittal of the applicable receipts or other supporting documentation. The appointment to any committee shall be concurrent with the terms of the officers. Members of a committee may be re-appointed. Any member may be removed from a committee by the President.

Section 3. Nominations and Awards Committee.

a. Nominations: The Nominations and Awards Committee shall nominate a person for each office of H.A.V. to the Board of Directors at the meeting preceding the Annual Meeting of H.A.V. The Committee shall: announce the nominees at the Annual Meeting, accept additional nominees for any of the offices, provide a proper ballot for casting of votes, conduct the election of officers, and certify and report the election results to the President.

b. Awards: The Nominations and Awards Committee shall nominate to the Board of Directors candidates for the H.A.V. Presidential Award, life memberships, and other awards as directed by the Board of Directors.

Section 4. Management and Administration Committee: The Management and Administration Committee shall have oversight of the management operations of H.A.V.

a. Fiscal Management. The Management and Administration Committee shall cause an inspection of the financial records of H.A.V. within thirty (30) days of the end of the fiscal year, or as directed by the Executive Committee, and shall report the results of this inspection at the next regular meeting of the Board of Directors. No member of the Executive Committee shall participate, except as an advisor in this inspection.

b. Judicial. The Management and Administration Committee shall render final decisions regarding interpretations of the Constitution and Bylaws in cases where the interpretation of the Constitution and Bylaws is challenged. A decision by this Committee may be requested by petition, in writing, of five (5) members of the Board of

Directors or by twenty (20) members of H.A.V. A majority vote of the members of the Committee voting on interpretations of the Constitution and Bylaws constitutes a final decision.

c. Administration. The Management and Administration Committee shall make a concerted effort to recruit new members and to reactivate persons who have failed to renew their membership. It shall appoint a Librarian, assure the maintenance and inventory of materials in the H.A.V. Library, arrange for the loan of these items to the membership and Guilds, and provide for an expeditious return of loaned items. It shall nominate, to the President, an Affiliated Chapter Delegate to the American Watch and Clockmakers Institute and provide a focal point for administrative coordination with other horological or related organizations.

Section 5. Conventions and Seminars Committee

a. Conventions and Seminars. The Conventions and Seminars Committee shall oversee the planning and conducting of H.A.V. annual Conventions, Technical Seminars, and other educational activities. It will arrange for a time and place for holding the Annual Meeting of H.A.V. which shall be incorporated into the annual convention. This meeting may include the presentation of educational materials and may be augmented by social functions. The Committee may, from time to time, arrange for technical seminars in addition to the Annual Convention.

b. Annual Convention. The Convention shall be held annually in conjunction with the Annual Meeting of H.A.V. The Convention shall cover a period of not less than two (2) days and shall be held on a date selected by the Board of Directors. The Convention shall be hosted by a Guild who shall be responsible for securing an appropriate location and for performing the managerial and administrative functions of the Convention. The Convention shall include educational features such as the reading of papers and/or discussions of trade interests and may include exhibits of trade materials.

c. Technical Seminar. Technical Seminars shall be held at times and locations designated by the Board of Directors. Seminars should include educational features such as the reading of papers and/or discussion of trade interests and may include exhibits of trade materials. The Seminar may be held in conjunction with other horological or related organizations.

d. Event Management. For each event, the Conventions and Seminars Committee may nominate, for appointment by the President, an Event Chairman. The Chairman, assisted by any ad hoc committee appointed by the President, shall accomplish all planning, publish and distribute appropriate promotional advertising, handle all receipts and disbursements applicable to the event, and provide the Board of Directors with a detailed report of receipts and disbursements within ninety (90) days of the close of the event.

Article VIII. AWARDS

Section 1. H.A.V. Presidential Award. This award is the highest award made by H.A.V. It honors that individual who has distinguished him/herself through contributions of time and talent, to H.A.V., to his/her Guild, and to the Industry or field of horology at large. Recommendations for recipient(s) of this award shall be made through the member's Guild, the Board of Directors, or in the case of Member-At-Large, through his appointed director. The Nomination and Awards Committee shall nominate one or more candidates for the award. Selection of the recipient is made by written ballot of the Board of Directors at its regular or special meeting next preceding the Annual Meeting of H.A.V. Nominations for this award shall be in writing and will be accepted until the Board of Directors meeting at which the selection is to be made. Should no candidate be approved by the Board of Directors for any year, no award will be made for that year.

Section 2. Life Member: A Life Membership may be granted as an honor to any member in good standing of H.A.V. The recipient shall have a minimum of ten (10) years of active H.A.V. and Guild participation on committees and/or as an officer, or contributing his talents in other ways. The Life Membership is granted by the Board of Directors on a recommendation by their Guild,

Article IX MEETINGS

Section 1. H.A.V. Meeting. The H.A.V. shall meet annually. The Annual Meeting shall be held in conjunction with the H. A. V. Convention or as called by the Board of Directors. The principal business at this meeting is the election of officers.

Section 2. Meetings of the Board of Directors

a. Regular Meetings. A minimum of three meetings of H.A.V. shall be held at a time and place designated by the Board of Directors of which one must be the Annual Meeting normally held immediately prior to the Annual Meeting of the H.A.V.

b. 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 fifty percent (50%) 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 H.A.V.

Section 3. Meeting Notices. Written notice of any Annual, Regular, or Special 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 H.A.V. in good standing shall be notified of the H.A.V. Annual Meeting.

Article X EDUCATION

Dissemination of educational presentations or materials will be presented at the Annual Meeting of H.A.V. and at all meetings of the Guilds. A discussion, with questions and comments, will ordinarily follow.

Article XI. PUBLICATIONS

Section 1. The official publication of H.A.V. shall be called Loupes & Tweezers.

Section 2. The publication of Loupes & Tweezers shall be the responsibility of the Editor, who shall be appointed by the President. The Editor shall be responsible to the Board of Directors in matters of policy and may be removed only by the Board of Directors.

Section 3. Loupes & Tweezers may be copyrighted by the Editor in the name of H.A.V. at the will of the Board of Directors, without prejudice to individual authors.

Section 4. Material published in Loupes & Tweezers shall emphasize trade and related subjects, including the affairs of H.A.V. and its Guilds, and appropriate advertising.

Section 5. Loupes & Tweezers shall be published four times yearly approximating dates agreeable to the Editor and the Board of Directors.

Section 6. Compensation. No Editor shall receive any compensation for his/her services. The Editor shall be reimbursed for authorized expenses on behalf of H.A.V. upon submittal of the applicable receipts.

Section 7. Terms of Service. The appointment of the Editor shall run concurrent with the terms of the officers. The Editor may be reappointed.

Section 8. Vacancy. A vacancy in the position shall be filled by appointment of the President.

Article XII. FINANCE AND ACCOUNTING

Section 1. The fiscal year of H.A.V. shall commence on the first day of June and terminate on the last day of May each year.

Section 2. Not later than the first Regular Meeting of the Board of Directors of the fiscal year, the Board of Directors shall adopt and pass a budget, making appropriation therein for the twelve month period beginning with June 1. Each budget shall specify the purpose and the amount of each appropriation and shall include a statement of the estimated revenue of the H.A.V. for each fiscal period and sources thereof.

Section 3. 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.

Section 4. Disbursements in any year shall not exceed the gross amount budgeted, without approval of the Board of Directors.

Section 5. The Board of Directors shall designate the depositories of all funds.

Section 6. The Board of Directors shall have the power to authorize such officers as in its judgment may seem advisable to execute and countersign the voucher checks aforesaid, and to do and perform such other acts as will carry out the purposes and objectives of this Article.

Section 7. H.A.V. is to receive a financial accounting from the Guilds or committees within ninety (90) days after the Annual Convention and other sanctioned projects as assigned.

Article XIII. PROPERTY

Section 1. Ownership. Any property which H.A.V. may now or hereafter own shall be considered to be the property of the corporation. 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 H.A.V. The property or proceeds received from such disposition shall be held by H.A.V. on the same terms and subject to the same limitations as was the original property.

Article XIV. DISCIPLINARY ACTION

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

Article XV. RULES OF ORDER

The procedure of the Executive Committee meetings, 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 XVI. AMENDMENTS

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

Article XVII DISSOLUTION

In the event H.A.V. dissolves or is terminated, all property owned by H.A.V. 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.