



## BY-LAWS of the Watchmakers Association of New Jersey

Organized: May 18, 1939  
Adopted: August 16, 1939

Amended: June 14, 1949  
Amended: 1984

Revised: 2016 (*This is a major revision, not just amendments.*)

### **ARTICLE I. NAME**

The name of the association shall be "Watchmakers Association of New Jersey". The association may also be known as the "Watchmakers' Association of New Jersey, Inc." and the "Watchmaker's Association of New Jersey, Incorporated". (*The legal name in the state records is simply "Watchmakers Association of New Jersey" without "Inc.", "Incorporated" or the "'". This acknowledges our other common names.*)

### **ARTICLE II. PURPOSES**

The purposes of this Association in amplified form shall be:

- (a) To promote, educate, and disseminate information relative to the science of Horology.
- (b) To place our craft upon the high standard to which is it justly entitled and to educate and serve in any way the best interests of its members.
- (c) To acquire, preserve, and disseminate valuable business information to the public in general
- (d) To promote a more enlarged and friendly intercourse among those engaged in the Horological profession or industry.

(e) To do anything necessary, suitable, and proper for the accomplishment of any purposes herein set forth, all of which shall be consistent with public interest as well as the interest of the profession. *(Deleted out of date references to guilds and objectives of obtaining legislation. Not for profit organizations may lobby the legislature and engage in political activities, but if we want to get tax exempt status such purposes should be deleted. Otherwise we might be considered some sort of political action or lobbying organization.)*

### **ARTICLE III. LIMITATIONS**

The Association shall not be for pecuniary profits of its members, 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. MEMBERSHIP**

(a) Active. Any individual or organization engaged in collecting, making, or repairing of time keeping and time recording instruments, the selling of these pieces including material for said pieces, or is employed in the Horological industry is eligible to make application for active membership in this association. Horological corporations may also become members of this association. *(Added references to collectors and corporations so as to include many of our current members.)*

(b) Honorary. Any individual showing outstanding interest in the association may, at the discretion of the Board of Directors, become an honorary member. Honorary members shall not be entitled to vote, or serve as an officer or director of the association. *(Made some minor corrections and replaced reference to not being present at "executive sessions" with more explicit prohibition against being an officer or director.)*

(c) Life Member. Any person who has paid dues consecutively for twenty-five (25) years, or thirty (30) years non-consecutively, will be recognized as a life member and will qualify for a special life membership certificate. A Life Member is no longer required to pay annual dues. Corporate members are not eligible for Life Member designation. *(Explicitly stated that they do not pay dues and added reference to corporate members.)*

(d) Voting. Each active member or designated representative of a member corporation in good standing shall be entitled to one (1) vote on all questions. *(Added reference to corporate members.)*

(e) Election of Members. Any person or corporation making application for membership under the by-laws must do so in writing, tendering with the application the payment of the proper fees, as hereinafter provided. Whereupon the applicant may be elected to membership by a two-thirds (2/3) vote of the members present at a regular and announced meeting. *(Added reference to corporate members.)*

(f) Duration of Membership and Resignation. Membership of this association terminates by death, voluntary withdrawal as herein provided, expulsion of members or otherwise in pursuance of these by-laws. The right of a member to vote and all other rights, titles, and interest of a member in or to the association, its rights, privileges and property, shall cease on the termination of membership. Notice of such termination of membership shall be presented to the Board of Directors at the next succeeding meeting of said board. Withdrawals shall be effective upon fulfillment of all obligations to the date of withdrawal. *(Replaced references to executive board with Board of Directors.)*

(g) Suspension and Expulsion. For cause, any member may be reprimanded, fined, suspended, or have their membership terminated. Sufficient cause for such suspension, fine or termination of membership shall be violation of the by-laws, or any agreement, rule or practice properly prejudicial to the interest of the association. Such suspension or expulsion shall require a two-thirds (2/3) vote of the members present at a regular and announced meeting provided that a statement of the charges shall have been sent by registered mail to the last recorded address of the member at least ten (10) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting before which the charges shall be considered and the member shall have the opportunity to appear in person and present any defense to such charge before action is taken thereon. Any charge filed against a member shall be in writing. An appeal from the decision may be taken to the Board of Directors by filing written notice of appeal. Such appeal shall operate to stay the effect of the suspension or expulsion until decision by the Board of Directors. The Board of Directors shall give at least ten (10) days notice of the time and place of hearing said charges and the member shall have the right to appear in person and present any defense thereon. The decision of the Board of Directors on such appeal shall be final. *(Removed reference to an executive board.)*

## **ARTICLE V. DUES**

(a) Amount. Dues for active and corporate members shall be determined from time to time by a vote of majority members attending a regularly scheduled and announced meeting.

(b) Effect of non-payment. Members who fail to pay their dues (subscriptions or assessments) within thirty (30) days of the due date shall be notified by the Membership Chairman, and if payment is not made within the following thirty (30) days, shall be reported to the Board of Directors as in arrears, and, if so ordered, shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership. *(Replaced Secretary with Membership Chairman and replaced Executive Board with Board of Directors.)*

(c) Excused from payment of dues. The Board of Directors may excuse any member from the payment of dues for such reasons as bad health or advanced age either of which are the cause of keeping him or her from earning a livelihood or other good reasons assigned. *(Replaced "officers" (which officers? By majority vote of officers?) with Board of Directors.)*

(d) Fiscal Year. The fiscal year of the association shall be from January 1<sup>st</sup> to December 31<sup>st</sup>. Payment of dues shall be by the calendar year, January 1<sup>st</sup> to December 31<sup>st</sup>.

#### **ARTICLE VI. Order of Business**

(a) The order of business for annual or special meeting shall be determined by the rules prepared by the Board of Directors. The order of business for other meetings of the association and Board of Directors shall be as follows:

1. Call to Order
2. Action of minutes of previous meeting.
3. Receiving communications.
4. Election of new members
5. Reports of officers.
6. Reports of committees.
7. Unfinished business from previous meeting.
8. New business.

Any questions as to priority of business shall be decided by the President at membership meeting or Chairman of the Board of Directors at directors' meetings without debate. *(Deleted reference to local executive boards and replaced "Chairman" in last sentence with more specific positions.)*

(b) The order of business may be altered or suspended at any meeting by a majority of the members present. The usual parliamentary rules as laid down in "Roberts' Rules of Order" shall govern all debates, when not in conflict with these by-laws.

#### **ARTICLE VII. Meetings**

On the 1<sup>st</sup> meeting of each October and annually thereafter, the members of the association shall hold a membership meeting of the purpose of electing President, Vice President, Secretary, Treasurer, and directors of the association and to transact such other business as may properly come before such meeting. Other regular membership meetings shall be scheduled during the year as determined by the Board of Directors. Special meetings of the members may be held in the same manner at any time upon the request of twenty-five percent (25%) of the members. The Secretary of the association, or his/her designated representative, shall give ten (10) days written notice to the membership of the time and place of holding the membership meetings. *(Identified specifically which officers are elected (Membership Chairman is appointed,) and gave the Secretary the option of designating someone to send out membership meeting notices. This reflects what we are actually doing without making the Bulletin Distribution Chairman a formal position described in the by-laws.)*

#### **ARTICLE VIII. Board of Directors**

(a) Government of the Association. The property, affairs, business, corporate powers, and concerns of the association shall be vested in a Board of Directors consisting of not less than four (4) directors, in addition to the five (5) executive officers. The members of said board shall, upon election, take office at the beginning of the next fiscal year and continue in office until their successors shall be duly elected and qualified. During this transition period the outgoing officers are to transmit all records and current information to the incoming officers and directors. *(Changed number of executive officers from four to five to include the Membership Chairman and cleaned up the text.)*

(b) Duties. The Board of Directors shall have control and management of the affairs of the association, with authority to do anything necessary and desirable in the conduct of the business of the association and in accordance with the by-laws. The Board of Directors shall have no authority to expend funds or assume obligations or to make contracts for which there are not sufficient funds in the treasury.

(c) Meetings. The Chairman of the Board of Directors shall schedule the time and location of regular Board of Directors meetings with a minimum of one (1) meeting per fiscal year. The Secretary shall, at the request in writing of fifty percent (50%) of the members of the board, call a special meeting of the board. The Secretary shall give ten (10) days notice in writing of such meetings and of all meetings of the Board of Directors unless notice of such meetings is waived in writing. At any special meeting no business shall be transacted other than that mentioned in the call for the meeting. *(Changed first sentence of paragraph to reflect our actual practice which gives us more flexibility.)*

(d) Quorum. A majority of the Board of Directors members shall constitute a quorum for the transaction of all business which may regularly come before the board. However, of those present it will require a two-thirds (2/3) vote to pass any proposed motion. *(References to duties of the Chairman of the Board of Directors are more properly described in Article IX (h) and are moved there.)*

(e) Absences and Failure to Act. Any member of the Board of Directors absent from a meeting shall inform the President or the Secretary, stating his/her reason for the absence and the members in attendance shall decide in each instance whether or not such absence is excusable. In the event there are three (3) consecutive unexcused absences on the part of any member of the Board of Directors, his/her membership on the board shall be declared vacant. Continued failure of any member of any board or committee to act on each board or committee shall disqualify that member and at the discretion of the President, a new member may be appointed to take the place of such member.

(f) Appointment of Subordinates and Committees. The Board of Directors shall appoint such subordinate officers and committees as it shall deem proper.

#### **ARTICLE IX. Officers**

(a) President. The President shall be the executive officer of the organization, and shall preside at the membership meetings of the association and shall be a member with the right to vote on all committees except the nominating committee. He/She shall enforce a due observance of the by-laws. He/She may appoint committees and shall perform such other duties as are necessarily incident to the office of President of the association or as may be prescribed by the Board of Directors. *(Originally stated that the President appointed all committees which conflicted with the paragraph above that stated that the Board of Directors has the authority to appoint committees. Changed this paragraph so that now both have the power to appoint committees.)*

(b) Vice-President. The Vice-President shall perform the duties of the President in his/her absence, and in case of a vacancy in the President's office shall be his/her successor.

(c) Secretary. The Secretary of the association shall attend all meetings of the association and the Board of Directors. He/She shall record all minutes of such meetings and shall execute all writings as may be required by the association and the Board of Directors.

(d) Treasurer. The Treasurer of the association shall have charge of all monies, funds, and securities of the association, and keep accurate records of same. He/She shall keep an accurate account of all monies received and disbursed, and shall submit the books and records to the auditing committee whenever the request is made by the Chairman of the committee. All checks shall be signed by the Treasurer or other officials as designated by the Board of Directors. Upon request, the Treasurer shall present a written report at each regular meeting of all cash received and disbursed since the previous meeting, and balance of cash on hand in the bank. *(As per the requirement of our bank, changed by-laws so that only one signature is required on a check. Also, added that the Board of Directors may authorize others to sign our checks. In case something happens to the Treasurer it is usually advisable to have at least one other person authorized to use the checking account. Finally, deleted requirement for a \$1,000 bond paid for by the association which reflects our actual practice.)*

(e) Membership Chairman. Appointed by the President. The Membership Chairman shall collect all dues, giving proper receipts for same. He/She shall keep an accurate record of all disbursements. He/She shall carefully preserve all books, letters, documents, and records of the association. He/She will also keep the President and the Board of Directors advised of all items relating to the membership including Active, Inactive, Life, and Honorary Members. All monies collected shall be turned over as soon as possible to the Treasurer for deposit.

(f) Special Duties of Officers. The five (5) principal officers, viz: the President, Vice-President, the Secretary, the Treasurer, and the Membership Chairman shall automatically become members of the Board of Directors and shall serve upon that board in the respective capacities in which they serve the association. *(Added the Membership Chairman as one of the principal officers since the duties are explicitly described in the by-laws paragraph above.)*

(g) National Association Representative. It will be the duty of the President, with the approval of the Board of Directors, to attend or to appoint a member in good standing to represent the association at the annual American Watchmakers-

Clockmakers Institute. (A.W.C.I.) Convention and to report on the transaction to the general membership. *(Updated name of A.W.C.I.)*

(h) Chairman of the Board of Directors. Upon election of a new President, the retiring President automatically becomes Chairman of the Board which includes all officers and directors and shall serve in this capacity until a new President is elected. His/Her duties are to chair all directors' meetings. He/She shall also act as an advisor in all matters pertaining to nation associations. In case of the Chairman's absence, the President or someone the President appoints shall act as chairman for that meeting. Otherwise the directors present may choose a chairman for the meeting. A permanent replacement will require a vote of the board with a majority approval. *(Deleted reference to State Trustees as they no longer exist.)*

(i) National Association. This association shall be an affiliate chapter of the American Watchmakers-Clockmakers Institute. *(Updated name of the A.W.C.I.)*

#### **ARTICLE X.** Changes and Amendments of These By-laws

These by-laws may be amended, repealed, or altered in whole or in part by a two-thirds (2/3) vote of the members in good standing present at a duly called meeting of the membership, provided that the members are notified in writing at least ten (10) days in advance with a summary of the proposed changes to the by-laws that will be voted on at the meeting and that copies of the complete revised by-laws are made available for review and discussion at the meeting prior to the vote. *(Changed so that it is not necessary to mail the complete document prior to the meeting.)*

#### **ARTICLE XI.** Dissolution of the Association

Dissolution of the association requires a two-thirds (2/3) vote of the Board of Directors. Upon dissolution all monies in association accounts shall be donated to the American Watchmakers-Clockmakers Institute, an international not for profit trade association located in Harrison OH. *(Added this paragraph so that when we apply for tax exempt status the IRS will see that in the event of dissolution any remaining monies will go to another exempt organization and not enrich the members. It also reinforces the fact that we are an affiliate chapter of the A.W.C.I. and further justifies the particular tax exemption status that we desire.)*

#### **ARTICLE XII.** Previous By-laws



All previous by-laws and decisions by members, not being in accordance with the foregoing by-laws shall be null and void. The foregoing by-laws shall be in force immediately after adoption by the members of the association. *(Added for obvious reasons.)*

**ADOPTED:** *(date that membership approved by-laws)*

(Signature Here)

**Dr. HENRY SHOTWELL, SECRETARY**

*(Deleted the original Certificate of Incorporation. It is interesting from a historical prospective, but not really necessary in the by-laws and could be confusing as it is so out of date. When we apply for tax exempt status, it will be necessary to provide the Certificate of Incorporation as a separate document, or something equivalent that is more current in lieu of it. We may get something more current after we reinstate the corporation with the NJ Division of Revenue.)*