

**BYLAWS
OF
SAN JACINTO CHAPTER, NO. 139, INC.,
OF
THE NATIONAL ASSOCIATION OF WATCH
AND CLOCK COLLECTORS, INC.**

**ARTICLE 1
REGISTERED OFFICE**

Registered Office and Registered Agent. The San Jacinto Chapter, No. 139, Inc. of the National Association of Watch and Clock Collectors, Inc. ("San Jacinto Chapter") shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose business office is identical with such registered office, as required by the Texas Non-Profit Corporation Act.

**ARTICLE 2
MEMBERS**

Section 1. Membership Eligibility. Any person who is a member in good standing with the National Association of Watch and Clock Collectors, Inc. is eligible for membership in the San Jacinto chapter. Upon payment of annual dues such person will be enrolled as a member. There shall be only one class of member.

Section 2. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members. No voting by proxy shall be permitted.

**ARTICLE 3
MEETINGS OF MEMBERS**

Chapter Business and Annual Meetings. The San Jacinto Chapter shall convene each year in two regularly scheduled meetings to foster and further the activities of the National Association of Watch and Clock Collectors, Inc. and of the San Jacinto Chapter. They are: 1) Business and 2) Regional meetings. The Business meeting occurs in February and the Regional meeting occurs in August in association with the Regional show.

SECTION 1. Chapter Business Meeting. There shall be a Chapter Business meeting conducted every February for the election of Officers and Directors. Other San Jacinto Chapter business shall be discussed at this time. Robert's Rules of Order is used for guidance in these proceedings.

SECTION 2. Quorum. A majority of those members of the San Jacinto Chapter who are present at the Chapter Business meeting shall constitute a quorum for voting purposes.

SECTION 3. Regional Meeting. This Annual meeting, shall be referred to as the All Texas Chapters Regional. The Vice-President of the San Jacinto Chapter shall be the Standing Chairman of the Regional Meeting Committee. The Chairman of the Regional Meeting Committee shall draw upon other members as he sees fit to fill out the remainder of the committee positions.

SECTION 4. Exhibits and Demonstrations. The San Jacinto Chapter shall conduct exhibits and demonstration of horological interest or technique at each Regional Meeting of the San Jacinto Chapter. All exhibits and demonstrations shall be planned so that they are open to public viewing. Steps shall be taken as applicable to ensure that public viewing is encouraged.

SECTION 5. Attendance. The Regional Meeting of the San Jacinto Chapter shall be open to any member in good standing with the National Association of Watch and Clock Collectors, Inc. and to the immediate family of such member accompanying that member, to include spouse and children under the age of 18.

SECTION 6. Time. The Regional Meeting will convene at a time to be determined by the Regional Meeting Committee. The time for the meeting shall be changed only upon approval of the Board of Directors. Ample notice shall be provided to the membership of the San Jacinto Chapter as to the time for the meeting.

SECTION 7. Place. The San Jacinto Chapter Regional Meeting shall convene at a place to be determined by the Regional Meeting Committee. Ample notice shall be provided to the membership of the San Jacinto Chapter as to the place for the regularly scheduled Regional meeting.

SECTION 8. Activities. Various activities shall routinely take place at the Regional Meeting of the San Jacinto Chapter. Those activities, including those described in the two succeeding paragraphs, are to be self-sustaining.

SECTION 9. Mart. There shall be a Mart made available to all registered members at the Regional Meeting. There shall be nothing offered for sale that is not directly associated with items of horological nature. There shall be a charge for the use of a display area for selling any items and such charge shall be commensurate with the expenses of space utilization/

SECTION 10. Auction. There may be an auction, of any style, made available to all registered members at the Regional Meeting if so deemed by the Regional Meeting Committee. There shall be only horological items offered for sale in any auction or silent auction. There shall be a nominal fee collected for each item sold during an auction and this fee shall be added to the funds of the San Jacinto Chapter. At any such auction, it is understood that the original owner of the item (s) may make one and only one bid on each item during its sale. Additional rules may be determined by the Regional Meeting Committee.

SECTION 11. Registration and Fees. The registration fees for attending the Regional Meeting of the San Jacinto Chapter will be determined by the estimated prorated costs of the fixed expenses involved in the operation of the Regional Meeting. Separate charges shall be included for any meals taken. Mart Room table space may be requested by a registrant and charges for Mart Room table space shall be based upon the prorated costs of the Mart Room. Any registrant with Mart Room Table space shall register for the meeting.

ARTICLE 4 GUESTS, VISITORS AND PUBLIC AT REGIONAL MEETINGS

SECTION 1. Guests. A guest is defined as a person who is not a member in good standing with the National Association of Watch and Clock Collectors and is not the spouse or child under age 18 of a member in good standing with the National Association of Watch and Clock Collectors, Inc. Guests may be registered at any meeting. The registration fee shall be the same for guests as for members. The restrictions upon and rights of guests are set forth in the two succeeding sections.

SECTION 2. Restrictions. No guest or non-registered member shall be allowed in any Mart Room, Auction, or Chapter Business Meeting at any time. Any exception to this rule may be granted if the Mart Room or Auction facility is not separate from the Educational Features of the meeting. In this instance, a guest shall be so noted by badge and shall be escorted by a Chapter Officer or an appointee to assure that this practice is strictly followed.

SECTION 3. Admissions of Guests. Guests are encouraged to attend all lectures, workshops, demonstrations, exhibits, luncheons, banquets, as well as tours or entertainment which may be arranged.

SECTION 4. Visitors. A visitor is defined as any person who is neither a registered member nor the immediate family of a registered member nor a guest. There is no registration fee required for visitors, however, they may be encouraged to sign a visitor log book. Visitors may attend any lecture, workshop, demonstration, or exhibit which may be organized at any Annual meeting. However, visitors are enjoined from any other participation at such Annual Meeting.

SECTION 5. Public. Regional Meetings may be open to the public during times designated by the Board. Refer to the NAWCC Standing Rules on Public Day Events for details.

ARTICLE 5 BOARD OF DIRECTORS

Board of Directors. The San Jacinto Chapter shall have a Board of Directors, consisting of a minimum of three Directors to a maximum of six.

SECTION 1. General Powers. The affairs of the San Jacinto Chapter shall be managed by its Board of Directors.

SECTION 2. Tenure and Qualifications. Each Director shall hold office until the next annual meeting of members and until his successor shall have been elected and qualified.

SECTION 3. Regular Meetings. A regular Chapter Business meeting of the Board of Directors shall be held without other notice than these Bylaws immediately after, and at the same place as, the Chapter Business Meeting of members.

SECTION 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board of Directors called by them.

SECTION 5. Notice. Notification of any special meeting of the Board of Directors shall be sent at least 5 days prior to each Director's physical or electronic address as shown by the records of the San Jacinto Chapter membership listing. Notice will be considered delivered if electronic mail or phone message appears to have been successfully posted. It is the responsibility of each Director to maintain contact with the others for such purposes. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a

meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting, unless specifically required by law or these Bylaws.

SECTION 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

SECTION 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

SECTION 8. Election of Directors. The Directors of the San Jacinto Chapter shall be elected at the Chapter Business Meeting in February of the Annual Meeting of the San Jacinto Chapter. A slate of proposed candidates shall be compiled by the Board of Directors. Each Director shall be responsible for nominating his or her replacement for the new term. Other members of the Board of Directors may participate in the nomination and provide suggestions and recommendations for this position. Upon disapproval of a candidate, the Board of Directors shall by common consent select some other person as nominee for the Director position. The slate of candidates shall be presented to the membership for election. Nominations by the general membership will be accepted from the floor for any Director position. The candidates receiving the greatest number of votes from the membership shall be Directors for the coming year. The term of office for the newly elected Directors shall begin immediately.

SECTION 9. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of the majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION 10. Compensation. Directors shall not receive monetary compensation for serving in any capacity. Reasonable expenses incurred in the operation of the San Jacinto Chapters shall be refundable to the person incurring them, subject to review by the Board of Directors. Expenses involving attendance of any meeting shall be considered non-remunerable expenses.

ARTICLE 6
OFFICERS

Officers, The officers of the San Jacinto Chapter shall consist of the following: (1) a President, (2) a Vice President, (3) a Secretary, and (4) a Treasurer.

SECTION 1. Duties. The duties of all duly elected Officers of the San Jacinto Chapter shall be those duties normally ascribed to the position as designated by the title. Additional specific duties assigned to the Officers are set forth in the succeeding paragraphs.

SECTION 2. President. The President of the San Jacinto Chapter shall be the chief executive authority of the San Jacinto Chapter. It shall be the duty of the President to determine the order of business of any meeting of the San Jacinto Chapter membership or any Executive Committee meeting and to preside over such meetings. Further, the President shall have the final authority concerning the expenditure of any funds which the San Jacinto Chapter may accrue. The President shall represent the San Jacinto Chapter at any function that requires such representation.

SECTION 3. Vice-President. The Vice-President of the San Jacinto Chapter shall, in the event of the unavailability of the President of the San Jacinto Chapter, act as President and perform those duties ascribed to the President. Such interim duties are to be terminated upon the return of the President.

The Vice-President shall be charged with the responsibility of Committee Chairman for the Regional Meeting of the San Jacinto Chapter. As such he will have the overall responsibility of coordinating all activities undertaken during such meeting, including but not limited to the organizing of any and all displays, exhibits, programs, marts, lectures, and educational demonstrations.

SECTION 4. Secretary. The Secretary of the San Jacinto Chapter shall be responsible for the following; recording the activities of the San Jacinto Chapter at the Annual Meetings, the Board of Directors Meeting and any Executive Committee meetings; report to the membership the minutes of the immediate past meetings; be custodian of the Chapter records and of the corporate seal of the Chapter; ensure timely reporting to the National Association of Watch and Clock Collectors, Inc. appropriate San Jacinto Chapter activities for publication of other purposes; track all San Jacinto Chapter activities related to publication, advertising or other purposes when being sent the National Association of Watch and Clock Collectors, Inc.; report to the membership of the San Jacinto Chapter via the newsletter when appropriate; and shall maintain the Chapter membership roster.

SECTION 5. Treasurer. The Treasurer of the San Jacinto Chapter shall be the person responsible for maintaining the financial accounts of the San Jacinto Chapter; all monies collected by the San Jacinto Chapter—grants, membership dues, meeting proceeds, or other sources of income. The Treasurer shall disburse these funds with the approval of the President, as provided in Article 11 of these Bylaws. Such funds amassed shall be used solely for the purposes of furthering the goals and objectives of the National Association of Watch and Clock Collectors and as part thereof, the San Jacinto Chapter.

The Treasurer shall provide to the membership an accounting of the San Jacinto Chapter funds, both income and disbursements, during the Chapter Business Meeting held during the Annual Meeting of the San Jacinto Chapter. This accounting shall be published in the next issue of the Chapter's newsletter.

SECTION 6. Term of Office. The term of office for each officer of the San Jacinto Chapter shall be for one year. These positions shall not be held for more than two consecutive terms except for the position of Treasurer where it may extend to two additional one year terms not to exceed a maximum of four.

SECTION 7. Election. Officers of the San Jacinto Chapter shall be elected in the same manner as Directors according to the rules set forth in Article 5 Section 8 of this document.

SECTION 8. Vacancies. Should a vacancy occur in any officer position, it shall be the duty of the President to appoint some member to the vacant position. Such appointment shall be effective immediately for the remainder of the term of office, subject to approval by the Board of Directors.

SECTION 9. Compensation. No Officer of the San Jacinto Chapter shall receive any monetary compensation for serving in any capacity. Reasonable expenses incurred in the operation of the San Jacinto Chapter shall be refundable after being reviewed and approved by the Board of Directors.

ARTICLE 7 COMMITTEES

SECTION 1. Executive Committee. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint an Executive Committee of the San Jacinto Chapter, which shall be comprised of the President, the Vice President, and at least three Directors. The President of the San Jacinto Chapter shall be the Chairman of any Executive Committee. Such Executive Committee, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the San Jacinto Chapter.

Any and all Executive Committee Meetings shall be open to any member of the San Jacinto Chapter who desires to attend in a non-participatory manner. To the extent permitted by such resolution, such Executive Committee shall serve as Custodian of any properties which the San Jacinto Chapter may accrue and shall be the final authority to determine all questions of policy and procedure not otherwise provided for in these Bylaws. A quorum shall be constituted by a majority of members of such Executive Committee present in all votes and the act of a majority of such Executive Committee present at a meeting shall be the act of the Executive Committee.

SECTION 2. Meeting Committee. The Regional Meeting Committee as discussed in Article 3, Section 3, of these Bylaws shall be a Standing Committee. The Vice President of the San Jacinto Chapter shall be the Chairman of the Regional Meeting Committee.

SECTION 3. Other Committees. The President of the San Jacinto Chapter may appoint specific committees at any time as may be required for the conduct of San Jacinto Chapter activities.

ARTICLE 8 FISCAL YEAR

The Fiscal Year of the San Jacinto Chapter shall begin on the first day of March of each year and shall end on the last day of February of each year.

ARTICLE 9 DUES

The annual dues to be levied upon members of the San Jacinto Chapter shall be an amount deemed necessary by the Board of Directors, or by an Executive Committee, if one is appointed by the Board of Directors pursuant to Article 7 of these Bylaws, subject to approval of the San Jacinto Chapter membership.

ARTICLE 10 PUBLICATIONS

The San Jacinto Chapter shall publish a newsletter to the members of the San Jacinto Chapter which shall be called the San Jacinto Star. This newsletter shall contain, at a minimum, a calendar of upcoming events concerning the San Jacinto Chapter as well as a calendar of events for any other Chapter of the National Association of Watch and Clock Collectors that is in the immediate area of the membership.

**ARTICLE 11
EXPENDITURES**

All expenditures of the resources of the San Jacinto Chapter are subject to approval by the President. The President and the Treasurer of the San Jacinto Chapter shall be co-signatories on any bank accounts which may be opened. Transfer of the signatory duty shall be accomplished as soon after the Annual Meeting and election as possible.

**ARTICLE 12
SEAL**

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Chapter.

**ARTICLE 13
AMENDMENTS TO BYLAWS**

These Bylaws of the San Jacinto Chapter may be amended in whole or in part by a majority vote of the members of the San Jacinto Chapter as defined in Article 3, Section 2 (above). The power to amend these Bylaws may be delegated to the Board of Directors. However, any change or modification made by the Board of Directors which would cause material change in the operation of the San Jacinto Chapter shall be effective until the next Annual Meeting, at which time the amendment will be approved and ratified or disapproved by a majority vote of the San Jacinto Chapter membership.

These Bylaws are hereby adopted by the Board of Directors by unanimous consent on the 16 day of February, 2013.


Secretary

ATTEST: 
President

Date: 2/16/2013