

## POLICY MANUAL

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1. POLICY MANUAL RULES

1.2003.01 Policy Manual Defined

This Policy Manual contains policies and procedures established by a majority vote of the Board of Directors. Policies may be amended, removed or replaced by a majority vote of the Board of Directors.

1.2003.02 Organization of Policy Manual

It shall be organized in 'Chapters' according to subject matter.

After passage of a new policy it shall be assigned a number, either by the Executive Director or the Constitution and Bylaws Committee, at the request of the President. Each separate policy shall be numbered in the following manner:

First chapter number, then a four digit number representing the year approved, followed by a two digit number beginning each year with .01, then .02 etc for each successive policy within the previous listed year,

Example 1.2003.02; 1=Chapter 1; .2003= approved in 2003 ; .02= second policy approved

If a policy has minor amendments the number will remain the same however at the end of the policy the date it was amended will be noted, however; if the changes are substantial the number should be changed.

Within a chapter the policies may be arranged to keep similar policies together for easy reference. When a policy is amended, replaced or revoked the old version shall be removed and placed in the permanent records of the Institute.

#### 1.2003.03      Invalidation of Policies

These policies may not supersede the Constitution or Bylaws of this Institute or any local, state or federal laws. Any policy that does so is automatically suspended until such conflicts are resolved.

## 2            CONDUCT

### 2.1995.01      Code of Conduct

This Code of Conduct is intended for the following personnel: AWCI Board of Directors; Officers; Executive Director; Staff; Committee members.

AWCI directors, officers, Executive Director, staff and committee members shall discharge their duties and responsibilities as assigned in the constitution and bylaws and by AWCI rules and policies in a professional manner that will reflect a positive image for the Institute.

They will refrain from name calling, threats, and accusations, and will treat individuals with respect at all times.

Their communication with the office, officers, other board members, committee members, membership, and the public, will be for the purpose of carrying out their responsibilities and for advancing the work of AWCI and not to advance their personal agenda.

Disagreements among any of these parties will first be discussed between the parties involved. If not resolved, individuals bringing a dispute or charges must present them in writing to the individuals involved along with any evidence they have to support the disputer or charges. If the problem is not resolved by the parties involved, the matter will be referred to the Board of Directors.

Failure to comply with this Code of Conduct may result in action by the Board of Directors.

### 2.1996.01      Relationship between Executive Director and President

The relationship between the office of Executive Director and that of President depends on the duties and authority of these officers as defined in the bylaws. In some organizations the executive and managerial function that would otherwise be exercised by the president is entirely split off and vested in the Executive Director. This arrangement leaves the President his duties as presiding officer and spokesman for the organization. In any case, the president should not attempt to give orders to the Executive Director independently unless the bylaws so authorize; in

the absence of such a provision, the Executive Director receives his direction from the Board or Executive Committee.

Reproduced from Roberts Rules of Order, ISRN 0-673-15471-8 Scott Foresman - 1981

## 2.1999.02 Conflicts of Interest

This Conflicts of Interests Policy was adopted by unanimous vote by the American Watchmakers-Clockmakers Institute Board of Directors for all officers, directors, committee members, and employees.

### I. PREAMBLE

This policy recognizes that both real and apparent conflicts of interest and dualities of interest (hereinafter referred to as “conflict”) sometimes occur in the course of conducting AWCI’s affairs. A conflict refers only to personal, proprietary interests of the persons covered by this policy and their immediate families and not to philosophical or professional differences of opinion.

Generally, conflicts occur because the many persons associated with the Institute can naturally be expected to have, and do in fact generally have, multiple interests and affiliations and various positions of responsibility within the profession and the general community. Sometimes a person will owe identical duties to two or more organizations conducting similar activities.

Conflicts are undesirable because they potentially or apparently place the interests of others ahead of AWCI’s obligations to its corporate purposes and to its members’ interests. Conflicts are also undesirable because they reflect adversely upon the credibility of the persons involved and upon the institutions with which they are affiliated, regardless of the actual facts or motivations of the parties concerned.

The long range best interest of AWCI does not, however, require the termination of all association with persons who may have real or apparent conflicts if a prescribed and effective method can render such conflicts harmless to all concerned.

Accordingly, it shall be the Institute’s policy to require that all actual or apparent conflicts be disclosed promptly and fully to all necessary parties and that specified involvement in the affairs of the Institute by persons who have such conflicts be prohibited.

### II. APPLICATION OF THIS POLICY

This Policy shall apply to all elected or appointed members of the Board of Directors, to all elected or appointed corporate officers, to the members of all AWCI committees, to all full and part-time AWCI employees and to all agents thereof. For the purposes of this statement of policy, all of the above shall be referred to as “persons”.

### III. POLICY

A. All persons shall scrupulously avoid any conflict between their own respective individual interests and the interest of the Institute in any and all actions taken by them on behalf of AWCI within the course of their respective corporate capacity.

B. No person shall use his or her position, or the knowledge gained there from, in such a manner that a conflict between the interest of AWCI and his or her personal gain arises.

C. No person shall obtain for himself or herself, or his or her close relatives, or his or her business associates or friends, any material interest or monetary gain of any kind which may result from their association with the Institute.

D. Any person believing that he or she has an interest in any proposed transaction with the Institute in the form of a significant personal financial interest in the outcome of the transaction or in any entity involved in the transaction, or holds a position as trustee, director, or officer in any such entity, he or she shall make a full written disclosure of such interest to the Board of Directors which shall decide whether a conflict in fact exists. The Board's findings shall be final. In the event that the person is an employee or agent of AWCI, the written disclosure shall be made to the Executive Director whose decision shall be final.

E. Nothing within this Policy shall be construed to apply to a situation where a person is merely a shareholder in a large corporation whose products, goods, or services are purchased or otherwise utilized by the Institute. Nor shall this Policy be construed to prohibit any member from publicizing his or her Institute designation or certification which he or she has earned and maintained.

#### IV. POLICY PUBLICATION

The administration of the Institute shall have the affirmative obligation to periodically publicize this Policy for all persons.

##### 2.1999.01 Employment Prohibition

From and after the effective date of the Policy Directive, no person shall be employed by AWCI who is related by blood or law to any Board Director, the Executive Director, and/or supervisory level staff member, unless such employment is approved in advance by an affirmative vote of two thirds of all Directors.

##### 2.2010.01 Ethics Enforcement Policy - See separate document 10 pages.

##### Code of Ethics

In business practices, each member will conduct him or herself in such a manner as will reflect positively on him or her, on the AWCI, and the entire watch and clock repair industry, including all its participants.

#### 3 Income & Expenses

##### 3.2006.01 Membership Dues Schedule

###### Active Membership:

Regular Membership	\$ 149.00
Life Membership	30x regular membership
Honorary Life Membership	None

###### Associate Membership:

Senior Membership	
70-79 years	90% of regular membership
80 and above	80% of regular membership
Student Membership	50% of regular membership
Affiliate Chapters	\$ 175.00
Industry Advisory Board	\$ 350.00
Research & Education Council	\$ 100.00 or \$250.00

##### 3.2003.02 Travel Reimbursement Policy Replaced with 3.2007.03. and 3.2007.04

### 3.1987.01 Registration Fees

The cost of the annual meetings shall be borne by those involved by charging a registration fee, or a participation fee for each event.

### 3.1991.01 Policy for AWCI Speakers for Affiliate Chapters

Each Affiliate Chapter may request one AWCI speaker per calendar year, for which AWCI shall pay 50% of the travel expenses, provided 50% of the Affiliate Chapter's members are AWCI members and:

- 1) The speaker requested is available.
- 2) Arrangements are made through AWCI and not through the speaker.
- 3) The program is for a "special" occasion such as:
  - a. Annual convention
  - b. Anniversary or special event
  - c. Other than a routine meeting for which only average attendance is anticipated.

Other speakers can also be obtained provided:

- 1) The speaker requested is available.
- 2) Arrangements are made through AWCI and not through the speaker.
- 3) The chapter agrees to pay the speaker's fee and all travel expenses.

The one AWCI speaker per calendar year, as described above, is required to present the formal program which is requested. If additional presentations and functions are desired from the speaker, the host group should work out details with the speaker in advance, and should negotiate with the speaker any fee that may be required to the speaker for this service.

### 3.2006.05 AWCI Project Expenses

Any new AWCI project involving more than Fifty Thousand Dollars (\$50,000) to start, or over One Hundred Fifty Thousand (\$150,000) total, shall be electronically distributed to AWCI members in a needs/cost proposal, which includes clearly stated goals and clearly defined metrics with a process which will define progress toward achieving those goals. Members will have at least two weeks to comment to the AWCI organization committee on the merits of such a proposal before the Board of Directors' approve these projects.

### 3.2011.01 Capital Funds Request Form

Prior to investing in any project or program which has not specifically been approved by the BOD, management should fill out and submit the Capital Funds Request Form (attached at end) to the Treasurer, for approval by the BOD.

### 3.2007.01 JIDA Representative

A JIDA representative who also is an AWCI member is to be invited to and placed on the agenda of AWCI's annual meeting.

### 3.2007.02 Affiliate Chapter Delegate Reimbursement

An Affiliate Chapter whose delegate attends the AWCI Annual Meeting shall be reimbursed \$300 if the Chapter has 15 AWCI members.

### 3.2007.03 Travel Reimbursement Policy REC, IAB, & Board

REC and IAB Directors, when directed by the President, shall have their transportation (airline economy class or equivalent), their hotel accommodations and meals, or a per diem when established, paid by the Institute while attending regular or specially called meetings upon presenting itemized bills therefore. Itemized bills for lodging and meals need not be submitted when a per diem rate is established.

Airfare, shall be based on the least expensive rate available, for a 30 day (when possible) advance purchase round trip ticket. If travel is less than 200 miles, reimbursement will be at the current rate accepted by the IRS.

If travel is more than 200 miles, and the traveler elects to drive, she/he will be reimbursed at the IRS rate per mile, or the amount of the least expensive airfare rate available for a fourteen day advance purchase round trip ticket, whichever is the least. No other route expenses will be paid.

Whenever you and AWCI mutually agree that access by air is not practical, reimbursement for the customary mileage rate or car rental will apply. If travel is for an AWCI scheduled meeting, or workshop, AWCI will give a fifteen day advance notice if cancellation becomes necessary. When travel is for an extended period of time, and considerable local travel is required, AWCI may request that you consider using a rental car rather than other local public transportation such as a taxi, airport limousine, etc. When considerable local travel is not required, travelers should use the public transportation mentioned above. Travel of the spouse, family members, or others, will be at their own expense. When others share your room, bill AWCI for the single occupancy rate, and only your meals and incidentals that may appear on the hotel and restaurant bills. If motel rates are the same for single as well as multiple occupancy, indicate this on the bill. Receipts for such items as airfare, motel, gasoline, parking; meals, cab fare and other incidentals for which receipts are available must be attached to your request for reimbursement.

Whenever travel is for an extended period of time, and travel to a number of cities is involved, contact AWCI and work out the details of reimbursement of the expenses involved. When a per diem is established it shall be for no more than the maximum amount allowed by the IRS for that location.

The President, and the Board of Directors, when directed by the President, shall have their lodging only arranged and paid for by AWCI while attending regular or specially-called meetings.

#### 3.2007.04 Travel Reimbursement Policy Special Agents

Special agents and/or members of other special committees when directed by the President shall have their transportation (airline economy class or equivalent), their hotel accommodations and meals, or a per diem when established, paid by the Institute while attending regular or specially called meetings upon presenting itemized bills therefore. Itemized bills for lodging and meals need not be submitted when a per diem rate is established.

Airfare, shall be based on the least expensive rate available, for a 30 day (when possible) advance purchase round trip ticket. If travel is less than 200 miles, reimbursement will be at the current rate accepted by the IRS.

If travel is more than 200 miles, and the traveler elects to drive, she/he will be reimbursed at the IRS rate per mile, or the amount of the least expensive airfare rate available for a fourteen day advance purchase round trip ticket, whichever is the least. No other route expenses will be paid.

Whenever you and AWCI mutually agree that access by air is not practical, reimbursement for the customary mileage rate or car rental will apply. If travel is for an AWCI scheduled meeting, or workshop, AWCI will give a fifteen day advance notice if cancellation becomes necessary. When travel is for an extended period of time, and considerable local travel is required, AWCI may request that you consider using a rental car rather than other local public transportation such as a taxi, airport limousine, etc. When considerable local travel is not required, travelers should use the public transportation mentioned above. Travel of the spouse, family members, or others, will be at their own expense. When others share your room, bill AWCI for the single occupancy rate, and only your meals and incidentals that may appear on the hotel and restaurant bills. If motel rates are the same for single as well as multiple occupancy, indicate this on the bill. Receipts for such items are airfare, motel, gasoline, parking; meals, cab fare and other incidentals for which receipts are available must be attached to your request for reimbursement.

Whenever travel is for an extended period of time, and travel to a number of cities is involved, contact AWCI and work out the details of reimbursement of the expenses involved. When a per diem is established it shall be for no more than the maximum amount allowed by the IRS for that location.

#### 4 Directors and Officers

##### 4.2003.01 Duties of Members of the Board of Directors

Directors of AWCI are volunteers who serve without compensation or expectation of personal return. Nonetheless, by virtue of their position, the directors owe several duties and obligations to AWCI. Failure to comply with those duties may impose personal liability on a director.

Set out below is a general description of the three primary duties of care, loyalty and confidentiality that directors owe the Association. While these duties can be described in broad detail and flushed out with various examples, it is not possible to address the multitude of cases when they will impose certain responsibilities on directors. In case of doubt, a director should promptly seek advice from AWCI officers, the Executive Director, and/or legal counsel.

#### I. DUTY OF CARE

The duty of care requires a director to act with a level of care an ordinary, prudent person in a like position would exercise under similar circumstance. Therefore, when carrying out the duties of a director, the individual must act on an informed basis and in the good faith belief that they are furthering the interest of the Association.

The following guide lines will assist a director in complying with his or her duty of care:  
Attend meetings of the Board regularly. Notify AWCI beforehand if you are unable to attend.

Each director should have an understanding of the role the Board of Directors serves under the AWCI Constitution and Bylaws.

Board members must review the materials provided to them prior to the meeting. It is important that directors understand the issues and come to the meeting prepared to discuss the issues and ask appropriate questions.

When directors have questions regarding an issue, they should raise them. It is the responsibility of the AWCI Executive Director and the Executive Committee to address concerns that directors may have on an issue.

Directors should always be mindful that any statements or opinions that they publicly express may be viewed as the position of AWCI. When expressing personal opinions, directors must insure that their audience understands that the statements are representing personal opinions and not the position of AWCI.

On occasions when directors are presenting the position of AWCI, they should make sure they are fully informed regarding that position and accurately state how AWCI stands on the issue.

## II. DUTY OF LOYALTY

Each director of AWCI owes the Association the fiduciary duty of loyalty. Basically, this means that the interest of AWCI must always come first and that the director must act in a manner he or she reasonably believes will be in the best interest of AWCI. A director cannot use his or her power for personal benefit to the detriment of the Association.

The duty of loyalty imposes several related obligations on each director. They are as follows:

A director should never seek to expropriate programs or activities, particularly business prospects that properly belong to the Association. For example, if a new revenue generating program is presented to AWCI, it would be improper for a director to expropriate that idea and start a similar program in competition with the Association. Similarly, if a director sits on another watch or clock industry association board, it would be improper to share with that association the inside details of any program AWCI was offering.

A director must avoid conflicts of interest or even the appearance of a conflict. Board members must provide undivided allegiance to AWCI. A conflict of interest exists when a director participates in the decision making process on an issue while having professional or personal interest which could bias or predisposition the issue. For example, if a director sits on the board of a bank soliciting the business of AWCI, the participation of the director in the decision whether to retain the bank would constitute a conflict of interest.

In the event an actual or apparent conflict of interest arises, the director has a number of obligations. First, the director should disclose the possible conflict to the rest of the Board prior to any action being taken. For example, assume a director had a dispute with a vendor soliciting AWCI's endorsement. The director should disclose to the Board that he or she has the conflict with the vendor prior to voting on a decision whether to endorse the vendor.

If a serious conflict of interest arises, the director must recuse himself or herself from the decision making process. As an example, assume a director has partial ownership in a vendor seeking AWCI's endorsement. In such a case, the director should disclose the conflict to the Board and remove himself or herself from the deliberation and the vote of the Board on whether to endorse the vendor.

In a case where a serious conflict will be on-going, the director must resign from the Board. For example, if a director started a business which directly competed with a service offered by AWCI to its members, it would be inappropriate to remain on the AWCI Board while having a financial interest in a business competing with AWCI.

A director should never use his or her position as an AWCI director for personal advantage. For example, it would be improper to seek or accept special concessions from a vendor that is seeking AWCI's endorsement.

### III DUTY OF CONFIDENTIALITY

Another important obligation of a director is to refrain from disclosing any Association information that is deemed confidential. As a member of the Board, a director may be privy to sensitive information regarding Association finances, business opportunities, membership disputes, and employee problems. While actions and resolutions adopted during Board meetings are not confidential, any information disclosed in executive session or as confidential background material must not be disclosed to third parties. In addition, to encourage open discussion among Board members, it is inappropriate for one Board member to publicly discuss internal Board discussions or debates that are conducted at meetings or through email deliberations.

Directors should note the following with regard to their duty of confidentiality:

If AWCI informs the Board that a matter is confidential, the director must respect that designation and not disregard or second guess the "confidential" nature of the information.

The director must be sensitive to guard against disclosure of Association information relating to membership issues, grievance matters, employee evaluation, compensation and discipline, tax issues, trade secrets and business opportunities.

If information or advice is provided by AWCI's attorneys to the Board within the scope of the attorney-client privilege, disclosure of that information or advice by a director to a third party will destroy the privilege and allow that information or advice to be used in litigation.

The content of the discussion and debate among Board members at Board meetings, conference calls, and email exchanges should not be publicly disclosed to third parties.

If a director intends to bring up a confidential matter during a Board meeting, it is appropriate to make a motion to go into executive session prior to raising the issue.

Directors should understand that the duty of confidentiality continues indefinitely and that it does not end when the director's term on the Board ends.

#### 4.1996.01 Change of Retiring Directors to Newly Elected Directors

The change of retiring directors to newly elected directors takes place at the time the agenda moves from Old Business to New Business regardless of the time the new directors are installed.

#### 4.1984.01 Status of previously Adopted Motions

The Secretary shall report to the Board of Directors prior to the annual meeting, the status of previously adopted motions. The report to be submitted just prior to the annual meeting of the Board of Directors.

#### 4.1988.01 Cash Memorials by the Board of Directors

A cash memorial contribution to the AWCI-ELM charitable Trust may be made by the Board, providing AWCI receives timely notification of the death of any of the following:

1. Incumbent Director
2. Past President
3. AWCI Fellow

4. Substantial Contributor (writer, advertiser, company executive, Trustee, former trust Chairman.

Appropriate cards may be sent in the case of serious illness or death provided the situation is brought to the staff's attention in a timely manner by a director or other interested person.

4.2000.01 Resume for Board of Directors Nomination

The attached "Resume for AWCI Board of Directors Nomination" form, as originally revised by Ewell Hartman shall be used in all future elections.

The wording "current primary occupation" of nominees for the Board of Directors shall be prominently listed under each candidate's name in the information brochure that is mailed out with the ballots, and that this be made a part of the AWCI Policy Directive Manual. Non-horological qualifications and education shall also be listed.

Photographs depicting the nominee and intended to be used in the Election Brochure and in any descriptive articles relating to the election appearing in the Horological Times magazine be no more than two years old at the time of publication. The nominee's age at the time of election—June 1st of the election year—be included on the "Résumé for AWCI Board of Directors Nomination" form. (Amended March 2004)

See attached document.

4.2003.02 Email requirements for Board Candidates

Because e-mail is extensively used in communications among members of the Board of Directors and AWCI Headquarters, it is a requirement that all candidates for election to the Board certify to AWCI that the candidate has e-mail capability. All Directors must maintain e-mail capability during their terms on the Board of Directors.

4.2003.03 Conduct of Teleconference Meetings

Quarterly Teleconference Meetings. At the Annual Meeting each year, the Board of Directors shall schedule two Board meetings to be conducted by teleconference. Those meetings are to be scheduled approximately thirty (30) days after the end of the first fiscal quarter and the third fiscal quarter.

Written Report of Resolutions. Promptly after each Board Teleconference Meeting, AWCI staff shall transmit a written report to each director via e-mail showing the results of the voting on each resolution. Any director who believes the written report is not accurate should file a written objection with AWCI and the remainder of the Board via e-mail within seven (7) days after receiving the written report. Any objections filed by directors shall be promptly resolved by the Board via e-mail.

Minutes. Minutes of the Board Teleconference Meeting shall be taken by the Secretary and submitted to the Board for approval in accordance with Sec. 7.2003.01."

4.2003.04 Parliamentarian

The parliamentarian is to be available to the Board of Directors and any committee for guidance in the conduct of their meetings and deliberations. The parliamentarian shall interpret the constitution, bylaws, policy manual and the approved parliamentary code.

#### 4.2006.02 Rules for Petitioning for Board of Directors

The petition must contain name of proposed candidate, name of member supporting the petition along with their membership numbers.

To be valid all petitions must be received by the Executive Director by the deadline date.

The member receiving the most valid signatures by petition shall be placed on the ballot, provided they meet the qualifications for election and the number of signatures meets the minimum number in the bylaws.

To break a tie the first criteria shall be by the earliest date received, then if needed, by the member who has the longest record of continuous membership.

The Executive Director shall forward the name of the member thus approved to the nominating committee. The committee shall contact the member to verify their willingness to accept the nomination and their willingness to serve.

#### 4.2008.01 Nominating Procedures: Qualification and Selection Process

Background: Recommended nominees for the AWCI Board of Directors originate with the membership. It is up to the members to recommend those candidates they feel will best represent them as leaders of the AWCI. While the AWCI Board of Directors is ultimately responsible for approving the list of candidates to be placed on ballot, it is the function of the Nominating Committee to present the AWCI Board with the best possible slate of candidates for approval. To this end, there are two primary functions performed by the Nominating Committee: Qualification and Selection. Qualification applies to every candidate nominated for the Board. Selection only applies in certain circumstances.

##### QUALIFICATION:

All candidates for the AWCI Board must meet certain minimum qualifications, as spelled out in the Constitution and By-Laws. These include, but are not limited to, a willingness to serve, being a member in good standing, and attesting to duties of loyalty, confidentiality, and care. The Nominating Committee will verify that each candidate nominated, including candidates nominated by petition, shall meet the minimum qualifications as required by the Constitution and By-Laws.

##### SELECTION:

Selection applies only in two specific cases: when more candidates than the constitutionally allowed maximum have been nominated, or when fewer candidates than the constitutionally required minimum have been nominated. In those two specific cases, it shall be the job of the nominating Committee to develop the best possible slate of candidates through the application of an objective standard. The objective criteria used in selection may change over time, but should always be decided upon before candidate selection begins.

The Nominating Committee will use the following criteria:

Prior service to the AWCI. Both quantity and quality of prior service should be considered.

Formal Education.

Business skills. Has the candidate demonstrated skills in areas like finance, project management, organizational management, etc.?

Leadership skills. Has the candidate demonstrated the ability to lead teams of people in the accomplishment of specific goals?

Communication skills. Has the candidate demonstrated the ability to communicate their ideas clearly?

Character. Does the candidate possess a proven track record of honesty and integrity in their dealings with others?

In the case where more nominations have been received than the ballot allows, the Nominating Committee will evaluate all candidates on the basis of these criteria and select those candidates who, all things considered, fulfill the greatest number of these criteria.

In the case where fewer than the minimum required nominations have been received, the Nominating Committee will actively seek nominations of individuals who, in the estimation of the Nominating Committee and board of Directors, best fulfill these criteria.

Conclusion: Ultimately, it is up to the members of the AWCI to recommend those whom they feel would be best qualified to serve on the Board of Directors. The Nominating Committee supports that process by providing the AWCI Board with the best possible slate of candidates, through the evaluation of objective standards as outlined herein, to be placed before the membership for election.

Rationale: This policy is needed to create a better method by which we select the nominees for the Board of Directors. It is also needed to fulfill the directive created in Motion 14 of the August 2007 annual meeting.

#### 4.2008.02 Authorized Signatures for Checks

All checks will be signed by two of the following three: the Executive Director of the Institute, Treasurer, and President. A facsimile signature is acceptable.

Rationale: This is needed to make a long standing procedure part of the official Policy Manual. It is also stated in the By-Laws that the Board can designate anyone it chooses to perform this function.

#### 4.2008.03 AWCI Board of Directors email

[AWCIBoard@yahoogroups.com](mailto:AWCIBoard@yahoogroups.com) will be the official email system for the AWCI Board of Directors. Participants in that forum will be as follows:

Sitting Directors  
Executive Director  
Immediate Past President  
Parliamentarian and the  
AWCI attorney

The forum will be administered jointly by the Executive Director and another of the above participants to be designated at the Annual Meeting, and are to be given all necessary access and instruction upon taking on this role. [AWCIBoard@awci.com](mailto:AWCIBoard@awci.com) will be maintained by the AWCI staff as a way for members, etc. to contact the Board of Directors, and its distribution list should match the above.

All participants are required to make every possible effort to actively maintain the confidentiality and integrity of the [AWCIBoard@yahoogroups.com](mailto:AWCIBoard@yahoogroups.com) email system in all respects in keeping with AWCI's official policy of confidentiality.

Rationale: the email forum should be analogous to a live executive session. The parliamentarian is often invited into such meetings, and provides invaluable guidance to the

Board with regard to proper procedure. The attorney should be included because many things we deal with have legal ramifications that we are often unaware of.

## 5 Voting

### 5.1989.01 Voting Percentages and Fractions

Whenever percentages are involved in AWCI voting and a fraction of a vote results, the next highest number of votes shall prevail.

For example:  $80\% \text{ of } 9 = 7.2$  Eight votes would be required for approval.

### 5.2003.01 Procedures for Unanimous Written Votes

All motions, made via email or other electronic means, shall be presented in draft form to the President who in turn will present the draft motion to the Board for a 5 day discussion period. Concurrently the President will present the draft motion to the Parliamentarian, and any committees that it may concern, for review. The author of the draft motion, upon completion of the 5 day discussion period, may submit either a revised draft motion for further discussion, or a final motion seeking Board approval to the President within 3 business days. The President will then present either the modified draft or final motion to the Board on a timely basis, requesting a second (if required), according to OH email voting statutes.

If a written resolution is submitted to the Board by mail, fax, e-mail or by some other method, such resolution shall be deemed approved if all of the directors indicate their assent to the resolution in writing. To indicate assent, a director must sign his or her name to a written instrument indicating assent and return it within five (5) working days of receiving the resolution to AWCI by fax or mail, or by e-mailing to AWCI his or her assent with the director's name typed at the end of the e-mail. The President may extend the five (5) working day deadline in his or her discretion. Any resolution approved by unanimous written vote shall be filed in the official minutes of the Board.

## 6 Committees

### 6.1986.01 Members Prohibited from Serving on More Than Three Committees

No member shall be selected to serve on more than three committees exclusive of the officers of AWCI, and those committees that the membership is directed by the Constitution and By-Laws.

### 6.1988.01 Responsibilities of Committee Chairpersons

The committee chairperson must contact within thirty (30) days of notice of appointment, all members of the committee informing them of their responsibilities and asking their participation and input in the items considered by the committee.

The committee chairperson must formulate any recommendations for action to be considered by the Board of Directors, into a resolution which will be proposed at the Board of Directors meeting. The chairperson must consider the ideas and input from the committee members in formulating such a resolution.

The committee chairperson must present a report, as required, to the office for presentation to the Directors meeting. The report should contain the following information:

An indication of which committee members participated in the work of the committee and which did not.

Report the activities and work carried out by the committee and the rationale for any action recommended by the committee.

The report may include suggestions and ideas from individual members which are not included in the resolutions from the committee as a whole. Such suggestions will not be acted upon by the Board of Directors, nor will they be implemented unless they are presented as a motion for consideration by a Board member after the report is presented and the suggestion approved.

Resolutions from the committee as a whole will constitute a motion, which need not be seconded and will be acted upon by the Board of Directors.

In summary, in the report there must be a clear differential between mere suggestions, which will not be acted upon nor implemented unless put into a motion and passed by the Board of Directors, and resolutions from the committee as a whole which will constitute a motion which will be acted upon.

#### 6.2005.02 Standing Committees

The following shall be sub-committees of the Standing committees as listed in the By-Laws Article XV, Sec. 1

A) MEMBERSHIP (The chairman or vice-chair of the Affiliate Chapters shall be a member of this committee.)

Duties: Increase AWCI's membership and promote our organization both within the horological industry and to the public at large.

1. Publicity and Public Relations
2. Honor Awards

B) EDUCATION

Duties: This committee's responsibility is the formulation and implementation of AWCI's educational policies and programs.

1. Watch Section
2. Clock Section
3. Special Industry Advisors

C) MEDIA

Duties: Work with our Executive Director, magazine editor and President to formulate policy for the Horological Times. Review and file a written report on the quality and content of all horological publications in all formats received for its consideration. Make AWCI more visible to persons in our industry and to the public.

1. Horological Times Advisory
2. Technology

D) STRATEGIC ACTION

Duties: Recommend to the Board steps that we can take to insure AWCI's future success as the premiere horological institution in the world.

E) CONVENTION

Duties: To work with the Membership Committee and the office to plan and put on our annual convention.

F) ETHICS COMMITTEE

Duties: To review AWCI Code of Ethics, make recommendations for changes and to establish due process for dealing with accused breaches of the same and potential methods for settling such disputes.

G) WATCH PRODUCT REVIEW

6.1986.02 Certified Master Clockmaker Award

The Honor Awards Committee will honor the person with the highest score on the Certified Master Clockmaker Examination, and the minimum score required for this honor shall be 93%. The score shall be attained on the first try of the examination, and shall be attained within the calendar year for which the award is being presented. No score will be considered on exams completed in more than twelve (12) months from the time application is made for the exam.

6.2006.03 AWCI Fellow Award Qualifications and Nomination Form

The AWCI Fellow Award is considered a prestigious award that carries the endorsement of one's peers as an outstanding member of the Horological Community.

Qualifications and Contributions:

Active employees of the AWCI are not eligible.

Tangible evidence of leadership abilities

Active participation chairing or serving on committees

Publication of articles in Horological Times or Horological related publications

Lectures, workshops and technical demonstrations

Good technical skills offered for the benefit of AWCI members

The nomination form will be made available through AWCI on its web site, printed in Horological Times twice a year and in the Policy Manual that is available on request from AWCI Central.

When the form is filled out it will be sent to the Chairperson of the Honor Award Committee. The chair's name and address will be kept current and will appear on the Nomination form. When received by that chair he/she will acknowledge receipt of said form in writing within ten days to the person making the nomination.

See attachments for form.

6.2011.02 Awards for exceptional achievement in certification testing

The Honor Awards Committee will recognize exceptional achievement on the following examinations;

Certified Watchmaker of the Twenty- First Century

Certified Master Watchmaker of the Twenty- First Century

Certified Clockmaker of the Twenty- First Century

Certified Master Clockmaker of the Twenty- First Century

This honor is to be given to the person who attains the highest score in each of the above categories *and* meets the following requirements.

Sec. 1 – Test scores obtained (not tests taken) between the dates June 31<sup>st</sup> to May 31<sup>st</sup> will be considered for the honor which will be awarded at the same year’s annual meeting. The recipients of these awards should be notified no later than 30 days prior to the annual meeting, sooner if at all possible.

Sec. 2 - The highest score must meet or exceed a final score (the average of all individual test components) of 6.0 on the seven point rubric scale.

Sec. 3 - The score must be attained on the first try of the examination.

Sec. 4 - The award is limited to one person per year for each of the above noted categories.

Sec. 5 - The award is limited to AWCI members only. (Note - membership is not required to take the exam)

Sec. 6 - The recipient need not be present at the annual meeting to receive the award. If not present the award will mailed after the annual meeting.

Sec. 7 - The award will be in the form of a framed certificate.

Sec. 8 – The title of the award will be as follows;

AWCI  
Exceptional Achievement Award  
(Insert Year) High Score on (Insert Certification Exam Title)  
(example)  
AWCI  
Exceptional Achievement Award  
2011 High Score on Certified Watchmaker Exam

Sec. 9 - A separate wooden plaque for each certification category will be displayed at headquarters honoring the high score recipients. Each year an engraved brass plate, including the year and individual’s name will be added to the appropriate plaque.

#### 6.2011.01 President’s Award

This honor is to be awarded at the sole discretion of the current AWCI President. It may be awarded to an individual or group.

Sec. 1 The President need not obtain approval from the Awards Committee or the Board of Directors for this award. However, documentation stating the details of his/her reason for selecting the individual must be presented by the president to the office no later than 30 days prior to the annual meeting. After the annual meeting this documentation will be turned over by the office to the Board for inclusion in the official record.

Sec. 2 The President shall not be obliged to present this award each and every year and no more than one (1) person or group shall be selected each year.

Sec 3 The award shall be in the form of a plaque or framed certificate.

#### 7 Institute records

##### 7.1986.01 Taping and Recording Proceedings

The policy for taping and recording all official meetings of the American Watchmakers-Clockmakers Institute is as follows:

1. The Secretary shall have the sole rights to record official meetings.
2. The tapes shall be used only to prepare the official minutes of the meeting, and for reference in the event of a dispute.
3. The Secretary's taped, audio recordings of official meetings and proceedings of AWCi are destroyed upon the approval of the written minutes of official proceedings.

#### 7.1989.01 Permanent Records of the James M Dodson Perpetuation Fund

AWCI will keep permanent records of all meetings of the James M. Dodson Perpetuation Fund Committee which shall be submitted to AWCi Central and become a part of the institute's permanent records.

#### 7.1988.01 Minutes of Committees

Minutes should include action taken by a committee and their rationale for their action. It should include only those suggestions which become motions and were voted upon. Suggestions in the report which are not acted upon should not be included in the minutes.

#### 7.1985.01 Minutes Furnished to Affiliate Chapters

The minutes of the Board of Directors and Executive committee meetings be furnished to the Affiliate chapters upon publication.

#### 7.2003.01 Minutes Approval

The minutes of all official meetings shall be typewritten, signed by the recording secretary and submitted to the Executive Director within 30 days. The Executive Director shall submit a copy, within 15 days to all voting attendees for their additions, corrections and approval. The approved minutes shall be returned to the office within 15 days and then shall be sent to the Board of Directors and recorded in the corporate record book.

#### 7.2003.02 Mailing List Access

1. Members and Affiliate Chapters may obtain copies of the Institute's membership mailing list for any reasonable and proper purpose. In making a request for a copy of the membership mailing list, the Affiliate Chapter or member must state the purpose for seeking the membership mailing list and sign an agreement restricting its use of the list to that stated purpose.

2. The executive director shall make the determination of whether the Affiliate Chapter or the member has stated a reasonable and proper purpose for obtaining the membership mailing list. If the executive director rejects the stated purpose for seeking the list, the Affiliate Chapter or member may appeal the rejection to the Board of Directors. The Board of Directors shall either uphold the rejection or overrule it in the Board's sole discretion.

3. For purposes of this policy a "reasonable and proper purpose" may include, but not be limited to, the following:

- A. An Affiliate Chapter may obtain the membership mailing list to contact Institute members in its area for the purpose of inviting them to join the Affiliate Chapter;

- B. Affiliate Chapters and members may seek the membership mailing list to communicate with other Affiliate Chapters and members on Institute business such as

elections of the officers and board members, amendments to the Constitution and Bylaws, or other purposes set forth in the Constitution and Bylaws; and

C. Other purposes not listed above, which the executive director or the Board of Directors deems to be in the best interest of the Institute.

4. The Board of Directors may provide a copy of the membership mailing list to third parties when compelled by legal process or when the Board deems it to be in the best interest of the Institute.

#### 7.2003.03 Access to Minutes and Other Institute Records

1. Members of the Institute may obtain copies of the minutes of the Institute. The Executive Director may also make them available to other parties who may have a legal or otherwise legitimate reason for access. The Executive Director shall determine their eligibility to receive the same.

2. Members may obtain access to other Institute records, for “reasonable and proper purposes” by submitting a request to the Executive Director. Such requests shall include the reason and purpose for obtaining the records. If the request is denied it may be appealed to the Board of Directors.

3. Any person or persons obtaining copies of such documents may not publish them or otherwise distribute them without the permission of the Executive Director.

4. A reasonable processing and handling fee may be charged for such documents.

5. Any minutes or records containing personnel issues or other issues of a sensitive nature may not be released except where permitted or required by law.

### 8 Education

#### 8.1997.01 Taping of Presentations Prohibited

The audio and/or videotaping of AWCI sponsored presentations is strictly prohibited without prior written consent of the Executive Director.

#### 8.1998.01 Option to Purchase Unfilled Seats in Order to Insure Scheduled Seminar Takes Place

When a class which has been scheduled fails to meet the minimum number of participants, AWCI will determine the prorated additional cost to conduct the seminar with less students and offer them the option of paying the additional cost. If the minimum number of students is reached before the class date, a refund would be made.

#### 8.2006.04 AWCI Course and Examination Fees

Certified Watchmaker (CW21) Exam Fee	\$1,695.00 (AWCI member)
Certified Watchmaker (CW21) Exam Fee	\$2,695.00(non-AWCI member)
Certified Watchmaker (CW21) Upgrade Exam	\$ 895.00
Approved REC School Graduate Exam	\$1,000.00
Bench Course fees/day	\$ 250.00
Affiliate Chapter Bench Course Fee/day	\$1,000.00
AWCI Academy full-day course daily fee	\$ 145.00

Certification re-takes cost per section	
Written Exam Section	\$ 200.00
Micro Mechanical	\$ 200.00
Quartz Watch Section	\$ 300.00
Automatic Watch Section	\$ 600.00
Chronograph Watch Section	\$1,000.00

#### 8.2010.01 AWC/REC Agreement for CW Examination and testing policy

“Any Horological School that wishes to be recognized for the allowance of their graduating students to take only the upgrade for the 21st Century Certified Watchmaker Certificate (CW21) that AWCI awards, must meet the following criteria:

- 1.) The School must be a current REC member School.
- 2.) They must petition and pass the AWCI Education Committee’s formal review of their curriculum to ensure the classroom and assessment experiences for their students meets or exceeds AWCI’s requirements for micromechanical work, quartz watch service, and general mechanical watch service proficiencies of skills, knowledge, and dispositions. (The school must submit written curricula, test materials, and any classroom documentation that demonstrates the work done in these 3 areas.)
- 3.) A fee of \$300 per student is charged by AWCI for its involvement with the intermediate exams.
- 4.) Each student must pass each of the schools intermediate exams, as these are the components of the curriculum that are designed to be compatible with the AWCI CW21 exam components. One retake of an intermediate exam is possible.
- 5.) AWCI must have access to the results of each student’s intermediate exams.
- 6.) AWCI must be involved in the assessing/grading process of these exams.
- 7.) Once approved, their students will qualify to take the CW21 upgrade (consisting of the current written and chronograph assessments) just prior to their final graduation.
- 8.) If the student receives minimum achievement scores of 5 or above (out of 7) on both sections, they will be awarded the CW21.”

Logic : This allows any school actively engaged in the training of watchmakers an opportunity to reduce the costs associated with taking the AWCI CW21 assessment. It encourages the adoption of AWCI’s Standards and Practices by the school and opens the door to more consistency with the knowledge, skills and dispositions of new watchmakers, patterned after the established standards that AWCI has set. It also offers an opportunity for organizations such as WOSTEP to join our efforts to align with the standards to be used worldwide in all horological education programs, which is a goal of our mission statement.

#### 9 Publications

##### 9.2005.03 Publication of Death Notices and Obituaries in Horological Times

If the deceased fits one of the categories below, an appropriate individual obituary is published in Horological Times.

1. Incumbent Director
2. Past President

3. AWCI Founder/Charter Member
4. AWCI Fellow
5. Substantial advertiser
6. Incumbent trustee or former Trust Chairman

If the deceased fits one of the following categories, a brief item noting the death will appear in the chapter news section of the state in which she/he resides, provided timely notification is received by Horological Times.

1. Former AWCI Director
2. Officers of affiliate chapters
3. Individuals active in local and/or AWCI affairs.

The ELM Charitable Trust may publish notice of deaths of individuals for whom a memorial has been made to the Trust.

If the deceased is a member in good standing of AWCI and adequate notice of the death has been given the AWCI office, the decedent's name will be published in a quarterly summary in the Horological Times.

Amended August 2008

AWCI

Capital Funds Request Form - Project/Program

Brief Description of this Request: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Reason for the funds being requested: check applicable box

Existing Project/Program     Project/Program

Explain in attached documentation the scope of the proposed project/ program. What are the expected benefits to the members of instituting this new program/project or adding to an existing program/project? What are the specific goals to be achieved by implementing this project/program? \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

What percentage of members will benefit? % \_\_\_\_\_

Projected total cost of developing this project/program: \$ \_\_\_\_\_

Projected total labor cost of administering this project/program including building overhead costs and supervision (attached detailed supporting documentation) over a five year period.  
\_\_\_\_\_

Projected annual revenue, if any, to be generated by this project: \$ \_\_\_\_\_

Will this project/program affect the operating budget? Increase, Decrease, No Effect. If this project/program is anticipated to generate revenue, how long in months is the projected payback of development cost assuming that administration costs are deducted from the projected revenue? Explain using an attached sheet: \_\_\_\_\_  
\_\_\_\_\_

Projected total cost of this program/project including labor, overhead and supervision along with any other anticipated costs over a five year period: \_\_\_\_\_  
\_\_\_\_\_

Success Measures: What are the methods to be used in determining if the proposed project / program achieve its stated goals? \_\_\_\_\_  
\_\_\_\_\_



RESUME FOR AWCI BOARD OF DIRECTORS NOMINATION

Name: \_\_\_\_\_

Address: \_\_\_\_\_

City: \_\_\_\_\_ State/Province: \_\_\_\_\_

Zip/Postal Code: \_\_\_\_\_ Phone (include area code): Home: \_\_\_\_\_

Business: \_\_\_\_\_

Fax: \_\_\_\_\_ Email: \_\_\_\_\_

Your age at the time of election - June 1st of the election year: \_\_\_\_\_

Select one, two or all three of the following options that best match your primary horological interest(s):  Watchmaker  Clockmaker  Other

The above is my:  Vocation  Avocation  Course of Study

My Current Primary Occupation: \_\_\_\_\_

Employer: \_\_\_\_\_ Position: \_\_\_\_\_

HOROLOGICAL EDUCATION: School \_\_\_\_\_ Length of Training: \_\_\_\_\_ Apprenticeship: \_\_\_\_\_ Length of Training: \_\_\_\_\_

NON HOROLOGICAL EDUCATION

School: \_\_\_\_\_ Degree Earned: \_\_\_\_\_

School: \_\_\_\_\_ Degree Earned: \_\_\_\_\_

AMERICAN WATCHMAKERSCLOCKMAKERS INSTITUTE AFFILIATION

Date Current Membership Began: \_\_\_\_\_

AWI Certification:  CC  CMC  CW  CMW  CEWT  CMEW

AWCI Certification:  CC21  CMC21  CW21  CMW21

RESUME FOR AWCI BOARD OF DIRECTORS NOMINATION (continued)

AWCI office(s) held: \_\_\_\_\_

OTHER HOROLOGICAL ASSOCIATION OFFICES HELD: \_\_\_\_\_

HOROLOGICAL RECOGNITION/AWARDS (other than AWI or AWCI certification): \_\_\_\_\_

HOROLOGICAL SPECIAL PROJECTS/ACCOMPLISHMENTS: \_\_\_\_\_

I have read and understand the duties and responsibilities of a Director of the American Watchmakers-Clockmakers Institute. In the event I am elected, I accept the responsibility with the belief that I will be able to expend the time and energy to properly fulfill a three year term as a member of the Board, along with expected committee assignments.

Further, I understand that my access to touchtone and fax telephone service, as well as to email and internet access, will facilitate fast and accurate communication and transactions.

NAME: \_\_\_\_\_

SIGNATURE: \_\_\_\_\_

DATE: \_\_\_\_\_

NOMINATION FORM FOR AWCI FELLOW AWARD

Instructions:

Please print clearly.

The filled-out nomination form and any other pertinent information should be sent to the chairman of the Honors Award Committee not less than 90 days prior to the annual AWCI meeting.

Use exact title of various positions, activities or articles that describe and define the contributions of the candidate that benefited the membership and AWCI. Use additional paper or include other information as necessary.

Chairperson:

Name

Address

Phone number

Submittal Date:

Nominee Name:

AWCI number if applicable

Years of continuous membership

Chapter memberships

Offices held:

Local

National

International

Participation on committees, chairmanships and other leadership roles:

Local

National

International

Publications, newsletter articles, newspaper articles and other writing that promotes Horology and AWCI:

Chapter

Horological

Other pertinent Publications

Lectures, workshops, seminars and other activities and goals that advanced the study of Horology:

Awards and recognition received for activities related to Horology:

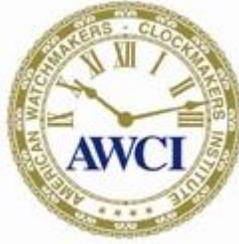
Nominated by:

Name

AWCI membership number

Address

Phone number



ENFORCEMENT PROCEDURES  
FOR THE  
ETHICS COMMITTEE  
OF THE  
AMERICAN WATCHMAKERS-CLOCKMAKERS INSTITUTE

1. Ethics Committee. The Chairperson of the Ethics Committee shall assign a member of the Ethics Committee to investigate a complaint received by AWCI against an AWCI member. Ethics Committee members may also serve from time-to-time on a hearing panel set forth in Section 7 below. Ethics Committee members shall recuse themselves from investigating a complaint or sitting on a panel to hear a complaint that involves an AWCI member from the Ethics Committee member's home state or that the Ethics Committee member has a business or personal relationship with that could influence or appear to influence the Ethics Committee member in any way.

2. Filing a Complaint. Any individual or entity (the "Complainant") who believes himself/herself/itself to be aggrieved by any action or omission of an AWCI member that violates the AWCI Constitution, Bylaws, Policy Manual or Code of Ethics may file a complaint with AWCI (the "Complaint"). To be considered for resolution under these Enforcement Procedures for the Ethics Committee (the "Enforcement Procedures"), the complaint shall: (i) be submitted in writing to the Chairperson of the Ethics Committee at the AWCI's headquarters, (ii) be signed by the Complainant and include the Complainant's address and phone number, (iii) include a concise statement of the complaint, the name of the AWCI member allegedly responsible for, causing or whose conduct is otherwise the subject of the complaint (the "Adverse Party"), including if available any applicable names, addresses and phone numbers of the Adverse Party and all persons related directly to the occurrence, and (iv) state the relief sought. If the Complainant is an entity, the Complainant shall designate one spokesperson or designated contact.

3. Processing the Complaint. Upon receipt of a complaint, the Ethics Committee Chairperson, with the administrative assistance of the AWCI staff, shall promptly undertake the following actions:

a) The Chairperson shall make a preliminary determination that the complaint is directed against a member of AWCI and alleges an act or omission that could be a violation of the AWCI Constitution, Bylaws, Policy Manual, or Code of Ethics. The Chairperson may seek additional information from the Complainant to make the preliminary determination. If it does not, the Chairperson shall notify the Complainant that the Ethics Committee will not take jurisdiction of the complaint and the reason why it will not accept jurisdiction. The Chairperson may also decline to take jurisdiction of the Complaint if the matter is: (i) the subject of an investigation already in progress with another professional or trade association; or (ii) the subject of a criminal, civil or administrative investigation or proceeding before any court or other governmental entity. In that event, the Complainant would be advised by the Chairperson that the complaint will be held in abeyance for up to one year and may be re-activated by the

Complainant at such time as the criminal, civil, administrative or disciplinary investigation or proceedings have been resolved.

b) Prior to accepting a complaint and opening a file on it, the Chairperson may, in his or her sole discretion, elect to contact the Complainant and the Adverse Party to pursue a private settlement of the complaint. If the Adverse Party indicates a willingness to pursue a settlement of the complaint, the Chairperson may opt to hold the complaint without filing it in order to give the parties an opportunity to reach a private settlement. If the parties reach a private settlement, the Chairperson shall close the matter without filing the complaint. If the parties do not reach a settlement in a timely manner or if one of the parties indicates to the Chairperson that a resolution cannot be reached, the Chairperson shall accept the complaint and open a file on it.

c) If the complaint is accepted by the Ethics Committee and a file opened on the complaint, the Chairperson shall assign an Ethics Committee member (the "Investigator") to investigate the complaint and distribute a copy of the complaint to the Investigator.

d) The Chairperson shall acknowledge in writing to the Complainant that the complaint has been accepted and inform the Complainant that the Investigator will be contacting the Complainant. A copy of these Enforcement Procedures shall be sent with the notice.

e) The Chairperson shall acknowledge in writing to the Adverse Party that a complaint has been filed against the Adverse Party and that the Investigator will be contacting the Adverse Party. A copy of the complaint, the complaint response form, and these Enforcement Procedures shall be sent with the notice. The notice shall also inform the Adverse Party that the Adverse Party may submit a written response to the complaint and any relevant documentary evidence to the Investigator within thirty (30) days of the date of the notice.

4. Investigation and Report. The Investigator shall contact the Complainant, the Adverse Party and any other persons having information related to the subject matter of the complaint. The Investigator may attempt to mediate between the parties in order to obtain a resolution of the Complaint. If mediation is successful, the agreed-upon resolution must be in writing, signed by each of the parties and submitted to the Ethics Committee Chairperson. If mediation is not successful, the Investigator, after conducting the interviews and obtaining any written responses or documentary evidence submitted by the parties, shall draft a written summary of the facts of the case containing any relevant documentary evidence (the "Case Summary") and a separate written recommendation on the appropriate resolution of the complaint to the Chairperson (the "Investigator's Recommendation"). The Case Summary and Investigator's Recommendation shall be submitted to the Chairperson.

5. Preliminary Action by Chairperson. After the receipt of the Case Summary and Investigator's Recommendation, the Chairperson shall take one of the following actions on the complaint: (a) attempt to mediate it between the parties in accordance with Section 6 below; (b) refer it to a Hearing Panel in accordance with Section 7 below; or (c) if the Investigator's Recommendation finds that there is no probable cause to believe the Adverse Party violated the AWCII Constitution, Bylaws, Policy Manual or Code of Ethics, and the Chairperson agrees, inform the Complainant and the Adverse Party that the complaint is being dismissed. The Complainant would also receive notice of the right to appeal pursuant to Section 10 below.

6. Mediation of the Complaint. If the Ethics Committee Chairperson elects to mediate the complaint with the Complainant and the Adverse Party, the Chairperson may use any meeting format acceptable to the parties and the Chairperson. Any mediation efforts shall be commenced within a reasonable time after the receipt of the Case Summary and the Investigator's Recommendation. If mediation is successful, the agreed-upon resolution must be in writing and signed by the Chairperson and each of the parties.

7. Hearing Panel. If any attempted mediation is unsuccessful or if the Ethics Committee Chairperson deems mediation inadvisable, the Chairperson will then appoint one to

three members of the Ethics Committee to serve as the panel that will hear the complaint (the “Hearing Panel”). These appointments shall be subject to the following:

The Chairperson may not appoint himself/herself to the Hearing Panel.

The Investigator may not be a member of the Hearing Panel.

The Chairperson may appoint a one, two or three-person Hearing Panel

d) If there is more than one member of the Hearing Panel, the Chairperson will designate a Chair of the Panel (“Panel Chair”).

8. Conduct of the Hearing. The Panel Chair will select the time and place for the hearing so as to have the hearing occur at the earliest convenient date. The Panel Chair may, at the Chair’s option, conduct the hearing by conference call or other similar electronic means. The Panel Chair will communicate the information about the hearing schedule, and the identity of the other two members of the Hearing Panel, to the parties. The Panel Chair may also request that AWCI General Counsel, designated AWCI staff members, and other Ethics Committee members, including the investigator, attend the hearing. Prior to the hearing, the Ethics Committee Chairperson will provide to the Hearing Panel a copy of the Complaint, any written response previously submitted by the Adverse Party, documents collected by the Investigator, and the Case Summary. The Hearing Panel will not receive (and neither party may introduce as evidence) the Investigator’s Recommendation nor any statements or offers made by the Ethics Committee Chairperson or any of the parties during mediation.

At the Hearing, each party may be represented by counsel at their own expense, present oral or written evidence, cross-examine witnesses and present such factual or legal claims as are desired. The Panel Chair may place reasonable limits on the number of witnesses and the length and scope of the testimony. All procedural and evidentiary decisions shall be made by the Panel Chair.

Decisions regarding the merits of the complaint and the form of any discipline shall be made by majority vote of the Hearing Panel. The Hearing Panel shall report its decision on the merits in the form of written findings of fact, conclusions, and any discipline imposed within ten (10) days of the conclusion of the hearing (the “Panel Report”). The Panel Report, together with notice on the right to appeal pursuant to Section 10, shall be sent to the parties and the Ethics Committee Chairperson. The decision of the Hearing Panel shall be final and binding on all parties, unless the decision is appealed by either party in accordance with Section 10.

9. Discipline. The Panel Report may decide to impose no disciplinary measures or its decision may be to impose one or more of the following disciplinary measures on the Adverse Party:

Reprimand. A reprimand may be issued against the Complainant. The Hearing Panel may direct that the reprimand be private or public.

Probation. A ruling of probation that, for a specified time, the

Adverse Party’s continued participation in AWCI’s activities, member benefits, membership programs is conditioned upon satisfaction of certain conditions. These conditions shall be described specifically, as shall the consequences of failing to meet them. The Hearing Panel may direct that the probation be private or public.

Suspension. A ruling that the Adverse Party is prohibited from participating in AWCI activities, programs, and any other privileges of membership. The Hearing Panel may limit the effect of a suspension to certain benefits or programs, and may establish conditions that, if satisfied, will result in the lifting of a suspension.

Termination. A ruling that, either permanently or pending reinstatement, the Adverse Party’s membership in AWCI is terminated. The Hearing Panel may establish conditions that, if satisfied, will result in reinstatement. If a membership is terminated, AWCI shall not be required to refund or reimburse membership fees or dues.

It is the intent of the Enforcement Procedures that the range of disciplinary measures be as broad and flexible as possible so that disciplinary measures can be employed to remedy and redress the violation that has been committed.

10. Appeals. An appeal from a dismissal of the complaint by the Chairperson or an appeal from the Panel Report may be taken by any party to the AWCI Executive Committee. A notice of appeal must be filed within thirty (30) days of the date of notice of the action being appealed. The notice of appeal shall be in writing, must set forth the basis for the appeal, and shall be sent to the AWCI Executive Director. Upon receipt, the Executive Director will forward copies of the notice of appeal to the other party, who shall have the right to submit written responses to the appeal within thirty (30) days of receiving the notice of appeal. Any responses must be in writing and delivered to the AWCI Executive Director. The Executive Director will then deliver to the Executive Committee the complete record on appeal, including the notice of appeal, and any responses submitted by the other party. The Executive Committee shall, by majority vote of all nonabstaining members and without considering new evidence or conducting additional hearings, render a decision with respect to the appeal. A written notice of that decision shall be sent to all parties within ten (10) days of the Executive Committee decision. The decision of the Executive Committee with respect to an appeal shall be final and binding on all parties.

11. General. All notices, reports and decisions under these Enforcement Procedures shall be made in writing and delivered in person by overnight delivery, U.S. first class mail, fax or e-mail. The AWCI General Counsel will be available to the Ethics Committee to maintain compliance with these Enforcement Procedures. The Ethics Committee Chairperson, Panel Chair, and Executive Director may, when warranted by the interest of justice, adjust any time periods set forth in these Enforcement Procedures. The Ethics Committee, AWCI staff members who have been designated to provide administrative assistance to the Ethics Committee, and AWCI General Counsel shall use their best efforts to protect against unauthorized disclosures of confidential information concerning Ethics Committee activities and records.

12. Disclosure of Information. Ethics Committee members, AWCI Staff and AWCI General Counsel shall utilize the following directives in the disclosure of information regarding on-going and completed activities of the Ethics Committee:

a) If a Complaint has been filed and an investigation is on-going, that fact may be confirmed by the statement: "A Complaint on this matter has been received and is under investigation; no further information may be released while the investigation is on-going."

b) If a Complaint has been dismissed without a finding of any violations by the Adverse Party, if a Complaint has been resolved by mediation, or if a Complaint is resolved by a finding that a violation has occurred, but either no discipline is imposed or the discipline imposed is not to be publicly disclosed, then the completion of the investigation shall be confirmed by the statement: "The matter has been resolved and no further information may be released."

c) If the Complaint results in a finding of a violation and the imposition of disciplinary measures which are to be publicly disclosed under Section 9 above, then that fact may be confirmed by the statement: "The Ethics Committee determined that [name of Adverse Party] committed a violation or violations of [name of section or sections] of the Code of Ethics and has imposed [description of discipline imposed] against [name of Adverse Party]. No other information regarding this matter shall be released by AWCI."

13. Limitations Period. Complaints alleging violations of the AWCI Constitution, Bylaws, Policy Manual or Code of Ethics shall be brought within one (1) year after the cause arose. For purposes of this Section 13, a cause arises upon the date the alleged violation occurs or the date on which, by the exercise of reasonable diligence, the Complainant should have become aware of the alleged violation, whichever is later. Notwithstanding the above, in no case

may a complaint be brought more than five (5) years after the occurrence of the alleged violation.

14. Re-Admission to AWCI Membership. If a complaint is brought against a non-member or if a member with a pending complaint chooses to withdraw from AWCI membership before the complaint is finally resolved, the non-member or the withdrawing member shall not be admitted or re-admitted into AWCI membership until the complaint has been satisfactorily resolved. The Ethics Committee Chairperson shall be notified by AWCI of the applicant's request for admission into membership and the Ethics Committee Chairperson shall establish the requirements for admission which shall include resolution of the complaint through any of the means available under these Enforcement Procedures. The applicant may appeal any final action of the Chairperson to the AWCI Executive Committee using the procedures set out in Section 10.