

Amended and Restated
Bylaws
of
The
West Virginia Auctioneers' Association

Adopted: _____

ARTICLE I GENERAL

1.1. **Name.** The name of the association is the “West Virginia Auctioneers’ Association” (the “Association”).

1.2. **Seal.** The Association may have a seal which shall be circular in form and will bear such inscription as the Board of Directors may determine.

1.3. **Fiscal Year.** The fiscal year of the Association will commence on July 1 of each year and end on June 30 of each year.

1.4. **Parliamentary Procedure.** Except as otherwise provided in these Bylaws, or in the Associations Articles of Incorporation, or under the laws of the State of West Virginia, the rules of procedure contained in the latest edition of Roberts Rules of Order shall govern at all regular or special meetings of the Board of Directors, and all committees of the Board of Directors, and at all regular or special meetings of the Members of the Association; provided, however, that the Board of Directors may adopt special rules by majority vote.

ARTICLE II OFFICES

2.1. **Principal Office.** The Association will have its headquarters and principal office located at the residence or business office of the duly elected Executive Director.

2.2. **Other Offices.** The Association may have additional or alternative offices at such other places as the Board of Directors may, at any time, and from time to time, determine.

ARTICLE III PURPOSES AND OBJECTIVES; ETHICAL STANDARDS

3.1. **Purposes and Objectives.** The purposes and objectives of the Association are:

- (i) to promote and advance the auction profession;

(ii) to protect the interests of the members of the Association;

(iii) to help, aid and assist at all times in the elevating the auctioneering profession by technical training, instruction, apprenticeship, exchanges of ideas, practices, advertising, publicity;

(iv) to go to the assistance, when feasible, of a member who is in difficulty due to conditions over which he has no control;

(v) to strive at all times to make the public more auction-minded by fostering advantages of selling at auction, publicity, and conducting charity auction sales;

(vi) to exercise the privilege, when consistent to do so, of using the Associations' influence as and when the occasion presents, in protest against existing or proposed legislation designed to place unfair or burdensome limitations upon the Association, its members, or like associations and on using the auction method of selling or barter; and

(vii) to support the goals and objectives of the National Auctioneers Association.

3.2. **Ethical Standards.** The Association and its members shall adhere to and uphold the Association's Code of Ethics, as well as the Code of Ethics of the National Auctioneers Association.

ARTICLE IV BOARD OF DIRECTORS

4.1. **Powers and Authority.** The powers of the Association shall be exercised, its business and affairs conducted, and its property controlled, by the Board of Directors, except as otherwise provided by law, the Articles of Incorporation or these Bylaws. Without limiting the general powers conferred by or implied in the preceding sentence, the Directors shall have the following powers and authority:

- (i) The Board of Directors shall determine all policy of the Association and shall have full management of the Association.
- (ii) The Board of Directors may elect or appoint, define, and limit the powers and duties of, and delegate authority to, and, in its discretion remove, Committees of the Board of Directors and/or any members of such Committees.
- (iii) The Board of Directors shall review and shall have the power to approve or disapprove applications for membership in the Association.
- (iv) The Board of Directors may designate depositories of the funds of the Association and the officers or other persons who shall be authorized to sign checks, notes, drafts, contracts and other instruments on behalf of the Association.
- (v) The Board of Directors may authorize the borrowing of money by the Association.
- (vi) The Board of Directors may acquire real or personal property for the Association by purchase, gift or otherwise, and may sell, lease, mortgage, or otherwise encumber, or dispose of any and all real or personal property owned by the Association.
- (vii) The Board of Directors may authorize any Member of the Board of Directors or Officer, including the Executive Director, to contract for services on behalf of the Association.
- (viii) The Board of Directors shall set the date and time for the Association's Annual Convention.
- (ix) The Board of Directors may establish a logo for the Association, and take, or cause to be taken, any and all steps necessary to register or protect such logo.
- (x) The Board of Directors may exercise all the powers necessary or desirable for the good of the Association, except as prohibited by law, the Articles of Incorporation, or these Bylaws.

4.2. **Number; Composition.** The Board of Directors shall consist of nine (9) Directors, as follows:

(i) Six (6) Directors shall be elected by the Members of the Association, each elected to serve a three (3) year term in office, with two (2) Directors elected each year at the annual meeting of the Members; and

(ii) Each of the President, President-Elect, and Vice President shall serve as a Director while incumbent in his or her respective office.

(iii) The President will serve as Chair of the Board of Directors, and the Vice-President will serve as Vice-Chair.

4.3. **Qualifications; Removal.** Only individuals who have been Regular Members of the Association for a period of not less than three (3) consecutive years immediately preceding election may be eligible to serve as a Director. Any member of the Board of Directors who has failed to attend two (2) consecutive regular meetings regular of the Board of Director may be removed by two-thirds majority vote of the Board of Directors. Any Member of the Board of Directors whose West Virginia auctioneer's license has been revoked or suspended, or who ceases to be a resident of the State of West Virginia, or a Member of the Association shall be removed as a Member of the Board of Directors.

4.4. **Meetings.** Regular Meetings of the Board of Directors shall be held (i) at the close of the Association's Annual Convention, (ii) once in April of each year, and (iii) once in October of each year, with the April and October meetings being held in close proximity and location to the place and time of the administration of the West Virginia auctioneer's examination. The Board of Directors shall hold such Special Meetings as may be called at the direction of the President or a majority of the members of the Board of Directors. The President will preside at meetings of the Board of Directors, and, unless the Board of Directors selects some other person, the Secretary will act as secretary of such meetings.

4.5. **Notice of Meetings.** Notice of any meeting of the Board of Directors shall be given at least thirty (30) days in advance of the meeting by telephone, facsimile or electronic methods (including email), or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting will

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 at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws

4.6. **Quorum.** A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business.

4.7. **Voting.** At each meeting of the Board of Directors at which a quorum is present, the acts of the Board of Directors shall be by simple majority vote of those Directors present (in person, or by telephone, or other means of contemporaneous communication) and voting, unless a two-thirds majority is otherwise required by these Bylaws, or by the Articles of Incorporation, or by applicable law.

4.8. **Unanimous Written Consent In Lieu of a Meeting.** The Board of Directors may take action without a meeting if written consent to the action is signed by all of the Directors. Written consents may be returned by any means, including by electronic mail.

4.9. **Telephone Meeting.** Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

4.10. **Members of the Association May Attend Meetings of the Board of Directors.** Any Member of the Association may attend a meeting of the Board of Directors, only Members of the Board of Directors may vote at a meeting of the Board of Directors.

4.11. **Authority to Engage Executive Director.** The Board of Directors may, by an affirmative vote of at least two-thirds majority, hire an Executive Director, and may delegate certain and specific responsibilities to the Executive Director, and may fix the compensation for the Executive Director.

4.12. **Compensation; Reimbursement.** Directors, as such, shall not receive salary or compensation for their service on the Board of Directors, but Members of the Board of may receive reimbursement for travel and lodging when performing Association business, as the same shall be established by the Board of Directors.

4.13. **Vacancies.** Any vacancies on the Board of Directors shall be filled by a majority vote of the remaining Directors at a meeting at which a quorum is present. Any Director so chosen will serve the unexpired term to which he or she is appointed fill.

4.14. **Annual Convention.** The time and place of the Association's Annual Convention's shall be determined by the Board of Directors.

4.15. **Amendment of the Bylaws.** The Board of Directors shall have the power to make, alter, amend, and repeal the Bylaws of the Association by affirmative votes of the Board of Directors present at a meeting at which a quorum is present; provided, however, that notice of the proposed amendment has been made to the membership of the Association at least thirty (30) days prior to the meeting.

4.16. **Association Logo.** The Board of Directors shall adopt standing rules or policies and procedures for establishing the proper use of the Association logo and any other symbol or reference to the Association.

4.17 **Dissolving of Association.** In the event that the Association would dissolve, the Officers of the Association, shall give any monetary assets to a non profit organization that is unanimously agreed upon.

ARTICLE V OFFICERS

5.1. **Officers; Term.** The Officers of the Association shall consist of the following: President, President-Elect, and Vice President, each of whom shall serve a term of one (1) year, and until his or her successor is elected and qualified. No Officer shall serve two consecutive terms in the same Office unless approved by the Board of Directors.

5.2. **Qualifications.** Only individuals who have been Regular Members of the Association for a period of not less than five (5) years will be eligible to serve as President, President-Elect, or Vice President of the Association. In order to serve as President, President-Elect, or Vice President an individual must have served at least one (1) term as a Director of the Association. No one may serve as President, President-Elect, or Vice President of the Association while simultaneously holding office in any other auctioneers' association.

5.3. **Election.** The Officers shall be elected by the Members of the Association at the annual meeting held during the Association's Annual Convention. Elections shall be by ballot except in the case where there is only one (1) nominee. The nominee receiving the majority vote of the Members present is to be declared elected. In the case of a tie vote, all ballots will be discarded and a new election for the Office will take place. Installation of new Officers will take place during the Association's Annual Convention, or, at the discretion of the Board of Directors, at the next meeting of the Association. Installation of Officers and Directors shall be conducted by the Immediate Past President, or at his or her request, any person he or she shall appoint. Nominations and elections will be conducted in the following order: President, President-Elect, Vice President, Board of Directors members whose terms are expiring and Board of Director members whose positions must be filled for any other reasons. Prospective Candidates for Officer or Director may submit application and announce candidacy beginning July 1 for elections at the Associations next Annual Convention. Nominations may also be accepted from the floor at the annual business meeting.

5.4. **Duties.** The duties of the officers shall be, as follows:

5.4.1. **President.** It shall be the duty of the President (i) to preside at all meetings of the Association, (ii) to enforce a due observance of the Bylaws, Rules and Regulations of the Association, (iii) to decide all questions of order, (iv) to offer for consideration all motions regularly made, (iv) to call Special Meetings of the Association and Board of Directors, (v) to appoint all Committees not otherwise provided for in these Bylaws, and (vi) to perform such other customary duties as the Office of President may require. The President shall conduct all meetings in accordance with the Bylaws of the Association. At meetings of the Membership, the President shall make no motion or amendment, nor vote on any question or motion,

unless the Members of the Association are equally divided, when the President shall cast the deciding vote. The President shall be Chair of the Board of Directors.

5.4.2. **President-Elect.** The President-Elect shall serve in this capacity: to attend all regular board meetings, work with Executive Director and current administration to collaborate for the following years convention before assuming and progressing to the role of President of the Association at the beginning of the fiscal year which is July 1. The President-Elect shall assume the duties of the President in the President's absence before assuming the office of President. The President-Elect shall be Co-Chair of the Association's Annual Convention with the specific duty of performing any task assigned by the President of the Association.

5.4.3. **Vice President.** The Vice President shall serve a one (1) year term beginning at the beginning of the fiscal year (July 1) and progress to become President-Elect of the Association the following year. It shall be the duty of the Vice President to serve as Chair of the Membership Committee. It shall also be the duty of the Vice President to arrange for the nomination and preparation of the slate of officers contending for the election to the Board of Directors or as an Officer of the Association. It shall also the duty of the Vice President to reside over any meeting in the absence of the President.

5.4.4. **Secretary.** The Secretary shall attend all meetings of the Board and shall record all the votes of the Directors and the minutes of the meetings of the Board and of committees of the Board; shall see that notices are given and records and reports properly kept and filed by the Association as required by law; shall be the custodian of the seal of the Association and see that it is affixed to all documents to be executed on behalf of the Association under its seal; and, in general, shall perform all duties incident to the office of Secretary, and such other duties as may from time to time be assigned by the Board of Directors or the President.

5.4.5. **Treasurer.** The Treasurer shall have or provide for the custody of the funds or other property of the Association and shall keep a separate bank account of the same to his or her credit as Treasurer; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the Association; shall deposit all funds in his or her custody as

Treasurer in such banks or other places of deposit as the Board of Directors may from time to time designate; shall, at each meeting of the Board of Directors, and whenever else so required by the Board, render an account showing his or her transactions as Treasurer, and the financial condition of the Association; and, in general, shall discharge such other duties as may from time to time be assigned to him or her by the Board of Directors or the President. The Treasurer shall also ensure that the financial books and records are submitted for an annual report, and provide for the preparation and submission of annual tax returns and assist in the annual audit of the Association. The Treasurer shall maintain and review needs, along with the President, for adequate insurance.

5.5. Compensation; Reimbursement. The President, President-Elect, and Vice-President shall not receive salary or compensation for their service on the in Office, but Members may receive reimbursement for travel and lodging when performing Association business, as the same shall be established by the Board of Directors.

5.6. Vacancies. Any vacancies among the Officers shall be filled by a majority vote of the Board of Directors at a meeting at which a quorum is present. Any Officer so chosen will serve the unexpired term to which he or she is appointed fill.

ARTICLE SIX EXECUTIVE DIRECTOR

6.1. Qualification. The Executive Director need not be a Member of the Association or an auctioneer.

6.2. Duties of the Executive Director. It shall be the duty of the Executive director to serve as Secretary and Treasurer of the Association having the authority to sign checks and use of the debit card/credit card of the general checking account of the Association. Any check written for One Thousand Five Hundred Dollars (\$1,500.00) or more shall require the signature of the President and the Executive Director. Due to the actual distance between Officers, the Executive Director may use a signature stamp of the President's signature only after receiving e-mail confirmation of the authority to do so. The same limit shall apply when using the debit and/or credit card. E-mail confirmation shall be required for that transaction.

The Executive Director shall serve as Editor of the Associations' publications. It shall be the duty of the Executive Director to maintain a current roster of the membership, to keep a record of attendance of all meetings and functions of the Association, to issue all notices required or on behalf of the Association; and to perform any and all other duties pertaining to the office as may be required by the Association and to keep accurate records and minutes of all meetings.

6.3. **Appointment; Removal.** The Board of Directors may appoint or remove the Executive Director by a two-thirds majority vote.

6.4. **Term.** Unless earlier removed by the Board of Directors, the Executive Director will serve for a one (1) year term, and shall not be limited in the number of terms that he or she may serve.

6.5. **Compensation.** The Executive Director is the only officer of the Association to receive compensation for serving. The yearly compensation is to be voted on by the Board of Directors at the annual business meeting. If the Executive Director is removed from office by the Board of Directors prior to the expiration of a term in office, he or she will not be entitled to compensation for the remaining balance of the then-current term.

ARTICLE VII MEMBERS

7.1. **Classes of Members.** There shall be six (6) classes of Members in the Association, as follows:

- (i) Prospective Members;
- (ii) Regular Members;
- (iii) Affiliate Members;
- (iv) Auction Staff;
- (v) Company Membership;

- (vi) Auxiliary Members; and
- (vii) Honorary Members.

7.2. **Prospective Members.** Prospective Members shall file an application on a form provided by the Association. On receiving membership status, the Prospective Member may advertise as a member of Association, use the Association's logo, be permitted to vote and enjoy any other privilege of membership not otherwise excluded in other Articles.

7.3. **Regular Members.** An individual who is licensed as an auctioneer under the State Code of West Virginia, Chapter 19, Article 2C, and who subscribes to the Association's Code of Ethics may, on approval by the Board of Directors and payment of dues, be a Regular Member of the Association. A Regular Member shall have all the rights and privileges of a Member of the Association.

7.4. **Affiliate Members.** An individual who is not a licensed West Virginia auctioneer, but who is involved in the auction industry or auction-related business, or who is an auctioneer not licensed by the State of West Virginia but licensed or authorized under law to conduct auctions in any other State or Commonwealth, and who pledges to support and affiliate him or herself with the Association may, on approval by the Board of Directors and payment of dues, be an Affiliate Member of the Association. Affiliate Members shall have all the rights and privileges of the Association except voting rights and Association web site privileges.

7.5. **Auction Staff.** An individual who works directly for, or is an employee of an Association Member in good standing may, on approval by the Board of Directors and payment of dues, be an Auction Staff Member of the Association. An Auction Staff Member shall have all the rights and privileges of the Association except voting rights, the privilege of holding an office, logo display rights and Association directory and web listing privileges.

7.6. **Company Membership.** An auctioneer who works for a company or organization that employs multiple auctioneers operating under the same company name may be enrolled under this special membership classification and shall have a member classification of Regular Member. No memberships under a corporate, company or organizational name shall be considered.

7.7. **Auxiliary Members.** An individual who is a spouse, parent, widowed spouse, or child of a Members of this Association, or is otherwise an interested individual, may, on approval by the Board of Directors and payment of dues, be an Auxiliary Member of the Association. Auxiliary Members may operate an autonomous organization to be named the Auxiliary to the West Virginia Auctioneers' Association pursuant to the conditions and objectives set out in the Auxiliary's Bylaws and such are not in conflict with the Articles of Incorporation or Bylaws of the Association.

7.8. **Honorary Members.** Honorary Membership may be granted by the Board of Directors to Members and non-Members in recognition of any outstanding service rendered for or on behalf of this Association or the auction profession. Honorary Members shall have no voting rights.

7.9. **Membership Dues.** Membership dues shall be due annually on a fiscal year basis of July 1 to June 30. Membership dues shall be established by the Board of Directors for the following classes: (i) Regular Membership; (ii) Affiliate Membership; (iii) Auction Staff and Company Membership; and (iv) Auxiliary Membership. Honorary Members shall not be required to pay dues. Dues are payable in advance. The Executive Director shall send notice of dues, which will be payable June 30 of each year. Failure to pay dues will result in a late payment charge to be determined annually by the board of Directors. Failure to pay dues shall automatically terminate membership in the Association. Any Member terminated for failure to pay dues must re-apply for membership in the same manner as any other non-Member and pay all outstanding dues and charges.

7.10. **Membership Conduct.** The following conduct is prohibited for Members of the Association:

- (i) Violation of the Association's Code of Ethics.
- (ii) Use of affiliation with the Association, or use of the name of the Association, for the purpose of promoting schemes, ideas or objects that are detrimental to the Association.
- (iii) Conduct unbecoming a member to the Association.

(iv) Submitting false information on an application for membership or on a dues statement.

Conduct that is prohibited shall be cause for disciplinary action or expulsion from membership in the Association.

7.11. Procedure for Disciplining or Expelling a Member. On just cause and after notice and a hearing, a Member may be disciplined or expelled by a two-thirds vote of Board of Directors. Reasons for termination of Membership or expulsion include, without limitation:

(i) suspension or revocation of a Member's auctioneer's license by Commissioner of the Department of Agriculture;

(ii) violation of the Associations Rules and Regulations as established by the Board of Directors;

(iii) violation of the standards of conduct for Members as set forth in these Bylaws or established by the Board of Directors; and

(iv) conviction of a crime involving fraud or dishonesty, or engaging in conduct demonstrating moral turpitude.

7.12. Appeal. A member may appeal any discipline, suspension, revocation, or expulsion to the Board of Directors.

7.13. Rules and Regulations. The Board of Directors shall establish Rules, Regulations, and Procedures to be followed to ensure protection of the due process rights of Members.

7.14. Application for Readmission as a Member. An expelled Member may reapply for membership no earlier than one (1) year after the date of such expulsion. A Member may also be removed from Membership in the Association for loss of his or her West Virginia Auctioneer License.

7.15. Resignation. Any Member or Officer may resign at any time from the Association by delivering a written resignation to the President or Executive

Director. Resignation of a Member does not relieve the Member from any obligations the Member may have to the Association as a result of obligations incurred or commitments made prior to resignation.

ARTICLE VIII CODE OF ETHICS

The Board of Directors shall adopt a Code of Ethics for the Members of the Association.