

Bylaws of the West Virginia Auctioneers Association

(Amended and Restated)

Adopted: October 14, 2025

ARTICLE I – GENERAL

Section 1. Name

The name of this organization shall be the *West Virginia Auctioneers Association* (“Association”).

Section 2. Corporate Seal

The Association may adopt a corporate seal in a circular form with an inscription as determined by the Board of Directors.

Section 3. Fiscal Year

The fiscal year shall begin on July 1 and end on June 30 each year.

Section 4. Parliamentary Authority

Meetings of the Board, committees, and membership shall be conducted in accordance with the latest edition of *Robert’s Rules of Order*, unless otherwise provided by these Bylaws or applicable law. The Board may adopt special rules by majority vote.

Section 5. Voting Requirements

Unless otherwise specified in these Bylaws:

- A "two-thirds Board vote" shall mean the affirmative vote of at least two-thirds (2/3) of the Board members present and voting, excluding abstentions. For example, if there are 6 Board members present, then 4 votes would be a “two-thirds Board vote”.
- A "two-thirds majority of the Board" shall mean the affirmative vote of at least two-thirds (2/3) of the entire membership of the Board of Directors, regardless of the number of members present or voting. Therefore, since these By-laws call for 8 Board members, it would take 6 votes to equal a “two-thirds majority of the Board”.
- A "majority vote" shall mean more than half of the votes cast by members present and voting, excluding abstentions.
- A "majority of the board" shall mean more than half of the entire membership of the Board of Directors.

ARTICLE II – OFFICES

Section 1. Principal Office

The principal office shall be the business or home address of the Executive Director.

Section 2. Additional Offices

Additional offices may be established as determined by the Board of Directors.

ARTICLE III – PURPOSE AND ETHICS

Section 1. Purpose

The Association exists to:

1. Promote and advance the auctioneering profession.
2. Protect and support its members.
3. Elevate standards in the profession through education, training, and collaboration.
4. Provide assistance to members in times of hardship.
5. Promote public awareness of the benefits of the auction industry.
6. Advocate on legislative matters affecting the auction profession.
7. Support the National Auction Association's goals and standards.

Section 2. Ethics

Members must uphold both the Association's Code of Ethics and that of the National Auction Association.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Authority

The Board governs the Association, oversees policy, approves membership, manages finances and property, and performs all necessary acts to fulfill the Association's mission.

Section 2. Composition

The Board shall consist of eight (8) members:

- Six elected Directors serving staggered three-year terms.
- The current President and Vice President shall serve as Directors.
- The President serves as Chair, the Vice President as Vice Chair.
- No Director may serve consecutive terms.

Section 3. Eligibility and Removal

Directors must be Regular Members and licensed in the State of West Virginia for at least three years. A Director missing two consecutive regular meetings may be removed by a **two-thirds Board vote**. Directors whose auction licenses are suspended or revoked shall be automatically removed and shall be replaced by the Board with the replacement being approved by a majority vote of the remaining Directors.

Section 4. Meetings

The Board shall meet at least three times annually—at the Annual Convention, in April, and in October. Special meetings may be called by the President or by majority of Directors.

Section 5. Notice

Notice of Board meetings must be given at least 30 days in advance by phone, email, or written notice. Attendance waives objection to notice unless explicitly made at the meeting's start.

Section 6. Quorum and Voting

A majority of Directors constitutes a quorum. Actions require a majority vote of those present, unless a **two-thirds vote of the Board** or **two-thirds majority of the Board** is required.

Section 7. Remote Participation

Board members may participate via conference call or video, and such participation counts toward quorum.

Section 8. Written Consent

The Board may act without a meeting by unanimous written or electronic consent.

Section 9. Member Attendance

Members may attend Board meetings but shall not vote.

Section 10. Executive Director

The Board may appoint and compensate an Executive Director by a **two-thirds Board vote** and may assign or revoke responsibilities.

Section 11. Reimbursement

Board members shall not be compensated but may be reimbursed for approved expenses.

Section 12. Annual Convention

The Board shall determine the time and location of the Annual Convention.

Section 13. Bylaw Amendments

These Bylaws may be amended by a majority vote of the Board at a meeting with quorum, provided notice is given to members at least 30 days in advance.

Section 14. Logo Policy

The Board shall adopt policies on appropriate use of the Association's name and logo.

ARTICLE V – OFFICERS

Section 1. Officers and Terms

The Officers of the Association shall be the President and Vice President, each elected to a one-year term. An Officer may serve a second consecutive one-year term upon approval by a majority vote of the Board of Directors.

To be considered for a second consecutive term, the President or Vice President must notify the Board of Directors of their intent to continue serving by December 31 of their current term. The Board shall vote on the request at its next regular meeting. If the Board does not approve the request, the office shall be deemed vacant at the next meeting of the membership, and an election shall be held in accordance with these Bylaws.

No Officer may serve more than two consecutive one-year terms in the same position unless otherwise approved by the Board of Directors.

If the Office of President becomes vacant during a term, the Vice President then in office shall automatically assume the Office of President for the remainder of the unexpired term. Upon completing the unexpired term, the Vice President shall be eligible to serve a full one-year term as President, with the option to request a second consecutive full term pursuant to the same procedures and limitations outlined in this Section. If the Vice President declines to assume the Office of President, the vacancy shall be filled by election of the membership as provided in these Bylaws

Section 2. Eligibility

(a) President. To be eligible to serve as President, a candidate must (i) be a Regular Member in good standing, (ii) licensed in the State of West Virginia for at least five years, and (iii) have previously served as Vice President for at least one (1) year.

(b) Vice President. To be eligible to serve as Vice President, a candidate must (i) be a Regular Member in good standing, and (ii) licensed in the State of West Virginia for at least five years, and (iii) have served at least one (1) year as a member of the Board of Directors.

(c) No Eligible Candidate. If, for a given election cycle, no candidate meeting the eligibility requirements for President is nominated and willing to serve, the membership may, by a majority vote of those Members present and voting at a properly noticed meeting, elect a Regular Member in good standing to the office of President notwithstanding the eligibility requirements set forth in this Section. This exception applies only to that election cycle and does not alter the eligibility requirements for future elections.

(d) Calculation of Service. For purposes of this Section, service “for at least one (1) year” on the Board of Directors includes appointed or elected service that, in the aggregate, equals at least twelve (12) months.

Section 3. Election

Elections shall be held at the Annual Convention to fill any officer positions that are vacant, expiring, or filled by Board appointment under Section 5. In case of a tie, a new vote shall occur. Officers are installed during the Convention or at the next meeting.

Section 4. Duties

- **President:** Presides over meetings, enforces Bylaws, and appoints committees.
- **Vice President:** Chairs the Membership Committee, prepares the slate of candidates, and presides in the President’s absence.

Section 5. Vacancies

In the event of a vacancy in the Office of President, the Vice President shall assume the Office of President as provided in Section 1 of this Article.

If the Vice President is unable or unwilling to assume the Office of President, or if there is a vacancy in the Office of Vice President, the Board of Directors shall appoint a qualified member to fill the unexpired term by majority vote.

Any officer appointed by the Board to fill a vacancy shall serve only for the remainder of the unexpired term. That officer shall not be eligible to serve a consecutive term under the continuation procedures in Section 1 unless first elected to the office by the membership at the next annual election.

Section 6. Reimbursement

Officers serve without salary but may be reimbursed for approved expenses.

ARTICLE VI – EXECUTIVE DIRECTOR

Section 1. Appointment and Term

The Executive Director is appointed for a one-year renewable term by a **two-thirds Board vote** and need not be a member or auctioneer. The Board of Directors can remove the Executive Director by a **two-thirds majority of the Board**.

Section 2. Duties

The Executive Director shall:

- Act as Secretary and Treasurer.
- Maintain records and membership rosters.
- Sign checks and manage Association finances (any expense over \$1,500 requires Presidential approval).
- Issue notices and minutes.
- Serve as editor of Association publications.

Section 3. Compensation

The Executive Director is the only compensated officer. Annual compensation is set by the Board. Early termination ends pay for the remainder of the term.

ARTICLE VII – MEMBERSHIP

Section 1. Classes of Membership

The Association includes:

1. **Regular Members:** An individual who is licensed as an auctioneer under the State Code of West Virginia, Chapter 19, Article 2C, 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. A member who purchased a lifetime membership when previously offered shall be deemed a Regular Member.
2. **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.
3. **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.
 4. **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.
 5. **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.

Section 2. Membership Rights and Restrictions

Membership classes have varying rights regarding voting, office-holding, and use of the logo and web directory. Regular Members have full rights. Others may have limited or no voting privileges.

Section 3. Dues and Renewal

Annual dues are payable by December 31. Members with unpaid dues may be charged a late fee and are subject to automatic termination.

Section 4. Conduct and Discipline

On just cause and after written notice and an opportunity to respond, a Members may be disciplined or expelled for violations of the Code of Ethics of the Association, submission of false information, or conduct harmful to the Association upon a **two-thirds majority of the Board**. A Member whose license is suspended or revoked by the Commissioner of the Department of Agriculture shall automatically be expelled by the Association.

Section 5. Reinstatement

Expelled members may reapply after one year, subject to Board approval.

Section 6. Resignation

Members may resign in writing but remain responsible for prior commitments.

ARTICLE VIII – CODE OF ETHICS

The Board of Directors adopts and maintains the following Code of Ethics for all members.

Code of Ethics

West Virginia Auctioneers Association

Preamble

Members of the West Virginia Auctioneers Association (WVAA) recognize their responsibility to uphold the dignity, honor, and integrity of the auction profession. This Code of Ethics is adopted to promote public confidence in the auction industry, to safeguard consumer trust, and to ensure the highest standards of professional conduct.

Article I – Duties to the Public

1. **Honesty and Fair Dealing**

Members shall conduct all business dealings with honesty, fairness, and integrity. Misrepresentation, fraudulent conduct, or deceptive practices are strictly prohibited.

2. **Compliance with Law**

Members shall comply with all applicable federal, state, and local laws, regulations, and licensing requirements governing auctions and related activities.

3. **Advertising**

Advertising and promotional materials shall be truthful, non-misleading, and free from exaggeration. Members shall not make false claims regarding the value, origin, or condition of any property.

4. **Confidentiality**

Members shall respect the confidentiality of client and buyer information and shall not disclose such information unless legally obligated to do so or authorized by the party involved.

Article II – Duties to Clients

1. **Fiduciary Responsibility**

Members owe their clients the highest duty of care, loyalty, and good faith. They shall act in the best interest of their clients and avoid conflicts of interest.

2. **Contracts and Disclosures**

Members shall ensure that all agreements with clients are in writing and clearly outline the terms, fees, commissions, and any disclosures required by law or good practice.

3. **Proper Handling of Funds**

Members shall handle all funds in accordance with applicable laws and with full accountability. Client monies shall be deposited into trust or escrow accounts when required.

4. **Competence**

Members shall accept only those assignments for which they are qualified and shall continually strive to improve their professional knowledge and skills.

Article III – Duties to Bidders and Buyers

1. Equal Treatment

Members shall treat all participants at an auction fairly and equitably and shall not engage in favoritism, discrimination, or collusion.

2. Transparency

The terms and conditions of the auction shall be disclosed clearly to all bidders. This includes reserve policies, bidding increments, buyer premiums, and other applicable charges.

3. Disclosure of Material Facts

Members shall accurately disclose known material defects or relevant facts that may affect the value or condition of auctioned property.

Article IV – Duties to Other Auctioneers

1. Professional Courtesy

Members shall treat fellow auctioneers with courtesy, dignity, and respect. Professional rivalry shall not justify unethical behavior.

2. Non-Interference

Members shall not interfere with the contractual relationships or ongoing business dealings of another member or auctioneer.

3. Attribution of Work

Members shall not claim credit for work done by others unless properly authorized or acknowledged.

Article V – Enforcement and Discipline

1. Ethics Committee

The Board of Directors shall appoint an Ethics Committee to investigate complaints and enforce this Code.

2. Complaints

Alleged violations must be submitted in writing. Members under investigation shall be afforded due process and the opportunity to respond.

3. Disciplinary Actions

Violations may result in reprimand, suspension, expulsion, or other disciplinary actions as determined by a **two-thirds majority of the Board**.

4. Appeals

A disciplined member may appeal to the full Board of Directors, whose decision shall be final.

Acknowledgment

Each member of the West Virginia Auctioneers Association, upon joining or renewing membership, agrees to abide by this Code of Ethics and understands that failure to comply may result in disciplinary action. **This Acknowledge shall be included in all membership application and renewal forms.**