

WESTERN WEIGHTS AND MEASURES ASSOCIATION BYLAWS

ARTICLE I - MEMBERSHIP

Section 1: Persons eligible for any class of membership, as defined in the Constitution, shall become members upon payment of the annual membership fee. Membership dues are payable on or before the close of the annual meeting and shall entitle the individual to the privileges of membership during the ensuing year. Provided, senior members that have retired from Federal, State, county or city weights and measures, or from industry, and have been active members of the Western Weights and Measures Association for ten years or more, shall not be subject to the payment of the membership and registration fee. Special fees established for events at the annual Conference will not be included in this exemption.

Section 2: If the Board elects to publish a newsletter, all member jurisdictions and all members shall receive it, and part of the membership fee shall be designated by directive of the Board to the support of the Association newsletter.

Section 3: Active members may be elected or appointed to any position of the Association. An Associate member may be elected to the Board of Directors to serve as a voting member of the Board on business issues before the Board of Directors. Associate Members may serve as non-voting members of the Laws & Regulations Committee and the Professional Development Committee. Senior and Associate Members may be appointed by the President to serve on Annual Committees, the Honors and Awards Committee, Special Committees and Task Forces.

Section 4: Honorary members, by virtue of the esteem in which they are revered by the Association, are exempt from the payment of the annual meeting registration fee and the annual membership fee. Special fees established for events at the Annual Conference will not be included in this exemption.

ARTICLE II - VOTING

Section 1: Quorum:

(a) Board meetings

- 1) A majority of the voting members of the Board shall constitute a quorum.
- 2) All appointed members of the Board including the Associate member is eligible to vote on business issues before the Board of Directors. Associate members, honorary members, senior members, and the ex officio non-voting member of the Board are not eligible to vote but may attend all open meetings and discuss the issues being presented.
- 3) A majority vote of those appointed members present is required to pass a motion.
- 4) If the Board conducts business by mail or electronic means, a majority vote of the voting members of the Board by the time period designated by the President is required to pass a motion.
- 5) Proxy votes are not permitted.

(b) Business meetings

- 1) Fifteen members from at least six states shall constitute a quorum for conducting the business of the Association. In the event of a national crisis that limits out of state travel for more than six states, the business meeting may be held virtually.
- 2) Any active member is eligible to vote and to participate in the business meeting. Associate members, honorary members, senior members, and the ex officio non-voting member of the Board are not eligible to vote but may attend business meetings and discuss the issues being presented.
- 3) Each eligible member shall be entitled to cast one vote on each proposal for which a vote is required.
- 4) Proxy votes are not permitted.
- 5) A majority vote of those active members present, or in attendance by virtual meeting, is required to pass a motion.

(c) Technical sessions

- 1) Fifteen members from at least six states shall constitute a quorum for voting on items brought before the association by the committees. In the event of a national crisis that limits out of state travel for more than six states, the technical sessions may be held virtually.
- 2) Any active member is eligible to vote and to participate in the technical session. Associate members, honorary members, senior members, and the ex officio non-voting member of the Board are not eligible to vote but may attend technical sessions and discuss the issues being presented.

- 3) Each eligible member shall be entitled to cast one vote on each proposal for which a vote is required.
- 4) Proxy votes are not permitted.
- 5) A majority vote of those active members present, or in attendance by virtual meeting, is required to pass a motion.

Section 2 Method: All voting is by a voice vote. In the event that the voice vote is too close to be determined in the opinion of the President, there shall be a show of hands, or in the case of a virtual meeting an electronic show of hands. No abstentions are recorded and proxy votes are not permitted.

(a) Sunset on virtual meeting voting

- 1) All language regarding voting in the case of a virtual meeting added September 28, 2020, shall sunset on September 1, 2021.

ARTICLE III - ELECTIONS

Section 1: All officers and members of the Board of Directors, except for the offices of President and Secretary and Treasurer, shall be elected by ballot or by acclamation to the respective terms of office established by the Constitution. A plurality of all votes cast shall constitute a choice.

Section 2: The President-Elect will be elected at the annual meeting one year prior to the term of service as Association President. After serving one year as President-Elect, the incumbent will succeed to the office of Association President.

The consecutive re-election of a President-Elect is prohibited.

Section 3: The nominating committee shall prepare a slate of elective officers and board members to present to the membership. Nominations from the floor may also be made for any elective officer.

Section 4: Nomination, election, and installation of officers for the ensuing year shall be conducted prior to the adjournment of the annual meeting. The elected officers shall serve for one year or until their successors shall be elected and installed. Except as provided in Section 5, all Officers, except for the President and the President-Elect are eligible to succeed themselves. However, a past president may be nominated as President-Elect in future years.

Section 5: In the case of a vacancy in the office of President, the President-Elect, with approval of the Board of Directors, shall appoint a three member sub-committee of the Board to nominate a replacement, and that person shall be appointed to fill the office

of President if a majority of the members of the Board approve the nomination. In the event the President-Elect is appointed to complete the term, he/she shall also serve as President during the subsequent year for which he/she was originally elected.

A vacancy in any other position shall be filled by presidential appointment with the advice and consent of the Board of Directors. Such replacement shall serve the unexpired term.

Section 6: The same person may fill the office of Secretary and Treasurer.

ARTICLE IV - DUTIES

Section 1: The President shall (1) preside at all Association meetings; (2) serve as Chairman of the Board of Directors; (3) appoint members to annual and standing committees; (4) call special meetings of the Association or of the Board when requested by at least four voting members of the Board; (5) preserve order; and (6) uphold the Constitution and Bylaws. The President may: (1) appoint special committees, and (2) call special meetings of the Association or of the Board when needed.

Section 2: The President-Elect, in the absence of the President, shall assume the duties of the President. The President-Elect shall perform such other duties assigned by the President.

Section 3: The Secretary shall be responsible for: (1) keeping appropriate records of all proceedings and actions of the Association; (2) transcribing the minutes of the Board meetings and the general meetings of the Association; (3) publication of the preliminary reports of the annual and standing committees and dissemination to the membership at the appropriate times; (4) forwarding of the annual and standing committee reports in final format to the Executive Secretary of the National Conference on Weights and Measures, Inc; (5) maintaining a correspondence file for the President and the Board of Directors; and (6) perform such duties as are customary to the office or that may be assigned by the President of the Association.

Section 4: The Treasurer shall be responsible for: (1) keeping accurate records of the funds of the Association; (2) collecting all fees and paying all Association bills; (3) keeping a detailed record of the receipts and disbursements of all funds; (4) maintaining checking and/or savings accounts in the name of the Association as mandated by directive of the Board (such accounts shall have as co-signers, two active members designated by the Board of Directors); and (5) preparing a financial statement and presenting that statement and the financial records of the Association, covering all transactions in the previous fiscal year, to the Board at its meeting incident to the annual meeting.

Section 5: If the Board elects to publish a newsletter, the Newsletter Editor shall be responsible for the preparation and distribution of the Association newsletter at timely intervals as prescribed by directive of the Board. The Newsletter Editor shall present the Treasurer, from time to time, with invoices reflecting the cost of publishing and mailing the newsletter, and the Treasurer shall pay such costs from the budgeted account established for the newsletter.

Section 6: The Board of Directors shall: (1) determine the administrative policies of the Association; (2) approve the month and general location of the annual conference; (3) be responsible for the financial policies of the Association; (4) delegate expenditure authority to the President and Treasurer as necessary for the routine administration of the Association; (5) request special meetings to be called by the President and authorize executive sessions of the Board, or the Association; (6) fill vacancies on the Board; (7) under Article V of the Constitution, act on proposed changes to the Constitution and Bylaws; (8) act upon all requests for amendments to the Constitution and Bylaws by making a recommendation to the Association at the next business meeting following receipt of the request; and (9) in the case of a vacancy in the office of President, shall approve the appointment of a three member subcommittee of the Board, selected by the President-Elect to nominate a President, and shall also approve the selection of the President; (10) appoint the Secretary Treasurer and Historian; and may appoint a Newsletter Editor; and (11) establish the amount of the stipend to be paid to the Secretary/Treasurer, and if the Association publishes a newsletter, the Newsletter Editor.

ARTICLE V - MEETINGS

Section 1: There shall be an annual meeting of the Association. The program of the conference shall include a Board of Directors meeting, meetings and reports of committees, a business meeting, and as appropriate, presentations of technical papers, panels, and/or round table discussions, and such other events and activities as are of value in carrying out the purpose and objectives of the Association.

Section 2: Special meetings of the Association, at which a quorum of members is expected to be present, may be called by the President, to convene in conjunction with regional or national meetings of related organizations.

Section 3: Special meetings of the Board of Directors may be called by the President, at the President's discretion, or when requested by four or more voting members of the Board of Directors.

Section 4: Board and Association meetings, except as provided in Article IV, Section 6(5) shall be open to all members and to guests invited by the Association.

ARTICLE VI - COMMITTEES

Section 1: Standing Committees of the Association shall be:

- (a) Specifications and Tolerances Committee;
- (b) Laws and Regulations Committee; and
- (c) Professional Development Committee

Standing Technical Committees shall consist of no less than five weights and measures official members, with representation from separate jurisdictions in at least four states. Three weights and measures official members are to serve three year terms, staggered so that one member is appointed each year to serve a three year term by the incoming President. The member serving the third year shall act as Chairman of the committee. The incoming President shall appoint at least two new weights and measures official members to each standing technical committee for one year terms.

No less than one weights and measures official member of the Professional Development Committee should be a member, or recent former member, of the NCWM, Inc. Board of Directors.

The Laws and Regulations Committee and the Professional Development Committee shall each include at least one non-voting member appointed from the Associate Membership, each to serve a two year term staggered so that the terms expire in alternate years. The incoming President shall appoint an Associate Membership representative to fill the expired term.

At least one current or immediate past NCWM standing committee member may serve as a member of the WWMA standing committee. That member must be an active member of WWMA.

Vacancies will be filled by the President who shall appoint a replacement to fill the unexpired term of the member unable to serve.

Section 2: Annual Committees of the Association shall be:

- (a) Program Committee;
- (b) Resolutions Committee;
- (c) Nominating Committee; and
- (d) Auditing Committee

Annual Committees shall consist of at least three members, with weights and measures official representation from separate jurisdictions in at least two states. Senior and Associate members may also serve on Annual Committees. Annual Committees are appointed by the incoming President to serve during their term in office.

Section 3: Honors and Awards Committee: The Honor and Awards Committee shall consist of three members serving staggered three year terms. At least two members shall be weights and measures officials representing two states. The member serving the third year shall be Chairman. A new member will be appointed each year by the incoming President to replace the retiring member. The President may appoint a replacement to serve the unexpired term of any member unable to serve.

Section 4: Associate Membership Committee: The Associate Membership Committee shall appoint a Chairman for the Associate Membership Committee. This Committee, consisting of five members, four of whom shall be appointed by its chairman, will serve to advise and assist the Association on matters of mutual interest to the Association.

Section 5: Special committees or task forces may be appointed by the President to carry out any specific identified need or purpose of the Association. Special committees or task forces shall serve for a period of one year. Extensions beyond one year must be approved by the association's current president.

ARTICLE VII - HONORS AND AWARDS

Section 1: It is the duty of the Association to recognize service to the Association and to weights and measures generally, by individuals who are part of the weights and measures community. The Honors and Awards Committee shall be responsible for designating individuals worthy of being recognized by the Association. To be considered for Association honors, a person must have made significant contributions to the Association, its meetings, conferences or projects or to weights and measures generally, or be widely recognized as a leader in the field of industry. Posthumous awards will not be considered. The following honors and awards are provided but need not be awarded in any one year:

- (a) Honorary Membership: A person selected for honorary membership shall be a senior member or shall be retired and not actively employed with any branch of government or segment of industry that is connected with the Association or its member jurisdictions.
- (b) Honorary Fellowship: A person selected for honorary fellowship must be widely recognized for outstanding effort to advance the principles of the Association within the recent past. A recipient of this award shall be known and titled as "Honorary Fellow of the Western Weights and Measures Association"
 - (1) A selected person from the active membership shall receive the award in memory of Ray Rebuffo.
 - (2) A selected person from the associate membership shall receive the award in memory of Les Murphy.

(3) A selected spouse of a member or former member shall receive the award in honor of Earl Prideaux.

(c) President's Award: A person selected for a President's Award shall be a member or former member who has made significant contributions to the Association.

ARTICLE VIII - MEMBERSHIP AND REGISTRATION FEES

Section 1: Registration fees for the annual meeting shall be set by the host jurisdiction, with the approval of the President, to nominally cover the cost of the meeting.

Section 2: Annual Membership Fee: Each person eligible for active, associate or senior membership shall pay an annual fee set by the Board of Directors in order to become a member or maintain membership. If the Board elects to publish a newsletter, this fee shall include the cost of the Association newsletter and any other perquisites of membership except registration at the annual meeting.

ARTICLE IX - AMENDMENTS TO THE BYLAWS

Amendments to the Bylaws may be done only in the manner prescribed for amendments to the Constitution.

ARTICLE X- EFFECTIVE DATE

These Bylaws shall govern the conduct and affairs of the Association, concurrent with the effective date of the Constitution on which they are based.