

PENNSYLVANIA AUCTIONEERS ASSOCIATION, Inc. CONSTITUTION and BYLAWS

PREAMBLE

We, the auctioneers of the Commonwealth of Pennsylvania, in order to form ourselves into a mutual cooperative body for the promotion and elevation of the auction profession and to protect the public against unscrupulous practices; to maintain its rightful dignity and deserving place in society and commerce, the "Grand and Glorious Old Art" of bringing buyer and seller together through the process of honest and competitive bidding; to establish uniform rules of action, to assist in securing proper legislation for the betterment of the auction business and thus enable ourselves to be of greater service to the public; and to be entitled to the respect and consideration which honest and well-meaning auctioneers deserve, do hereby bind ourselves and adopt and establish for our government the following Constitution and Bylaws.

ARTICLE I - NAME

The name of this organization shall be Pennsylvania Auctioneers Association, Inc., hereinafter referred to as PAA.

ARTICLE II - PURPOSE

It shall be the purpose of this association to:

- A. Foster good fellowship;
- B. Cultivate a more harmonious and friendly spirit among auctioneers;
- C. Follow the GOLDEN RULE regarding the relationship between auctioneers and clients;
- D. Discuss matters of common interest;
- E. Help, aid and assist in elevating the auctioneering profession by technical training, instruction, apprenticeship, practices, advertising and publicity;
- F. Foster and support passage of proper legislation for the general well-being of the auction profession as well as the public at large; and
- G. Secure the aid and cooperation of each chapter for the promotion and proper development of the auction profession to the end that the profession may reach its highest level and preserve its rightful place and dignity in our American economy.

ARTICLE III - CHAPTERS AND LOCAL SOCIETIES

Section 1. The PAA shall be composed and consist of various component parts or chapters as accepted or designated by a majority vote of the association members in attendance at any regular or special meeting. The division thereof shall be by counties and not by population.

Section 2. The PAA shall have and hold precedence over each and all chapters, and its ruling on any dispute, issue, or controversy shall be final and binding.

Section 3. The officers of each chapter and each local society thereunder, who shall comprise the board of directors, shall consist of a president, a vice-president, a secretary-treasurer; and three (3) directors, who shall serve for the terms hereinafter set forth.

Section 4. Each chapter shall elect one (1) state director and one (1) alternate director.

ARTICLE IV - MEMBERS AND DUES

Section 1. Members - Classification

A. Licensed Members

1. Any resident citizen of this state who is honest, upright, worthy of confidence and of good moral character, having been duly licensed in this state as an auctioneer, or as an apprentice auctioneer, or being a non-resident, having been duly licensed in this state through reciprocity laws of this state and other states, shall be eligible for membership in this association.
 - a. Auctioneer – Full membership with all benefits and one (1) vote
 - b. Apprentice auctioneer – Full membership with all benefits and one (1) vote.
 - c. Owner of Auction House or Auction Company – Full membership with all benefits but no voting privileges.

B. Associate Members

1. **Associate member** – Individual non-voting memberships for individuals who are not auctioneers but involved in an auction or auction-related business, such as ring person, clerk, cashier, spouse, family member, etc., and affiliated with one of the three licensed membership categories in A above may be granted.
2. **Trade member** – Non-voting memberships for individuals, firms, companies, corporations, or entities engaged in any related business or business endeavor having a relationship of a general nature with the business conducted by licensed membership classifications, such as publications, periodicals, software companies, online auction companies, auction supply companies, etc., may be granted.

C. Life Voting Members

1. Senior Life Member

Senior life memberships shall be granted to PAA members attaining the age of 70 years and having a total of 25 years as a PAA member. Senior life members shall have voting privileges and shall pay no dues.

2. Life Member

Any active member may become a life member upon payment of twenty-five (25) times the appropriate annual dues at the time of application. The life member shall thereafter be exempt from all annual PAA dues and assessments but shall be responsible for payment of annual chapter dues at the current stated rate. Payment shall be made in accordance with PAA policies and procedures. A life member shall have all the rights and privileges of a regular member.

- D.** All applicants and members of PAA must be members of an area chapter and are encouraged to join the National Auctioneers Association by contacting the National Auctioneers Association.
- E.** All applications for membership in PAA shall be accompanied by the annual PAA dues and chapter dues.
- F.** Any member of this association may present the name of a qualified applicant for membership, who first signs an official application of this association stating that he/she solemnly promises and declares that he/she will faithfully conform to all Laws, Rules, Regulations and requirements of the Constitution and Bylaws of this association, and that he/she will deal equitably, honestly and sincerely with other auctioneers and the general public.
- G.** An applicant for membership, after presenting his/her signed application in the regular manner, accompanied by the necessary fees and receiving a majority vote of the members present either by proclamation or ballot at any regular chapter meeting, will be given membership in this association, providing he/she has been certified by his/her local chapter as provided for in the Constitution and Bylaws.
- H.** All applicants must be sponsored by a member of this association in good standing, indicating that he/she knows the applicant to be qualified and of good repute and that he/she is eligible for membership and has been certified by the local society or chapter. A member in good standing within the meaning of that term in this constitution and bylaws is one who is not in default in the payment of dues or other indebtedness to the association.
- I.** A duly approved member will be duty bound to abide by the Constitution and Bylaws of this association and any amendments thereto.

Section 2. Dues

A. Annual Dues

1. The amount of annual dues shall be determined by the Board of Directors according to procedures established in the PAA Operating Procedures and shall be payable to the chapter secretary or online to the PAA Administrator by December 31.
 2. First Year Member dues – The first year membership dues of any newly approved member shall be determined by the Board of Directors according to guidelines established in the PAA Operating Procedures and shall be payable to the chapter secretary or online to the PAA Administrator by December 31.
- B.** Members whose PAA and chapter dues are not paid by December 31 as notified by the chapter secretary shall automatically forfeit their right to attend the PAA annual meeting.
- C.** Members must pay PAA and chapter dues by March 31 of the current membership year. Individuals paying dues after March 31 will be considered inactive for the remainder of the year. New members shall not be affected by the March 31 deadline and can be accepted at any time of the year.

Section 3. Fiscal Year

The fiscal year shall be from January 1 through December 31.

ARTICLE V - OFFICERS AND THEIR DUTIES

Section 1. The elected officers of the PAA shall be:

- A.** President
- B.** President-Elect
- C.** Vice-President
- D.** Treasurer

Section 2. Qualification

Only members of the PAA for five (5) or more years shall be eligible to serve as elected state officers.

Section 3. To be eligible for elective state office the member must be a resident of Pennsylvania and hold a Pennsylvania auctioneer's license.

Section 4. Removal from Office

By a two-thirds (2/3) vote by ballot of members present at any regular or special meeting, any officer may be removed from that office for non-performance of his/her duties or for conducting himself/herself in a manner unbecoming an auctioneer. Revocation of state auctioneer or apprentice license means automatic expulsion in the association.

Section 5. Vacancies

Vacancies occurring in office may be filled by an interim appointment by the president, with board approval, until the next regular or special meeting of the association.

Section 6. Duties of Officers

The duties of the various officers shall be those specified in this Constitution and Bylaws and in the parliamentary authority adopted by the PAA.

A. The President shall:

1. Preside at all meeting of the PAA and enforce due observance of the Constitution and Bylaws, Rules and Regulations.
2. Decide all questions of order.
3. Offer for consideration all motions regularly made.
4. Call special meetings.
5. Appoint all committees not otherwise provided for.
6. Govern the administration of this association at all times and be accountable to the membership for the efficient and businesslike administration that is expected of him/her.
7. Conduct all meetings in absolute decorum at all times.
8. Make no motion or amendments, nor vote on any question or motion unless the members present be equally divided, when he/she shall cast the deciding vote.

Upon completion of his/her term, the immediate past president shall become a member of the board of directors for a term of one (1) year with the power to make motions and vote on all matters of association business, and to perform whatever duties the president may so direct. The President may appoint a parliamentarian to serve at the Annual Meeting or for the entire term.

B. The President-Elect shall:

1. Preside in the absence of the president and perform the duties of that office.
2. Perform whatever duties the president may so direct.
3. Serve as conference chairman for the upcoming conference, with the duty to plan and coordinate the agenda for the conference including, but not limited to, seminars, speakers, functions, meals, entertainment, awards and presentations, subject to the board's approval.

C. The Vice-President shall:

1. Be a voting member of the board of directors and perform whatever duties the president may so direct.
2. Serve as Membership Chair.

D. The Treasurer shall:

1. Receive the funds of the state association, pay all expenses, bills, and accounts and keep an accurate record of all money received and paid, and make a report of the same to the state association at every meeting.

The treasurer shall give bond in sufficient sum to cover the amount of funds entrusted to him/her; said bond to be fixed by the board of directors at any meeting of the board and may be changed from time to time as occasion demands, or they may waive the required bond. The said bond if required shall be a surety bond and the premium therefore shall be paid from funds of this association. Each chapter treasurer shall function in the same manner and form as the state treasurer except that each chapter treasurer shall furnish the state association with a monthly report of all state dues collected and make remittance thereof with said report, which shall be the only funds payable by the chapters to the state association, except any special assessment which may be levied upon them by the state association.

Section 7. Compensation and Expenses

A. The treasurer or other officers of this association shall receive no compensation for services except as provided by the association by a majority vote of a duly constituted quorum present at any regular meeting. The expenses incurred, however, in regular maintenance of this association shall be paid out of the general fund of this association. The general fund shall be recognized as that of the state association.

B. Each chapter shall preserve its own maintenance and shall not call for funds from the state association only in dire necessity. Such request shall be subject to the decision of the state association acted on at a regular or special meeting. The PAA chapters may submit a request for funds, subject to a majority vote of a duly constituted quorum present at any regular board meeting, to offset a deficit in conducting an educational seminar by the members of the PAA for any licensed auctioneer.

ARTICLE VI - NOMINATIONS AND ELECTIONS

Section 1. Nominations - State Officers

- A.** A Nominating Committee of five (5) members shall be appointed by the President.
1. No more than one member from a chapter shall be represented on the committee.
 2. The Nominating Committee shall elect one or more candidates for each office to be filled.
- B.** Additional nominations for state officers may be made from the floor.

Section 2. Election and Term

- A.** The election of officers shall be held annually except the office of president. The president-elect, at the conclusion of the one-year term, shall automatically succeed to the office of president.
- B.** The officers shall serve for a period of one year but shall remain in office until a duly elected or appointed successor qualifies.

- C. Elections shall be by ballot except in the case where there is only one nominee, the President may declare the nominee elected.
- D. A majority of the votes cast by those present and voting is necessary for election.
- E. In case of a tie vote, the election shall be determined by lot.

ARTICLE VII - MEETINGS AND QUORUM

Section 1. Annual Meeting

An annual meeting shall be held at a time and place to be determined by the board of directors.

Section 2. Special Meetings

Special meetings shall be called by the President, or upon request of a two-thirds (2/3) vote of the board of directors. The time and place shall be set by those responsible for the call and only business stated in the call may be transacted.

Section 3. Notice

Notice of the call to the annual meeting or to a special meeting shall be sent to each member of PAA at least thirty (30) days prior to the stated meeting.

Section 4. Quorum

Fifty (50) members in good standing shall be necessary to constitute a quorum, three (3) of whom must be officers or directors of this association.

ARTICLE VIII - REPRESENTATION AND VOTE

Section 1. Every regular and life member shall be entitled to attend all meetings, provided his dues have been paid in full for the current year to register for the conference at the member registration fee.

Section 2. In order to vote at the meetings, a member's dues must be paid by December 31 before the meeting is held.

In the event a special meeting is called, a new member's dues must be paid (30) days in advance of the special meeting in order to vote.

ARTICLE IX - BOARD OF DIRECTORS

Section 1. Composition

A. The PAA Board of Directors shall be composed of eleven (11) individuals:

1. The elected officers (4).
2. The immediate past president (1).
3. One director from each area chapter and/or the alternate director (6).
4. The parliamentarian, if appointed, who shall act in an advisory capacity without vote.
5. The Administrator who shall act in advisory capacity without vote.

Section 2. Meetings

A. Regular meetings of this board shall be held four (4) times a year.

B. Special meetings shall be called by the president, or upon request of two-thirds (2/3) of the board members. Notice of special meetings shall be sent to each board member at least twenty (20) days before the date of the meeting.

C. Telephone Conference. Meetings may be conducted by telephone conference with twenty-four hours notice.

Section 3. Duties and Responsibilities

A. The board of directors shall keep in touch with the business management of this association and once a year audit and show in open meeting the books of this association and report to this association any mistakes or any irregularities they may discover. The board of directors shall have charge of the financial and business management of any undertaking for the progress and betterment of the association; acting, however, in harmony with the will and pleasure of its membership.

B. This board shall be responsible for conducting the business of the PAA between annual meetings and may adopt rules for this purpose provided they do not conflict with the Constitution and Bylaws of the PAA.

C. Observers. Members of the PAA may attend meetings of the board of directors as observers.

Section 4. Voting

A. A majority vote shall be required to adopt a budget.

Section 5. Quorum

A. A majority of the board members including at least 3 elected officers shall constitute a quorum.

ARTICLE X - COMMITTEES AND THEIR DUTIES

Section 1. Standing committees shall include:

Budget/Finance
Conference
Constitution/Bylaws
Education
Grievance
Historian/Photography
Member Benefits
Membership
Nominating
Political Action Committee
Publications/Newsletter
Technology

Section 2. Duties. Their duties and responsibilities shall be outlined under the direction of the president or the Board of Directors. The Historian shall be appointed for a 2-year term beginning in 2008. His or her duties and responsibilities shall be outlined under the direction of the PAA President or the PAA Board of Directors.

Section 3. Special committees may be created by the president or the board as the need arises.

ARTICLE XI - HEADQUARTERS

The headquarters and principal office of the PAA shall be located at the residence or business office of its duly elected treasurer. The officers and directors may, from time to time if deemed necessary and to the best interests of the association, designate and establish other offices.

ARTICLE XII - EXPULSION

Section 1. Any member violating the Constitution and Bylaws or provisions herein stated shall be expelled from this association as determined by a two-thirds (2/3) vote of the members present at any regular meeting. Any member will automatically be dropped from this association for non-payment of dues after December 31 of each year.

Section 2. Any member or officer shall automatically be dropped from membership from all associations upon revocation of his Pennsylvania auctioneer or apprentice license by the State officials supervising the auction license act. No former member may resubmit his application for membership to this association until three (3) months after his auctioneer or apprentice license has been reissued.

ARTICLE XIII - INDEMNIFICATION

This association shall indemnify to the fullest extent authorized or permitted by the corporation laws of the Commonwealth of Pennsylvania any person made, or threatened to be made, a party to an action, suit or proceeding by reason of the fact that said person is or was an officer, employee, or member acting in good faith in behalf of this association.

ARTICLE XIV - DISSOLUTION

In the event of dissolution of PAA:

A. All liabilities and obligations shall be paid, satisfied and discharged or adequate provisions shall be made therefore.

- B.** Any remaining assets shall be transferred to a qualified tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code by a majority vote of members present and voting at a regular or special meeting.

ARTICLE XV - PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order Newly Revised shall be the parliamentary authority to govern all things not covered in this Constitution and Bylaws and any special rules of order that the PAA may adopt.

ARTICLE XVI - AMENDMENTS

This Constitution and Bylaws may be amended by a two-thirds (2/3) vote by ballot of the members present and voting at any regular meeting, providing notice by mail of the meeting at which such amendments are to be considered must be given to every member in good standing at least fifteen (15) days prior to the meeting.

ARTICLE XVII - BINDING AGREEMENT

We, the auctioneers of Pennsylvania and our respective chapters thereof, do willingly, voluntarily, and irrevocably bind ourselves unto the provisions and conditions set forth in this Constitution and Bylaws. We further agree to be loyal and faithful to this association; honest and undiscriminating in dealing with its individual members and the general public; and to the best of our ability work for the protection, promotion, and betterment of the auction profession, and we pledge allegiance to the principles for which it stands.

*Amended: January 15, 1994
 January 18, 1997
 January 17, 1998
 January 12, 2002
 January 15, 2005
 January 14, 2006
 January 12, 2008*