

From: Lu Sadowski <LBSadowski@aol.com>
To: pastimes@juno.com
Cc: shumphrey@NAWCC.org
Sent: Thu, Jun 02, 2011 09:07 PM
Subject: Cog Counters Proposed Chapter Approval

Hi John,
More than half of my committee has responded in favor of the Cog Counters becoming a Chapter. I would like to make a motion to add this of this to your annual BOD meeting agenda for the approval of the Cog Counters to be an Nawcc Chapter. Please let me know if you need any more information on this.
Regards,
Lu

From: John Hubby <pastimes@juno.com>
To: pastimes@juno.com
Sent: Fri, Jun 03, 2011 07:54 PM
Subject: RE: Cog Counters governance documents

Messages regarding chapter application.

----- Original Message -----

From: "Philip Morris" <mpmorris@bellsouth.net>
To: "peter nunes" <peter.nunes@verizon.net>, "John Hubby" <pastimes@juno.com>, <dervan14@att.net>
Cc: <lbsadowski@aol.com>, <shumphrey@NAWCC.org>, "John Teeter" <jteeter@centurytel.net>
Subject: RE: Cogs Counter governance documents
Date: Wed, 1 Jun 2011 11:39:51 -0500

All,

I am in agreement with the information below. Please accept my email signature until I am able to sign the paper documents.

Peter - if there are any other changes, please let me know. I will be out of touch starting tomorrow until next Monday on a cruise. Thanks.

Philip

-----Original Message-----

From: peter nunes [mailto:peter.nunes@verizon.net]

Sent: Wednesday, June 01, 2011 10:03 AM

To: 'John Hubby'; dervan14@att.net

Cc: lbsadowski@aol.com; shumphrey@NAWCC.org; 'Philip Morris'; 'John Teeter'

Subject: RE: Cogs Counter governance documents

Thanks, John. I've forwarded your comments to Philip. Once Andy has completed the suggested changes, I'll get everything together for you so the approval can happen at the Board meeting at National, if possible. The final vote was 111 for, 44 against, by the way.

As far as documents like the Chapter start up report, can I scan those once they are completed and send them by email to Lu and you?

Both Andy and I will be at National, and we can sign documents there.

Regards,

Peter

CHAPTER CONSTITUTION

Article 1: Name

The name of the organization shall be the **Cog Counters Chapter** of the National Association of Watch and Clock Collectors, Inc. and designated Chapter _____.

Article 2: Purpose

The Chapter shall operate and exist for the purpose of encouraging and stimulating interest in the art and science of horology particularly wood movement clocks for the benefit of the public and its members, by taking active measures to:

Promote and provide education and research in the art and science of horology,
Foster a genuine interest in collecting wood movement clocks, literature, data, and tools all related to the field of horology,

Cooperate with individuals, other Chapters, other institutions, and the public to stimulate genuine interest in the collection, conservation, interpretation, and exhibition of timepieces and other horological items,

Promote and provide opportunities for volunteerism and camaraderie in interests related to horology,

Provide Chapter members the opportunities to evaluate and/or exhibit horological items and materials,

Participate in and support the purposes, activities, and programs of the National Association of Watch and Clock Collectors, Inc.

Article 3: Non-Profit

The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code.

Article 4: Bylaws

The Chapter shall, by the enactment of suitable Bylaws, provide for the election of officers, the length of term, the conduct of meetings, the determination of dues, and any other matters as may be necessary.

Article 5: Membership

A Candidate may be admitted to membership of the Chapter provided he/she is a member in good standing of Cog Counters at the time of the establishment of this organization as an official Chapter of the NAWCC. Afterwards any person or institution who is a member in good standing of the National Association of Watch and Clock Collectors, Inc. is eligible for membership in this Chapter upon paying an annual membership fee to be specified by the Board of Directors.

Article 6: Officers and Board of Directors:

The governing authorities of the Chapter shall consist of the following:

- a) The Chapter officers shall consist of a Chair, Vice-Chair, Secretary, Treasurer, and Cog Counters Journal Editor. The Secretary and Treasurer positions may be combined into one position.
- b) The Immediate Past-Chair shall be a member of the Board of Directors (Board) of the Chapter.
- c) The Directors shall be selected as provided for in the bylaws. The number of Directors shall be as determined in the Bylaws.
- d) The Chapter officers, together with the Immediate Past-Chairs and the Directors, shall constitute the Board of Directors (Board) of the Chapter. The Board shall have full authority in all matters as defined in this Constitution or the Bylaws and shall manage and control the business and property of the Chapter.
- e) The Chapter officers shall constitute an Executive Committee for the purpose of conducting business of the Chapter between meetings of the Board.

Article 7: Use of Earnings

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article 8: Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article 9: Amendments

Amendments of the Constitution may be proposed and adopted by the following manner:

- a. By proposal for an amendment at a regular Board meeting.
- b. By proposal for an amendment at a regular Chapter meeting by any member.

Ratification and adoption of the amendment shall be by a two-thirds majority vote of the full Board, a quorum being present at a Board meeting designated for that purpose. If a proposal for an amendment is made and adopted in accordance with this Article 9, the same shall be published and made known to all Chapter members through the Chapter newsletter.

Article 10: Fiscal Year

The Fiscal year for the Chapter shall begin January 1st

Date adopted or amended _____

We certify that this is copy of the constitution adopted or amended on the above date.

Chair or Vice- Chair

Secretary or Treasurer

Cog Counter Bylaws - Proposed

The Cog Counters have a common interest in wood movement clocks and generally meet 3 - 4 times per year to share this interest. The group desires to establish itself with a minimal official structure in order not to detract from its interest in wood movement clocks.

Article 1: Officers, Directors, and Chairs

Section 1: Officers

The duties of the officers – the Chair, the Vice-Chair, the Secretary/Treasurer and the Immediate Past Chair - shall be as noted below. The officers shall constitute the Executive Committee of the Board of the Chapter, and they shall have authority to carry out the business of the Chapter between meetings of the Board. They shall also perform such other duties as may be assigned to them by a majority vote of the full Board. General duties of the officers shall include but not be limited to the following:

Chair:

The Chair shall provide active and responsible leadership to the Chapter. The Chair shall conduct regular meetings of the Board and the membership. He/she shall coordinate activities of the other officers and Directors and appoint members to Regular or Special Committees.

Vice-Chair:

The Vice-Chair shall serve as Program Chair and make all necessary arrangements for programs of membership meetings. He/she shall serve in the capacity of Chair in the absence of the Chair.

Secretary/Treasurer:

The Secretary/Treasurer shall maintain any minutes from Chapter Board or membership meeting and incorporation documents, and shall oversee the Chapter's correspondence. He/she shall be responsible for all Chapter funds, maintaining checking and saving accounts as directed by the Board, shall pay all normal operating expenses and other necessary expenses as directed by the Board, and shall make regular reports to the Board and an annual report to the members.

Directors: A total of three Directors who, in addition to the abovementioned officers shall constitute the Chapter Board, shall be elected by the membership as noted below. It shall be the duty of each Director to provide responsible attention and input into the affairs and operations of the Chapter.

Immediate Past-Chair

The Immediate Past-Chair shall be a voting member of the Board and chair the Nominating Committee. In addition to his other duties the Immediate Past-Chair shall conduct an audit of the Treasurer's Report.

Section 2: Regular and Special Committee Heads

The Chair may appoint specific committee heads at any time as may be required for the welfare of the Chapter. These chairs may serve as advisory members of the Board, but they are not voting members. The chairs may include but are not limited to: Cog Counter's Journal Editor, Exhibit Chair, Program Chair, Webmaster Chair, and Workshop Chair. Committee Heads may also serve as elected Directors.

Section 3: Compensation

No officer, Director, or other member of this Chapter shall receive any compensation for his/her services to the Chapter.

Reimbursement of expenses for purchases made at the request of the Chapter or to conduct Chapter business as authorized by these Bylaws or by the Board may be obtained by submitting an expense statement with all receipts submitted to the Treasurer. Expenses incurred by the Treasurer may be reimbursed on approval by the Chairman.

Section 4: Term of Office

The term of office for Officers and Directors shall be four years. No member shall serve more than eight consecutive years (two terms) in any one office. Any Director position is considered an office. Officers and Board members shall commence their duties after adjournment of the meeting at which they are installed.

Article 2: Board of Directors

Section 1: Composition

The Board of Directors (Board) of the Chapter shall consist of the Officers, Directors, and the immediate Past-Chairman

Section 2: Duties

The Board shall be the governing authority of this Chapter. The Board may delegate to the elected officers any special duties and assignments. The Board shall have final decisions in all disputed matters, subject to ratification by membership. The Board shall be the custodian of any and all property of the Chapter. The Board shall have full and final authority to determine all questions of policy not otherwise provided for in the Constitution and Bylaws.

Article 3: Meetings and Elections

Section 1: Time and Place

A minimum of two membership meetings shall be held per year, at regular intervals as established by the Board. The Board may also designate special meetings as needed. Members shall be sent notices of all membership meetings in sufficient time to encourage good attendance. The Board shall plan to hold separate meetings (either face-to-face or electronic) to plan and organize Chapter activities. These meetings should be open to interested Chapter members and should be posted in the newsletter.

Elections shall be held at a designated meeting, and incoming officers will work with outgoing officers in the transition.

Section 2: Nominations

A informal nominating committee of three members appointed by the Board and chaired by the immediate Past-Chair shall seek candidates for chapter officer openings and propose them for each vacant office at a designated membership meeting. Other nominations may be made by any member from the floor. Whenever possible, at least two candidates shall be nominated for each vacant office, subject to the limitation of willingness to serve.

Section 3: Elections

An election ballot shall be published in the designated newsletter, and a postcard ballot will be included with the newsletter. Member completes and return sit to Chairman of Election Committee. Only members who have paid chapter dues are considered to be "members in good standing" who will be eligible to vote.

Section 4: Vacancies

Should a vacancy occur in any office, the Board shall appoint a successor to fill the unexpired term.

Article 4: Quorum

Section 1: Membership Requirement

At any meeting of the Chapter, ten members shall constitute a quorum for the transaction of business.

Section 2: Board Requirement

A majority of the full Board shall constitute a quorum for the transaction of business.

Article 5: Membership and Guests

Section 1: Membership

A Candidate may be admitted to membership of the Chapter provided he/she is a member in good standing of Cog Counters at the time of the establishment of this organization as an official Chapter of the NAWCC, afterwards any person or institution who is a member in good standing of the National Association of Watch and Clock Collectors. He/she has paid current dues as specified from time to time by the Board. Dues are payable on January 1 of each year. Members who are delinquent after April 1 may be dropped from active membership and may no longer receive the Chapter newsletter. Membership shall be denied or revoked only upon a two-thirds majority vote of the full Board. Such decisions may be appealed to general membership at any Chapter meeting; a majority of votes cast (quorum applies) will be sufficient to restore membership.

Section 2: Dues

The chapter is supported by mainly membership dues that are due annually. Current dues amount was chosen to cover newsletter mailing and incidental chapter expenses. A newsletter will be sent out in Spring each year containing dues renewal notice. The Board will periodically review if dues increase is necessary to cover increasing chapter costs.

Section 3: Guests

Guests are welcome to any meeting of the Chapter except special meetings for which the Board of Directors has directed otherwise and members have been advised in writing in advance of the meeting.

Article 6: Amendments

Amendments of these Bylaws may be proposed in the following manner:

- a. By proposal for an amendment at a regular Board meeting.
- b. By proposal for an amendment at a regular Chapter meeting by any member.

Ratification and adoption of the amendment shall be by a two-thirds majority vote of the full Board, a quorum being present at a Board meeting designated for that purpose. If a proposal for an amendment is made and adopted in accordance with this Article 6, the same shall be published and made known to all Chapter members through the Chapter newsletter.