

RIP VAN WINKLE CHAPTER (#40)
OF THE NATIONAL ASSOCIATION OF
WATCH AND CLOCK COLLECTORS, INC.

CONSTITUTION

Article I Name

Section 1 The name of the organization shall be the Rip Van Winkle Chapter, RIP Chapter 40 (the Chapter), of the National Association of Watch and Clock Collectors, Inc. (the NAWCC or National). The Chapter shall be considered to be a “Geographic Chapter” of the NAWCC.

Article II Purpose

Section 1 The purpose of the Chapter shall be to support and further the objectives of the NAWCC, by fostering and promoting an understanding and appreciation of the subject of horology; by stimulating an interest in and an appreciation of horological items of all kinds; to collect, preserve, and disseminate information concerning timepieces and historical data relative to the development thereof; by furthering an understanding of the identities, relationships, and evolution of the inventors and makers of such horological items; and by collecting, preserving, and disseminating all forms of tools, machines, and literature related to horology and horological items. The Chapter has been organized for educational purposes consistent with Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE III Membership

Section 1 Only those members in good standing of the NAWCC are eligible to become members of the Chapter. Such membership shall be realized upon payment of any Chapter dues that may be established by the Executive Council of the Chapter. There shall be no formal "boundaries" to the geographical area from which the membership of the Chapter may be drawn. However, the Chapter "Home Area" shall generally consist of an area running from the Canadian Border on the north; the area of western Vermont, Massachusetts, and Connecticut on the east; the Central- Hudson Valley (Poughkeepsie area) on the south; and the Central Mohawk Valley (Utica area) on the west. This area has been defined at National by the application of U.S. Postal Zip Codes to the home addresses of members of the NAWCC who are candidates to become members of the Chapter. The Chapter “Home Area” has been adopted by the Chapter in developing its mailing list. In addition, the Executive Council may determine other reasonable boundaries or criteria to generate the Chapter mailing list. Nonetheless, any member in good standing of the NAWCC may become a member of the Chapter and upon joining, by payment of the Chapter dues, will be included on the mailing list.

Section 2 An applicant for membership in the Chapter may be denied on the basis of evidence provided to the Executive Council. Similarly, existing membership in the Chapter may be revoked on the basis of evidence provided to the Executive Council. Any such revocation, for good cause shown, shall be reported to National. In addition, no person who has been denied or removed from membership in the NAWCC and/or the Chapter shall be permitted to be a guest at any Chapter function.

Section 3 Immediate family members of a member in good standing of the NAWCC may become "Associate Members" of the Chapter upon joining the NAWCC. Immediate family members include the following; spouses, "significant others", and children of members, who live in the same household as a member and are under 18 years of age. Associate Members of the Chapter shall pay reduced dues, as established by the Executive Council. Associate members of the Chapter will not receive separate mailings because of living in the same household as a member. Associate Members shall be required to pay any meeting-related fees.

Section 4 "Honorary Members" of the Chapter shall be members in good standing of the NAWCC and long-time members of the Chapter that have attained the age of 90 by the date of the Annual Meeting of the Chapter for a particular year. Said members shall thereafter be exempt from payment of Chapter dues, shall be entitled to receive notice of and attend Chapter meetings and events without charge, with the exception of any meeting where a meal is served, for which they may be charged the cost of said meal. Honorary Members shall be entitled to all privileges accorded to Chapter members at said meetings and events. Other "Honorary Members" may be so designated by the Executive Council upon its recommendation, or upon the recommendation of others. Such recommendation may be based upon conditions such as; special contributions to the NAWCC and/or the Chapter, illness or other infirmity, or other circumstances that may be deemed appropriate by the Executive Council.

ARTICLE IV Officers and Directors

Section 1 The Officers of the Chapter shall, at a minimum, consist of a President, a Vice President, a Secretary, and a Treasurer. There shall be a minimum of four Directors of the Chapter. Only those members in good standing of the NAWCC and the Chapter are eligible to be elected and to serve as Officers and Directors of the Chapter.

ARTICLE V Executive Council

Section 1 There shall be a Chapter Executive Council. The Executive Council of the Chapter shall consist of the Chapter Officers and Directors. The immediate Past President of the Chapter shall be an ex-officio (non-voting) member of the Executive Council. However, in the event of a tie vote among the members of the Executive Council, the Past President shall be entitled to vote in order to break the tie.

ARTICLE VI By-Laws

Section 1 The Chapter shall, by enactment of suitable By-Laws, provide for the election of Officers and Directors, their length of term and duties, the conduct of meetings, and such other matters as may be necessary. The Chapter By-Laws shall be formulated in a manner so as to be consistent with the CONSTITUTION of the Chapter and also with the Constitution and By-Laws of the NAWCC. The Chapter BY-LAWS may be amended as described in Article VII of the BY-LAWS below.

ARTICLE VII Consistency

Section 1 The CONSTITUTION and BY-LAWS of the Chapter shall at all times be consistent with, and/or shall not contravene or be in substantial conflict with, the Constitution and By-Laws of the NAWCC. In the event of a situation upon which the Chapter's CONSTITUTION and BY-LAWS are either in conflict, are open to interpretation, or are silent relative to the issue in question, those of the NAWCC shall prevail.

ARTICLE VIII Amendments

Section 1 At any meeting of a quorum (three-quarters) of the Executive Council, duly called for such purpose, this CONSTITUTION may be amended by a two-thirds majority vote, provided however, that no such Amendment shall take effect until ratified and adopted, after an opportunity for discussion, and by proper motion and vote, by the Chapter members at a meeting designated for said purpose. A minimum of 25% of the Chapter members at the time of the meeting must be present at the meeting in order to conduct a vote to amend this CONSTITUTION. A two-thirds vote of a quorum of members present and voting at the meeting shall be necessary for ratification of an Amendment to this CONSTITUTION.

BY-LAWS

ARTICLE I Operation and Management

Section 1 OPERATION. The Chapter shall be operated as a "not-for-profit" (non-profit) educational organization of individuals interested and involved in the field of horology, and in the collection, study, research, and repair of horological items. The state/local non-profit status of the Chapter shall be informal, in the sense that the Chapter is not required to file as a non-profit organization with said entities. The Chapter shall also be operated as an unincorporated organization.

No substantial part of the activities of the Chapter shall be the carrying on or conducting of propaganda, or otherwise attempting to influence legislation, and the Chapter shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Chapter

shall not carry on any other activities not permitted to be carried on by (a) 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) 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.

The Chapter shall be operated as a federal tax-exempt organization under an umbrella exemption obtained by the NAWCC. The Chapter shall be responsible for complying with all federal requirements and obligations entailed by said exemption.

The Chapter shall operate as an independent body, insofar as its relationship to the NAWCC is concerned. However, the Chapter shall be chartered by the NAWCC and shall be operated under and within the structure of a Chapter Charter (the Charter) issued by the NAWCC, and shall be operated within the Constitution and By-Laws of the NAWCC.

NOTE: the Chapter was originally chartered by the NAWCC on April 7, 1962 and re-chartered by that organization on June 17, 2009.

The Chapter shall carry an umbrella liability insurance policy in the amount of one-million dollars to provide coverage for its regular members, other members, and guests in the event of an accident or incident at any Chapter meeting or Chapter-sponsored event.

NOTE: In order to be covered under the Chapter's insurance policy, a member must have been a member in good standing of the NAWCC and the Chapter at the time of the accident or incident.

Chapter members, both as an individual or as the operator of a business are, unless exempt, responsible for collecting and paying applicable state and local sales taxes on the sale and purchase of all horological items and materials at Chapter meetings, Marts, auctions, or other Chapter-sponsored events. In addition, Chapter members, as individuals or operators of a business, may be responsible for the payment of federal taxes. As such, each Chapter member is responsible for determining his/her own responsibility under applicable state, local, and federal tax laws. The Chapter does not encourage or support any effort on the part of any of its members to avoid the collection or payment of any applicable local, state, or federal taxes.

Section 2 EXECUTIVE COUNCIL. The Executive Council shall be the governing body of the Chapter. The Executive Council shall consist of the Officers and Directors of the Chapter. The immediate Past President of the Chapter shall serve as an ex-officio (non voting) member of the Executive Council unless otherwise provided for in the CONSTITUTION or BY-LAWS.

Section 3 OFFICERS. The Officers of the Chapter shall be as described in the CONSTITUTION. The Officers of the Chapter shall manage the day-to-day

operation of the Chapter and shall maintain the Chapter relationship with National. The Officers shall be members of the Chapter's Executive Council. Any Officer of the Chapter may call for a meeting of the Executive Council at any time.

Section 4 DIRECTORS. The Directors of the Chapter shall be as described in the CONSTITUTION. The Directors shall assist the Officers in the organization, direction, and management of the Chapter, and shall serve as liaison between the members and the Officers. The Directors shall be members of the Chapter's Executive Council. Any Director of the Chapter may call for a meeting of the Executive Council at any time.

Section 5 TERMS OF AND QUALIFICATIONS FOR OFFICE. The term of the office of the President, Vice President(s) , Secretary (ies), and the Treasurer shall be for a period of two years. The term of office of the Directors shall also be two years, with the two sets of two Directors serving overlapping two-year terms.

The terms of office of the Officers and Directors shall commence immediately following the meeting at which they were elected and shall continue until they are reelected or their successors are elected. The Officers and Directors shall serve for no more than three consecutive two-year terms. Thereafter, no such Officer or Director shall be eligible for re-election to the same office for a period of one term, i.e. for two years. However, any such member may serve as another Officer or as a Director immediately following their prior term in office. The election of Officers and Directors shall take place at the Annual Meeting, as described in Article II below.

Qualifications for the Chapter Officers and Directors shall, at a minimum, consist of the following: 1) the candidate must, at the time of nomination and election, be a member in good standing of the NAWCC and the Chapter, 2) the candidate must have been a member in good standing of the NAWCC for a minimum of two years and a member of the Chapter for a minimum of one year, prior to being nominated.

Section 6 VACANCIES. In case of vacancy occurring in any Chapter office, the President, with the approval of three quarters of the Executive Council, shall fill such vacancy by appointment; said appointment to continue in force until the next annual meeting. Should the office of President become vacant, the Vice President shall serve as President for the remainder of the President's term, unless otherwise determined by the Executive Council.

Section 7 COMMITTEES. The President may, with the approval of the Executive Council, establish Standing Committees. In addition, the President may, also with the approval of the Executive Council, establish Special Committees if and when the need arises. A Special Committee may be dissolved when no longer needed. Each Committee shall have a Chairperson, who shall either be appointed by the President or elected by the members of the Committee. The actions and activities normally performed by a Committee may not require the formation of a Committee as long as the necessary purpose or function is being or will be accomplished. In addition, the President may call upon a fellow Officer or Director to accomplish a purpose or function, should a volunteer not be available.

Section 8 DUTIES OF THE PRESIDENT. The President shall preside at all meetings of the Chapter and of the Executive Council. The President shall present a report on the affairs of the Chapter at the Annual Meeting. The President shall be assisted and/or supported in this endeavor by other Officers and Directors, as appropriate and/or necessary. The President shall serve as the Official Chapter Representative to the NAWCC in all matters, unless otherwise required or so requested by the President or the Executive Council. In the absence or inability of the President to act, the Vice-President shall be empowered by the Executive Council to act with all of the powers and duties vested in the President by the BY-LAWS, and shall serve in the office of the President until such time as the President returns, or is able to serve, or until a new President is duly elected.

Section 9 DUTIES OF THE VICE-PRESIDENT(s). There shall be a minimum of one Vice-President (the First Vice President). A second Vice President (the Second Vice President) may be elected, if and as the membership in the Chapter and volunteers for the position(s) allow. The primary duty of the (First) Vice President shall be to serve as the Program Chairperson for the Chapter and to arrange for a speaker at the Annual Meeting and at other Chapter meetings as determined by the Executive Council, and to arrange for horological-related presentations such as workshops, subject-specific talks, and/or "bring and brags" and "show and tells" at other meetings of the Chapter. This duty shall also include preparing or arranging for the preparation of a suitable meeting write up for submission to National for publication in the Bulletin. In addition, the (First) Vice President shall serve as President and shall represent the Chapter in all matters in the absence or incapacitation of the President.

In the event that the membership and the number of volunteers allow, a Second Vice President may be nominated and elected. The primary duty of the Second Vice-President shall be to act as Facilities Chairperson for the Chapter and to arrange for the Chapter meeting locations, facilities, equipment, and refreshments, in support of the Program Chairman (the First Vice-President). The Second Vice President shall serve as First Vice President in that person's absence or incapacitation. In such event, the President and Second Vice President shall determine which will serve as Program Chairperson and which as Facilities Chairperson.

Section 10 DUTIES OF THE SECRETARY. The Secretary shall keep the records of all meetings of the Chapter and of the Executive Council; shall keep on file all available published notices concerning the Chapter and its affairs; shall have charge of the correspondence of the Chapter; shall maintain the Chapter mailing list, and shall issue, or arrange for the distribution of, all requisite notices regarding Chapter activities and events. All files acquired by the Secretary shall be and shall remain the property of the Chapter. In the anticipated absence of the Secretary, the Secretary shall arrange for one of the Directors to record notes of any meetings or actions requiring follow-up by the Secretary. In the unanticipated absence of the Secretary, the President shall arrange for the appropriate notes to be taken by one of the Directors.

Section 11 DUTIES OF THE TREASURER. The Treasurer shall document and keep the financial records and accounts of the Chapter and shall pay all Chapter-related bills, with the knowledge and approval of the President or the Executive Council. The Treasurer shall prepare and render an annual report for the previous fiscal year at the Annual Meeting of the Chapter. The Treasurer shall also be prepared to provide a general picture of the Chapter's finances at any meeting, if previously and timely requested to do so. The annual financial report shall, at a minimum, consist of a balance sheet and an operating statement, which, if feasible and practicable, may be combined. The annual Chapter financial report shall be reviewed by the Executive Council prior to its presentation at the Annual Meeting. The Treasurer shall also prepare a proposed operating budget for the Chapter for each fiscal year, which shall be presented to the Executive Council no later than one week prior to the Annual Meeting. The Treasurer will generally write checks on behalf of the Chapter. In the event of absence or illness of the Treasurer, the President shall be authorized to sign checks for payment of appropriate Chapter bills and expenses.

Section 12 DUTIES OF THE DIRECTORS. The Directors shall serve on the Executive Council and may be requested by the President to participate or take on other responsibilities as the operation of the Chapter may require. The Directors may also serve as Committee Chairpersons.

Section 13 DUTIES OF THE EXECUTIVE COUNCIL. The Executive Council shall act as the governing body of the Chapter and shall develop, establish, and enforce all facets of the CONSTITUTION and BY-LAWS of the Chapter. In addition, as the governing body of the Chapter, the Executive Council shall have final authority to determine the outcome of all questions of policy and procedure not otherwise provided for in the CONSTITUTION and BY-LAWS. The Executive Council shall be the custodian of all assets and property of the Chapter.

In the event of dissolution of the Chapter, the Executive Council shall be responsible for the distribution of all assets and property of the Chapter for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or any corresponding section of any future federal tax code. Such Chapter assets shall be distributed as follows: first; to the NAWCC, and second; to other educational organizations, such as museums and schools, provided that such organizations are operated as non-profits within the definitions of the U.S. Internal Revenue Service, U.S. Code 501 (C) (3).

Section 14 COMPENSATION. The Officers, Directors, and other members of the Chapter shall serve and perform without compensation. They shall, however, be reimbursed for any appropriate monetary outlays expended on behalf of the Chapter.

ARTICLE II Meetings

Section 1 Meetings of the Chapter shall be held at suitable intervals throughout the year as determined by the Executive Council. A meeting of the Chapter may be held at any place within or without the Chapter designated area, as identified in ARTICLE III of the CONSTITUTION. Notices of all meetings shall be provided to the members not less than fourteen days before the date set therefor. The first regular meeting of the Chapter held during the second quarter of each calendar year shall be the Annual Meeting of the Chapter.

Section 2 The Executive Council may, from time to time, authorize and announce exhibits of specimens of timepieces, clocks, and other horological - related materials such as tools, machines, written documents, and other horological-related educational material. All exhibitors shall be governed by the rules and requirements for the exhibit, as established by the Executive Council.

ARTICLE III Quorum

Section 1 At any meeting of the Chapter duly called and held, the number of members present shall constitute a quorum and may transact any or all business brought before it by the Executive Council, either prior to or at the meeting. However, such quorum of the membership must consist of a minimum of 25% of the members of the Chapter at the time of the meeting. For such business to be authorized by the Executive Council, a quorum of the Executive Council must have voted on the business to be presented at the meeting. Three-quarters of the members of the Executive Council shall constitute a quorum at any meeting of said body. A simple majority of the members of an appointed committee shall constitute a quorum at any meeting of such a body.

ARTICLE IV Guests

Section 1 The Chapter policy regarding the attendance of guests at Chapter meetings and events shall be consistent with the policy and guidelines established by the NAWCC. Such direction is provided in the Standing Rules of the NAWCC and in the Chapter Handbook issued in 2009.

Section 2 The “friends and family” program adopted by the NAWCC has been adopted by the Chapter following National’s guidelines. Under this program, members of the immediate family of a member in good standing of both the NAWCC and the Chapter shall be admitted to all Chapter meetings and events as guests, upon payment of any registration fee imposed by the Chapter. Other family members and close personal friends of members in good standing, as described above, may also attend Chapter meetings and events as guests of said members upon payment of any required registration fee. Friends and guests, other than those described above, may also be invited to attend Chapter meetings and events by members and may be admitted to such functions upon payment of any required registration fee.

Section 3 Family members, close personal friends, and other guests of Chapter members who attend Chapter meetings and events shall be accompanied by a sponsoring member who shall be wholly responsible for the actions and behavior of their guest(s) at all times.

Section 4 Participation in Chapter meetings and events by immediate family members, other family members, close personal friends of members, and other friends and guests shall be governed as follows: immediate family members, other family members and close personal friends of members may purchase items offered for sale at a Chapter Mart or auction but may not sell any items at such functions; other friends and guests may not purchase or sell items at Chapter Marts or auctions. They may, however, examine and learn about the activities of the Chapter and about watches, clocks, and other horological materials and publications.

Members of the immediate family of a member in good standing of both the NAWCC and the Chapter shall not be limited on number of times that they may attend a Chapter meeting or event. Family members, close personal friends, and other friends and guests of members may attend a maximum of three Chapter meetings at which a Mart or auction is being conducted before being expected to join the NAWCC. Family members, close personal friends, and other friends and guests of members may attend an unlimited number of educational programs and exhibits conducted by the Chapter.

Section 5 Members in good standing of the NAWCC may attend any Chapter meeting or event upon payment of any required registration fee. Such person shall be afforded all of the rights and privileges of a member of the NAWCC, including participation in a Mart or auction; however, such person may not participate in the sale of items or conduct any other income-related business unless the NAWCC member joins the Chapter at that time. An NAWCC member may attend a maximum of three Chapter meetings before being expected to join the Chapter.

Section 6 Members of the general public may be admitted to any portion of a Chapter meeting where an educational program is being conducted, but may not be admitted to any portion of a meeting where a Mart or auction is being conducted.

ARTICLE V Fiscal Year and Dues

Section 1 The fiscal year of the Chapter shall coincide with the calendar year.

Section 2 Notwithstanding any apparent disagreement, discrepancy, or inconsistency in any NAWCC document, the Executive Council has determined that membership in the Chapter will require the payment of annual dues.

Section 3 The amount of the annual dues of the Chapter shall be determined by a two-thirds majority vote of the Executive Council, and shall be due and payable prior to or at the Annual Meeting in April of each year.

ARTICLE VI Elections

Section 1 At the meeting immediately prior to the Annual Meeting, the President shall appoint a Nominating Committee consisting of three Chapter members, which shall be chaired by the immediate Past President. At the Annual Meeting, the Chairman of the Nominating Committee shall present a list of nominees for all of the Officer and Director positions up for election, as provided for in Section 1 of Article IV of the CONSTITUTION. Additional nominations may be made by mail, either prior to or at the meeting, or from the floor at the meeting. The candidate receiving the largest number of votes for each position shall be declared elected to that position. In the case of a tie vote by the members, the Executive Council shall vote to determine the winning candidate. Such vote by the Executive Council shall require a vote by each member of the Council, which may be solicited and obtained by written or electronic communication if a Council member cannot be, or is not, present at the Annual Meeting. A simple majority vote of the members of the Executive Council shall be required to complete the election process. As provided for in Article V of the CONSTITUTION, in the event of a tie vote by the Executive Council, the Immediate Past-President shall cast the deciding vote.

Section 2 Only those Chapter members in good standing and present at the Annual Meeting shall be eligible to vote in the election of Officers and Directors, as well as on any other business that is conducted at the meeting that requires a vote by the membership.

ARTICLE VII Amendments

Section 1 At any meeting of a quorum (three quarters) of the Executive Council, duly called for the purpose, these BY-LAWS may be amended in whole or part by a two-thirds majority vote of that body, provided however, that no such Amendment shall take effect until ratified and adopted, after an opportunity for discussion, and by proper motion and vote, by the Chapter members at a meeting designated for said purpose. A minimum of 25% of the Chapter members at the time of the meeting must be present at the meeting to conduct a vote to amend these BY-LAWS. A two-thirds vote of the members present and voting shall be necessary for ratification of an Amendment to these BY-LAWS.

ARTICLE VIII Meeting Procedures

Section 1 The procedures at Chapter, Executive Council, and Committee meetings shall generally follow Robert's Rules of Order unless otherwise stated in the CONSTITUTION and/or BY-LAWS, or as determined by the Executive Council.

Executed by:

Date: _____

President

Vice- President

NOTE: This revision replaces that of January 30, 1997 and was necessary to bring the documents up-to-date with Chapter operation, to conform to the requirements of the NAWCC, Inc., and to comply with the requirements of the Federal Government with respect to the current Internal Revenue Code.

This document was approved by the members at the Annual Business Meeting of Chapter 40 on April 17, 2010