

Amendments to Bylaws and Articles of Incorporation

Responsibilities of the Association's Governing Documents Committee (GDC) include ongoing review of all governing documents and making recommendations to the Board of Directors for documents that should be brought before the membership for voting. The GDC began tracking a number of enhancements to the Bylaws and Articles of Incorporation since the last membership approval took place in 2019. Recommendations underwent a number of updates based upon presentations and reviews conducted with the Board of Directors, Legal Counsel, National Committees, and member volunteers during the latter half of 2021, and final drafts were unanimously passed by the Board this past winter. As shown on the following pages, Amendment 1 proposes insubstantial changes of wordsmithing and removing redundancies, and Amendments 2–4 propose changes to be voted on individually.

As required by our rules, the recommendations must have member approval by at least two-thirds (2/3) affirmative vote of members voting. On May 9, 2022, electronic ballots will be sent using Survey Monkey to members in good standing with a valid email address on file, and voting and tabulation will conclude at midnight EST on June 6, 2022.

If you need to update your email address, or if you do not receive a ballot on May 9, please send a message to “Webmaster and Website Assistance” via the Contact Us form on www.nawcc.org. Questions regarding the amendments should be directed to the Executive Office using the Contact Us form on www.nawcc.org.

Please review the following proposed amendments (in **bold and underlined**) and vote when you receive your ballot on May 9, 2022.

Amendment 1

<i>Amendment 1 – Bylaws – Current</i>	<i>Amendment 1 – Bylaws – Proposed</i>	<i>Justification</i>
<p>PREAMBLE</p> <p>The National Association of Watch and Clock Collectors, Inc., hereinafter the NAWCC, hereby adopts these Bylaws as amended.</p>	<p>PREAMBLE</p> <p>The National Association of Watch and Clock Collectors, Inc., hereinafter the NAWCC, hereby adopts these Bylaws as amended <u>in all matters not specifically covered in the Articles of Incorporation or the most current edition of Robert's Rules of Order especially as related to small Boards. The Board may adopt Special Rules of Order as it finds needed to supplement or modify the prescribed Parliamentary Authority.</u></p>	<p>The Association requires that <i>Robert's Rules of Order</i>, the standard for parliamentary procedure and governing documents, be followed.</p> <p>Moved from Section 6 to Preamble.</p>

<i>Amendment 1 – Bylaws – Current</i>	<i>Amendment 1 – Bylaws – Proposed</i>	<i>Justification</i>
<p>ARTICLE I. BOARD OF DIRECTORS</p> <p>Section 6. Meetings</p> <p>All meetings of the Board and meetings of the membership shall follow and be governed by Robert's Rules of Order, especially as relates to small Boards, most current edition, in all matters not specifically covered in the Articles of Incorporation or Bylaws. The Board may adopt such Special Rules of Order as it finds needed to supplement or modify the prescribed Parliamentary Authority. The Board shall meet or hold electronic meetings as it believes necessary. One meeting shall be held in conjunction with a Membership Meeting, when feasible. The Board may hold electronic meetings as it believes are needed. Electronic meetings must provide, at a minimum, conditions of simultaneous aural communications among all participating members equivalent to those of meetings held in one room or area.</p> <p>The Board Chair, or a majority of Directors, may call a special meeting in a designated location at any time provided that notice is sent in writing or by electronic means to each member of the Board at least five days before the date of such meeting. The Board, by unanimous consent, may waive the five days-notice to consider business that in the opinion of the Board Chair or a majority of Directors cannot wait the prescribed five days provided for special meetings.</p> <p>The Board Chair shall submit to the Board and membership, at least five days before a Board meeting, an agenda of business to be brought before the Board. The agenda for a special meeting for which a waiver of the five-day notice is requested will be submitted with the request for a waiver.</p>	<p>ARTICLE I. BOARD OF DIRECTORS</p> <p>Section 6. Meetings</p> <p>The Board shall meet or hold electronic meetings as it believes necessary throughout the fiscal year. One of the meetings shall be held in conjunction with the Membership Meeting when feasible unless special circumstances frustrate this purpose. The Board may hold electronic meetings as it believes are needed. Electronic meetings must provide, at a minimum, conditions of simultaneous aural communications among all participating members equivalent to those of meetings held in one room or area.</p> <p>The Board Chair, or a majority of Directors, may call a special meeting in a designated location at any time provided that notice is sent in writing or by electronic means to each member of the Board at least five days before the date of such meeting. The Board, by unanimous consent, may waive the five days-notice to consider business that in the opinion of the Board Chair or a majority of Directors cannot wait the prescribed five days provided for special meetings.</p> <p>The Board Chair shall submit to the Board and membership, at least five days before a Board meeting, an agenda of business to be brought before the Board. The agenda for a special meeting for which a waiver of the five-day notice is requested shall be submitted with the request for a waiver.</p>	<p>Minor change to require the Board to meet and to simplify the wording.</p>

<i>Amendment 1 – Bylaws – Current</i>	<i>Amendment 1 – Bylaws – Proposed</i>	<i>Justification</i>
<p>ARTICLE II. EXECUTIVE DIRECTOR</p> <p>Section 3. Employees</p> <p>The Executive Director shall have the authority to engage the services of employees and to compensate them for their services. Employees will not be required to be members. No employee or their family members shall be eligible to seek or hold Board membership or elective membership of the Nominations and Elections Committee, hereinafter NEC, until five years after the employee ceases NAWCC employment or if authorized by a 2/3 vote of the Board of Directors present and voting.</p>	<p>ARTICLE II. EXECUTIVE DIRECTOR</p> <p>Section 3. Employees</p> <p>The Executive Director shall have the authority to engage the services of employees and to compensate them for their services. Employees shall not be required to be members. No employee or their family members shall be eligible to seek or hold Board membership or elective membership of the Nominating and Elections Committee, hereinafter NEC, until five years after the employee ceases NAWCC employment unless authorized by a 2/3 vote of the Board of Directors present and voting.</p>	<p>Minor change for clarification.</p>
<p>ARTICLE III. COMMITTEES</p> <p>Section 2. Standing Committees</p> <p>Standing Committees' duties may be changed only by vote of the membership. The Board may change the name of the Standing Committees to better reflect their duties by a majority vote of those Board members present and voting.</p>	<p>ARTICLE III. COMMITTEES</p> <p>Section 2. Standing Committees</p> <p>Standing Committees' duties may be changed only by vote of the membership.</p> <p>The Board may change the name of Standing Committees by a majority vote of those Board members present and voting to better reflect the committee's duties.</p>	<p>The sentence marked for removal is redundant, since committees are defined in these Bylaws and any change of the Bylaws requires exactly the same vote of the membership. Removing repetitive and/or unnecessary wording helps reduce the size of the document and improves readability.</p>

<i>Amendment 1 – Bylaws – Current</i>	<i>Amendment 1 – Bylaws – Proposed</i>	<i>Justification</i>
<p>ARTICLE III. COMMITTEES</p> <p>Section 2. Standing Committees</p> <p>(g) Nominating and Elections Committee</p> <ol style="list-style-type: none"> 1. The Nominating and Elections Committee, hereinafter NEC, shall be responsible for conducting the election and appointment processes as set forth in Article IV. 2. The NEC shall be composed of four voting members: <ol style="list-style-type: none"> (a) Two members selected by the Board of Directors from Directors currently seated and serving on the Board (with the incumbent Board Chair ineligible). The Directors selected for appointment to the NEC must be ineligible for another immediate successive term as Director or must pledge not to run for re-election or appointment as Director. (b) Two members elected by the membership from candidates who have prior Board service. Those who served on Council or as a Trustee of NAWCC’s predecessor organizations are also eligible for nomination to serve on the NEC. All candidates must agree not to stand for election or appointment to the Board during their tenure on the NEC. 3. The NEC shall ensure there are at least two more candidates than open elected Director positions and two candidates for the elected NEC position to complete the slate of candidates. 4. The NEC shall provide a listing of qualifications for all candidates to be included with the election ballot, and ensure the eligibility of all candidates prior to their names being placed on the ballot by review of self-nomination forms, petitioner’s personal information and by personal interviews. 5. The NEC will elect its Chair from among its voting members. 	<p>ARTICLE III. COMMITTEES</p> <p>Section 2. Standing Committees</p> <p>(g) Nominating and Elections Committee</p> <p>The Nominating and Elections Committee, hereinafter NEC, shall be responsible for conducting the election and appointment processes as set forth in Article IV:</p> <ol style="list-style-type: none"> <u>1. The NEC shall be composed of four members who shall serve for a term of four years.</u> <u>2. A Director, while serving as Board Chair, shall not be a member of the NEC.</u> <u>3. One elected and one appointed member of the Committee shall be replaced in each two-year election cycle. The new members shall commence their term at the same time as the incoming Board Members:</u> <ol style="list-style-type: none"> <u>a. One member shall be elected by the membership from candidates who have prior Board service. Those who served on Council or as a Trustee of NAWCC's predecessor organizations are also eligible for nomination to serve on the NEC.</u> <u>b. One member selected by the Board of Directors from past Directors or Directors currently seated and serving on the Board.</u> <u>4. Members elected or appointed to the NEC shall be ineligible to run for election or appointment to the Board during their tenure on the NEC or for 4 years, whichever is longer.</u> <u>5. The NEC shall attempt at all times whenever practicable to recruit two more candidates than open elected Director positions and two candidates for the elected NEC position. The Board may direct the NEC to seek and nominate additional candidates to fulfill the requirements of the Board.</u> 6. The NEC shall provide a listing of qualifications for all candidates to be included with the election ballot, and ensure the eligibility of all candidates prior to their names being placed on the ballot by review of self-nomination forms, petitioner's personal information and by personal interviews. 7. The NEC will elect its Chair from among its voting members. 	<p>This Amendment has a number of changes in addition to clarifying and reorganizing the rules to improve readability.</p> <p>One clarification is to state that the Board may make their appointment from both current and past Directors, as has occurred in the past. Due to the timing of when appointments may take place, the existing language can be misinterpreted and therefore this change states the rule plainly.</p> <p>Another change is to articulate the length of service and date when a member’s term commences and ends.</p> <p>Lastly, to avoid any future conflict of interest, a loophole regarding eligibility has been eliminated by stating that all members of the NEC, both elected and appointed, are not eligible for election or appointment to the Board during their tenure on the NEC or for 4 years, whichever is longer.</p>

<p><i>Amendment 1 – Bylaws – Current</i></p> <p>ARTICLE III. COMMITTEES</p> <p>Section 4. Special Committees</p> <p>The Board will appoint Special Committees to address specific tasks, initiatives, and needs as appropriate. The term of the Special Committee will be limited to the remaining term of the appointing Board, that is, until the seating of the next Board, unless terminated earlier.</p>	<p><i>Amendment 1 – Bylaws – Proposed</i></p> <p>ARTICLE III. COMMITTEES</p> <p>Section 4. Special Committees</p> <p>The Board will appoint Special Committees to address specific tasks, initiatives, and needs. as appropriate. The term of the Special Committee will be limited to the remaining term of the appointing Board, that is, until the seating of the next Board, unless terminated earlier.</p>	<p><i>Justification</i></p> <p>The second sentence is redundant to the Standing Rules. The Board recommends that the duplication be eliminated from the Bylaws and remain in the Standing Rules, which the Board of Directors, by majority vote, can amend in the future if necessary.</p>
<p>ARTICLE IV. ELECTIONS AND APPOINTMENTS</p> <p>Section 3. Responsibility</p> <p>The NEC shall be responsible to:</p> <ul style="list-style-type: none"> (a) Managing the election and appointment processes according to policies set forth in these Bylaws and the Standing Rules, to include a call for nominations, publishing of the list of qualified candidates in a timely manner, preparation of the Official Ballot, and oversight of the election itself; (b) Ensuring there are at least two candidates for each open elected Director and elected NEC position, and if necessary, seek and nominate additional candidates; (c) Interviewing all potential candidates to verify their eligibility prior to their names being placed on the ballot for any elected position, or on a list of nominees for any appointed position; (d) Provide a summary of qualifications to the Board of recommended appointed Director nominees; (e) Recommend candidates to the Board for appointment to fill any Board vacancy occurring outside the normal election or appointment cycle; and (f) Continually seek to identify candidates for both elected and appointed Director positions. 	<p>ARTICLE IV. ELECTIONS AND APPOINTMENTS</p> <p>Section 3. Responsibility</p> <p>The NEC shall: be responsible to</p> <ul style="list-style-type: none"> (a) Manage the election and appointment processes according to policies set forth in these Bylaws and the Standing Rules, to include a call for nominations, publishing of the list of qualified candidates in a timely manner, preparation of the Official Ballot, and oversight of the election itself; (b) Ensuring there are at least two candidates for each open elected Director and elected NEC position, and if necessary, seek and nominate additional candidates; (b) Interview all potential candidates to verify their eligibility prior to their names being placed on the ballot for any elected position, or on a list of nominees for any appointed position; (c) Provide a summary of qualifications to the Board of recommended appointed Director nominees; (d) Recommend candidates to the Board for appointment to fill any Board vacancy occurring outside the normal election or appointment cycle; (e) Continually seek to identify candidates for both elected and appointed Director positions. 	<p>This Amendment is proposed to eliminate repetitive and/or unnecessary wording, and better organize the contents for clarity. These changes are non-substantive in governing and managing the NAWCC; however, approval by the membership to make these changes is required. The sentence in (b) “Ensuring there are at least two candidates for each open elected Director and elected NEC position, and if necessary, seek and nominate additional candidates” is eliminated because it is already present in Article III Section 2(g) above.</p>

<p style="text-align: center;"><i>Amendment 1 – Bylaws – Current</i></p> <p>ARTICLE IV. ELECTIONS AND APPOINTMENTS</p> <p>Section 7. Appointed Directors</p> <p>(c) Confirmation of Appointments</p> <p>Within fifteen days following the close of the elections for elected positions, the NEC will submit its nominee list for appointed Director positions to the outgoing Board. The Board will convene a special electronic meeting within fifteen days following receipt of nominee list from the NEC to confirm the successful nominees on an individual basis, which requires a majority vote of the Board members present and voting. If any nominees are not confirmed, within one week of any negative vote the NEC must submit an additional list of nominees for each vacant position until all appointed Director positions are filled. The Board must vote to confirm or reject the proffered nominees within fifteen days following receipt of the nominee list from the NEC.</p>	<p style="text-align: center;"><i>Amendment 1 – Bylaws – Proposed</i></p> <p>ARTICLE IV. ELECTIONS AND APPOINTMENTS</p> <p>Section 7. Appointed Directors</p> <p>(c) Confirmation of Appointments</p> <p>Within fifteen days following the close of the elections for elected positions, the NEC will submit its nominee list for appointed Director positions to the outgoing Board. The Board will convene a special electronic meeting within fifteen days following receipt of nominee list from the NEC to confirm the successful nominees <u>individually, each requiring</u> a majority vote of the Board members present and voting. If any nominees are not confirmed, within one week of any negative vote, the NEC must submit an additional list of nominees for each vacant position. <u>The Board must vote to confirm or reject the proffered nominees within fifteen days following receipt of the nominee list from the NEC. If after sixty days following the close of the elections, the NEC is unable to nominate a candidate acceptable to the Board, the Board, by a three-quarters vote of the Directors present and voting, shall appoint a candidate of the Board's choosing.</u></p>	<p style="text-align: center;"><i>Justification</i></p> <p>Having an open-ended timeline to appoint Directors to the Board could disrupt the seating of the full Board and ability of the Board to fulfill its responsibilities. This Amendment implements a timetable and process to ensure that the appointment of Directors is completed within sixty days following the close of member elections. The construct of this change is consistent with another existing rule that defines the process for filling a vacated Director seat due to illness, resignation, or other action.</p>
<p>ARTICLE VII: MEMBERSHIP MEETINGS</p> <p>Section 3. Quorum</p> <p>The presence in person of 50 members shall be necessary to constitute a quorum at any Membership Meeting.</p>	<p>ARTICLE VII: MEMBERSHIP MEETINGS</p> <p>Section 3. Quorum</p> <p><u>The quorum of any membership meeting consists of those who attend the meeting as per Robert's Rules of Order.</u></p>	<p>This Amendment eliminates an antiquated rule that requires 50 members be present to constitute a quorum at the Annual Membership Meeting or other member meetings because a quorum, in accordance with <i>Robert's Rules of Order</i>, consists of those who attend the meeting.</p>

<p><i>Amendment 1 – Bylaws – Current</i></p> <p>ARTICLE XI. RULES OF ORDER AND CONSTRUCTION</p> <p>All meetings of the Board and meetings of the membership shall follow and be governed by Robert’s Rules of Order, the most current authorized edition, in all matters not specifically covered in the Articles of Incorporation, and Bylaws. The Board may adopt such Special Rules of Order as it finds needed to supplement or modify the prescribed Parliamentary Authority.</p> <p>As used in these Bylaws, a reference to either gender shall be deemed to include masculine and feminine wherever necessary or appropriate, and the singular shall include the plural and vice versa. Article headings used herein are for convenience of reference only, and no construction or inference shall be derived therefrom.</p>	<p><i>Amendment 1 – Bylaws – Proposed</i></p> <p>ARTICLE XI. RULES OF ORDER AND CONSTRUCTION</p> <p>All meetings of the Board and meetings of the membership shall follow and be governed by Robert’s Rules of Order, the most current authorized edition, in all matters not specifically covered in the Articles of Incorporation, and Bylaws. The Board may adopt such Special Rules of Order as it finds needed to supplement or modify the prescribed Parliamentary Authority.</p> <p>As used in these Bylaws, a reference to either gender shall be deemed to include masculine and feminine wherever necessary or appropriate, and the singular shall include the plural and vice versa. Article headings used herein are for convenience of reference only, and no construction or inference shall be derived therefrom.</p>	<p><i>Justification</i></p> <p>Removed redundant language that is already stated in the Preamble.</p>
<p>ARTICLE XII. AMENDMENTS</p> <p>Section 4. Voting</p> <p>(b) Non-technical and Substantive Amendments</p> <p>All non-technical and substantive amendment proposals, by either of the above means, after approval by the Board by a ¾ affirmative vote of those Directors present and voting, will be voted on by referendum of the membership, using Official Ballots for that purpose as defined in Article IV Section 5 of these Bylaws. Approval of any proposed regular amendment will require a 2/3 majority of the valid ballots returned for counting to an independent Agent appointed by the Board, and if approved will become effective immediately.</p>	<p>ARTICLE XII. AMENDMENTS</p> <p>Section 4. Voting</p> <p>(b) Non-technical and Substantive Amendments</p> <p>All non-technical and substantive amendment proposals, by either of the above means, after approval by the Board by a ¾ affirmative vote of those Directors present and voting, will be voted on by referendum of the membership, using Official Ballots for that purpose as defined in Article IV Section 5 of these Bylaws. Approval of any proposed regular amendment will require a 2/3 majority of the valid ballots returned for counting to an independent Agent appointed by the Board, and if approved will become effective immediately.</p>	<p>Electronic voting was implemented in 2019 using commercially available software that has increased voter turnout and significantly reduced cost. This Amendment eliminates an antiquated rule, no longer applicable, that states that an independent Agent be hired to physically count votes.</p>

Amendment 2

<i>Amendment 2 – Bylaws – Current</i>	<i>Amendment 2 – Bylaws – Proposed</i>	<i>Justification</i>
<p>ARTICLE III. COMMITTEES</p> <p>Section 1. Purpose and Duties</p> <p>The NAWCC organizational structure incorporates volunteer committees to provide for member and general public participation in its programs, operations, and workings, and to minimize the number of permanent staff required for conducting business. Standing Committees are established and defined in this Article. The Board shall have authority to create, modify, and terminate all other committees as defined herein or in the Standing Rules. Further, where not already described in this Article III, the Board shall establish responsibilities for committees to be incorporated in the Standing Rules. All committees shall report to the Board.</p> <p>The Board Chair and the Executive Director will be ex officio nonvoting members of all committees with the exception that neither the Board Chair nor the Executive Director may be a member of the Awards, Ethics, or Nominations and Elections Committees.</p>	<p>ARTICLE III. COMMITTEES</p> <p>Section 1. Purpose and Duties</p> <p>The NAWCC organizational structure incorporates volunteer committees to provide for member and general public participation in its programs, operations, and workings, and to minimize the number of permanent staff required for conducting business. Standing Committees are established and defined in this Article. The Board shall have authority to create, modify, and terminate all other committees as defined herein or in the Standing Rules. Further, where not already described in this Article III, the Board shall establish responsibilities for committees to be incorporated in the Standing Rules. All committees shall report to the Board.</p> <p>The Board Chair and the Executive Director shall be ex officio nonvoting members of all committees with the exception that neither the Board Chair nor the Executive Director may be a member of the Awards, Ethics or Nominating and Elections Committees.</p>	<p>Giving volunteers the recognition they deserve for their service to the NAWCC has proved to be a long-term challenge given changing demographics and technology. This recommendation to permit the Executive Director and Board Chair to participate on the Awards Committee but only in an advisory, non-voting capacity, is proposed to help close this gap.</p>

Amendment 3

<i>Amendment 3 – Bylaws – Current</i>	<i>Amendment 3 – Bylaws – Proposed</i>	<i>Justification</i>
<p>ARTICLE III. COMMITTEES</p> <p>Section 2. Standing Committees</p> <p>a) Awards Committee</p> <p>The Awards Committee shall be responsible for administering all award and recognition programs established by the Board. The Committee shall make itself sufficiently informed of relevant activity at all organizational levels to fulfill the Board’s objectives for each such program. No sitting Board member may serve on the Awards Committee. The Committee will select its Chair from within its members. Former Board members shall be eligible to serve on the Awards Committee.</p>	<p>ARTICLE III. COMMITTEES</p> <p>Section 2. Standing Committees</p> <p>(a) Awards Committee</p> <p>The Awards Committee shall be responsible for administering all awards and recognition programs established by the Board <u>unless otherwise defined in these Bylaws or Standing Rules.</u> The Committee shall make itself sufficiently informed of relevant activity at all organizational levels to fulfill the Board’s objectives for each such program. <u>No sitting Board member may serve on the Awards Committee. The Committee will select its Chair from within its members. Former Board members shall be eligible to serve on the Awards Committee.</u></p>	<p>This Amendment, which applies to the Awards Committee, has three changes:</p> <p>1) The addition of the sentence “unless otherwise defined in these Bylaws or Standing Rules” recognizes that the Awards Committee does not currently administer and has never administered all awards and recognition programs in actual practice. Examples of Awards not administered by the Awards Committee in practice include hundreds of Chapter Regional Certificates, Board recognition proclamations to members and staff, and museum and library volunteer awards.</p> <p>2) Affords the Chair of the Awards Committee the same autonomy as given to other Standing Committees to select his/her members that may include both current and past Directors.</p> <p>3) Brings the process for appointing the Chair of the Awards Committee in-line with all other Committees (except for the NEC). As currently stated, members of the Awards Committee are selected by the Chair who in turn is selected by its committee members. This circular construct is contrary to sound management and control principles and could present legal risk to the Association.</p>

Amendment 4

<i>Amendment 4 – Bylaws – Current</i>	<i>Amendment 4 – Bylaws – Proposed</i>	<i>Justification</i>
<p>ARTICLE IV. ELECTIONS AND APPOINTMENTS</p> <p>Section 1. Positions</p> <p>Every two years, six Director positions and two Nominations and Elections Committee positions shall be elected by the membership or be appointed by the Board per these requirements:</p> <p>(a) Using alternating election years, the Board will appoint three Directors, and the membership shall elect three Directors. The following election year, the Board will appoint two Directors and the membership shall elect four Directors.</p> <p>(b) In each election year, the Board shall appoint one member to the Nominations and elections Committee, and the membership shall elect one member to the Nominations and Elections Committee.</p> <p>Those newly elected or appointed shall take office at the first Board meeting following the expiration of the term of the Directors leaving the Board.</p>	<p>ARTICLE IV. ELECTIONS AND APPOINTMENTS</p> <p>Section 1. Positions</p> <p>Every two years, six Director positions and two <u>Nominating</u> and Elections Committee positions shall be elected by the membership or be appointed by the Board per these requirements:</p> <p><u>(a) Using alternating election years, the Board will appoint three Directors, and the membership shall elect three Directors. The following election year, the Board will appoint two Directors and the membership shall elect four Directors.</u></p> <p><u>(a) The Board shall appoint three Directors, and the membership shall elect three Directors;</u></p> <p><u>(b) In each election year, t</u>.The Board shall appoint one member to the <u>Nominating</u> and <u>Elections</u> Committee, and the membership shall elect one member to the <u>Nominating</u> and Elections Committee.</p> <p>Those newly elected or appointed shall take office at the first Board meeting following the expiration of the term of the Directors leaving the Board.</p>	<p><i>Justification</i></p> <p>This Amendment comprises changes to the Bylaws and Articles of Incorporation.</p> <p>The Board of Directors is composed of 7 elected and 5 appointed members who serve for 4-year terms. This Amendment changes the number of elected and appointed Directors to 6 each. The change is intended to increase the pool of candidates and provide additional flexibility for the Nominating and Elections Committee to achieve its objective to ensure, among other things, that the Board represents the demographics of the membership and has the skills and experience essential for the management and well-being of the Association.</p>

<i>Amendment 4 – Articles of Incorporation, Article VI Board of Directors/Officers – Current</i>	<i>Amendment 4 - Articles of Incorporation, Article VI Board of Directors/Officers – Proposed</i>	<i>Justification</i>
<p>ARTICLE VI BOARD OF DIRECTORS/OFFICERS</p> <p>The corporation shall be governed by a Board of Directors. Upon the filing of these Amended and Restated Articles of Incorporation, the Board of Directors shall be the Interim Board of Directors as provided in Section 8 of the Plan and Agreement of Merger and the Board of Directors Transition Plan which is attached as Exhibit "J" thereto. The Interim Board of Directors shall be the Board of Directors until implementation of the selection of a new Board of Directors at the corporation's National Convention in June 2005. Thereafter the Board of Directors shall be composed of seven (7) Directors elected by the Members, and five (5) Directors appointed by the Board. There shall also be two (2) Ex-Officio non-voting members of the Board, being the Executive Director and the Legal Counsel. All of the positions on the Board of Directors, whether elected, appointed or ex-officio, shall have such powers, duties and authority and shall be subject to such requirements and procedures, as may be established in the Amended Bylaws and Standing Rules of the corporation.</p> <p>The officers of the corporation until June 2005 shall be a Chair, a First Vice-Chair, two (2) Second Vice-Chairs, a Secretary, and a Treasurer, as provided in Section 9 of the Plan and Agreement of Merger. Thereafter, the officers of the corporation shall be a Chair, a Vice Chair, a Secretary, and a Treasurer. Officers shall have such powers, duties and authority, and shall be subject to such requirements and procedures, as may be established in the Amended Bylaws and Standing Rules of the corporation.</p>	<p>ARTICLE VI BOARD OF DIRECTORS/OFFICERS</p> <p>The corporation shall be governed by a Board of Directors. Upon the filing of these Amended and Restated Articles of Incorporation, <u>the Board of Directors shall be the Interim Board of Directors as provided in Section 8 of the Plan and Agreement of Merger and the Board of Directors Transition Plan which is attached as Exhibit "J" thereto. The Interim Board of Directors shall be the Board of Directors until implementation of the selection of a new Board of Directors at the corporation's National Convention in June 2005.</u> <u>Thereafter</u> the Board of Directors shall be composed of seven (7) Directors elected by the Members, and five (5) Directors appointed by the Board, <u>until such time as the Board of Directors may determine an alternate composition by number and/or proportion of elected and appointed Board members will be more effective given the needs of the corporation. At no time shall the Board of Directors be less than eight (8) or more than sixteen (16) in number.</u> There shall also be two (2) Ex-Officio non-voting members of the Board, being the Executive Director and the Legal Counsel. All of the positions on the Board of Directors, whether elected, appointed or ex-officio, shall have such powers, duties and authority and shall be subject to such requirements and procedures, as may be established in the Amended Bylaws and Standing Rules of the corporation.</p> <p><u>The officers of the corporation until June 2005 shall be a Chair, a First Vice-Chair, two (2) Second Vice-Chairs, a Secretary, and a Treasurer, as provided in Section 9 of the Plan and Agreement of Merger. Thereafter,</u> †The officers of the corporation shall be a Chair, a Vice Chair, a Secretary, and a Treasurer. Officers shall have such powers, duties and authority, and shall be subject to such requirements and procedures, as may be established in the Amended Bylaws and Standing Rules of the corporation.</p>	<p><i>Justification</i></p> <p>The Articles of Incorporation for the NAWCC, filed in 2004 as a consequence of merging two organizations from different jurisdictions, has a significant number of outdated provisions and other provisions that are duplicated in the Bylaws that require the same membership vote to change. However, changing the Articles of Incorporation additionally entails legal and filing fees. For these reasons, this Amendment authorizes cleaning up and changing some of the provisions in the Articles of Incorporation to eliminate the duplication and mitigate the need for incurring future expenses. We draw your attention to one added sentence that is standard language recommended by General Counsel: “At no time shall the Board of Directors be less than eight (8) or more than sixteen (16) in number.” Under these revised Bylaws and Articles, any future change to the number of Directors will require a vote of the membership to amend the Bylaws, but will not require the complexity and expense to amend the Articles of Incorporation.</p>