

CONSTITUTION OF
THE DOZENAL SOCIETY OF AMERICA

Incorporated under the laws of the State of New York

16; July 1160; (18 July 1944).

— REVISED —

15; October 1197; (17 October 1987).

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ARTICLE I.

SECTION 1. The name of this organization shall be “THE DOZENAL SOCIETY OF AMERICA”.

ARTICLE II.

SECTION 1. This Society is a voluntary nonprofit educational corporation, organized for the conduct of research and education of the public in the use of base twelve in numeration, mathematics, weights and measures, and other branches of pure and applied science.

ARTICLE III.

SECTION 1. The functioning of the Society shall be the responsibility of the Board of Directors, subject to the policy directives of the Membership. It is in the Membership that supreme authority resides, as expressed at the Annual and Special Meetings of the Society.

SECTION 2. The BOARD OF DIRECTORS shall consist of not more than twelve persons, and shall initially be composed of the incorporators of the Society, and such others as shall be elected from the voting Membership, serving overlapping three-year terms.

SECTION 3. The Board shall elect the officers of the Society, and may fill any vacancies in the Board until the next annual election.

SECTION 4. The Board shall meet annually or oftener. Its meetings may, at its option, be held by correspondence under procedures which it shall establish.

SECTION 5. The Board shall have the power by two-thirds vote, to remove from office, and/or discharge from membership, anyone found guilty of actions discreditable to the Society or its purpose.

ARTICLE IV.

SECTION 1. The OFFICERS OF THE SOCIETY shall be a Board Chair, a President, a Vice-President, a Secretary, and a Treasurer. Any to of these offices may be held by the same person.

SECTION 2. THE CHAIR: shall see that the officers perform their duties in accordance with this Constitution. The Chair or the Chair’s delegate shall preside at the meetings of the Board.

SECTION 3. The Board may appoint such other officers, agents, and committees as it may deem expedient. Any such appointive offices, agencies, and commit-

SECTION 4. THE PRESIDENT: shall be a Member, ex-officio, of all committees; shall be responsible to the Board for the furtherance of the purposes of the Society, may delegate to the other officers such duties as are deemed fitting and suitable.

SECTION 5. THE VICE-PRESIDENT: shall assume the presidential duties in the absence of the President, and shall perform such other duties as may be delegated.

SECTION 6. THE SECRETARY: shall:

a.) conduct the correspondence of the Society, of the Board of Directors, and of the Executive Committee, and shall maintain the records of their proceedings and actions.

b.) maintain the membership records.

c.) have custody of the physical property of the Society.

d.) Perform such other duties as may be delegated.

SECTION 7. THE TREASURER: shall:

a.) collect, disburse, and hold all monies and securities of the Society in such manner as the Board shall direct.

b.) Maintain a true record of all financial transactions, and of the funds in the Treasurer's custody, and take such action as to Members in arrears as the Board shall direct.

c.) furnish such bond as the Board shall direct.

d.) have accounts audited whenever so directed by the Board. The report of the auditors is to be made directly to the Board.

e.) Perform such other duties as may be delegated.

SECTION 8. THE EXECUTIVE COMMITTEE shall consist of the Officers of the Society. It shall meet annually or oftener for consultation, coordination, and the establishment of administrative policy.

SECTION 9. BUDGETS for each office, committee, or project shall be approved by the Executive Committee. The responsible officer, Chair, or project head may incur within this budget such expenses as are proper, approving the bills for payment by the Treasurer.

ARTICLE V.

SECTION 1. VOTING PRIVILEGES shall be limited to Members and Fellows, in good standing.

SECTION 2. The Board of Directors shall have the power to establish other grades of membership, and the terms and qualifications for these grades.

ARTICLE VI.

SECTION 1. At the Annual Meeting of the Society, a NOMINATING COMMITTEE of three of the Voting Membership shall be elected. The Nominating Committee shall forward to the Secretary, at least one month prior to the Annual Meet-

— CONSTITUTION · REVISED 17 OCTOBER 1987 —
ing, its nominations for the Board of Directors, and for the new Nominating Committee, for election at the next Annual Meeting of the Society.

SECTION 2. Any other Voting Member of the Society shall be eligible for election, if the nomination is endorsed by five of the Voting Membership.

SECTION 3. Each one of the Voting Membership shall be entitled to one vote.

SECTION 4. Newly elected members of the Board of Directors shall assume office upon election.

ARTICLE VII.

SECTION 1. The ORDER OF BUSINESS at any and all meetings of the Society, its Board of Directors, and Committees, shall be:

1. Roll call.
2. Reading of Minutes.
3. Reports of Officers.
4. Reports of Committees.
5. Elections.
6. New Business.

SECTION 2. All questions of procedure not covered by this Constitution shall conform to *Robert's Rules of Order*.

ARTICLE VIII.

SECTION 1. This Constitution may be AMENDED or CHANGED at any Annual or Special Meeting of the Society, provided that notice of the proposed change be stated in the announcement of the meeting.

SECTION 2. When such Amendment or Change is properly before the meeting, the Amendment or Change must be passed by a two-thirds vote of those present.

ARTICLE IX.

SECTION 1. The Board of Directors may organize LOCAL BRANCHES of this Society, but the Society's dues and fees shall be due the Society from each of its membership, of whatever class of such local branches, regardless of any local fees or dues.

SECTION 2. All of the membership of the Local Branches must be of the Membership of the Society.

SECTION 3. The By-Laws of the Local Branches must be subject to the approval of the Board of Directors and may not become effective until so approved.

— End —

The Constitution of the Dozenal Society of America was modified by resolution on the following dates:

23; January 1161; (27 JANUARY 1945)

22; January 1170; (26 JANUARY 1956)

10; April 1176; (12 APRIL 1962)

The Constitution was revised:

13; May 1192; (15 MAY 1982)

15; October 1197; (17 OCTOBER 1987)

BY-LAWS OF
THE DOZENAL SOCIETY OF AMERICA

— REVISED —

October 1196; (October 1986).



1;0 NAME

The name of this Society is the Dozenal Society of America. Its permanent address is Nassau Community College, Stewart Avenue, Garden City, New York 11530.

2;0 MEMBERSHIP

Membership shall be open to any person in the world interested in the dozenal system of notation and in upholding the aims of this Society as expressed in its Constitution. Our official language is English.

2;1 MEMBER. This grade shall include all applicants who have been duly accepted for Membership until they shall have attained a higher classification.

Applicants for Membership should be able to demonstrate to the satisfaction of the duly elected officers of this Society, or one or more authorized persons selected by them, a knowledge of base-twelve arithmetic, a suitable knowledge of duodecimal terminology and practices, a determination to explore the dozenal system of notation and discover its advantages for enrichment of all people.

Husbands and wives of any of our Membership may be granted membership with their respective spouses at no additional cost. This does not apply to other members of the family.

2;2 HONORARY MEMBER. This grade of Members includes those individuals that have been designated by a majority vote of the Board of Trustees of the Society as exemplifying the goals and ideals of the Society.

With the exception of the right to vote at any Special or regular Meeting, this membership entitles the individual to all other rights and privileges of the Society.

2;3 FELLOW. This grade shall include those of our Membership who shall have demonstrated to the satisfaction of the duly elected Officers of this Society, or six or more authorized persons selected by them, sitting as a Fellowship Board, some major contribution to the literature of the duodecimal system, to the applied science of the dozenal system of notation, or to the furtherance of enjoyment of base-twelve arithmetic.

3;0 VOTING RIGHTS OF MEMBERSHIP

Voting rights of the Membership of this Society is extended to all Members and Fellows in good standing with equality in value of each vote.

4;0 DUES OF THE MEMBERSHIP

The annual dues of all Members and Fellows of this Society shall be set by a two-thirds vote of the Members present at the Annual Meeting and shall be due on the first day of January, delinquent on the first day of March, and, lacking such payment, such person's name may be removed from the membership rolls on and after the first day of the following November.

5;0 MEETINGS

5;1 AN ANNUAL MEETING of the Membership shall be held each calendar year at a suitable time and place to be fixed by the Board of Directors, or by a board selected by them to determine the matter, and shall be duly publicized.

5;2 SPECIAL MEETINGS of the Membership may be held at a suitable time and place. The Membership shall be informed by mail of the agenda of such special meetings at least two dozen six (26;) days in advance.

5;3 REGIONAL MEETINGS shall be encouraged by the Society. These gatherings should be planned to publicize the work of the Society, to interest new membership applications and to further dozenal accomplishments in mathematics and the other sciences.

5;4 A QUORUM for a Meeting of the Executive Board shall consist of $\frac{1}{3}$ (one third) of its Members. A Member holding two offices shall not be counted twice for a Quorum. A Quorum for a Meeting of the Board of Directors shall consist of $\frac{1}{3}$ (one third) of its Members. A Member holding two offices shall not be counted twice for a Quorum. A Quorum for a Meeting of the Membership shall be one two-dozenth ($\frac{1}{20}$;) of the Members in good standing. The Executive Board may waive this if necessary. Attendance at any of the above-mentioned meetings may be by phone or by mail.

6;0 AMENDMENTS

These By-Laws may be AMENDED in whole or in part by a majority vote of the Membership present at any Annual or Special Meeting provided all proposed amendments shall have first been submitted and approved by the Board of Directors.

— End —

CERTIFICATE OF INCORPORATION
of
THE DUODECIMAL SOCIETY OF AMERICA, INC.
PURSUANT TO THE MEMBERSHIP CORPORATIONS LAW

We, the Undersigned, for the purpose of forming a membership corporation pursuant to Section 803 of the Not-for-Profit corporation law of the State of New York, hereby certify:

1. The name of the proposed corporation shall be “The Duodecimal Society of America, Inc.”
2. The purposes for which it is to be formed are: Research and public education in mathematical science, with particular relation to the use of Base Twelve in numeration, mathematics, weights and measures, and other branches of pure and applied science. This corporation is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.
3. The territory in which its operations are principally to be conducted is the United States of America.
4. The corporate address is: 12812 Olive St., Garden Grove, CA 92645.
5. The number of its directors shall be not less than three and not more than twelve.
6. The names and residences of the directors until the first annual meeting are:

<u>NAMES</u>	<u>RESIDENCES</u>
George S. Terry	187 Main Street, Highham, Mass.
F. Emerson Andrews	34 Oak Street, Tenafly, N. J.
F. Howard Seely	67 Wildwood Avenue, Piedmont, Calif.
Ralph H. Beard	20 Carlton Place, Staten Island, New York
F. Morton Smith	50 State Street, Boston, Mass.

7. All of the subscribers to this certificate are of full age; at least two-thirds, to wit, all of them are citizens of the United States; and at least one of them is a resident of the State of New York. Of the persons named as directors, at least one is a citizen of the United States, and a resident of the State of New York.
8. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
9. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable, educational, or religious or scientific purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of this corporation shall ever inure to or for the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it was formed.

AMENDMENT 1 (26 MAY 1979):

Revisions to the Preamble, Articles 2 and 4, new Articles 8 and 9.

In witness whereof, we have hereunto subscribed our names this 26 day of May, 1979.
Tom Linton (President), Henry Churchman (Vice President), Charles Bagley (Chairman).