

WASHINGTON CALLIGRAPHERS GUILD, INC.

BYLAWS

Revised March 2007

Amended September 2013

Amended September 14, 2022

Article I: Name

The name of this organization shall be the Washington Calligraphers Guild, Inc., hereinafter referred to as the Guild. It shall be incorporated in the Commonwealth of Virginia as a non-profit corporation, with an IRS tax designation of 501(c)(3). The corporation shall have a seal kept with the original Articles of Incorporation.

Article II: Purpose

- A. The purpose of the organization shall be to promote the appreciation of calligraphy, its history and applications; to foster a wiser understanding of calligraphy as an art and as a science; to conduct studies, to undertake research, and to carry out educational programs directed toward their ends.
- B. Guild is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of the Washington Calligraphers Guild shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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.
- C. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, 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.

The Washington Calligraphers Guild is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

Article III: Membership

Section 1.

1. There shall be two classes of membership consisting of those people who believe in the Guild's purposes. The classes of members shall be regular member and honorary member.
2. Regular Member. Those people who have paid annual dues.
3. Honorary Member. Persons who have made substantial contributions to calligraphy and for whom no dues payment will be required.

Section 2. The annual dues shall be set by the Board of Directors, with the concurrence of the membership, and shall be payable following a schedule set by the Board.

Section 3. Failure to pay dues within six weeks after their due date shall result in loss of membership.

Article IV: Officers and Their Election

Section 1.

The Guild shall have the following elected officers: President, Vice-President, Secretary, Treasurer, and Board Member-at-Large. These officers shall perform the duties prescribed by these bylaws and the parliamentary authority adopted by the Guild.

Section 2. The officers shall be elected at the Annual Meeting, to serve a term of one year starting at the close of the Annual Meeting.

Section 3. Approximately three months prior to the scheduled date of the Annual Meeting, the Board shall appoint a three-person Nominating Committee. The names of the Nominating Committee members shall be published in the available issue of the Bulletin. It shall be the duty of the Nominating Committee to nominate a slate of candidates for the offices to be filled at the Annual Meeting. Nobody shall be nominated without his or her prior consent. The slate of names shall be included in the call for the Annual Meeting. Prior to the time of the election at the Annual Meeting, additional nominations from the floor shall be permitted. The election shall be by ballot; however, if there is but one nominee for any office, it shall be in order for the President to declare that nominee elected by acclamation.

Section 4. Vacancies in office, excepting that of the presidency, shall be filled by appointment by the Board of Directors for the remainder of the term. A vacancy in the office of President shall be filled by the Vice-President.

Article V: Meetings of the Guild

Section 1. Meetings of the Guild shall be held at such times as the Board of Directors shall decide; prior written notice shall be sent to all members giving the date, time, and place of all meetings.

Section 2. The Regular Meeting held in May of each year (or at such other time as the board may determine) shall be known as the Annual Meeting and shall be for the purpose of hearing reports of officers and committee chairmen, electing officers, and for any other business that may arise.

Section 3. Upon written petition signed by 20% of the Guild membership, the Board shall hold a special meeting whose sole purpose shall be to consider and vote upon the matter or matters specified in said petition.

Section 4. Twenty members of the Guild shall constitute a quorum at all regular and special meetings.

Article VI: Board of Directors

Section 1. The elected officers and the chairmen of all standing committees shall constitute the Board of Directors.

Section 2. The Board of Directors shall have full power and authority over the affairs of the Guild excepting those matters specifically reserved to the membership by these bylaws.

Section 3. The Board shall meet at least bi-monthly at such time and place as the Board may determine. One-third of the Board membership shall constitute a quorum.

Section 4. At the first meeting of the Board after the Annual Meeting, the President shall present to the officers, for their approval, a list of proposed appointments to the chairmanships of the standing committees and any extant special committees. Upon approval, the chairs of the standing committees shall become Board members and shall serve a term coincident with that of the President or until appointment of their successors. Vacancies in chairmanships occurring subsequent to the initial appointments shall be filled by appointment by the President with approval by the Board.

Section 5. Special meetings of the Board may be called by the President or by written request of a majority of the membership.

Section 6. In addition to general duties prescribed by the parliamentary authority and elsewhere in these bylaws, particular Board members shall have these specific rights and duties:

President:

Shall be responsible for all administration of the Guild, including matters such as serving as the calendar coordinator for all official Guild activities (general meetings that include Board meetings and the Annual meeting), providing notification of all scheduled meetings, acting with the advice and consent of the Board members; shall be a member ex officio of all committees, excepting the Nominating and Audit committees; shall be personally familiar with the status of all committee work to assure that the Guild's policies and purposes are being adhered to and that the programs are being carried forward effectively; may appoint a parliamentarian to aid in the running of meetings and related matters; may authorize individual expenditures up to \$100, with an accumulative cap per calendar year of \$500.

Vice President:

Shall assist the President in the accomplishment of his/her duties; shall assume the responsibilities of the President in his/her absence.

Secretary:

Shall be responsible for the notification of all Guild members of general meetings, and the notification of Board members of Board meetings; shall maintain a listing of the current Board membership; shall prepare a synopsis of Board activities, drawn from the Board minutes, for distribution to Guild membership.

Treasurer:

Shall administer and keep records of the Guild's finances; shall deposit the Guild's funds in a bank designated by the Board; shall pay bills on behalf of the Guild and have the power to approve bills for payment; shall prepare an annual Financial Report for presentation at the Annual Meeting and interim reports upon direction of the Board; shall be chairman of the

Budget and Finance Committee, or shall be authorized to appoint a chairman, subject to the approval of the Board.

Member-at-Large:

Shall serve as the liaison between Guild members and the Board.

Section 7. No Officer or Board Member shall by reason of his/her office be entitled to receive salary or compensation; but nothing herein shall be construed to prevent an Officer or Board member from receiving any compensation from the Guild for duties other than that of an Officer or Board member or reimbursement for expenses incurred in the performance of official Board duties.

Section 8. Any action(s) which may be taken at a meeting of the Board of Directors may be taken without a meeting, if a consent or consents in writing, settling forth the action(s) so taken, shall be signed by all Directors and filed with the Secretary of the Guild.

Article VII: Committees

The following Standing Committees shall be established. Except as noted below, any committee member(s) shall be appointed by the chairman of the respective committee.

The following Standing and Special Committees shall be established. Except as noted below, any committee member(s) shall be appointed by the chairman of the respective committee.

A. Standing Committees

1. Budget and Finance
 - a. Chairman: Treasurer or the Treasurer's appointee.
Members appointed from the Board.
2. Bulletins
3. Library
4. Mailing
5. Membership
6. Programs
7. Scripsit Liaison
8. Scholarship
9. Social Media
10. Website
11. Workshops

Special Committees

1. Audit
2. Exhibits
3. Fundraising
4. Hospitality
5. Nominating

The Board may establish additional, or eliminate existing, standing, and special committees as it deems necessary.

Article VIII: Financial

Section 1. The Fiscal year shall start on January 1st of each year.

Section 2. The Budget and finance Committee shall prepare a Budget for approval by the Board at the February Board Meeting. The priorities of the budget shall reflect the program and purposes of the Guild. Programs may be planned for periods longer than one year, but such programs shall be subject to annual review.

Section 3. The books and financial records of the Guild shall be audited annually by the Audit Committee; said committee shall make a report of their findings at the Annual Meeting. The President, Vice-President, and Treasurer shall not serve on the Audit Committee.

Section 4. The Board of Directors may hire and fix the compensation for any and all employees whom they determine to be necessary for the conduct of business of the Guild.

Article IX: Parliamentary Authority

The rules in Robert's Rules of Order, Newly Revised shall govern in all cases where they are not inconsistent with these Bylaws or any Special Rules of Order or Standing Rules of the Guild.

Article X: Amendments

These Bylaws may be amended, by a two-thirds vote, at any regular meeting provided that the text of the amendment(s) has been sent in writing to the full membership not less than two weeks prior to the date announced for the meeting.

Article XI: Dissolution

Upon termination or dissolution of the Washington Calligraphers Guild, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Washington Calligraphers Guild, Inc. hereunder shall be selected by the discretion of a majority of the managing body of the Washington Calligraphers Guild and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Washington Calligraphers Guild by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the Commonwealth of Virginia.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the Commonwealth of Virginia to be added to the general fund.