

## BY-LAWS OF THE SOCIETY FOR CALLIGRAPHY AND HANDWRITING

### ARTICLE I NAME

The name of this corporation shall be The Society for Calligraphy and Handwriting.

### ARTICLE II PURPOSE

The purpose of The Society for Calligraphy and Handwriting as a non-profit corporation is to promote interest in and knowledge of calligraphy and handwriting as art forms and useful skills. **\*\*\*This organization is organized exclusively for educational and/or charitable purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.** To that end we sponsor workshops, lectures and exhibits.

### ARTICLE III REGISTERED OFFICE

4 The registered office of this corporation shall be 18080 NE 68<sup>th</sup> Street, Suite B160, Redmond, WA 98052 but such location may be changed from time to time by the board of Directors.

### ARTICLE IV MEMBERSHIP

1. Qualifications: Membership shall be open to all individuals who are interested in supporting calligraphy and the related arts. Memberships are nontransferable.

6 2. Dues: Annual dues are required for sustaining membership. Such dues are non-refundable. The amount of dues shall be determined by the Board and are payable July 1 or thereafter of each year.

2 3. Voting and Quorum: At any meeting of the membership the attending members shall constitute a quorum. Each member shall be entitled to one vote. A simple majority vote shall be required to pass any issue. All voting at Regular meetings, Board meetings, or Special meetings shall be in person or by an absentee ballot. Said absentee ballot shall be a written instrument signed by the member and delivered to the Secretary before the meeting.

2 4. Lifetime Honorary Membership: may be given by the Society to persons who have made a significant contribution to the Calligraphic Arts. Honorary members may be recommended by anyone to the Board and upon recommendation by the Board, may be voted on by the Membership at any regular meeting. Honorary members may participate in all meetings, but shall not be entitled to a vote.

### ARTICLE V MEETINGS

4 1. Annual Meetings: The annual meeting of the membership will be held in the month of May for the purpose of electing officers and transacting any other business.

2 2. Regular Meetings: A meeting will be held each month, September to May, except December, at a place, time and date to be determined and publicized by the Board.

3. Special Meetings: Special meetings of the membership for any purposes may be called by the Board of Directors and/or by any member by petition of the Board.

### ARTICLE VI OFFICERS

1. Eligibility: Any member is eligible to hold office.

4/5/6 2. Number and Term: There shall be 7 to 13 officers elected at the annual meeting who shall serve for the term of one year. The officers shall be: President, Vice President, Treasurer, Secretary, Membership, 1 or 2 Newsletter Editor(s), 1 or 2 Hospitality Coordinator(s), 1 or 2 Workshop Coordinator(s), Librarian and Webmaster. No person shall serve more than 3 consecutive 1-year terms in the same position. An exception may be made, on recommendation of the Board, on an individual basis, to allow a current Board member to continue if there is no one to fill their position.

4/6 3. Nominations: A nominating committee, appointed by the President, shall notify the membership of the slate of nominees for the elected offices at least one month prior to the annual meeting. Nominations shall be accepted from the floor also. A simple majority of those members present at the annual meeting is required to elect officers. Barring the existence of alternative candidates for any office, that office may be elected by acclamation.

4 4. Duties: Officers shall assume their elected positions at the summer Board Meeting. Outgoing officers will see that there is an orderly transition of information and materials to the new officers. Duties of the offices are specified as but not limited to:

5 /6 A. President or Vice President: Presides at board and general meetings; implements the policies established by the Board; assumes a leadership role in formulating projects and policies for the Society; arranges the location for general and board meetings and plans appropriate programs with input of the membership; has the option of providing refreshments at general meetings or assigning someone to carry out this task; appoints a nominating committee prior to the elections.

6 B. Vice-President: Assists the President as needed, and steps in when the President is absent.

4 C. Treasurer: Maintains the society's accounts in good order; reports to the membership on treasury balance; issues checks in the name of the Society; collects all moneys; picks up and distributes mail in coordination with the Secretary.

4 D. Secretary: Handles correspondence related to the activities of the Society and Board; picks up and distributes mail in coordination with the Treasurer; records the minutes of the general and board meetings which are made available at the general meeting; maintains a current manual of policies approved by the Board; maintains the Society's archives.

1/4 E. Membership: Maintains a membership file and issues information to new and prospective members. Keeps a mailing list and publishes a membership directory, as needed.

5/6 F. Newsletter Editor (s): Solicits and gathers material for each issue; sets publications deadlines; coordinates the work of contributors; exercises editorial judgment regarding suitability for publication; prepares newsletter to be emailed on a timely basis; maintains financial records and publication-related correspondence.

4 G. Hospitality Coordinator(s): The chairperson has the option of providing refreshments at general meetings or assigning someone to carry out this task.

4     **H. Workshop Coordinator(s):** Works with the Board to solicit suggestions for workshop instructors or themes to submit to the Board for approval; establishes contact with instructors and arranges workshop locations, dates and times; establishes workshop fees; prepares publicity; works with other societies to co-sponsor workshops; formulates and presents workshop policies for consideration by the Board.

2     **I. Librarian:** Organizes, maintains, and circulates the society's Library.

5     **J. Webmaster:** Manages the SCH website.

5     **K. Communications Chair:** Manages email marketing and social media accounts.

5     **L. Tech Advisor:** Manages web hosting and video conferencing accounts.

1/4/6   **5. Vacancies:** Vacancies in any office arising from any cause may be filled by a majority vote of the remaining board at any regular or special meeting. Such appointee shall serve during the unexpired term of the officer whose position had become vacant. Any temporary vacancy on the Board may be filled by another Board member appointed by the President.

#### **ARTICLE VII: DIRECTORS**

2/4     **1. Number and Term:** The current officers shall constitute the board of Directors, which shall serve as the governing board of the corporation. They shall serve one-year terms, and no more than three consecutive one-year terms in the same position. An exception may be made, on recommendation of the Board, on an individual basis, to allow a current Board member to continue if there is no one to fill their position.

2. **Quorum:** A majority of the Board shall constitute a quorum for the transaction of business.

4     **3. Meetings:** The Board of Directors shall meet at a date, time and place to be set by the Board and announced to the membership in a timely fashion. Members of the SCH (The Society for Calligraphy and Handwriting) are welcome to attend the Board meetings but shall not have voting privileges.

6     **4. Presiding Officer:** The President shall serve as the presiding officer of the Board of Directors.

5. **Non-Compensation:** No director, officer or member shall receive compensation for his/her service to the corporation in that capacity; payment of compensation to such persons for valuable services performed in any other capacity; and provided further that such payments shall be approved by the Board. Reimbursement may be claimed for actual expenses, for performance of service and travel for the corporation, unless advised in advance that no funds are available at that time to meet such expenses.

6     **6. Special Committees:** Special committees may be appointed at the discretion of the President and/or the Board or in response to a member's petition to the Board.

2/6     **7. Presidents Emeritus:** The last 2 Presidents shall serve in an advisory capacity to the Board. They shall be non-voting advisors to the Board.

**ARTICLE VIII : FINANCES**

- 4 1. Disbursements: No funds over \$100.00 shall be disbursed or encumbered except with the authorization of a majority of the Board. At the Treasurer’s discretion the Board may be asked for approval of disbursement or encumbrance of any funds. Established ongoing expenses, such as the Newsletter and workshop, shall be assumed to be authorized.
  
- 2. Fiscal Year: The fiscal year of the SCH shall begin July 1 of each year and end on June 30 of the following year.
  
- 3. Prohibition of Dividends No part of the net earnings of the corporation shall insure to the benefit of, or be distributable to, as dividends or in any other manner, its members, directors, 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 Certificate of Incorporation.

**ARTICLE IX PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert’s Rules of Order shall govern The Society for Calligraphy and Handwriting in the event of parliamentary conflict.

**ARTICLE X AMENDMENTS**

These by-laws may be amended, altered, or repealed at any regular or special meeting of the membership if notice of the proposed amendment is contained in the notice of the meeting and mailed to all members at least 2 weeks prior to said meeting.

**ARTICLE XI FINAL DISPOSITION**

Upon dissolution of the corporation or the winding up of its affairs, the Board of Directors, after paying or making provision for the payment of all the liabilities of the corporation, shall distribute all of the remaining assets of the corporation to the Special Collections Department of the University of Washington Libraries. Any of such assets not so disposed of shall be disposed of by the Court of the State of Washington of the county in which the principal office of the corporation is then located, exclusively to such organization/s as such court shall determine.

**ARTICLE XII INCORPORATORS**

The names and addresses of the incorporators are:  
 Corliss Grindstaff 502 Third Avenue S.W., Pacific, WA 98047  
 Carole Sanchez P.O. Box 5129, Kent, WA 98031  
 Margaret Sandelin 2609 4th West, Seattle, WA 98119  
 Walt Farrell 15126 S.E. 41st Place, Bellevue, WA 98006  
 Lori Pazder 516 East 80th, Tacoma, WA 98404  
 Bob Menanteaux 4331-B 67th Avenue W. , Fircrest, WA 98466

**AMENDED**

- 1 = May, 1988
  
- 2 = May, 1989

- 3 = June, 1996

**(1) However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this organization shall be distributed to a fund, foundation or organization which is organized and operated exclusively for the purposes specified in section 501 (c) (3) of the Internal Revenue Code.**

**(2) 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 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).**

- 4 = March, 2012
- 5 = June, 2016
- 6 = September, 2020
- 7 = June, 2025