

BYLAWS

ARTICLE I - NAME

This organization shall be known as the **Houston Calligraphy Guild**, and shall hereinafter be referred to as the Guild.

ARTICLE II - PURPOSE

The Houston Calligraphy Guild is a nonprofit group organized exclusively for educational purposes including stimulating interest in and encouraging development of calligraphy specifically in the greater Houston Metropolitan area. This shall be implemented by making available workshops, classes, exhibitions and lectures on calligraphy and related arts.

ARTICLE III - MEMBERSHIP

Section 1 - Membership shall be open to all individuals who are interested in supporting calligraphy and the related arts. The following categories shall be available:

Individual Guild Membership entitles individual member to the following core privileges:

Monthly meeting communications – the Blast, and the bi-monthly newsletter - the Handscrit

Priority in registering for weekend programs and workshops

Access to the Members Only HCG web page

Eligibility to apply for the annual scholarship award after two years of paid membership

Hire a Calligrapher advertising on the HCG website at the current rate

HCG Library borrowing privileges

Family Membership includes all privileges of Individual Membership detailed above for a maximum of two members of one household.

Student Membership applies to students who have proof of enrollment in a high school, college or postgraduate Program. Privileges are the same as Individual Membership with the exception of voting rights and annual scholarship award. Student members will not have voting rights, nor be entitled to scholarships.

Supporting Membership applies for individuals residing outside of Harris County and any adjacent county. This membership is entitled to only the HANDSCRIT, HCG's bi-monthly Newsletter. Supporting members will not have voting rights.

Patron Membership recognizes past members who have contributed to the Guild by means of their association. Membership in this category will be determined by the Board on an as-required basis. This membership level has no membership privileges of any kind.

Section 2 - With the exception of Student and Supporting members, each Guild member shall be entitled to one vote at the business meetings of the Guild. Student and Supporting members do not have voting rights.

Section 3 - Annual dues shall be payable April 1st of each year. Members not renewing by May 31 of each year will be deleted from all Guild communications and will not be eligible for upcoming workshops.

Section 4 - Memberships are non-transferable and non-assignable.

Section 5 - Membership may be terminated upon failure of a member to pay the annual dues by the end of the month of the date of renewal, or as designated by the Membership Chair.

Section 6 - **Honorary life membership** will be given by the Guild to persons who have made a significant contribution to the calligraphic arts. Selection of honorary members will be made by group vote at regular meetings.

ARTICLE IV - OFFICERS

Section 1- The officers of the Guild shall be President, Vice President, Secretary, Treasurer and Chief Information Officer. The President and Treasurer will have signing power at the bank. The above officers constitute the Executive Board of the Guild. The officers are elected biennially at the March meeting unless there is more than one nominee for any elective office (See ARTICLE IV, Section 3).

Section 2 - The terms shall be two years. No person shall serve more than one two-year terms consecutively in the same office, unless approved for an additional year by 2/3 vote of the board. A minimum of two members of the Executive Board must have served on the Board the preceding year.

Section 3 - A nominating committee shall be appointed by the President with the approval of the Board at the January Board meeting. The nominating committee shall consist of one Board member selected by the Board and two members-at-large. It shall be the duty of this committee to secure qualified members of the Guild for other required offices and report one name for each office at the business meeting in March. Nominations from the floor shall be in order. If nominations come from the floor, ballots shall be emailed by the nominating committee at least two weeks prior to the April meeting, listing the nominees. If there are no nominations from the floor, the slate of officers presented by the nominating committee shall be accepted by acclamation by the general assembly at the March meeting. Officers shall be installed at the conclusion of the May meeting.

Section 4 - Vacancies in office, except that of President, shall be filled by the President, with the consent of the remaining officers. A vacancy in the office of President shall be filled by the Vice President for the unexpired term.

Section 5 – Vacancies in office, except that of President, shall be appointed by the President, with the consent¹ of the remaining officers. A vacancy in the office of the President shall be filled by the Vice President for the unexpired term. The new President will then appoint a member to fill the role of Vice President.

ARTICLE V - DUTIES OF OFFICERS

Section 1 - The President shall

- preside at all meetings of the Guild and the Executive Board and Board of Directors.
- be an ex-officio member of all committees except the Nominating Committee.
- be the representative of the Houston Calligraphy Guild in all official communications.
- meet at least twice a year, or as needed, with the Board of Directors on Guild business.
- maintain current Job Descriptions for all Officers, Standing Committee Chairs, Special Committee Chairs, and the immediate Past President
- serve as a past President on the Board for one year following his/her last term of office.

Section 2 - The Vice President shall:

- Assume all duties of the President in case of the President's absence.

Section 3 - The Secretary shall

- correspond with other guilds as the need arises.
- set up a working Google document for agenda items for Board to add to prior to the Board meeting, and work from at the Board meeting.
- record minutes of monthly meetings and Board meetings.
- keep a record of monthly meeting business.
- keep a record of any information the Board wishes the Secretary to keep on behalf of the Guild.
- transfer copies of all recorded minutes to the Web Chair for inclusion in the Members Section of the web site.

Section 4 - The Treasurer shall

- be custodian of all funds of the Guild and make disbursements from the funds as directed by the Guild.
- keep books of accounts and funds and give a report thereof to the Guild at each meeting.
- submit financial records for the annual audit after the books are closed for the year.
- submit annual report to Texas Comptroller before January 20 of each year to maintain sales tax certificate.
- submit Form 990N to the IRS by October 15 of each year to maintain 501c(3) (non-profit) status.

Section 5 - The Chief Information Officer shall

- Sign legal documents that support the digital infrastructure of the Guild after review with other members of the Executive Board
- manage the Guild's website, e-Commerce profile, and other supporting software applications
- manage the Social Media Profile of the Guild
- develop the Annual Digital Operating budget
- report on Web Business Profile annually

ARTICLE VI - COMMITTEES

Section 1 – Standing Committees shall be:

- *Communications*: responsible for contacting members when necessary. The Guild email service is designed for the transmission of pertinent Guild information to the active membership. Personal

responses to this email are not forwarded; for personal responses, members need to contact fellow members via their respective personal email addresses. General non-Guild activities are not promoted unless relating to other calligraphic society functions, at the discretion of the Committee. This Committee includes the following Special Committees: *Community Outreach* – coordinates outside volunteer activities sponsored by the Guild; *Newsletter* – designs and publishes the Handscrit furnished to active members, along with the monthly news Blast; and *Tracy Gee Liaison* – liaison who coordinates meeting dates with the Tracy Gee Community Center each year for the following fiscal year.

- *Membership*: responsible for upkeep of membership roster, publishing and updating the annual online Directory, and issuing statements of renewal notices. Membership also includes *Scholarship* - which is responsible for coordinating the annual HCG scholarship. All members who have been paid members for two (2) years or more are eligible for scholarships. Scholarships may NOT be awarded to any eligible member more than one time in any four-year period. The Scholarship(s) are designed to assist a student in seeking out education over the summer months, via online classes/workshops and/or attending one of the several national or international conferences held over the summer months. Scholarship money must be used for travel and/or registration for a workshop, not equipment or supplies. The scholarship recipients(s) will be responsible for presenting a Meeting Program after a general monthly business meeting during the upcoming fiscal year based on his/her use of the scholarship funds received. Reimbursement is based on receipts received from Scholarship winner(s) for travel/workshop registration after event.

- *Web and Social Media*: responsible for setting up and maintaining Guild web site as directed by the Board. The Web and Social Media Committee includes the following: Special Committee chair to monitor our private *Facebook* page, and Special Committee chair to oversee the Guild's *Instagram* account.

- *Guild Support*: This Committee oversees the following Special Committees: the bi-monthly *Social* – organizing refreshment table; the members who work with *Team C.A.R.D.S.* – sending birthday cards to members; *Meeting Room Logistics* - restoring meeting space after meetings, replacing chairs at tables, emptying waste bins after meetings, replacing new bags in waste bins, and depositing trash to the waste area in the parking lot; and *Welcoming* - greeting guests and new members, and handling the drawing for gifts which have been provided by our members.

- *Education*: Includes the following functions: *Workshops* - coordinates and arranges for *Major Workshops*; *Mini Workshops* (held several times a year immediately following the general meetings), all sponsored by the Guild; *Summer Study Workshops* - coordinates and arranges the special study sessions held in June, July and August of each year; *Librarian* - responsible for Guild books, subscriptions, and materials that the Guild owns; *Retreat* - coordinates and arranges for the Guild's biennial weekend Retreat where special classes are provided for attendees at a local hotel.

Section 2 – All Standing Committee chairpersons shall be appointed by the newly elected President after the April meeting, and shall become responsible for the functioning of the individual committees at the close of the May meeting.

Section 3 – Special Committees

- Special committees may be authorized and appointed at the discretion of a majority of the Board members at Board meetings.
- All Special Committee chairs will report to a Standing Committee chair or Officer of the Guild.

- A Special Committee chair will not be a member of the Board of Directors.
- A Standing Committee chair can delegate a Special Committee chair as their proxy vote at a general meeting of the Board of Directors.

Section 4 - No person shall serve more than two one-year terms consecutively as chairperson of a Standing Committee, unless extended for an additional year with a two-thirds vote of the Board.

ARTICLE VII - BOARD OF DIRECTORS

Section 1 – The Officers, Standing Committee chairpersons and the immediate Past President (for one year) shall constitute the board of Directors which shall serve as the governing Board of the Guild.

Section 2 - The President shall be the chairperson of the Board of Directors.

Section 3 - The Board of Directors shall formally meet twice a year at a time and place determined by the President. The Secretary of the Guild shall record and keep minutes of these meetings and all other called Board meetings.

Section 4 - A majority of the Board shall constitute a quorum for the transaction of business.

Section 5 - Any active member of the Guild may attend Board meetings, but will not have voting privilege.

Section 6 - Vacancies on the Board shall be filled by appointment by the President, with the consent of the remaining Board members.

Section 7 - Non-compensation of officers, directors, and members:

No director, officer, or committee chair shall receive compensation for his/her service to the Guild as part of any elected/appointed positions; provided that this provision shall not be construed as to prevent the payment of compensation to such persons for valuable services performed in any other capacity;

And provided further, that such payments to such persons shall be approved first by the Board of Directors. If any director, officer or member of the Guild is approved by the Board to travel or perform any service for the Guild, he/she may claim reimbursement or an advance of his/her actual expenses unless advised in advance that no funds are available at that time to meet such expenses.

ARTICLE VIII - MEETINGS

Section 1 - The annual meeting will be held on the second Saturday of the month of April. If nominations from the floor at the March meeting necessitate emailing ballots, the April meeting will serve the purpose of electing the officers for the next fiscal year.

Section 2 - The regular monthly all-member Houston Calligraphy Guild meeting will be held on the second Saturday of each month September through May, or the closest Saturday that can be scheduled in

the event the meeting place is unavailable on the regular meeting day. The date and place will be announced in advance to current members in good standing.

Section 3 - Additional meetings may be set by the Board of Directors.

Section 4 - Agenda for all but the additional meetings will be set by the Board of Directors. Board members may raise matters not on the agenda.

Section 5 - A majority of the members present at the meeting shall constitute a quorum for the transaction of business.

Section 6 - All regular monthly meetings are open to the public.

ARTICLE IX - FUNDS

Section 1 - The Treasurer shall be responsible for maintaining adequate books of financial records.

Section 2 - No funds over \$50.00 shall be disbursed except upon the authorization (verbal) of any two members of the Executive Board and/or the Education Chair (when applicable) with the approval of the Treasurer. Receipts/invoices must be submitted in writing before the funds are drawn upon.

Section 3 - The fiscal year of the Guild will begin on June 1 of each year and end on May 31 of the following year.

ARTICLE X - AMENDMENT PROCEDURES

The By-Laws may be amended at any regular or special meeting of the Guild by two-thirds of the members present, providing that notice of a proposed change in the By-Laws has been emailed and/or mailed to all members at least two weeks prior to such meeting, and that the substance and contents of such proposed change or amendment shall have been described.

ARTICLE XI - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Roberts Rules of Order, Newly Revised, shall govern the Guild in all cases to which they are applicable in which they are not inconsistent with these By-Laws or any special rules of order the Guild may adopt.

ARTICLE XII - FINAL DISPOSITION

Upon the dissolution of the Guild or the conclusion of its affairs, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Guild, shall distribute all of the remaining assets of the Guild to one or more organizations, organized and operated exclusively for charitable, literary or educational purposes.