

PEN DRAGONS CALLIGRAPHY GUILD

BYLAWS

As Adopted March 8, 2022

ARTICLE I. NAME

The name of this organization is 'Pen Dragons Calligraphy Guild' (Kalamazoo, Michigan), referred to in this document as the Guild.

ARTICLE II. PURPOSE

The purpose of the Guild is to promote the study, appreciation, and practice of calligraphy as an art form; to encourage individual growth and excellence in calligraphy; and to foster a wider appreciation of calligraphy in all its historical and present-day applications through the free interchange of ideas and techniques.

ARTICLE III. MEMBERSHIP

- Section 1. Qualifications: Membership will consist of individuals interested in any or all aspects of the guild's purpose.
- Section 2. Fees: The amount of annual membership dues will be set by the Board of Directors by June 30 for the next fiscal year (see Article VII). Dues for the coming fiscal year are payable September 1 and become delinquent if not paid by October 31.
- Section 3. Meetings: The Board of Directors will specify the date, time, and place of not fewer than eight meetings of the Guild per year. One of these meetings will be designated the Annual Meeting of the Guild. Meetings may be in-person and/or by video conference.

ARTICLE IV. BOARD OF DIRECTORS

- Section 1. Role: The Guild will be governed by a Board of Directors that is responsible for overall guild policy and direction.
- Section 2. Composition: The board will have five officers and four or more additional directors. Directors may be committee chairs or members-at-large.
- Section 3. Election: Any current guild member may be nominated by another guild member, or may volunteer, to fill a position on the board. Officers and directors will be elected at the guild's annual meeting by a majority vote of guild members present.

- Section 4. Terms of Office: Board members will serve a minimum of one year, except for the treasurer who will serve a minimum of two years. All board members may be re-elected.
- Section 5. Removal or Resignation: Resignation from the board must be in writing and received by the secretary. A board member may be removed for cause by a three-fourths vote of the remaining directors.
- Section 6. Vacancies: When a vacancy on the board exists, through resignation or removal, the board will appoint a replacement at its next meeting. The vacancy will be filled by election at the end of that board member's term.
- Section 7. Meetings: The board will meet at least quarterly, at an agreed upon date, time, and place. The meetings may be in-person and/or by video conference. Board members will be notified in advance of the meeting. Special meetings of the board will be called upon the request of the president or three board members. A majority of board members constitutes a quorum which must be present for business to be transacted. Meetings of the Board of Directors may be open to guild members.
- Section 8. Compensation: Board members will receive no compensation for their service. Board members may receive reimbursement for expenses incurred for the benefit of the guild and if authorized by the board. The guild may provide reasonable compensation to members and independent contractors for services provided for the benefit of the guild. All such expenditures must be authorized by the Board of Directors.

ARTICLE V. OFFICERS

- Section 1. Officers: There will be five officers of the board consisting of a President, Vice President, Secretary, Treasurer, and Past President.
- Section 2. Duties:
- a. The President will preside at all meetings of the board and the guild. The president will be familiar with all guild and committee activities to assure that policies are followed and programs effective in meeting the purposes of the guild.
 - b. The Vice President will assist the president, become familiar with all guild operations, and assume the duties and powers of the president in the president's absence.
 - c. The Past President will serve in an advisory capacity to the board. In the absence of the president and vice president, the past president may preside over meetings of the board and the guild.

- d. The Secretary will keep records of board actions, including taking minutes at all board and guild meetings, and distributing copies of agendas and minutes. These duties may be delegated with board approval.
- e. The Treasurer will maintain the financial records of the guild. The treasurer will receive all income, including membership dues, and expend funds as directed by the board. The treasurer will make a report of income and expenditures at each board meeting. The treasurer will maintain all bank account information and assure that appropriate signatures are on file with the bank.

ARTICLE VI. COMMITTEES

- Section 1. Executive Committee: The five officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, this committee will have all the powers and authority of the Board of Directors in the intervals between board meetings, subject to the direction and control of the board.
- Section 2. Other Committees: The board may create committees that may include Finance, Workshops, Spotlights, Newsletter, Exhibits, Library, Hospitality, Media Liaison, Website, and others as needed.

ARTICLE VII. FISCAL YEAR

The guild's fiscal year begins September 1 and ends August 31 of the following year.

ARTICLE VIII. LEGAL STATUS

Pen Dragons Calligraphy Guild (EIN: 47-1233335) is a Michigan-based tax-exempt nonprofit organization under section 501(c)(3) of the Internal Revenue Code and will comply with applicable federal and state laws governing nonprofits. All membership dues, gifts, donations, memorials, and bequests to the Guild qualify as charitable deductions under this code.

The guild's official address is that of the Resident Agent on record with the State of Michigan and the Internal Revenue Service.

Upon dissolution of the Guild, its assets will be distributed in compliance with applicable laws governing nonprofit organizations.

ARTICLE IX. AMENDMENTS TO BYLAWS

These Bylaws may be amended at any regular or special meeting of the Board of Directors by a two-thirds majority vote. Proposed amendments must be submitted to the secretary for distribution to the Board of Directors prior to that meeting.

ARTICLE X. STATEMENT OF NONDISCRIMINATION

The guild will comply with all applicable civil rights and nondiscrimination laws.

ARTICLE XI. CONFLICT OF INTEREST

A conflict of interest can arise when there is a divergence between a director's private interests and the director's obligation to act in a way that serves the best interests of the guild. The guild has a written Conflict of Interest Policy. Each director is to be aware of and comply with the terms of this policy.

ARTICLE XII. INDEMNIFICATION

To the fullest extent permitted by applicable law, the guild will indemnify and hold harmless directors, officers, contractors, volunteers, and guild members from any cost or loss, including attorney fees, that is incurred as the result of legal action or threatened legal action against that person arising by virtue of that person's position in, or authorized service to, the guild. The guild's duty to indemnify is subject to the exclusions specified in Michigan law governing nonprofit organizations.

ARTICLE XIII. ADOPTION

These bylaws were approved and adopted at a meeting of the Board of Directors on March 8, 2022.