

BYLAWS

of the
Chicago Calligraphy Collective

ARTICLE I – NAME AND PURPOSE

Section 1 – Name: The name of the Corporation shall be the **Chicago Calligraphy Collective (CCC)**. It shall be a nonprofit organization incorporated under the laws of the State of Illinois.

Section 2 – Purpose: Chicago Calligraphy Collective is organized for the charitable and educational purposes of promoting the study, practice, and appreciation of calligraphy in all its historical and present day applications.

ARTICLE II – MEMBERSHIP

Section 1 – Classes: There shall be two classes of members: Regular and Honorary.

Section 2 – Qualifications: Membership may be granted to any individual who supports the mission and purpose of the Corporation. Membership is not transferable.

Regular Members are those persons who have paid their annual dues. Regular Members shall have voting rights and will be eligible to hold office.

Honorary Members are those persons of outstanding achievement in some area of calligraphy or of past service to the CCC; they are so designated by a simple majority of the Board of Directors. Honorary Members shall have the same privileges as Regular Members, but they will pay no dues.

Section 3 – Resignation and Termination: Any member may resign by filing a written resignation with the Recording Secretary. Resignation shall not relieve a member of unpaid dues or other charges previously accrued. The Board of Directors, by an affirmative vote of two-thirds of all the members of the Board, may suspend or terminate the membership of a member.

Section 4 – Dues: Annual dues for members shall be determined by the Board of Directors. Dues renewals are due March 4th; non-receipt of dues by the end of April will result in loss of membership and removal from the Mailing List.

Section 5 – Non-Voting Membership: The Board shall have the authority to establish and define non-voting categories of membership.

ARTICLE III – MEETINGS OF MEMBERS

Section 1 – Annual Meeting: The Annual Meeting of the members shall take place in the month of March, in keeping with the CCC's date of inception, March 4, 1976. The specific date, time, and location of the meeting will be designated by the Board. Election of Officers and Directors for the coming year will be held at the Annual Meeting.

Section 2 – General Membership Meetings: In addition to the Annual Meeting, at least one other meeting shall be held during the year at a time and place designated by the Board. If necessary, a special General Membership meeting may be called for a specific purpose by the Board.

Section 3 – Notice of Meetings: Printed notice of each meeting shall be given to each member, by mail, not less than two weeks prior to the meeting.

Section 4 – Quorum: The members present at any properly announced meeting shall constitute a quorum.

Section 5 – Voting: All issues to be voted on shall be decided by a simple majority of those present at a meeting in which the voting takes place. For reasonable cause, advanced notice of Proxy Intent or an Absentee Ballot will be honored.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – Authority of the Board: The Board as a whole shall be responsible for developing and carrying out policies and programs of the CCC based on its purpose and in conformance with the desires of the members. Committees for specific work purposes shall be created by the Board.

Section 2 – Composition and Tenure: There will be five Officers: President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer, and five Directors elected to the Board. Each member of the Board shall hold office for a term of one year and stand for election each March. The office of President will be limited to three consecutive one-year terms.

Section 3 – Responsibilities:

Directors' (Non-Officers) responsibilities shall include but not be limited to:

- 1) Serving as liaison for the General Membership, as more active members of the membership, to bring up any membership requests or grievances.
- 2) Carrying out the work of the Corporation that falls outside the realm of the Officers' responsibilities. They may serve as committee heads.

Officers' responsibilities shall include but not be limited to:

President:

- 1) Is a member of all committees.
- 2) Directs the finances to be audited yearly.
- 3) Has authority to sign checks.
- 4) Chairs all Board Meetings.

Vice President:

- 1) Assumes the duties of the President in his/her absence.
- 2) Heads the Nominating Committee and notifies nominees.
- 3) Has authority to sign checks.

Recording Secretary:

- 1) Prepares minutes of meetings and records votes.
- 2) Keeps records for the Corporation.

Corresponding Secretary:

- 1) Picks up mail at the Post Office Box and distributes to Board Members.
- 2) Writes any letters requested by the Board.
- 3) Handles renewals of Post Office Box with Postal Service.

Treasurer:

- 1) Keeps financial records of and administers finances for the Corporation.
- 2) Prepares the Annual Meeting financial statement.
- 3) Has authority to sign checks.

Section 4 – Board Meetings: There shall be a minimum of four regular meetings of the Board each year. The date, time, and place shall be decided by the Board. Special meetings may be called by the President or at the request of any two Board Members.

Section 5 – Quorum: A majority of the Board shall constitute a quorum. For reasonable cause, advance notice of Proxy Intent will be honored.

Section 6 – Board Elections: Election of the Board of Directors shall be by written ballot of the majority of members present at the Annual Meeting in March. Newly elected Board Members will assume office in April.

Section 7 – Election Procedures: A Nominating Committee shall be formed consisting of three members: the Vice President and two Non-Board Members. Nominations for the Board of Directors will be in writing to the Nominating Committee two weeks before the Annual Meeting or on the floor at the Annual Meeting. All nominations from the floor shall have prior acceptance from the nominees.

Section 8 – Vacancies: If necessary, vacancies on the Board shall be filled by a majority vote of the remaining Board Members. A Board Member so elected shall hold office until the next Annual Meeting.

Section 9 – Resignation and Termination: Resignations are effective upon receipt of a written notice by the Recording Secretary. A Board Member may be removed by the Board of Directors whenever in the Board's judgment the best interests of the Corporation will be served thereby. A Board Member shall be terminated by a three-fourths vote of the remaining Directors.

Section 10 – Reimbursement: Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval. Directors serving the Corporation in any other capacity are allowed to receive reasonable compensation.

Section 11 – Informal Action by Board of Directors: The authority of the Board of Directors may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all the Board Members entitled to vote.

ARTICLE V – INDEMNIFICATION

Every member of the Board of Directors or agent of the Corporation may be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board or agents of the Corporation in connection with any threatened, pending, or completed action, suit, or proceeding to which he/she may become involved by reason of his/her being or having been a member of the Board or an agent of the Corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of his/her duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board or agent of the Corporation is entitled.

ARTICLE VI – POWERS AND LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its 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 these articles.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) 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 (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VII – FINANCIAL ADMINISTRATION

Section 1 – Fiscal Year: The fiscal year of the Corporation shall be the calendar year.

Section 2 – Contractual Authority: Board Members and/or authorized agents of the Corporation shall have the power to enter into contracts on behalf of the CCC within the authority of the Corporation and with the approval of the Board.

Section 3 – Cosignatories: Any expenditure in excess of \$500 shall be approved by the Board prior to its issuance, and any such check greater than that amount shall require the signatures of two Officers. The Officers authorized to sign checks on behalf of the Corporation are the President, Vice President, and Treasurer.

Section 4 – Deposits: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5 – Gifts, Bequests, and Contributions: The Board of Directors may accept on behalf of the Corporation any contributions, gifts, or bequests for the general purposes or for any special purpose of the Corporation.

Section 6 – Audit: The finances of the Corporation shall be audited before the Annual Meeting by a committee of at least three members: the President and two Non-Board Members.

Section 7 – Inspection: All books and records of the CCC may be inspected by any member for any proper purpose at any reasonable time.

ARTICLE VIII – PARLIAMENTARY AUTHORITY

Robert's Rules of Order (Revised) shall govern the CCC in all cases in which they are not in conflict with these Bylaws.

ARTICLE IX – AMENDMENTS

These Bylaws may be amended at any General Membership Meeting by a two-thirds majority vote of the ballots received, provided such motions are submitted to the members in writing two weeks prior to the meeting.

ARTICLE X – REFERENDUM PROVISION

In the event there is a question for the membership to decide that is not resolved in the provisions outlined herein, any such question shall be specially raised upon presentation of a petition to the Board signed by no less than twenty percent of the voting membership of the CCC. Such petition may include proposals for changes to the Bylaws. The Board shall, upon receipt of such petition, call a meeting of the membership within thirty days for discussion and vote on the referendum.

ARTICLE XI – PROVISION FOR VOLUNTARY DISSOLUTION

Section 1 – Dissolution: The Board of Directors shall adopt a resolution recommending that the CCC be dissolved and directing that the question of such dissolution be submitted to a vote at the Annual Meeting or a special meeting of the members. Written notice stating that the purpose, or one of the purposes, of such a meeting is to consider the advisability of dissolving the Corporation shall be given to each member entitled to vote at such meeting at least two weeks in advance of the meeting.

Section 2 – Distribution of Assets: In the event that the CCC shall be dissolved, the assets of the CCC shall be distributed in the following manner: (1) all liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or adequate provision shall be made therefore; (2) assets held by the CCC upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; (3) all remaining assets shall be transferred or conveyed to one or more corporations, societies, or organizations that are recognized as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) and engage in activities substantially similar to those of the CCC; (4) plans for such distribution of assets shall be adopted by the Board of Directors, who shall direct that the question of such plans be submitted to a vote at the Annual Meeting or a special meeting of the members. Written notice that the purpose, or one of the purposes, of such meeting is to consider plans for the distribution of the CCC's assets shall be given to each member entitled to vote at such meeting at least two weeks in advance of the meeting.

CERTIFICATION

These Bylaws were approved at a meeting of the General Membership by a two-thirds majority vote on January 7, 2007.

Diane D. Gerch
Recording Secretary
January 7, 2007