

# **The Bylaws for the Seven Seas Institute of Chinese Calligraphy**

## **ARTICLE 1. MEMBERSHIP**

**1.1 Members.** Members are classified into the following categories:

Individual Members. An individual member shall be a person interested in the objectives of the Institute whose application for membership is approved by the Committee on Membership.

Organizational Members. Institutions, corporations and other organizations interested in the objectives of the Institute may be admitted to organizational membership by vote of the Board of Trustees.

**1.2 Membership Year.** Membership shall be effective after the application and membership dues have been processed and confirmed, and shall last for twelve consecutive months.

**1.3 Termination of Membership.** Privileges of membership in the Institute shall be automatically suspended if a member has failed to pay his/her dues following two weeks after the e-mailing of the second renewal notice. Membership may be terminated upon a finding by the Committee on Membership that a member has acted in a manner detrimental to the Institute, and there has been due opportunity for the member or his/her designee to respond and a hearing by the Committee has been conducted.

## **ARTICLE 2. FINANCE**

**2.1 Dues and Subscriptions.** The Executive Committee shall have the responsibility of determining the schedule of membership dues (both individual and organizational) and subscription rates. This schedule may provide for a special rate to students for a limited number of years, to members fully retired from employment, and to such other groups as designated by the Executive Committee. Any new schedule of dues and rates shall be announced in a newsletter and shall become effective at the beginning of the next calendar year unless, within a period of four weeks after the mailing of a newsletter, a referendum is requested as provided in ARTICLE 4 of these By-Laws.

**2.2 Fiscal Year.** The fiscal year shall be the calendar year.

**2.3 Financial Authority.** All funds of the Institute shall be deposited with the Treasurer, acted by the Finance Director, who shall make disbursements therefrom under regulations of the Board of Trustees. With the approval of the Executive Committee, the Treasurer may delegate to an assistant the powers aforementioned as well as the power to sign checks, and access to safe-deposit boxes.

**2.4 Publication of Financial Reports and Audit.** The Treasurer shall submit to the Executive Committee, within one month of the end of each half fiscal year, a statement of the Institute's current financial condition, including assets, liabilities, income and expenditures. This may be done at a meeting or by mail. The Treasurer shall also make a financial report to the Executive Committee within two months after the end of each fiscal year. This annual report shall be audited by a professional accountant

selected by the Executive Committee. The auditor's report shall be published with the Treasurer's report in the next available newsletter.

**2.5 Financial Relationship with Members or Units of the Institute.** The Institute shall not be responsible for the debts or expenditures of any of its members or units (e.g., Sections, Chapters, etc.) unless such debts or expenditures are authorized by the Executive Committee.

**2.6 Financial Relationship with Cooperating Societies.** The Executive Committee may delegate to the Executive Director or Treasurer the authority to negotiate financial arrangements with cooperating societies in connection with publications or other joint activities, subject to approval by the Executive Committee within the limitations provided in ARTICLE 5, Section 5.3 of the By-Laws.

### **ARTICLE 3. ELECTION OF THE PRESIDENT**

**3.1 Quorum.** Only the members of the Board of Trustees will be eligible to vote for the President. All voting will be conducted online with a set deadline and all valid ballots received by the deadline shall be counted and considered a quorum.

**3.2 Balloting.** If an election involves two candidates, the voter may cast only one vote for each position. If an election involves more than two candidates, the system known as approval voting will be used. The candidate who wins a simple majority of the quorum wins the election.

### **ARTICLE 4. REFERENDUM**

Upon petition of at least 30% individual members of the Institute, any action of the Executive Committee shall be subject to a referendum of the membership. The proposed referendum shall be published in a newsletter. Within 30 days after publication, a ballot on the referendum shall take place and a majority of those voting shall be needed to pass the referendum.

### **ARTICLE 5. ASSOCIATION WITH OTHER ORGANIZATIONS**

**5.1 Definition.** A cooperating or associated society is a nonprofit organization interested in the objectives of the Institute and concerned with the advancement of Chinese Calligraphy.

**5.2 Procedure.** The Executive Committee of the Institute may enter upon cooperative working arrangements with such organizations for promoting the objectives of the Institute. Such cooperative working arrangements may include:

a. The assignment of Institute representatives to an allied body composed of two or more societies including the Institute;

b. Cooperative, administrative, secretarial, financial, conference and publication functions, and other cooperative working arrangements.

**5.3 Limitations on the Procedures.** No cooperative working arrangement may be entered into by the Executive Committee which:

a. Results in the Institute losing its identity as a separate organization;

b. Violates any article of the Institute's Constitution or By-Laws;

c. Requires the Institute to allocate more than 5 percent of its annual revenue during any calendar year without receiving the equivalent in goods and/or services.

## **ARTICLE 6. OFFICES**

Immediately following the election of the President, the President shall announce his/her appointment of officers. The President is the chief officer of the Institute and shall preside at all institute membership meetings and at all meetings of the Board of Trustees. Except as provided otherwise by the Constitution or the By-Laws, the President shall appoint the members of the committees of the Institute and determine which member of each committee shall serve as its chair.

The Past President shall serve as a special advisor to the President and a member of the Board of Trustees. The President-Elect shall serve as a member of the Board of Trustees and shall act as President in the event of the latter's absence or inability to serve.

The Executive Vice President and the Executive Director also serve as members of the Board of Trustees. They shall be responsible for the duties assigned by the constitution and the By-Laws and for carrying out the policies determined by the Board of Trustees. The Executive Director shall assume responsibility to ensure proper conduct of elections and to report election outcomes to the Board of Trustees. In addition, the Executive Director shall prepare reports each year on the activities of the Institute as a whole.

## **ARTICLE 7. BOARD OF TRUSTEES**

**7.1 Members.** Members of the Board of Trustees shall be chosen as provided for in ARTICLE V of the Constitution.

**7.2 Meetings.** The Board of Trustees shall meet at least once a year. Meetings shall be held at the call of the President or on written petition signed by at least five members of the Board of Trustees. The Executive Director should mail the agenda of a meeting at least one week prior to the meeting date.

**7.3 Powers and Duties.** Except as otherwise provided by the Constitution or the By-Laws, actions of the Board of Trustees shall require a majority of those voting and the presence of a quorum. The quorum for the Board of Trustees is a majority of its members. If a member is unable to attend a meeting, he/she should appoint a current member of the Institute to be his/her designee at the meeting, and communicate the name of the designee to the Executive Director at least two weeks prior to the meeting date.

The Board of Trustees shall adopt rules for the conduct of its business in accordance with the Constitution and the By-Laws; shall elect and appoint the President of the institute.

## **ARTICLE 8. SECTIONS AND CHAPTERS**

**8.1 Sections.** Sections may be established by the following procedure: Any group of 25 or more individual members of the Institute (hereinafter called the sponsors) shall prepare a proposal for the

formation of the new Section. This should include a charter and a documentation of purposes for the new Section.

The proposal and petition will be submitted to the Executive Committee for review and comment. The Executive Committee will then sent the proposal to each existing Section for comment.

Following review by the Executive Committee and receipt of comments from the existing Sections, the proposal will be returned to the sponsors for possible revision. The Executive Committee must consider the final proposal for approval or disapproval. If approval is not granted, the Executive Committee should provide guidance as to the reason for this action. Only individual members of the Institute can join a Section and serve as Officers of that Section. The President shall appoint the officers of the Section to serve.

The Executive Committee may dissolve a Section if (a) it has become inactive, (b) the membership is less than 5 percent of the total membership of the Institute, (c) at least 25 percent of its members request dissolution, or (d) it is determined by the Executive Committee that its continuance would be detrimental to the best interest of the Institute.

**8.2 Chapters.** Chapters may be established by the same procedure as for Sections. Each Chapter shall be governed by a constitution which is consistent with the Constitution and By-Laws of the Institute and provides for an annual meeting and annual election of officers. An electronic copy of the Chapter constitution together with all subsequent amendments must be filed with the Office of the Institute.

All individual members residing in the area served by a Chapter shall be eligible for membership in that Chapter. Other persons may join the chapter as local associates. Only individual members of the Institute may serve as Officers of a Chapter.

The Executive Committee may dissolve a Chapter if (a) it has become inactive, (b) the membership is less than 5 percent of the total membership of the Institute, (c) at least 25 percent of its members request dissolution, or (d) it is determined by the Executive Committee that its continuance would be detrimental to the best interest of the Institute.

## **ARTICLE 9. COMMITTEES**

**9.1Types of Committees and Terms of Memberships.** The Committees of the Institute shall consist of the Standing Committees as provided by the By-Laws and Ad Hoc Committees which may be established or dissolved by the President, with the consent of the Executive Committee. Ad Hoc Committees may be established in order to carry through one project or to give voice to the Institute in areas of special interest. Each committee shall prepare an annual report to the Executive Committee. Current Committees established in accordance with this article may be dissolved at any time by majority vote of the Executive Committee.

The terms of membership on Standing and Ad Hoc Committees, when not specified in these By-Laws, shall normally be four years. Except for ex-officio members, no member may serve on a committee for more than eight consecutive years without Executive Committee approval. Members of committees shall serve until their successors are appointed or elected.

Each Committee shall be governed by a Chair or Co-chairs appointed by the President. All members of Standing and Current Committees shall be individual members of the Institute.

**9.2 Standing Committees.** The Standing Committees are listed below.

A. Executive Committee. Its membership consists of the Officers (President, President-Elect, Past President, Executive Vice Presidents, Executive Director).

B. Finance Committee. The Finance Committee shall consist of the Treasurer as Chair, past treasurer, the President, the Executive Vice President and the Executive Director. The committee shall oversee the budget and financial matters including IRS income tax filing, and recommend long-term financial planning including the investments of the Institute's assets, subject to approval by the Executive Committee.

C. Publication Committee. The Publication Committee shall be constituted as described in ARTICLE 10 in the By-Laws.

D. Constitution Committee. Not more than eight years after the adoption of the Constitution and By-Law, a Constitution Committee shall be appointed by the President for the purpose of reviewing the Institute's Constitution and By-Laws, and preparing a revision if necessary, to be submitted to the Board of Trustees not more than ten years after the adoption of this Constitution. In the event that a major revision of the Constitution and By-Laws is considered by the Constitution Committee, requiring a great deal of time, the Board of Trustees may extend the life of the current Constitution and By-Laws for one year at a time.

## **ARTICLE 10. PUBLICATIONS**

**10.1 Editorial Boards.** Each periodical published by the Institute shall have an Editorial Board, consisting of all its Editors and such other personnel as may be designated by each Editor. The terms of Editors shall be determined by the Publication Committee.

**10.2 Publication Committee.** The Publication Committee shall consist of the President-appointed Editors of each periodical published or co-owned by the Institute, the Executive Director (ex-officio), and non-editor members of the Institute at least equal in number to the number of editors. The non-editor members shall be appointed by the President with the consent of the Executive Committee and one of these members shall be designated as Chair. The non-editor members shall be appointed for three-year terms, with one-third of these members retiring at the end of each year. Proposals for the publication by the Institute of periodicals, directories, special reports, books or other professional material, or for publication in cooperation with other societies or organizations of such materials, shall be referred to the committee for its recommendations, prior to action by the Executive Committee. The Committee shall generally supervise the publication policy of the Institute and make recommendations to the Board of Trustees with respect to the editorial policy of the Institute's various publications.

**10.3 The Constitution and the By-Laws** of the Institute shall be published on the website of the Institute. A full list of names of all officers and Board members will also be posted on the website of the Institute.

## **ARTICLE 11. RESOLUTIONS**

**11.1 In no case** shall the name of the Institute be used in connection with any partisan or political issue, except insofar as the resolution of the Institute refers solely to a matter involving the interest and objectives of the Institute. Such a resolution shall require a favorable vote by at least two-thirds of the entire Executive Committee before it may be released for publication or transmission outside the Institute. When there is doubt as to whether an issue is to be considered partisan or political, a majority vote of the entire Executive Committee shall be required to declare it neither partisan nor political.

**11.2 Resolutions and recommendations** of Districts, Sections or Committees of the Institute shall be so phrased as not to commit the Institute or its membership.

## **ARTICLE 12. AMENDMENTS AND REVISIONS TO BY-LAWS**

**12.1 Proposal.** Amendments to and revisions of the By-Laws may be proposed by the Board of Trustees or by a petition signed by at least ten percent (30%) of the Institute's individual members. An amendment or revision originated by petition shall be referred to the Board of Trustees for its recommendations as to ratification.

**12.2 Ratification.** Following action by the Board of Trustees, the Executive Director shall publish a copy of the proposed amendment/revision and the results of the Board of Trustees' vote on recommending ratification in the next issue of a newsletter, inviting comment. At least 30 days shall elapse between publication and the vote on an amendment. If, during this period at least 50% individual members of the Institute so petition, the amendment shall be submitted to the individual members for voting. A two-thirds affirmative vote of the members voting shall be required for ratification, provided that the number of affirmative votes exceeds fifty percent (50%) of the Institute's individual members. If no such demand for a membership voting is received, the amendment may be ratified or rejected by the Board of Trustees. Ratification shall occur whenever two-thirds of the members of the Board of Trustees have submitted an affirmative vote within a period determined by the Board of Trustees.