

The Constitution of SGC International March 2010 Executive Board Meeting, Philadelphia, PA.

Article I. Name of the Organization

The name of this eleemosynary corporation shall be "SGC International."

Article II. Constitution

SGC International will be governed by this Constitution and its Bylaws. The Constitution of SGC International, its Bylaws and amendments thereof shall be kept on file with the Secretary of State of Maryland.

Article III. Period of Existence

The period of existence and the life of this corporation shall be perpetual.

Article IV. Mission Statement

The mission of this organization shall be to advance the professional standing of persons engaged in making original prints and drawings and to stimulate public appreciation and interest in the arts of printmaking, drawing, and other graphic media through the exchange of professional information among artists and others involved these arts; through the organization, display and circulation of exhibitions of prints and drawings by members and other artists to be shown in educational institutions and institutions which further the arts, for the purposes of study, research, enjoyment, and the advancement of these arts; through awards given to these deserving special recognition in these arts; and through publications to inform members and others of activities and other information deemed appropriate to the aforesaid purposes.

Article V. Membership

Membership in the organization shall be extended to all persons interested in the making of original prints and drawings or in the furtherance of these arts. For purposes of this Constitution the geographical area covered by the organization shall include an international scope.

Article VI. Officers

(1) OFFICERS – The Officers of this organization shall be a) **President**, b) **Vice President of Internal Affairs**, c) **Vice President of Outreach**, d) **Secretary**, e) **Treasurer**, f) **International Representative**, and g) **Student Representative**, elected by simple majority vote of the membership in good standing of the organization present and voting at the regular membership business meeting of the annual conference of the organization in even numbered years. The Officers shall serve terms beginning at the close of annual conference at which they were elected, and ending at the close of the regular conference held in the second year thereafter.

(a.) PRESIDENT – The President shall be responsible to the membership of the organization and the Executive Board, as provided for in the Bylaws. The President, in consultation with the Executive Board, appoints appropriate individuals to coordinate the Archives, Website, Membership, Awards, panels at affiliate conferences, and for other committees as needed. The President shall serve as ex-officio member of all committees. Should the President resign or be unable to fulfill his/her duties, another member in this order shall succeed the President: (1) the Vice-President of Internal Affairs, (2) the Vice-President of Outreach, (3) the Secretary, and (4) the Treasurer. Should no person remain in this order a President shall be named by the Executive Board to complete the original un-expired term, at the succeeding annual conference the membership may confirm the appointed President or elect another President to complete the original un-expired term, but in any case a President shall be elected and begin serving as provided in the same year that other Officers are elected.

(b) VICE PRESIDENT (of Internal Affairs) – The Vice President (of Internal Affairs) shall preside over any meeting of the organization in the absence of the President. Duties include, but are not limited to, serving as traveling exhibition coordinator. Should the Vice-President (of Internal Affairs) be unable to fulfill his/her office or resign, the President shall appoint a Vice President (of Internal Affairs) from the membership of the organization, subject to approval from the Executive Board or the membership.

(c) VICE PRESIDENT (of Outreach) – The Vice President (of Outreach) duties include but are not limited to outreach/service activities and fundraising. Should the Vice-President (of Outreach) be unable to fulfill his/her office or resign, the President shall appoint a Vice-President (of Outreach) from the

membership of the organization, subject to approval from the Executive Board or the membership.

(d) SECRETARY – The Secretary of the organization shall keep the minutes of the organization and may preside over any meeting of the organization in the absence of the President or Vice-Presidents. Should the Secretary be unable to fulfill his/her office or resign, the President shall appoint a Secretary from the membership of the organization, subject to the approval from the Executive Board or the membership.

(e) TREASURER – The Treasurer shall have charge of all moneys of the organization and shall receive and disburse moneys as allowed and directed by the President and the Executive Board, and shall maintain the financial records of the organization. Should the Treasurer be unable to fulfill his/her office or resign, the President shall appoint a Treasurer from the membership of the organization, subject to approval from the Executive Board or the membership.

(f) INTERNATIONAL REPRESENTATIVE – The International Representative shall be elected from the SGCI membership in good standing. He/she will serve to represent the international membership on the Executive Board. Term served is two years. Should International Representative be unable to fulfill his/her office or resign, the President shall appoint an International Representative from the membership of the organization, subject to approval from the Executive Board or the membership.

(g) STUDENT REPRESENTATIVE – The student representative shall be elected from among the active student members in good standing. The Student Representative serves a 2-year term, beginning in the even year conference and ending at the next even year conference. The Student Representative represents all student members and is responsible for the student page in Graphic Impressions three times annually. The Student Representative provides updated information to the Web Coordinator regarding the student section of the web site; helps facilitate social media (Facebook and Twitter); and proposes additional student activities beyond the annual student panel to the executive board. The elected student representative works with the student liaison for the conference to enhance the student experience at the conference.

(2) INDEMNITY OF OFFICERS – The Officers of the organization are indemnified from personal responsibility for debt and legal action in relation to the organization when properly acting in the name of and behalf of the organization, in accordance with this Constitution and the Bylaws and with the laws of his/her state of residence, the State of Maryland in which the organization is chartered, and of the United States of America.

Article VII. Executive Board

(1) AUTHORITY – The Executive Board shall not have any authority normally reserved to the entire membership of the organization.

(2) COMPOSITION – The **voting members of the Executive Board** of the organization shall consist of **all current and all immediate past officers of the organization expressing a willingness to serve in such a capacity**, together with **three Members-at-Large**, elected by the membership at a regular annual business* meeting. Nonvoting members of the Executive Board include the appointed Coordinators and Liaisons. Terms of members of the Executive Board who are not current Officers of the organization end at the close of the annual conference in the second year following their sitting on the Executive Board.

** The annual business meeting is also referred to as the “Membership meeting.” In 2014, it was decided that this meeting should be referred to as the “Membership Meeting” in the conference programming to clarify and encourage attendance*

(3) DESCRIPTION OF BOARD MEMBERS

- **OFFICERS** – See descriptions above
- **MEMBERS-AT-LARGE** – Three Members-at-Large shall be elected from the membership in good standing: one representing the charter state*; and two other members representing any other US state, territory and/or country. They will serve to broaden the representation on the Executive Board. Term served is two years. Should a Member-at-Large be unable to fulfill his/her office or resign, the President shall appoint a replacement from the membership of the organization, subject to approval from the Executive Board or the membership. Members-at-large are voting members of the executive board.

**As of 2014, the Charter State is Maryland*

- **NEWSLETTER EDITOR** – The President will appoint one Newsletter Editor, subject to approval by the Executive Board, and have no fixed term. This is a non-voting member of the Executive Board.
- **MEMBERSHIP COORDINATOR** – The President will appoint one Membership Coordinator, subject to approval by the Executive Board, and have no fixed term. This is a non-voting member of the Executive Board.

- **WEB COORDINATOR** – The President will appoint one Web Coordinator, subject to approval by the Executive Board, and have no fixed term. This is a non-voting member of the Executive Board.
- **AWARDS COORDINATOR** – The President will appoint one Awards Coordinator, subject to approval by the Executive Board, and have no fixed term. This is non-voting member of the Executive Board. The Awards Coordinator may hold another position on the board.
- **ARCHIVES COORDINATOR** – The President will appoint one Archives Coordinator, subject to approval by the Executive Board, and have no fixed term. This is a non-voting member of the Executive Board and individuals may hold other positions on the Board.
- **AFFILIATE LIAISONS COORDINATOR** – The President will appoint one Affiliate Liaisons Coordinator, subject to approval by the Executive Board, and have no fixed term. This is a non-voting member of the Executive Board and individuals may hold other positions on the Board. The Affiliate Coordinator is a voluntary position and receives no financial compensation.
- **CONFERENCE COORDINATOR** – The conference coordinator is appointed by the SGCI President, and subject to approval by the SGCI board. The position facilitates planning and implementation of the annual SGCI conference. The Conference Coordinator is the lead member of the board conference planning subcommittee, which also includes the President and Treasurer. The position is supported with an honorarium (amount set by and confirmed by the board, see current details in the description of duties) and an additional bonus of 10% of SGCI hosted conference revenue after all accounts are settled. The conference account covers needed site visits for SGCI hosted conferences with travel expenses; including transportation, meals and lodging to conference sites in order to implement the duties listed in the Handbook. The President must approve any travel and/or expenses prior to travel. The SGCI conference coordinator also receives a full waiver and travel expenses each year for the annual SGCI conference.

LIAISONS TO THE BOARD

- **CONFERENCE HOST LIAISON** – The President will appoint, with consultation from upcoming conference hosts, a Conference Host Liaison. This position will last 3 years, 2 years as non-voting members of the Board, and one year as a voting Officer of the Executive Board. The Executive Board may have as many as 3 Conference Liaisons on the Board at one time. Only the Conference Liaison connected to the most current conference is a voting member of the Executive Board.
- **STUDENT CONFERENCE LIAISON** – The student conference liaison shall be nominated to the executive board from the conference host. This student should be a member in good standing, and would serve for a 1-year term prior to the conference date.
- **AFFILIATE ORGANIZATIONS LIAISONS** – Affiliate organizations may be invited to have a liaison to the SGCI Board. Affiliate Liaisons are not board members, but report to the Affiliate Liaisons Coordinator.

COMMITTEES

- **AWARDS COMMITTEE – The Awards Committee**
- **NOMINATING COMMITTEE** – A Nominating Committee of three members appointed by the Executive Board in odd numbered years shall propose a slate of nominees for Officers. The Nominating Committee shall be enjoined to select a slate of nominees, who reflect the membership of this organization. In any election, the chair will allow nominations from the floor at the prior to calling for any vote.

Article VIII. Dissolution

In the event of the dissolution of the organization, the residual assets of the organization will be turned over to another organization which is itself exempt from Federal Income Tax as an organization as described in Section 501 (C) 3 of the Internal Revenue Code, or the corresponding provisions of any prior or future Internal Revenue Service Code which organization appears most likely to carry out the purposes of this corporation, to the Federal, State, or local government for exclusively public purposes.

Article IX. Amendments

The Constitution of SGC International may be amended by the membership of the organization. The proposed amendment should be circulated by mail, by

email, by publication in “Graphic Impressions”, or publicized at the conference. Any amendment must be adopted by a two-thirds majority vote of members in good standing either present and voting at the Membership Meeting during the annual conference, or by mail/email-in ballot sent to the entire membership and reflected by a two-thirds majority vote of all responding members in good standing. Any correction, change, or addition to the published form of the said amendment must also be approved by a two-thirds majority vote in the same manner as previously expressed.

THE BY-LAWS OF SGC INTERNATIONAL

March 2010 Executive Board Meeting, Philadelphia,
PA.

BY-LAWS OF SGC INTERNATIONAL

1. Membership

(a) Any regular member in the organization shall pay annual dues as established by the Executive Board and approved by the membership. Any member who is not current with SGCI dues shall not be permitted to vote on any business coming before SGCI until such dues are paid.

(b) Any member who is delinquent of dues shall be dropped from the roll of the organization.

(c) Winners of the Printmaker Emeritus Award, Excellence in Teaching, Lifetime Achievement Award, and Honorary Members of the Council are awarded Lifetime Membership in the organization. Winners of the Printmaker Emeritus Award may attend any subsequent conference of the organization without payment of conference fees.

(d) Additional categories of membership in the organization and their requirements, upon receipt of fees at rates determined by the membership, shall be: Life Member, upon the receipt of fees or as an honor bestowed by the organization on recipients of the Printmaker Emeritus Award or as the organization deems fit, Patron Member, and Student Member (this category offered only to the students of accredited schools while they are students).

2. Duties of the Treasurer

(a) The Treasurer shall maintain an accurate ledger of all moneys of the organization.

(b) The Treasurer shall file an annual report each year to the President and the Executive Board, who shall publish it to the membership at the annual conference.

(c) The Treasurer shall maintain the organization's bank accounts as the President and Executive Board may direct, and shall have independent signatory power for checks and financial obligations of the organization as granted by the Bylaws. While the Treasurer holds the checkbooks of the organization, the President also has independent signatory power for checks.

*It was decided in 2009 that the President as well as the Treasurer should hold a checkbook and or check card, and write checks for SGCI in consultation with the Treasurer.

(d) The Treasurer may be assisted by a Membership Coordinator to be appointed by the President subject to the approval of the Executive Board. The Membership Coordinator shall keep the membership rolls updated for publication and send out dues notices, keeping records of such rolls and actions continually on file with the Treasurer.

(e) The fiscal year of the organization shall run from January 1 to Dec 31.

(f) The Treasurer shall file the organization's tax return on or before April 15 of each year.

3. Executive Board

(a) The approval of the Executive Board shall be required for citing and scheduling of any annual conference or regular meetings of the organization; the expenditure of moneys over five hundred dollars (\$500.00), other than one seed grant of up to five thousand dollars (\$5,000.00) to the host of any annual conference; any action which may endanger the eleemosynary or other legal status of the organization; any appointment by the President of a member to act on behalf of the organization in conducting business, which shall be construed to mean the commitment of the organization to the payment of bills or the fulfillment of contracts; and their advice and approval may be sought at any other time deemed necessary by the President.

(b) The Executive Board shall meet during the annual conference prior to the Membership Meeting, usually the Wednesday afternoon prior to the official start of the conference.

(c) The organization was originally chartered in South Carolina, and it is currently chartered in Maryland. To obtain a Maryland Sales and Use Tax exemption, there must be a mailing address in DC, PA, WV, VA, or DE, and official's name, whose attention mailing should be addressed Maryland will not mail a Maryland Sales and Use Tax certificate to any other state.

4. Meetings

(a) A regular Executive Board Meeting to conduct the business of the organization shall be held as a prominent event of each annual conference. The Executive Board and the Conference Liaison shall approve the date, time and place of such meetings (usually held the Wednesday afternoon before the conference officially begins). A quorum of this meeting shall be those in attendance at this meeting, roll being taken by the President in the form of signatures of those present. The Secretary shall provide for the taking of minutes, which shall be delivered as soon as possible to the Executive Board. Any action taken by this meeting shall be duly published to the membership and is subject to the approval of the membership at the Membership Meeting of the organization at its annual conference, or may be overridden by unanimous vote of the Executive Board, unless the Membership Meeting's roll

shows it was attended by a simple majority of the SGCI membership in good standing.

(b) A regular Membership Meeting to conduct the business of the organization shall be held as a prominent event of each annual conference. The Executive Board and the Conference Liaison shall approve the date, time and place of such meetings (usually held on Thursday or Friday during the conference). The meeting time and place will be clearly stated in all schedules and announcements of the conference, such announcements are to be sent to the membership at least six weeks in advance of the conference. Those attending this meeting shall constitute a quorum for the conduct of business. A roll in the form of signatures of those present shall be taken by the Secretary and kept as part of the organization's records.

(c) A Mid-Year Executive Board Meeting will be held annually. The Executive Board and the Conference Liaison shall approve the date, time and place of such meetings (usually held at the next Conference location in the months of October or November). A quorum of this meeting shall be those in attendance at this meeting, roll being taken by the chair in the form of signatures of those present. The Secretary shall provide for the taking of minutes, which shall be delivered as soon as possible to the Executive Board. Any action taken by this meeting shall be duly published to the membership and is subject to the approval of the membership at the Membership Meeting of the organization at its annual conference, or may be overridden by unanimous vote of the Executive Board, unless the Membership Meeting's roll shows it was attended by a simple majority of the SGCI membership in good standing.

(d) Additional Meetings A meeting of the organization may be called at any time by the President on approval of the Executive Board; or by a simple majority of the Executive Board; or by a simple majority of the members of the organization. Upon receipt of a specification in writing setting forth the date, time, place, and purpose of such a meeting and the signatures of the authorizing authority as specified above, the Secretary shall prepare, sign, and notify members of such meeting at the organization's expense. Notification by the means of the organization's newsletter in unambiguous form shall be sufficient. No called meeting may conduct business binding upon the organization unless it is attended by a simple majority of the membership in good standing. Should no officer be present, such a meeting shall elect a chairperson by simple majority. The chairperson shall provide for the taking of minutes and a roll by signature of such meeting and shall duly submit these minutes to the Secretary.

(e) Subsidy For Board Members' Travel SGCI will reimburse up to five hundred dollars (\$500) for Executive Board members to attend one annual

Mid-Year Meeting. Full travel and hotel expenses are paid for the Student Representative.

5. Reserve Fund

(a) The Treasurer shall keep a portion of the funds of the organization, as approved in the budget, in an interest-bearing and liquid account upon which checks may be drawn, which shall be designated the "SGC International Reserve Fund." Interest from this account shall be compounded to the account and any amount may be transferred to the regular checking account from the principal of the Reserve Fund as approved by the budget.

(b) The proportionate or minimum or maximum balances to be held in the accounts of the organization shall be determined by the Executive Board and approved by the membership as part of the financial report to the organization at the regular business meeting.

(c) Should any obligation of the organization arise which can not be met by the regular checking account the necessary amount shall be withdrawn by the Treasurer from the principal or accrued interest of the Reserve Fund on approval of the President: in no case shall the organization default on any legitimate debt if there are funds held by the organization in any account, including the Reserve Fund.

6. Examination of Records

(a) Any member in good standing may make a written request for information from the organization's records, but the member making such request may be asked to bear any expenses entailed in providing such information.

7. Budget

(a) The Executive Board shall approve and present a budget for each fiscal year to the membership at the annual business meeting of the annual conference prior to that fiscal year. Each Executive Board member should create and present an annual budget for their specific needs. This budget should outline all expenditures dealing with the Executive Board, the committees and coordinators, awards and fellowships, and conference support.

(b) Line items in the budget shall include seed grants to approved conference sites; ceilings of spending for any purpose; proportionate amount or minimum and maximum balances to be held in accounts; and known expenses for support of the organization's activities.

(c) The Executive Board may approve the raising of any ceiling of any line item in the interval between annual business meetings but will notify the membership of the organization through Graphic Impressions, of any such raising a limit; such action in raising a limit is subject to the approval of the membership at any regular business meeting.

8. Changes in the Bylaws

The Bylaws of SGC International may be amended by the membership of the organization. The proposed amendment should be circulated by mail, by email, by publication in "Graphic Impressions", or publicized at the conference. Any amendment must be adopted by a two-thirds majority vote of members in good standing either present and voting at the Membership Meeting during the annual conference, or by mail/email-in ballot sent to the entire membership and reflected by a two-thirds majority vote of all responding members in good standing. Any correction, change or addition to the published form of the said amendment must also be approved by a two-thirds majority vote in the same manner as previously expressed.