

# PUGET SOUND SUMI ARTISTS

A NON-PROFIT CORPORATION ORGANIZED UNDER CHAPTER 24.03 OF THE REVISED CODE OF WASHINGTON

## BYLAWS AS REVISED IN 2016 & 2017

September 5, 2017

### I. ARTICLE ONE: OFFICES

A. **Location and Purposes:** The principal office of the corporation shall be located at \_\_\_\_\_ until changed by the Board of Directors. The corporation may have such other offices, either within or without the state of Washington, as the Board of Directors may determine from time to time. The purposes of the corporation are as set forth in its Articles of Incorporation regarding the establishment, maintenance, and operation of an association of sumi-e and Asian calligraphy artists actively engaged in creating original work and for persons interested in the encouragement and development of sumi-e and Asian calligraphy in the Puget Sound area of Washington state.

### II. ARTICLE TWO: MEMBERS

A. **Qualifications:** Membership shall be available to those amateur and professional artists 18 years of age, or older, who are engaged in creating original works in sumi-e or Asian calligraphy and those who are interested in promoting sumi-e and Asian calligraphy in the state of Washington. Prospective members shall fill out the required membership forms and submit them to the Recording Secretary, along with all applicable dues and fees. Prospective members must reside within the state of Washington at least six months of the year. Members who reside outside of the state of Washington more than six months, but have maintained a five year membership history, can continue their membership. Exception to the rule of residency may be made by the Board of Directors according to Article III, Section B, Item 2, upon written request by a prospective member.

### III. ARTICLE THREE: BOARD OF DIRECTORS

A. **Number, Tenure, and Qualifications:** The property, affairs, activities, and concerns of the corporation shall be vested in a Board of Directors, consisting of not less than three (3) and not more than ten (10) members. Directors shall be elected at the annual meeting of the membership held by the first Tuesday of December. The term of office for each director shall be until the next annual meeting of the membership and the election and qualification of his/her successor. In addition to the officers of the corporation, the Board of Directors shall include (1) a Long-standing Member selected by the Board at a regular meeting and (2) the immediate past President, if available. Both individuals shall have full voting privileges. Criteria for nomination of director candidates shall be flexible, but shall include demonstrated community leadership and interest in the purposes of the Puget Sound Sumi Artists.

B. **General Powers:** The Board of Directors may:

1. Hold meetings at such time and place as it thinks proper;
2. Admit members and suspend or expel them;
3. Appoint committees on particular subjects from its own members or from other members of the corporation;
4. Audit bills and disburse funds of the corporation;
5. Print and circulate documents and publish articles;

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### III. B. (continues)

6. Carry on correspondence and communicate with other associations and legal entities;
7. Employ agents (who may be members of the corporation or members of the Board of Directors and who may be compensated); and
8. Devise and carry into execution such other methods as it deems proper and expedient to promote the objects of this corporation, its activities and to best protect the interests and welfare of its members.

**C. Meeting of the Board:** Regular meetings of the Board of Directors shall be held prior to each general meeting. Notice of the meetings may be signed by the Secretary and mailed to the last recorded address of each member or may be given by telephonic communication. The President may, as he/she deems it is necessary, or the Secretary shall, at the request of one of the members of the Board, issue a call for a special meeting of the Board. Only five (5) days notice shall be required for such special meetings.

**D. Vacancies:** Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay by a majority vote of the remaining members of the Board either at the regular meeting or at a special meeting which shall be called for that purpose. The person so chosen shall hold office for the unexpired term and until his/her' successor shall be duly chosen.

**E. Removal of Directors:** Any one or more of the directors may be removed either with or without cause, at any time, by a vote of 80 percent of a quorum of the membership present at any special meeting called for that purpose.

### IV. ARTICLE FOUR: MEETINGS

**A. Annual Meetings:** There shall be an annual meeting by the first Tuesday of December each year for the election, by members, of the officers and Board of Directors and for receiving the annual reports of officers, directors and committees, and the transaction of other business. Notice of the meeting shall be mailed to the last recorded address of each member at least ten (10) days and not more than fifty (50) days before the appointed time for the meeting.

**B. Special Meetings:** Special meetings may be called by the Board of Directors or by members giving 1/20th of the votes entitled to be cast at such meetings. Notice for any special meeting shall be given in the same manner as the notice of the annual meeting. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the members of the corporation.

**C. Waiver:** Notwithstanding the provisions of any of the foregoing sections, a meeting of the members of this corporation may be held at any time and at any place within the state of Washington, and any action may be taken thereat, if notice is waived by every member having the right to vote at said meeting, which presence shall automatically be deemed a waiver of said notice.

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### IV. (continues)

**D. Quorum:** The majority of the members of the corporation present in person or by proxy shall be necessary to constitute a quorum for the transaction of business.

**E. Voting:** The entire voting power of the corporation shall be vested in the members. Any member may represent any other member at any meeting. Each member shall be entitled to one vote. If the manner of deciding any question has not been otherwise prescribed, it shall be decided by majority vote of the members present in person or by proxy. The authority to prescribe the manner of decision of any question by other than majority vote of the members shall rest exclusively in the general membership.

**F. Proxies:** Every member of the corporation shall be entitled to vote at any meeting thereof by proxy. A proxy shall be in writing and revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be invalid after eleven (11) months from the date of its execution.

### V. ARTICLE FIVE: OFFICERS

**A. Number:** The officers of this corporation shall consist of a President, one or more Vice Presidents, a Recording Secretary, a Treasurer, and a Newsletter Editor.

**B. Method of Election:** The officers shall be elected by the members at the annual meeting of the corporation for a term of one year. The officers so elected shall also constitute the Board of Directors, along with a Long-Standing Member and the Immediate Past President.

**C. Duties of Officers:** The duties and powers of the officers of the corporation shall be as follows:

1. **President:** The President shall preside at the meetings of the corporation and of the Board of Directors and shall be a member ex officio, with right to vote, of all committees subsequently formed by the corporation. He/she shall also, at the annual meeting of the corporation and at such times he/she deems proper, communicate to the corporation to the Board of Directors, or to the members such matters and make such suggestions as may, in his/her opinion, tend to promote the prosperity and welfare and increase the usefulness of the corporation, and shall perform such other duties as are necessarily incident to the office of the President.

2. **Executive Vice President:** In case of the death or absence of the President or in the case of his/her inability from any cause to act, the Executive Vice President shall perform the duties of his/her office. The Executive Vice President shall also archive and record substantive correspondence carried out in the name of the corporation.

3. **Vice President of Exhibits:** The Vice President of Exhibits shall have oversight of all exhibits presented by the Exhibit Committee and shall assure all criteria are met. In case of inability of the President and Executive

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**V. C. 3.** (continues)

Vice President to serve, the Vice President of Exhibits shall perform the duties of the President.

4. Vice President of Programs: The Vice President of Programs shall arrange programs for each regular meeting and, in the absence of the President, Executive Vice President, and Vice President of Exhibits, shall perform the duties of the President.

5. Recording Secretary: It shall be the duty of the Recording Secretary to attend all meetings of the corporation, to keep a record of the proceedings, to keep a list of the members of the corporation, to notify the officers and members of the corporation of their election, and generally to devote his/her best efforts to forwarding the business and advancing the interests of the corporation. In the case of absence or disability of the Recording Secretary, the Board of Directors may appoint a Recording Secretary pro tem.

6. Treasurer: The Treasurer shall keep an account of all monies received and expended for the use of the corporation and shall make disbursements only upon vouchers approved by the Board of Directors. He/she shall deposit all sums received in a bank or trust company approved by the Board of Directors and shall make a report at the annual meeting or when called upon by the President. Funds may be drawn only upon the signature of the Treasurer, an appointed long-standing member, or the President.

The corporation books shall be reviewed annually by a committee of at least two appointed by the President. Reviews shall be conducted within the month prior to the annual meeting. The Treasurer shall present all canceled checks, bank statements, his/her hands shall, at all times, be under the supervision of the Board of Directors and subject to its inspection and control. Expenditures above a sum determined by the Board of Directors annually may not be reimbursed by the Treasurer without prior consent of the Board.

Bond of the Treasurer: The Treasurer shall, if required by the Board of Directors, give to the corporation such security for the faithful discharge of his/her duties as the Board may direct...

7. Newsletter Editor: The Newsletter Editor shall produce a newsletter in the month before each meeting and facilitate any associated communications.

**D. Vacancies:** All vacancies in any office shall be filled by the Board of Directors without undue delay at its regular meeting or at a special meeting called for the purpose.

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### VI. ARTICLE SIX: COMMITTEES:

**A. Standing Committees:** The standing committees shall consist of Education, Exhibit, Hospitality, Nominating, Program, Publicity, and Web Site.

1. Education: The Education Committee shall be responsible for promoting and encouraging the development of sumi-e and Asian calligraphy within the community to adults and children.
2. Exhibit: The Exhibit Committee shall be in charge of locating and presenting to the membership invitations and opportunities to show. The committee shall be empowered to enforce standards of quality and deportment at all shows and exhibits and shall be empowered to schedule and hold screenings for shows and exhibits as it deems necessary. Oversight of this committee rests with the Vice President of Exhibits.
3. Hospitality: The Hospitality Committee shall arrange for refreshments at all Puget Sound Sumi Artists meetings. Its chairperson shall oversee the "sunshine committee" correspondence.
4. Nominating: The Nominating Committee shall consist of a member appointed by the President, a member appointed by the Board of Directors, and one appointed by the membership. Appointment of the committee shall be in September. The slate of officers shall be presented to the membership in October and voted upon in November or December. The slate shall include nominations for President, the Vice Presidents, Recording Secretary, Treasurer and Newsletter Editor
5. Program: The Program Committee shall assist the Vice President of Programs to arrange programs for all regular meetings.
6. Publicity: The Publicity Committee shall be responsible for publicity to the media of all Puget Sound Sumi Artists' events.
7. Web Site: The Web Site Committee shall keep current the content on the web site main page and develop and maintain secondary content. The web site's domain name is "www.sumi.org". The committee shall be responsible for the registration and renewal of this name and will also negotiate web space.

**B. Other Committees:** The President may, at any time, appoint other committees on any subject which may either be standing or special committees.

**C. Committee Quorum:** Unless otherwise prescribed, a majority of any committee of the corporation shall constitute a quorum for the transaction of its business, unless any committee shall, by a majority vote of its entire membership decide otherwise.

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### VI. (continues)

**D. Committee Vacancies:** The various committees shall have the power to fill vacancies in their membership.

### VII. ARTICLE SEVEN: CONTRACTS AND GIFTS

**A. Contracts:** The Board of Directors may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these by laws, to enter into any contract or execute and deliver an instrument in the name of and in behalf of the corporation. Such authority may be general or may be confined to specific instances.

**B. Gifts:** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or device for any purpose of the corporation.

### VIII. ARTICLE EIGHT: FISCAL YEAR

**A. Fiscal Year:** The fiscal year of the corporation shall be January 1st to December 31st.

### IX. ARTICLE NINE: SHOWS AND EXHIBITS

**A. Exhibit of Work:** The Exhibit Committee shall be responsible for maintaining a standard of quality in shows and exhibits and for notifying members of time and place of any special screenings.

1. **Definition:** A sumi painting portrays the "essence" of the subject. It must be like a thing alive with the power to stir the heart and emotions of all who see it. Composed of line and dot, the painting "lives" when all unnecessary information has been removed from the subject's portrayal, leaving its life and essence. Thus, it is beauty condensed and distilled. Additionally, sumi may be executed in a more painterly, overall pattern toward the expression of any type of subject.

2. **Criteria:** All works must be original (no copies) and must be representative of the media by exhibiting qualities essential to sumi-e or Asian calligraphy in nature.

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**IX. A. 2. (continues)**

a. A work must include in its make-up a clear majority of its composition in sumi or sumi and color produced directly by brush or other tool directly on "rice paper"\*, silk or other ground\*\* suitable for sumi painting. Criteria for grounds shall be determined for the specific show or exhibit by a majority vote of the members present at a regular meeting.

Notes: \* Generic term for that group of papers traditionally used for Asian brush painting, but not limited to those containing only "rice" fiber.

\*\* Such as metallic leaf, foil, board, cork, printmaking paper, etc.

b. Other media additions such as acrylics, spray paints, casein, tempera, collage, etc., i.e. *mixed media*, may be included into the composition if:

- i. The intent of the exhibit deems it appropriate.
- ii. The work is labeled to clearly advertise all media additions for ease of recognition and the education of the public.

c. All works must be properly framed to present a professional appearance with secure hanging wire (No gripper-type hangers).

d. Hanging scrolls must likewise be finished to include a cord for hanging.

3. Chairmanship of Shows and Exhibits: Shows and exhibits shall be chaired by one or more regular members. The Chairperson shall be charged with upholding the bylaw criteria and shall be responsible to the Vice President of Exhibits and the Board of Directors for maintaining a standard of professionalism in keeping with the media criteria of the specific show or exhibit.

The Chairperson shall have the power to enforce criteria requirements. The Vice President of Exhibits' determination shall be final for the specific show or exhibit.

4. Right of Appeal: The artist shall have the right to appeal the decision of the Vice President of Exhibits to the Board of Directors at the next regular meeting.

5. Tax and Licenses: Participating artists should have their own Washington State Tax Identification Number and shall be wholly responsible for reporting sales of works and collection of taxes for the state.

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**IX. A.** (continues)

6, Commission: Members shall be assessed a fee for each Puget Sound Sumi Artists show in which they participate unless otherwise specified. Gallery commissions shall be the sole responsibility of the individual participant.

**X. ARTICLE TEN: AMENDMENTS**

**A. Amendments:** These bylaws may not be amended, repealed, or altered in whole or in part except by a vote of at least 75% of a quorum of the members present at any duly organized meeting of the corporation called for the purpose. Any proposed change in the bylaws shall be set forth in a memorandum which shall be mailed to the last recorded address of each member at least ten (10) days prior to the time of the meeting at which said change is to be considered.

**XI. ARTICLE ELEVEN: SEAL**

**A. Seal:** The seal of the corporation shall be as particularly shown in the following impressions.



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These Bylaws as amended in 2016 and 2017 are signed at the PSSA Membership Meeting held at the Asia Pacific Cultural Center, 4851 South Tacoma Way, Tacoma, WA 98409, on Tuesday, September 5, 2017.

TITLE	SIGNATURE	DATE	CHOP
PSSA PRESIDENT			
Patricia Rogers		9/5/17	
PSSA FOUNDER			
Fumiko Kimura		9/5/17	

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