

TYPE DIRECTORS CLUB

BYLAWS

ARTICLE I

NAME AND LOCATION

Section 1.

The name of this organization shall be the Type Directors Club (hereafter called the TDC).

Section 2.

The principal location of the TDC shall be maintained in the Metropolitan New York area.

ARTICLE II.

OBJECTIVES AND METHODS

Section 1.

The objectives of the TDC are: a) To raise the standards of typography and related fields of the graphic arts, and b) To provide inspiration, stimulate research, further education, and disseminate information relating to the typographic arts.

Section 2. The objectives of the TDC are to be achieved by various methods deemed appropriate by the Board of Directors including such techniques as an annual typographic design competition; educational seminars; publications; and cooperation with other organizations having similar aims and purposes.

ARTICLE III.

MEMBERSHIP

Section 1.

There shall be six (6) classes of membership: Regular, Associate, Student, Life, Corporate, and Honorary.

a) Regular Members. Regular Members shall be those individuals of an acceptable level of professional competence who are actively engaged in the selection, specification, design or creative use of typography. Acceptance is subject to approval by the Board.

Regular members are divided into groups based on their geographic locations. These groupings are solely for the purpose of defining the amount of dues.

b) Associate Members. Associate members shall be those individuals who are non-professionals with an interest in the fields of typography, typographic design or the graphic arts. Acceptance is subject to approval by the Board.

c) Student Members. Student members shall be those individuals who are actively engaged in undergraduate (or post graduate) studies leading to a career which includes the selection, specification, design or creative use of typography. Acceptance is subject to approval by the Board. This membership expires upon completion of studies or graduation.

d) Life Members. Life members shall be those member individuals with 20 years or more consecutive membership who have made outstanding contributions to the fields of typography, typographic design or the graphic arts and who are retiring from active employment. Nomination is subject to approval by the Board. There shall be no dues for Life members.

e) Corporate Members. Corporate members shall be those businesses or organizations, consisting of three to have individuals with an interest in the fields of typography, typographic design or the graphic arts. Acceptance is subject to approval by the Board.

f) Honorary Members. Honorary members shall be those non-member individuals who have made outstanding contributions to the fields of typography, typographic design or the graphic arts. Nomination is subject to approval by the Board. There shall be no dues for Honorary members.

Section 2.

Election to membership. Applications for membership shall be reviewed by a Membership Committee which will report to the Board of Directors and approved by a majority of the Board so voting.

ARTICLE IV.

BOARD OF DIRECTORS

Section 1.

The powers, properties, business affairs, policies and general management of the TDC shall be directed by a Board of Directors (hereinafter called the "Board"), which shall consist of four (4) officers and up to as many as 11 directors-at-large.

Section 2.

All Board members, who must be Regular Members of TDC, will be elected by a vote of the full regular membership at the annual members meeting, with the exception of the Chairman, who will take office, ex officio, as immediate Past President .

Section 3.

The Board shall have these duties:

- a) To formulate, supervise, direct and carry out all policies, decisions and business of the TDC;
- b) To appoint and remove agents or employees of the TDC and fix their duties and compensation;
- c) To select counsel, auditors, an Executive Director or any other person for the benefit and interest of the TDC, and to establish the terms and conditions of their service;
- d) To select banks or repositories for funds and valuables of the TDC; and
- e) To devise and carry out such other activities as it may deem appropriate to achieve the goals stated in these By-Laws.

Section 4.

The Board shall meet at least four times a year. It shall also meet at the call of the President , or upon the written request of at least three Board members addressed to the Secretary/Treasurer.

Section 5.

A majority of the Board shall constitute a quorum to transact business.

Section 6.

No officer or member of the Board, or member of any TDC Committee, shall receive any salary or compensation whatsoever from TDC for official services as an elected or appointed officer or Board member, or member of any Committee.

ARTICLE V.

OFFICERS AND EXECUTIVE DIRECTOR

Section 1.

The officers of the TDC shall consist of four persons: The Chairman; the President; the Vice-President; and the Secretary-Treasurer. All officers, with the exception of the Chairman, shall be elected at the annual members meeting. No officer shall hold the same office for more than two consecutive years.

Section 2.

The President shall preside at all regular TDC and Board meetings, and appoint, with the concurrence of the Board, all Chairpersons of Committees, and serve as ex-officio member of all committees, and generally perform all duties normally expected of such an officer.

Section 3.

The Vice-President shall preside at all meetings of the TDC and the Board in the absence of the President , and shall perform such duties and functions as may, from time to time, be assigned by the President, as well as other duties usual to this office.

Section 4.

The Secretary-Treasurer shall be responsible for the minutes of all meetings of the TDC and the Board, and shall be responsible for the safekeeping of all minutes, corporate records of the TDC, and the Corporate Seal. He or she shall give notice of all meetings, as required. The Secretary-Treasurer shall be responsible for the recording of all financial transactions of the TDC, and for all other tasks usual to this office.

Section 5.

The Executive Director shall be a person appointed by the President , with the concurrence of the Board. He or she may be compensated by the TDC under terms agreed upon by the Board. The Executive Director's, function may include any of the functions usually carried out by the Secretary-Treasurer, except that the Secretary-Treasurer will still retain ultimate responsibility for said functions under these By-Laws.

Section 6.

The Chairman of each of the following six Standing Committees shall be appointed by the President with the concurrence of the Board, and shall serve at the Board's discretion.

- a) Annual Competition
- b) Budget/Finance
- c) Membership
- d) Program/Education
- e) Publicity
- f) Traveling Exhibit

Section 7.

Routine duties of any officer or committee, with the specific authorization of the Board, may be delegated to an individual or management organization employed by the Board, and that individual or organization may be compensated under terms agreed upon by the Board.

ARTICLE VI.

ELECTION PROCEDURE

Section 1.

A Nominating Committee of three (3) regular members, two of whom may be members of the Board, shall be appointed by the President with the concurrence of the Board. This committee shall nominate a slate of at least ten (10) regular members to serve on the Board, three (3) of whom they will nominate for the offices of President, Vice-President and Secretary-Treasurer.

Section 2.

The Secretary-Treasurer, at least thirty (30) days before the annual members' meeting shall mail or e-mail to the regular membership a ballot listing the names selected by the Nominating Committee. At the same time the Secretary-Treasurer shall notify the regular membership of the date, place and time of the Annual Meeting, as determined by the Board. The ballot sent to regular members will provide adequate provision for write-in votes for all positions.

Section 3.

Such ballots as are received at the TDC office on or before the close of business of the day before the Annual Meeting shall be valid, and shall be opened and tallied at the Annual Meeting by tellers there named by the President. In addition, regular members attending the meeting may vote in person, over-riding their ballots received. The Secretary-Treasurer will then announce the final vote.

Section 4.

All officers shall hold office for one year and shall assume office on the July 1st following their election. All directors shall hold office for a two-year term, and cannot hold office more than two consecutive terms.

Section 5.

Votes on all matters and at all meetings of the TDC, and of any unit of the TDC, must be cast in person, except as these By-Laws make specific provision for mail/e-mail ballot voting.

Section 6.

The President, with the agreement of the Board, shall fill any vacancy on the Board for the unexpired term of that position.

Section 7.

Should the Chairman be unable to serve on the Board, the President , with the agreement of the Board, shall appoint a replacement to fill that vacancy for its unexpired term, but as director-at-large and not as a Chairman.

ARTICLE VII.

DUTIES AND COMPOSITION OF COMMITTEES

Section 1.

It shall be the duty of each committee of the TDC to fulfill the traditional and historic obligations of that committee within the TDC; and such other duties as may be delegated to it by the Board.

Section 2.

Committee Chairpersons shall select the members of their committees, and shall advise the Board of the names of the members who have agreed to serve on their respective committees. A member may serve on more than one committee.

Section 3.

The Membership Committee shall consist of a minimum of three regular members, two of whom shall be members of the Board.

Section 4.

The Budget /Finance Committee shall consist of a minimum of three regular members, including the Secretary-Treasurer as Chairperson.

ARTICLE VIII.

MEETINGS

Section 1.

The Annual Meeting of the members for the election (by regular members) of the Board of Directors and its officers, and for such other business as may be appropriate, shall be held during April each year, or at such other time as the Board may designate.

Section 2.

The Board may call a special members' meeting, provided notice of the meeting, stating its place, date, time and purpose, is mailed or e-mailed to the membership at least fifteen (15) days prior to such meeting.

Section 3.

Should a portion of the regular membership, on its own initiative, wish to have a special meeting called, a request signed by 25 % of the regular membership, and delivered to the Secretary-Treasurer, shall cause a meeting to be called, following the procedure outlined above.

Section 4.

A quorum for all regular and special meetings of the members shall consist of 15 % or more of the regular members in good standing.

Section 5.

All matters of procedure shall be based on Roberts' Rules of Order.

ARTICLE IX. FINANCES

Section 1.

Members shall pay annual dues at rates to be established by the Board. Dues may vary between classes of members, at the discretion of the Board. Special assessments may be levied by the Board, but are subject to approval by two-thirds of the full Board.

Section 2.

All dues shall be payable annually on the first of January for the ensuing year or from the first of July through June 30th.

Section 3.

When a member's dues are in arrears for sixty (60) days, the Secretary-Treasurer shall notify the member. At the discretion of the Board, any member whose dues are in arrears for more than six (6) months will cease to be a member, upon written/e-mailed notice sent by the Secretary-Treasurer.

Section 4

Any member suspended for nonpayment of dues, or who had resigned while owing dues, may be reinstated upon written application addressed to and approved by the Board, and the payment of all dues outstanding, as well as current dues.

Section 5.

Any member who, while in good standing, has resigned, may apply to be reinstated.

Such reinstatement will be effected by approval of the Membership Committee and the Board.

Section 6.

All checks, notes or other evidences of indebtedness of this organization shall be signed by any two of the following persons: President; Vice-President; Secretary-Treasurer, or by any one of the above officers with the counter-signature of a specifically authorized employee or agent of the TDC, such as the Executive Director.

Section 7.

Neither the Board nor the officers of the TDC shall have authorization to borrow money or make loans in the name of the TDC, without the approval of two-thirds of the regular membership.

Section 8.

No person or Committee shall have the authority to commit or expend TDC funds without the authority of the Board.

ARTICLE X.

AMENDMENTS

Any article or section of these By-Laws may be amended by a majority vote of the full regular membership, voting by mail/e-mail ballot or in-person.

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Amended May 01, 2011