

# Cosplay Photo Shoots Guild

## Bylaws

Adopted May 20, 2018

### **ARTICLE I — Name**

The name of the Special Interest Group (SIG) is “Cosplay Photo Shoots Guild”.

### **ARTICLE II — Description**

The SIG is a not-for-profit educational organization that serves the cosplay and cosplay photography community. It is an organization of the International Costumers' Guild, Inc., a 501(c)(3) non-profit under United States tax law (EIN: 52-1656188).

### **ARTICLE III — Mission**

Cosplay Photo Shoots Guild is a fun, positive, and encouraging group that exists to cultivate the arts of cosplay and cosplay photography by hosting events open to interested participants. The SIG plans events and provides online platforms to help participants improve their craft with collaborative cosplay photography. Our objectives are to:

- Encourage and facilitate the study, appreciation, creation, and wearing of cosplay costumes as an art form.
- Encourage and facilitate the study, appreciation, creation, and editing of cosplay photography as an art form.
- Encourage participation and education within the diverse cosplay and photography communities by sponsoring how-to workshops, online tips, and costumed events.
- Facilitate portfolio creation for cosplayers and photographers.

### **ARTICLE IV — Limitations**

The SIG shall not engage in activities that are not in furtherance of its stated purposes nor in opposition to the grounds which qualify it for exemption from Federal Income Tax under section 501(c) of the United States Internal Revenue Codes, as amended.

## **ARTICLE V — Location**

The mailing address of the SIG shall be that of the one of the Board of Directors. If this is outside the Washington D.C. area, the board shall appoint a 'resident agent' in the Washington D.C. area to handle legal correspondence with the State.

## **ARTICLE VI — Members**

**Section 1.** Membership shall consist of the Board of Directors.

**Section 2. Dues.** Members of this SIG shall be already members of the ICG with dues paid to the ICG via a chapter membership. At this time, there are no annual SIG dues. This may be altered by a Board of Directors vote in future if deemed necessary.

**Section 4. Member information.** Members must provide the Secretary with their name, postal address, email address, and telephone number. The primary means of formal communication with members shall be through email. The Secretary shall be responsible for maintaining a roll of members and for determining total membership, and for maintaining the security and privacy of member information. Members are responsible for ensuring that their information maintained by the Secretary is accurate and up-to-date.

**Section 5. Termination of membership.** Membership shall terminate if the member resigns as a member of the Board of Directors. Membership may also be terminated by the Board of Directors for violations of the SIG's Code of Conduct, as approved by the Board.

## **ARTICLE VII — Board of Directors and Officers**

**Section 1. Board of Directors.** The Board of Directors shall consist of seven people - the four Officers of the SIG and three Directors-at-Large. This Board shall conduct the SIG's business and manage its property, except as otherwise provided by statute, or these Bylaws. The board receives no compensation other than reasonable expenses.

**Section 2. Election.** The Board of Directors shall select Officers and Directors-at-Large whose terms expire, at the annual meeting, with agreement of all Board members. If consensus cannot be reached, new officers shall be elected by majority vote of all Board members.

**Section 3. Vacancies.** When a vacancy on the board exists mid-term, the secretary shall accept nominations for new members from present Board members two weeks in advance of a quarterly board meeting. These nominations shall be sent out to Board

members with the regular Board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular Board member's term.

**Section 4: *Term.*** The term for members of the Board of Directors shall be two years with staggered renewals with one half of the number of Officers rotating off, beginning at the Annual meeting of the year in which the balloting was completed, and will continue until such time of the Annual Meeting one year hence. The term for Officers shall be one year, to allow for transition of duties.

**Section 5: *Officers and Duties.***

- a) *President* — Duties include convening and presiding at meetings and taking general charge of the activities of the SIG.
- b) *Vice President* — Duties include assisting the President in the furtherance of the President's duties. In the event of the absence of the President, the Vice President shall assume the duties of the President.
- c) *Secretary* — Duties include notifying the SIG members of meetings, making a record of meetings, and publishing meeting minutes. The Secretary shall handle the filing of all legal correspondence of the SIG, and shall report SIG membership information to the ICG as required.
- d) *Treasurer* — Duties include maintaining the funds of the SIG in good order and securely. The Treasurer shall receive all monies payable to the SIG deposit them in such bank as approved by the Board of Directors, and make payments as approved by the Officers. The Treasurer shall maintain proper books and records showing receipts and expenditures on behalf of the SIG. The Treasurer shall make a report at each board meeting. The SIG funds will be held in an account with the Treasurer and President being the only members of the club able to disperse funds.

**ARTICLE VIII — Standing Committees**

**Section 1.** The Standing Committees of the SIG and their functions shall be:

- a) D.C. Cosplay Photo Shoots Event Committee - shall arrange cosplay photo shoot events, workshops, demonstrations, etc. in the Washington D.C. region.
- b) D.C. Cosplay Photo Shoots Social Media Committee - shall manage social media presence for the SIG in the Washington D.C. region.

**Section 2. *Standing Committee Guidelines.*** Guidelines, duties, and responsibilities for each standing and each special committee shall be specified by the SIG Board of Directors, and may change from time to time, according to the needs and goals of the SIG. The job descriptions of the standing committees should not be kept in the Bylaws. The SIG Board of Directors should have the flexibility to adjust the duties and not require a change in the Bylaws requiring a vote of the membership. The SIG Secretary should have completed job descriptions for each standing committee that should be reviewed by the Board of Directors each year.

**Section 3. *Standing Committee Membership.*** The Board of Directors shall appoint staff members to the standing committees at quarterly meetings, as necessary.

## **ARTICLE IX— Member Meetings**

**Section 1. *Annual meeting.*** The annual meeting the SIG shall be held at a place designated by the Board of Directors of the SIG during the second quarter meeting, for the election of officers and transaction of such business as may come before the meeting. The date and location for the annual meeting shall be established by the Board of Directors of the SIG, by the end of the first quarter of the fiscal year.

**Section 2. *Quarterly meetings.*** Quarterly meetings of the members of the SIG shall be held at a place designated by the Board of Directors of the SIG, to discuss event planning. The date and location for the quarterly meetings shall be established by the Board of Directors of the SIG, by the end of the prior quarter.

**Section 3. *Special meetings.*** Special meetings of the members of the SIG may be called at any time by the President of the SIG, or by a majority of the Board of Directors, upon a filing with the Secretary of a written request for such a meeting.

**Section 4. *Notice.*** Written notice of quarterly meetings shall be given by the Secretary to each SIG member, either personally, by mail or by electronic communication, not less than thirty (30) days before the meeting. Written notice of a special meeting shall be given by the Secretary to each SIG member, either personally, by mail or by electronic communication, not less than two (2) weeks before the meeting.

**Section 5: *Quorum.*** At all meetings, SIG members that are present shall constitute a quorum.

**Section 6. *Majority.*** All questions, except the amendment of the Bylaws and other matters specifically regulated, shall be determined by a majority of the votes cast.

## **ARTICLE X — Board of Directors Meetings**

**Section 1. *Actions of the Board.*** The Board of Directors may exercise all such powers of the SIG and do all such lawful acts and things as statute or these Bylaws do not direct or require be exercised or done by the SIG members.

**Section 2. *Meetings of the Board.*** The Board of Directors meetings can take place either in a physical location at a specified time and place, or through an online group separate from the general membership online group.

**Section 3. *Board minutes.*** Minutes of Board of Directors meetings shall be made available to all SIG members. If the Board conducts meetings through an online group, the group shall be readable by SIG members. Excluded from this requirement are issues that must be discussed in closed session for reasons of confidentiality.

**Section 4. *Quorum.*** At all meetings, those Board of Directors members present shall constitute a quorum.

**Section 5. *Majority.*** All questions and other matters specifically regulated, shall be determined by a majority of the votes cast.

## **ARTICLE XI – General Provisions**

**Section 1. *Fiscal year.*** The fiscal year of the SIG shall be the same as the fiscal year of the International Costumers' Guild (ICG). This is stated as "January 1 of each year" in the ICG Bylaws dated 1992.

**Section 2. *Amendments.*** The Bylaws of the SIG may be altered, amended, or repealed at any meeting of the members of the SIG by a two-thirds majority vote of the SIG members, represented either in person or by proxy, provided that the proposed action is inserted in the notice of the meeting and that the notice is delivered to each SIG member, either personally, by mail or by electronic communication, not less than thirty (30) days before the meeting.

**Section 3. *Dissolution.*** In the event of the dissolution of the SIG, all assets remaining after payment of all obligations shall be distributed exclusively for charitable, educational, and scientific purposes to organizations organized and operated for such purposes and exempt from Federal Income Tax under provision of Section 501(c) of the Internal Revenue Code, as amended.

**Section 4. *Waiver of notice.*** Wherever these Bylaws requires notice of any meeting of the SIG Members or the Board of Directors, the meeting may be held without giving

such notice, if seventy-five percent (75%) of all the members of the SIG or every Board member waives that requirement.