

GOVERNING DOCUMENT OF THE GREATER DELAWARE VALLEY COSTUMER'S GUILD

ADOPTED DECEMBER 7, 2008; AMENDED 8/31/2009; AMENDMENTS ADOPTED
9/17/2009

ARTICLE I – NAME

The name of this organization is the Greater Delaware Valley Costumer's Guild. It also refers to itself as "the Phrynge".

ARTICLE II – DEFINITIONS

- a) Organization refers to the Greater Delaware Valley Costumers' Guild.
- b) Corporation refers to the Organization, if it is incorporated. Clauses regarding the Corporation, shown in italics, become active if we incorporate.
- c) ICG refers to the International Costumers' Guild
- d) Commonwealth refers to "The Commonwealth of Pennsylvania"

ARTICLE III – LOCATION

The mailing address of the Organization shall be that of the Secretary. *If this is outside the Commonwealth, a 'resident agent' in Pennsylvania shall be appointed to handle legal correspondance with the Commonwealth.*

ARTICLE IV – STATEMENT OF INTENT

The intent of this document is to formally organize the existing chapter of the ICG into an unincorporated society of historical, fantasy and science-fiction costume designers and constructors for educational purposes under the aegis of and in accordance with the By-Laws of the International Costumers' Guild.

ARTICLE V – PURPOSES AND LIMITATIONS

- a) Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- b) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by any organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VI – MEMBERS AND DUES

SECTION I – MEMBERS

Membership in the Organization is open to all individuals or corporations who subscribe to this document. The officers shall define the membership classes.

SECTION II – DUES

The officers of the Organization may assess dues for each class of membership, as they are established, with the approval of the majority of the members voting. Dues are payable annually with the membership year being the same as the fiscal year.

ARTICLE VII – MEMBERSHIP MEETINGS

- a) The annual meeting of the members of the Organization shall be held at a place designated by the officers of the Organization, within the fiscal year, for the election of officers and transaction of

such business as may come before the meeting. Written notice of the place and time of the annual meeting shall be given by the Secretary to each members, either personally, by mail or electronic communication, not less than thirty (30) days before the meeting.

- b) Special meetings of the members of the Organization may be called at any time by the President of the Organization, or by a majority of the Executive Committee, upon a filing by five percent (5%) of the membership with the secretary of a written request for such a meeting. Up[on the calling of any special meeting, the Secretary shall give notice of such special meeting to each member, either personally, by mail or by electronic communication, not less than thirty (30) days before the meeting.
- c) At all meetings, those present shall constitute a quorum.
- d) All questions, except the amendment of the Governing Document, and other matters specifically regulated, shall be determined by a majority of the votes cast.

ARTICLE VIII – OFFICERS

For the purposes of this document, the use of the word “man” or “men” in connection with an officer title will indicate both the male and female gender.

- a) Elections – the officers of the Organization shall be elected at the annual meeting of the Organization. Any officer may be removed at any time by an affirmative vote of two thirds (2/3) of the membership. Vacancies among the officers shall be filled by appointment by a majority of the remaining officers.
- b) Officers and Duties –
 - 1) President – Duties include presiding at meetings and taking general charge of the Organization. *The President is also President of the Corporation.*
 - 2) 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.
 - 3) Secretary – Duties include notifying the members of meetings and taking minutes at the meetings. The Secretary shall handle the filing of all legal correspondence of the Organization. *The Secretary is also the Clerk of the Corporation.*
 - 4) Treasurer – Duties include maintaining the funds of the Organization in good order and security. The Treasurer shall receive all monies payable to the Organization, deposit them in such bank as approved by the officers, and make payments as approved by the officers. The Treasurer shall maintain proper books and records showing receipts and expenditures on behalf of the Organization. The Treasurer shall handle the filing of all financial reports of the Organization. *The Treasurer is also the Treasurer of the Corporation.*
- c) Term – the term for officers shall be two years, beginning at the Annual meeting of the year in which the balloting was completed, and will continue until such time as the Annual meeting two years hence.

ARTICLE IX – EXECUTIVE COMMITTEE

The Executive Committee shall consist of the officers of the Organization and others appointed by the officers to perform specific organizational tasks.

ARTICLE X – FISCAL YEAR

The fiscal year of the Organization 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.

ARTICLE XI – AMENDMENTS

The Governing Document of the Organization may be altered, amended, or repealed at any meeting of the members of the Organization by a two-thirds (2/3) majority vote of all the 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 members, either personally, by mail or by electronic communication, not less than thirty (30) days before the meeting.

ARTICLE XII – DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501©(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or

to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Approved this date _____.

Charles Whitney, President

Sharon Whitney, Vice-President

Robert Himmelsbach, Treasurer

Victoria Warren, Secretary