

Bylaws

Bylaws of the NoVA Costumer's Guild
Adopted August 5, 2015

ARTICLE I — Name

The name of the Organization is the NoVA Costumer's Guild.

ARTICLE II — Description

The NoVA Costumer's Guild is a not-for-profit educational organization that serves the costuming community in the Northern Virginia region of the State of Virginia. It is a Chapter of the International Costumers' Guild, Inc., a 501(c)(3) non-profit under U.S. tax law (EIN: 52-1656188).

ARTICLE III — Mission

The mission of the Organization is to encourage and facilitate the study, appreciation, creation and wearing of costumes as an art form. Our objectives are to:

- Encourage participation and education within the diverse costuming community by sponsoring how-to workshops, seminars, sewing circles and costumed events, throughout the Northern Virginia area in the State of Virginia.
- Provide community service by acting as a resource for costuming appearances and displays, lectures, workshops and demos. Offer these resources to schools, museums, historical societies, preservation associations, fan conventions and other public and private organizations.
- Provide a public forum for the discussion of costume, and related subjects through publications, the Internet, and activities in the community.
- Offer a visual representation of costume art in the community through the sponsoring of costumed events.

ARTICLE IV — Limitations

The Organization 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 Internal Revenue Codes, as amended.

ARTICLE V — Location

The mailing address of the Organization shall be that of the Secretary. If this is outside the State of Virginia, a 'resident agent' in the State of Virginia shall be appointed to handle legal correspondence with the State.

ARTICLE VI — Members

Section 1. *Becoming a member.* Membership in the Organization is open to all individuals who subscribe to these bylaws and pay the Dues of the Organization. Classes of membership shall be determined by the Board of Directors. Members of the Organization also become members of the International Costumers Guild (ICG).

Section 2. Dues. The Dues of the Organization shall be determined by the Board of Directors. Dues are payable annually with the membership year ending at the end of the month one year after the Dues payment was received. Dues are payable to the Treasurer or a designated payment agent. The Treasurer shall forward the ICG portion of the Dues to the ICG Treasurer upon payment.

Section 3. Member information. Members must provide the Secretary with their name, and postal address, and optionally their email address and telephone number. The primary means of communications 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.

Section 4. Termination of membership. Membership shall terminate if the member has not paid the Dues of the Organization for at least thirty (30) days after the end of the month one year after Dues payment was received. Membership can be reinstated by paying the Dues of the Organization. Membership may also be terminated by the Board of Directors for violations of the Organization'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 the Officers of the Organization. Board shall conduct the Chapter's business and manage its property, except as otherwise provided by statute, or these Bylaws.

Section 2: Elections – Officers shall be members who are elected at the annual meeting of the Organization. An Officer may be removed at any time by an affirmative vote of two thirds (2/3) of the membership. An Officer whose membership is terminated for violations of the Organization's Code of Conduct can no longer serve as an Officer. Vacancies among the Officers shall be filled by appointment by a majority of the remaining Officers.

Section 3: Term. The term for Officers shall be one year, 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.

Section 4: Officers and Duties.

a) *President* — Duties include presiding at meetings and taking general charge of the activities of the Organization. The President shall also be the Chapter's representative on the ICG Board of Directors.

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. The Vice President shall be the Chapter's alternate representative on the ICG Board of Directors, should the president be unavailable to perform such duties.

c) *Secretary* — Duties include notifying the members of meetings, making a record of meetings, and publishing meeting minutes. The Secretary shall handle the filing of all legal correspondence of the Organization, and shall report membership information to the ICG as required.

d) *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 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 Organization. The

Treasurer shall handle the filing of all financial reports of the Organization, and remit dues to the ICG as required.

ARTICLE VIII — Member Meetings

Section 1. *Annual meeting.* The annual meeting of the members of the Organization shall be held at a place designated by the Board of Directors of the Organization, within the fiscal year, for the election of officers and transaction of such business as may come before the meeting.

Section 2. *Special meetings.* 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 Board of Directors, upon a filing by five percent (5%) of the membership with the Secretary of a written request for such a meeting.

Section 3. *Notice.* Written notice of the place and time of the annual meeting or a special meeting shall be given by the Secretary to each member, either personally, by mail or by electronic communication, not less than thirty (30) days before the meeting.

Section 4: *Quorum.* At all meetings, those present shall constitute a quorum.

Section 5. *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 IX — Board of Directors Meetings

Section 1. *Actions of the Board.* The Board of Directors may exercise all such powers of the Organization and do all such lawful acts and things as statute or these Bylaws do not direct or require be exercised or done by the 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 members of the Organization. If the Board conducts meetings through an online group, the group shall be readable by members of the Organization. Excluded from this requirement are issues that must be discussed in closed session for reasons of confidentiality.

Section 4: *Quorum.* At all meetings, those 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 X – General Provisions

Section 1. *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.

Section 2. *Amendments.* The Bylaws of the Organization may be altered, amended, or repealed at any meeting of the members of the Organization by a two-thirds 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 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 Organization, 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 or any statute requires notice of any regular or special meeting of the Members or the Board of Directors, respectively, the meeting may be held without giving such notice, if seventy-five percent (75%) of all the members of the Chapter or every Board member waives, in writing, that respective requirement. Such written waiver may be executed in one or more counterparts so long as the requirements for a three-quarters majority vote of all the members and a unanimous vote of all the Officers have been complied with.