

# BYLAWS OF COSTUMER'S GUILD WEST, INC.

## ARTICLE I - NAME

The Name of this organization shall be Costumer's Guild West (hereinafter referred to as "CGW").

## ARTICLE II - OBJECTIVES

The objectives of this organization shall be:

- A. To serve the community at large which includes, but is not limited to, the State of California (hereinafter "community").
- B. To promote the educational, cultural, literary, artistic and theatrical advancement of costume design and construction, and the influence of costume (clothing), fabrics, technology and design upon societies and cultures, as well as the effects of the mores of societies and cultures upon the choice of costume design, colors and fabrics in the community at large.
- C. To promote community goodwill toward the costuming community by providing informational, technical, and research assistance to schools, theatrical groups, and other public and private institutions and organizations.
- D. To provide a public forum for the discussion of costume, clothing, and other related subjects through publications, conferences, and other special projects and activities in the community.

## ARTICLE III – OFFICES

**Section 1.** The principal office of CGW for the transaction of its business shall be located in Los Angeles County, California.

**Section 2.** The organization may also have offices at such other places both within and without the State of California as the members may from time to time determine or the business of the organization may require.

## ARTICLE IV - FISCAL YEAR

The fiscal year shall commence on the first day of October and shall end on the last day of September.

## ARTICLE V – POLICIES

**Section 1.** This organization shall be nonsectarian, nonprofit, and nondiscriminatory on the basis of race, creed, color, national origin, handicap, gender, or sexual orientation.

## ARTICLE VI – MEMBERSHIP

**Section 1.** CGW shall have one type of membership, with all members holding the same rights, privileges, restrictions and conditions, except as expressly provided in the Articles of Incorporation or Bylaws of CGW. Privileges include the right to vote, to hold office if over 18 years of age, to receive all organization mailings, and to receive discounts for conferences and other events sponsored by CGW.

**Section 2.** Voting membership in the organization shall be open to all persons 13 years of age or over.

**Section 3.** All members who have paid the appropriate dues shall be considered voting members of the organization.

**Section 4.** It is the responsibility of each member to keep the Treasurer supplied with a current address to which correspondence shall be mailed.

**Section 5.** Dues for the organization shall be administered as follows:

- A. First payment must accompany application for membership. Payment for renewal of membership is due on the anniversary of the Treasurer's confirmation of membership.
- B. The amount of annual dues, whether for an individual or a household, shall be determined by the Board of Directors and adjusted from time to time as it deems necessary. The membership will be notified of any changes to the amount of annual dues at least 30 days prior to the change taking effect. Dues shall not be increased more than once in a fiscal year.
  1. Members sharing the same mailing address are eligible for a reduced "household" rate. One member of the household must pay the full rate as for an individual, while each additional member pays the household rate. In consequence of the reduced rate, households receive only one copy of CGW mailings, except in the case of a pre-mailed ballot, when each member of the household receives an individual ballot.
  2. Members residing outside the USA will pay dues and receive CGW mailings as set forth above for individuals or households, plus an amount to cover the cost of international postage.

## **ARTICLE VII – MEETINGS**

### **Section 1.** Annual Meeting

- A. An Annual Meeting (hereinafter "Meeting") shall be held on a day duly designated by the President and a majority of the Board of Directors.
- B. At least 30 days notice of this Meeting shall be mailed to all voting members' household address.
- C. This Meeting shall take place within the State of California.
- D. As much of the regular administrative business of CGW as can be accomplished shall be handled at this Meeting.
- E. Meetings of members shall be conducted by the President of CGW or, in his or her absence, by the Vice President of CGW or, in the absence of all of these persons, by a member of the CGW Board of Directors chosen by a majority of the voting members present.

- F. The Recording Secretary of CGW shall act as secretary for all meetings of members; in his or her absence, the presiding officer shall appoint another person to act as secretary for the meeting.
- G. Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of CGW, or with any provision of law.

## **Section 2. Special Meetings**

- A. Special meetings for the purpose of transacting such CGW business as cannot wait for the Annual Meeting may be called by the President, or a majority of the CGW Board of Directors, or by a vote of 25% of the voting members.
- B. If the special meeting is not called by the President, the President shall be notified in writing of the special meeting at least seven days in advance of the meeting. The proposed agenda for that meeting shall also be sent to the President at that time. Minutes of all special meetings shall be taken, published in the CGW newsletter, and mailed to all CGW households.
- C. In all other respects as to location and/or method of running, the special meeting shall comport with Article VII, Section 1.

## **Section 3. Quorum**

At all meetings of the membership a quorum shall be constituted if 15 members in good standing who are not current Board members are present, in addition to no fewer than two members of the Board of Directors.

## **Section 4. Voting**

- A. At all meetings of the membership, each member in good standing shall have one vote. All elections and questions shall be decided by a majority of the votes cast, except as shall be provided by law, the Articles of Incorporation, these Bylaws or the Standing Rules.
- B. In the event of a vote by pre-mailed or absentee ballot, each member in good standing shall receive one ballot. A member need not be present at the meeting for which a pre-mailed ballot was issued, but may submit it by mail no later than 8 days prior to the meeting, or, if it has been so designated on the ballot, by electronic medium.

## **ARTICLE VIII – BOARD OF DIRECTORS**

### **Section 1. Nominations and Elections**

- A. Any member in good standing over the age of 18 may nominate, or be nominated to be, an Officer or Director at Large of CGW. Nominations may be made in writing before the Annual Meeting, or from the floor at the Annual Meeting..
- B. Officers and directors shall be elected at the Annual Meeting.

## **Section 2. Offices**

- A. Officers – The officers shall be a President, Vice President, Recording Secretary, Treasurer, and Corresponding Secretary. Each officer shall be a member of the Board of Directors. No officer may hold more than one office per term.
- B. Directors – there shall be no more than four Directors-at-Large.

## **Section 3. Terms of office**

- A. The term of office for President and Treasurer shall be two years and shall overlap one another's, to ensure that at every annual election one of the two officers holding fiscal responsibility shall have had at least one year of experience in office.
  - 1. Election for President shall take place in even numbered years; election for Treasurer shall take place in odd numbered years.
  - 2. President and Treasurer may hold that office, if re-elected, for a maximum of two consecutive terms.
- B. The term of office for Recording Secretary, Vice President, Corresponding Secretary, and Director at Large is one year and may be held, if re-elected, for a maximum of four consecutive terms.
- C. All terms of office shall commence directly upon election, and shall endure until the next appointed annual meeting and election, regardless of whether more or less than an entire calendar year has elapsed.
- D. Should the Vice President be required to assume the office of President, or any member be appointed or elected to the Board due to a vacancy, the replacement term shall not be counted as part of that position's term limit.

## **Section 4. Vacancies.**

- A. In the event of death, resignation or incapacity of the President, the Vice President shall assume the office of President for the unexpired portion of the term.
- B. In the event of death, resignation or incapacity of any other Officer or Director, the Board of Directors shall appoint a replacement to fill the unexpired term if the time remaining is less than half the term. If more than half the term remains, a special election shall be held to fill the vacancy.

## **ARTICLE IX – COLLECTIVE DUTIES OF THE BOARD OF DIRECTORS**

**Section 1.** Each Officer and Director shall endeavor to advance the objectives of the organization as set forth in Article II.

**Section 2.** The business of the organization shall be conducted and the property of the organization shall be managed by its Board of Directors, except as otherwise provided by statute, the Articles of Incorporation, these Bylaws or Standing Rules.

**Section 3.** Any Officer or Director may be removed from office by the affirmative vote of a majority of the voting members of the organization, such vote to be taken at a special meeting called for that purpose.

**Section 4.** The Board of Directors must hold their meetings at such place and time as they mutually agree upon. The Board of Directors may hold such meetings by telephone or electronic communications equipment.

**Section 5.** A majority of the whole number of the Board shall constitute a quorum for the transaction of business at meetings of the Board of Directors. An affirmative vote of the majority of those present shall be necessary for the passage of any Resolution.

**Section 6.** Board members shall not receive any stated salary for their service as such.

## **ARTICLE X – INDIVIDUAL DUTIES OF OFFICERS AND DIRECTORS**

### **Section 1. President**

The President shall be the chief executive officer of the organization. He or she shall:

- A. Preside at all meetings of the organization and of the Board of Directors.
- B. Have day-to-day general and active management over the affairs of the organization and supervise the conduct of its business.
- C. Have the authority to sign and execute in the name of the organization all authorized deeds, mortgages, bonds, contracts, or other instruments.
- D. Act as an ex officio member of all committees.
- E. With the approval of the Board of Directors, appoint chairpersons for any special or standing committees, as well as a Parliamentarian.

### **Section 2. Treasurer**

He or she shall:

- A. Have custody of all the funds and securities of the organization and shall keep full and accurate account of receipts and disbursements in records belonging to the organization.
- B. Deposit all monies and other valuables in the name of and to the credit of the organization in such depositories as may be designated by the Board of Directors.
- C. Disburse such funds as ordered by the organization, upon appropriate authorization.
- D. Collect all dues from members, giving a proper receipt thereof.

- E. Maintain a complete file of all members' names, dues payment status, current mailing address, and other contact information.
- F. Render to the President regular accounts of all fiscal transactions as Treasurer, as well as the financial status of the organization and its assets. He or she shall also render such reports to the Board of Directors upon request.
- G. At each Annual Meeting present a report on the organization's financial status and the composition of its membership.
- H. File with appropriate government agencies all required financial reports.
- I. If so desired, work with a Board-approved bookkeeper or accountant in order to complete these duties.

**Section 3. Recording Secretary**

He or she shall:

- A. Attend all meetings of the membership and of the Board of Directors. If he or she is absent, the President may designate an alternate to serve in this capacity.
- B. Take and record accurate minutes of the proceedings of all meetings and submit copies of these minutes to the Board within 7 days of each meeting.
- C. Maintain a historical file of all documents relating to the organization, as well as a continually updated log of all Resolutions enacted by the Board.

**Section 4. Vice President**

He or she shall:

- A. Perform the duties of the President in the absence of the President.
- B. Assume the office of President for the unexpired term in case of death, resignation, or incapacity of the President.
- C. Coordinate CGW events and recruit assistants as needed to facilitate them.

**Section 5. Corresponding Secretary**

He or she shall:

- A. Conduct the correspondence of the organization.
- B. Give notice of the Annual Meeting to all members and notice of Board meetings to the Board of Directors.
- C. Report/read all pertinent communications from CGW members and other organizations.

- D. Take responsibility for editing and publishing the organization's newsletter. The Corresponding Secretary may select an assistant editor with the approval of the Board of Directors.

**Section 6. Director-at-Large**

He or she shall:

- A. Act as a conduit of information and communication between the membership and Board of Directors.
- B. Serve on committees and in other such capacities as assigned by the President and/or the Board of Directors.

**Section 7. Transition.**

Each Board member, except for the Treasurer, shall deliver to his or her successor immediately after retiring from office all accounts, books, papers and other property belonging to the organization. The Treasurer shall balance the accounts and surrender all records within 25 days of leaving office.

**ARTICLE XI - POWERS**

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in The Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

**ARTICLE XII - AMENDMENTS**

**Section 1.** Amendments to these Bylaws may be proposed by any member in good standing, the Board of Directors, or a Bylaws Committee.

**Section 2.** All proposed amendments must be sent in writing to the President at least 45 days in advance of the Annual Meeting or a special meeting.

**Section 3.** Copies of all proposed amendments shall be brought by their proposers to the Annual Meeting or a special meeting.

**Section 4.** These Bylaws may be amended by a majority vote of those voting at the Annual Meeting or at a special meeting.

**ARTICLE XIII - CONFLICTS OF INTEREST**

**Section 1.** Definition of Conflicts of Interest

A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence CGW policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any member of his immediate family (spouse, parents, children, brothers or sisters, and spouses of these individuals); or (c) any organization in which he or an immediate family member is a Director, trustee, officer, member, partner or more than 10% shareholder. Service on the board of another not-for-profit corporation does not constitute a conflict of interest.

**Section 2. Disclosure of Conflicts of Interest**

A Director or Officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the Director or Officer learns of the conflict; and (d) on the annual conflict of interest disclosure form. The Corresponding Secretary of CGW shall distribute annually to all Directors and Officers a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with CGW and whether the process for approval set forth in Section 3 of this Article was used.

**Section 3. Approval of Contracts and Transactions Involving Potential Conflicts of Interest**

A Director or Officer who has or learns about a potential conflict of interest should disclose promptly to the President of CGW the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any contract or transaction with CGW. All effort should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered into.

Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to CGW and the arrangements are consistent with the best interests of CGW. Fairness includes, but is not limited to, the concepts that CGW should pay no more than fair market value for any goods or services which CGW receives and that CGW should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to CGW.

**Section 4. Validity of Actions**

No contract or other transaction between CGW and one or more of its Directors or Officers, or between CGW and any other corporation, firm, association or other entity in which one or more of its Directors or Officers are Directors or Officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors or Officer or Officers are present at the meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such Director's or Officer's interest in such contract or transaction and as to any such common Directorship, Officership or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Director or Officers. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested Director or Officer should not be present at the meeting.

**Section 5. Employee Conflicts of Interest**

An employee of CGW with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to his supervisor. The employee shall thereafter refrain from participating in deliberations and discussion, as well as any decisions, relating to the matter and follow



the direction of the supervisor as to how the CGW decisions which are the subject of the conflict will be determined. The President shall be responsible for determining the proper way for CGW to handle CGW decisions which involve unresolved employee conflicts of interest. In making such determinations, the President may consult with legal counsel.

The President shall report to the Board at least annually concerning employee conflicts of interest which have been disclosed, and contracts and transactions involving employee conflicts which the President has approved.

## **ARTICLE XIV – COMPENSATION**

### **Section 1. Reasonable Compensation**

It is the policy of CGW to pay no more than reasonable compensation for personal services rendered to CGW by its Board members and employees. The Board of Directors of CGW shall not receive compensation for fulfilling their duties as Officers or Directors, although they may be reimbursed for actual out-of-pocket expenses which they incur in order to fulfill those duties. Expenses of spouses will not be reimbursed by CGW unless the expenses are necessary to achieve a CGW purpose.

### **Section 2. Approval of Compensation**

The Board of Directors must approve in advance the amount of all compensation for officers of CGW.

Before approving the compensation of an officer, the Board shall determine that the total compensation to be provided by CGW to the officer is reasonable in amount in light of the position, responsibility and qualification of the officer for the position held, including the result of an evaluation of the officer's prior performance for CGW, if applicable. In making their determination, the Board shall consider total compensation to include the salary and the value of all benefits provided by CGW to the individual in payment for services. At the time of the discussion and decision concerning an officer's compensation, the officer should not be present at the meeting. The Board shall obtain and consider appropriate data concerning comparable compensation paid to similar officers in like circumstances.

The Board shall set forth the basis for its decisions with respect to compensation in the minutes of the meeting at which the decisions are made, including the conclusions of the evaluation and the basis for determining that the individual's compensation was reasonable in light of the evaluation and the comparability data.

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