

# **BYLAWS OF THE SOUTHWEST COSTUMERS GUILD, INC.**

## **Article I: Name and Purpose**

### **§ 1: Name**

The name of this organization shall be the Southwest Costumers Guild, Inc., a Not for Profit Corporation.

### **§ 2: Purpose**

The character of affairs of the corporation will be a Not for Profit social and educational group that promotes all aspects of costume and textile arts. The Southwest Costumers Guild is an affiliation of professional and amateur costumers and costume fans, dedicated to educating the public on all aspects of costume and textile arts. We provide a public forum for the discussion of historical, theatrical and fantasy costume, clothing and other related subjects through meetings, publications, classes, conferences and other special educational projects.

## **Article II: Principal Office**

The principal office of the Southwest Costumers Guild, Inc. [hereinafter the Corporation] is in the City of Phoenix, Arizona. The mailing address is:

Southwest Costumers Guild, Inc.  
3016 East Palm Ln.  
Phoenix, AZ 85008

The Officer Board of the Corporation may change the principal office from one location to another. Any such change shall be noted by the Secretary opposite the Secretary's copy of this document, but shall not be considered an amendment to these Bylaws.

## **Article III: Membership**

### **§ 1: Definitions**

A. "General Member" is a voting member who has paid the General Membership dues for the current period or who resides in a household that has paid the Household Membership dues for the current period and is designated as one of the two voting General Members for that household.

B. "Honorary Member" is a non-voting member who has nominated for the distinction by the Officer Board or by a petition signed by at least five General Members. Honorary Membership is intended to reward outstanding services to the Corporation or to honor a person whose life and actions exemplify the principles and goals of the Corporation. Honorary Members shall not have the obligation to pay dues or fees. The Officer Board, by a majority of Officers present at a regular meeting, may grant an Honorary Member status as a General Member. Upon such action, the Honorary Member is considered a General Member for the purpose of these Bylaws and shall have the same rights and obligations as a General Member, except for the obligation to pay annual General Membership dues.

## **§ 2: Dues**

A. All members except Honorary Members shall pay annual dues, and no dues shall be refunded. Dues may also be collected for membership in the International Costume Guild, and forwarded on to that organization.

B. Prior to November in each calendar year, the Officer Board shall determine the amounts of the General Membership and Household Membership dues for the following year. Payment of the General Membership dues shall entitle a single person as a General Member. Payment of the Household Membership dues shall entitle a household to designate two people as General Members.

## **Article IV: Officer Board**

### **§ 1: Number and Qualifications**

A. The authorized number of Officers shall be four, although more could be added if deemed appropriate by the other members of the Officer Board. Any such change shall be noted by the Secretary opposite the Secretary's copy of this document, but shall not be considered an amendment to these Bylaws.

B. At the time of their election, and continuously during their term of office, each Officer shall be a General Member of the Corporation, at least eighteen years of age, and otherwise legally competent. An Officer who fails to meet these requirements, as attested to by a majority vote of the Officers present at a regular or special meeting, shall be notified in writing and shall be deemed to have resigned.

C. Officers shall attend all regular and special meetings of the Corporation unless excused for good cause. An Officer who fails to attend four or more meetings without good cause, as attested to by a majority vote of the Officers present at a regular or special meeting, shall be notified in writing and shall be deemed to have resigned.

### **§ 2: Officers**

A. The President is the executive officer of the Corporation and shall have general supervision, direction, and control of the affairs of the Corporation. The President shall preside at all meetings of the Corporation and shall speak for the Corporation to other organizations unless a representative is appointed to do so. The President shall appoint, serve on, and disband all committees and shall appoint other positions as necessary.

B. The Vice President, in the absence of the President, shall temporarily assume the rights, duties, and limitations of the President at any meeting of the Corporation.

C. The Secretary shall be responsible for the recording of the minutes of all meetings of the Corporation, including attendance. The Secretary shall ensure the minutes of each regular meeting are available at least two weeks before the next regular meeting. A copy of all minutes shall be available at all regular meetings. The Secretary shall maintain and be responsible for providing official copies of all the non-financial records of the Corporation and shall initiate correspondence authorized by the Officer

Board. In the Secretary's absence, the President may appoint another Officer to act as Secretary Pro Tempore.

D. The Treasurer shall maintain all financial records of the Corporation and shall receive, disburse, and account for all funds of the Corporation. The Treasurer shall present a statement of the financial status of the Corporation at each regular meeting. The Treasurer shall maintain records of membership and when dues are paid. The financial records of the Corporation shall be accessible to any member at all regular meetings of the corporation and within one week of presentation of reasonable demand. In the event neither the President nor the Vice President is able to attend a meeting of the corporation, the Treasurer will be empowered to run the meeting.

E. Any one person shall not hold more than one of these offices at a time.

### **§ 3: Election and Term of Office**

Officers shall be elected annually in December in accordance with Article IV of these Bylaws. The term of office shall be one year. Officers shall take office on January 1 following their election and shall continue in office until December 31 of the following calendar year.

### **§ 4: Removal From Office**

Any Officer may be removed from office for cause upon petition in writing specifying such cause signed by at least five General Members, and the voting will occur at the next special meeting.

### **§ 5: Vacancies**

Any vacancy in an Officer position caused by death, resignation, or removal of an Officer shall be filled by a special election conducted, to the greatest extent practicable, in accordance with Article IV of these Bylaws. An Officer elected to fill a vacancy shall take office immediately upon election and shall serve until the normal end of the predecessor's term.

### **§ 6: Fees and Compensation**

Officers shall receive no compensation for their services, but may receive such reimbursement for expenses as may be determined by the Officer Board.

### **§ 7: Presumption of Assent**

An Officer who is present at a meeting of the Corporation at which any action on any corporate matter is taken shall be presumed to have assented to the action unless his or her dissent shall be voted, entered in the minutes of the meeting, or filed with the Secretary before the adjournment of the meeting. Such right of dissent shall not apply to an Officer who voted in favor of such action. A vote of abstention shall be counted towards the majority of votes received on a matter, but recorded as an abstention.

## **Article V: Election of Officers**

### **§ 1: Nominations**

A properly nominated candidate is one who has been nominated, has had the nomination seconded, and has accepted the nomination.

### **§ 2: Voting Procedures**

- A. Elections shall take place by vote at the regularly scheduled meeting.
- B. General Members shall vote only for properly nominated candidates who have not been dropped from consideration.
- C. Any candidate receiving more than fifty percent (50%) of the votes cast shall win.
- D. In the event no candidate receives more than fifty percent (50%) of the votes cast, the candidate or candidates tied with the lowest number of votes shall be dropped from the ballot, as shall any candidate not named on at least fifteen percent (15%) of the ballots. If all remaining candidates are tied equally, none shall be dropped. After all applicable candidates have been dropped, there shall be another round of voting with the remaining candidates. If no candidate receives more than fifty percent (50%) of the votes cast in the second round of voting, the Officer Board shall determine the winner by majority vote at a special meeting called for such purpose.

## **Article VI: Meetings of the Corporation**

### **§ 1: Regular and Special Meetings**

- A. Regular meetings of the Corporation shall be held several times a year, as determined by the President. Notice of the date, time, and location or venue of the meeting shall be communicated to the members not less than fourteen (14) calendar days before the meeting.
- B. Special meetings of the Corporation may be held at other times as approved by the Officer Board. Notice of the date, time, location or venue, and agenda of the special meeting shall be communicated to the members not less than seven (7) calendar days before the meeting.
- C. Meetings of the Officer Board shall be scheduled at least once per quarter.

### **§ 2: Quorum**

No fewer than three General Members must be present for the transaction of any business at any meeting of the Corporation. No fewer than three members of the Officer Board must be present for the transaction of any business at an Officer Board meeting.

### **§ 3: Business of the Corporation**

- A. General Members may vote on all general and special business of the Corporation.
- B. Unless otherwise specified by these Bylaws or the Standing Rules, a simple majority of those voting shall be sufficient to decide a vote. A vote of abstention on a matter of general business shall be counted towards the majority of votes received on that matter, but recorded as an abstention.
- C. All business involving the expenditure of funds of the Corporation shall be approved by a majority of the Officers present at the meeting.
- D. Special business shall be changes to the Bylaws, termination of a membership, removal of an Officer, or any matter so declared by the Officer Board, the President, or a majority vote of the General Members present at the meeting. Special Business also includes starting or adopting an existing activity or any other new activity allowed by these Bylaws. Special Business shall be decided by a simple majority of the votes cast.

## **Article VII: Miscellaneous**

### **§ 1: Order of Business**

The preferred order of business is:

- A. Call to Order
- B. Introduction of Guests
- C. Reading of Minutes
- D. Treasurer's Report
- E. Committee Reports
- F. Old Business
- G. New Business

H. Announcements, including announcement of the date, time, and location of the next regular meeting and any special meetings

- I. Adjournment

The President may require new business be submitted in writing to the Secretary before the meeting. The President may alter the order of business at his or her discretion.

### **§ 2: Publications**

The Corporation shall maintain a website and online forums in the name of the Southwest Costumers Guild. The Corporation may also do a newsletter.

### **§ 3: Use of Corporation Name or Property**

Use of the Corporation name or property shall be allowed at the sole discretion of the Officer Board.

### **§ 4: Execution of Documents**

The Officer Board may authorize any officer(s) or agent(s) to enter into a contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to the specific instances. Unless so authorized by the Officer Board, no officer or member of the Corporation may enter into any contract for the Corporation or any of its entities, pledge its credit, or render it liable for any purpose or to any amount.

### **§ 5: Inspection of Bylaws**

The Secretary shall ensure that a current copy of these Bylaws are available at all meetings of the Corporation.

## **Article VIII: Gifts**

The Officer Board may accept on behalf of the Corporation any gift, contribution bequest, or devise for the general purposes, or for any special purpose(s), of the Corporation. Property, real or otherwise, will be preserved and/or stored by the Officer Board until such time as a disposition can be

determined. The Corporation has the right to dispose of or to utilize any gift, contribution, bequest, or device as it sees fit within the bounds of the Articles of Incorporation and the Bylaws of the Corporation.

**Article IX: Standing Rules or Other Additional Guidelines**

Standing Rules of the Corporation, including provision for job descriptions of such appointed positions as webmaster, may be adopted or amended if proposed in writing by at least five General Members or by a resolution of the Officer Board. Upon approval, the proposed Standing Rule(s) or amendment(s) shall be considered adopted and take effect immediately unless otherwise specified in the proposal. Guidelines, other policies and procedures may be documented in manuals as deemed appropriate.

**Article X: Amendments to the Bylaws**

Amendments to the Bylaws must be proposed in writing and signed by at least five General Members, and voted on at the next meeting, unless otherwise indicated. Upon approval, the proposed amendment(s) shall be considered adopted and take effect immediately unless otherwise specified in the proposal.

APPROVED as amended this \_\_\_ day of \_\_\_\_\_, 20\_\_.

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*Name of Signer, Official Position*