

**By-Laws of the Costumer's Guild West, Inc.**  
Approved at General Meeting, August 2007

**ARTICLE I - NAME**

The Name of this organization shall be the 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 the 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 July and shall end on the last day of June.

## **ARTICLE V – POLICIES**

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

## **ARTICLE VI – MEMBERSHIP**

**Section 1.** Voting membership in the organization shall be open to all persons 13 years of age or over.

**Section 2.** All members who have paid the appropriate dues shall be considered voting members of the organization.

**Section 3.** The CGW shall have two classes of members. No member shall hold more than one membership in the CGW. Except as expressly provided in the Articles of Incorporation or Bylaws of the CGW, all memberships shall have the same rights, privileges, restrictions and conditions. The two classes of CGW membership are as follows:

- A) Full members have full membership privileges including the right to vote, to hold office (if over 18), to receive all organization mailings, and to attend conferences sponsored by the CGW at a reduced admission fee.
- B) Household members must reside with at least one full member at the same address. Household members have the right to vote, to hold office (if over 18) and to attend conferences sponsored by the CGW at a reduced rate, but do not receive separate CGW mailings.

**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 as follows:

- A) Full membership: \$30.00 annually for USA members \$31.00 annually for members residing in Canada and Mexico; \$36.00 annually for other international members receiving the CGW newsletter via First Class International Postage
- B) Household membership: \$15.00 annually for each additional person.

## **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.

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- 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 the CGW as can be accomplished shall be handled in this Meeting.
- E) Meetings of members shall be presided over 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 in person or by proxy. The Recording Secretary of CGW shall act as secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.
- F) 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**

A quorum shall be constituted if at least six members in good standing are present, and must include at least two members of the Board of Directors. This shall be the quorum, except as provided by law, the Articles of Incorporation, by these Bylaws, or the Standing Rules, for all meetings of the membership.

**Section 4. Voting**

- A) At all meetings of the membership, each full and household member in good standing and whose dues are paid shall have one vote. All elections shall be decided and all questions 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. In the event of a pre-mailed ballot vote, each member in good standing shall receive one ballot. When there is a pre-mailed ballot, a member need not be present to submit his ballot but may do so by mail, electronic medium, or fax.
- B) Members entitled to vote shall be permitted to vote or act by proxy. Members entitled to vote shall have the right to vote either in person or by written proxy executed by such person or by his or her duly authorized agent and filed with the Corresponding Secretary of the CGW, provided however, that no proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. In any case, the maximum term of any proxy shall be three (3) years from the date of its execution. No proxy shall be irrevocable and may be revoked following the procedures given in Section 5613 of the California Nonprofit Public Benefit Law.
- C) All proxies shall state the general nature of the matter to be voted on and, in the case of a proxy given to vote for the election of directors, shall list those persons who were nominees at the time the notice of the vote for elections of directors was given to the members. In any election of directors, any proxy which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld shall not be voted either for or against the election of a director.
- D) Proxies shall afford an opportunity for the member to specify a choice between approval and disapproval for each matter or group of related matters intended, at the time the proxy is distributed, to be acted upon at the meeting for which the proxy is solicited. The proxy shall also provide that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith.

**ARTICLE VIII – OFFICERS**

**Section 1. Offices** – The Officers shall be a President, Vice President, Recording Secretary, Treasurer, Corresponding Secretary, and four Directors-at-Large. All officers shall be members of the Board of Directors. No officer may hold more than one office.

**Section 2. Terms**

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- A) A term of office shall be one year and shall commence at the beginning of the fiscal year. In the event that elections take place after the beginning of the fiscal year, the previous officers shall serve until their successors are elected.
- B) A guild member may hold the same office of President, Vice President, Treasurer, Recording Secretary or Corresponding Secretary, for a maximum of four consecutive terms.

**Section 3. Nominations and Elections**

- A) Any member in good standing over the age of 18 may be nominated as an officer of the CGW. Nominations may be made in writing before the annual meeting, or from the floor at the annual meeting. Nominations may be made by any voting member in good standing.
- B) Officers shall be elected at the annual meeting.

**Section 4. Vacancies.**

- A) In the event of death, resignation or incapacity of the President, the Vice President shall become President for the unexpired portion of the term.
- B) In the event of death, resignation or incapacity of any other officer, the Board of Directors shall appoint an officer 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 - DUTIES OF OFFICERS**

**Section 1. President**

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

- A) Advance the objectives of the organization.
- B) Preside at all meetings of the organization, and the Board of Directors.
- C) Have day-to-day general and active management over the affairs of the organization and supervise the conduct of the business of the organization.
- D) Have the authority to sign and execute in the name of the organization all authorized deeds, mortgages, bonds, contracts, or other instruments.
- E) Shall be ex officio a member of all committees.

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- F) Shall, with the approval of the Board of Directors, appoint chairmen for any special or standing committees, and appoint a Parliamentarian.
- G) Perform other duties as may be, from time to time, assigned to him by the Board of Directors.

**Section 2. Vice President**

He or she shall:

- A) Advance the objectives of the organization, particularly in planning activities.
- B) Perform the duties of the President in the absence of the President.
- C) Become President for the unexpired term in case of death, resignation, or incapacity of the president.
- D) Serve in such capacities as may be, from time to time, assigned to him or her by the President or Board of Directors.
- E) Customarily coordinate special events and programs for the CGW.

**Section 3. Recording Secretary**

He or she shall:

- A) Advance the objectives of the organization.
- B) Attend all meetings of the membership and Board of Directors. If he or she is absent, the President may designate an alternate to serve in this capacity.
- C) Take and record accurate minutes of the proceedings of all meetings.
- D) Submit copies of these minutes to the President within 15 days of each meeting.
- E) Maintain a historical file of all documents relating to the organization.

**Section 4. Treasurer**

He or she shall:

- A) Advance the objectives of the organization.
- B) 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.

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- C) Deposit all moneys 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.
- D) Disburse such funds as ordered by the organization, upon appropriate authorization.
- E) Collect all dues from members, giving a proper receipt thereof.
- F) Maintain a complete file of all members' names, their dues payment status, and their current mailing address.
- G) Render to the President regular accounts of all fiscal transactions as Treasurer and the financial status of the organization and its assets. He or she shall also render such reports to the Board of Directors upon request.
- H) Present an annual report at the annual meeting of the financial status of the organization and the composition of its membership.
- I) File with appropriate government agencies all required financial reports.

**Section 5.** Corresponding Secretary

He or she shall:

- A) Advance the objectives of the organization.
- B) Conduct the correspondence of the organization.
- C) Shall give notice of the annual meeting to all members and notice of meetings of the Board of Directors to the Directors.
- D) Report/read all pertinent communications from CGW members and other organizations.
- E) Customarily take responsibility for editing the 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) Advance the objectives of the organization.

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- B) Serve as a member of the Board of Directors of the CGW.
- C) Actively promote the interests of the CGW.
- D) Provide a conduit of information and communication between the membership and Board of Directors.
- E) Serve in such other capacities as assigned by the President and/or the Board of Directors.

**Section 7.** Transition. Each officer, except for the Treasurer, shall deliver to his successor all accounts, books, papers and other property belonging to the organization, immediately after retiring from office. The Treasurer shall balance the accounts, and turn over all records within 25 days.

## **ARTICLE X - BOARD OF DIRECTORS**

**Section 1.** The elected officers, and Directors-at-Large shall constitute the CGW Board of Directors. Newly elected Directors shall assume office at the conclusion of the meeting at which they are elected.

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

**Section 3.** In the case of any vacancy in the Board of Directors through death, resignation, removal, or incapacity, the remaining Directors shall fill the vacancy as provided under Article VIII, Section 4.

**Section 4.** Any director may be removed from office by the affirmative vote of a majority of all voting members of the organization.

**Section 5.** 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 6.** A majority of the whole number of directors 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 7.** Directors shall not receive any stated salary for their service as such.

## **ARTICLE XI - AMENDMENTS**

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**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 should be sent in writing to the President at least 45 days in advance of the annual meeting.

**Section 3.** Copies of all proposed amendments shall be brought by their proposers to the annual meeting in writing.

**Section 4.** These Bylaws may be amended by a majority vote of those voting at the annual meeting.

## **ARTICLE XII - 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 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 the 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 the 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 the CGW the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any contract or

transaction with the 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 the CGW and the arrangements are consistent with the best interests of the CGW. Fairness includes, but is not limited to, the concepts that the CGW should pay no more than fair market value for any goods or services which the CGW receives and that the 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 the CGW.

**Section 4.** Validity of Actions. No contract or other transaction between the CGW and one or more of its Directors or officers, or between the 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 the 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 the 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 the CGW to pay no more than reasonable compensation for personal services rendered to the CGW by officers and employees. The Directors of the CGW shall not receive compensation for fulfilling their duties as Directors, although Directors may be reimbursed for actual out-of-pocket expenses which they incur in order to fulfill their duties as Directors. Expenses of spouses will not be reimbursed by the 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 the CGW.

Before approving the compensation of an officer, the Board shall determine that the total compensation to be provided by the 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 the CGW, if applicable. In making the determination, the Board shall consider total compensation to include the salary and the value of all benefits provided by the 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 in 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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