



By Laws of The Greater Bay Area Costumers Guild

Article I – Name

The name of this organization shall be *The Greater Bay Area Costumers Guild*, hereinafter referred to as GBACG.

Article II – Mission

The mission of the Greater Bay Area Costumers Guild shall be to encourage and facilitate the study, appreciation, and creation of costuming as an art form.

Article III – Objectives

The objectives of this organization shall be to facilitate:

- a) To encourage and facilitate the study, appreciation, and creation of costuming as an art form.
- b) Education and diversification within the costuming community by sponsoring workshops, seminars, costume clinics and sewing circles throughout the San Francisco Bay Area.
- c) Community goodwill by providing a resource for costuming displays, lectures, seminars and research to schools, museums, historical societies, preservation associations and other public and private organizations.
- d) A public forum for the discussion of costume, clothing and related subjects through publications, the Internet, and activities in the community.
- e) The visual representation of costume art in the community through the sponsoring of costumed events.

Article IV – Offices

Section 1. The registered office shall be located in the State of 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 V – Fiscal Year

The fiscal year shall commence on the first day of January and shall end on the last day of December.

Article VI – Policies

Section 1. This organization shall be nonsectarian, nonprofit, nonpolitical and nondiscriminatory on the basis of sex, age, race, creed, color, politics, national origin or sexual preference.

Article VII - Membership

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

Section 2. All members who have paid the appropriate dues shall be considered voting members of the organization. Membership dues will be set by a majority vote of the Board of Directors and set forth in the Standing Rules.

Section 3. All members shall have the right to vote in a general election and in addition members may vote on any other matter, issue or decision that the Board of Directors (by majority vote) chooses to put before the membership.

Section 4. It is the responsibility of each member to keep the Secretary supplied with current contact information to which correspondence and GBACG publications shall be directed.

Article VIII – Meetings

Section 1. Annual Meeting

- a) An annual meeting shall be held on a day duly within the first two months of the calendar year designated by the President and a majority vote of the Board of Directors. This meeting shall take place in the San Francisco Bay Area.
- b) At least 30 days notice of this meeting shall be published via the guild newsletter and/or by electronic means.
- c) General elections will be held at the annual meeting.

Section 2. Special Meetings

- a) Special meetings for the purpose of transacting such GBACG business as cannot wait for the Annual Meeting or regularly scheduled Board meetings may be called by the President, or a majority vote of the Board of Directors, or by petition of at least 25% of the current voting membership.
- b) If the President does not call the meeting, the President shall be notified in writing of the special meeting at least fourteen days in advance of the meeting. The proposed agenda for that meeting shall also be sent to the President at that time.
- c) Minutes of all special meetings shall be taken and made available to any member upon receipt by the Secretary of a large, self-addressed stamped envelope.

Section 3. Quorum

- a) A quorum for voting or transaction of GBACG business at any Board of Director's meeting shall consist of at least half (51%) members of the Board of Directors, except as provided by law, the Articles of Incorporation, these By Laws, or the Standing Rules of the GBACG.

Section 4. Voting

- a) At the annual meeting of the GBACG, or any special meetings, and in general elections or special polls, each full, household, and student member in good standing shall have one vote. If a member is unable to attend a meeting, she or he may vote by proxy. All elections shall be had and all questions decided by a majority of the votes cast, except as shall be provided by law, the Articles of Incorporation, these By Laws 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 their ballot but may do so by mail, electronic medium, or fax.

Article IX – Officers and Board of Directors

Section 1. Officers - The Officers shall consist of a President, Treasurer, and Secretary elected by the membership.. All officers shall be members of the Board of Directors.

Section 2 Board of Directors. Board of Directors shall be appointed by the President with the approval of a simple majority of the current Board of Directors. The President, with a simple majority approval by the current Board of Directors, may add or remove Board of Directors positions, as needed, to meet the needs of the GBACG. A complete listing of all Board of Director positions and duties are described in the organization's Standing Rules.

Section 3. The elected and appointed officers shall constitute the Board of Directors. The board of directors shall consist of at least 3 but no more than 15 directors unless changed by amendment to these By Laws. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the Board of Directors. Newly elected officers shall assume office on the first day of the new fiscal year. Newly appointed directors shall assume office immediately.

- Section 4. Term of Office – A term of office shall be two years and shall commence at the beginning of the calendar year. In the event that elections or appointments take place after the beginning of the fiscal year, the previous officers shall serve until their successors are elected or appointed.
- Section 5. The business and property of the organization, except as otherwise provided by statute, the Articles of Incorporation, these By Laws or the Standing Rules, shall be conducted and managed by the Board of Directors.
- Section 6. Any Director may be removed from office by a vote of “No Confidence” which is defined as a majority vote of by the Board of Directors or by a majority vote of the membership of the GBACG.
- Section 7. The Board of Directors must hold its meetings at such place and time as is mutually agreed upon. The Board of Directors may hold such meetings by telephone or electronic communications.
- Section 8. Directors shall not receive any salary for their Board of Directors position other than free membership for the term of their service.
- Section 9. Nominations, Voting Ballots and Elections
- a) Any member in good standing over the age of 18 may nominate themselves as an Officer of the GBACG. Nomination for office shall consist of notification to the Secretary prior to the general election, the Secretary shall announce when the nomination period is open and how long it will last.
 - b) An official Voting ballot will be issued to members when the nomination process has closed.
 - c) Voting ballots shall be returned by at least 1 week before the annual meeting. Ballots will be tabulated by the Secretary, and observed by either the President or Treasurer. Election results shall be announced at the annual meeting and published in the GBACG newsletter. The Board of Directors, by majority vote, may choose to count and verify the election results at the annual meeting.
- Section 10. Vacancies
- a) In the event of death, resignation or incapacity of any officer, the Board of Directors shall appoint an officer, or other member in good standing, to fill the unexpired term.

Article X - Irrevocable Dedication of Assets

GBACG’s assets are irrevocably dedicated to charitable and educational purposes. No part of the net earnings, properties, or assets of GBACG, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or Officer of GBACG. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of GBACG shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code §501(c)(3).

Article XI – Amendments

- Section 1. Amendments to these by laws may be proposed by any member in good standing, the Board of Directors or a By Laws committee.
- Section 2. All proposed amendments shall be sent in writing to the President at least 30 days in advance of a scheduled Board of Directors meeting or annual meeting.
- Section 3. The proposer of the amendment shall bring copies of all proposed amendments to the scheduled Board of Directors meeting or annual meeting in writing.
- Section 4. These By Laws may be amended by a majority vote of those members attending at the annual meeting or at a special election as provided for in the standing rules.