

By-Laws of the
Beyond Reality Costumer's Guild

ARTICLE I
GENERAL PROVISIONS

Location. The corporation shall have and maintain in Seattle, King County, State of Washington, a registered office. The corporation may have such other offices, within or without the State of Washington, as the Officers may from time to time establish.

Mission. The corporation shall illustrate, demonstrate, and educate its members and the general public about the art and skill of costuming in all its forms.

Related Organization. The corporation is an independent chapter of the International Costumers' Guild, a Maryland corporation.

ARTICLE II
CORPORATE GOVERNANCE

Sec. 1: General powers, tenure. The business and affairs of the corporation shall be managed by the Officers of the Corporation (Officers) in consultation with the Members of the Corporation (Members). Neither the Officers nor the majority of the Members need be residents of the State of Washington. Officers shall be elected annually. Meetings of the Corporation (annual, regular or special) may be held either within or without the State of Washington.

In addition to the powers and authority expressly conferred upon the Officers by these By-Laws, the Officers may exercise all powers and do all things that are not reserved by statute or the Articles of Incorporation for the Members.

Any corporate action required by the Articles of Incorporation, By-Laws or the Laws of the State of Washington to be approved at a duly called meeting of the Officers may be accomplished without a meeting if unanimous written consent, setting forth the action so taken, is signed by all Officers before the action is taken.

Sec. 2: Vacancies. Any vacancy occurring among the Officers may be filled by the affirmative vote of the Members, though less than a quorum. A person elected to fill a vacancy shall hold office for the duration of the unexpired term. Any vacancy may be filled at any joint meeting of the Officers and Members (Corporation).

Sec. 3: Removal, resignation. Any individual Officer may be removed from office without assigning any cause by a vote of the Members in accordance with the applicable law. Any Officer may resign by delivering written notice five (5) working days or verbal notice thirty (30) days prior to the next regularly scheduled monthly meeting.

Sec. 4: Monthly meetings. The Officers shall meet each month concurrent with the meeting of the Members, at the place where such meeting of the Members is held, for the consideration of any business that may properly be brought before the meeting. No notices of any kind shall be necessary.

Sec. 5: Special meetings. Special meetings of the Corporation may be called by any Officer and shall be held upon notice delivered not later than the second day preceding the date of the meeting. Attendance at a special meeting shall constitute a waiver of notice for that meeting, except where an Officer attends for the sole purpose of objecting

to the special meeting. In the case of notification or waiver by telephone or personal communication, the person making such notification or receiving such waiver shall file a signed statement with the secretary indicated the date, time and result of such communication.

Sec. 6: Notice of meetings, waiver. Notice of any meeting of the Corporation may be waived in writing, signed by the persons entitled to such notice. Such waiver shall be equivalent to the giving of proper notice. No notice shall be necessary for regularly scheduled meetings.

Sec. 7: Quorum, voting, presumption of assent. Ten Members in good standing shall constitute a quorum, subject to the power to adopt emergency by-laws as authorized by statute. The acts of the majority present at a meeting at which a quorum is present shall be the acts of the Corporation. The Officers in attendance shall be counted toward the number necessary for a quorum. Any Officer shall be considered present at any meeting, notwithstanding physical presence, when he shall be in communication with the Members either by telephone, wire or computer, and capable of both receiving and transmitting messages. The Members present at a duly organized meeting may continue to transact business until final adjournment notwithstanding the withdrawal of enough Members to leave less than a quorum. An Officer who is present shall file a dissent to any Corporate action with the secretary of the corporation within ten (10) working days after the final adjournment. This right to dissent shall not apply to any Officer who voted in favor of the action.

Sec. 8: Membership. The period of members is one calendar year (November 1 to October 31). Dues are due in full if paid before April 30th. If paid after April 30th, dues shall be prorated by one-half. Payment must be current to maintain membership in good standing. A short, one-month grace period may be granted at the discretion of the membership. A vote on such grace period must be taken at the September monthly meeting

Sec. 9: Investments. The Officers shall have the power to invest personal properties as security for the payment of funds. No loans shall be made by the corporation to its Officers or Members. The Officers may delegate the power to borrow or invest money or property on behalf of the corporation, accompanied by specific limitations on amount or extent, to such Members as a majority of all Members decree. Emergency powers may be granted to the Secretary by a unanimous vote of the Officers.

Sec. 10: Records, books documents. Subject to the limitations existing under law, the books of account, records, documents and papers of the corporation may be kept any place or places within the State of Washington.

Sec. 11: Contracts, interested Officers. None of the Officers, nor any organization of which an Officer is a member, officer, shareholder, employee or otherwise associated or interested, shall enter into any transaction with the corporation unless full disclosure of all facts has been made, the interested Officer does not vote thereon, and the transaction is pursuant to the Articles of Incorporation.

ARTICLE III OFFICERS

Sec. 1: Designation. The principal officers of the corporation shall consist of a President, a Vice-President, a Secretary, a Treasurer, a Newsletter Editor, any other officers deemed necessary by the Members, and any assistants thereto. With the exception of the presidency in combination with the vice-presidency, any two or more principal offices may be held by the same person. A designation of any office by additional terminology is permitted.

Sec. 2: Authority. All officers and agents of the corporation, as between themselves and the corporation, shall have such authority and perform such duties as may be provided in these By-Laws or as may be determined by the Members to be not inconsistent with these By-Laws.

Sec. 3: Election, vacancies. The officers shall be chosen by the Members. Any vacancy in any office shall be filled by the Members pursuant to Art. II, sec. 2.

Sec. 4: Tenure, removal, resignation. Each officer shall hold office for one year. Any officer may resign or be removed from office pursuant to Art. II, sec. 7.

Sec. 5: President. The President shall have active executive management of the corporation subject to the acquiescence of the Members. The President shall preside as Chair at all meetings he or she attends.

Sec. 6: Vice-President. The Vice-President shall perform such duties as may be assigned by the President. In the event of the incapacitation of the President, the Vice-President shall perform all the duties of the President until the election of a new President. The Vice-President shall preside as Chair at any meetings where the President is absent.

Sec. 7: Secretary. The Secretary shall keep, or cause to be kept, the minutes of the meetings of the Members and the Officers; shall see that all notices required by the provisions of these By-Laws and the Laws of the State of Washington are duly given; shall be the agent and primary custodian of the records of the corporation; and in general perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned by the President or Vice-President.

Sec. 8: Treasurer. The Treasurer shall be the financial officer of the corporation; shall have general charge and custody of and be responsible for all funds of the corporation; shall be responsible for maintaining the Membership list and notifying Members of dues payments required; and shall in general perform all duties incident to the office of Treasurer, and such other duties as may from time to time be assigned by the President or Vice-President.

Sec. 9: Newsletter Editor. The Newsletter Editor shall be responsible for all publications produced by the corporation, including NOTIONS, the bi-monthly newsletter; shall determine the theme of each issue of NOTIONS; shall notify Members of submission deadlines; and shall perform such other duties as may from time to time be assigned by the President or Vice-President.

Sec. 10: Members. Members shall be responsible for the content of NOTIONS; are encouraged, expected and begged to submit articles, reviews, questions and editorials; shall do whatever is in their powers to promote, manifest and fulfill the Mission of the Corporation.

Sec. 11: Compensation. The Officers shall serve without compensation, and their expenses, if any, incurred on behalf of the corporation, may be reimbursed by approval of the Members.

Sec. 12: Indemnification. The corporation shall have the right and power to indemnify and/or limit the liability of Officers to the full extent permitted by law, and to reimburse the reasonable expenses incurred by the Officers related to defense of actions involving corporate matters.

ARTICLE IV
SPECIAL CORPORATE ACTS

Sec. 1: Corporate contracts, agreements and documents. Subject always to the specific direction of the Members all documents, written contracts and agreements to which the corporation shall be a party shall be executed in its name by the President or Treasurer, or some person authorized to execute such after a resolution of the Officers and Members, and may be attested by the Secretary or Treasurer. The Treasurer may not attest to documents he or she has also executed.

Sec. 2: Certification to third parties. Any person dealing with the corporation may rely upon a copy of any of the records of the proceedings, resolutions or votes of the Members when certified by the President and the Secretary.

ARTICLE V
AMENDMENT OF BY-LAWS

The power to alter, amend or repeal these By-Laws is vested in the Officers, but the approval of two-thirds (2/3) of the Members within ten (10) working days of the action shall be necessary to effect any such action. Prior notice of proposed alteration, amendment or repeal shall be given in the same manner as for special meetings.

ARTICLE VI
FISCAL YEAR

The fiscal year of the corporation shall be set by resolution of the Members, and unless later changed shall be November 1 to October 31.