

Article I – Name

The name of this organization is Northern Lights Costumer's Guild. It also refers to itself as "NoeL".

Article II – Definitions

- a) Organization refers to Northern Lights Costumer's Guild.
- b) Corporation refers to the Organization, if it were incorporated. Clauses regarding the Corporation, shown in italics, become active if we incorporate.
- c) ICG refers to the International Costumers' Guild.
- d) Commonwealth refers to "The Commonwealth of Massachusetts".

Article III – Location

The mailing address of the Organization shall be that of the Treasurer. If this is outside the Commonwealth of Massachusetts, a 'resident agent' in Massachusetts shall be appointed to handle legal correspondence with the Commonwealth.

Article IV – Purposes and Limitations

The primary function of the Organization is to actively promote the advancement of the knowledge and skills of its members and to facilitate communication among individuals and organizations engaged in all aspects of design and production in the costuming arts. This is a not-for-profit organization organized and operated exclusively for charitable, educational, and scientific purposes, and in furtherance thereof and for no other purpose shall:

- a) Disseminate information about aesthetic and technological developments in the costuming arts;
- b) Participate in regional, national, and international projects, programs, conferences, expositions, research and symposia;
- c) Promote research, education, training, innovation, and creativity in the costuming arts;
- d) Advocate safe, efficient and ethical practices in the costuming arts and work in cooperation with allied organizations to ensure that the interests of the members of the Organization are represented nationally, regionally, and locally;
- e) Present awards for excellence and recognize the contributions made by individuals and organizations to promote research, innovation and creativity in the costuming arts.

The Organization shall not engage in activities that are not in furtherance of its stated purposes nor in opposition to the grounds on which qualify it for exemption from Federal Income Tax under section 501(c) of the Internal Revenue Codes, as amended.

Article V – Members and Dues

Section 1 – Members

Membership in the Organization is open to all individuals or corporations who subscribe to these bylaws. The officers shall define the membership classes.

Section 2 – Dues

The officers of the Organization may assess dues for each class of membership, as they are established, with the approval of the majority of the members voting.

Dues are payable annually with the membership year ending at the end of the month one year after the dues payment was received.

Article VI – Membership MEETINGS

a) The annual meeting of the members of the Organization shall be held at a place designated by the officers of the Organization, within the fiscal year, for the election of officers and transaction of such business as may come before the meeting. Written notice of the place and time of the annual meeting shall be given by the Secretary to each member, either personally, by mail or by electronic communication, not less than thirty (30) days before the meeting.

b) Special meetings of the members of the Organization may be called at any time by the Chairman of the Organization, or by a majority of the Executive Committee, upon a filing by five percent (5%) of the membership with an Officer of a written request for such a meeting. Upon the calling of any special meeting, the notified Officer shall give notice of such special meeting to each member, either personally, by mail or by electronic communication, not less than thirty (30) days before the meeting.

c) At all meetings, those present shall constitute a quorum.

d) All questions except the amendment of the Bylaws, and other matters specifically regulated, shall be determined by a majority of the votes cast.

Article VII – Officers

For the purposes of this document, the use of the word “man” or “men” in connection with an officer title will indicate both the male and female gender.

a) Elections – The officers of the Organization shall be elected at the annual meeting of the Organization. Any officer may be removed at any time by an affirmative vote of two thirds (2/3) of the

membership. Vacancies among the officers shall be filled by appointment by a majority of the remaining officers.

b) Officers and Duties –

1) President – Duties include presiding at meetings and taking general charge of the activities of the Organization. *The president is also the President of the Corporation.*

2) Vice President – Duties include assisting the President in the furtherance of the President’s duties. In the event of the absence of the President, the Vice President shall assume the duties of the President.

3) Secretary – Duties include notifying the members of meetings and taking minutes at the meetings. The Secretary shall handle the filing of all legal correspondence of the Organization. *The secretary is also the Clerk of the Corporation.*

4) Treasurer – Duties include maintaining the funds of the Organization in good order and security. The Treasurer shall receive all monies payable to the Organization, deposit them in such bank as approved by the officers, and make payments as approved by the officers. The Treasurer shall maintain proper books and records showing receipts and expenditures on behalf of the Organization. The Treasurer shall handle the filing of all financial reports of the Organization. *The Treasurer is also the Treasurer of the Corporation.*

5) ICG Board Representative – This officer is appointed by the Corporation President. The duties include reporting current ICG BOD discussions to members of the Corporation and representing the Corporation membership on ICG BOD motions that require a vote.

An ICG Board Alternate will also be selected from one of the Officers by the Corporation President. The Alternate acts as a spectator in ICG BOD discussions in case the ICG Board Representative is unable to perform their duties. If the President does not select an Alternate, the Alternate ICG Board Representative defaults to the Treasurer.

c) Term – The term for officers shall be two years, beginning at the Annual meeting of the year in which the balloting was completed, and will continue until such time of the Annual Meeting two years hence.

Article VIII – Executive Committee

The Executive Committee shall consist of the officers of the Organization and others appointed by the officers to perform specific organizational tasks.

ARTICLE IX – Fiscal YEAR

The fiscal year of the Organization shall be the same as the fiscal year of the International Costumers’ Guild (ICG). This is stated as “January 1 of each year” in the ICG Bylaws dated 1992.

Article X – Amendments

The Bylaws of the Organization may be altered, amended, or repealed at any meeting of the members of the Organization by a two-thirds majority vote of all the members represented either in person or by proxy, provided that the proposed action is inserted in the notice of the meeting and that the notice is delivered to each member, either personally, by mail or by electronic communication, not less than thirty (30) days before the meeting.

Article XI – Dissolution

In the event of the dissolution of the Organization, all assets remaining after payment of all obligations shall be distributed exclusively for charitable, educational, and scientific purposes to organizations organized and operated for such purposes and exempt from Federal Income Tax under provision of Section 501(c) of the Internal Revenue Code, as amended.