



Costume Society of America Constitution/Bylaws

Article I--Name

The name of this Society shall be Costume Society of America, Inc. (CSA). It is a not-for-profit organization incorporated in the State of New York.

Article II--Mission

Costume Society of America fosters an understanding of appearance and dress practices of people across the globe through research, education, preservation, and design. Our network of members studies the past, examines the present, and anticipates the future of clothing and fashion.

Article III-- Purposes

- A. To stimulate scholarship and encourage study in the rich and diverse field of costume (viz. dress, fashion, appearance, performance), including hidden, overlooked, and marginalized topics
- B. To disseminate information on costume to the field and to the lay community
- C. To function as a respected and important society that provides education and networking resources for our members, thus elevating the profile and credibility of the field of costume
- D. To promote communication among a global audience of people interested in costume from museums, archives, libraries, theaters, academia, fashion industry, private collections, and re-enactment organizations

Article IV--Membership

Section 1. The Society shall be composed of Individual Members, Supporting Members, Student Members, Emerging Professional Members, Digital Members, Business Associate Members, Museum and Association Members, Library Members, or such classes of members as the Board of Directors may designate. The Board determines the rights, privileges, and obligations of all classes of membership. The Board may eliminate or modify any class of membership.

Individual members shall be persons who are engaged in work relating to costume/dress in museums, historical societies, historic houses, theaters, or other legally constituted organizations that include in their activities costume/dress studies; and teachers, scholars, designers, and other individuals who are interested in the objectives of the Society.

Individual members shall have full rights and privileges of membership; receive all CSA publications including *Dress*, *CSA e-News* and their individual region publications. They shall have access to the *CSA Members Only Website* and *CSA Communities for the Study of Dress and Fashion Forum*, discounts on *CSA Series* publications, sponsored meetings, and study tours, and be eligible to apply for CSA awards, grants, and/or projects. They shall have voting rights and shall be eligible to serve on the national Board of Directors, as officers, appointees, and on

national committees. They shall be eligible to serve as members of Regional Advisory Councils and Regional Committees.

Supporting Members shall have the same qualifications as Individual Members but voluntarily make a donation as set by the Board of Directors at the time of their membership payment. They shall have all the rights and privileges of individual members.

Student Members shall be full-time or part-time, enrolled in an educational institution, including online degree-granting programs. Proof of enrollment verifying student status is required. Student Members receive all CSA publications including *Dress*, *CSA e-News* and their individual region publications. They shall have access to the *CSA Members Only Website* and *CSA Communities for the Study of Dress and Fashion Forum*, discounts on *CSA Series* publications, sponsored meetings, and study tours, and be eligible to apply for CSA awards, grants, and/or projects. They shall have voting rights and shall be eligible to serve on the national Board of Directors and national committees, and as officers and appointees. They shall be eligible to serve as members of Regional Advisory Councils and Regional Committees.

Emerging Professional Members shall be individuals who have graduated from an accredited educational institution, including online degree-granting programs, within the last three years. Proof of graduation, verifying emerging professional status, is required. Emerging Professional Members receive all CSA publications including *Dress*, *CSA e-News* and their individual region publications. They shall have access to the *CSA Members Only Website* and *CSA Communities for the Study of Dress and Fashion Forum*, discounts on *CSA Series* publications, sponsored meetings, and study tours, and be eligible to apply for CSA awards, grants, and/or projects. They shall have voting rights and shall be eligible to serve on the national Board of Directors, as officers, appointees, and on national committees. They shall be eligible to serve as members of Regional Advisory Councils and Regional Committees..

Digital Members shall have online access to *Dress*, as well as access to the *CSA Members Only Website* and *CSA Communities for the Study of Dress and Fashion Forum*, *CSA e-News*, and discounts on *CSA Series* publications, sponsored meetings, and study tours, and be eligible to apply for CSA awards, grants, and/or projects. They shall have voting rights and shall be eligible to serve on the national Board of Directors, as officers, appointees, and on national committees. They shall be eligible to serve as members of Regional Advisory Councils and Regional Committees..

Business Associate Members are corporations, industries, or businesses with an interest in costume. They shall be listed on the CSA online public access Business Directory. Business Associate Members may designate two representatives (chief executive officer or by a properly accredited representative) to attend meetings or other events sponsored by the Society at membership rates and to have voting privileges. The representatives are eligible to hold office, serve on the Board of Directors, as an appointee, and on committees. Benefits of membership include CSA publications *Dress*, *CSA e-News*, and access to the *CSA Members Only Website* and *CSA Communities for the Study of Dress and Fashion Forum*, discounts on *CSA Series* publications, meetings, and study tours, and a 10% discount on CSA advertising rates.

Museum and Association Members are non-profit organizations that have multiple staff or board of director members who would like to participate in CSA activities and services. Museum and Association Members may designate two representatives to attend meetings or other events sponsored by the Society at membership rates and to have voting privileges. The representatives are eligible to hold office, serve on the Board of Directors, as appointees, and on committees. Benefits of membership include CSA publications *Dress*, *CSA e-News*, and access to the *CSA Members Only Website* and *CSA Communities for the Study of Dress and Fashion Forum*, discounts on *CSA Series* publications, meetings, and study tours.

Library Membership includes public, organizational, and college/university libraries that provide public access to *Dress* through their online library database or physical copies in the stacks. This category of membership

must be purchased through Taylor and Francis Publishing. The institution may designate two representatives to attend meetings or other events sponsored by the Society at membership rates and to have voting privileges. Benefits of membership include the CSA publications *Dress* and *CSA e-News*, and access to the *CSA Members Only Website* and *CSA Communities for the Study of Dress and Fashion Forum*, discounts on *CSA Series* publications, meetings, and study tours.

Section 2. The Board of Directors shall have the power to cancel the membership of any member for due cause. The President shall notify a member of said cancellation.

Section 3. The award of Fellow is the highest honor the Costume Society of America can bestow. A candidate for Fellow must be a member of the Society for at least ten continuous years. The Fellow is awarded to honor exceptional service within the Society and/or for significant contributions to the field of costume and dress. The Fellow award is determined in accordance with criteria and procedures established by the Board as are the other awards of the Society.

Article V--Dues

Section 1. The Board of Directors shall set annual dues and other fees for each class of membership.

Section 2. Membership dues shall be payable annually on the first day of the anniversary month of joining the Society.

Article VI--Regional Groups

The Costume Society of America is divided into seven regional groups. Each member of the Society automatically belongs to the regional group in which he or she geographically resides. Regional groups provide members with additional opportunities to pursue costume interests and activities.

Article VII—Governance

Section 1. A Board of Directors shall govern the affairs of the Society. Any Individual, Supporting, Emerging Professional, Digital, Student, Museum and Association, or Business Associate that is a designated member in good standing, as determined by the Society, is eligible to run for the position of Director. The number of Directors is currently 15. In addition there may be honorary non-voting Directors as determined by the Board. The term "Director" as used in this document refers only to the member of the Board elected as a Director by the membership or selected by the Board to fill a vacant Directorship and not to persons who are members of the Board solely by virtue of their status as elected officers of the Society.

Section 2. A Director shall be elected for a three-year term. Directors shall be limited to no more than three consecutive terms of office as established by the Board of Directors. Following one year out of office, a former Director shall again be eligible for election as a Director.

Election of Directors shall be by the voting members of the Society on a ballot, distributed by mail or electronically, following the fall Board meeting. In the election of Directors each member shall have the same number of votes as seats up for election. This number shall be indicated on the ballot. No member shall cast more than one vote for any single candidate. The recipients of the highest number of votes shall be elected. Those not elected shall be designated first and second alternates according to the number of votes awarded each. The terms of one-third of the Directors shall expire each year.

Section 3. Two Student Liaisons serve terms of two years, one elected in odd and one in even years. They are invited to participate in Board of Directors and other meetings, as appropriate, in an advisory, non-voting capacity. Student Liaisons work to increase engagement among CSA student members with emphasis on addressing

emerging issues of importance to them. This includes maintaining communication, including regular articles in *e-News* and regional newsletters; creating and maintaining programs; and planning and executing events.

Election of Student Liaisons shall be by the student members of the Society on a ballot, distributed by mail or electronically, following the fall Board meeting. No student member shall cast more than one vote for any single candidate. The recipient of the highest number of votes shall be elected. Those not elected shall be designated first alternate according to the number of votes awarded each.

Section 4. The officers of the Society shall be elected from among the Society's Individual, Supporting, Student, Emerging Professional, Digital, and Business Associate Members. The officers shall be President (elected as President-elect), President-elect, Secretary, Treasurer, Vice President of Awards and Honors, Vice President of Grants and Projects, Vice President of Education and Programs, Vice President for Symposia, Vice President for External Relations, Vice President for Internal Relations, Vice President of Publications, and Vice President of Technology. The Immediate Past President serves as a voting member for the term of two years directly following his or her presidency. These officers form the Executive Committee.

Section 5. All officers with the exception of President and President-elect shall be eligible to serve up to two consecutive two-year terms in office. The term of President-elect shall be limited to a single two-year term followed by a single two-year term as President and a single two-year term as Past President. At the Annual Meeting at the end of the President-elect's term of office, the outgoing President-elect will be installed as President. After one term out of office, a former President shall be eligible to serve as President-elect. President-elect, Secretary, Treasurer, Vice President of Awards and Honors, Vice President for Internal Relations, and Vice President of Education and Programs shall be elected for terms beginning in even-numbered years. The Vice President of Grants and Projects, Vice President for Symposia, Vice President for External Relations, Vice President of Publications, and Vice President of Technology shall be elected for terms beginning in odd-numbered years. No officer shall hold more than one office at a time. After their term(s) expire, former vice presidents shall be eligible to serve in any other office. After one term out of office, a former vice president shall be eligible to serve in that same office.

Section 6. Election of officers by the Board of Directors shall take place by mail or electronic ballot within two weeks following the fall Board meeting. (Officers who are not elected Board members are not eligible to vote.) The elected officers shall be elected by the vote of a majority of the Directors casting votes. If no candidate for an officer position receives a majority of votes, then the recipient of the lowest number of votes shall be stricken from the ballot for such position, and the Directors shall again cast votes for the position. Officers shall be installed at the Annual Meeting following their election.

Section 7. The Executive Committee is empowered to act on behalf of the Board of Directors in managing the affairs of the Society during the periods between regular and special meetings of the Board. The Executive Committee sets the agenda for all meetings of the Board of Directors.

Section 8. In addition to the elected officers, the appointed positions of Parliamentarian, committee chairs, and other such positions as needed, further the governance of the Society. Members filling these positions are appointed by the President with the approval of the Board. They serve terms of two years and may be re-appointed as deemed appropriate by the President. They are invited to participate in Board of Directors and other meetings, as appropriate, in an advisory, non-voting capacity.

Section 9 The CSA Policies and Procedures are guidelines to assist with the governance of the Society. It shall be the charge of the President-Elect to annually review with each elected officer the Policies and Procedures that pertain to his or her area of responsibility or oversight. The President-Elect shall report a summary of this review and any recommendations for further action to the Board of Directors at the meeting immediately preceding the annual symposium.

Section 10. The President shall be an *ex officio* member of all standing and *ad hoc* committees appointed by the President and approved by the Board.

Section 11. Former CSA Presidents shall be designated honorary members of the Board of Directors and, if they are not currently elected Board members, shall be invited to participate in Board activities in an advisory, non-voting capacity.

Section 12. The founding members of the Costume Society of America shall be designated honorary Board members for life and, if they are not currently elected Board members, shall be invited to participate in Board activities in an advisory, non-voting capacity.

Section 13. Any officer, Board member, appointee, or committee member who fails to pay membership dues, or otherwise fails to stay in good standing, as determined by the Board of Directors, shall be removed from said position. Any officer or Board member who misses three consecutive meetings of the Board of Directors automatically shall be removed from his or her position. The meetings preceding and following the symposium count as two meetings. The President is responsible for informing the officer or Director of his or her removal. In the event this is the President, the Past President shall be responsible for informing the President of his or her removal.

Section 14. In the event the office of President becomes vacant, the President-elect shall assume the office. In the event of any other vacancy of an executive committee office, the Executive Committee shall fill the vacancy. In the event that an elected director is unable to complete his/her term, the first alternate from the most recent board election shall be seated. If the first alternate is no longer available (due to an inability to serve or to the fact that he or she has already filled a vacant position), the second alternate from the most recent board shall be seated. If neither alternate is available, the Board of Directors shall fill the vacancy.

Section 15. No one shall be entitled to receive compensation for acting as an officer, Director, appointee, or committee member, but such persons shall be entitled to reasonable out-of-pocket expenses. Exceptions to this are certain appointees, such as editors, whose compensation is established and approved by the Board.

Article VIII--Nominating Committee

Section 1. The immediate Past President shall serve as Nominating Chair for the two years s/he holds that position and can decide whether or not to assemble a committee.

Section 2. For the Board of Directors, the Nominating Chair shall present a slate of no fewer than seven nominees for the Board of Directors for approval by the Board at their fall meeting. Members will be notified by mail or electronically about nominations for Director positions at least one month prior to the slate being brought to the board for approval. The approved ballot shall be mailed or transmitted electronically to the membership following the fall Board meeting, with a date certain for returning their vote.

Section 3. For the Student Liaisons, members will be solicited for nominations. Members will be notified by mail or electronically about nominations for Student Liaison positions at least one month prior to the slate being brought to the board for approval. The Nominating Chair shall present a slate of no fewer than three nominees for approval by the Board at their fall meeting. The approved ballot shall be mailed or transmitted electronically to the student membership following the fall Board meeting, with a date certain for returning their vote.

Section 4. For the Executive Committee, a slate of one or more candidates for each office to be elected shall be prepared by the Nominating Chair and presented for election by the Board of Directors at their fall meeting. Members will be notified by mail or electronically about nominations for Executive Committee positions at least one month prior to the slate being brought to the board for election. The names of the officers-elect shall be sent to the membership following their election and will be included in the minutes of the Annual Meeting.

Section 5. Any Individual, Digital, Emerging Professional, Supporting, Student, or Business Associate or Museum and Association Member, in good standing, may be nominated for Board of Directors and Executive Committee positions.

Article IX --Voting and Elections

Section 1. Individual, Supporting, Student, Emerging Professional, and Digital Members have one vote. The votes of each Business Associate, Museum and Association, or Library Member shall be cast by its two designated representatives.

Section 2. Except where otherwise provided, Society action to be taken by membership vote, whether at a meeting or by ballot, shall be authorized by a majority of affirmative votes cast.

Article X-- Meetings

Section 1. The Society shall hold an Annual Meeting each year for the announcement of the results of the elections and the installation of Directors and officers and for such other purposes as determined by the Executive Committee and Board. The Annual Meeting of members shall be held between March 1 and July 1, the date and place to be determined by the Board. Members shall be given written notice no less than two weeks prior to said meeting.

Section 2. If circumstances do not allow in-person attendance at the annual meeting, the President may, with the approval of the Board of Directors, call for a virtual meeting. This may use any communication technology as long as all attending members simultaneously hear and communicate. All of the provisions regarding notice, date, attendance, and quorum, as specified in sections 1, 3, and 5, will apply.

Section 3. Any member in good standing is invited to attend the Annual Meeting. To encourage active participation in the affairs of the Society, this meeting shall be held in various places throughout North America.

Section 4. The President may, either upon recommendation of the Board of Directors or upon receipt of written demand signed by twenty members, call a special meeting of members after two weeks' notice, stating the nature of the business to be conducted. No business shall be conducted at such meeting without at least two weeks prior notice to the members stating the business to be conducted. If circumstances do not allow in-person attendance at a special meeting, the President may conduct the meeting virtually. This may use any communication technology as long as all attending members simultaneously hear and communicate.

Section 5. At any national meeting of the members, the presence in person of any combination of twenty Individual, Supporting, Emerging Professional, Digital, Student, Museum and Association, Library, or Business Associate Members in good standing shall constitute a quorum. No votes by proxy shall be accepted at any meeting of the members.

Section 6. The Board shall hold at least three regular meetings a year, the first to take place at the conclusion of the symposium, the second to take place in the fall, and the third to take place immediately prior to the symposium at which the Annual Meeting is held. The President shall determine the date of the second meeting. The information as to time, place, and agenda shall be transmitted to each member of the Board not less than two weeks in advance of each meeting.

Section 7. On application in writing from twenty percent or more of the members of the Board, the President shall schedule a meeting of the Board.

Section 8. The President calls the meetings of the Executive Committee, one prior to the fall Board Meeting, one prior to the annual symposium, and others as needed.

Section 9. At any Board meeting the presence of one-third of the Directors shall constitute a quorum. At any Executive Committee meeting the presence of one-third of the members of the Executive Committee shall constitute a quorum.

Section 10. In the case of an urgent matter that comes before the governing body in-between regular meetings, the President may use any communication technology to conduct official business with the Board of Directors and the Executive Committee as long as all attending members are able to communicate. Board and Executive Committee Members so participating shall be deemed present. The information and agendas for said meetings conducted in this manner shall be transmitted to each participating member in time for an appropriate review before any vote is taken.

Section 11. Except as otherwise provided in this Constitution/Bylaws, the Board shall take action by the affirmative vote of the majority of members of the Board present and eligible to vote at a duly held meeting of the Board.

Article XI--Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with the Constitution/Bylaws of the Society.

Article XII--Finance

Section 1. The CSA Finance Committee is a standing committee of the Costume Society of America, governed by the CSA Constitution and Bylaws that reviews and make recommendations to the Board of Directors concerning:

1. CSA's operating and endowment budget
2. The review of and recommendations for CSA's investments
3. The solicitation of general operating funds, as well as endowment funds that must be allocated towards projects, awards, grants, and other initiatives.
4. Oversight of the policies and procedures for receiving gifts and donations
5. Oversight of the policies and procedures for funding CSA projects, awards, grants and projects

Section 2. No pecuniary obligations shall be contracted without sanction of the Board of Directors. This provision shall not prevent the President or other member authorized by the President from incurring indebtedness within limits of the annual budget approved by the Board of Directors for the purpose of administering the operation and programs of the Society.

Section 3. The Treasurer may deposit funds of the Society in one or more financial institutions with approval of the Executive Committee.

Section 4. The accounts of the Society shall be reviewed annually by a Certified Public Accountant who shall be approved by the Executive Committee.

Section 5. In the event that the Society should terminate or cease to exist, any assets remaining to its credit, of whatever kind, shall be transferred as may be decided at a final general meeting to an appropriate eleemosynary institution or institutions, which are active in the preservation and interpretation of costume.

Section 6. The Society holds Operating Investment Funds and Endowment Funds. The earnings and principle of Operating Investment Funds can be used as the Board of Directors sees fit. The CSA Board of Directors decides

each year how to use the yearly earnings of the Endowment Funds to fund awards, grants, honors and projects developed and administered by the CSA Board of Directors. The principle of the endowment will not be used for any purpose except in extraordinary circumstances in the face of an imminent financial crisis in which operating funds are not available and the viability of the organization is threatened. The use of the endowment in such circumstances would require a CSA Board of Directors vote.

Article XIII-- Fiscal Year

The fiscal year shall be set by resolution of the Board as permitted by law.

Article XIV--Indemnity

Any person made a party to any action, suit, or proceedings by reason of the fact that he or she is or was, or that his or her testator or intestate was, a Director, officer or employee of the corporation shall be indemnified to the extent permitted by law.

Article XV – Amendments

Section 1. Amendments to this Constitution/Bylaws may be proposed to the members by an ordinary vote of the Board of Directors.

Section 2. A petition signed by fifty members with voting rights may propose amendments to these Constitution/Bylaws. The proposal shall be delivered to the President or Board of Directors at least sixty days prior to a properly convened members' meeting.

Section 3. Any amendment properly proposed as described above shall be presented at the next properly convened meeting of the members of the Society. A copy of such a proposed amendment shall be included with the notice of said meeting, or written notice of such proposed amendment shall otherwise be given to the members at least two weeks prior to the members meeting at which such amendment shall be considered.

Section 4. Unless otherwise stated in this document, these Constitution/Bylaws may be amended only by a vote of the majority of members present and eligible to vote at an Annual Meeting or Special Meeting at which the amendment is properly presented as described in this document.