

BY-LAWS
OF
Denver Costume & Cosplay Society (DCCS)
(Established 2007)

ARTICLE I

OFFICES

Section 1, Registered office. The registered office of the Corporation shall be located in the State of Colorado.

Section 2, Other offices. The Corporation may also have other offices at such other places either within or outside the State of Colorado as the members may determine from time to time or the business of the Corporation may require.

ARTICLE II

CHAPTERS

Section 1, Organization. The Corporation shall be organized into chapters in defined geographic areas. Each and every member of the Corporation shall be a member of one or more of the chapters approved by the Corporation. The chapter or chapters to which any member of the Corporation shall belong shall be within the sole discretion of that member, provided that the member is affiliated with one of the approved chapters of the Corporation.

Section 2, Addition of chapters. New chapters shall be approved by the members at a meeting of the members, or by the Board of Directors at a meeting of the Board.

Section 3, Authority of the Board. The Board is authorized to prescribe such reasonable rules and regulations for the approval of chapters as it determines to be in the best interests of the Corporation.

ARTICLE III

MEMBERSHIP

Section 1, Becoming a member. Persons become members of the Corporation by becoming members of one or more of its chapters. Any person who has paid the dues of the Corporation and, if applicable, the local chapter shall be a member. The local chapter shall promptly inform the Secretary/Treasurer of the new member's name and address. The local chapter shall present to and review with each new member the By-Laws of the Corporation.

Section 2, Determining the total membership. From time to time, the Board of Directors shall determine by resolution the total membership of the Corporation, on the basis of a list prepared by the Secretary/Treasurer.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1, Meetings. All meetings of the members shall be held at such place within or without the State as the Board of Directors may fix or determine from time to time. One or more persons may attend by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting may communicate with each other.

Section 2, Annual meeting. An annual meeting of the members shall be held at such time as the Board

of Directors shall set. The members shall conduct such business as may properly be brought before the meeting and they shall receive the President's annual report. Members shall be in good standing with the Corporation to vote at the annual meeting.

Section 3, Special meetings. Unless otherwise prescribed by statute or by the Articles of Incorporation, the President, a majority of the Board of Directors, or twenty-five percent (25%) of all the members may call for a special meeting or meetings of the members for any purpose or purposes by delivering a written request to the Secretary/Treasurer of the Corporation. Such request shall state the purpose or purposes of the proposed meeting. On receiving such a request, the Secretary/Treasurer shall call a special meeting of the members to be held at such time, not less than forty-five (45) nor more than sixty (60) days thereafter, as the Secretary/Treasurer shall fix. If the Secretary/Treasurer neglects to issue such a call within ten (10) days of receiving the request to do so, the person or persons making the request may issue the call.

Section 4, Notice of meetings. A written notice of every meeting of the members shall be publicly posted to electronic forums of the Corporation at least forty-five (45) days prior to the meeting, unless a greater period of notice is required by statute. The notice shall specify the place, date, and hour of the meeting and the general nature of the business to be conducted at it. Notice to each member shall have been deemed to have been received if such notice is served on or mailed to the Director representing each chapter. Each Director shall be responsible to provide such notice to the members in such chapter.

Section 5, List of members. At least ten (10) days before each meeting of members, the Secretary/Treasurer or designee shall make a complete list of all the members, stating the address of each. The list shall be subject to inspection by any member at any time during usual business hours. In addition, any member may inspect it at the meeting.

Section 6, Business transacted at a special meeting. At all special meetings of the members, business transacted shall be limited to the purposes stated in the notice.

Section 7, Quorum. At all meetings of the members, a quorum shall consist of all members present or represented by proxy.

Section 8, Record date. The Board of Directors may fix in advance a date as the record date for determining the number of members of the Corporation, or of the members entitled to receive patronage refunds or the allotment of any rights, or for any other proper purpose. The date shall not be more than thirty (30) nor less than eleven (11) days prior to the date on which the members' meeting is to be held or on which the particular action is to be taken.

Section 9, Vote. At any meeting, the vote of a majority of all the members present or represented by proxy shall decide any question, unless the question is one on which a different vote is required by express provision of the applicable statutes, the Articles of Incorporation, or these By-Laws, and cannot be simply modified by these By-Laws. In such cases those express provisions shall govern and control the decision of the question, unless the provision is statutory and has been legally modified by the Articles of Incorporation.

Section 10, Voting and proxies. A member of the Corporation may vote, in person or by proxy, at any meeting of the members. Each member shall be entitled to cast one vote on all matters that are subject to a vote of the membership. Every proxy must be dated and signed by the member or by such member's attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the day it is executed, unless the text of the proxy provides otherwise. The member executing a proxy may revoke it at any time, except where an irrevocable proxy is permitted by law and the proxy affirmatively states that it is to be irrevocable.

Section 11, Consent to action. Whenever a provision of statute, of the Articles of Incorporation, or of

these By-Laws requires or permits the members to vote at a meeting of the members in connection with any corporate action, the Corporation may dispense with the meeting and vote if a majority of all the members consents in writing to taking such corporate action or actions. The written consent of a majority of all the members may be signed in several counterparts so long as the required majority vote for the consent is complied with. The consent shall be filed with the record of members' meetings.

ARTICLE V

DIRECTORS

Section 1, Board of Directors. The Corporation's Board of Directors shall conduct the Corporation's business and manage its property, except as otherwise provided by statute, the Articles of Incorporation, or these By-Laws. The Board shall be composed of one (1) individual member from each chapter of the Corporation chosen annually by that chapter to be a Director, plus the Officers of the Corporation. To be eligible to be a member of the Board, a member of the Corporation shall be at least eighteen (18) years of age. The total number of members of the Board shall be equal to the number of existing chapters, plus the number of elected officers of the Corporation. The number shall be increased to include a Director from each newly established chapter or decreased to reflect the dissolution or termination of a chapter, but in no event shall be less than one (1) Director plus the Officers of the Corporation. A decrease in the number of Directors shall not affect the tenure of office of any Director then sitting on the Board. An Officer of the Corporation may not also serve as a chapter representative. Each Director chosen by a chapter shall hold office until such Director's successor is chosen and qualified, or until such Director dies or resigns or is removed.

Section 2, Waiver of meeting or vote. Whenever a provision of statute, the Articles of Incorporation, or these By-Laws requires or permits the members of the Board to vote at a meeting of the Board, the meeting and vote may be dispensed with if all the members of the Board consent in writing to such corporate actions being taken and those consents are filed with the records of meetings of the Board. The consents may be executed in more than one counterpart.

Section 3, Removal of Board members. Any member of the Board may be removed with cause, at any time, by a majority vote of all the members of the Corporation. Any member of the Board may resign at any time. Such resignation shall be made in writing and delivered to the Board, the President, or the Corresponding Secretary of the Corporation. Unless otherwise specified in such notice, a resignation shall take effect immediately upon its tender to the Corporation.

Section 4, Vacancies of Directors. Vacancies of Directors as well as newly created directorships that result from an increase in the number of chapters shall be filled by the chapter from which the vacancy has occurred or from the new chapter, as the case may be. Each person so chosen shall be a Director until the chapter chooses the Director's successor, or the Director dies, resigns, or is removed by vote of all the members.

Section 5, Actions of the Board. The Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as statute, the Articles of Incorporation, or these By-Laws do not direct or require be exercised or done by the members.

Section 6, Meetings of the Board. The Board of Directors may hold regular and special meetings, either within or outside the State of Colorado. One or more members of the Board may participate in a meeting of the Board or of a committee of the Board by means of a conference telephone or similar communications equipment which permits all persons participating in the meeting to communicate with each other. The Board shall keep minutes of its meetings and a full account of its transactions.

Section 7, First meeting of the Board. The first meeting of the Board of Directors shall be held at such time and place as the members shall fix at the time such members of the Board are chosen. No

notice to the newly chosen Board of that meeting shall be necessary in order legally to constitute the meeting if a majority of the whole Board is present. If the members fail to fix the time or place of the first meeting of the new Board of Directors, or if that meeting is not held at the time so fixed, the Board may meet at such time and place as shall be specified in a notice given as provided in this Article for meetings of the Board of Directors, or as shall be specified in a written waiver signed by all of the members of the Board.

Section 8, Regular Board meetings. The Board of Directors shall hold a regular annual meeting concurrently with the annual meeting of the members of the Corporation, beginning with the 2007 annual meeting of the members. The Board may also hold other regular meetings, without notice, at such time and place as it determines in a resolution adopted at a duly convened meeting, or by unanimous written consent of the members of the Board.

Section 9, Special Board meetings. The President may call a special meeting of the Board by delivering five (5) days' notice to each Board member, either personally, by mail, by telegram, or by electronic mail. At the written request of three (3) members of the Board, the President or the Secretary/Treasurer shall call a special meeting in the same manner and on the same notice, to be held not less than twelve (12) days from delivery of such a request. If the President and/or the Secretary/Treasurer fails to call a meeting, pursuant to a proper request, within five (5) days of the request to do so, the Board members making the request may give notice of the meeting themselves.

Section 10, Quorum at Board meetings. At all meetings of the Board, a majority of the Board members in office shall constitute a quorum for the transaction of business. The acts of a majority of the Board members present at a meeting at which a quorum is present shall be the acts of the Board of Directors, unless otherwise specifically provided for by statute or by the Articles of Incorporation, with provision that such voting requirements may not be modified by these By-Laws. If a quorum is not present at any meeting of the Board, the Board members present may adjourn the meeting from time to time without notice other than the announcement of the meeting, until a quorum is present.

Section 11, Committees. The Board of Directors may designate, by a resolution or resolutions adopted by a majority of the whole Board, one or more committees, each to consist of three (3) or more members of the Corporation designated by the Board. The Board also may designate one or more members of the Corporation as alternate members of any committee, to replace any absent or disqualified committee member at any meeting of the committee. Each such committee shall have and exercise the authority of the Board of Directors in the management of the business and affairs of the Corporation to the extent provided by resolution or these By-Laws and allowed under Section 7-128-206 of the Colorado Revised Nonprofit Corporation Act. Each committee shall keep regular minutes of its proceedings and report them to the Board when required. In the absence or disqualification of any member of a committee or committees, the member or members thereof present at any meeting who are not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Corporation to act at the meeting in the place of any absent or disqualified committee member.

Section 12, Directors not to be salaried. Directors, as such, shall not receive any stated salary for their services to the Corporation.

Section 13, Board members' assent to or dissent from actions. A member of the Board who is present at a meeting of the Board which acts on any corporate matter shall be presumed to have assented to the action taken unless such Board member's dissent is entered in the minutes of the meeting or unless the Board member files a written dissent to the action with the person acting as Recording Secretary of the meeting before its adjournment or forwards the dissent by registered or certified mail to the Corresponding Secretary of the Corporation immediately after the adjournment of

the meeting. A Board member who voted in favor of the action does not have this right to dissent.

ARTICLE VI

OFFICERS

Section 1, How officers are chosen. The Officers of the Corporation shall be a President, a Vice-President, and Secretary/Treasurer. They shall be elected annually by the Board of Directors at the Board's regular annual meeting. The Board shall elect as Officers the members of the Corporation chosen for each office by the members of the Corporation in good standing present or represented by proxy at the annual meeting of the members. The Board may also choose additional Vice-Presidents and one or more Assistant Secretaries and Assistant Treasurers. The same person may hold any two or more offices, except those of President and Vice-President, but no Officer shall execute, acknowledge, or verify any instrument in more than one capacity. To become an Officer of the Corporation, a member must be at least eighteen (18) years of age.

Section 2, Other officers and agents of the Corporation. The Board may appoint any other officers and agents as it deems necessary, or delegate to the President the power to make such appointments. The Standing Rules of the Corporation also may empower the President to appoint officers and agents of the Corporation. Those other officers shall not be Officers of the Corporation, and the creation of such other officers by the Board or by the President shall not increase the number of Officers on the Board of Directors of the Corporation. The Board shall designate the terms of office and the powers and duties of each such officer or agent unless the Standing Rules provide otherwise with respect to a particular officer or agent.

Section 3, Officers not to be salaried. The Officers of the Corporation, as such, shall not receive any stated salary for their services to the Corporation.

Section 4, Removal of Officers. The Officers of the Corporation shall hold office from the date of their election until the election of Officers at the next annual meeting, or until their successors are chosen and qualify. At any time, the Board may, by the affirmative vote of a majority of the Board members, remove any officer it elected or appointed. However, in no event will such removal affect the terms of any existing employment contract or other agreement for compensation under which a removed officer may have been employed. The Board shall fill any vacancy occurring in any office of the Corporation.

Section 5, Duties of Officers of the Corporation. In addition to the duties prescribed in these By-Laws, each Officer of the Corporation shall have any additional duties, not inconsistent with these By-Laws, that either the Standing Rules or the Board of Directors may prescribe.

THE PRESIDENT

Section 6, Duties.

(a) The President shall be the chief executive officer of the Corporation, shall preside at all meetings of the Board and members, shall have day-to-day general and active management powers over the business of the Corporation, and shall see that all orders and resolutions of the members and Board are carried into effect.

(b) The President shall have authority to sign and execute, in the name of the Corporation, all authorized deeds, mortgages, bonds, contracts, or other instruments. The President shall annually prepare a full and true statement of the affairs of the Corporation, including a Balance Sheet and Operating Statement; submit it at the annual meeting of the members of the Corporation, and file it within twenty (20) days thereafter at the principal office of the Corporation in the State of Colorado, with a duplicate of it at the principal office outside the State, if any.

THE VICE-PRESIDENTS

Section 7, Duties. The Vice-President, or if there are more than one, the Vice-Presidents, shall, in the order determined by the Board, perform the duties and exercise the powers of the President in the President's absence or disability, and shall perform such other duties and have such other powers as the Board may prescribe from time to time.

THE SECRETARY

Section 8, Duties.

(a) The Secretary shall attend all meetings of the Board and members and record all the proceedings of the meetings of the Corporation in a book to be kept for that purpose, and shall perform like duties for committees of the Board of Directors when required. In the absence of the Secretary at any meeting, the President may designate an alternate to serve as Secretary for that meeting.

(b) The Secretary may sign, with the President or a Vice-President, any instruments and/or deeds of conveyance of the Corporation. In general, the Secretary shall perform all duties ordinarily performed by a secretary of a corporation and such other duties as the Board of Directors or the President, subject to the Board's control, may assign from time to time.

(c) The Secretary shall give or cause to be given notice of all meetings of the Board and members and shall perform such other duties as the Board may prescribe. The Secretary shall keep in safe custody the records and the seal of the Corporation. When authorized by the Board, the Secretary shall affix the seal to any instrument requiring it; when so affixed, it shall be attested by the Secretary's signature, or by the signature of an Assistant Secretary.

ASSISTANT SECRETARY

Section 10, Duties. The Assistant Secretary or, if there are more than one, the Assistant Secretaries shall, in the order determined by the Board, perform the duties and exercise the powers of the Secretary in the absence of the Secretary, and shall perform such other duties and have such other powers as the Board of Directors may prescribe from time to time.

THE TREASURER AND ASSISTANT TREASURERS

Section 11, Duties of the Treasurer.

(a) The treasurer shall have the custody of the corporate funds and receipts, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as the Board may designate.

(b) The Treasurer shall disburse the funds of the Corporation as the Board may order, taking proper vouchers for such disbursements, and shall render to the President and the Board, at its regular meetings or when the Board so requires, an account of all the Treasurer's transactions and of the financial condition of the Corporation.

(c) If the Board so requires, the Treasurer shall give the Corporation a bond, in such sum and with such surety or sureties as shall be satisfactory to the Board, for faithfully performing the duties of the Treasurer's office and for restoring to the Corporation, in case of the Treasurer's death, resignation, retirement, or removal from office, all the Corporation's books, papers, vouchers, money, and other property in the Treasurer's possession or under the Treasurer's control.

(d) The Treasurer may sign, with the President's prior authorization, any instruments and/or deeds of conveyance of the Corporation for an expenditure of over five hundred dollars (\$500.00), and the Treasurer may sign other instruments and/or deeds of conveyance of the Corporation provided that the

President or another officer endorse a copy of each instrument or deed of conveyance before the end of the fiscal year. In general, the Treasurer also shall perform all the duties ordinarily performed by a treasurer of a corporation, and such other duties as the Board of Directors or the President may assign.

Section 12, Duties of the Assistant Treasurer. The Assistant Treasurer or, if there are more than one, the Assistant Treasurers, in the order determined by the Board, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer, and shall perform such other duties and have such other powers as the Board of Directors may prescribe from time to time.

ARTICLE VII

GENERAL PROVISIONS

Section 1, Fiscal year. The fiscal year of the Corporation shall begin on the first day of January in each calendar year and end on the last day of December of each calendar year.

Section 2, Seal. The seal of the Corporation is the same as the impression affixed in the margin of this page.

Section 3, Amendments. A majority vote of all of the members of the Corporation may alter, amend, repeal, or add to these By-Laws, provided that a written notice has been sent to each member at least forty-five (45) days before the start of the annual or special meeting at which such actions will be considered. The notice shall state the alterations, amendments, additions, or changes that are proposed. This notice may be waived in accordance with these By-Laws.

Section 4, Waiver of notice. Wherever these By-Laws or any statute entitle every member of the Corporation or of the Board to notice of any regular or special meeting of the Corporation or the Board, respectively, the meeting may be held without giving such notice, if seventy-five percent (75 %) of all the members of the Corporation or every member of the Board waives, in writing, that respective requirement. Such written waiver may be executed in one or more counterparts so long as the requirements for a three-quarters majority vote of all the members and a unanimous vote of all the Board members have been complied with.

ARTICLE VIII

RULES OF CONDUCT

Section 1, General rules of conduct.

(a) DCCS members and non-members are expected to conduct themselves in an adult and congenial manner at all activities/events/functions sponsored by the DCCS, as their individual actions are representative of the DCCS as a whole. This also stands when discussing or representing the DCCS by any means on the Internet.

(b) The DCCS strives to provide a friendly and welcoming environment for all members, and would expect them to be respectful of others at all times.

Section 2, Public gatherings and private events.

(a) All participants will behave in a manner appropriate to the setting. Things such as being loud in a quiet area, running down crowded sidewalks, and generally being rude and disrespectful to those around you will not be tolerated. We want you to have fun, but not at the expense of other people.

(b) Your costumes will be location appropriate. At all times, girls must have their chests and lower body covered, while guys must always have their lower torsos covered. Good rule of thumb: if you wouldn't wear it to a swimming pool, don't wear it to the gathering. For nicer locations, such as restaurants, hotels and other places, a much higher degree of dress is required. If you have any

questions if your costume is appropriate, please contact one of the board members.

(c) Props must be location appropriate. No live steel in highly populated areas. Any fire-arm-type weapons must have an orange cap on the nozzle. Please do not bring any props if the board informs you that the gathering will be in a place with no props. If you bring an inappropriate prop, you will be asked to put it in your car. If you do not have a car or some other place to put it away, a board member will store it for you for the duration of the event.

(d) The board members are in charge at any gathering. Please listen to them and do what they ask of you. We try to keep a hands off approach as much as possible but we also don't want a few bad apples ruining it for the entire group.

ARTICLE IX

DISCIPLINARY ACTIONS

Section 1, Violations of the Rules of Conduct. Any violations of the the afore stated Rules of Conduct will result in the following actions:

(a) First Violation – A verbal warning will be given by a member of the Board of Directors or an Officer of the Corporation.

(b) Second Violation – A written warning will be given by a member of the Board of Directors or an Officer of the Corporation.

(c) Third Violation – A verbal and written notice will be given by a member of the Board of Directors or an Officer of the Corporation and the individual(s) will not be eligible to attend the next event or activity held by the organization.

(d) Fourth Violation – A verbal and written notice will be given by a member of the Board of Directors or an Officer of the Corporation that their membership has been revoked for a period of one year. After the membership revocation period, the member may petition the Board of Director's for membership at the next annual meeting. In the event the individual is not a member of the DCCS, they will be banned from any DCCS activities for a period of one year.

(e) Any violation of the Rules of Conduct may also result in the individual being asked to leave immediately if the violation cannot be corrected or if the violation will result in the disruption of the enjoyment of others, or will cause the DCCS to be portrayed in a bad light.