

Adopted April 2005

BYLAWS CALIFORNIA BLACKSMITH ASSOCIATION

The name of this organization shall be

CALIFORNIA BLACKSMITH ASSOCIATION

PURPOSE AND OBJECTIVE

The Association is organized solely for educational purposes, accomplish by the encouragement of training programs and conferences for higher standards of craftsmanship; disseminating information on sources of equipment, literature and material; and bringing the art of the smith to the public through craft fairs and publications.

MEMBERSHIP

Any person or organization interested in blacksmithing and accepting the purpose and Bylaws of this the Association may become a member.

FISCAL YEAR

The fiscal year of the association shall begin on the first day of April and end on the last day of March of the following year.

DUES

The Board of Directors of the association may determine from time to time the amount of the annual dues payable, in advance, on the first day of each fiscal year. When any member is in default in the payment of dues for a period of two months from the beginning of the fiscal year, membership shall be terminated by the Association.

PROPERTY

The property of this Association is irrevocably dedicated to charitable purpose; no part of the net income or assets of this Association shall ever inure to the benefit of any private persons. Upon the dissolution or winding up of the Association, its assets remaining after payment or provision of payment for all debts and liabilities of this Association shall be distributed to a non-profit fund, foundation or corporation which is organized exclusively for charitable purposes and which has established its tax status under Section 501[c] [3] of the Revenue Code.

MEETINGS

There shall be ***at least one meeting of*** the membership per year, the location and ***date*** shall coincide with the Spring Conference. An agenda ***disseminated*** at least fifteen days before ***the*** meeting to permit membership participation by attendance, ***mail*** or telephone. The presence in person or by written proxy of thirty members of the Association shall constitute a quorum for the transaction of business at any meeting of members.

A special meeting may be called by the Board of Directors ***or*** upon written request of ten percent of the members. ***The*** Board of Directors shall call a special meeting to consider a specific subject. Notice of a special meeting shall be ***disseminated*** at least 30 days prior to the date of the special meeting.

To further this Association's education objective a minimum of six hosted events annually shall be held.

AMENDMENTS OF BYLAWS

Revision of the Bylaws may be initiated by a two-thirds vote of the Board or upon receipt of the request by ten (10) percent of the Members. Notice of intent to change the Bylaws must be disseminated at least thirty (30) days prior to the duly organized Member meeting at which a Bylaws vote is to taken. Revisions shall be approved by a two-thirds vote of the membership voting..

BOARD OF DIRECTORS

The Board of Directors shall have control of all the Association's work and property, except insofar as it may otherwise be determined by these Bylaws, Charter, or Law of the State of California. The Board of Directors of the Association shall consist of at least seven members. ***To establish the overlap of Board membership for a continuity of administration at least four Board members shall be elected in even years and at least three in odd years.*** The members of the Board shall, upon election proceed with the performance of their duties and continue in office for a period of two years. Successors shall assume their duties ***at the annual meeting or upon*** appointment. Directors may be removed from office ***by two-thirds vote of the Board*** for due cause ***or*** by a majority vote of the membership in a special election. Vacancies occurring shall be filled by appointment by the Board of Directors. Directors shall be limited to two successive terms in office.

The official address of the Association shall be that of the Secretary or designated with the Board's approval.

The Board of Directors shall have ***a*** meeting immediately prior to the annual membership meeting and shall hold other meetings as it deems proper. Meetings other than those concurrent with the annual membership meeting may be called at any time by the president or by any five Directors. Written notice of such meeting specifying its time

and place shall be mailed to each member of the Board of Directors at least fifteen days before the meeting date. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Five members of the Board shall constitute a quorum, but the Board may not act except on the affirmative vote of at least five of its members personally present. In the absence of a quorum, a majority of those present may vote to adjourn the meeting.

OFFICERS

The officers of the Association shall include a President, Vice-President, Secretary and Treasurer, who shall be elected by the Board of Directors at its annual meeting, from their own number, or from other members of the Association, to serve until the next annual meeting and until their successors qualify. Any such officer not already a Director shall become a Director Ex-Officio as long as he holds such office, with full voting rights. In the event an even number of Directors results from this procedure, the President will vote only to break a tie. The Board may appoint such additional officers as it deems appropriate, delegating such authority and duties as it may designate, to serve at its pleasure. Vacancies shall be filled by the Board of Directors, except that if a vacancy occurs in the office of President, the Vice-President shall succeed him. Officers may not be removed from office except for due cause.

DUTIES OF OFFICERS

The President shall preside at all meetings of the Association, and meetings of the Board of Directors, and is Ex-Officio member of all committees with vote. He shall communicate to the Board of Directors, and the membership of the Association continually on the promotion, effectiveness and welfare of the Association.

The Vice President *shall* act in the absence of the President.

The Secretary shall maintain records of all Association meetings, have records available at meetings, handle all correspondence, and be responsible for maintaining a current Association roster. *The Secretary* shall receive all applications for membership. *All monies received shall be handled in accordance with a policy developed with the Treasurer and approved by the Board.* The Secretary shall keep, or oversee the keeping of accurate minutes of all Board Meetings; said minutes to be forwarded to the Association's Publication Editor before the publication deadline.

The Treasurer shall have custody of all moneys deposited in the bank, maintain financial records and provide annual reports to members or when requested by the Board of Directors. Current financial information shall be available at membership meetings.

PUBLICATION COMMITTEE

The President shall appoint a Publication Committee which shall designate an Editor, or Editors and shall exercise oversight of the Association Publications. The Committee Chairman will work under and report to the Board of Directors.

ELECTION COMMITTEE

The President shall appoint an election committee and chair who shall be responsible for nominations from the general membership to replace the board members whose terms are expiring. Nominees shall be endorsed in writing by not fewer than five (5) Members. The Board shall set a schedule that will provide election results in advance of the Annual meeting.

OTHER COMMITTEES

The Board of Directors may create other committees. Committee members shall be appointed by the President and serve at the pleasure of the President. Committees shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.

ELECTION OF DIRECTORS

The Board of Directors shall be elected by the voting Members not later than thirty (30) days before the Annual Meeting.

INDEMNIFICATION

Unless otherwise prohibited by law, the Corporation [may] [shall] indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments,

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finances, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors [shall] [may] also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.