

# **Western Reserve Artist Blacksmith Association Constitution and By-Laws January 1997**

With revisions, dated February 24 2001, October 6, 2007.

## **ARTICLE 1: NAME.**

The name of this 501(C) (3) non-profit organization shall be  
“**WESTERN RESERVE ARTIST BLACKSMITHS ASSOCIATION**”.

The official abbreviation of this organization shall be “**WRABA**”.

## **Article II: PURPOSE AND OBJECTIVES.**

The Corporation is organized exclusively for charitable and educational purposes including the following:

**1.0** To establish training programs for aspiring smiths.

**2.0** To disseminate information about sources of material and equipment.

**3.0** To expose the art of blacksmithing to the public.

**4.0** To serve as a center of information about blacksmithing for architects, interior, designers and the general public.

The organization is strictly limited to purposes which qualify it as an exempt organization under section 501(C) (3) of the Internal Revenue Code of 1954 or the corresponding section of any future tax code

## **ARTICLE III: MEMBERSHIP**

**1.0** Membership in this organization shall be open to anyone paying the annual membership dues as set by the organization's governing body.

**2.0** Dues shall be payable in advance of his/her membership date. A notice will be sent by the Secretary.

**3.0** Any member in default of payment of dues for a period of three (3) months shall be terminated from the membership.

**4.0** Only members in good standing and over the age of eighteen (18), shall be eligible to vote and hold elected office.

**5.0** During each year of his/her membership, the member shall contribute to the Association in at least one of the following ways:

**5.1** Host or demonstrate at a club hammer-in.

**5.2** Be a board member or officer of the club.

**5.3** Contribute to the club library.

**5.4** Work at a club sponsored event.

**5.5** Contribute to the newsletter.

Failure to contribute to the Association as described above may result in termination of the member by board action.

**6.0** Any member who has contributed to the advancement of blacksmithing and has given excessively of his/her time and talents to the advancement of blacksmithing in the corporation may be made an “Honorary Member” for life by full vote of the Board of Directors. Honorary Members shall be exempt from payment of any membership dues and shall be entitled to all the privileges of regular membership.

## **ARTICLE IV: FISCAL YEAR. (Revised 10/6/07)**

Financially, the Association shall operate on the Fiscal Year beginning on March 1st and ending on February 28th or 29th.

## **ARTICLE V: EXECUTIVE COMMITTEE**

**1.0** General Powers and Duties. The business and affairs of the corporation shall be managed by the Executive Committee.

**2.0** Members and Tenure. The Executive Committee shall consist of the officers and five elected board members.

**3.0** Election and Term of Office. The officers shall be elected for one year terms. Board Members shall be elected on alternate years for two year terms. (Revised 10/6/07) Elections for officers and board members shall be by a majority vote of the membership, either at a regular meeting in November called for that purpose or by

mailed ballot with nominations at the regular October meeting. Elected officers will assume duties beginning January 1st.

**4.0 Meetings of the Executive Committee.** Regular meetings of the Executive Committee shall be held quarterly and at such other times as may be determined by the committee.

The Executive Committee:

**4.1** Shall implement ways and means of funding the group's activities in accordance with the objectives set forth in this document.

**4.2** Shall organize the periodic meetings and be responsible for educational demonstrations.

## **ARTICLE VI: OFFICERS.**

The officers shall consist of:

**1.0 PRESIDENT:** The President shall preside over all board meetings and over all business meetings. The President shall be a member-ex-officiate, with right to vote, of all business-meetings. The president shall be a member-ex-officiate, with right to vote, of all committees except the nominating committee. The President shall be responsible for directing the activities of the organization during his term in office. Following the term of President, the President becomes the Past-President.

**1.1 PAST-PRESIDENT:** The Past-President has no official duties but shall remain on the Board of Directors as an advisor. The Past-President may use this year to complete any special projects he initiated while acting as President. The term of the Past-President is one year.

**2.0 VICE-PRESIDENT:** The Vice-President shall in the case of death or the absence of the President or of his inability of any cause to act, perform the duties of the President during his term of office. The Vice-President shall establish the calendar of meetings (Hammer-in's) and demonstrators for the following year. This schedule shall be published before the end of the fiscal year.

**3.0 SECRETARY:** The Secretary shall record the minutes of all business meetings and maintain same in a permanent file, he shall conduct group correspondence, carry out all executive orders not otherwise committed, notify members of their election to office or appointment to committees. (Deleting keep an accurate list of paid up members)

**4.0 TREASURER:** The Treasurer shall collect dues. Shall receive all other funds and shall disburse funds subject to the approval of the Executive Committee. The Treasurer shall maintain all financial records and shall submit a report to the Executive Committee at each meeting. Annually the Treasurer shall file all State and Federal reports as required and shall publish to the membership a financial report on the condition of the organization. The Treasurer shall send delinquent dues notice to any member more than two (2) months in arrears. The Treasurer shall keep all funds in secure financial institutions as approved by the Executive Committee. The President and the Treasurer shall have the authority to access such funds on their signature. All funds, books and accounts shall at all times be available to the Executive Committee, The Secretary/Treasurer offices may be held by one person, if so elected, without conflict of interest. Keep an accurate list of paid up members

**5.0** The order of succession to the office of President shall be, Vice-President, Past-President, and Secretary. Then the Treasurer, Other vacancies are to be filled by a majority vote of the remaining officers.

## **ARTICLE VII: REMOVAL OF OFFICERS.**

Elected officers shall be considered removed from office by resignation, death, or the inability serve; which is defined as the missing of three meetings without acceptable excuse. In this event be it the President, the Vice-President shall be appointed by the Executive Committee. All other positions to be elected by majority vote of the remaining Executive Committee Members. Any elected officer may be removed from office by a recall election, which, shall be initiated by a petition signed by fifteen (15) percent of the regular members, and submitted to the Executive Committee.

## **ARTICLE VIII: MEETINGS.**

**1.0** Membership meetings shall be held at least quarterly. Business meetings shall be held annually for the purpose of electing officers. Quorum; The presence of ten (10) percent of the regular members shall constitute a

Quorum. Notice of meetings shall be mailed to the last recorded address of each regular member at least ten (10) days before the meeting, stating the time, place, date and purpose of the meeting.

**2.0** Order of Business shall be: The call to order by the President, the roll call of Officers, Proof of notice of the meeting, The certification of a quorum, the Secretary shall read the minutes of the last meeting,

Communications, Election of Officers, Report of committees, Unfinished Business, New Business, Good and Welfare of the Organization, Call for a motion to adjourn.

**3.0** Rules. The meetings of the Association shall be conducted in accordance with the Roberts Rules of Order.

#### **ARTICLE IX: COMMITTEES**

**1.0** Nominating Committee; before the annual election the President shall appoint three (3) members in good standing to nominate candidates for election to office. The Secretary to certify the candidates are members in good standing.

**2.0** Election of Officers shall be at the annual meeting or by mail if the Board so determines.

**3.0** Other Committees; the President may at any time appoint other committees as the Board may deem fit. Vacancies on appointed committees shall be filled by appointment of the President; subject to the approval of the Board. Committee member's terms shall be the same as the Executive Office who appointed them.

#### **ARTICLE X: AMENDMENTS**

The By-Laws of this organization may be amended, repeal or altered in all or part by a majority vote at a duly called meeting for this purpose. The proposed changes to be mailed to the last recorded address of all regular members at least ten (10) days before the proposed meeting.

#### **INDEMNIFICATION ARTICLE XI:**

Each person who has been, nor is or shall hereafter be a member of the executive committee shall be indemnified by the Association to the extent of the Treasurer funds and as permitted by law against all expenses reasonably incurred by him/her in connection with any action, suit, proceedings or the settlement or compromise thereof, or payment of any judgment or fine resulting there for in which he/she may become involved by reason of any action taken or omitted by him/her, provided that such action was taken or omitted in good faith for the organization.

#### **ARTICLE XII: DISSOLUTION**

By two-thirds vote of all the regular members of the Association, the organization may be dissolved. Upon the dissolution of the Association, the assets shall be placed at the disposition of THE ARTIST BLACKSMITHS ASSOCIATION OF AMERICA (ABANA), to be held in trust in the event a blacksmithing group reforms in the WESTERN RESERVE. In the event that this is not feasible, the funds shall be distributed for one (1) or more exempt purposes within the meaning of section 501(C)(3) of the Internal Tax Code, or it shall be distributed to the State or Local Government for public purposes. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas in the county in which the principal office of the association is then located. In no event shall the assets of the WESTERN RESERVE ARTIST BLAKSMITHS ASSOCIATION be distributed to or inured to the benefit of any individual member.