

BY - LAWS
of the
INDIANA BLACKSMITHING ASSOCIATION, INCORPORATED

[THIS REVISION ADOPTED BY THE MEMBERSHIP - September 17, 2011]

ARTICLE I.

NAME:

The name of this not for profit corporation shall be the **INDIANA BLACKSMITHING ASSOCIATION, INCORPORATED**. The official abbreviation of this name shall be **IBA**.

ARTICLE II.

PURPOSES AND OBJECTIVES:

The IBA is organized exclusively for educational purposes, including for such purposes the following: to encourage and facilitate the establishment of training programs for aspiring smiths; to disseminate information about sources of material and equipment; to expose the art of blacksmithing to the public; to serve as a center of information about blacksmithing and its tradition; and to do so in cooperation with and as a chapter of the **ARTIST-BLACKSMITHS' ASSOCIATION OF NORTH AMERICA, INC.** Further, the IBA is organized exclusively for educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.

No part of the net earnings of the IBA shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the IBA shall be authorized and empowered to pay reasonable compensation for services rendered.

Notwithstanding any other provisions of these By-Laws, the IBA shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III.

MEMBERSHIP:

Section 1. Qualifications: Any person, who practices blacksmithing as a profession or avocation may become a member.

Section 2. Categories of membership: There shall be the following categories of membership in the IBA: **A.** A regular member is one who practices blacksmithing as a profession or avocation. **B.** A family membership is a single membership for a family unit. As used herein the term family shall mean the husband and/or wife together with any minor children permanently residing with such husband and/or wife.

Section 3. Membership qualifications: A person or family may become a member by written application on forms provided by IBA, accompanied by payment of one year's dues, to the President or Secretary or other designated person.

Section 4. Honorary Members: The Board of Directors may elect Honorary Members by unanimous vote of the Directors present at a duly constituted meeting. Honorary Members shall be exempt from payment of any fees what so ever and shall be entitled to all the privileges of regular members, except the right to vote and hold office. Honorary Membership shall be granted only for exceptional contributions to the purposes of IBA.

Section 5. Resignation: Any member, who has fulfilled all of his/her obligations to the IBA, may withdraw from the IBA by giving written notice of such intention to the Secretary of the Board of Directors, which notice shall be effective when received by the Secretary and shall be presented to the Executive Committee of the Board of Directors or to the Board of Directors at the first meeting held by either after its receipt.

Section 6. Suspension: A member may be suspended for a period or expelled for cause, such as violation of any By-Laws or Code of Ethics of the IBA or for conduct prejudicial to the best interest of the IBA. Suspension or expulsion shall be by two-thirds vote of the entire membership of the Board of Directors, provided that a statement shall have been mailed by registered mail to the member under charges at his/her last recorded address at least fifteen days before final action is to be taken thereon. This statement shall be accompanied by a notice of the time and place where the Board of Directors is to take action. The member shall be given an opportunity to present a defense at the time and place mentioned in such notice. The action of the Board of Directors shall be final and binding. Said member suspended or expelled shall forfeit dues paid, and any and all rights of membership on the Board of Directors, any committee, or any other position of responsibility.

ARTICLE IV.

FISCAL YEAR:

The fiscal year shall be set from time to time by the Board of Directors.

ARTICLE V.

DUES:

Section 1. Annual dues: The Board of Directors may determine from time to time the amount of an initiation fee, if any, and annual dues payable to the IBA by the members.

Section 2. Payment of dues: Dues shall be payable in advance on the first day of each fiscal year.

Section 3. Default and Termination of Membership: When any member shall be in default in the payment of dues for a period of three months from the beginning of the fiscal year or period for which such dues become payable, his or her membership shall thereupon be terminated for lack of payment. Such lack of payment shall constitute intent not to continue membership.

ARTICLE VI.

MEETINGS:

Section 1. Annual Meetings: There will be an annual meeting of the members of the IBA each year, its date to be set by the Board of Directors, and announced through the newsletter not more than sixty days nor less than twenty days prior to the date of the meeting. All notice of meetings shall set forth the time, date, place, and purpose of the meeting.

Section 2. Special Meetings: Special meetings of the members of the IBA may be called by the Board of Directors. Upon written request of twenty 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 mailed to the last recorded address of each member not more than sixty days nor less than twenty days prior to the special meeting.

Section 3. The business of the meetings shall be conducted by a majority of all members present in person or by written proxy.

Section 4. Voting: If the manner of deciding any question has not been otherwise prescribed, it shall be decided by majority of members present.

Section 5. Proxies: A proxy shall be in writing and revocable at the pleasure of the member executing it.

ARTICLE VII.

DIRECTORS:

Section 1. Number of Directors: The affairs, activities, and concerns of the IBA shall be managed by the Board of Directors, consisting of eight persons. The members of the Board shall, upon election, immediately enter into the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

Section 2. Election of Directors and Terms of Office: Two Directors shall be elected each year for four-year terms. Should a Directors position become vacant, the remainder of the term shall be filled by the Board, who shall first consider the list of runners up in the last

Board Election. This list shall be considered in decreasing numbers of votes. The Board may if necessary go outside this list for qualified members. In no case shall a term length be shortened or started over. As an example: Term "A" shall run four years. A year later term "B" shall begin and run four years. A year later term "C" shall begin and run four years. A year later term "D" shall begin and run four years. A year later term "A" will start again. A record shall be kept of these terms and their holders and any changes which may occur during the term including the date of the change.

Section 3. Meetings of the Board: Regular meetings of the Board of Directors shall be held as deemed necessary by the Board. The President may, when he/she deems it necessary, and the Secretary or other member of the Executive Committee shall, at the request of three members of the Board call a special meeting of the Board. Notice shall be given to each Director at least ten days prior to the appointed day of the meeting.

Section 4. Quorum: Four members of the Board of Directors constitute a quorum for the transaction of business. Decisions require an affirmative vote of at least four members.

Section 5. Action by Board of Directors Without a Meeting: Unless otherwise restricted by the Certificate of Incorporation or the By-Laws, any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof, may be taken without a meeting if all the members of the Board or the committee, as the case may be, consent thereto in writing or by electronic communication and the writings or electronic communications are filed with the minutes of the proceedings of the next meeting of the Board of Directors or committee, as the case may be.

Section 6. Action by Conference Telephone: Unless otherwise restricted by the Certificate of Incorporation or these By-Laws, members of the Board of Directors or of any committee thereof may participate in a meeting of the Board of Directors or of such committee, as the case may be, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such a meeting in such manner shall constitute presence in person at such meeting.

Section 7. Absence: Should any member of the Board of Directors be absent unreasonably from three consecutive regular meetings of the Board or if his or her excuse should not be accepted by the members of the Board, his or her seat on the Board may be declared vacant, and the Board may fill the vacancy according to Section 2 of this Article.

Section 8. Vacancies: Whenever a vacancy occurs on the Board of Directors, it shall be filled promptly by the remaining members of the Board according to Section 2 of this article. The person chosen shall hold office until the end of the term as any other regular member of the Board.

Section 9. Removal of Directors: Any one or more of the Directors may be removed with cause at any time, by vote of two thirds of the members of the total Board at any special meeting called for that purpose. The procedure shall be as in Article III, Section 6.

ARTICLE VIII.

OFFICERS:

Section 1. Number: The officers of the IBA shall consist of a President, Vice-President, Secretary, and Treasurer and may also consist of a Membership Secretary to maintain the membership records. The positions of Secretary and Treasurer may be combined if convenient.

Section 2. Method of Election: The Directors, at their first meeting following the annual meeting, shall elect all officers for the term of one year from the members of the Board, or by unanimous approval of the Board, the officers can be selected from the membership.

Section 3. Reimbursement of Officers and Directors: The officers and directors may be reimbursed for expenses incurred by them while acting in their official capacity as the Board of Directors determines. The Membership Secretary may also be reimbursed as above.

ARTICLE IX.

COMMITTEES:

Section 1. Committee Appointments: The President shall be allowed to make committee appointments, other than for the Executive Committee, from any of the Directors.

Section 2. Executive Committee: The Executive Committee shall be composed of all of the officers of the IBA and may act on behalf of the IBA on any matter when the Board of Directors is not in session, reporting to the Board of Directors for its ratification of their actions at each Board Meeting.

Section 3. Nominating Committee: The President shall appoint a nominating committee of three members whose duty shall be to nominate candidates from among the members for Directors to be elected at the next annual meeting. Persons nominated must be members in good standing and willing to serve.

Section 4. Independent Nominations: Nominations for Directors may also be made from the floor at the annual meeting. Persons nominated from the floor, and by other means, must first agree to serve and must be members in good standing.

Section 5. Other Committees: The President may, at any time, appoint other committees on any subject for which there are no standing committees.

Section 6. Reimbursement of Committees: Members of committees may be

reimbursed for expenses incurred by them in their official capacity as the Board of Directors determines.

ARTICLE X.

AMENDMENTS:

These by-laws may be amended, repealed, or altered in all or part, by a majority vote at any duly organized meeting of the Association. The proposed change shall be mailed to the last recorded address of each member at least fifteen (15) days before the meeting.

ARTICLE XI.

INDEMNIFICATION:

Each person who has been, now is, or shall hereafter be a member of the Board of Directors or an officer or a member of a committee of the IBA shall be indemnified by the IBA to the extent of its treasury funds and as permitted by law against all expenses reasonably incurred by him or her in connection with any action, suit, proceeding or settlement or compromise thereof, or payment of any judgment or fine resulting therefrom in which he or she may become involved by any action taken or omitted in good faith for the IBA.

ARTICLE XII.

DISSOLUTION:

By two thirds vote by all the members of the IBA, the IBA may be dissolved. In such event no member of the IBA shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the IBA, and all members of the IBA shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the IBA's affairs, whether voluntary or involuntary, the IBA's assets, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary or educational organizations (I) which would then qualify under section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended and (II) whose purpose is as near as possible to the purposes of the IBA.

ARTICLE XIII.

Except as otherwise noted the meetings of the IBA shall be conducted in accordance with

Roberts Rules of Order as Revised.

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[Future revisions must continue to agree with the Articles of Incorporation.]