

**Florida Artist Blacksmith Association-Chapter of Artist Blacksmith
Association of North America, Inc.**

ARTICLE I

MEMBERS

SECTION 1. CLASSES OF MEMBERS.

A. A Sponsoring Business Member shall be corporations, partnerships, and sole proprietorships interested in the art of blacksmithing.

B. A Family Member shall be any person, along with his or her family who is of good moral character and is interested in the art of blacksmithing. "Family" includes all members of a single household.

C. An Honorary Life Member shall be any individual recognized by the Board of Trustees as having made outstanding contributions to FABAA. Honorary Members shall be exempt from the payment of dues during their lifetimes.

SECTION 2. APPLICATION FOR MEMBERSHIP. Applications for membership shall be presented to the Board of Trustees in such form as the Board of Trustees shall prescribe. Membership applications shall be received and approved or disapproved at the discretion of the Board of Trustees.

SECTION 3. TERM OF MEMBERSHIP.

A. Sponsoring Business Membership and Family Membership shall be for one year, beginning when the application is received and approved (the Member's "anniversary date") and ending on the first day of month following the month in which the Member's anniversary date falls.

B. Honorary Life Membership shall be from the date the Honorary Life Membership is conferred by the Board of Trustees until the death or resignation of the individual.

C. No membership is transferable or assignable.

SECTION 4. VOTING RIGHTS. Each Single Family Household and each Honorary Life Member shall be entitled to one vote on each matter submitted to vote of the Members, and can hold only one office at a time. Sponsoring Business Members may not vote or hold office.

SECTION 5. TERMINATION OF MEMBERSHIP. Any Member may resign by mailing a written resignation to the Treasurer. The Board of Trustees, by affirmative vote of two-thirds of all Members of the Board of Trustees, may terminate the membership of any Member for due cause to include infractions of these bylaws, statutes or moral codes of conduct.

SECTION 6. DUES. The Board of Trustees shall determine from time to time the amount of annual dues payable to FABAA by Sponsoring Business Members and Family Members. Dues shall be payable by the first day of the month following the Member's anniversary date, or when a Member first applies for membership.

Adopted April 8, 1995; amended April 12, 1996, July 13, 1996, April 14, 2001, August 15, 2005 and January 19, 2008.

ARTICLE II

MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETING. An Annual Meeting of the Members shall be held each year in October for the transaction of such business as may come before the meeting. The Board of Trustees shall select the date for the Annual Meeting and provide notice to all Members as outlined in these bylaws.

SECTION 2. SPECIAL MEETING. Special Meetings of the Members may be called by the President, the Board of Trustees, or not less than one-tenth of the Members. The individual or group calling the Special Meeting shall select the date and location for the Special Meeting and provide notice to all Members as outlined in these bylaws.

SECTION 3. NOTICE OF MEETINGS. Written or printed notice stating the place, day, and hour of any meeting of Members shall be made through the newsletter or by U. S. mail sent to each Member at least fifteen days before the date of the meeting. In the case of a Special Meeting or when required by statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice shall be deemed to be delivered when deposited in the U.S. mail, with postage thereon paid, addressed to the Member at his or her address as it appears on the records of the corporation.

SECTION 4. MEETINGS BY MAIL. Any action required or permitted to be taken at an annual or special Meeting of Members may be taken without a meeting if a consent or vote in writing, setting forth the action so taken, shall be signed by a majority of the Members with voting rights.

SECTION 5. QUORUM. Provided all Members with voting rights have been given the appropriate notice specified in these Bylaws, those Members present may accomplish any act authorized herein by a vote of the majority present, if the Members present constitute at least 10% (ten percent) of the outstanding voting Members of FABA.

ARTICLE III

BOARD OF TRUSTEES

SECTION 1. GENERAL POWERS. The Board of Trustees, consisting of all Officers and Trustees, shall manage FABA's affairs. Trustees need not be residents of the State of Florida, but must be Family Members or Honorary Life Members of FABA. The Secretary shall give each Trustee a copy of the Articles of Incorporation and the Bylaws of FABA upon his or her election to the Board and the Trustee shall agree to comply with all their terms and conditions.

SECTION 2. OFFICERS AND TRUSTEES.

A. There shall be four Trustees, with a Trustee for each region of the state (Southwest, Southeast, Northwest and Northeast). The Trustee representing a specific region shall reside in the region he or she represents. Each Trustee shall serve a term of two years or until his or her successor shall have been elected. In the absence of an annual election, the incumbent Trustees shall continue to hold office and conduct FABA's business until their successors have been duly elected. Two trustees shall be elected in odd numbered years. Two trustees shall be elected in even numbered years.

B. The immediate Past President of FABA shall serve as a member of the Board of Trustees, with the same rights and responsibilities as the other Trustees, for a term of two years, beginning on the January 1 when the subsequent President takes office.

C. There shall be six officers of FABA: the President, Vice-President, Secretary, Treasurer, Newsletter Editor, and Program Chairperson. Each shall serve a term of two years or until his or her successor shall have been elected. In the absence of an annual election, the incumbent Officers shall continue to hold office and conduct FABA's business until their successors have been duly elected. The Board of Trustees may elect or appoint other officers from time to time, but those other officers shall not vote at meetings of the Board of Trustees.

1. The President shall be the principal executive officer of the corporation and shall, in general, supervise all the business and affairs of the corporation. The President shall preside at all Regular and Special Meetings of the Members and of the Board of Trustees. He or she may sign, with the Treasurer or any other Officer, any bonds, contracts, or other instruments that the Board of Trustees has authorized to be executed, except in cases where the signing shall be expressly delegated by the Board of Trustees or by these Bylaws or by statutes to some other Officer or agent of FABA, and in general he or she shall perform all duties incident to the offices of President and such other duties as may be prescribed by the Board of Trustees.

The President shall present an annual budget to the Board of Trustees at their Regular First Quarter Meeting. That budget shall reflect all anticipated revenues and expenditures in sufficient detail that the Board of Trustees can make adequate plans for the fiscal year. Once approved by the Board of Trustees, the budget shall serve as FABA's operational guide. The President shall present amendments to the budget as conditions warrant.

2. The Vice-President shall perform the duties of the President when the President is absent, unable to act, or refuses to act, and when so acting, the Vice-President shall have all the powers and be subject to all the restrictions of the President.

3. The Treasurer shall have charge and custody of and be responsible for all FABA's funds and securities, shall receive and give receipts for monies due and payable from all sources, and shall deposit all such monies in FABA's name in such banks, trust companies, or other depositories as shall be selected by the Board of Trustees. The Treasurer and President are authorized to sign checks drawn on all accounts, and the signatures of both shall be required on such checks.

The Treasurer shall report assets and liabilities to the Board of Trustees at its Regular or Special meetings, and monitor receipts and expenditures against the budget and notify the President when variances are noted or predicted.

If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his or her duties as the Board shall determine, at FABA's expense.

The Treasurer shall maintain a list of all current Members of FABA, and their addresses and phone numbers, and make that list available to the Board of Trustees, the Members, the Artist Blacksmith Association of North America, and to other individuals and groups approved by the Board of Trustees. The Treasurer shall periodically provide an up-to-date list of current Members to the Newsletter Editor and to the Secretary. The Treasurer shall mail notices as appropriate to delinquent Members asking them to renew their membership in FABA.

4. The Secretary shall conduct elections for Officers and Trustees as specified in these Bylaws. At the beginning of each calendar year, the Secretary shall notify ABANA and the Webmaster for FABA's website of changes in the membership of the Board of Trustees. In addition, the Secretary shall provide notice to organizations that exchange newsletters with FABA when a new Newsletter Editor takes office.

The Secretary shall handle registration for the annual conference.

The Secretary shall record and maintain accurate minutes of all Meetings of the Members and of the Board of Trustees in one or more books provided for that purpose, and shall provide a copy of the minutes to the Historian and to the Newsletter Editor, for publication in the newsletter. In addition, the Secretary shall maintain sufficient copies of these Bylaws and the Articles of Incorporation to provide to members of the Board of Trustees, see that all notices are duly given in accordance with these Bylaws or as required by statute, be custodian of FABA's records, including archival copies of the newsletter, attest to action taken by the Board or Members and certify the legitimacy of any corporation record when such attestation or certification is required, file the annual report to the Secretary of State, and in general perform all duties incident to the office of Secretary and such other duties as may be assigned to him or her by the President or by the Board of Trustees.

5. The Newsletter Editor shall originate and promulgate FABA's principal instrument of communication, a newsletter entitled The Florida Clinker Breaker, to be published at such frequencies as are determined by the Board of Trustees. The newsletter shall be distributed to all Members at the address furnished by the Treasurer, and to additional parties on a mailing list approved by the Board of Trustees. The Newsletter Editor shall maintain a set of newsletters he or she distributes, and provide the archived newsletters to the Secretary for FABA's records.

The Board of Trustees shall furnish an annual budget to the Newsletter Editor annually, and shall furnish amendments to that budget as the need arises. The Board of Trustees shall furnish the fiscal resources to complete the origination and distribution of the newsletter on a timely basis.

The Newsletter Editor shall be the principal editor of the newsletter and shall promulgate it according to the highest standards of journalistic quality and ethics, and in accordance with all laws.

6. The Program Chairperson shall organize and produce the statewide annual conference within the budget established by the Board of Trustees. The Program Chairperson shall be the primary person responsible for procuring demonstrators, teachers, and speakers for the annual conference, and will make any arrangements necessary for their transportation, accommodations, meals, and materials and supplies.

Before obligating FABA for the payment of any program costs, expense reimbursements, fees, or honoraria, the Program Chairperson shall secure authorization of the program budget from the Board of Trustees at a regular or special Meeting or, if such Meeting cannot be timely scheduled, the Program Chairperson shall secure authorization from the President or his or her designee.

If an expense is incurred for an approved expenditure, the Program Chairperson shall present all statements, invoices, receipts, and other records of such expenditures to the President or other person authorized by the Board of Trustees.

SECTION 3. EXECUTIVE COMMITTEE. The Executive Committee of the Board of Trustees shall consist of the President, Vice-President, Treasurer, Program Chairperson, and past President. The Executive Committee shall be fully empowered to take any and all actions that may be necessary or desirable between Regular or Special Meetings of the Board of Trustees except the election of Officers or Trustees and the removal of Members so long as such actions are consistent with the general operating practices and policies of the Board of Trustees.

SECTION 4. ELECTION OF OFFICERS AND TRUSTEES.

A. The Secretary shall conduct a partial election of Officers and Trustees by mail each year. Ballots, so prepared that the voter may not be identified, shall be mailed to each Member by August 15. Ballots mailed or delivered to the Secretary by September 15 shall be counted. Ballots shall be counted by an ad hoc committee of at least three Members in good standing as appointed by the President and election results announced to the membership as an order of business of the Annual Meeting.

B. The tenure of office for all Officers and Trustees shall be two years. The President, Vice-President, Secretary, Trustee #1 and Trustee #3 shall be elected in odd numbered years; the Treasurer, Newsletter Editor, Program Chairperson, Trustee #2, and Trustee #4 shall be elected in even numbered years. All Officers and Trustees currently in office when these Bylaws are adopted shall continue in office until the next regular election or until replaced by the Board of Trustees, whichever is sooner. In order to implement regional representation by Trustees and to re-establish staggered terms, the following schedule shall be followed: In 2005, the individuals elected to Trustee positions #1 and #3 shall serve for one year instead of two. In 2006 when all Trustee positions are up for election, the NW and SW trustees will be elected for one year only, while the NE and SE trustees will be elected for two-year terms. Thereafter, the NW and SW trustees shall be elected in odd numbered years and the NE and SE trustees shall be elected in even numbered years and all shall serve two-year terms.

SECTION 5. REMOVAL OF OFFICERS AND TRUSTEES. Any Officer or Trustee may be removed from office with or without cause, by a vote or agreement in writing by a majority of all Members with voting rights. If removal is considered at a Regular or Special Meeting of the Members, the notice for that Meeting shall state the name(s) of the Officer(s) or Trustee(s) sought to be removed. If removal is attempted at a Meeting of Members, there shall be a separate vote taken for each Officer or Trustee sought to be removed. If removal is attempted by written agreement of the Members, a separate agreement is required for each Officer or Trustee sought to be removed.

SECTION 6. VACANCIES. A majority vote by the remaining members of Board of Trustees shall fill any vacancy occurring on the Board of Trustees. An Officer or Trustee elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

SECTION 7. REGULAR MEETINGS. Regular Meetings of the Board of Trustees shall be held in each quarter of the calendar year. At the discretion of the President any given Quarterly Board Meeting may be waived for reasons of insufficient agenda. All Members may attend and participate in discussion.

SECTION 8. SPECIAL MEETINGS. The President or any two Trustees may call Special Meetings of the Board of Trustees. The person or persons calling the Special Meeting shall select the date and location for the Special Meeting and provide notice to all Members as outlined in these bylaws. All Members may attend and participate in discussion.

SECTION 9. NOTICE OF MEETINGS. Written or printed notice stating the place, day and hour of any meeting of the Board of Trustees shall be made through the newsletter or by U. S. mail sent to each Member at least fifteen days before the date of the meeting. In the case of a Special Meeting or when required by statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice shall be deemed to be delivered when deposited in the U. S. mail with postage thereon paid, addressed to the Member at his or her address as it appears on the records of the corporation.

SECTION 10. INFORMAL ACTION OF TRUSTEES. Any action required by law to be taken at a Meeting of the Board of Trustees, or any action so taken at a Meeting of the Board of Trustees, may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all members of the Board of Trustees.

SECTION 11. QUORUM. Provided all Members, Officers, and Trustees have been given the appropriate notice specified in these Bylaws, those members of the Board of Trustees present may accomplish any act authorized herein by a vote of the majority present, if the members of the Board of Trustees present constitute at least 51% (fifty-one percent) of the outstanding members of the Board of Trustees.

SECTION 12. COMPENSATION.

A. Officers and Trustees shall not receive any compensation for their services, but nothing herein contained shall be construed to preclude an Officer or Trustee from serving FABA in any other capacity and receiving compensation therefor.

B. Travel, communication, or other expenses incurred by any Member of the Board of Trustees or any Member, while acting in an official capacity and with prior approval from the Board of Trustees, may be approved by the Board of Trustees if adequate funds are available. In addition, if adequate funds are available travel expenses incurred by members of the Board of Trustees, Regional Coordinators and Committee Chairs (up to \$90.00 per trip) may be paid for travel to attend Meetings of the Board of Trustees.

ARTICLE IV

COMMITTEES

SECTION 1. The President and/or Board of Trustees shall appoint functionaries, standing committees and ad hoc committees as needed.

A. Standing Committees.

1. Awards & Honors Committee. This committee is responsible for scholarships of paid tuition to attend blacksmithing schools and functions; special awards to those who have rendered services and contributions; and the Honorary Degree of Doctorate of Philosophy in the Art of Metalsmithing. The Ph.D. degree is the most prestigious award that FABAs sponsors, and is conferred upon an individual who has made outstanding contributions to the art of blacksmithing and its preservation.

2. The Standing Committee for the Ph.D. degree award shall consist of the chair of the Awards & Honors Committee, the President and, unless they are unable to act or decline to participate on the committee, the last recipient of the Ph.D. award and all past presidents. A two-thirds affirmative vote of the members of the committee shall be required for the award of the Ph.D. degree to an individual.

3. Membership Committee. The committee is responsible for recruitment of new Members and originates, displays and distributes Member recruitment materials.

B. Ad Hoc Committees are time and job specific, and include:

1. Audit Committee.

2. Election Committee.

3. Various conference and program committees as required.

C. Functionaries.

1. Historian. The Historian is responsible for the archives and is custodian of historical materials.

2. Webmaster. The Webmaster is responsible for maintaining FABAs website, which shall include information on upcoming meetings and directions for contacting Regional Coordinators and members of the Board of Trustees.

ARTICLE V

REGIONAL PROGRAMING

SECTION 1. REGIONAL ORGANIZATION. For the purposes of conducting programs and events at locations accessible to Members and other interested individuals, the state is organized into four regions: Southwest, Southeast, Northwest and Northeast. Meetings in each of these regions shall be conducted on a monthly basis where possible.

SECTION 2. REGIONAL MEETINGS. The date, location and program of a region's meetings will be determined by the Regional Coordinator in conjunction with the Program Chairperson. The Regional Coordinator should supply information regarding the date, location and program of each meeting to the Newsletter Editor three months in advance.

SECTION 3. REGIONALLY HOSTED STATEWIDE MEETINGS. If funds are available, demonstrators at regionally hosted statewide meetings may be provided an honoraria of not more than \$150.00 per day and actual expenses for travel, meals and lodging, not to exceed a total of \$650.00. Before obligating FABAs for the payment of any such expenses, the Regional Coordinator shall secure authorization from the Program Chairperson.

SECTION 4. APPOINTMENT OF REGIONAL COORDINATORS. At the beginning of each calendar year, the President shall appoint or reappoint a Regional Coordinator for each region to serve for the year at the President's pleasure; the President may appoint a new Regional Coordinator at any time to fill a vacancy or replace a Regional Coordinator.

Before the end of the year, and early enough for Members to respond, the President shall publish a request to all Members for recommendations and comments on candidates for the President to consider for appointment to the position of Regional Coordinator in all regions for the following year.

ARTICLE VI

BOOKS AND RECORDS

A. FABA shall keep correct and complete books and records of account in accordance with generally accepted accounting practice. FABA shall keep minutes of the proceedings of its Members, Board of Trustees, Executive Committee, and any committee having any authority of the Board of Trustees, in accordance with Robert's Rules of Order. FABA shall keep a record of the names and addresses of the Members.

B. All books and records may be inspected by any Member, or his or her agent or attorney, for any purpose and at any reasonable time after giving reasonable notice.

C. At the beginning of each fiscal year or whenever a Treasurer leaves office, the President shall appoint an audit committee to review FABA's records and present a written report to the Board of Trustees.

ARTICLE VII

FISCAL YEAR

FABA's fiscal year shall begin the first day of January and end the last day of December.

ARTICLE VIII

WAIVER OF NOTICE

Whenever any notice is required to be given by these Bylaws or by statute, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX

AMENDMENT OF THE BYLAWS

A. The Board of Trustees may amend these Bylaws at any Regular or Special Meeting of the Board of Trustees at which two-thirds of the entire membership of the Board at that time in office are present and voting, provided at least fifteen days' written notice is given of the time, place, and object of such Meeting.

B. The Members may amend these Bylaws at any Regular or Special Meeting of the Members by a vote of the majority of the Members present and voting, provided at least fifteen days' written notice is given of the time, place, and object of such meeting.

ARTICLE X

ROBERT'S RULES OF ORDER

Except where otherwise specified by these Bylaws or by statute, the latest edition of Robert's Rules of Order shall be the standard for conducting FABA's business.