

**BYLAWS OF  
BLACKSMITH GUILD OF CENTRAL MARYLAND**

**ARTICLE I  
OFFICES**

The principal office of the corporation in the state of Maryland shall be located in the City of Westminster, County of Carroll. The Corporation may have such other offices, either within or without the State of Maryland, as the Board of Directors (the "Board") may determine or as the affairs of the corporation may require from time to time.

The Corporation shall have and continuously maintain in the State of Maryland a registered office, and a registered agent whose office is identical with such registered office, as required by the State of Maryland Non-Profit Corporation Act. The registered office in the State of Maryland, and the address of the registered office may be, but need not be, identical with the principal office; and may be changed from time to time by the Board.

**ARTICLE II  
MEMBERS**

**SECTION 1. Classes of Members.** The Corporation shall have 2 classes of members. The designation of such classes and the qualification and rights of the members of such classes shall be as follows:

**CLASS 1. DUES PAYING VOTING MEMBER.** This designation to include family members with a right to vote.

**CLASS 2. NON DUES PAYING NON VOTING MEMBER.** This designation to include honorary and institutional members.

**SECTION 2. Voting Rights.** Each member shall be entitled to one vote only.

**SECTION 3. Termination of Membership.** After an appropriate hearing by the Board, the Board, by an affirmative vote of two-thirds of all the members of the Board, may recommend to suspend or expel a member for cause. The recommendation shall be confirmed by a majority vote of those present at any regularly constituted meeting of the general membership. A voting member may be terminated for non-payment of dues for the period fixed in Article XI of these Bylaws.

**SECTION 4. Resignation.** Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

**SECTION 5. Reinstatement.** Upon written request signed by a former member and filed with the Secretary, the Board may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board may deem appropriate.

**SECTION 6. Transfer of Membership.** Membership in this corporation is not transferable or assignable.

### **ARTICLE III** **MEETINGS OF MEMBERS**

**SECTION 1. Annual Meeting.** An annual meeting of the members shall be held on the second Sunday in the month of November in each year, beginning with the year 1997, for the purpose of electing Officers and Members of the Board of Directors and for the transaction of such other business as may come before the meeting. If the election of Officers and Members of the Board of Directors shall not be held on the day designated herein for an annual meeting, or at any adjournment thereof, the Board shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

**SECTION 2. Special Meetings.** Special meetings of the members may be called by the President, the Board, or not less than one-tenth of the members having voting rights.

**SECTION 3. Place of Meeting.** The Board may designate any place, either within or without the State of Maryland, as the place of meeting for any annual meeting or for any special meeting called by the Board. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Maryland; but if all of the members shall meet at any time and place either within or without the State of Maryland, and consent to the holding of a meeting, such meeting shall be valid with call or notice, and at such meeting any corporate action may be taken.

**SECTION 4. Notice of Meetings.** Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail, or

electronically, to each member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose or purposes for which the meeting is canceled shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States Mail and addressed to the member at his/her address as it appears on the record of the corporation, with postage thereon prepaid.

**SECTION 5. Informal Action by Members.** Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

**SECTION 6. Quorum.** The members holding one-tenth of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

**SECTION 7. Manner of Acting.** A majority of the votes entitled to be cast on a matter to be voted upon by the members present at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these by-laws.

**SECTION 8. Voting by Mail.** Where Directors or Officers are to be elected by members of any class or classes of members, such election may be conducted by mail in such manner as the Board shall determine.

## **ARTICLE IV** **BOARD OF DIRECTORS**

**SECTION 1. General Powers.** The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Maryland.

**SECTION 2. Number, Tenure and Qualifications.** The number of Directors shall be seven (7). The Officers of the Corporation consisting of President, Vice President, Secretary and Treasurer will be members of the Board of Directors and will serve a two-year term. Additionally, there shall be three members at large. At 1998 election, 3 members at large shall be elected to a 1-year term. All successive elections of

members at large shall be for a two-year term. All members of the Board of Directors shall be members in good standing.

**SECTION 3. Regular Meetings.** A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Maryland for the holding of additional regular meetings of the Board without other notice than such resolution.

**SECTION 4. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Maryland, as the place for holding any special meeting of the Board called by them.

**SECTION 5. Notice.** Notice of any special meeting of the Board of Directors shall be given at least two days (48 hours) previously thereto by word of mouth, telephone, or written notice delivered personally or sent by mail or electronically to each Director at this address as shown by the records of the corporation . If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meetings, unless specifically required by law or by these bylaws.

**SECTION 6. Quorum.** A majority of the Board of Directors shall constitute a quorum of the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**SECTION 7. Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

**SECTION 8. Vacancies.** Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be

filled by a vote of a majority of the membership present. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

**SECTION 9. Compensation.** Directors as such shall not receive any stated salaries for their services. By resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meetings of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

**SECTION 10. Informal Action by Directors.** Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

## **ARTICLE V** **OFFICERS**

**SECTION 1. Officers.** The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and any such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except for the office of President. In the event of one person holding two offices, an additional director will be elected.

**SECTION 2. Election and Term of Office.** The officers of the corporation shall be elected bi-annually by the membership at the regular annual meeting of the membership. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified.

**SECTION 3. Removal.** Any officer elected or appointed by the membership may be removed by the membership whenever in its judgment the best interests of the corporation would be served thereby. Such action to be initiated by a petition of one-tenth of the membership followed by a vote of the membership at the next scheduled meeting with announcement. Such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

**SECTION 4. Vacancies.** A vacancy in any office because of death, resignation, removal disqualification or otherwise, may be filled by the membership for the unexpired portion of the term.

**SECTION 5. President.** The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**SECTION 6. Vice President.** In the absence of the President or in event of his/her inability or refusal to act, the Vice President (or in the event that there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

**SECTION 7. Treasurer.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

**SECTION 8. Secretary.** The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provision of these bylaws or as required by the law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address

of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Broad of Directors.

**SECTION 9. Assistant Treasurers and Assistant Secretaries.** If required by the Broad of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or Board of Directors.

## **ARTICLE VI** **COMMITTEES**

**SECTION 1. Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the corporation; amending the article of incorporation; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings thereof; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him/her by law.

**SECTION 2. Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the Board of Directors of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to

appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

**SECTION 3. Term of Office.** Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member ceases to qualify as a member thereof.

**SECTION 4. Chairman.** One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

**SECTION 5. Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**SECTION 6. Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**SECTION 7. Rules.** Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

## **ARTICLE VII** **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**SECTION 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

**SECTION 2. Checks, Drafts, etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such a manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation. None of the above individuals may issue and sign a check made payable to themselves.

**SECTION 3. Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**SECTION 4. Gifts.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

## **ARTICLE VIII** **CERTIFICATES OF MEMBERSHIP**

**SECTION 1. Certificates of Membership.** The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership of a class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors determine.

**SECTION 2. Issuance of Certificates.** When a member has joined and paid any dues that may be required, a certificate of membership shall be issued in his/her name and delivered to him/her by a Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this Article VIII.

## **ARTICLE IX** **BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principle office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time.

## **ARTICLE X** **FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of August and end on the last day of July in each year.

## **ARTICLE XI** **DUES**

**SECTION 1. Annual Dues:** The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class.

**SECTION 2. Payment of Dues.** Dues shall be payable in advance on the first day of January in each fiscal year.

**SECTION 3. Default and Termination of Membership.** When any member of any class shall be in default in the payment of dues for a period of three (3) months from the beginning of the fiscal year or period for which such dues become payable, his/her membership will be terminated.

## **ARTICLE XII** **SEAL**

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal".

## **ARTICLE XIII** **WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the State of Maryland Non-Profit Corporation Act or under the provisions of the articles of incorporation or by the by-laws of the Corporation, 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 XIV** **AMENDMENTS TO BYLAWS**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the membership present at any regular meeting or at any special

meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.