

**Proposed Revision to By-Laws as of May 22, 2008**

~~Red with overstrikes denotes deletions~~

[Blue with brackets denotes additions]

**BY-LAWS**

**Last Membership Vote on Changes: Summer 2002**

**ARTICLE I**

**Name**

The name of this non-profit corporation shall be ARTIST-BLACKSMITH'S ASSOCIATION OF NORTH AMERICA, INC. (the "Association"). The official acronym shall be "ABANA".

**ARTICLE II**

**Purposes and Objectives**

The Association is organized exclusively for educational purposes, including, but not limited to, the following: to encourage and facilitate the training of blacksmiths; 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 for the general public, architects, interior designers, and other interested ~~groups~~ [parties]. Further, the Association 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 Association shall inure to the benefit of, or be distributed to its Members, Directors, [T]rustees, [O]fficers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered.

Notwithstanding any other provisions of these articles, the Association 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 1986 and its Regulations as they now exist or as they may hereafter be amended, or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.

**ARTICLE II-A**

**Definitions**

General Membership Publication: The term "General Membership Publication" shall mean any publication or written notice including, but not limited to, The Anvil's Ring, Hammer's Blow, or enclosure[s] therein, that is sent by U.S. Mail, or an internationally-recognized for-profit mail service, to each Member at ~~their~~ [his/her] address as it appears on the records of the Association. [Herein the pronoun "his/her" shall apply equally to households, firms, corporations or other entities that are Members.] If mailed, the General Membership Publication shall be deemed to be delivered when deposited in the U.S. Mail, or [with] an internationally-recognized for-profit mail service, with [adequate] postage thereon paid, addressed to the Member at ~~their~~ [his/her] address as it appears on the records of the Association.

## **ARTICLE III**

### **Membership**

Section 1 Qualifications: Any person, firm or corporation engaged in blacksmithing[, interested in] or allied thereto may become a Member.

Section 2 Categories of Membership[:] There shall be the following categories of membership in the Association:

(a) A Family/Household Member shall be any person, along with all people living together in that same person's single household, who practices blacksmithing as a profession, or avocation, or is interested in blacksmithing. [Family/Household Membership shall include any Association, Partnership, Firm, Corporation or other entity.]

(b) A Student Member is an individual who is a full-time student in an educational institution, recognized as such by the Secretary of ABANA[ and with the qualifications as stated in (a) above].

(c) A Senior-citizen Member is an individual who has attained the age of 65[ and with the qualifications as stated in (a) above].

(d) A Contributory Member is an individual, [family or household with the qualifications as stated in (a) above,] who elects to pay ~~\$100.00 or more over the price of the annual dues~~ [the amount set for Contributory Members, or more, for annual dues.]

(e) An Honorary Life Member is an individual elected by unanimous vote by the Board of Directors at a duly organized meeting in recognition for having made an outstanding contribution to ABANA. Honorary Life Members shall be exempt from payment of any annual dues for ~~their~~ [his or her] lifetime and shall be entitled to all the privileges of a Family/Household Member. ABANA will publish a list of Honorary Life Members at least annually in a General Membership Publication. At the Board of Directors' sole discretion, Honorary Life Members can be removed by a unanimous vote by the Board of Directors at a duly organized meeting.

[f) The ABANA Board of Directors shall have the authority to establish additional categories of membership as it deems appropriate to best serve the interests and needs of the membership.]

Collectively or individually the Categories of Membership defined above will be herein referred to as "Members" or "Member" respectively.

Section 3 Membership Qualifications: A person, [association, partnership], firm or corporation [or other entity] may become a member by the means provided by ABANA, accompanied by payment of one year's dues [as is appropriate for the chosen category], to the President, Secretary or the Central Office Administrator employed by ABANA. Dues are non-refundable.

Section 4 Resignation: Any Member may withdraw from the Association after fulfilling all obligations to it by giving written notice of such intention to the Secretary, which notice shall be presented to the Executive Committee by the Secretary at the first duly organized meeting after its receipt.

## **ARTICLE III-A**

### **Affiliate Organizations**

Section 1: ABANA will serve as a forum for other organizations whose primary purpose is to promote blacksmithing. ABANA shall have no formal chapters or any such relationship with any

organization which creates any legal liabilities for ABANA unless specifically expressed in writing. The Chapter provisions previously contained in these bylaws are hereby revoked. The designation of ABANA with blacksmith organizations and former Chapters shall be as Affiliates. Such Affiliates shall be deemed by ABANA to be legal entities separate from, and independent of, ABANA. No activities of such Affiliates, or their individual members, shall in any way be construed as creating any legal liability for ABANA or its [O]fficers or Directors. ABANA shall continue to maintain liaison programs, and communication with such Affiliates in furtherance of the ABANA mission.

Section 2: All former chapters of ABANA shall have the right to declare themselves as Affiliates of, or Affiliated with, ABANA. Such Affiliates shall have the right to promote, and/or participate in, ABANA programs.

Section 3: ABANA shall maintain a list of those Affiliates which it recognizes as official Affiliates of ABANA. All former Chapters of ABANA shall be automatically deemed to be Affiliates of ABANA without the need for further vote. Any other organization seeking Affiliate status with ABANA shall require approval by a majority vote of the ABANA Board.

Section 4: Nothing contained in these provisions shall be deemed to affect individual memberships in ABANA

## **ARTICLE IV**

### **Fiscal Year**

The fiscal year shall be set by the Board of Directors, and may be changed from time to time if the Board of Directors determine the change will benefit the Association.

## **ARTICLE V**

### **Dues**

Section 1 Annual Dues: The Board of Directors may determine[,] from time to time[,] the price of annual dues [for each category of membership] payable to the Association by Members.

Section 2 Payment of Dues: Dues shall be payable on the last day of the calendar quarter in which the member joins[ed]. A statement of dues will be mailed to Members from the ABANA Central Office unless dues are received prior to mailing date.

Section 3 Default and Termination of Membership: When any member shall be in default in the payment of dues for a period of one month from the ~~beginning of the fiscal year or period of which such dues become payable,~~ [last day of the calendar quarter in which the member joined] his or her membership will thereupon be terminated.

## **ARTICLE VI**

### **Membership Meetings & Membership Voting**

Section 1 Biennial Membership Meetings: Biennial Membership Meetings shall be held in conjunction with each ABANA International Conference. [In the event that there is no ABANA International Conference the Biennial Membership Meeting shall be conducted in accordance with Section 2 Special Membership Meetings: below.] Notice of the meeting, signed by the Secretary, shall be published in a General Membership Publication, not less than sixty (60) days before the

time of the meeting. All notices of meetings shall set forth the time, date, place and purposes of the meeting.

Section 2 Special Membership Meetings: Special Membership Meetings may be called at the discretion of the Board of Directors, or upon the written request of not less than ~~20%~~ [10%] of the ABANA Membership, to consider one or more specific subjects. Notice of a special meeting shall be published in a General Membership Publication at least ~~30~~ [sixty (60)] days prior to the date of the Special Membership Meeting. The notice will show the time, date, place and purposes of the meeting.

Section 3 Meetings by Mail: Any action required, or permitted to be taken, at a Biennial Membership Meeting, or a Special Membership Meeting may be taken without a meeting if a mailed ballot representing a Membership Quorum, as defined herein, is received by the ABANA Central Office.

Section 4 Membership Quorum: The presence in person or by mailed ballot of ten percent (10%) of the Members of the Association entitled to vote shall be necessary to constitute a Membership Quorum for the transaction of business.

Section 5 Voting: ~~Any one Member of the Association may represent it at any meeting.~~ Each Member shall be entitled to only one vote. Each Family/Household Member shall be entitled to only one vote [not withstanding] the number of individuals in the [F]family/[H]household [If parties of a Family/Household Membership cast multiple votes or if parties of a Family/Household Membership dispute the vote cast by other parties of that Family/Household Membership, the Board shall declare all such votes from that Family/Household Membership void.]

If the manner of deciding any question has not been otherwise prescribed, it shall be decided by a majority vote of the Members present in person or by mailed ballot.

Section 6 Proxies: No proxy votes shall be allowed.

Section 7 Order of Business: The order of business shall be as follows at all Membership Meetings of the Association, [Meetings of the] Board of Directors and [Meetings of the] Executive Committee [if such is business activity is applicable]:

- (a) Calling of the roll.
- (b) Proof of notice of meeting or waiver of notice.
- (c) Reading of the minutes.
- (d) Receiving communications.
- (e) Election of officers.
- (f) Reports of officers.
- (g) Reports of committees.
- (h) Unfinished business.
- (i) New business. Any question as to priority of business shall be decided by the chair without debate. This order of business may be altered or suspended at any meeting by a majority vote of the members present.

## **ARTICLE VII**

### **Directors**

Section 1 Number of Directors: The property, affairs, activities and concerns of the Association shall be vested in a Board of Directors consisting of fifteen (15) persons - individually and collectively referred to herein as "Director" ~~and~~ [or] "Directors" respectively. These fifteen (15) persons shall be charged with the responsibility of the day to day operation of the association and the prudent conduct of its business. The members of the Board shall, upon election [and qualification], 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: Five members shall be elected each year for three year terms. [No director shall serve more than two and one half terms consecutively. Thereafter no former director shall serve on the Board of Directors sooner than three years from the end of his service as a director. Subsequent elections or appointments shall comply with all of the above requirements.]

Section 3 Duties of Directors: The Board of Directors may:

[(a)] ~~1.~~ Hold meetings at such times and places as it chooses.

[(b)] ~~2.~~ Print and circulate documents and publish ~~any other~~ publication[s] supporting the purposes and objectives of the Association and approved by the Directors.

[(c)] ~~3.~~ Communicate with other organizations interested in any aspect of blacksmithing [or in furtherance of the interests of the Association.]

[(d)] ~~4.~~ Employ agents.

[(e)] ~~5.~~ Devise and execute such other measures as it deems proper to promote the objectives of the Association and to best protect [and project] the interest[s] and welfare of the Association and its Members.

Section 4 Meetings of the Board: A Regular Board Meeting shall be held as soon as practical after the annual election. Notice of the meeting and the agenda thereof, shall be mailed to the last recorded address of each member of the board at least ten days [(10)] before the time appointed for the meeting. All notices of meetings shall include the [place, day and hour ] ~~time and place~~ of the meeting along with a proposed agenda. The President may, when he/she deems necessary, or the Secretary shall, at the request in writing of seven (7) members of the Board, issue a call for a Special Board Meeting, at least ~~ten~~ [thirty (30)] days before the time appointed for the meeting. All Members may attend Regular Board Meetings and Special Board Meetings and participate in discussion. [Members shall be notified of Regular Board Meetings and Special Board Meetings in accordance with the notice provisions for Regular Membership Meetings and Special Membership Meetings.] The Board shall have the option of conducting meetings by mail, with all proposals to be made by written ballot, or other secured and electronically-signed ballot acceptable to the Board and agreed upon by a majority of the Executive Committee. Ballots must clearly state the proposals to be considered and be mailed [or electronically transmitted] to each member of the Board of Directors at ~~their~~ [his/her] address as it appears on the records of the Association. If within twenty (20) days after such mailing [or electronic transmittal] , a majority of the Board of Directors shall vote in favor of any such proposal, said proposal shall be deemed to have been ~~adapted~~ [adopted]. The ballots recording such votes shall be produced at the following meeting of the Board of

Directors [and the results of such ballots entered upon the Minute Book of the corporation] before being destroyed.

Section 5 Notice of Meetings: Written or printed notice stating the place, day and hour of any ~~meeting of the~~ Regular Board Meeting or Special Board Meeting shall be made through a General Membership Publication, or by U.S. Mail, or by an internationally-recognized for-profit mail service, sent to each Member [of the Association] at least ~~ten (10)~~ [thirty (30)] days before the date of the meeting. In the case of a Special Board Meeting, or when required by statute or these by-laws, 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, or [with] an internationally-recognized for-profit mail service, with postage thereon paid, addressed to the Member [of the Association] at ~~their~~ [his/her] address as it appears on the records of the Association.

Section 6 Quorum: Eight (8) members of the Board of Directors shall constitute a quorum for the transaction of business [at any Board Meeting]. In the absence of the President and Vice Presidents, the quorum present may choose a chairman for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later date, not more than ten (10) days later. Decisions by ballot require an affirmative vote of at least eight (8) members of the Board of Directors.

Section 7 Absence: Should any member of the Board of Directors be absent from three consecutive meetings of the Board without communicating to the President or Secretary the reason for such absence, and if said reason should not be found acceptable by the members of the Board, the seat may be declared vacant by a motion, approved by two-thirds (2/3) of the Board, and the President may forthwith proceed to fill the vacancy [in accordance with Section 8 Vacancies below].

Section 8 Vacancies: Whenever any vacancy occurs on the Board of Directors by death, resignation or otherwise, that vacancy shall be filled without undue delay by a majority vote ~~by ballot~~ of the remaining members of the Board ~~at a Regular Board Meeting or at a Special Board Meeting which shall be called for the purpose.~~ [Such vote may be by mailed ballot or electronic communication. If by mailed ballot or electronic communication such ballots or electronic communication shall be presented at the next Board Meeting and recorded in the Minute Book of the Corporation before being destroyed.] The process for filling the vacancy will be fully articulated in the ABANA Procedures Manual as approved by the Board and will: (1) afford first consideration to those qualified candidates not elected in the most recent Board election, and (2) maintain the existing staggered term structure of the individual Board positions. Section 9 Removal of Directors: Any one or more of the Directors may be removed either with or without cause, at any time, by a vote of two-thirds (2/3) of the Members present at any Regular Member Meeting, or Special Member Meeting called for that purpose. If removal is considered at a Regular Member Meeting or Special Member Meeting, the notice for that meeting shall state the name(s) of the [Director or] Directors sought to be removed. If removal is attempted at a Regular Member Meeting, or Special Member Meeting there shall be a separate vote taken for each Director sought to be removed. If removal is attempted by written ~~agreement~~ [ballot] of the Members, a separate ~~agreement~~ [entry] is required for each Director sought to be removed. [A quorum shall be required as described at ARTICLE VI Section 4 Membership Quorum.]

## **ARTICLE VIII**

### **Officers**

Section 1 Number: The officers of this Association shall consist of a President, a First Vice President and Second Vice President (collectively referred to herein as "Vice Presidents"), a Secretary, and a Treasurer. Only members of the Board of Directors of the Association shall be eligible to hold an office of the Association. No two or more offices may be held by the same person.

Section 2 Method of Election: The Directors, either in regular meeting or by mailed ballot, shall elect, from their membership, all officers for the term of one year. All incumbent officers may be elected to successive terms in office. A majority [of the votes cast] of the quorum present shall be necessary ~~for an election~~ [to elect officers], or in the case of mailed ballots, an affirmative vote of at least eight (8) members. The five officers so elected, shall constitute the Executive Committee. Election of the officers shall take place each year as soon as practical following the election of Directors.

Section 3 - Duties of Officers: The duties and powers of the officers of the Association shall be as follows:

#### **President**

The President shall preside at the meetings of the Association and of the Board of Directors and of the Executive Committee and shall be a member ex officio, with right to vote, on all committees except the nominating committee. He or she shall also [preside]; at the biennial meeting of the Association and such other times as he or she deems proper, communicate to the Association or to the Board of Directors such matters and make such suggestions as may in his or her opinion tend to promote the prosperity and welfare and increase the usefulness of the Association and shall perform such other duties as are necessarily incident to the office of the President. The President shall have the authority to make committee chair appointments other than for the Executive Committee.

#### **Vice Presidents**

In the case of the death or the absence of the President, or of his or her inability from any cause to act, the First Vice President and then the Second Vice President, in his or her absence, shall perform the duties of the office of the President. Vice Presidents shall be appointed as chairmen of standing committees as appointed by the President. In the event that the First Vice President is removed from office for any reason, the Second Vice President assumes the position of First Vice President and a new Second Vice President ~~is~~ [shall be] elected by the Board as outlined in Article VIII, Section 2 [Method of Election.]

#### **Secretary**

The Secretary shall supervise the Central Office Administrator employed by the Association. It shall be the duty of the Secretary or his or her designated representative to give notice of and attend all meetings of the Association and its several divisions and all committees and keep a record of their doings. The Secretary shall conduct all correspondence and carry into execution all orders, votes and resolutions not otherwise committed; keep a list of the members of the Association; collect the fees, annual dues and subscriptions and pay them over to the Treasurer; notify the [the President and members of the Association of the election of Directors and O] ~~officers and members of the Association of their election~~; notify members of their appointment to committees; furnish the chairman of each committee with a copy of the vote under which the committee is appointed, and at

his or her request give notice of the meetings of the committee; prepare, under the direction of the Board of Directors, an annual report of the transactions and condition of the Association, and generally devote his or her best efforts to forwarding the business and advancing the interests of the Association. In case of absence or disability of the Secretary, the Executive Committee may appoint a Secretary pro tem. [In the event that the Secretary shall resign, die or otherwise be removed a new Secretary will be elected by the Board as outlined in Article VIII, Section 2 Method of Election]. The Secretary shall be the keeper of the Association's seal.

### **Treasurer**

The Treasurer shall keep an account of all [funds] monies received and expended for the use of the Association and shall make disbursements only upon vouchers approved in writing by any member of the Executive Committee other than himself or herself. He or she shall oversee the deposit of all sums received in a bank, or banks, or trust company approved by the Executive Committee, and make a report at the annual [board] meeting or when called upon by the President. Funds may be drawn only upon the signature of the Treasurer or President if the Treasurer is unavailable. The funds, books and vouchers in his or her hands shall at all times be under the supervision of the Executive Committee and subject to its inspection and control. At the expiration of his or her term of office, he or she shall deliver over to the successor all books, monies and other properties, or in the absence of a Treasurer-elect, to the President. In the case of absence or disability of the Treasurer, the Executive Committee may appoint a Treasurer pro tem. [In the event that the Treasurer shall resign, die or otherwise be removed new Treasurer will be elected by the Board as outlined in Article VIII, Section 2 Method of Election].

Section 4 Bond of Treasurer: The Treasurer shall give a surety bond in an amount to be determined by the Board of Directors. A validated copy of the surety bond shall be presented to the Board of Directors prior to assuming the handling of the assets and specifically his or her signing of any checks. The cost of the surety bond will be paid by the Association.

Section 5 Vacancies: All vacancies in any office shall be filled by the Board of Directors without undue delay, at its regular meeting, or at a meeting specifically called for that purpose or by written ballot.

Section 6 Compensation of Officers: The [O]fficers [and Directors] may receive reimbursement as the Board of Directors determines for reasonable expenses incurred in the performance of their duties. Such expenses shall be paid on the approval of the Treasurer and President.

## **ARTICLE IX**

### **Central Office Administrator**

The Board of Directors will appoint a person to serve as the Central Office Administrator of the Association. The Central Office Administrator shall carry out the daily operation of the Association and ~~to~~ assist the [O]fficers [and Directors] in their respective duties and responsibilities. It shall be his or her further duty to promote the membership and welfare of the Association, provided however, the Central Office Administrator shall commit no act which would obligate the Association. The Central Office Administrator shall be paid such salary or compensation as the Board of Directors determines and pursuant to the contract agreed upon by the Central Office Administrator and the Board of Directors (the "COA Contract"). The Central Office Administrator will have an absolute obligation, within reason, as outlined by the COA Contract, and applicable



law, to comply with any and all requests made by the Board of Directors or the Executive Committee.

## **ARTICLE X**

### **Committees**

Section 1 Executive Committee: The Executive Committee may act on behalf of the Association on any matter when the Board of Directors is not in session, reporting to the Board of Directors for its ratification of ~~their~~ [its] actions at a regular or special meeting or by mail [or electronic communication] within [3] ~~30~~ days if no meeting is scheduled. Three members shall constitute a quorum for the transaction of business. Meetings may be called by the chairman or by three members. The Executive Committee shall have the Treasurer's accounts reviewed at least once each year by an accountant and report thereon to the Board of Directors. The scope of said review will be determined annually by the Board of Directors.

Section 2 Election Committee: The President shall appoint an election chairman who shall be responsible for nominations to replace the five board members whose terms are expiring. The chairman of the election committee shall solicit nominations from the general membership. Nominees selected from the general membership shall be endorsed, in writing, with the names of not fewer than ten (10) Members in good standing with the Association. The election chairman shall set a schedule that will start with a call for nominations at least four months before the annual election and provide election results in advance of the fall meeting to the Secretary. Results of the election shall be provided to the President for notification of the new Directors.

Section 3 Election Procedures: The election chairman shall solicit the nominations and provide them to the Central Office Administrator. The Central Office Administrator shall prepare and mail out the candidates' statements and ballots on the schedule provided by the election chairman. The election chairman may also elect to conduct the election by placing the candidates' statements and ballots in a General Membership Publication. The list of nominees shall be in ballot form and mailed to the address of each Member as it appears on the records of the Association [or included in a General Membership Publication.] Upon voting, members will mail their marked ballots to the Central Office Administrator by the postmark deadline who shall forward all marked ballots received by the postmarked deadline to the election chairman. A count of the ballots shall be made by the Election Chairman, or a designated representative appointed by the executive committee, and validated by another Member who is in good standing with the Association. [The Board of Directors may determine other methods of conducting elections if it is determined that such other method is in the best interest of the membership and the Association. The results of any ballot shall be communicated to the Secretary without delay. The ballots shall be retained until after the next meeting of the Board of Directors and such ballot results have been recorded in the Minute Book of the Corporation. All Board Members shall make every effort to obtain candidates for election to the board, however, should there, at any election, be only five or fewer candidates qualified for election at the time that qualifications close, those qualified candidates shall be declared members of the board by default. As soon as practicable thereafter the board shall fill any remaining vacancies by appointment as stated at ARTICLE VII Section 8 Vacancies above.]

Section 4 Other Committees: As soon as practical after the election, the President shall appoint appropriate committee [chairpersons] ~~chairperson~~, including but not limited to, the Publications, Conference, Elections, Finance, Grants and Member Services. The members of such committees shall hold office until the appointment of their successors. [Such committees may contain Members

of the Association who are not Directors, but shall have at least one Director as a committee member.]

Section 5 Special Committees: The President may, at any time, appoint other committee chairpersons on any subject for which there are no standing committees. Such committees may contain Members of the Association who are not Directors, but shall have at least one Director as a committee member. All decisions and budget requests made by special committees shall be approved by the Board of Directors.

Section 6 Committee Quorum: The majority of any committee of the Association shall constitute a quorum for the transaction of business, unless any committee shall, by a majority vote of its entire membership, decide otherwise.

Section 7 Committee Vacancies: The various committee chairpersons shall have the power to fill vacancies in their membership with the approval of the Executive Committee.

Section 8 Seal: The seal of the Association shall be as more particularly shown in the following impression. (not shown)

## **ARTICLE XI**

### **Amendments**

These by-laws may be amended, repealed or altered in all or in part by majority vote at any duly organized meeting of the Association [provided there is a quorum present as defined at ARTICLE V Section 4 Membership Quorum] or by ballot. The proposed change shall be [posted in a General Membership Publication, published on the ABANA web site or] mailed to each Member at their address, as it appears on the records of the Association at least twenty days before the time of the meeting which is to consider the change [or at least thirty days before the ballot vote deadline. If by ballot, the ballot shall be sent to each Member at least thirty days before the date of the vote deadline. Voting shall be conducted in accordance with ARTICLE X Section 3 Election Procedures: or ARTICLE VI Section 5 Voting, which ever is appropriate.]

## **ARTICLE XII**

### **Indemnification**

Section 1: Each person who has been, now is[,] or shall hereafter be a member of the Board of Directors, an officer or committee member of the Association shall be indemnified by the Association 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, proceedings or the settlement or compromise thereof, or payment of any judgment or fine resulting therefrom in which he or she may become involved by reason of any action taken or omitted by him or her provided that such action was taken or omitted in good faith for the Association.

## **ARTICLE XIII**

### **Dissolution**

By two-thirds vote of all the members of the Association, the Association may be dissolved. [Such vote shall be in accordance and shall have the same requirements as applies to ARTICLE VI or ARTICLE VI Section 5 Voting, which ever is appropriate.] Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of

the Association, dispose of all assets of the Association exclusively for the purposes of the Association in such manner or to such organization or organizations organized and operated exclusively for educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code of 1986 [as amended], as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by an order of the proper court, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event shall the assets of the Association be distributed to or inured to the benefit of any individual member.

## **ARTICLE XIV**

### **Rules of Order**

The meetings of this Association shall be conducted in accordance with Robert's Rules of Order [as they may be amended].

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Log of changes since first posted to the membership:

3/21/08: Correct wording pertaining to duties of secretary.

5/17/08: Correct wording "Method Election" to "Method of Election" Art. VIII Sect. 2, etc., as noted in PM: 18,20,21,24.

5/17/08: Minor formatting or simple editorial changes as noted in PM: 2, 5, 9, 15, 23, 28.

5/17/08: Added definition of "his/her" in Art. II-A as applying to all members including firms, etc. as noted in PM: 1, 4, 16.

5/20/08: In response to PM 27, in Art. X, Sect. 1, reduce the period between an Executive Committee action and its seeking ratification from 30 days to 3 days; add electronic communication as a means for seeking this ratification. In these days of universal electronic connectivity it should not be necessary for the Exec Committee to act ahead of Board action – at least not very often. The proposed change allows the Executive Committee to act if needed but shortens required notification time so that countermeasures can be taken in a timely manner if the Board deems necessary.

5/20/08: In Art. XI, add posting in a General Membership publication and publishing on the ABANA web site as methods for disseminating proposed changes to the bylaws. Provide for different schedules for a meeting versus a mailed ballot.

5/22/08: In response to PM 10, in Art. VI, Sect. 2, reduce the number of petitioners required to call a special meeting from 20% to 10%. This number results from matching the quorum requirement for mailed ballots. The other suggestion, that of requiring the organization to provide membership roster information is deemed impractical and not necessary given the smaller threshold.