

# **BYLAWS**

OF THE

**H**OUSTON **A**REA

**B**LACKSMITH'S

**A**SSOCIATION INC.

**(H A B A)**

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# TABLE OF CONTENTS

ARTICLE 1 - <u>Name</u> .....	3
ARTICLE 2 - Nonprofit Corporation.....	3
ARTICLE 3 - Duration .....	3
ARTICLE 4 - <u>Membership</u> .....	3
ARTICLE 5 - <u>Purposes</u> .....	3
ARTICLE 6 - <u>Domicile and Offices</u> .....	5
ARTICLE 7 - <u>Indemnification for Directors and Officers</u> .....	5
ARTICLE 8 - <u>Board of Directors</u> .....	6
ARTICLE 9 - <u>Officers</u> .....	9
ARTICLE 10 - <u>Committees</u> .....	111
ARTICLE 11 - <u>Contracts, Checks, Deposits and Funds</u> .....	14
ARTICLE 12 - <u>Books and Records</u> .....	144
ARTICLE 13 - <u>Fiscal Year</u> .....	15
ARTICLE 14 - <u>Seal</u> .....	155
ARTICLE 15 - <u>Waiver of Notice</u> .....	155
ARTICLE 16 - <u>Ammendments to Bylaws</u> .....	155
ARTICLE 17 - Ammendments to Articles.....	16
ARTICLE 18 - General Provisions.....	16
CERTIFICATION .....	166

## **ARTICLE 1 - Name**

Section 1. Name. The name of the corporation is the Houston Area Blacksmith's Association, Inc.

## **ARTICLE 2 - Nonprofit Corporation**

Section 1. Nonprofit. The corporation is a nonprofit corporation.

## **ARTICLE 3 - Duration**

Section 1 Duration The period of the corporation's duration is perpetual.

## **ARTICLE 4 - Membership**

Section 1. Membership. The corporation shall have no voting members.

Section 2. HABA Membership. The Board of Directors may offer a non-voting type of HABA Membership that would indicate the willingness of individuals, families, corporations and other organizations to contribute to and participate in HABA activities and services.

## **ARTICLE 5 - Purposes**

Section 1. Purposes of the Corporation. The corporation is organized exclusively for charitable, literary, and educational purposes as defined in Section 501 (c) (3) of the Internal Revenue Code. These activities will include, but are not be limited to:

- A. Becoming the premier resource for information and hands-on experience for people who seek information about the art and craft of ornamental blacksmithing. Ornamental blacksmithing refers to the hot forming and fabrication of metals for architectural and utilitarian purposes.
- B. Seeking out and sharing for the purpose of preserving the aesthetic and technical skills related to art and craft of ornamental blacksmithing.
- C. Conducting regular meetings, and special workshops for people to experience ornamental blacksmithing by seeing, hearing and feeling how ornamental blacksmithing is done.

- D. Demonstrating the art and craft of ornamental blacksmithing for the public at venues like state and county parks, schools, museums, and local festivals.
- E. Creating and sharing written and electronic information about the art and craft of ornamental blacksmithing.
- F. Performing pro bono ornamental blacksmithing for other nonprofit organizations, public agencies and institutions.

Section 2. Prohibitions. Notwithstanding any other provision of these Articles of Incorporation:

- A. No part of the net earnings of the corporation shall inure to the benefit of any director of the corporation, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes).
- B. No director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.
- C. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- D. The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under 170 (c) (2) of the Internal Revenue Code and Regulation as they now exist or as they may hereafter be amended.
- E. Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable organizations which would then qualify under provision of Section 501 (c) (3) of the internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended.
- F. The corporation is organized pursuant to the Texas Nonprofit Corporation Act (Hereinafter referred to as the Act.) and does not contemplate pecuniary gain or profit. The corporation is organized for nonprofit purposes which are consistent with the provision of section 501 (c) (3) of the internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended.

## **ARTICLE 6 - Domicile and Offices**

Section 1. Principal Office. The principal office of the corporation in the state shall be considered the home address of the president or other officer. The corporation may have such other offices, either within or without the state, as the board of directors may determine or as the affairs of the corporation may require from time to time.

Section 2. Registered Office and Registered Agent. The corporation shall have and continuously maintain in the state a registered office, and a registered agent whose address is identical with such registered office, as required by the Act. The registered office may be, but need not be, identical with the principal office in the state and the registered office and registered agent may be changed from time to time by the board of directors.

## **ARTICLE 7 - Indemnification for Directors and Officers**

Section 1. Indemnification. Each director and each officer or former director or officer may be indemnified and may be advanced reasonable expenses by the corporation. Each present and former director or officer may be advanced reasonable expenses against liabilities imposed upon the person in connection with any claim against the person or any action, suit or proceeding to which the person may be a party by reason of the person's being, or having been, such director or officer. Each present and former director or officer may be advanced reasonable expenses against such sum as independent counsel selected by the directors shall deem reasonable payment made in settlement for any such claim, action suit or proceeding primarily with the view of avoiding expenses of litigation. Such rights of indemnification shall be in addition to any rights to which each present and former director or officer any person may be entitled under any bylaw, agreement, corporate resolution, vote of directors or otherwise.

Section 2. Prohibition. No present or former director or officer shall be indemnified:

- A. With respect to matters he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance or duty.
- B. With respect to any matters which shall be settled by the payments of sums that an independent counsel selected by the directors shall deem unreasonable payment made primarily with the view to avoiding expense of litigation.
- C. With respect to matters for which such indemnification should be against public policy.
- D. With respect to a breach of the director's duty of loyalty to the corporation.
- E. With respect to a transaction from which the director or officer gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the director's office.

Section 3. Insurance. The corporation shall have the powers to purchase and maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this article and applicable state law.

## **ARTICLE 8 - Board of Directors.**

Section 1. Requirements. Directors do not need to be residents of the state. Directors do need to be HABA Members should the Board of Directors decide to offer a non-voting type of HABA Membership.

Section 2. General Powers. The business affairs of the corporation will be managed by its board of directors, and all corporate powers shall be exercised by the board of directors, except as otherwise expressly required by the articles of incorporation, these bylaws or the Act.

Section 3. Total Number of Directors. The number of members of the board of directors shall not be more than twenty one (21) or less than three (3). The number of directors may be increased or decreased from time to time by amendment to these bylaws, but in no event shall the number of directors be less than three (3).

Section 4. Class and Tenure of Directors. Directors shall be divided into two (2) classes known as Class I Directors and Class II Directors. The number of Class I Directors shall not be more than ten (10) members of the board of Directors and the number of Class II Directors shall not be more than eleven (11) members of the board of directors.

Class I Directors shall hold office until the second annual meeting of directors after their election and until their successors are elected and qualified. Class II directors shall hold office until the first annual meeting of directors after their election and until their successors are elected and qualified. At each annual meeting of directors thereafter, directors shall be elected for the class whose term of office expires at that meeting, and they shall hold office until the second annual meeting of directors after their election and until their successors are elected and qualified.

Section 5. Regular Meetings. Regular meetings of the board of directors shall be held without other notice than set forth in these bylaws. The board of directors shall provide by resolution the time and place, either within or without the state, for the holding of the regular annual meeting and any additional regular meetings of the board without other notice than such resolution. There shall never be less than one annual meeting of the board of directors.

Section 6. Special Meetings. Special meetings of the board of directors may be called by or at the request of the president of the board or any one half of the serving directors. The person or persons authorized to call special meetings of the board of directors may fix any place or time, either within or without the state, as the place for holding any special meeting of the board called

by them. Except as otherwise expressly provided by the Act or these bylaws, the business to be transacted and the purpose of any special meeting needs be specified in a notice or waiver of notice.

Section 7. Notice. Notice of a special meeting of the board of directors shall be given at least seven (7) days previously by oral or written notice delivered personally, or sent telegram, facsimile, e-mail or messenger to each director at his 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 in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice is given by e-mail, such notice shall be deemed to be delivered when the e-mail is acknowledged by the recipient.

Section 8. Meetings Utilizing Electronic Media. Members of the board of directors or members of any committee designated by the board of directors may participate in and hold a meeting of that board or committee by means of conference telephone or similar communication equipment. All persons participating in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction on any business on the grounds that the meeting is not lawfully created.

Section 9. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board. If less than a majority of the directors are present at a meeting of the board, they may adjourn the meeting without further notice.

Section 10. 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 the Act or by these bylaws.

Section 11. Resignation. Any director may resign by giving written notice to the president. The resignation shall be effective at the next called meeting of the board of directors. At the next called meeting, the resigning director shall receive notice.

Section 12. Removal. Any director may be removed either by special or regular meeting of the board of directors by a two-thirds (2/3rds) majority vote by the board of directors. Any director shall be considered removed from office by resignation, death or the inability to serve. The inability to serve includes missing any three consecutive board meetings, regular or special and a majority vote of a quorum of the board of directors at the third missed meeting.

Section 13. Vacancies. Any vacancy occurring on the board of directors by reason of death, resignation, removal, inability to serve or by reason of any increase in the number of directors, shall be filled by an affirmative vote of a majority of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Vacancies need not be filled unless such a vacancy would result in fewer than three directors remaining on the board.

Section 14. Compensation. Directors shall not receive any stated salaries for their services. The board of directors may establish a fixed sum and expenses by resolution for attendance at each regular or special meeting of the board. Nothing in this Section shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation for services.

Section 15. Procedure. The board of directors shall keep regular minutes of its proceedings. The minutes shall be placed in the minute book of the corporation.

Section 16. Informal Action by Directors. Any action required by law to be taken at a meeting of the board of directors or any action which may be taken at a meeting of directors may be taken without a meeting. Action may be taken without a meeting if a consent in writing setting forth the action to be taken is signed by a sufficient number of directors as would be necessary to take that action at a meeting at which all of the directors were present and voted.

Section 17. Written Consents for Informal Action. Each written consent shall be regarded as signed by the director if delivered in one of the following ways to the secretary or other officer or agent of the corporation having custody of the corporation's minute book:

- A. By hand
- B. Certified or registered mail, return receipt requested.
- C. Telegram, telex, cablegram or similar transmission.
- D. Photographic, photostatic, facsimile or;
- E. Similar reproduction of a writing signed by the director.

Section 18. Effective Action. A written consent signed by a majority of all the directors is effective to take the action that is the subject of the consent. Directors have sixty (60) days after the date of the earliest dated consent or consents are delivered to the corporation in the manner required by this article to return their signed written consent or consents.

Section 19. Prohibited Acts. As long as the corporation is in existence, and except with the prior approval of the board of directors, no director, officer, or committee member of the corporation shall:

- A. Do any act in violation of the bylaws or a binding obligation of the corporation.
- B. Do any act with the intention of harming the corporation or any of its operations.
- C. Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the corporation.
- D. Receive an improper personal benefit from the operation of the corporation.
- E. Use the assets of this corporation, directly or indirectly, for any purpose other than carrying out the business of this corporation.
- F. Wrongfully transfer or dispose of corporation property, including intangible property such as good will.



- G. Use the name of the corporation (or any substantially similar name) or any trademark or trade name adopted by the corporation, except on behalf of the corporation in its ordinary course of the corporation's business.
- H. Disclose any of the corporation's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.
- I. Engage in any transaction that may affect the exempt status of this corporation.

Section 20. Order of Business. At meetings of the board of directors:

- A. Business shall be transacted in such order as from time to time the board of directors may determine.
- B. The president of the board, or the vice president, shall preside. In the absence of the president of the board and vice president, a president shall be chosen by the board from among the directors present.
- C. The secretary of the corporation shall act as secretary of the meetings. In the absence of the secretary of the corporation and assistant secretary, the presiding officer may appoint any person to act as secretary of the meeting.

## **ARTICLE 9 - Officers**

Section 1. Officers. The officers of the corporation shall be a president of the board, a vice president, a secretary and a treasurer. Any two or more offices may be held by the same person, except the offices of president and secretary. Other assistant vice presidents, assistant secretaries and assistant treasurers may be elected or appointed by the board of directors. Assistant officers shall have the authority, perform the duties prescribed from time to time by the board of directors and shall serve without voting rights.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers shall not be held at the regular annual meeting, the election shall be held as soon possible. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until a successor is duly elected and is qualified.

Section 3. Removal. Any officer elected or appointed by the board of directors may be removed with or without cause by a two-thirds (2/3rds) majority vote by the board of directors. Such removal shall be without prejudice to the contract rights, if any, of the officer to be removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the remaining portion of the term.

Section 5. President of the Board. The president shall preside at all meetings of the board of directors. The president of the board shall:

- A. Be the principal executive officer of the corporation.
- B. Shall have the general and active management of the business and affairs of the corporation.
- C. Shall see that all orders and resolutions of the board of directors and the executive committee are carried into effect.
- D. Shall perform such other duties and have such other authority and powers as the board of directors may from time to time prescribe.

Section 6. Vice President. In the absence of the president, or in the event of the president's inability or refusal to act, the vice president shall:

- A. Perform the duties of the president.
- B. Have all the powers of and be subject to all the restrictions upon the president when acting as president.
- C. Preside at all meetings of the board of directors.
- D. Perform such other duties as from time to time may be assigned to the vice president 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 the person's duties in such sum and with such surety or sureties as the board of directors shall determine. The treasurer shall:

- A. Have charge, custody of and be responsible for all funds and securities of the corporation.
- B. Receive and give receipts for moneys due and payable to the corporation from any source whatsoever.
- C. 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 11 of these bylaws.
- D. Keep proper books of account and other books showing at all times the amount of funds and other property belonging to the corporation.
- E. Submit a report of the accounts and financial condition of the corporation at each annual meeting of the board of directors.
- F. Perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president of the board or by the board of directors.

Section 8. Secretary. The secretary shall:

- A. Keep the minutes of the board of directors in one or more books provided for that purpose.
- B. Give all notices in accordance with the provisions of these bylaws or as required by law.
- C. Be custodian of the corporate records and of the seal of the corporation.

- D. See that the seal of the corporation, if required, is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provision of these bylaws.
- E. Perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president of the board or by the board of directors.

Section 9. Assistant Vice Presidents, Assistant Treasurers and Assistant Secretaries. If required by the board 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 vice presidents, assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the vice president, treasurer or the secretary or by the president or the board of directors and shall serve without voting rights.

Section 10. Authority. Officers and agents shall have such authority and perform such duties in the management of the corporation as are provided in these bylaws or as may be determined by resolution of the board of directors not inconsistent with these bylaws.

Section 11. Compensation. Officers and agents are intended to serve without compensation. However, compensation for officers and agents may be fixed from time to time by the board of directors.

Section 12. General Counsel. The board of directors may elect a general counsel for the corporation. The general counsel shall advise and represent the corporation in legal matters and proceedings and shall act as counsel for the board of directors and the executive committee. The general counsel may sign and execute pleadings, powers of attorney pertaining to legal matters and any other contracts or documents in the regular course of his duties.

Section 13. Performance Bonds for Officers. The board of directors by resolution may require any and all officers to give bonds to the corporation. These bonds shall provide sufficient surety or sureties conditioned upon the faithful performance of the duties of their respective offices and to comply with such other conditions as from time to time may be required by the board of directors.

## **ARTICLE 10 - Committees**

Section 1. Appointment. The board of directors shall appoint the chairperson of each committee. These committees shall perform functions and make reports as the president of the board of directors shall determine. Directors may serve on all committees. Members of the advisory committee who are not directors, may serve on all committees except the executive committee.

Section 2. Authority Limits of All Committees. No committee of the corporation shall have the authority of the board of directors in reference to.

- A. Amending, altering or repealing the bylaws;
- B. Electing, appointing, or removing any member of any such committee or any director or officer of the corporation;
- C. Amending the articles of incorporation;
- D. Adopting a plan of merger or adopting a plan of consolidation with another corporation;
- E. Authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation;
- F. Authorizing the voluntary dissolution of the corporation or revoking proceedings therefor;
- G. Adopting a plan for the distribution of the assets of the corporation; or
- H. 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 of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon the board of directors or any director by law.

Section 3. 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 committee shall consist of two or more persons, a majority of whom, are directors. These committees, to the extent provided in the resolution that formed it, shall have and exercise the authority of the board of directors.

Section 4. Executive Committee. The board of directors may from among its members appoint an executive committee consisting of the officers and any additional board members as deemed necessary by the board to serve at the pleasure of the board. The president of the board of directors, unless absent or otherwise unable to do so, shall preside as chairperson of the executive committee. The committee shall meet at the call of the president or any two (2) members of the committee. The executive committee shall have and may exercise when the board of directors is not in session the power to perform all duties, of every kind and character, not required by law or the charter of the corporation to be performed solely by the board of directors.

Section 5. Executive Committee Authority. The executive committee shall have authority to make rules for the holding and conduct of its meetings, keep records and regularly report its actions to the board. A majority but never less than three of the members of the committee in office shall be sufficient to constitute a quorum at any meeting of the committee and all action taken at such a meeting shall be by majority of those present. All acts performed by the executive committee in the exercise of its authority shall be deemed to be and may be certified as acts performed under the authority of the board of directors.

Section 7. Executive Committee Vacancies. Vacancies in the executive committee shall be filled by appointment by the board of directors.

Section 8. Executive Committee Records. All actions of the executive committee shall be recorded in writing in a minute book kept for that purpose. A report of all actions of the

committee shall be made to the board of directors at its next meeting. The minutes of the board of directors shall reflect that such a report was made along with any action taken by the board of directors.

Section 9. Advisory Committee. The function and purpose of the advisory committee shall be to advise the board of directors on matters relating to the purpose of the organization and to suggest projects that the corporation may undertake.

Section 10. Nominating Committee. The president shall, with thirty (30) day advance notice to the board of directors, appoint the members of the nominating committee created by the board of directors. The members shall be members of the board of directors and advisory committee appointed to nominate candidates for officers and directors. Additional nominations may be made by directors at the annual meeting.

Section 11. Other Committees. Other Committees not having and not exercising the authority of the board of directors in the management of the corporation 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, the president of the board of directors shall appoint the members of each committee. Any member of the committee 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 their removal. Members of Other Committees may include directors, HABA Members, and members of other blacksmithing organizations..

Section 12. Term of Office. Each member of a committee shall continue:

- A. Until the next annual meeting of the board of directors of the corporation
- B. Until a successor is appointed, unless:
  - 1. The committee shall be sooner terminated,
  - 2. The member is removed from the committee,
  - 3. The member ceases to qualify as a member.

Section 13. Chairperson. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members.

Section 14. 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 15. Quorum. Unless otherwise provided in the resolution of the board if directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 16. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or the rules adopted by the board of directors.

Section 17. Committee Dissolution. The board of directors may dissolve any committee except the executive committee with or without cause. Except for the executive committee, the dissolution shall require approval by a majority of the quorum. The executive committee shall be dissolved by a two thirds (2/3rds) approval or more of all members of the board of directors.

## **ARTICLE 11 - 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 so 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. This 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 evidence of indebtedness issued in the name of the corporation, shall be signed by the officer or officers, agent or agents of the corporation and in such 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, these instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or vice president of the corporation.

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 purpose or for any special purpose of the corporation.

## **ARTICLE 12 - Books and Records**

Section 1. Books and Records. The corporation shall keep:

- A. Correct and complete books and records of account of the activities and transactions of the corporation.
- B. A minute book of the proceedings of the board of directors and committees having the authority of the board of directors.
- C. A copy of the corporation's application for tax-exempt status (IRS Form 1023).
- D. Copies of the corporation's IRS information and/or tax returns (for example, IRS Form 990 and all related schedules).
- E. A copy of the Articles of Incorporation, Bylaws and Amendments.

- F. A record at the registered or principal office giving the names and addresses of the members entitled to vote.

Section 2. Access to Books and Records. All books and records of the corporation may be inspected:

- A. By any director, or director's agent or attorney for any proper purpose at any reasonable time.
- B. By representatives of the Internal Revenue Service as necessary to meet the requirements relating to federal tax form 990.

All financial records of the corporation shall be available to the public for inspection and copying to the fullest extent required by law.

### **ARTICLE 13 - Fiscal Year**

Section 1. Fiscal Year. The fiscal year of the corporation shall be determined by a resolution of the board of directors.

### **ARTICLE 14 - Seal**

Section 1. Seal. The board of directors may authorize a corporate seal.

### **ARTICLE 15 - Waiver of Notice**

Section 1. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the bylaws 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 16 - Amendments to Bylaws**

Section 1. Amendment to Bylaws. These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting. A least seven days' written notice must be given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

## ARTICLE 17 - Amendments to Articles

Section 1. Amendments to Articles. The Articles of Incorporation of the corporation may , to the extent allowed by law, be altered, amended or restated and new Articles of Incorporation may be adopted by a two-thirds majority of the board of directors present at any regular meeting or at any special meeting. At least seven days written notice must be given of an intention to alter, amend, or restate the Articles of Incorporation or to adopt new Articles of Incorporation at such a meeting.

## ARTICLE 18 - General Provisions

Section 1. Construction.. If any portion of these bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- A. The remainder of these bylaws shall be considered valid and inoperative; and
- B. Effect shall be given to the intent manifested by the portion held invalid or inoperative.

Section 2. Table of Contents and Headings. The table of contents and headings are for organizational, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written material.

## CERTIFICATION

I HEREBY CERTIFY that the foregoing is a true, complete and correct copy of the Bylaws of the Houston Area Blacksmith's Association Inc. a Texas nonprofit, nonmember corporation in effect on the date hereof.

IN WITNESS WHEREOF, I hereunto set my hand this the \_\_\_\_\_ day of June 2000.

\_\_\_\_\_  
Secretary