

TEXAS KNIFEMAKERS GUILD, INC.

BYLAWS

ARTICLE I. NAME

The Guild formed herewith shall be named the "Texas Knifemakers Guild" (hereafter referred to as the "Guild").

ARTICLE II. PERIOD OF EXISTENCE

The period of existence of this Guild shall be perpetual.

ARTICLE III. MISSION STATEMENT

To perpetuate the art of knifemaking; to promote, expand and encourage an interest in knives and blades, to provide an educational forum for the exchange of ideas, techniques and innovations; to promote displays of individual works and collections; and to promote fellowship among individuals with an interest in knives.

ARTICLE IV. PURPOSE

The Guild is organized exclusively for scientific, charitable, and educational purposes, described more particular as follows:

1. To educate and inform the public about knifemaking, metalworking, and other forms of art-crafts associated with knifemaking.
2. To aid, assist, and teach members, helping to develop their skill level and how to promote their craft.
3. To establish and follow Standards of Conduct and Workmanship.
4. To receive and maintain a fund or funds of real or personal property, and subject to the restrictions hereinafter set forth, to use and apply the whole or any part of the income there from and the principal thereof for the purpose of one or more purposes of the Guild.
5. To have and exercise all powers and rights conferred on corporations by the State of Texas and all powers and rights incidental to carrying out the purposes for which this Guild is formed, except such as are inconsistent with the express provisions of the Act under which this corporation is formed.
6. The foregoing shall be construed both as objects and powers. and the enumeration thereof shall not be held to limit or restrict in any manner the general powers

conferred on the Guild by the laws of the State of Texas, all of which are hereby expressly claimed.

8. For the purpose of making distributions to organizations that qualify as exempt organizations under section 501(3)(c) of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE V. EARNINGS

No part of the net earnings of the Guild shall inure to the benefit of any member, director, or officer of the Guild, or to any other interested individual; provided, however that reasonable compensation may be paid for the services rendered to, or for, the Guild, effecting one or more of its purposes. No substantial part of the activities of the Guild shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Guild shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Guild shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VI. INCOME DISTRIBUTION

The Guild shall distribute its income for such taxable year at such time and in such a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VII. SELF-DEALING PROHIBITED

The Guild shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VIII. BUSINESS HOLDINGS

The Guild shall not retain any business holdings within the meaning of Sections 4943 if the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IX. INVESTMENTS

The Guild shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE X. EXPENDITURES

The Guild shall not make any taxable expenditures as defined by Sections 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XI. DISSOLUTION

Upon the dissolution of the Guild, the Board shall, after paying or making provision for the payment of all liabilities of the Guild, dispose of all assets of the Guild exclusively to organizations, whether one or more, organized and operated exclusively for scientific, charitable and educational purposes, which at the same time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XII. REGIONS

For the purposes of the Guild, the State of Texas is divided into three regions:

Region 1 (South Texas Region) - Houston, Gulf Coast and South Texas.

Region 2 (North Texas Region) - Dallas, Fort Worth, and North Texas.

Region 3 (West Texas Region) - West Texas.

Please see the attached Official TKG Regional Map, attached as Exhibit "A".

ARTICLE XIII. PRINCIPAL OFFICE

The principal office of the Guild shall be designated by the Board of Directors at the annual meeting in January of each year. In the absence of a designation by the Board of Directors, the principal office will be at the Secretary's residence.

ARTICLE XIV. SHARES AND DIVIDENDS

The Guild shall not have or issue shares of stock and no dividends shall be paid, and no part of the income of the Guild shall be distributed to its members, directors, or officers.

ARTICLE XV. MEMBERSHIP

The members of the Guild shall be such persons as have paid their membership dues and are accepted by the Board of Directors. Annual dues shall be in the amount of \$100.00 payable to the Guild. Membership term is from the 1st day of January to the 31st day of December. All memberships terminate on the 31st day of December of the year paid. Dues are not prorated if paid during the year. Dues are divided with \$50.00 going to the general fund of the Guild and the remaining \$50.00 paid to the Regions equally. Youth members have no dues. Youth members are defined as anyone from 7 years of age to 17 years of age. Youth members cannot

participate in Guild functions without consent of their parent or guardian and with an appropriate waiver. Associate membership is available for \$75.00 per year. Associate members have no voting rights. Associate membership dues are divided the same as regular membership dues.

ARTICLE XVI. BOARD OF DIRECTORS

Section 1. General Powers

The business and affairs of the Guild shall be managed by its Board of Directors, which consists of officers and board members.

Section 2. Number, Tenure and Qualifications

The Board of Directors of the Guild shall consist of fifteen (15) persons. All directors thereafter shall serve one year terms or until his/her successor shall have been duly elected and qualified. Directors shall be members in good standing of the Guild. Each region shall appoint five (5) persons to the Board of Directors to be sworn in at the Board of Directors meeting in January of each year. Each region has discretion to determine how the members from that region select their five members for the Board of Directors. A member cannot serve more than three (3) consecutive years on the Board of Directors.

Section 3. Regular Meetings

A regular meeting of the Board of Directors shall be held no less than once each year. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without notice of such resolution. A regular meeting of the Board of Directors shall occur every January to empanel the new board and select the officers for the year.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President, or by agreement of any seven (7) Directors. The person or persons authorized to call special meetings or the Board of Directors may fix the place for holding any special meeting of the Board of Directors called.

Section 5. Place of Meeting

Meeting of the Board of the Directors shall be held at such places designated in the notice of such meeting, within the State of Texas. A Waiver of Notice signed by all Directors entitled to vote at a meeting may designate any place as the place for holding such meeting. If no designation is made, the Board of Directors Meeting will be held at the principal office of the Guild in Texas.

Section 6. Notice

Notice of the date, time, and place of any special meeting of the Board of Directors shall be given at least three (3) business days prior to the meeting by written notice delivered personally or mailed (the date of mailing to be considered the date of mailing) to each director at his/her contact address. Any director may waive notice of any meeting.

Section 7. Quorum, Vote Required for Action

Seven (7) Directors shall constitute a quorum at any meeting, except when otherwise provided by law. If less than a quorum, but at least one third (1/3rd), of the directors are present at any meeting, from time to time, and the meeting may be held as adjourned, without further notice. Except in cases in which the Articles of Guild or these Bylaws provide otherwise, the vote of the majority of the Directors present at the meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Organization

Meetings of the Board of Directors shall be presided over by the President, or in the absence of the President, by a Chairman chosen at the meeting. The Secretary, the President, or the Chairman of the meeting, as the case may be, may appoint any person to act as the Secretary of the meeting in that absence of the Secretary.

Section 9. Vacancies

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining Directors, though less than a quorum of the Board of Directors, unless otherwise provided by law. A Director elected to fill a vacancy, shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors may be filled by election of the Board of Directors. No decrease in the number of Directors constituting the Board of Directors shall shorten the term of any incumbent Director.

Section 10. Informal Action by the Directors

Unless these Bylaws otherwise expressly provide, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board of Directors consent in thereto writing. Action taken under this section of the Bylaws is effective when the last Director signs the consent, unless the consent specifies a different effective date.

ARTICLE XVII. OFFICERS

Section 1. Number

The officers of the Guild shall consist of the President, Vice-President, Secretary, and Treasurer. The Board of Directors may also designate other officers from time to time as needed. The President shall be the chief administrator of Guild and in his/her absence, disability, or in the event of his/her resignation or removal, the President shall be succeeded in office by the Vice-President, who shall administer the affairs of the Guild until a successor to the President is elected, or until the President resumes his/her duties of office, as the case may be. The Secretary shall keep the records of the Guild and the minutes of the meetings of the Board of Directors, and Treasurer shall be responsible for the funds of the Guild. Such officers as deemed necessary, but never less officers than President and Secretary, shall be elected by the Board of Directors. The President cannot serve more than two (2) consecutive terms (years). Once the officer's terms expire, they will remain in office until their successors are duly elected and qualified. Any number of offices may be held by the same person, except the offices of President and Secretary shall not be held by the same person.

Section 2. Election and Term of Office

The officers of the Guild shall be elected at the Board of Directors meeting in January by the members of the Board. Each officer shall hold office until his successor is duly elected and qualified, or until his death, resignation, or removal from office in the manner herein provided.

Section 3. Removal

Any officer or agent may be removed by the Board of Directors, with or without cause, whenever in its judgment the best interests of the Guild will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in and of itself create any contract rights.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors.

Section 5. President

The President shall be the principal executive officer of the Guild and, subject to the control of the Board of Directors, which shall in general supervise and control all of the business and affairs of the Guild. The President shall, when present, preside at all meetings of the Board of Directors. The President may sign, with the Secretary, or any other officer of the Guild thereunto 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 to some officer or agent of the Guild, or shall be required by law to be otherwise signed or executed; and in general the President shall perform all duties as may be prescribed from time to time by the Board of Directors. If possible, the President should serve as the Vice-President of the Guild prior to becoming the President of the Guild. A President cannot serve more than two (2) years consecutively .

Section 6. Vice-President

In the absence of the President, or in the event of the President's death, incapacity, resignation, or other inability or refusal to act, the Vice-President 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. The Vice-President shall 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. Secretary

The Secretary shall: (a) keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; (c) be custodian of the Guild records, and of the seal of the Guild, if any; and (d) in general perform all duties incident to the office of the Secretary of the Board of Directors.

Section 8. Treasurer

The Treasurer shall: (a) have charge and custody of, and be responsible for, all funds and securities of the Guild; (b) receive and give receipts for moneys due and payable to the Guild from any source whatsoever, and deposit all such money in the name of the Guild in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (c) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors. If required by the Board of Directors, but not otherwise, the Treasurer shall give a bond for faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

ARTICLE XVIII. HAMMER-INS, SHOP TOURS, SWAP MEETS, ETC.

At least once each year, each region shall host a hammer-in/shop tour for Texas Knifemakers Guild members. Each region is responsible for setting up the meetings, notifying members, and hosting the meetings. You must be a current member of the Guild to attend the meeting. A fee can be charged for the cost of supplies and materials for the participants. No profit can be made by the hosting agency or the Guild. These meetings are for the benefit of the Guild members only and are not to be used for fundraising.

ARTICLE XX. REFERENCE LIBRARY

The Guild will maintain a reference library for the benefit of its members. The Guild will purchase and accept donations of reference materials, including but not limited to books, DVDs, manuals, and other reference materials. A member may check out one reference material free of charge at a time. The member must pay for postage to receive delivery of the reference material. Once the reference material is returned, then another item can be checked out.

ARTICLE XXI. REGIONAL ADDITIONAL ACTIVITIES

The obligations placed on each region by these bylaws are minimums required by the Guild. Failure to comply could result in loss of that regions part of the annual dues and participation in Guild functions. Each region is in charge of managing its own region and is free to participate in any additional activities outside the minimum requirements of these bylaws.

ARTICLE XXII. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts

The Board of Directors may authorize any officer, or officers, or agent, or agents, to enter into any contract and deliver any instrument in the name of and on behalf of the Guild and such authority may be general or confined to specific instances.

Section 2. Loans

No loans shall be contracted on behalf of the Guild and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness, issued in the name of the Guild, shall be signed by such officer, or officers, or agent, or agents, of the Guild, and in such manner as shall from time to time be determined by the resolution of the Board of Directors.

Section 4. Deposits

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

ARTICLE XXIII. MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year

The fiscal year of the Guild shall begin on the first day of January and end on the last day of December, in each year.

Section 2. Corporate Seal

The Board of Directors may provide a seal, which shall be circular in form and shall have inscribed thereon the name of the Guild, the state of Guild and the words "Guild Seal". An Guild seal shall not be mandatory for the validity of any contract, instrument, or other document, properly executed by an authorized officer or officers of the Guild.

Section 3. Waiver of Notice

Any written waiver of notice, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver or notice of such meeting, unless the person at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

Section 4. Amendments of Bylaws

The Bylaws may be altered, amended or repealed at any regular meeting of Directors (or at any special meeting called duly for that purpose) by a majority vote, of the entire Board of Directors.

ARTICLE XXIV. INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of the persons named below, who shall serve as prescribed in these Bylaws and as witnesses and incorporators for organization of the Guild:

Name: _____ Address: _____ Region: _____	Name: _____ Address: _____ Region: _____
Name: _____ Address: _____ Region: _____	Name: _____ Address: _____ Region: _____
Name: _____ Address: _____	Name: _____ Address: _____

Region: _____ _____	Region: _____ _____
Name: _____ Address: _____ _____ Region: _____ _____	Name: _____ Address: _____ _____ Region: _____ _____
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Name: _____ Address: _____ _____ Region: _____ _____	Name: _____ Address: _____ _____ Region: _____ _____
Name: _____ Address: _____ _____ Region: _____ _____	Name: _____ Address: _____ _____ Region: _____ _____
Name: _____ Address: _____ _____ Region: _____ _____	Name: _____ Address: _____ _____ Region: _____ _____
Name: _____ Address: _____ _____ Region: _____ _____	Name: _____ Address: _____ _____ Region: _____ _____

ADOPTED BY THE BOARD OF DIRECTORS OF THE GUILD EFFECTIVE AS OF:

DATE: _____

SECRETARY: _____
Printed Name Signature

VERIFICATION AND ADOPTION OF BYLAWS

I hereby solemnly affirm that the foregoing Texas Knifemakers Guild, Inc. Bylaws are true and correct.

DATE: _____

SECRETARY: _____
Printed Name Signature

STATE OF TEXAS)

COUNTY OF _____)

Subscribed and sworn to before me, a Notary Public in and for the State and County aforesaid, this _____ day of _____, 2015.

My commission expires:

(15 of these, one for each director)

Exhibit "A"

