

Bylaws of
Society for Midwest Metalsmiths
A Nonprofit Corporation

Revised and approved July 26, 2012 by a majority vote of the Board of Directors

Article I

Offices

The principal office of the Corporation in the State of Missouri (presently P.O. Box 31314, St. Louis, MO 63131) shall be located in St. Louis County, Missouri. The Corporation may have such other offices, either within or without the State of Missouri, as the business of the Corporation may require from time to time.

The registered office of the Corporation required by the Missouri Nonprofit Corporation Act to be maintained in the State of Missouri may be, but need not be, identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time by the Board of Directors.

Article II

Membership

Section 1. Qualifications Membership in the Corporation shall be available to all individuals and organizations which express an interest in promoting metalsmithing, subject to the requirements and obligations referred to in these bylaws.

Section 2. Members A person, firm or corporation may become a member of the Corporation, upon payment of all membership fees and dues. The members may elect honorary members who shall be exempt from payment of any and all fees and dues, and shall be entitled to all the privileges of regular members, except the right to vote or hold office.

Section 3. Suspension and Expulsion A member may be suspended for a period or expelled from the Corporation for cause by the majority vote of a quorum of members present at an annual, general (regular), or special meeting of the members. If a member does not pay any fees or dues then payable, such member shall be suspended automatically and indefinitely, with no vote of the Board or members required, until such time as the payments are made. While a member is suspended, such member shall have no right to vote or otherwise participate in the affairs of the Corporation.

Section 4. Fees and Dues The Board of Directors may determine, from time to time, the amount of the initiation fee, if any, and annual dues, if any, for membership in the Corporation; provided, however, that such fees and dues are approved by a majority vote of a quorum of the members present

at the next regular meeting held after such Board determination or at a special meeting called for such purpose.

Article III

Meetings of Members (General Meetings)

Section 1. Annual and Regular (General) Meetings The annual meeting of the members shall be held in March of each year, at a time announced by the President, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause a special meeting of the members to be held as soon thereafter as may be convenient for the purpose of electing directors and for the transaction of such other business as may properly come before a special meeting of members. There shall be five regular meetings held each year, including the annual meeting. These meetings will typically be held in January, March, May, September, and November; however the dates may be adjusted by the Board of Directors to avoid scheduling conflicts. At the last Board meeting of each year, the President will propose meeting dates for the following year. Once the Board has agreed on the meeting dates, they will be posted on the website.

Section 2. Special Meetings Special meetings of the members may be called by the President or such other officers who are authorized hereinafter to act on behalf of the President, by the Board of Directors, or by members having not less than one-fifth of all of the votes entitled to be cast at such meeting.

Section 3. Place of Meeting The Board of Directors may designate any place, either within or without the State of Missouri, as the place of meeting for any meeting of the members. The person, persons or body who shall call any special meeting of the members pursuant to Section 2 of this Article III shall designate a place within St. Louis County, Missouri as the place of the special meeting, or at such other place as may be unanimously agreed to by all the members entitled to vote at such meeting.

Section 4. Notice of Annual, Regular or Special Meetings Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than fifteen nor more than sixty days before the date of any annual, regular or special meeting of members, either personally, by mail, or by email to each member of record entitled to vote at such meeting, by or at the direction of the person, persons or body calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid. If sent by email, such notice shall be deemed to be delivered if it is sent to the email address as it appears on the records of the Corporation, and if no notice of email rejection is received by the sender.

Section 5. Meeting of all Voting Members If all of the members entitled to vote at any annual or special meeting of members shall meet at any time and place, either within or without the State of Missouri, and consent to the holding of a meeting, such meeting shall be valid, without call or notice, and any corporate action may be taken at such meeting.

Section 6. Members' Eligibility to Notice, Vote and Exercise Other Rights Only the members who are members of record at the close of business on the day preceding the day on which notice is given shall be entitled to notice of any regular or special meeting; except that, if prior to the meeting written waivers of notice of the meeting are signed and delivered to the Corporation by all of the members of record at the time the meeting is convened, then no notice will be required. Only the members who are members of record on the date of such meeting who are otherwise eligible to vote are entitled to vote at such meeting. With respect to the exercise of other rights, only the members who are members of record at the close of business on the day on which the Board adopts the resolutions relating thereto, or the sixtieth day prior to the date of such other action, whichever is later, are entitled to exercise such rights.

Section 7. List of Members Beginning two business days after notice of a meeting of members is given, the Corporation's officer or agent having charge of the membership books of the Corporation shall make a complete list of the members entitled to vote at such meeting, arranged in alphabetical order with the address or email address of each such member, which list shall be kept on electronic file through the meeting date, and shall be subject to inspection by any member upon request.

Section 8. Quorum Members holding at least one tenth of the votes entitled to be cast, shall constitute a quorum at any annual, regular or special meeting of members; provided, however, if a quorum is not present, the holders of a majority of the votes present or represented at such meeting may adjourn the meeting, from time to time, without further notice, to a date not longer than ninety days from the date originally set for such meeting. If a quorum is present, the affirmative vote of a majority of the votes entitled to be cast by the members present in person or proxy at the meeting shall be the act of the members unless the vote of a greater number is required by law or the Articles of Incorporation.

Section 9. Proxies At any annual, general, or special meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting, in person, by mail or by email. No proxy shall be valid after eleven months after the date of its execution, unless otherwise provided in the proxy.

Section 10. Voting Unless voting rights are limited, enlarged or denied by the Articles of Incorporation, each member shall be entitled to one vote upon each matter submitted to a vote at a meeting of members. There shall be no cumulative voting in the election of directors.

Section 11. Informal Action by Members Any action which may be taken at any annual or special meeting of the members duly called upon proper notice, may be taken without such a meeting if a consent in writing, including email or electronic submission, setting forth the action so taken, shall be submitted by members representing at least eighty percent of the voting power, who are entitled to vote at such meeting with respect to the subject matter thereof.

Article IV

Directors

Section 1. General Powers The business and affairs of the Corporation shall be managed by its Board of Directors. Directors must be members of the Corporation.

Section 2. Number, Nominations, Election and Term The Board of Directors shall, unless and until otherwise provided by action duly taken by the members or by a majority of the Corporation's directors, consist of (a) the President, Vice-President, Secretary and Treasurer (as such offices are defined in Article V), all of whom shall be elected each year at the annual meeting of members, in March, and (b) the committee chairpersons appointed by the President; provided, however, that if a chairperson is also the President, Vice-President, Secretary, Treasurer or a chairperson of another committee, such chairperson shall be entitled to only one membership on the Board and only one vote as director at any given time. Each such director shall be elected (or appointed in the case of committee chairpersons) for one year, and each such director shall hold office until his or her successor shall have been duly elected (or appointed in the case of committee chairpersons) and qualified, or until his or her death, or until he or she shall resign or be removed. Each year, nominations for the annual election will take place at the January general meeting. Any member who is not able to attend the January meeting may submit a nomination, including his or her own name, for an elected office, to the President before the January meeting. The President will compile the slate of nominees and present it to the membership at the January meeting. If it is known that there will be a vacancy in office, due to resignation or other reason, the President will notify the membership that a nomination will be necessary for that office. The Board of Directors will actively seek a nominee from the membership. The slate of nominees shall be distributed to the membership or posted on the website at least 30 days before the annual meeting of the members or such other meeting of members at which the election of such directors/officers shall be held. The most recent past President shall serve as an ex-officio member of the Board. The outgoing President and Treasurer shall work with and assist the newly elected President and Treasurer with the transition.

Section 3. Removal Directors may be removed from office at a meeting of members called expressly for that purpose. If a director is also the President, Vice-President, Secretary or Treasurer, any removal pursuant to this section shall also remove the director from such office. Such meeting shall be held in the city or county in Missouri in which the principal business office of the Corporation is located. The entire Board of Directors, or any lesser number of directors, may be removed, with or without cause, by a vote of two-thirds of the members then entitled to vote at an election of directors.

Section 4. Regular Board Meetings A regular meeting of the Board of Directors shall be called by the President via e-mail, with the intention of accommodating the schedules of the majority of Board members. These meetings will be held not more than ten days before each regular general meeting at a location determined by the President. If the President believes that there is no business that calls for a Board meeting, and no Board member voices objection, he or she may elect not to call such a meeting.

Section 5. Special Board Meetings Special meetings of the Board of Directors may be called by or at the request of the President of the Corporation or any two officers. Special meetings of the Board of Directors shall be held at such place as may be unanimously agreed upon by all of the directors as the place for holding any special meeting of the Board of Directors called by them.

Section 6. Notice Written notice of any Board meetings shall be delivered by email at least 3 days before the date on which such meeting is to be held. Such notice shall be deemed to be delivered unless a rejection notice is received by the sender. It is each Board member's duty to check his or her email and respond to such a call to meeting. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where such director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of,

any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 7. Quorum One third of the Board of Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors, provided that if less than a quorum of the Board of Directors is present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting The act of the majority of the directors present at a meeting of the directors at which a quorum is present shall be the act of the Board of Directors.

Section 9. Vacancies In case of the death, resignation or disqualification of one or more of the directors, a majority of the survivors or remaining directors, even if such surviving or remaining directors constitute less than a quorum of the entire authorized Board of directors, may fill such vacancy or vacancies until the successor or successors are elected at the next annual meeting of the members. If such director is also the Vice-President, Secretary or Treasurer, the replacement director shall also assume such office. If a director to be replaced is also the President, the Vice-President shall become President and the replacement director will assume the position of Vice-President. If the directors to be replaced include both the President and Vice-President, the Board may fill such directorship vacancies until their successors are elected at the next annual meeting of the members and such replacements shall assume such respective offices.

Section 10. Compensation No director shall receive any salary or other compensation for services rendered as a director, provided, however, that by resolution of the Board of Directors the directors may be paid their expenses, if any, of attendance at each meeting of the Board.

Section 11. Informal Action by Directors Any action required or permitted to be taken at any regular or special meeting of the Board of Directors duly called upon proper notice, may be taken without a meeting if consent, in writing on paper or by email, setting forth the action so taken, is submitted by all of the directors entitled to vote with respect to the subject matter thereof.

Article V

Officers

Section 1. Number The officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer, and such Assistant Treasurers, Assistant Secretaries or other officers, if any as may be elected or appointed by the Board of Directors. The same individual may simultaneously hold more than one office in a corporation, providing they do not hold more than one elected office.

Section 2. Election and Term of Office The President, Vice-President, Secretary and Treasurer, who shall also serve as directors as provided for in Article IV, shall be elected by the members pursuant to the provisions of Article IV. Any other officer of the Corporation shall be elected annually by the Board of Directors at the first regular meeting of the Board of Directors held after each annual meeting of members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Vacancies in any office (except for the President, Vice-President, Secretary and Treasurer, which are instead determined under Article IV) may be filled, or new offices may be created and filled, at any meeting of the Board of Directors. Each non-director officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal The President, Vice-President, Secretary or Treasurer may be removed, as both officers and directors, pursuant to Article IV. Any other officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies Vacancies in the office of President, Vice-President, Secretary or Treasurer shall be filled pursuant to Article IV. A vacancy in any other office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He or she may sign, with the Treasurer or any other proper officer thereunto authorized by the Board of Directors, any 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 other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice-President In the absence of the President or in the event of his or her 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 him or her by the President or by the Board of Directors.

Section 7. Treasurer The Treasurer shall: (a) have charge and custody of and be responsible for all funds of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws; and (b) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. Upon approval of the board, one or more officers other than the Treasurer may be signatories on any bank account opened in the name of the Corporation. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The cost of such bond shall be paid by the Corporation.

Section 8. Secretary The Secretary shall: (a) be custodian of the corporate records of the Corporation (such records may be kept and stored electronically); (b) take the minutes of the meetings of the members (general meetings) and of the Board of Directors, which should be emailed to the Board within a week of each Board meeting, or in the case of a general meeting, submitted, within a week to the webmaster for posting on the website; (c) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Board of Directors may, if they choose to do so, assign the job of keeping and maintaining an updated membership list to the Chairman of the Membership Committee, instead of the Secretary. This membership list, including name, address, and email address,

will be kept electronically and will be available, upon request, by any member of the organization at any time.

Section 9. Assistant Treasurers and Assistant Secretaries Assistant Treasurers and Assistant Secretaries, if any, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary respectively, or by the President or the Board of Directors. Any Assistant Treasurers shall, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The cost of such bonds shall be paid by the Corporation.

Section 10. Duties It will be the duty of each Director and Officer to check his or her personal messages/email regularly for notice of business matters of the Board, and respond accordingly. If an officer will not be present at a meeting, and the officer has business to report or duties to fulfill, he should designate another member of the Corporation to fulfill his duties for that meeting.

Article VI

Committees

Section 1. General The Board of Directors may establish such committees as it deems appropriate from time to time to carry out the purposes of the Corporation. At a minimum, the Board shall establish the following: Website and Communications Committee, Executive Committee, Exhibition Committee, Membership Committee and Workshop Committee. The duties and responsibilities of all committees shall be determined by the Board, except as provided in this Article VI.

Section 2. Chairpersons Except as provided in this Article VI, the chairperson for each committee established by the Board shall be appointed by the President and shall serve as a director of the Corporation thereafter pursuant to Article IV. The chairperson of each committee shall select the members of such committee, except as provided in this Article VI.

Section 3. Executive Committee The Executive Committee shall consist of the President, Vice-President, Secretary and Treasurer, who shall also be directors as provided in Article IV. The most recent past President shall serve as an ex-officio member of the Executive Committee. The executive Committee shall manage the affairs of the Corporation between meetings of the Board of Directors and shall be subject to all the same rights and limitations as the Board in exercising its function to the extent permitted by law.

Article VII

Contracts, Loans, Checks and Deposits

Section 1. Contracts The Board of Directors may authorize any officer, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans No loans shall be contracted on behalf of the Corporation, and no evidence 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 Corporation, shall be signed by such 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. Expenditures of the Corporation's funds in excess of \$1000.00 must receive prior approval of the Board.

Section 4. Deposits All funds of the Corporation not otherwise employed 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.

Article VIII

Evidence of Membership

Documentation representing membership in the Corporation shall be in such form as may be determined by the Board of Directors.

Article IX

Fiscal Year

The fiscal year of the corporation has been established as beginning on March 1st of each calendar year and ending on the last day of February.

Article X

Non-Discriminating Policy

All activities of the Corporation shall be open to everyone, without regard to race, religion, sex, or national origin, upon payment of the required dues and/or fees, and subject to the Corporation's rules and obligations as provided in these bylaws. There shall be no limitation on the right to become a member of the Corporation or to hold an office in the Corporation, either elected or appointed, based upon race, religion, sex or national origin.

Article XI

Seal

The Corporation shall have no corporate seal.

Article XII

Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of these by laws or under the provisions of the Articles of Incorporation or under the provisions of the Missouri Nonprofit Corporation Act, 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 XIII

Indemnification

Section 1. Directors Unless limited by the Articles of Incorporation, the Corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because he is or was a director of the Corporation against reasonable expenses actually incurred by the director in connection with the proceeding.

Section 2. Other Than in an Action by or in Right of the Corporation The Corporation may indemnify any person who was or is a party or is threatened to be make a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, other than any action by or in the right of the agent of the corporation, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 3. In an Action by or in Right of the Corporation The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense or settlement of the action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 4. Other Indemnification To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action , suit, or proceeding referred to in subsections 2 and 3 of this Article XIII, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred by him or her in connection with the action, suit, or proceeding.

Section 5. Determination Any indemnification under subsections 2 and 3 of this section, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the

circumstances because he or she has met the applicable standard of conduct set forth in this section. The determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding, or if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by the members.

Section 6. Advance of Expenses Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article XIII.

Section 7. Not Exclusive The indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 8. Insurance The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or assign out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article XIII.

Article XIV

Amendments

The Board of Directors or the members shall have the power to make, amend, and repeal additional and supplemental bylaws, and amend and repeal these bylaws, at any regular or special meeting of either thereof, and notice of any such proposed additional or supplemental bylaws, or the proposed repeal or amendment of any bylaw need not be included in the call of said meeting. Any amendment or repeal of these bylaws so made by the Board of Directors may, unless otherwise expressly provided in the Articles of Incorporation, be amended, repealed or the former bylaw reinstated, and any such additional or supplemental bylaw so made, amended, or repealed by the Board of Directors, may, unless otherwise expressly provided in the Articles of Incorporation, be amended, repealed or the former, additional or supplemental bylaw reinstated, by action of two thirds of the members of the Corporation present in person or proxy at any annual meeting or special meeting called for such purpose.