

TEXAS KNIFEMAKERS' GUILD, INC.

BYLAWS

ARTICLE I. NAME

The association formed herewith shall be named the "Texas Knifemakers' Guild, Inc." (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

The mission of the Guild is to bring knifemakers together, in order to perpetuate the art of knifemaking; to promote and encourage an interest in knives and blades, to provide educational opportunities for the exchange of ideas, techniques and innovations; to promote displays of individual works and collections; and to promote knifemaking with integrity and high standards of workmanship.

ARTICLE IV. PURPOSE

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

1. To educate and inform the public about knifemaking, metalworking, and other forms of art and craft techniques associated with knifemaking.
2. To aid, assist, and teach members to develop their skill level and to work toward high standards of quality and workmanship.
3. To promote among knifemakers the core values of Respect, Integrity, Charity and Tradition.
 - **Respect** - Our members strive to live by the "Golden Rule"; treat others as you would like to be treated.
 - **Integrity** - There is truth in our words and honesty in our products. We do not misrepresent ourselves or our works.
 - **Charity** - We help others. We offer of ourselves to strengthen others.
 - **Tradition** - We are making the oldest tools known to man. We must not forget the contributions of those who have gone before us; we strive to produce our very best and bring honor to the title, "Knifemaker".
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.

7. For the purpose of making distributions to other 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. PRINCIPAL OFFICE AND REGISTERED AGENT OF SERVICE

The principal office of the Guild shall be a post office box established, maintained and controlled by the Treasurer. The Treasurer shall be the registered agent of service for the corporation.

ARTICLE XIII. 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 XIV. REGIONS

For the purposes of the Guild, the State of Texas is divided into three regions, according to Zip Code prefix:

North Texas Region shall include 75xxx-768xx Zip Codes, including Dallas and north east Texas

South Texas Region shall include 77xxx-78xxx zip codes including Austin, Houston, San Antonio and south east Texas

West Texas Region shall include 79xxx Zip Codes with the addition of 769xx, including Abilene, Lubbock, Amarillo, and west Texas.

ARTICLE XV. MEMBERSHIP

The members of the Guild shall be such persons or business that supports the purpose statement in Article II, Section 2, have submitted an application, paid their membership dues, and are accepted by the Board of Directors. Annual dues shall be payable to the Guild according to the membership levels and guidelines. All membership guidelines shall be established in a separate document kept in the **Best Practices Guide**.

ARTICLE XVI. BOARD OF DIRECTORS

Section 1. General Powers

The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Guild.

Section 2. Number, Tenure, Qualifications, and Elections

The Board of Directors of the Guild shall consist of no fewer than six but no more than fifteen (15) persons, of which at least two (2) but not more than five (5) must come from each designated region. All directors shall serve two year terms or until his/her successor shall have been duly elected and qualified. Directors shall be members in good standing of the Guild and must be residents of the State of Texas. Each region shall elect members of the Board of Directors to fill vacant seats. The Election process is to be established in a separate document kept in the **Best Practices Guide**.

Section 3. Meetings

An annual meeting of the Board of Directors shall be held at a time and day and location designated by the Board of Directors. The Board of Directors may provide, by resolution, the time and place, for the holding of regular meetings. Meeting guidelines are to be established in a separate document kept in the **Best Practices Guide**.

Section 4. Vacancies

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining Directors. 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 5. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 6. Informal Action by 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. For the purposes of this section, written agreement via email or Facebook post or message may be considered as written consent. Results of electronic votes will be recorded in the minutes by the Secretary.

Section 7. Confidentiality

Directors shall not discuss or disclose information about the Guild or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Guilds' purposes, or can reasonably be expected to benefit the Guild. Directors shall use discretion and good business judgment in discussing the affairs of the Guild with third parties. Without limiting the foregoing, Directors may discuss upcoming workshops, meetings, shows and the purposes and functions of the Guild, including but not limited to accounts on deposit in financial institutions.

Section 8. Parliamentary Procedure

The President, or designee, shall determine any question(s) concerning parliamentary procedure at meetings by reference to Robert's Rules of Order.

Section 9. Removal

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of two-thirds (2/3) of the members of the Board of Directors, if in their judgment the best interest of the Guild would 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 office shall not, in and of itself, create any contract rights. Board members may resign by written notice of resignation at any time, without prejudice.

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. Such officers as deemed necessary, but never less officers than President, Secretary, and Treasurer shall be elected by the Board of Directors. Any number of offices may be held by the same person, except the offices of President, Secretary, and Treasurer shall not be held by the same person.

Section 2. Election and Term of Office

The officers of the Guild shall be appointed 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 or her death, resignation, or removal from office in the manner herein provided.

Section 3. Removal and Resignation

Any officer or agent may be removed by 2/3 vote of the full 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. Board members may resign by written notice of resignation at any time without prejudice.

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, and 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.

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.

Section 9. Committees

The board may create committees, as needed, and such committees must report to the Board of Directors as the Board sets forth in the charge.

ARTICLE XVIII. 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 XXI. OFFICIAL LOGO



Adopted as the official logo of the Texas Knifemakers' Guild. Paid members in good standing may use the logo on their own promotional material, such as their website or business card. Use of the logo in general materials, such as stickers, T-shirts, etc. shall be approved by the board or its designee prior to production of the materials.

Other permissible logos that can be used by members:



ARTICLE XVIII. IDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the State of Texas, the Guild shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the Guild, or any person who may have served at the Guild's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The Guild may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XIX. BOOKS AND RECORDS

The Secretary shall keep complete books and records of account and minutes of the proceedings of the Board of Directors. The Treasurer shall keep complete books and records of the guild's financial transactions.

ARTICLE XX. AMENDMENTS.

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. All amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

ARTICLE XXI. –Dissolution of the Guild

Section 1. Dissolution

The following procedure shall be followed upon dissolution of the Guild:

Section 1.1 Assets, Cash, or Property

No part of the net earnings of the Guild shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the Guild shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two hereof. No substantial part of the activities of the Guild shall be the 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 the articles, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization's contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of a future United States Internal Revenue Law).

Upon dissolution of the Guild, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Guild, dispose of all of the assets of the Guild exclusively for the purpose of the Guild in such manner, or to such organization(s) organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c) (3) or Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Guild is then located,

exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XXII. 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.

ADOPTION OF BYLAWS

We, the Board of Directors, consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 9 preceding pages, as the Bylaws of this Texas Knifemakers' Guild.

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

DATE: January 31, 2017

SECRETARY: _____

VERIFICATION AND ADOPTION OF BYLAWS

We the undersigned, representing the required quorum of the Board of Directors, do hereby establish the Texas Knifemakers' Guild, and solemnly affirm that the foregoing Texas Knifemakers Guild, Inc. Bylaws are true and correct.

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:
