

NORTH CAROLINA CUSTOM KNIFEMAKERS GUILD

By-Laws of the North Carolina Knifemakers Guild

Article I - Members

Section 1. Conditions of Membership

Membership is open to any individual who practices the craft of knifemaking either by stock removal or forging. Membership is also extended to those individuals who have an interest and support the art of knifemaking.

Section 2. Categories of Membership

There shall be five categories of membership:

1. **Full Members:** Full members are those individuals, residing in the state of North Carolina, who have submitted their work to be judged and have been found to be performing their craft to the accepted standards of this organization. Only full members have the right to vote.
2. **Apprentice Members:** Individuals who have filed application for membership but whose work has not passed the evaluation process shall have the status of Apprentice Members. These members do not have a voting privilege.
3. **Associate Members:** Custom knifemakers who are non-residents and *who* submit samples of their work to the **North Carolina Custom Knifemakers** to undergo the evaluation process, and are found to be performing their craft to the accepted standards of this organization, shall be extended the opportunity to become Associate Members of the **North Carolina Custom Knifemakers Guild**. Such members shall be extended all rights and privileges of membership but shall not be allowed to vote on matters pertaining to the organization.
4. **Affiliate Members:** Individuals who are engaging in related crafts such as, scrimshanders, engravers, photographers, leather craftsmen, etc., shall be afforded the opportunity to become affiliate Members upon successful completion of the evaluation process.
5. **Friends of the Guild:** Individuals who have an interest and support the art of custom knifemaking but are not knifemakers or engaged in related crafts shall be afforded the opportunity for membership as Friends of the Guild.

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Article II - Dues

Section 1. Dues and Fees.

All categories of membership shall pay dues to the **North Carolina Custom Knifemakers Guild**. The amount of such dues shall be periodically determined by the Board of Directors and voted upon by the membership.

All dues shall be remitted annually, to the Secretary/Treasurer of the **North Carolina Custom Knifemakers Guild, NCKKG**, on or before the fifteenth day of October and not later than the last day of October. Failure to remit dues in a timely manner shall constitute grounds for suspension of membership.

Fees shall be established to cover the cost of any particular business meeting, seminar, meals, etc.. Fees shall be assessed on a per person attending basis. Fees shall be set by members of the NCKKG prior to each event and shall be payable under such terms as shall be decided upon by the Board.

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Article - III Conduct of Business Meetings

Section 1. Annual Meetings.

Annual meetings shall be held in such places as determined by the Board of Directors, with the exact time and place to be determined by the Board of Directors, for the purpose of electing officers whose term of office is expiring and conducting any other business as may be directed by the Board.

Section 2. Special Meetings.

Special meetings of the members, for any purpose or purposes prescribed in the notice of the meetings, may be called by the Board of Directors or the President and shall be held at such place, date and time, as they or he shall fix.

Section 3. Voting.

At every meeting, each voting member shall be entitled to cast one vote. A membership held in the name of a company where two or more knifemakers constitute a company, shall have one vote, and any of the knifemakers may represent the company.

Only Full Members in good standing shall have the right to vote on issues governing or of concern to the **North Carolina Custom Knifemakers Guild**.

Section 4. Quorum.

At any meeting of the members, the presence of more than one third of the members, in person or by proxy, shall constitute a quorum for all purposes. A member of the Board of Directors of the **North Carolina Custom Knifemakers Guild** must be present for a quorum to be declared in attendance.

Section 5. Proxies and Voting

At any meeting of the voting members, every member who is entitled to vote may do so in person or by written proxy. (NOTE: In order for a proxy vote to have any meaning, the issues to be voted upon must appear in a newsletter or separate ballot prior to the next scheduled meeting of the general membership.)

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Article IV - BOARD OF DIRECTORS

Section 1. Number and Term of Office

The number of Directors who shall constitute the whole Board shall be five. Each Director shall be elected for a term provided herein or required by law.

Section 2. Vacancies

If the office of any Director becomes vacant by reason of death, resignation, disqualification, removal or other cause, the President may appoint a successor for the unexpired term and until his successor is elected.

Section 3. Regular Meetings

Regular meetings of the Board of Directors shall be held at such place or places, on such date or dates, and at such time or times as shall have been established by a written schedule thereof prepared by and delivered to all members of the Board of Directors at least ten days in advance of the first meeting shown on the schedule.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by the President, or in his absence by the Vice President, and shall be held at such place, on such date, and at such time as they or he shall fix. Notice of the place, date, and time of such special meeting shall be given each Director by whom it is not waived by mailing written notice not less than seven days before the meeting or by telegraphing, telephoning, or faxing the same not less than two days before the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

Section 5. Quorum

At any meeting of the Board of Directors, the presence of a majority of the members of the Board then in office shall constitute a quorum for all purposes. If a quorum shall fail to attend any meeting, the President or Vice-President or, in their absence, any Director present may adjourn the meeting to another place, date, or time, without further notice or waiver thereof.

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Section 6. Conduct of Business

At any meeting of the Board of Directors, business shall be transacted in such order and manner as the Board may from time to time determine, and all matters shall be determined by the vote of a majority of the Directors present, except as otherwise provided herein or required by law. Action may be taken by the Board of Directors without a meeting if all members thereof consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of Board of Directors.

Section 7. Powers

The Board of Directors may, except as otherwise required by law exercise all such powers provided in the Certificate of Incorporation, and do all such acts and things as may be exercised or done by the **North Carolina Custom Knifemakers Guild**, including, without limiting the generality of the foregoing, the unqualified power:

1. To purchase or otherwise acquire any property, rights or privileges on such terms as it shall determine;
2. To authorize the creating, making and issuance, in such form as it may determine, of written obligations of every kind, negotiable or non-negotiable, secured or unsecured, and to do all things necessary in connection therewith;
3. To remove any officer of the corporation with or without cause, and from time to time to devolve the powers and duties of any officer upon any other person for the time being;
4. To confer upon any officer of the **North Carolina Custom Knifemakers Guild** the power to appoint, remove and suspend subordinate officers and agent; and
5. To adopt from time to time regulations not inconsistent with these By-Laws, for the management of the **North Carolina Custom Knifemakers Guild** business and affairs.

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Section 8. Resonation and Removal

Any Director may resign at any time by giving written notice to the President, Vice-President, or to the Secretary. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by such officer, and the acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed, with or without cause, by a two-thirds vote of the members.

Section 9. Compensation of Directors

Directors shall not receive any compensation for their services as Directors, including, without limitation, their services as members of committees of the Directors. Directors may, however, be reimbursed by the corporation for their reasonable expenses incurred in the performance of their duties as such Directors.

Article V - Officers

Section 1. Generally

The officers of the **North Carolina Custom Knifemakers Guild** shall consist of a President, a Vice President, a Secretary, a Treasurer, an Officer At-Large, and such other officers as may from time to time be designated by the President and confirmed by the Board of Directors. All officers shall be elected by the members and shall serve one full term as designated by the elected office. At a time prior to the annual meeting, a Nominating Committee shall be appointed by the President, with the Vice President serving as its chairman. The Nominating Committee shall present a slate of officers at the annual meeting for the ensuing year to be voted upon by the members at that meeting.

Section 2. President - Term: 2 years.

The President shall call all meetings of the members and the Board of Directors to order, and shall act as chairman at such meetings. The President shall perform such other duties as the officers may direct from time to time. The President shall also be the Chief Executive Officer of the **North Carolina Custom Knifemakers Guild** and shall have general supervision of the business of the **North Carolina Custom Knifemakers Guild**. He shall see that all orders and resolutions of the Board are carried out.

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Section 3. Vice-President - Term: 3 years.

The Vice-President shall, in the absence or disability of the President, or at the direction of the President, perform the duties and exercise the powers of the President. The Vice-President shall serve as Program Director responsible for determining what programs - dinner meetings and seminars - are to be presented to the membership. The Vice-President shall perform other duties and have whatever powers the Board may from time to time assign.

Section 4. Secretary - Term: 2 years.

The Secretary shall keep accurate records of the acts and proceedings of all meetings of the members and officers. He shall have the authority to give all notices required by law or these By-Laws. He shall be responsible for the custody of the corporate books, records, contracts and other documents. The Secretary may affix the corporate seal to any lawfully executed documents requiring it and shall sign such instruments as may require his signature. The Secretary shall perform whatever additional duties and have whatever additional powers the Board may from time to time assign him.

Section 5. Treasurer - Term: 2 years.

The Treasurer shall be responsible for the custody of all funds and securities belonging to the **North Carolina Custom Knifemakers Guild**, and for the receipt, deposit or disbursement of such funds and securities under the direction of the Board. The Treasurer shall cause full and true accounts of all receipts and disbursements to be, maintained and shall make such reports of same to the Board upon request. The Treasurer shall perform all duties as may be assigned to him from time to time by the Board.

Section 6. Director - One for 2 years and One for 3 years.

The Director shall, in the absence of the Secretary or Treasurer, respectively, perform the duties and exercise the powers of those offices, and shall, in general, perform such other duties as shall be assigned by the Board. Specifically, the director may affix the corporate seal to all necessary documents and attest the signature of any officer of the **North Carolina Custom Knifemakers Guild**.

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Section 7. Delegation of Authority

The Board of Directors may from time to time delegate the power of duties of any officer to any other officers or agents, notwithstanding any provision hereof.

Section 8. Removal

Any officer of the **North Carolina Custom Knifemakers Guild** may be removed at any time, with or without cause, by two-thirds of the remaining members of the Board of Directors.

Article VI - Notices

Section 1. Notices

Except as otherwise specifically provided herein or required by law, all notices required to be given to any member, Director, officer or agent shall be in writing and may in every instance be effectively given by hand delivery to the recipient thereof, by depositing such notice in the mails, postage prepaid, or by sending such notice by prepaid telegram or mailgram, or by fax. Any such notice shall be addressed to such member, Director, officer or agent at his or her last known address. The time when such notice is received, if hand delivered, or dispatched, if delivered through the mails or by telegraph, telegram or FAX shall be the time of the giving of the notice.

Section 2. Waivers

A written waiver of any notice, signed by a member, Director, officer, or agent, whether before or after the time of the event for which notice is to be given, shall be deemed equivalent to the notice required to be given to such member, Director, officer, or agent. Neither the business nor the purpose of any meeting need be specified in such a waiver.

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Article VII - Indemnification

Section 1. Indemnification

Each person who was or is a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative ("proceeding"), by reason of the fact that he or a person for whom he is personal representative is or was a Director or officer of the **North Carolina Custom Knifemakers Guild** or is or was serving at the request of the **North Carolina Custom Knifemakers Guild** as a Director, Director or officer of another corporation, or as a representative in a partnership, joint venture, trust or other enterprise, including his service with respect to employee benefit plans, shall if he is successful on the merits in the defense of such proceeding or, if such proceeding is terminated by settlement and he acted in good faith, with reasonable care and in a manner he responsibly believed to be in or not opposed to the best interests of the **North Carolina Custom Knifemakers Guild** (and with respect to any criminal proceeding, had no reasonable cause to believe his conduct unlawful), be indemnified and held harmless by the **North Carolina Custom Knifemakers Guild**, against all expenses, liability and loss (including attorney fees, judgments, fines, amounts paid in settlement, and civil penalties) reasonably incurred or suffered by him in connection therewith. Such right shall be a contract right and, in addition to the foregoing, shall include the right to be paid by the **North Carolina Custom Knifemakers Guild** expenses incurred in defending any proceeding in advance of its final disposition upon delivery to the **North Carolina Custom Knifemakers Guild** of an undertaking, by or on behalf of such person, to repay all amounts so advanced if it should be determined ultimately that such person is not entitled to be indemnified under this section or otherwise.

The rights conferred by this section shall not be exclusive of any other right which such persons may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, By-Law, agreement, vote of members or disinterested Directors or otherwise.

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Article VIII - Amendments

Section 1. Amendments

These By-Laws may be amended, repealed, or altered by the Board of Directors by the Vote of a majority of the members of the Board of Directors then in office, but any By-Laws amended, repealed, or altered by the Board must be presented to the membership at the next meeting for final approval. Amended, repealed, or altered By-Laws shall not become effective until approved by membership at a regular or special meeting called for that purpose.

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Article IX - Charter of Incorporation

Section 1. Statement of Non-Profitability

The North Carolina Custom Knifemakers Guild is organized solely for the educational and scientific purposes of promoting the craft and awareness of custom knife making to its members and the general public. All dues, fees or donations accrued by **the North Carolina Custom Knifemakers Guild** shall be subject to the rules and regulations of the North Carolina Department of Revenue as those regulations pertain to non-profit organizations. No part of the net earnings of the **North Carolina Custom Knifemakers Guild** shall inure to the benefit of its members, directors, officers or other persons except that the **North Carolina Custom Knifemakers Guild** shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in the furtherance of the exempt purposes of the organization. In the event of the dissolution of **the North Carolina Custom Knifemakers Guild**, **the** residual assets of the organization will be turned over to one or more organizations with similar purposes or to one or more organizations which are exempt as organizations described in Section 501(c) of the Internal Revenue Code of 1986.