

# New Jersey Blacksmiths Association

---

## BY-LAWS

### Preamble

The New Jersey Blacksmiths Association (NJBA) is an independent forum and voice for blacksmiths in New Jersey and adjacent areas. It was founded by people having interests in diverse aspects of blacksmithing, including the art, the craft, and the history of blacksmiths and blacksmithing and related crafts. Among those interested in the artistic aspect were members of the Artist Blacksmiths' Association of North America (ABANA). Among those interested in the historical aspect were people involved in historical interpretation and in historical research, usually in cooperation with historical sites in New Jersey. Among the founders were blacksmiths of considerable experience, as well as novices. It was the intention of the founders that NJBA bring together and represent the interests of all such people, and to increase their number and skills.

NJBA is structured to be a vital group in which the most active, interested persons rise quickly to positions of responsibility. Accordingly, there are no elected offices, but only elected directors who divide all responsibility between themselves at every board meeting. To rapidly involve new people in the activities of NJBA, the board is authorized to add to its own membership. To keep the board beholden to the membership, directors are reelected annually by the membership. To provide stability and continuity of the board, directors may serve an unlimited number of terms.

In any case where there is apparent conflict between a statement in this preamble and a statement in an article, below, the Article shall take precedence.

### Article I. Name

The name of this organization is the New Jersey Blacksmiths Association.

### Article II. Purposes and Objectives

The NJBA is organized exclusively for educational purposes including the following:

- To actively promote the art, craft and historical significance of blacksmithing.
- To increase public awareness and understanding of the history and contributions of blacksmithing and blacksmiths, as well as of the vitality and potential of modern blacksmithing.
- To act as the point of contact in the New Jersey area concerning the art and craft of blacksmithing.
- To disseminate information in printed and other media, including public or commercial media.
- To sponsor blacksmithing events and exhibits throughout the New Jersey area.
- To support the activities of outside organizations whose objectives or facilities enable promotion of NJBA objectives.
- To provide a forum and meeting ground for members.
- To sponsor or conduct educational conferences, programs, demonstrations, workshops or training.
- To disseminate information concerning sources of blacksmithing related literature, material and equipment to the blacksmithing community.
- To advocate the art and craft of blacksmithing.

NJBA is not to act in the capacity of a trade union, commercial guild or business-advocacy group. None of these objectives shall be construed to promote lobbying or commercial activity by this

# **New Jersey Blacksmiths Association**

---

organization for its own or its members' financial gain.

## **Article III. Tax-Exempt Status**

The board shall ensure that NJBA achieves and maintains tax-exempt status under state and federal law. The organization and directors shall refrain from any activity which would jeopardize that status:

- The directors shall not be compensated for services in that capacity.
- NJBA shall not endorse candidates, lobby elected officials or participate in the political process.
- NJBA is not and shall not act as a trade union or in any other commercial capacity.

## **Article IV. Membership**

Regular Membership Status. Any person engaged or interested in the art, craft or history of blacksmithing and accepting the purposes and bylaws of NJBA may become a member. A member in good standing shall be current in dues payment, except where the directors decide that a grace period, applicable to all members, is in the interest of the NJBA. In special cases, the board may waive dues for a regular member, but such waivers must be renewed annually. A member in good standing shall have the right to vote and to participate in any NJBA activity, except where excluded by skill level. In no case shall one person be allowed more than one vote in this organization.

Honorary Memberships. The board may bestow honorary memberships of an emeritus or ex-officio nature on a retired or practicing blacksmith. An emeritus membership would be one bestowed upon a person whose life experience and contributions as a blacksmith is considerable and worthy of recognition. An ex-officio membership would be one bestowed upon a blacksmith during his tenure in some office or capacity, such as the blacksmith at an art community or historical site. An ex-officio membership would not be automatically bestowed to each successive office-holder, but each successor has the right to petition the board for ex-officio membership. An honorary membership may be bestowed only when it will serve to enhance the NJBA. Honorary members will not have a vote in the organization. Honorary members may be elected as non-voting members of the board. An honorary member may also hold regular membership, in which capacity he will have a vote as member or director.

Terminating Membership. A member's failure to pay dues thirty days beyond the annual renewal (plus any grace period) will result in termination of his membership. An ex-officio honorary membership will be terminated when the person leaves the office which entitled him to that membership.

## **Article V. The Board of Directors**

Authority of the Board. The organization shall be governed in all aspects by the board of directors.

Size of the Board. The board must maintain its size at no fewer than five directors. There is no upper limit to the number of directors. The board of directors may increase its size at any time by electing as a director any active, participating member in good standing of NJBA. It must do so if the number of directors ever drops below five.

Quorum. A quorum shall consist of one-third of the board (rounding any fraction down), or five directors, whichever is greater. In the event that the number of directors drops below five, the remaining directors form a quorum; however their first item of business must be to elect additional directors to bring the number to at least five.

# **New Jersey Blacksmiths Association**

---

Qualifications of Directors. Any member who lives within the area served by NJBA, and who shows leadership in or works on behalf of NJBA is qualified to serve on the board and shall be considered by the board for election as a director, and may petition the board on his own behalf for such consideration. The area served by NJBA is defined for these bylaws as New Jersey, eastern Pennsylvania, northern Delaware, and northeastern Maryland), portions of New York State bordering New Jersey (including Long Island, Staten Island, and New York City and its suburbs).

Disqualification by Defeat in Election by Membership. A person who was defeated in election to the board by the membership may not be reelected by the board, but only by the membership in a subsequent year's election. (This provision assumes no limit to the number of seats on the board, and would not apply to a person defeated only because of limitations to the number of available seats.)

Elections. Elections will be held annually by means of a mail-in ballot, provided in or with the newsletter. Elections will be commenced in the spring unless the board deems otherwise. The slate of candidates will be the current board at the time of election, plus any self-nominees, plus any nominees the board cares to add, and less any inactive directors or directors unwilling to serve longer. The only required publicity for the election will be the ballot itself. Each member must return the ballot along with his dues (unless other proof exists that the member is in good standing). The balloting period will be from the mailing of the newsletter to a date set by the board, not less than 30 days later, at which time the election will be considered to be over. Ballots need not be secret, but the votes will not be revealed, until the election is over and the results are to be tallied. A director will be considered to be reelected if a majority of the members in good standing who return their ballots within the allotted time vote for him (or for all nominees).

Term of Service. A director shall serve from his election until the votes are tallied from the subsequent election by the membership. There is no limit to the number of terms he may serve.

Nominees for Election. No formal action by the board is needed to establish the slate of directors for election. The slate shall include all current directors, less any director who resigns, who chooses not to run again, who moves out of the area served by NJBA, who is no longer a member in good standing or who has not actively participated in NJBA business in the preceding twelve months. It is the responsibility of each director to maintain his membership in good standing and to ensure that the board is aware of his activities on behalf of NJBA, and the board is under no obligation to notify any director that he may be not be nominated for the upcoming election.

“Active participation” may include, but is not limited to, any of the following activities:

- Acting as newsletter editor or treasurer or keeping membership records.
- Running or hosting a membership meeting at least once per year.
- Any combination of the following activities, at least twice per year:
  - running or hosting a board meeting,
  - hosting an open forge meeting,
  - providing major assistance at a membership meeting, such as by demonstrating, by running the iron-in-the-hat, by assisting with a picnic or other activity, etc.,
- Attending at least two of the board meetings per year.
- Writing, or providing photographs or other materials for, newsletter articles.
- Acting as a liaison to an outside organization of importance to NJBA (such as Peters Valley Craft Center).

An active director will typically perform several of the above activities. There is no explicit minimum number of activities a director must perform, but it must be clear from his actions that he is actively supporting NJBA's goals.

Frequency of Board Meetings. The board shall meet not fewer than four times per year.

# **New Jersey Blacksmiths Association**

---

Division of Responsibilities. At each board meeting, the directors shall divide among themselves the responsibilities of the organization in any manner they see fit. The manner of division shall be recorded, and will be effective only until the subsequent board meeting, except as mandated by law, contract, or business requirements of banks or other institutions. The responsibilities of the directors may be identified by the roles of the traditional offices such as President, Vice President, Treasurer, Secretary and Editor or the traditional chairmanships such of Ways and Means, Programs, Membership and Hospitality, but other responsibilities or alternative divisions may be defined at any meeting. Any of these responsibilities may be divided among directors.

Continuity of Responsibilities. Certain responsibilities of the board are best held by the same person or persons for extended periods of time. These include the duties of Treasurer, Editor and Membership. The board shall take care that these and similar tasks are not arbitrarily reassigned, and that ample overlap time is provide when responsibilities change.

Delegated Responsibilities. Clerical duties may be delegated to any member, or to any nonmember approved by the board.

Specific Responsibilities of the Board. The duties will consist of undertaking the daily business of this organization, including the following:

- Keeping a record of all the business conducted at both board meetings and membership meetings, including elections, votes and resolutions. The records of board meetings shall include the names of all persons in attendance. (Records of membership meetings need not be made if no business is conducted.)
- Issuing a newsletter not less than quarterly, and for appointing the editor of any periodical publication of the group.
- Maintaining a membership roster that will include the pertinent information for each member and director.
- Establishing and maintaining liaison with other organizations where such liaisons are in the interest of NJBA.
- Making the bylaws available to any member upon request.

## **Article VI. Dues and Finances**

The provisions of this Article are intended to avoid financial errors, mishaps and wrongdoing where large amounts of money are involved. Where transactions of more than two hundred dollars or a treasury balance of more than two thousand dollars are involved, the provisions of this Article shall be followed explicitly. Where lesser amounts of money are involved, the provisions of this Article should be considered guidelines to be followed to the extent practicable; in this case the directors are responsible for ensuring that the procedures employed are proportionate to the money amounts involved.

Dues. The annual dues shall be set or changed by the board by unanimous consent at a board meeting or by a majority vote at a membership meeting called for the purpose. The board shall have the discretion of setting dues periods, of pro-rating dues, and of creating multiple membership (and dues) categories, and of admitting organizations as non-voting regular members.

Cash. When a large amount of cash is received at meetings and events, at least two directors or other persons designated by the board shall receive and count the money. No such money shall be counted privately. It will be counted at the meeting or event and the amount will be recorded in a timely fashion in the account books.

Fiscal Year. The fiscal year shall correspond to the calendar year, unless otherwise defined by the board.

# New Jersey Blacksmiths Association

---

Account Books and Check Book. The board shall keep an account of all monies received and expended for the use of the organization and shall make disbursements only upon approval of the board. The funds, check book and account books shall at all times be under the control of the board and subject to their inspection and control. At the expiration of their terms the directors shall deliver over to their successors all account books, check books and other bank records, monies and other properties of NJBA.

Financial Reports. A financial report shall be presented orally at every board meeting, and shall be recorded. A full financial report may be ordered by the board at any time.

Budgets. NJBA shall develop a budget for all its functions, and no amount over \$25 shall be spent without the approval of the board of directors.

Audits. The board may elect to have an annual audit at the end of each fiscal year, with a report back to the board and the membership. The auditors may go over the books with board members, but the full audit must be done privately.

Banking. The board shall deposit all funds received in a financial institution, approved by the board. Funds may be drawn only upon the signature of one or more directors who have been registered with the financial institution as having signing authority. The financial institution shall be informed that the policy of the NJBA is that no checks may be withdrawn to "cash." Nothing in this provision shall require the NJBA to open an account which, through its fee structure, will unreasonably deplete the NJBA treasury. Nothing in this provision will prevent NJBA from having the bank issue debit cards to a few selected directors who routinely spend money on behalf of NJBA.

## Article VII. Membership Meetings

Frequency and Preferred Arrangements. General membership meetings are to be held at least four times per year, and preferably in conjunction with demonstrations at shops volunteered by the membership.

Compensation to Host. Those members providing their forge for these meetings will be reimbursed for expenses incurred in the production of demonstrations and the meeting. The compensation will be set by majority vote of the board.

Quorum. In deciding NJBA business, a quorum of the membership shall consist of those attending the membership meeting.

## Article VIII. Conduct of Meetings

Rules of Order. Wolfe's Rules of Order by Joan L. Wolfe, *Making Things Happen*, (Brick House Publishing Co., Andover MA, c. 1981), or (Island Press, Washington, DC, c. 1991) shall be the parliamentary rules employed by NJBA.

Informal Meeting Conduct. Where meetings are amiable and self-directing, and as long as participants have no objection, the traditions of parliamentary procedure will be observed only informally. As much as possible, decisions shall be made by unanimous consent.

Invoking the Rules of Order. If at any time the chairman of a meeting considers it appropriate, he may conduct the meeting according to the rules of order. If at any time any participant at a board or membership meeting feels the need, he may legitimately interrupt the proceedings ("rise to a point of order") and move to invoke the rules of order. This motion requires a second, but permits no discussion and requires no vote. The chairman continues the meeting under the rules of order.

Meeting Agendas. The board is responsible for writing an agenda for each board and membership business meeting. The agenda shall be distributed or shall be posted in a form readable by attendees. The chairman of a meeting shall have the discretion to depart from the agenda, but

# **New Jersey Blacksmiths Association**

---

participants may legitimately interrupt ("rise to a point of order") to move a return to the agenda. Such a motion, once seconded, is open for discussion and vote.

Committee Meetings. Any committee functioning as part of or on behalf of NJBA shall follow the procedures of this article, but need not keep records. Committees need not prepare agendas for their meetings. Committees must report progress and expenditures to the board in person or in writing.

## **Article IX. Business Conducted by Polling the Board**

Means of Polling. The board may conduct business requiring a vote at any time by polling the directors by telephone, mail, electronic mail, or other such means.

Business Subject to Vote by Polling. Any matter of business may be transacted by polling the board, excepting only amending these bylaws, which must be conducted at a meeting. Directors may be elected by polling the board, but there will be a limit of two directors elected by such means between any two meetings of the board.

Procedure. A motion will be made and recorded in writing by any director, who will then be responsible for polling every board member for their votes, and tallying the votes.

Passing a Motion. A majority of the directors must approve the motion by polling for it to pass. There is no lesser number that can be considered a "quorum" for a vote by polling. The motion becomes effective as soon as a majority of the board votes in favor.

Recording the Vote. The voting must be completed by the time of the subsequent board meeting, and the vote will be tallied in the record of that meeting.

## **Article X Amendments to these Bylaws**

Normal Amendment Process. These bylaws may be amended by a majority vote at any membership meeting, or by a unanimous vote at a board meeting, called for the purpose at least thirty days in advance. The proposed changes shall be provided to directors (for a board vote) or published in the newsletter (for a membership vote) at least one week in advance of the date of the meeting at which the changes are to be considered.

Special Amendment Provision to Maintain Tax-Exempt Status. These bylaws may be amended by a simple majority vote of the board at a meeting called for the purpose at least two weeks in advance, if necessary to achieve or maintain tax-exempt status under state or federal law.