

By-laws of MBMAG
A California Public Benefit Corporation

California Entity Number C3452859
EIN 45-4899736

ARTICLE 1 OFFICES

SECTION 1. PRINCIPAL OFFICES

The principal office of the corporation for the transaction of its business shall be in either of the California counties of Monterey or Santa Cruz.

SECTION 2. CHANGE OF ADDRESS

The counties of the corporation's principal office can be changed only by amendment of these bylaws and not otherwise.

SECTION 3. OTHER OFFICES

The corporation may from time to time have additional temporary offices outside of Monterey or Santa Cruz Counties but still within the State of California, as the board of directors may determine or as the affairs of the corporation may require.

ARTICLE 2 PURPOSE

The specific and primary purposes of MBMAG are to function as an educational and charitable not-for-profit organization to encourage, stimulate and assist the development, understanding, acceptance, appreciation and utilization of the metal arts; to perform all acts necessary or incident to the above, and to engage in activities related to metal arts which are charitable and educational and entitled to charitable/educational status for tax purposes under federal, state and local laws. This corporation will not engage in political and lobbying activities.

ARTICLE 3 MEMBERSHIP

SECTION 1. MEMBERSHIP

Membership in this corporation shall be open to the public and commences immediately upon payment of non-refundable annual membership dues.

All members, including natural persons, may elect to vote either in person, electronically, or by a method of proxy including electronically as approved by the board of directors

Members must be eighteen years old and are entitled to vote at all membership meetings.

All members are welcome to attend all membership meetings, participate in all events and activities and may serve as volunteers on all committees.

Issues that require voting by the Membership are (1) election and removal of officers and directors, (2) amendments of the articles of incorporation or by-laws, and (3) dissolution of the corporation.

The result of votes will be determined based on a two-thirds majority of those voting.

SECTION 2. ANNUAL DUES

Membership dues are set by the board of directors and payment is due each January 1st. Membership dues will not be returned if membership is terminated. Membership dues are not transferable.

SECTION 3. TERMINATION

Membership is automatically terminated if payment of dues is delinquent by a time specified by the board. Membership may also be terminated by a two-thirds (2/3) vote of the board of directors upon good cause shown. A terminated membership will also terminate voting rights.

SECTION 4. MEETINGS

Meetings of the membership may be called by the board and shall be held no less than once a year at a location specified by the board to the membership. Meetings can be held and attended electronically.

Special meetings of members, for any lawful purpose, may be called by the board, the president, or such other persons, if any, as are specified in the bylaws. In addition, special meetings of members, for any lawful purpose, may be called by 5 percent or more of the members.

The notice to the membership of all general meetings shall be made by mail (electronic or postal) at least twenty (20) days in advance. Special meetings may be held with shorter notice if twenty (20) days is not possible, except that all election meetings

require twenty (20) days notice. Notice shall specify the place, date, and time and the agenda for the meeting. An electronic version of minutes from all meetings must be prepared and distributed within one month from the meeting date.

SECTION 5. VOTING RIGHTS

All members, including natural persons, have one vote and count as one in determining the results of votes. Votes may be counted in person, electronically, or by a method of proxy including electronically as approved by the board of directors

SECTION 6. QUORUM

A quorum for a membership meeting shall be 20% of the membership. No business shall be conducted at a meeting at which a quorum is not present, except a motion to adjourn. A meeting at which a quorum is initially present may continue notwithstanding the loss of a quorum, provided that any action taken thereafter must be approved by at least a majority of the required quorum for such meeting.

SECTION 7. ELECTIONS OF DIRECTORS AND OFFICERS

The membership elects the officers and board of directors of the corporation. Nominations and elections will be at the annual election meeting, which is held on a date selected by the board of directors. If the election meeting is delayed, the directors and officers will continue in office until their successors are elected.

Should the position of president/chairperson of the board become vacant before an annual election meeting, the vice president shall step in until the membership meeting is held at which time a vote to fill the vacant position will be held. If the vice president is not able to step in, the board shall designate an interim chair.

Voting by the membership shall be in person or by proxy, including electronic, with voting supervised by the president or vice president. Officers and directors will be installed on the date specified by the board.

ARTICLE 4 DIRECTORS

SECTION 1. NUMBER

Directors are elected by the membership of the corporation. The corporation shall have a minimum of five and a maximum of fifteen directors who are members of the corporation consisting of the four officers (president, vice president, secretary, and treasurer) and at least one additional member. The number of directors may be made

fewer or greater by amendment of these bylaws.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the articles of incorporation and bylaws of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors except those powers that reside with the membership.

SECTION 3. DUTIES

- a. It shall be the duty of the directors to govern the affairs of the corporation by performing any and all duties imposed on them collectively or individually by the membership, by the law, by the articles of incorporation of this corporation, or by these bylaws.
- b. The board of directors shall attend the membership as well as the board meetings.
- c. The president shall serve as the chairperson of the board of directors.
- d. The board of directors shall define the duties of the officers of the corporation.
- e. The board of directors shall form all committees, standing and special, and shall either appoint their chairs or place the decision up for election by the membership.
- f. The board of directors shall have the power to appoint and remove officers of the corporation until such time of the next election meeting of the membership.
- g. The board of directors shall develop the budget for the corporation.
- h. The board of directors shall hire, as needed, independent contractors to include, but not be limited to, attorneys, accountants, web masters or others, and direct their efforts to serve the general membership.

SECTION 4. TERMS OF OFFICE

The term of office for directors shall be one year and will run from January through December and/or until a new director is installed. Directors can be re-elected by a vote of the Membership.

SECTION 5. COMPENSATION

Directors of this corporation shall serve without compensation.

SECTION 6. MEETINGS

The board of directors shall hold regular meetings with no fewer than two meetings per year electronically or within Monterey or Santa Cruz counties at times and at locations made known to the membership.

Board meetings shall be open to the membership. An electronic version of minutes from all meetings shall be prepared and distributed to the membership and interested parties within one month from the meeting date.

SECTION 7. QUORUM

A quorum for the board of directors shall be one-third of the directors. No business shall be conducted at a meeting at which a quorum is not present, except a motion to adjourn. Any action that is approved must be done so by a number of directors that would constitute a majority of the total board.

SECTION 8. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors is the act of the board of directors.

SECTION 9. CONDUCT OF MEETINGS

Meetings of the board of directors shall be presided over by the president of the corporation, who is also the chairperson of the board. In his or her absence, the vice president shall preside over the meetings. In the absence of the vice president, the secretary shall preside over the meetings.

Meetings shall be guided in its procedures by Robert's Rules of Order, latest edition, when no other rules have been specifically established in the by-laws.

SECTION 10. ACTION BY MAJORITY ELECTRONIC OR WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing (may be electronic) to such action. Such actions shall be reported to the membership within one month of their occurrence.

SECTION 11. VACANCIES

Board vacancies, other than that of chairperson, may be filled by the board from the membership until such time of the next membership meeting, at which time the vacancy will be voted on by the membership.

Should the chairman of the board/president position become vacant, the vice president shall step up to that position until such time of the next annual election meeting.

The board of directors may declare vacant the office of a director or an officer who consistently does not attend board and membership meetings or who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

In the event that the corporation has fifty (50) or fewer members, directors may be removed without cause by a majority of all members. If membership is greater than fifty (50) members, directors may be removed without cause by vote of a majority of the votes represented at a membership meeting at which a membership quorum is present.

ARTICLE 5 OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the corporation shall be a president, vice president, secretary, and treasurer elected by the membership. Their duties shall be such as implied by their respective titles, and these by-laws. Officers also serve on the board of directors.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any member may serve as an officer of this corporation. Officers shall be elected by the membership and each officer shall hold office for one year or until he or she resigns, is removed, or is otherwise disqualified to serve, or until his or her successor is elected and qualified. Officers may be re-elected and may hold consecutive terms.

SECTION 3. SUBORDINATE OFFICERS

The board of directors may appoint other officers or agents from the membership as it may deem desirable, and such officers shall have such authority and perform such duties as prescribed by the board of directors. Such other officers shall serve until the next election meeting of the membership, or until they resign, at which time they shall be voted on by the membership.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice (may be done electronically) to the board of directors or to the president or secretary of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be temporarily filled by the board of directors. Such officers shall serve only until the next election meeting of the membership at which time they shall be voted on by the membership.

SECTION 6. DUTIES OF PRESIDENT

The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and oversee the affairs of the corporation and the activities of the officers.

He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be prescribed from time to time by the board of directors.

Unless another person is specifically appointed as chairperson of the board of directors, the president shall preside at all meetings of the board of directors.

Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute contracts or other instruments that may from time to time be authorized by the board of directors.

SECTION 7. DUTIES OF 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 all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president.

In the absence of the secretary, shall sign documents necessary to file updates with the state and federal governments.

The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.

SECTION 8. DUTIES OF SECRETARY

The secretary shall

- a. Certify and keep in a secure online location the original, or a copy of, these bylaws, and a copy as amended or otherwise altered to date.
- b. Keep electronic minutes of the meetings of the membership and of the board of directors;
- c. See that all notices are duly given in accordance with the provisions of these

- by-laws or as required by law;
- d. Be custodian of the corporate records, other than the financial records, the execution of which on behalf of the corporation is authorized in accordance with the provisions of these by-laws;
 - e. Keep in a secure online location an electronic record of membership containing the name and contact information of each and any member.
 - f. Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the bylaws, the electronic membership record, and the minutes of the proceedings of the directors of the corporation.
 - g. In general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to her/him by the president or by the board of directors.

SECTION 9. DUTIES OF TREASURER

Subject to the provisions of these bylaws relating to the "Execution of Instruments, Deposits, and Funds," the treasurer shall:

- a. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.
- b. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- c. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements.
- d. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- e. Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.
- f. Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.
- g. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- h. In general, perform all duties incident to the office of treasurer and such other

duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

SECTION 10. COMPENSATION

The officers and directors of the corporation shall serve without compensation.

ARTICLE 6 INSURANCE FOR CORPORATE DIRECTORS AND OFFICERS

The board of directors shall authorize the purchase and maintenance of insurance on behalf of directors, officers and agents of the corporation against any liability incurred on behalf of the corporation except in relation to matters as to which a director, officer, or agent may have been found guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

ARTICLE 7 COMMITTEES

SECTION 1. STANDING COMMITTEES

The board of directors may establish and abolish standing committees to serve in an advisory capacity to the board. These committees may consist of both board members and members at large. Standing committees include but are not limited to: Education and Outreach, Exhibition, Membership, Publicity, Hospitality, History, Scholarship Fund, Website management and Newsletter.

SECTION 2. MEETINGS AND ACTION OF COMMITTEES

Meetings and actions of Standing Committees shall be governed by the provisions of these bylaws.

ARTICLE 8 EXECUTION OF CONTRACTS, FUNDS, DEPOSITS, GIFTS

SECTION 1. CONTRACTS

The board of directors may authorize any officer or officers, to enter into any contract in the name of and on behalf of the corporation, and such authority may be general or

confined to specific instances. Such contracts shall not contain language or terms that might be in conflict with these by-laws.

SECTION 2. FUNDS

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, electronic payments, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed or electronically approved by the treasurer or other director that has been authorized by a majority vote of board of directors. Two signers are required for any check or draft over an amount set by the Board. The approval of two voting board members is required for any electronic payment over an amount set by the Board.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in a bank or banks selected by the board of directors. Unless otherwise approved by a unanimous vote of the board of directors, such account(s) shall have a maximum of three authorized signers that would include the treasurer, and two other directors of the corporation approved by the board of directors.

SECTION 4. GIFTS

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the charitable or public purposes of this corporation.

ARTICLE 9 CORPORATE RECORDS AND REPORTS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep correct and complete electronic books and electronic records of account and shall also keep electronic copies of the minutes of the meetings of its membership, board of directors, and committees, and shall keep in a secure online location a record of the membership.

SECTION 2. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

SECTION 3. MEMBERS' INSPECTION RIGHTS

All books and records of the corporation electronic and otherwise may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to an electronic copy and to make extracts. Any and all expenses shall be borne by the requester.

SECTION 5. ANNUAL REPORT

Within five months of the close of the fiscal year, the corporation shall issue an annual report to the membership and interested parties identifying corporate directors and officers, membership status, significant business transactions, activities/events in support of the corporation's public benefit status, a year-end financial statement, and goals/plans for the next fiscal year. An electronic copy of the report will be provided to all directors of the corporation and to any member or interested party who requests it in writing (physical or electronic.)

ARTICLE 10 FISCAL YEAR

The fiscal year of the corporation shall begin on January 1st and end on December 31st of each year.

ARTICLE 11 DISSOLUTION

The corporation will not voluntarily be dissolved without the affirmative vote of at least two-thirds vote of the members attending a specially announced membership meeting with a quorum. The ballot for such dissolution will be prescribed by the board of directors. In the event the corporation is dissolved, the accumulated funds and any other assets will be turned over to a similar nonprofit organization with a similar purpose.

ARTICLE 12 AMENDMENT OF BYLAWS

Changes in the by-laws must be in accordance with these by-laws and require a 2/3 vote of the membership attending a specially announced membership meeting.

ARTICLE 13 AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES

Amendment of the articles of incorporation may be adopted by the approval of the board of directors and by the approval of 2/3 vote of the members of this corporation attending a specially announced membership meeting.

SECTION 2. CERTAIN AMENDMENTS

Notwithstanding the above sections of this Article, this corporation shall not amend its articles of incorporation to alter any statement which appears in the original articles of incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Nonprofit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law. The corporation may amend its State of California Articles of Incorporation to change IRS tax exempt status from a 501(c)4 to a 501(c)3 after obtaining approval by a vote of the membership.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all persons named as current directors of MBMAG, a California nonprofit corporation, and, pursuant to the authority granted to the directors by a vote of the membership as specified by the initial bylaws of the corporation, consent to, and hereby do, adopt the foregoing bylaws, consisting of 12 pages, as the updated and now current bylaws of this corporation.

Dated: _____

_____, Director

_____, Director

_____, Director

_____, Director

_____, Director

Signature

Printed Name

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the bylaws of the corporation named in the title thereto, and that such bylaws were duly adopted by the board of directors of said corporation on the date set forth above.

Dated: _____

_____,
Print name of Secretary or Vice President
(circle appropriate title)

Signature of Secretary or Vice President
(circle appropriate title)