



## American Bladesmith Society, Inc.

### AMENDED AND RESTATED BYLAWS

Approved and Adopted effective February 7, 2013

#### Article I

##### The Pledge and Responsibility of the American Bladesmith Society, Inc.

Section 1. The American Bladesmith Society, Inc. (the "Society" or the "ABS") pledges to diligently, reasonably, and responsibly work for the following goals:

- A. To operate as a nonprofit organization exclusively for and in furtherance of the educational and other tax-exempt purposes set forth in its Articles of Incorporation, particularly education, preservation and research related to forging knives, tools and other artifacts.
- B. All funds received by the society shall be expended exclusively for and in furtherance of the Society's qualified purposes and particularly to promote and advance the art and science of the forged blade and other implements.
- C. To assist the member bladesmiths in maintaining (and where appropriate improving) their standards of work and business.
- D. To aid and assist its member bladesmiths in respect to technical and aesthetic qualities of their work and to render assistance to members endeavoring to improve and develop knowledge and skill in bladesmithing and related arts.
- E. To inform and educate the public in respect to bladesmithing, metal forging and heat treating processes, knife and tool design and fabrication related arts and other areas in which the society has expertise.

Section 2. Certification of Bladesmiths. The Society shall certify the qualifications of bladesmiths into the respective categories of: A. Apprentice Bladesmith, B. Journeyman Bladesmith and C. Master Bladesmith. The Society shall establish qualifications and objective testing criteria for purposes of such certifications. The policies of the Society and general qualifications for the aforesaid categories are as follows:

- A. An apprentice Bladesmith is in a learning stage. The society imposes no formal requirements for entering the Apprentice Bladesmith level and imposes no standards of quality for the work of an Apprentice Bladesmith because during this learning stage quality can vary greatly.
- B. A Journeyman Bladesmith shall have achieved sufficient knowledge, skill and experience to produce a well made forged blade of good quality and workmanship that will be a functional and reliable tool or weapon.
- C. A Master Bladesmith shall have achieved the highest standards of the Society. Master Smith blades must be of exceptional quality both in workmanship and execution of design. A Master Smith must have the necessary level of knowledge, skill and ability to make a true art blade that qualifies not only as an object of great beauty, but shall be a blade of vastly superior quality and

merit whether designed as a weapon or tool. Blades made by a Master Bladesmith, including art blades, shall possess outstanding resiliency and edge retention qualities.

### Section 3. General Guidelines for Bladesmiths.

- A. Bladesmith members of the Society are encouraged to forge all blades made by such members with the rare exceptions, such as stock removal knives or instruments of stain resistant steel or other alloys not conducive to forging.
- B. The Society recommends the use of traditional carbon steels for forging knife blades. Although it is acceptable for Bladesmith members to forge blades of stain resistant steel and other high alloy materials for experimental purposes, or to fill an order, the Society discourages the continuous use of stainless steel for forging blades unless and until forged stainless steel blades have been proven, to the satisfaction of the Board, capable of being forged into quality blades that will consistently pass the standard ABS cutting and bending tests.
- C. Stain resistant steels or blades that are not forged by the bladesmiths shall NOT bear the MS or JS stamp or any hallmark of the Society.
- D. The Board, by resolution adopted by majority vote of the entire Board, may change the above provisions in respect to forging stain resistant steels and the use of the Society's hallmark on such forge stainless blades at such time that the Board is satisfied that available forging techniques and/or developments in the stainless steel alloys make it possible to consistently forge quality stainless steel blades capable of passing the ABS cutting and bending tests.

### SECTION 4. Certification procedure:

- A. The Chairman of the Board may appoint one or more committees to assist in the certification of bladesmiths including the establishment of qualifications and testing criteria.
  - 1. Such committee shall recommend to the Board appropriate qualifications, tests and other criteria for certifying a smith as a Journeyman or Master Bladesmith.
  - 2. Such committee may be authorized by the Board to administer such tests and recommend to the Board those smiths meeting the Society's requirements for certification.
- B. If the Board approves and adopts the recommendations of such committee, the Board shall issue the appropriate ABS hallmark stamp to the successful applicant evidencing certification at the appropriate level required.
  - 1. Such ABS stamp shall constitute the hallmark of the Society and a certification that such bladesmith has met the requirements to qualify as a Journeyman or as a Master Bladesmith of the Society.
  - 2. Each such ABS hallmark stamp and certification shall remain the property of the Society. If for any reason a Bladesmith ceases to be a member of the Society, such member shall promptly return the ABS hallmark stamp and certificate to the Society and such member's deposit for the stamp shall be refunded.

SECTION 5. The Society pledges its support and dedication to the American free enterprise system, the principles of the American constitutional republic and the limited government as set forth in the Constitution and Bill of Rights of the United States of America.

## ARTICLE II

### MEMBERS

SECTION 1. The members of the Society shall consist of those persons who have been confirmed as members of the Society by the Board of Directors and who currently retain their status as members in good standing.

A. Membership in the Society is open to all persons of good character who have a sincere interest in the art, science, history, technology and/or romance of forged steel knives, tools, weapons, implements and other objects of art.

B. Although three (3) classes of members are established by Section 2 of this ARTICLE II, only those persons serving on the Board of Directors from time to time shall constitute the "members" of the Society as such term is used in (and for all purposes of) the Corporations and Associations Article of the Maryland code regulating nonstock corporations and any future amendments to or replacement of such statute. Only Director Members shall have the power to vote as "members" for all corporate law purposes. The non-director classes of members shall have all of the rights, privileges, benefits and responsibilities of membership excluding only the right to vote in the corporation. Provided, however, that if at any time a Board of Directors is not in existence, then all classes of members shall have the temporary power to vote for the limited purpose of electing a Board of Directors as provided by Section 2C of this article.

C. The Board of Directors, by majority vote of the entire Board may place such additional requirements or restrictions on the qualifications for membership, including imposing a maximum limit on the number of members, or any class of membership, as the Board may deem necessary or advisable for the accomplishment of the Society's educational and other purposes. In no event shall membership in the Society be denied to any otherwise qualified applicant on the basis of race, color, creed, religion, sex, age (except for reasonable restrictions in respect to applicants who have not yet reached the legal age of majority) or national origin.

D. Questions pertaining to membership or the qualifications thereof or the eligibility of a person applying for membership any are referred by the Chairman of the Board to a membership committee which shall report its recommendations in respect thereto directly to the Board of Directors for the Board's consideration and action thereon.

E. Application for membership shall be on a written form provided by the Society or by a membership committee, signed by the applicant and submitted to the Treasurer with the payment of the applicable dues.

F. All members shall conduct themselves and govern their activities ethically and in accordance with these Bylaws so as to preserve and advance the educational and other tax-exempt purposes of the Society.

G. Members shall pay such dues and fees as shall be set from time to time by the Board. The Board may designate different amount of dues for the different membership class.

H. No member shall use the Society or membership in the Society for personal or outside interest that is in conflict with the purposes of the Society, the Articles of Incorporation or these Bylaws.

I. The Society shall not dictate to any member any matter or policy relating to the operation of a member's business or activities. However, it is clearly understood and agreed by all members, as a condition of their membership, that any fraudulent, illegal, or unethical business practice or act

in connection with individuals' activities as a bladesmith (or activities directly or indirectly related to the fabrication, decoration and/or sale of knives, weapons, materials, supplies, and/or artifacts), is contrary to the tax-exempt educational purposes of the Society and interferes with the accomplishment of the Society's purposes. Therefore, any such act shall constitute grounds for revoking such individual's membership in the Society and the right of such individual to hold any office as a director or officer of the Society as hereinafter provided in Section 3 of ARTICLE II.

SECTION 2. The Society shall have three (4) classes of membership.

- A. Director Members. Those persons comprising the Board of Directors shall constitute the Director members of the Society and may exercise all rights and powers of the members of a nonstock, nonprofit corporation under the laws of the State of Maryland, the Articles of Incorporation and these Bylaws. Only the Director Members shall have a vote in respect to any matter for which approval of the members of the Society is required.
- B. Non-Director members. Shall be all the members of the Society who are not members of the Board of Directors. Non-Director members shall have no vote in respect to the business and affairs of the Society but shall have all other rights, privileges, benefits and responsibilities of membership in the Society. The Non-Director members shall be assigned to one of the following categories.
  - 1. Bladesmith members are those members who engage in the fabrication of blades, implements, artwork and/or other artifacts by the process of forging.
  - 2. Associate members are those members who do not forge but who are sincerely interested in, and support the purposes of the Society.
- C. Election of the Board by Non-Director Bladesmiths and Associate member: If at any time a Board of Directors of the Society is not in existence, then the Non-Director Bladesmith and Associate Members of the Society shall have the temporary power to vote for the limited purpose of electing a Board of Directors for the Society. For purposes of such limited and temporary vote, each such Non-Director Member shall have one vote, and such vote may be cast in person, in writing or by proxy. A majority of all members entitled to vote shall be sufficient to elect a Board of Directors, as above provided. Upon the election of a Board of Directors, the limited right and power of the Non-Director members to vote shall automatically terminate.
- D. Honorary Members: The Board of Directors in its judgment and discretion may award honorary membership to any person or persons deemed by the Board to have contributed significantly to bladesmithing. Such Honorary Member shall not be required to pay dues and shall have no obligations, rights or privileges of membership in the Society, except that such Honorary Member shall be entitled to status of "Honorary Member" and shall be included on the Society's mailing list for the Society's newsletter.
- E. Retired Members: The Board of Directors in its judgment and discretion may designate an individual who formerly was a Bladesmith Member as a Retired Member, when that individual, for reason of his/her own ceases to be an active Bladesmith. Dues for a Retired Member shall be the same as an Associate member, and this may be waived at the discretion of the Board. Retired Members shall have all the rights and responsibilities of a Bladesmith Member and shall be included on the Society's mailing list for the Society's newsletter.

SECTION 3. Termination of Membership:

- A. Membership in the Society is based upon the mutual, voluntary association of all members and

is a privilege, not a right, of each member.

1. The membership of a Bladesmith Member or Associate Member may be revoked by majority vote of the entire Board of Directors at any regular or special meeting if such action is deemed necessary or advisable for the good of the Society and/or for the preservation or advancement of the Society's tax-exempt purposes

2. A Director Member may be removed from the Board in accordance with ARTICLE III Section 4, but shall continue as a Bladesmith member or Associate Member unless such membership is terminated as provided in the preceding paragraph 1.

B. Any member in good standing may resign from the Society at any time by written notice to the Secretary.

C. Membership in the Society will lapse and automatically terminate if such member's dues remain unpaid for ninety (90) days after the due date thereof or such longer period of time and subject to such reinstatement requirements as the Board may establish from time to time by appropriate resolution which shall be published in the Society's newsletter.

D. Upon Termination of membership:

1. In case of revocation, the Society shall refund the dues (if any) paid by such member for the year of revocation.

2. A Journeyman Smith or Master Smith shall promptly return the ABS hallmark stamp and certificate in accordance with ARTICLE I Section 4B2 of these Bylaws and the Society shall refund such former members deposit for the stamp.

SECTION 4. Reinstatement of Membership: Former members are invited and encouraged to rejoin the Society subject to the following:

A. A former member whose membership was revoked by the Board pursuant to SECTION 3A1 of this Article may rejoin the Society only with prior approval of the Board.

B. A former member who held a Journeyman Smith or Master Smith rating may be reinstated by the Board to the rating held by such member prior to his/her termination of membership only if three (3) years or less have passed from the termination of membership and the renewal of such membership. Interpretation of the member's period of absence as pertains to the possible payment of back dues during this time period will be at the discretion of the sitting ABS Chairman and the elected Officers of the Board, hereinafter referred to as the Executive Committee.

*(Amended on April 21, 2012 in an amendment passed by a vote of more than 70% of the entire Board of Directors as required and adding the second sentence to the original subsection "B")*

C. If over three (3) years have elapsed from the termination of the membership to the renewal of such memberships. The Board can restore such member's prior Journeyman Smith or Master Smith rating only upon such member successfully completing the cutting and bending tests and the inspection of finished knives as required at such time for the award of Journeyman Smith or Master Smith rating, as the case may be. However, the waiting periods otherwise applicable to taking such tests shall be waived in the case of a former Journeyman Smith or a former Master Smith rejoining the Society after an absence of more than three years.

D. In the case of former Journeyman Smith who rejoins, the required waiting period before applying for a Master Smith rating shall begin a new accounting from the date that such Journeyman Smith rating is restored to such member.

E. In the case of a former Apprentice Smith who rejoins, the required waiting period before applying for a Journeyman Smith rating shall begin a new accounting from the date that such Apprentice Smith rating is restored to such member. *(Subsection "E" added in an Amendment passed on April 21, 2012 by a vote of more than 70% of the entire Board of Directors as required.)*

F. Waiting periods as prescribed by the ABS for the application by members for Journeyman Smith and Master Smith will be counted in consecutive years. *(Subsection "F" added in an Amendment passed on April 21, 2012 by a vote of more than 70% of the entire Board of Directors as required.)*

SECTION 5. In the event of a written complaint by a customer pertaining to a member of the Society, the Board of Directors may review the facts of the matter and take such action consistent with the Society's tax-exempt purposes as the Board deems appropriate under the circumstances, including, but not limited to:

- A. If the Board determines that the complaint of the customer is warranted the Board may endeavor to persuade the member to make proper adjustment in the matter. Failure or refusal of such member to comply with the Board's recommendations shall be grounds for reprimand, suspension or revocation of membership in the Society pursuant to Section 3A1 of this ARTICLE II.
- B. If the Board determines that the customer's complaint is not justified, the customer may be so notified.
- C. Nothing in this Section or these Bylaws shall impose any obligation on the Society to investigate or mediate customer complaints against a member and the Board shall only do so if such action is deemed necessary or advisable advancement of the Society's tax-exempt purposes. The Society assumes no financial responsibility or legal liability for the action of any member of group within the Society and shall not be liable or responsible for any act or omission of any member.

SECTION 6. Although Non-Director members have no vote in respect to the business and affairs of the Society, their support, participation and suggestions are encouraged. All suggestions from members concerning any policy, management or activity of the Society should be communicated to the Chairman of the Board. The Society shall endeavor to consider and appropriately act upon all such suggestions at the next annual meeting of the Board.

SECTION 7. Meeting of the Members. The members of the Board of Directors are the only voting members of the Society and when meeting as Directors may exercise all rights and powers of the members of a Maryland nonstock, nonprofit corporation.

### ARTICLE III

#### BOARD OF DIRECTORS

SECTION 1. General Powers: The property and business of the Society shall be managed under the direction of the Board of Directors of the Society (the "Board"). The Directors shall also constitute the voting members of the Society and may exercise all membership and Board rights and powers of a non-stock, nonprofit corporation under Maryland law. The Board prior to release or publication must duly authorize statements by or on behalf of the Society.

SECTION 2. Number and Term of office: The number of Directors shall be not less than three (3) nor more than twenty-one (21) as may be designated from time to time by the affirmative vote of a two-third majority of the entire Board. Directors shall serve until the next annual meeting and until their successors have been duly elected and qualify.

SECTION 3. Nomination and Election of Directors: A Director may nominate one or more persons for election to the Board. Election of the Board shall be by a majority vote of the entire Board at the annual meeting or at any special meeting called for such purpose.

SECTION 4. Removal of Directors: Any Director may be removed from office by the Affirmative vote of two-thirds majority of the entire Board at the annual meeting or at any special meeting called for such purpose.

SECTION 5. Filling of Vacancies in the Board:

- A. In the event of vacancy in the Board of Directors through death, resignations, disqualification, removal or other cause, the remaining Directors, by affirmative vote of the majority thereof, may elect a successor Director for such unexpired term.
- B. If the number of Directors is increased as provided in these Bylaws, the additional Directors so authorized shall be elected by a majority of the entire board already in office, and shall hold office until such Director's successor shall have been duly elected and qualify.

SECTION 6. Place of Meeting: The Board of Directors may hold meetings, have one or more offices and keep the books of the Society, at such place or places within or outside the State of Maryland as the Board may for time to time determine by resolution or by written consent of all of the Directors. The Board may hold meetings by conference telephone or other electronic communications in accordance with the provision of Maryland Corporation law.

SECTION 7. Regular Meeting: Regular meetings of the Board of Directors shall be held at such time and place as shall from time to time be determined by resolution of the Board. Notice of a resolution of the Board fixing or changing the time or place for the holding of the regular meetings of the Board shall be mailed to each Director at least ten (10) days before the first meeting held pursuant thereto. Any business may be transacted at any regular meeting of the Board.

SECTION 8. Special Meetings: Special meetings of the Board of Directors shall be held whenever called by the Chairman or upon the written request of three (3) or more Directors delivered to the Chairman with copies to all Directors. The Secretary shall give notice of each special meeting of the Board by mailing such notice to each Director at least ten (10) days prior to the meeting. Any Director may waive such prior written notice. Unless otherwise indicated in the notice thereof, any business may be transacted at any special meeting.

SECTION 9. At any meeting at which all Directors are present even though without notice, any business may be transacted.

SECTION 10. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business at all meetings of the Board. If at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time until a quorum is present.

SECTION 11. At a meeting of the Board at which a quorum is present, the affirmative vote of a majority of the Directors present at such a meeting shall be sufficient for the transaction of any business, excepting however, any act or resolution for which a larger vote of the Directors is required by the Articles of Incorporation, Maryland law or these Bylaws.

SECTION 12. Directors may receive a salary for their services as Directors by the affirmative vote of the majority of the entire Board of Directors. *(Section 12 was Amended on 12/8/2009 by a vote of more than 70% of the entire Board of Directors as required from the original language of "Directors shall receive no salary for their services as Directors.")* A Director may be reimbursed by the Society for expenses incurred in attending any regular or special

meeting of the Board, and, by resolution of the Board a fee may also be allowed for attendance at each or any regular or special meeting of the Board. Such reimbursement and/or fee shall be payable whether or not a meeting is adjourned because of the absence of a quorum. Nothing herein contained shall be construed to preclude any Director from serving the Society in any other capacity and receiving compensation therefor.

SECTION 13. Standing Committees: The chairman may appoint a Membership Committee and a Bladesmith Certification Committee. Each such Committee shall consist of at least three (3) members of the Society of any class. A Director may serve on one or more Committees. Each Committee shall have the powers to perform the functions assigned by the Board and/or as set forth in these Bylaws. The Chairman shall be an ex officio member of each such Committee.

SECTION 14. Other Committees: The Board of Directors may, by resolution passed by a majority of the entire Board, designate such other committees, as the Board deems necessary or advisable. Such committee shall have and may exercise such powers, as the Board by resolution shall authorize.

SECTION 15. Chairman Emeritus: On May 17, 1991, William F. Moran, Jr. was elected Chairman Emeritus of the Society in perpetuity. The Chairman Emeritus shall be a permanent member of the Board of Directors not subject to requiring annual election.

#### ARTICLE IV

#### OFFICERS

SECTION 1. The officers of the Society shall be the Chairman, Vice Chairman, Secretary, and Treasurer, and such other officers including one or more Vice Chairmen and/or one or more assistants to the foregoing officers as the Board from time to time may consider necessary or advisable for the proper conduct of the Society's business.

- A. Only a Master Smith may hold the office of Chairman or Vice Chairman.
- B. In addition to the forenamed officers, the Board by the affirmative vote of two-thirds of the entire board may award the office of Chairman Emeritus in perpetuity.

#### SECTION 2. Term of Office

- A. Election of a Master Smith to the office of Chairman and to the office of Vice Chairman shall each be for a term of two (2) years. A Chairman shall not serve more than two (2) terms in succession, but may be re-elected Chairman for additional terms following one or more intervening terms by a different Chairman.
- B. All other officers shall be elected annually by the Board of Directors except where a longer term is expressly provided in employment contract duly authorized and approved by the Board or in the resolution electing such officer duly adopted by the Board.

#### SECTION 3. Chairman of the Board.

- A. The Chairman of the Board shall be the chief executive officer of the Society and shall have general charge and control of all its business, affairs and property. The Chairman shall preside at all meetings of the Board, whether acting as Directors and/or as Members of the Society.
- B. The Chairman may sign and execute all authorized bonds, contracts or other obligations in the name of the Society. The Chairman shall have the general powers and duties of



supervision and management usually vested in the office of president of a corporation.

C. As chief executive officer the Chairman may execute any document on behalf of the Society as "President". The Chairman shall be ex-officio a member of all standing committees and special committees. The Chairman shall do and perform such other duties as may, from time to time, be assigned to the Chairman of the Board.

SECTION 4. Vice Chairman. The Board shall elect one Vice Chairman and may elect more than one such officer. In case of the absence or disability of the Chairman, the duties of that office shall be performed by the Vice Chairman, and the taking of any action by the such Vice Chairman in place of the Chairman shall be prima facie evidence of the absence or disability of the Chairman.

A. A Vice Chairman (unless otherwise provided by resolution of the Board of Directors) may sign and execute all authorized contracts, bonds or other obligations in the name of the Society as "Vice President".

B. A Vice Chairman shall have such other powers and shall perform such other duties as may be assigned by the Board of Directors or by the Chairman.

SECTION 5. Secretary. The Secretary shall give, or cause to be given, notice of all meetings of Directors and/or Members and all other notices required of by these Bylaws, the Articles of Incorporation or Maryland law.

A. In the case of a Secretary's absence, refusal or neglect to do so, any such notice may be given by an Assistant Secretary or any person directed by the Chairman or by the Director upon whose request the meeting is called as provided in these Bylaws.

B. The Secretary shall record all the proceedings of the meetings of the Board in books provided for that purpose and shall perform such other duties as may be assigned by the Board or the Chairman.

C. The Secretary shall have custody of the seal of the Society and shall affix such seal to all instruments so requiring when authorized by the Board or the Chairman, and attest the same.

D. In general, the Secretary shall perform all the duties generally incident to the office of the secretary of a corporation, subject to the control and direction of the Board and the Chairman.

SECTION 6. Treasurer. The Treasurer shall have custody of all the funds and securities of the Society, and shall keep full and accurate account of receipts and disbursements in books belonging to the Society.

A. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Society in such banks or other depositories as may be designated by the Board.

B. The Treasurer shall disburse the funds of the Society as may be ordered by the Board, taking proper vouchers for such disbursements. The Treasurer shall render to the Chairman and the Board, whenever either of them so requests, an account of all transactions as Treasurer and of the Financial condition of the Society.

C. If requested by the Treasurer or directed by the Board, the Treasurer shall give the Society a bond in such amount and with one or more sureties satisfactory to the Board, for the faithful performance of the Treasurer's duties and for the restoration to the Society, in case of the Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, moneys, and other properties of whatever kind belonging to the Society in the possession or

under the control of the Treasurer. The cost of such bond shall be paid by the Society.

D. The Treasurer may, or if directed by the Board the Treasurer shall, obtain an audited statement of the Society's finances. The cost of any such audit shall be paid by the Society.

E. The Treasurer shall perform all the duties generally incident to the office of the treasurer of a corporation subject to the control and direction of the Board and the Chairman.

SECTION 7. Assistant Secretary and Assistant Treasurer. The Board may appoint an Assistant Secretary and/or Assistant Treasurer, or more than one of such Assistants.

A. Except as otherwise provided by resolution of the Board, each Assistant Secretary and Assistant Treasurer shall have the power to perform all duties of such respective office in the absence of disability of the Secretary or Treasurer and shall have such other powers and shall perform such other duties as may be assigned by the Board or the Chairman.

B. In the absence of disability of the Secretary or Treasurer, the duties of such office shall be performed by such Assistant Secretary or Assistant Treasurer, and the taking of any action by any such Assistant shall be conclusive evidence of the absence or disability of the Secretary or Treasurer, as the case may be.

SECTION 8. Chairman Emeritus. The Board of Directors by affirmative vote of a two-thirds majority of the entire Board may elect a Chairman Emeritus and may provide that such Chairman Emeritus shall be a permanent voting member of the Board of Directors not subject to nor requiring annual election the Board. The duties of the Chairman Emeritus shall be to provide guidance, advice, consultation and services to the Board and the Society as may be requested by the Board from time to time and which the Chairman Emeritus is willing and able to perform.

SECTION 9. An individual may hold more than one office, except that the Chairman cannot simultaneously serve as Vice Chairman.



ARTICLE V

PRINCIPAL OFFICE

SECTION 1. The principal office of the American Bladesmith Society, Inc. shall be 4204 Ballenger Creek Pike, Frederick, Maryland 21701. In recognition of the fact that the American Bladesmith Society, Inc. is incorporated under the laws of the State of Maryland, it shall maintain an office within the State of Maryland and for this purpose may, in the future, utilize the mailing address of any member actually residing in the State of Maryland as shall be authorized by the Board.

SECTION 2. The Society may also have one or more offices in such other place or places as activities of the Society may require and the Board may from time to time authorize and designate.

ARTICLE VI

CORPORATE SEAL

SECTION 1. Seal. In the event that the Board directs the Secretary to obtain a corporate seal, such seal shall be circular in form and shall have inscribed thereon the name of the Society, the year and state of its incorporation. The corporate seal of the Society shall be in the custody of the Secretary.

ARTICLE VII

## BANK ACCOUNTS AND LOANS

SECTION 1. Bank Accounts. Such officers or agents of the Society as from time to time shall be designated by the Board shall have authority to deposit any funds of the Society in such banks or other depositories as shall from time to time be designated by the Board.

A. Such officers or agents as from time to time shall be authorized by the Board, may withdraw any or all of the funds of the Society so deposited upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of this Society, and made or signed by such officers or agents.

B. Each bank or other depository with which funds of the Society are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board until written notice of the revocation of the authority of such officers or agents by the Board shall have been received by such bank or other depository.

SECTION 2. Loans. Such officers or agents of this Society as from time to time shall be designated by affirmative vote of a two-thirds majority of the entire Board shall have authority to effect loans, advances or other forms of credit at any time or times for the Society from such banks, trust companies, institutions, corporations, firms or persons as the Board shall from time to time designate.

A. As security for the repayment of such loans, advances, or other forms of credit, such duly authorized officers may assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interests of any accounts, documents covering merchandise, bills and accounts receivable and other commercial paper and evidences of debt at any time held by the Society.

B. Such duly authorized officers incident to such loans, advances or other forms of credit may make, execute and deliver one or more notes, acceptances or written obligations of the Society on such terms, and with such provisions as to the security or sale or disposition thereof as such officers or agents shall deem proper.

C. Such duly authorized officers may sell to, or discount or rediscount with, such banks, trust companies, institutions, corporations, firms or persons any and all commercial paper, bills receivable, acceptances and other instruments and evidences of debt at any time held by the Society, and to that end to endorse, transfer and deliver the same.

D. The Board of Directors shall certify to each bank, trust company, institution, corporation, firm or person so designated, the signatures of the officers or agents authorized to act for the Society under this Section 2. Each such bank, trust company, institution, corporation, firm or person is authorized to rely upon such certification until written notice of the revocation by the Board of Directors of the Authority of such officers or agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

## ARTICLE VIII

### INDEMNIFICATION

SECTION 1. Definitions. As used in this Article, any work or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, (the "indemnification Section") shall have the same meaning as provided in the Indemnification Section.

SECTION 2. Indemnification of Directors and officers. The Society shall indemnify and advance expenses to a Director or officer of the Society in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

SECTION 3. Indemnification of Employees and Agents. With respect to an employee or agent, other than a Director or officer, of the Society, the Society may as determined by the Board of Directors of the Society, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

## ARTICLE IX

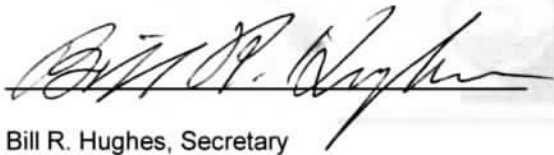
### MISCELLANEOUS PROVISIONS

SECTION 1. Fiscal Year. The fiscal year of the Society shall end on the last day of December.

SECTION 2. Notices. Whenever, under the provisions of these Bylaws, notice is required to be given to any director, officer or member it shall not be construed to mean personal notice, but such notice shall be given in writing, by mail, by depositing the same in a post office or letter box, in a postpaid sealed envelope, addressed to such member, officer or director any address as appears on the books of the Society. Any member, director or officer may waive any notice required to be given under these Bylaws.

SECTION 3. Amendment of the Bylaws. The Board of Directors by the affirmative vote of 70% of the entire Board shall have the power and authority to amend, alter or repeal these Bylaws or any provision thereof, and may from time to time make additional Bylaws, PROVIDED, HOWEVER, that any such amendment shall be consistent with and in the furtherance of the Society's qualified purposes.

In my capacity as Secretary of the Society, I hereby certify that this document constitutes the official Bylaws of the American Bladesmith Society, Inc. through February 7, 2013.



Bill R. Hughes, Secretary