

Form 990-EZ

Short Form

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

- Sponsoring organizations and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$1,000,000 and total assets less than \$2,500,000 at the end of the year may use this form. The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-1150

2008

Open to Public Inspection

Department of the Treasury Internal Revenue Service

A For the 2008 calendar year, or tax year beginning 01-01-2008, and ending 12-31-2008

B Check if applicable

- Address change
Name change
Initial return
Termination
Amended return
Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization: ARTIST BLACKSMITH'S ASSOCIATION OF NORTH AMERICA
Number and street (or P O box, if mail is not delivered to street address): 15754 WIDEWATER DRIVE
City or town, state or country, and ZIP + 4: DUMFRIES, VA 220251212

D Employer identification number: 58-1270027
E Telephone number: (703) 680-1632
F Group Exemption Number

Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Accounting method: Cash [ ] Accrual [x] Other (specify)

I Website: WWW.ABANA.ORG

H Check [x] if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

J Organization type (check only one): [x] 501(c)(3) (insert no) [ ] 4947(a)(1) or [ ] 527

K Check [ ] if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts, if \$1,000,000 or more, file Form 990 instead of Form 990-EZ. \$ 301,945

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I)

Table with 21 rows for Revenue, Expenses, and Net Assets. Revenue total: 301,945. Expenses total: 330,577. Net Assets total: 209,164.

Part II Balance Sheets—If Total assets on line 25, column (B) are \$2,500,000 or more, file Form 990 instead of Form 990-EZ

(See the instructions for Part II)

Table with 7 rows for Balance Sheets. Columns: (A) Beginning of year, (B) End of year. Total assets: 231,927. Total liabilities: 22,763. Net assets: 209,164.

<b>Part III Statement of Program Service Accomplishments</b> (See the instructions for Part III )		<b>Expenses</b> (Required for 501(c)(3) and (4) organizations and 4947(a)(1) trusts, optional for others )	
What is the organization's primary exempt purpose? THE ASSOCIATION IS ORGANIZED EXCLUSIVELY FOR EDUCATIONAL PURPOSES, INCLUDING, BUT NOT LIMITED TO, THE FOLLOWING TO ENCOURAGE AND FACILITATE THE TRAINING OF BLACKSMITHS, TO DISSEMINATE INFORMATION ABOUT SOURCES OF MATERIAL AND EQUIPMENT, TO EXPOSE THE ART OF BLACKSMITHING TO THE PUBLIC, TO SERVE AS A CENTER OF INFORMATION ABOUT BLACKSMITHING FOR THE GENERAL PUBLIC, ARCHITECTS, INTERIOR DESIGNERS, AND OTHER INTERESTED PARTIES			
Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, or other relevant information for each program title			
<b>28</b> PRODUCTION OF MEMBERSHIP MAGAZINES-HAMMER'S BLOW AND ANVIL'S RING PROVIDES MEMBERS WITH TECHNICAL SUPPORT AND EDUCATIONAL ARTICLES AND RESOURCE REFERENCES (Grants \$ 0)	If this amount includes foreign grants, check here . . . <input type="checkbox"/>	<b>28a</b>	202,109
<b>29</b> PROVIDES RENTAL OF AUDIO/VISUAL MATERIALS, INTERNET ACCESS AND LINKS, PROJECT PLANS AND EXAMPLES FOR THE EDUCATIONAL SUPPORT OF ASPIRING BLACKSMITHS (Grants \$ 0)	If this amount includes foreign grants, check here . . . <input type="checkbox"/>	<b>29a</b>	364
<b>30</b> GRANTS AND SCHOLARSHIPS TO ASSIST IN THE EDUCATION OF ASPIRING ARTISTIC AND TECHNICAL BLACKSMITHS (Grants \$ 0)	If this amount includes foreign grants, check here . . . <input type="checkbox"/>	<b>30a</b>	3,235
<b>31</b> Other program services (attach schedule) (Grants \$ )	If this amount includes foreign grants, check here . . . <input type="checkbox"/>	<b>31a</b>	
<b>32 Total program service expenses</b> (add lines 28a through 31a)		<b>32</b>	205,708

<b>Part IV List of Officers, Directors, Trustees, and Key Employees.</b> List each one even if not compensated (See the instructions for Part IV )				
(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-.)	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
See Additional Data Table				

**Part V Other Information** (Note the statement requirements in the instructions for Part VI.)

		Yes	No
<b>33</b>	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity . . . . .		No
<b>34</b>	Were any changes made to the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes . . . . .	Yes	
<b>35</b>	<i>If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining your reason for not reporting the income on Form 990-T</i>		
<b>35a</b>	Did the organization have unrelated business gross income of \$1,000 or more or 6033(e) notice, reporting, and proxy tax requirements? . . . . .	Yes	
<b>35b</b>	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	Yes	
<b>36</b>	Was there a liquidation, dissolution, termination, or substantial contraction during the year? <i>If "Yes," complete applicable parts of Schedule N</i> . . . . .		No
<b>37a</b>	Enter amount of political expenditures, direct or indirect, as described in the instructions <b>▶</b> <u>37a</u> <u>0</u>		
<b>37b</b>	Did the organization file <b>Form 1120-POL</b> for this year? . . . . .		
<b>38a</b>	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still unpaid at the start of the period covered by this return? . . . . .		No
<b>38b</b>	If "Yes," complete Schedule L, Part II and enter the total amount involved . . . . .		
<b>39</b>	<i>501(c)(7) organizations.</i> Enter		
<b>39a</b>	Initiation fees and capital contributions included on line 9 . . . . .		
<b>39b</b>	Gross receipts, included on line 9, for public use of club facilities . . . . .		
<b>40a</b>	<i>Section 501(c)(3) organizations.</i> Enter amount of tax imposed on the organization during the year under section 4911 <b>▶</b> <u>0</u> , section 4912 <b>▶</b> <u>0</u> , section 4955 <b>▶</b> <u>0</u>		
<b>40b</b>	<i>Section 501(c)(3) and (4) organizations.</i> Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? <i>If "Yes," complete Schedule L, Part I.</i> . . . . .		No
<b>40c</b>	Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 . . . . . <b>▶</b> <u>0</u>		
<b>40d</b>	Enter amount of tax on line 40c reimbursed by the organization . . . . . <b>▶</b> <u>0</u>		
<b>40e</b>	<i>All organizations.</i> At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? . . . . .		No
<b>41</b>	List the states with which a copy of this return is filed <b>▶</b> _____		
<b>42a</b>	The books are in care of <b>▶</b> <u>organization</u> Telephone no <b>▶</b> <u>(703) 680-1632</u> 15754 WIDEWATER DRIVE Located at <b>▶</b> <u>DUMFRIES, VA</u> ZIP + 4 <b>▶</b> <u>22025</u>		
<b>42b</b>	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country <b>▶</b> _____ See the instructions for exceptions and filing requirements for <b>Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.</b>	Yes	No
<b>42c</b>	At any time during the calendar year, did the organization maintain an office outside of the U S ? If "Yes," enter the name of the foreign country <b>▶</b> _____		No
<b>43</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of <b>Form 1041</b> —Check here <input checked="" type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year . . . . . <b>▶</b> <u>43</u>		
<b>44</b>	Did the organization maintain any donor advised funds? <i>If "Yes," Form 990 must be completed instead of Form 990-EZ.</i>		No
<b>45</b>	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? <i>If "Yes," Form 990 must be completed instead of Form 990-EZ.</i>		No

**Part VI Section 501(c)(3) organizations only.** All section 501(c)(3) organizations must answer questions 46-49 and

complete the tables for lines 50 and 51.

		Yes	No
<b>46</b>	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		No
<b>47</b>	Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II		No
<b>48</b>	Is the organization operating a school as described in section 170(b)(1)(A)(ii)? If "yes," complete Schedule E		No
<b>49a</b>	Did the organization make any transfers to an exempt non-charitable related organization?		No
<b>49b</b>	If "Yes," was the related organization(s) a section 527 organization?		

**50** Complete this table for the five highest compensated employees (other than officers, directors, trustees, and key employees) who received more than \$100,000 of compensation from the organization. If there are none, enter "None "

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
NONE				
Total number of other employees paid over \$100,000				

**51** Complete this table for the five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there are none, enter "None "

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
SEBASTIAN PUBLISHING PO BOX 1849 GEORGETOWN, CA 95634	PUBLICATION	188,911
Total number of other independent contractors receiving over \$100,000	1	

**Please Sign Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature of officer: \*\*\*\*\* Date: 2009-10-20

LINDA TANNER, TREASURER  
Type or print name and title

**Paid Preparer's Use Only**

Preparer's signature: Renate A Thompson CPA Date: \_\_\_\_\_ Check if self-employed:

Firm's name (or yours if self-employed), address, and ZIP + 4: THOMPSON HUGHES & TROLLINGER PLLC  
6181 GROVEDALE COURT  
ALEXANDRIA, VA 22310

Preparer's PTIN (See Gen Inst X): \_\_\_\_\_  
EIN: \_\_\_\_\_  
Phone no: (703) 922-8700

May the IRS discuss this return with the preparer shown above? See instructions  Yes  No

**SCHEDULE A  
(Form 990 or  
990EZ)**

**Public Charity Status and Public Support**

OMB No 1545-0047

**2008**

**Open to Public  
Inspection**

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

Attach to Form 990 or Form 990-EZ. See separate instructions.

Department of the  
Treasury  
Internal Revenue  
Service

**Name of the organization**

ARTIST BLACKSMITH'S ASSOCIATION OF NORTH AMERICA

**Employer identification number**

58-1270027

**Part I Reason for Public Charity Status (to be completed by all organizations) (See Instructions)**

The organization is not a private foundation because it is (Please check only **one** organization )

- 1  A church, convention of churches, or association of churches described in **Section 170(b)(1)(A)(i)**.
- 2  A school described in **Section 170(b)(1)(A)(ii)**. (Attach Schedule E )
- 3  A hospital or a cooperative hospital service organization described in **Section 170(b)(1)(A)(iii)**. (Attach Schedule H )
- 4  A medical research organization operated in conjunction with a hospital described in **Section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **Section 170(b)(1)(A)(iv)**. (Complete Part II )
- 6  A federal, state, or local government or governmental unit described in **Section 170(b)(1)(A)(v)**.
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **Section 170(b)(1)(A)(vi)** (Complete Part II )
- 8  A community trust described in **Section 170(b)(1)(A)(vi)** (Complete Part II )
- 9  An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **Section 509(a)(2)**. (Complete Part III )
- 10  An organization organized and operated exclusively to test for public safety See **Section 509(a)(4)**. (See instructions )
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **Section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h  
 a  Type I      b  Type II      c  Type III - Functionally Integrated      d  Type III - Other
- e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f  If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?

(ii) a family member of a person described in (i) above?

(iii) a 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
<b>11g(i)</b>		
<b>11g(ii)</b>		
<b>11g(iii)</b>		

h Provide the following information about the organizations the organization supports

(i) Name of Supported Organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (See Instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
<b>Total</b>									

**Part II Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**  
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

**Public Support**

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>4 Total.</b> Add line 1-3						
<b>5</b> The portion of total contribution by each person (other than a government unit or publicly supported organization) included on line 1 that exceed 2% of the amount shown on line 11, column (f)						
<b>6 Public Support</b> subtract line 5 from line 4						

**Total Support**

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>7</b> Amounts from line 4						
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on						
<b>10</b> Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV )						
<b>11 Total Support</b> (Add lines 7 through 10)						
<b>12</b> Gross receipts from related activities, etc (See instructions )					<b>12</b>	
<b>13 First Five Years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and <b>stop here</b>						<input type="checkbox"/>

**Computation of Public Support Percentage**

<b>14</b> Public Support Percentage for 2008 (line 6 column (f) divided by line 11 column (f))	<b>14</b>	
<b>15</b> Public Support Percentage for 2007 Schedule A, Part IV-A, line 26f	<b>15</b>	
<b>16a 33 1/3% Test - 2008.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization		<input type="checkbox"/>
<b>b 33 1/3% Test - 2007.</b> If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization		<input type="checkbox"/>
<b>17a 10% Facts and Circumstances Test - 2008.</b> If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization		<input type="checkbox"/>
<b>b 10% Facts and Circumstances Test - 2007.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization		<input type="checkbox"/>
<b>18 Private Foundation.</b> If the organization did not check the box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions		<input type="checkbox"/>

**Part III Support Schedule for Organizations Described in IRC 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	212,207	233,265	249,901	218,043	222,665	1,136,081
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	57,570	65,132	66,837	67,857	74,015	331,411
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>6 Total</b> Add lines 1-5	269,777	298,397	316,738	285,900	296,680	1,467,492
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000						
<b>c</b> Total of lines 7a and 7b						
<b>8 Public Support</b> (Subtract line 7c from line 6)						1,467,492

**Total Support**

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>9</b> Amounts from line 6	269,777	298,397	316,738	285,900	296,680	1,467,492
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	7,821	7,068	5,341	8,324	5,190	33,744
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after 30 June, 1975						
<b>c</b> Add lines 10a and 10b	7,821	7,068	5,341	8,324	5,190	33,744
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
<b>12</b> Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	180	135	531	189	75	1,110
<b>13 Total Support</b> (Add lines 9, 10c, 11 and 12)						1,502,346
<b>14 First Five Years</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and <b>stop here</b> <input type="checkbox"/>						

**Computation of Public Support Percentage**

<b>15</b> Public Support Percentage for 2008 (line 8 column (f) divided by line 13 column (f))	<b>15</b>	97.680 %
<b>16</b> Public Support Percentage for 2007 Schedule A, Part IV-A, line 27g	<b>16</b>	

**Computation of Investment Income Percentage**

<b>17</b> Investment Income Percentage for 2008 (line 10c column (f) divided by line 13 column (f))	<b>17</b>	2.250 %
<b>18</b> Investment Income Percentage from 2007 Schedule A, Part IV-A, line 27h	<b>18</b>	

- 19a 33 1/3% Tests - 2008.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization
- b 33 1/3% Tests - 2007.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization
- 20 Private Foundation** If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions

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**Part IV** **Supplemental Information.** Complete this part to provide the information required by Part II, line 10; Part II, line 17a or 17b, or Part III, line 12. Provide and any other additional information. (see instructions)

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**Additional Data****Software ID:****Software Version:****EIN:** 58-1270027**Name:** ARTIST BLACKSMITH'S ASSOCIATION OF NORTH AMERICA**Form 990EZ, Part IV - List of Officers, Directors, Trustees, and Key Employees**

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation	(E) Expense account and other allowances
PEYTON ANDERSON 309 SECOND AVE FARMVILLE, VA 23901	SECRETARY 2 00	0	0	0
PAUL BOULAY 201 HARDY AVE CAMPBELL, CA 95008	1ST VICE PRESIDENT 2 00	0	0	0
LANCE DAVIS 259 MUDDY FORK RD JONESBOROUGH, TN 37659	DIRECTOR 2 00	0	0	0
ROME HUTCHINGS 13633 FERMAN AVE NW CLEARWATER, MN 55320	PRESIDENT 2 00	0	0	0
DAVID HUTCHISON 31834 GEIB RD CORDOVA, MD 21625	2ND VICE PRESIDENT 2 00	0	0	0
DOUG KLUENDER 73 WHOLLY ST PHOENIX, AZ 85003	DIRECTOR 2 00	0	0	0
LEN LEDET 24200 N ALMA SCHOOL RD 32 SCOTTSDALE, AZ 85255	DIRECTOR 2 00	0	0	0
JIM MASTERSON 517 PAR DR APT 3 MARION, AR 72364	DIRECTOR 2 00	0	0	0
KEN PREISER 4601 MOUNT VIEW RD MANCHESTER, TN 37355	DIRECTOR 2 00	0	0	0
WILLIAM ROGERS 452 SUNTRACE CIRCLE CULLOWHEE, NC 28723	DIRECTOR 2 00	0	0	0
LINDA TANNER 15421 FIVE FORKS RD AMELIA, VA 23002	TREASURER 2 00	0	0	0
BRUCE WOODWARD 6374 LAKE ROAD WEST MADISON, OH 44057	DIRECTOR 2 00	0	0	0
JOHN H YUST 256 GOODRICH AVE STPAUL, MN 55102	DIRECTOR 2 00	0	0	0
KATE DINEEN 1582 NORTH 1500 ROAD LAWRENCE, KS 66046	MEMBER 2 00	0	0	0
Jill Turman 527 23rd Ave Apt 213 Oakland, CA 94606	MEMBER 2 00	0	0	0

## TY 2008 Other Assets Schedule

**Name:** ARTIST BLACKSMITH'S ASSOCIATION OF NORTH AMERICA

**EIN:** 58-1270027

Description	Beginning of Year Amount	End of Year Amount
INVENTORY	23,147	12,217
ENDOWMENT TRUST	161,798	163,428
ADVANCES	2,450	0
Other Depreciable Assets	27,822	27,681

**TY 2008 Other Expenses Schedule****Name:** ARTIST BLACKSMITH'S ASSOCIATION OF NORTH AMERICA**EIN:** 58-1270027

<b>Description</b>	<b>Amount</b>
ADMINISTRATIVE	18,400
TRAVEL	9,359
MEMBERSHIP SERVICES	366
INSURANCE AND BONDING	3,373
CONTRIBUTION TO OTHER ENTITY	1,000
CONFERENCE EXPENSES	6,767
SCHOLARSHIPS AND GRANTS	3,235
OTHER EXPENSES	9,582
AD EXPENSES	0
COST OF GOODS SOLD	4,758

## TY 2008 Other Liabilities Schedule

**Name:** ARTIST BLACKSMITH'S ASSOCIATION OF NORTH AMERICA

**EIN:** 58-1270027

Description	Beginning of Year Amount	End of Year Amount
DEFERRED REVENUE	28,280	17,750
DUE TO OTHER ENTITY	1,954	5,013

**TY 2008 Other Revenues Schedule****Name:** ARTIST BLACKSMITH'S ASSOCIATION OF NORTH AMERICA**EIN:** 58-1270027

<b>Description</b>	<b>Amount</b>
OTHER INCOME	75
ADVERTISING INCOME	68,720
RETAIL SALES	5,295

**BY-LAWS**

ast Membership Vote on Changes:  
summer 2008

**ARTICLE I**

**Name**

The name of this non-profit corporation shall be ARTIST-BLACKSMITH'S ASSOCIATION OF NORTH AMERICA, INC (the "Association") The official acronym shall be "ABANA"

**ARTICLE II**

**Purposes and Objectives**

The Association is organized exclusively for educational purposes, including, but not limited to, the following to encourage and facilitate the training of blacksmiths, to disseminate information about sources of material and equipment, to expose the art of blacksmithing to the public, to serve as a center of information about blacksmithing for the general public, architects, interior designers, and other interested parties. Further, the Association is organized exclusively for educational purposes within the meaning of section 501(c) (3) of the Internal Revenue Code.

No part of the net earnings of the Association shall inure to the benefit of, or be distributed to its Members, Directors, Trustees, Officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered. Notwithstanding any other provisions of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income tax under section 501(c) (3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended, or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended

**ARTICLE II-A**

**Definitions**

General Membership Publication The term "General Membership Publication" shall mean any publication or written notice including, but not limited to, The Anvil's Ring, Hammer's Blow, or enclosures therein, that is sent by U S Mail, or an internationally-recognized for-profit mail service, to each Member at his/her address as it appears on the records of the Association Herein the pronoun "his/her" shall apply equally to households, firms, corporations or other entities that are Members If mailed, the General Membership Publication shall be deemed to be delivered when deposited in the U S Mail, or with an internationally-recognized for-profit mail service, with adequate postage thereon paid, addressed to the Member at his/her address as it appears on the records of the Association

**ARTICLE III**

**Membership**

Section 1 Qualifications Any person, firm or corporation engaged in blacksmithing, interested in or allied thereto may become a Member

Section 2 Categories of Membership There shall be the following categories of membership in the Association

(a) A Family/Household Member shall be any person, along with all people living together in that same person's single household, who practices blacksmithing as a profession, or avocation, or is interested in blacksmithing Family/Household Membership shall include any Association, Partnership, Firm, Corporation or other entity

(b) A Student Member is an individual who is a full-time student in an educational institution, recognized as such by the Secretary of ABANA and with the qualifications as stated in (a) above

(c) A Senior-citizen Member is an individual who has attained the age of 65 and with the qualifications as stated in (a) above

(d) A Contributory Member is an individual, family or household with the qualifications as stated in (a) above, who elects to pay the amount set for Contributory Members, or more, for annual dues

(e) An Honorary Life Member is an individual elected by unanimous vote by the Board of Directors at a duly organized meeting in recognition for having made an outstanding contribution to ABANA Honorary Life Members shall be exempt from payment of any annual dues for his or her lifetime and shall be entitled to all the privileges of a Family/Household Member ABANA will publish a list of Honorary Life Members at least annually in a General Membership Publication At the Board of Directors' sole discretion, Honorary Life Members can be removed by a unanimous vote by the Board of Directors at a duly organized meeting

(f) The ABANA Board of Directors shall have the authority to establish additional categories of membership as it deems appropriate to best serve the interests and needs of the membership

Collectively or individually the Categories of Membership defined above will be herein referred to as "Members" or "Member" respectively

Section 3 Membership Qualifications A person, association, partnership, firm or corporation or other entity may become a member by the means provided by ABANA, accompanied by payment of one year's dues as is appropriate for the chosen category, to the President, Secretary or the Central Office Administrator employed by ABANA Dues are non-refundable

Section 4 Resignation Any Member may withdraw from the Association after fulfilling all obligations to it by giving written notice of such intention to the Secretary, which notice shall be presented to the Executive Committee by the Secretary at the first duly organized meeting after its receipt

**ARTICLE III-A**

**Affiliate Organizations**

Section 1 ABANA will serve as a forum for other organizations whose primary purpose is to promote blacksmithing ABANA shall have no formal chapters or any such relationship with any organization which creates any legal liabilities for ABANA unless specifically expressed in writing. The Chapter provisions previously contained in these bylaws are hereby revoked The designation of ABANA with blacksmith organizations and former Chapters shall be as Affiliates Such Affiliates shall be deemed by ABANA to be legal entities separate from, and independent of, ABANA No activities of such Affiliates, or their individual members, shall in any way be construed as creating any legal liability for ABANA or its Officers or Directors. ABANA shall continue to maintain liaison programs, and communication with such Affiliates in furtherance of the ABANA mission

Section 2 All former chapters of ABANA shall have the right to declare themselves as Affiliates of or Affiliated with ABANA Such Affiliates shall have the right to promote and/or participate in ABANA programs

Section 3 ABANA shall maintain a list of those Affiliates which it recognizes as official Affiliates of ABANA All former Chapters of ABANA shall be automatically deemed to be Affiliates of ABANA without the need for further vote Any other organization seeking Affiliate status with ABANA shall require approval by a majority vote of the ABANA Board

Section 4 Nothing contained in these provisions shall be deemed to affect individual memberships in ABANA

**ARTICLE IV**

**Fiscal Year**

The fiscal year shall be set by the Board of Directors, and may be changed from time to time if the Board of Directors determines the change will benefit the Association

**ARTICLE V**

**Dues**

Section 1 Annual Dues The Board of Directors may determine, from time to time, the price of annual dues for each category of membership payable to the Association by Members

Section 2 Payment of Dues Dues shall be payable on the last day of the calendar quarter in which the member joined A statement of dues will be mailed to Members from the ABANA Central Office unless dues are received prior to mailing date

Section 3 Default and Termination of Membership When any member shall be in default in the payment of dues for a period of one month from the last day of the calendar quarter in which the member joined his or her membership will thereupon be terminated

**ARTICLE VI**

**Membership Meetings & Membership Voting**

Section 1 Biennial Membership Meetings Biennial Membership Meetings shall be held in conjunction with each ABANA International Conference In the event that there is no ABANA International Conference the Biennial Membership Meeting shall be conducted in accordance with Section 2 Special Membership Meetings below Notice of the meeting, signed by the Secretary, shall be published in a General Membership Publication, not less than sixty (60) days before the time of the meeting All notices of meetings shall set forth the time, date, place and purposes of the meeting

Section 2 Special Membership Meetings Special Membership Meetings may be called at the discretion of the Board of Directors, or upon the written request of not less than 10% of the ABANA Membership, to consider one or more specific subjects Notice of a special meeting shall be published in a General Membership Publication at least sixty (60) days prior to the date of the Special Membership Meeting The notice will show the time, date, place and purposes of the meeting

Section 3 Meetings by Mail Any action required, or permitted to be taken, at a Biennial Membership Meeting, or a Special Membership Meeting may be taken without a meeting if a mailed ballot representing a Membership Quorum, as defined herein, is received by the ABANA Central Office

Section 4 Membership Quorum The presence in person or by mailed ballot of ten percent (10%) of the Members of the Association entitled to vote shall be necessary to constitute a Membership Quorum for the transaction of business

Section 5 Voting Each Member shall be entitled to only one vote Each Family/Household Member shall be entitled to only one vote notwithstanding the number of individuals in the Family/Household If parties of a Family/Household Membership cast multiple votes or if parties of a Family/Household Membership dispute the vote cast by other parties of that Family/Household Membership, the Board shall declare all such votes from that Family/Household Membership void

If the manner of deciding any question has not been otherwise prescribed, it shall be decided by a majority vote of the Members present in person or by mailed ballot

Section 6 Proxies No proxy votes shall be allowed

Section 7 Order of Business The order of business shall be as follows at all Membership Meetings of the Association, Meetings of the Board of Directors and Meetings of the Executive Committee if such is business activity is applicable

- (a) Calling of the roll
- (b) Proof of notice of meeting or waiver of notice
- (c) Reading of the minutes
- (d) Receiving communications
- (e) Election of officers

(f) Reports of officers

(g) Reports of committees

(h) Unfinished business

(i) New business Any question as to priority of business shall be decided by the chair without debate This order of business may be altered or suspended at any meeting by a majority vote of the members present

**ARTICLE VII**

**Directors**

Section 1 Number of Directors The property, affairs, activities and concerns of the Association shall be vested in a Board of Directors consisting of fifteen (15) persons - individually and collectively referred to herein as "Director" or "Directors" respectively These fifteen (15) persons shall be charged with the responsibility of the day-to-day operation of the association and the prudent conduct of its business The members of the Board shall, upon election and qualification, immediately enter into the performance of their duties and shall continue in office until their successors shall be duly elected and qualified

Section 2 Election of Directors and Terms of Office Five members shall be elected each year for three-year terms No director shall serve more than two and one half terms consecutively Thereafter no former director shall serve on the Board of Directors sooner than three years from the end of his service as a director Subsequent elections or appointments shall comply with all of the above requirements

Section 3 Duties of Directors The Board of Directors may

- (a) Hold meetings at such times and places as it chooses
- (b) Print and circulate documents and publish publications supporting the purposes and objectives of the Association and approved by the Directors
- (c) Communicate with other organizations interested in any aspect of blacksmithing or in furtherance of the interests of the Association
- (d) Employ agents
- (e) Devise and execute such other measures as it deems proper to promote the objectives of the Association and to best protect and project the interests and welfare of the Association and its Members

Section 4 Meetings of the Board A Regular Board Meeting shall be held as soon as practical after the annual election Notice of the meeting and the agenda thereof, shall be mailed to the last recorded address of each member of the board at least ten days (10) before the time appointed for the meeting All notices of meetings shall include the place, day and hour of the meeting along with a proposed agenda The President may, when he/she deems necessary, or the Secretary shall, at the request in writing of seven (7) members of the Board, issue a call for a Special Board Meeting, at least thirty (30) days before the time appointed for the meeting All Members may attend Regular

Board Meetings and Special Board Meetings and participate in discussion Members shall be notified of Regular Board Meetings and Special Board Meetings in accordance with the notice provisions for Regular Membership Meetings and Special Membership Meetings The Board shall have the option of conducting meetings by mail, with all proposals to be made by written ballot, or other secured and electronically signed ballot acceptable to the Board and agreed upon by a majority of the Executive Committee Ballots must clearly state the proposals to be considered and be mailed or electronically transmitted to each member of the Board of Directors at his/her address as it appears on the records of the Association If within twenty (20) days after such mailing or electronic transmittal, a majority of the Board of Directors shall vote in favor of any such proposal, said proposal shall be deemed to have been adopted The ballots recording such votes shall be produced at the following meeting of the Board of Directors and the results of such ballots entered upon the Minute Book of the corporation before being destroyed

Section 5 Notice of Meetings Written or printed notice stating the place, day and hour of any Regular Board Meeting or Special Board Meeting shall be made through a General Membership Publication, or by US Mail, or by an internationally-recognized for-profit mail service, sent to each Member of the Association at least thirty (30) days before the date of the meeting. In the case of a Special Board Meeting, or when required by statute or these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice If mailed, the notice shall be deemed to be delivered when deposited in the U S Mail, or with an internationally recognized for-profit mail service, with postage thereon paid, addressed to the Member of the Association at his/her address as it appears on the records of the Association

Section 6 Quorum Eight (8) members of the Board of Directors shall constitute a quorum for the transaction of business at any Board Meeting In the absence of the President and Vice Presidents, the quorum present may choose a chairman for the meeting If a quorum is not present, a lesser number may adjourn the meeting to a later date, not more than ten (10) days later Decisions by ballot require an affirmative vote of at least eight (8) members of the Board of Directors

Section 7 Absence Should any member of the Board of Directors be absent from three consecutive meetings of the Board without communicating to the President or Secretary the reason for such absence, and if said reason should not be found acceptable by the members of the Board, the seat may be declared vacant by a motion, approved by two-thirds (2/3) of the Board, and the President may forthwith proceed to fill the vacancy in accordance with Section 8 Vacancies below

Section 8 Vacancies Whenever any vacancy occurs on the Board of Directors by death, resignation or otherwise, that vacancy shall be filled without undue delay by a majority vote of the

remaining members of the Board Such vote may be by mailed ballot or electronic communication If by mailed ballot or electronic communication such ballots or electronic communication shall be presented at the next Board Meeting and recorded in the Minute Book of the Corporation before being destroyed. The process for filling the vacancy will be fully articulated in the ABANA Procedures Manual as approved by the Board and will (1) afford first consideration to those qualified candidates not elected in the most recent Board election, and (2) maintain the existing staggered term structure of the individual Board positions Section 9 Removal of Directors Any one or more of the Directors may be removed either with or without cause, at any time, by a vote of two-thirds (2/3) of the Members present at any Regular Member Meeting, or Special Member Meeting called for that purpose If removal is considered at a Regular Member Meeting or Special Member Meeting, the notice for that meeting shall state the name(s) of the Director or Directors sought to be removed If removal is attempted at a Regular Member Meeting, or Special Member Meeting there shall be a separate vote taken for each Director sought to be removed If removal is attempted by written ballot of the Members, a separate entry is required for each Director sought to be removed A quorum shall be required as described at ARTICLE VI Section 4 Membership Quorum

## ARTICLE VIII

### Officers

Section 1 Number The officers of this Association shall consist of a President, a First Vice President and Second Vice President (collectively referred to herein as "Vice Presidents"), a Secretary, and a Treasurer Only members of the Board of Directors of the Association shall be eligible to hold an office of the Association No two or more offices may be held by the same person.

Section 2 Method of Election The Directors, either in regular meeting or by mailed ballot, shall elect, from their membership, all officers for the term of one year All incumbent officers may be elected to successive terms in office A majority of the votes cast of the quorum present shall be necessary to elect officers, or in the case of mailed ballots, an affirmative vote of at least eight (8) members The five officers so elected, shall constitute the Executive Committee Election of the officers shall take place each year as soon as practical following the election of Directors

Section 3 - Duties of Officers The duties and powers of the officers of the Association shall be as follows

#### President

The President shall preside at the meetings of the Association and of the Board of Directors and of the Executive Committee and shall be a member ex officio, with right to vote, on all committees except the nominating committee He or she shall also preside at the biennial meeting of the Association and such other times as he or she deems proper,

communicate to the Association or to the Board of Directors such matters and make such suggestions as may in his or her opinion tend to promote the prosperity and welfare and increase the usefulness of the Association and shall perform such other duties as are necessarily incident to the office of the President The President shall have the authority to make committee chair appointments other than for the Executive Committee.

#### Vice Presidents

In the case of the death or the absence of the President, or of his or her inability from any cause to act, the First Vice President and then the Second Vice President, in his or her absence, shall perform the duties of the office of the President Vice Presidents shall be appointed as chairmen of standing committees as appointed by the President In the event that the First Vice President is removed from office for any reason, the Second Vice President assumes the position of First Vice President and a new Second Vice President shall be elected by the Board as outlined in Article VIII, Section 2 Method of Election

#### Secretary

The Secretary shall supervise the Central Office Administrator employed by the Association It shall be the duty of the Secretary or his or her designated representative to give notice of and attend all meetings of the Association and its several divisions and all committees and keep a record of their doings. The Secretary shall conduct all correspondence and carry into execution all orders, votes and resolutions not otherwise committed, keep a list of the members of the Association, collect the fees, annual dues and subscriptions and pay them over to the Treasurer; notify the President and members of the Association of the election of Directors and Officers, notify members of their appointment to committees, furnish the chairman of each committee with a copy of the vote under which the committee is appointed, and at his or her request give notice of the meetings of the committee, prepare, under the direction of the Board of Directors an annual report of the transactions and condition of the Association, and generally devote his or her best efforts to forwarding the business and advancing the interests of the Association In case of absence or disability of the Secretary, the Executive Committee may appoint a Secretary pro tem. In the event that the Secretary shall resign, die or otherwise be removed a new Secretary will be elected by the Board as outlined in Article VIII, Section 2 Method of Election The Secretary shall be the keeper of the Association's seal

#### Treasurer

The Treasurer shall keep an account of all funds received and expended for the use of the Association and shall make disbursements only upon vouchers approved in writing by any member of the Executive Committee other than himself or herself He or she shall oversee the deposit of all sums received in a bank, or banks, or trust company approved by the Executive Committee, and make a report at the annual board meeting or when called upon by the President Funds may be

drawn only upon the signature of the Treasurer or President if the Treasurer is unavailable The funds, books and vouchers in his or her hands shall at all times be under the supervision of the Executive Committee and subject to its inspection and control At the expiration of his or her term of office, he or she shall deliver over to the successor all books, monies and other properties, or in the absence of a Treasurer-elect, to the President In the case of absence or disability of the Treasurer, the Executive Committee may appoint a Treasurer pro tem In the event that the Treasurer shall resign, die or otherwise be removed new Treasurer will be elected by the Board as outlined in Article VIII, Section 2 Method of Election

Section 4 Bond of Treasurer The Treasurer shall give a surety bond in an amount to be determined by the Board of Directors A validated copy of the surety bond shall be presented to the Board of Directors prior to assuming the handling of the assets and specifically his or her signing of any checks. The cost of the surety bond will be paid by the Association

Section 5 Vacancies. All vacancies in any office shall be filled by the Board of Directors without undue delay, at its regular meeting, or at a meeting specifically called for that purpose or by written ballot

Section 6 Compensation of Officers The Officers and Directors may receive reimbursement as the Board of Directors determines for reasonable expenses incurred in the performance of their duties Such expenses shall be paid on the approval of the Treasurer and President

## ARTICLE IX

### Central Office Administrator

The Board of Directors will appoint a person to serve as the Central Office Administrator of the Association The Central Office Administrator shall carry out the daily operation of the Association and assist the Officers and Directors in their respective duties and responsibilities It shall be his or her further duty to promote the membership and welfare of the Association, provided however, the Central Office Administrator shall commit no act which would obligate the Association. The Central Office Administrator shall be paid such salary or compensation as the Board of Directors determines and pursuant to the contract agreed upon by the Central Office Administrator and the Board of Directors (the "COA Contract") The Central Office Administrator will have an absolute obligation, within reason, as outlined by the COA Contract, and applicable law, to comply with any and all requests made by the Board of Directors or the Executive Committee

## ARTICLE X

### Committees

Section 1 Executive Committee The Executive Committee may act on behalf of the Association on any matter when the Board of Directors is not in session, reporting to the Board of Directors for its

ratification of its actions at a regular or special meeting or by mail or electronic communication within 3 days if no meeting is scheduled Three members shall constitute a quorum for the transaction of business Meetings may be called by the chairman or by three members The Executive Committee shall have the Treasurer's accounts reviewed at least once each year by an accountant and report thereon to the Board of Directors The scope of said review will be determined annually by the Board of Directors

Section 2 Election Committee The President shall appoint an election chairman who shall be responsible for nominations to replace the five board members whose terms are expiring The chairman of the election committee shall solicit nominations from the general membership Nominees selected from the general membership shall be endorsed, in writing, with the names of not fewer than ten (10) Members in good standing with the Association The election chairman shall set a schedule that will start with a call for nominations at least four months before the annual election and provide election results in advance of the fall meeting to the Secretary Results of the election shall be provided to the President for notification of the new Directors

Section 3 Election Procedures The election chairman shall solicit the nominations and provide them to the Central Office Administrator The Central Office Administrator shall prepare and mail out the candidates' statements and ballots on the schedule provided by the election chairman. The election chairman may also elect to conduct the election by placing the candidates' statements and ballots in a General Membership Publication The list of nominees shall be in ballot form and mailed to the address of each Member as it appears on the records of the Association or included in a General Membership Publication Upon voting, members will mail their marked ballots to the Central Office Administrator by the postmark deadline who shall forward all marked ballots received by the postmarked deadline to the election chairman A count of the ballots shall be made by the Election Chairman, or a designated representative appointed by the executive committee, and validated by another Member who is in good standing with the Association The Board of Directors may determine other methods of conducting elections if it is determined that such other method is in the best interest of the membership and the Association The results of any ballot shall be communicated to the Secretary without delay The ballots shall be retained until after the next meeting of the Board of Directors and such ballot results have been recorded in the Minute Book of the Corporation All Board Members shall make every effort to obtain candidates for election to the board, however, should there, at any election, be only five or fewer candidates qualified for election at the time that qualifications close, those qualified candidates shall be declared members of the board by default. As soon as practicable thereafter the board shall fill any remaining vacancies by appointment as stated at ARTICLE VII Section 8 Vacancies above

Section 4 Other Committees As soon as practical after the election, the President shall appoint appropriate committee chairpersons, including but not limited to, the Publications, Conference, Elections, Finance, Grants and Member Services The members of such committees shall hold office until the appointment of their successors Such committees may contain Members of the Association who are not Directors, but shall have at least one Director as a committee member

Section 5 Special Committees The President may, at any time, appoint other committee chairpersons on any subject for which there are no standing committees Such committees may contain Members of the Association who are not Directors, but shall have at least one Director as a committee member All decisions and budget requests made by special committees shall be approved by the Board of Directors

Section 6 Committee Quorum The majority of any committee of the Association shall constitute a quorum for the transaction of business, unless any committee shall, by a majority vote of its entire membership, decide otherwise

Section 7 Committee Vacancies The various committee chairpersons shall have the power to fill vacancies in their membership with the approval of the Executive Committee

Section 8 Seal The seal of the Association shall be as more particularly shown in the following impression (not shown)

**ARTICLE XI**

**Amendments**

These by-laws may be amended, repealed or altered in all or in part by majority vote at any duly organized meeting of the Association provided there is a quorum present as defined at ARTICLE V Section 4 Membership Quorum or by ballot The proposed change shall be posted in a General Membership Publication, published on the ABANA web site or mailed to each Member at their address, as it appears on the records of the Association at least twenty days before the time of the meeting which is to consider the change or at least thirty days before the ballot vote deadline If by ballot, the ballot shall be sent to each Member at least thirty days before the date of the vote deadline Voting shall be conducted in accordance with ARTICLE X Section 3 Election Procedures or ARTICLE VI Section 5 Voting, which ever is appropriate

**ARTICLE XII**

**Indemnification**

Section 1 Each person who has been, now is, or shall hereafter be a member of the Board of Directors, an officer or committee member of the Association shall be indemnified by the Association to the extent of its treasury funds and as permitted by law against all expenses reasonably incurred by him or her in connection with any action, suit, proceedings or the settlement or compromise thereof, or payment of any judgment

or fine resulting therefrom in which he or she may become involved by reason of any action taken or omitted by him or her provided that such action was taken or omitted in good faith for the Association

**ARTICLE XIII**

**Dissolution**

By two-thirds vote of all the members of the Association, the Association may be dissolved [Such vote shall be in accordance and shall have the same requirements as applies to ARTICLE VI or ARTICLE VI Section 5 Voting, which ever is appropriate] Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Association, dispose of all assets of the Association exclusively for the purposes of the Association in such manner or to such organization or organizations organized and operated exclusively for educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code of 1986 [as amended], as the Board of Directors shall determine Any such assets not so disposed of shall be disposed of by an order of the proper court, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes In no event shall the assets of the Association be distributed to or inured to the benefit of any individual member

**ARTICLE XIV**

**Rules of Order**

The meetings of this Association shall be conducted in accordance with Robert's Rules of Order as they may be amended

## ABANA CONFLICT OF INTEREST POLICY

### **ARTICLE I. PURPOSE**

The purpose of the conflict of interest policy is to protect the interest of the Artist-Blacksmith's Association of North America, Inc. ("ABANA") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of ABANA or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

### **ARTICLE II. DEFINITIONS**

1. **Interested Person.** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below is an interested person.

2. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family

a. An ownership or investment interest in any entity with which ABANA has a transaction or arrangement,

b. A compensation arrangement with ABANA or with any entity or individual with which ABANA has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which ABANA is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists

### **ARTICLE III. PROCEDURES**

1. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement

2. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, such interested person shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists

3. **Procedures for Addressing the Conflict of Interest.**

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, such interested person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest

b. The chairperson of the governing board or committee shall if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement

c. After exercising due diligence the governing board or committee shall determine whether ABANA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in ABANA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement

4 **Violations of the Conflicts of Interest Policy.**

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action

**ARTICLE IV.  
RECORDS OF PROCEEDINGS**

1. The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present and the governing board's or committee's decision as to whether a conflict of interest in fact existed

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings

## **ARTICLE V. COMPENSATION**

1. A voting member of the governing board who receives compensation, directly or indirectly, from ABANA for services is precluded from voting on matters pertaining to that member's compensation

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ABANA for services is precluded from voting on matters pertaining to that member's compensation.

3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ABANA, either individually or collectively, is prohibited from providing information to any committee regarding compensation

## **ARTICLE VI. ANNUAL STATEMENTS**

1. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy.

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands ABANA is a tax-exempt charitable organization, and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes

**ARTICLE VII.  
PERIODIC REVIEWS**

1. To ensure ABANA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects.

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining

b. Whether partnerships, joint ventures and arrangements with management organizations conform to ABANA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction

**ARTICLE VIII.  
USE OF OUTSIDE EXPERTS**

When conducting the periodic reviews as provided for in Article VII, ABANA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

copy  
acknowledged this November 2008

*[Signature]*

PAUL BOWLEY

*[Signature]*

NOV 1, 2008

*[Signature]*

JILL TURMIN

11/1/08

*[Signature]*

Ron Hutchings

11/1/08

*[Signature]*

Ken Preiser

11/1/08

*[Signature]*

John H. Yuse

11/1/08

*[Signature]*

DAVID A HUTCHISON

11-1-08

*[Signature]*

Linda Tanner

11/1/08

*[Signature]*

Kate Dinneen

11-1-08

*[Signature]*

*[Signature]*

11-1-08

*[Signature]*

R. Peyton Anderson

11-1-08

*[Signature]*

DORCE BARNARD

11/1/08

*[Signature]*

Douglas E. Klunder

11/1/08

*[Signature]*

Jim Masterson

11/1/08

**ARTIST-BLACKSMITH'S ASSOCIATION OF NORTH AMERICA, INC.  
WHISTLEBLOWER PROTECTION POLICY**

**I. PURPOSE**

The following Whistleblower Protection Policy (this "Policy") has been adopted by the Artist-Blacksmith's Association of North America, Inc. ("ABANA"), a Georgia non-profit corporation, to encourage staff and volunteers to come forward with any credible information on illegal practices or violations of policies.

**II. WHISTLEBLOWER POLICY**

It is the policy of ABANA to treat credible complaints about illegal conduct or violations of policy seriously and expeditiously.

Any ABANA employee or volunteer who believes someone has engaged in illegal conduct with respect to any ABANA matter, or who believes that someone has violated ABANA policy, may submit a report to the President of ABANA or to any member of the Board of Directors (the "Board").

If the report is credible, ABANA will promptly review and investigate the allegation. If the reporting person requests anonymity, ABANA will seek, to the extent possible and consistent with the need to conduct an adequate review, to protect the anonymity of the reporting person; however, this Policy does not provide a legally enforceable right to confidentiality or anonymity.

Reports under this Policy will be investigated by the President, or if the matter relates to the conduct of the President, then the matter will be investigated by the Board or its designee. ABANA may engage legal or other counsel to conduct or to assist in the investigation.

ABANA will abide by any and all laws that prohibit retaliation against employees or others who lawfully submit complaints under these procedures.

**III. RETENTION OF RECORDS**

Records relating to reports under this policy will be preserved according to the terms of ABANA's Document Retention and Destruction Policy.

**ARTIST-BLACKSMITH'S ASSOCIATION of NORTH AMERICA, INC.  
DOCUMENT RETENTION AND DESTRUCTION POLICY**

**I. PURPOSE AND SCOPE**

This Document Retention and Destruction Policy (this "Policy") of the Artist-Blacksmith's Association of North America, Inc. ("ABANA"), a Georgia non-profit corporation, is solely for purposes of identifying the record retention responsibilities of members of the board of directors ("Board Members"), officers, employees, volunteers, and other persons for maintaining and documenting the storage and destruction of the documents and records of ABANA.

This Policy does not address any specific laws or regulations relating to document retention or destruction ("Applicable Law"). Failure to retain records as required by Applicable Law or as outlined in this Policy could subject ABANA and those in its employ to penalties and fines, loss of rights, and litigation.

**II. RECORD RETENTION AND DESTRUCTION RESPONSIBILITIES**

The Secretary of ABANA (the "Secretary") is responsible for the following oversight functions:

- Updating and implementing this Policy;
- Ensuring that Board Members, officers, employees and volunteers understand and follow this Policy, Applicable Law and any changes thereto;
- Providing oversight on actual retention and destruction of documents;
- Ensuring proper storage of documents;
- Determining (including upon the advice of counsel as necessary) the appropriate retention periods for ABANA records;
- Periodically following-up with counsel to ensure proper retention periods are in place; and
- Suspending the destruction of documents upon reasonably foreseeable litigation.

The Secretary shall periodically review this Policy and make necessary modifications.

All officers, staff, volunteers, Board Members, and other persons should direct questions relating to document retention and/or destruction to the Secretary. The Secretary can be contacted by calling ABANA at [\_\_\_\_\_].

**III. RECORD STORAGE**

Tangible records required to be maintained, such as paper records, photographs, audio recordings, and promotional items, must be stored securely either on-site or off-site. Active records that need to be easily accessible should be stored on-site. Inactive records may be stored in an off-site facility.

Electronic records required to be maintained should be either (i) printed and stored as tangible records or (ii) downloaded to a computer file and kept electronically. Copies of electronic records stored electronically must be kept in a secure space.

#### **IV. DESTRUCTION AND DELETION**

Tangible and electronic records not or no longer required to be maintained under Applicable Law and which ABANA desires to discard should be destroyed by shredding, deletion, or some other means that will render them unreadable. The Secretary can provide assistance regarding the proper method(s) to destroy atypical items (e.g., compact disks, tape recordings).

Note that if a lawsuit is filed or imminent, or a legal document request has been made upon ABANA, **ALL RECORD DESTRUCTION MUST CEASE IMMEDIATELY.** The Secretary shall require that documents relating to the lawsuit or potential legal issue(s) be preserved until ABANA's counsel determines that such records are no longer needed.

**MINUTES OF ACTION OF THE BOARD OF DIRECTORS OF THE  
ARTIST-BLACKSMITH'S ASSOCIATION OF NORTH AMERICA, INC. ,  
A GEORGIA NON-PROFIT CORPORATION**

The following action is taken by the Board of Directors (the "Board") of the Artist-Blacksmith's Association of North America, Inc. ("ABANA"), a Georgia non-profit corporation.

Approval of Whistleblower Protection Policy and Document Retention and Destruction Policy.

The following resolutions approving ABANA's Whistleblower Protection Policy and its Document Retention and Destruction Policy are hereby adopted:

WHEREAS, there has been discussed and analyzed by this Board a form of Whistleblower Protection Policy as attached hereto as **Exhibit A** and a form of Document Retention and Destruction Policy as attached hereto as **Exhibit B**; and

WHEREAS, the Board deems it advisable and in the best interests of ABANA to adopt the Whistleblower Protection Policy and the Document Retention and Destruction Policy.

NOW, THEREFORE, BE IT RESOLVED, that the form of the Whistleblower Protection Policy and the form of the Document Retention and Destruction Policy be, and each hereby is, approved and adopted by ABANA;

RESOLVED, FURTHER, that all actions heretofore taken by an appropriate officer or authorized representative of ABANA in connection with the foregoing resolutions be, and they hereby are, approved, ratified, and confirmed in all respects.

*[signature page follows]*

The undersigned, as the directors of ABANA, do hereby consent to the foregoing action as of the date first above written.

\_\_\_\_\_  
Rome Hutchings, President

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Paul Boulay, 1<sup>st</sup> Vice President

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Jill Turman, 2<sup>nd</sup> Vice President

\_\_\_\_\_  
Peyton Anderson, Secretary

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Linda Tanner, Treasurer

\_\_\_\_\_  
Lance Davis

\_\_\_\_\_  
David Hutchison

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Doug Kluender

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Len Ledet

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Jim Masterson

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Ken Preiser

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William Rogers

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Bruce Woodward

\_\_\_\_\_  
John H. Yust

**EXHIBIT A**

**Whistleblower Protection Policy**

**EXHIBIT B**

Document Retention and Destruction Policy