

**BYLAWS OF
Las Tejedoras Fiber Arts Guild, Inc.
(a New Mexico Nonprofit Corporation)**

ARTICLE I
NAME AND OFFICE

Section 1.1. NAME OF THE CORPORATION - The name of the Corporation is Las Tejedoras Fiber Arts Guild, Inc.

Section 1.2. OFFICE - The principal office of the Corporation shall be located in the County of Santa Fe and State of New Mexico. The Corporation may transact business at such other places within New Mexico as the Board of Directors may from time to time designate or the purposes of the Corporation may require. The Corporation shall maintain a copy of these Bylaws at the Corporation's principal office for public inspection and copying in accordance with the New Mexico Nonprofit Corporation Act (NMSA §§53-8-1 *et seq.*) (the "Act").

Section 1.3. REGISTERED OFFICE - The registered office of the Corporation required by the Act shall be located at **9 Camino Serpiente**, Santa Fe, New Mexico 87507. The Board of Directors of the Corporation may change the location of the registered office of the Corporation at any time.

ARTICLE II
STATEMENT OF PURPOSES AND POWERS

Section 2.1. EXEMPT PURPOSES - The Corporation is organized and shall be operated for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code") (or any similar provision of any future revenue law) for the purposes of benefiting fiber artists and the general public.

Section 2.2. MISSION - The mission of the Corporation is to promote excellence in design and craftsmanship in the fiber arts and to provide educational opportunities for its members and the general public in order to further skills in and appreciation of the fiber arts.

Section 2.3. The foregoing exempt purposes and mission are not exclusive of any additional purpose the Corporation may determine to pursue that is consistent with Section 2.1 and furtherance of the mission set forth at Section 2.2.

Section 2.4. POWERS – The Corporation shall have all of the powers of a nonprofit corporation under the Act and New Mexico law consistent with Sections 2.1 and 2.2.

ARTICLE III
BOARD OF DIRECTORS

Section 3.1. BOARD OF DIRECTORS - The Board of Directors shall consist of:

- i. Officers of the Corporation, and
- ii. non-Officer members of the Corporation elected to serve as Directors.

Section 3.2. DUTIES OF THE BOARD OF DIRECTORS - The activities, affairs, and property of the Corporation shall be managed, directed and controlled by the Board of Directors, except as otherwise provided for in these Bylaws. A Director shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner the Director believes to be in, or not opposed to, the best interests of the Corporation and with such care as an ordinarily prudent person would use under similar circumstances in a like position. In performing such duties, a Director shall be entitled to rely on factual information, opinions, reports or statements including financial statements and other financial data in each case prepared by:

- i. one or more Officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- ii. counsel, public accountants or other persons as to matters which the Director reasonably believes to be within such persons' professional or expert competence; or
- iii. a committee of the Board upon which the Director does not serve, duly designated in accordance with a provision of the Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence, but the Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause such reliance to be unwarranted.

Section 3.3. NUMBER OF DIRECTORS - The Board of Directors shall consist of not less than three or more than fifteen members, including the Officers. Subject to the foregoing limitation, the number of Directors may be increased or decreased from time to time as the Board of Directors may determine by resolution at any regular or special meeting of the Board. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

Section 3.4. ELECTION OF DIRECTORS - The Board of Directors shall be elected by the members of the Corporation at the annual meeting of the Corporation by the majority vote of the members present at the annual meeting.

Section 3.5. QUALIFICATIONS OF DIRECTORS - Only members of the

Corporation are eligible to serve.

Section 3.6. TERMS OF OFFICE OF DIRECTORS - Directors shall be elected for a term of two years and their term shall begin at the end of the annual meeting at which they are elected. Directors who have served for two consecutive terms on the Board of Directors shall not be eligible to hold office until one full term has intervened. The terms of office of Directors shall be staggered so that approximately half of the terms expire each year. A decrease in the number of Directors below the minimum number of Directors specified in these Bylaws or in resolutions of the Board, due to resignations or any other events, shall not invalidate any action by the Board taken after the decrease, and any otherwise valid action by the Board after the decrease shall be the valid action of the Board for all purposes.

Section 3.7. MANAGEMENT AND POWERS OF BOARD OF DIRECTORS - The Board of Directors shall have all of the powers conferred by the Act and applicable law, shall govern the affairs of the Corporation, and shall exercise oversight over the conduct and management of the property, business, and affairs of the Corporation. These powers include, but are not limited to, the creation, approval, and modification of annual or other periodic budgets for the Corporation.

Section 3.8. RESIGNATION - Any Director may resign at any time by delivering a written resignation letter to the President of the Corporation.

Section 3.9. REMOVAL OF DIRECTORS - A Director may be removed at any time for cause, including continued gross or willful neglect of his or her duties or conduct in derogation of the best interests of the Corporation, including, but not limited to, mismanagement of the affairs of the Corporation, breach of duties of care or loyalty, and improper use of insider information. A Director may be removed if the director, without notification to the President or Vice President, misses three successive meetings of the Board of Directors. The affirmative vote of a two-thirds majority of all members of the Board of Directors shall be necessary to remove a Director for cause. A Director who is subject to removal shall be notified by mail or electronic media at least five days prior to the meeting of the Board of Directors at which the question of the Director's removal will be considered. The notification shall state the time and place of the meeting and shall state that the Director is entitled to appear at the meeting and be heard.

Section 3.10. VACANCIES - Any vacancy occurring in a directorship and any directorship to be filled by reason of an increase in the numbers of Directors shall be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A director appointed to fill a vacancy in a directorship shall be appointed for the unexpired term of his or her predecessor in office. A directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors for a term of office continuing only until the next election of Directors.

Section 3.11. NOMINATION OF DIRECTORS - The President shall appoint a

nominating committee, or issue a charge to the committee responsible for nominations, not later than thirty days prior to the annual meeting of the Corporation. Such committee shall prepare and submit to the Board of Directors a list of nominees, including officers and other directors. Nominees shall be selected based in part on the skill brought to bear on the program or management goals and objectives of the Corporation for the coming year, so that the Board will be better able to assist in accomplishing the goals and objectives. With the prior consent of the person being nominated, any member of the Corporation may make additional nominations from the floor at the annual meeting or by transmitting the nominations to the President by mail or electronic media prior to the annual meeting.

Section 3.12. ANNUAL MEETING - The annual meeting of the Board of Directors shall be held in the third quarter of each year. The purpose of the meeting shall be to plan for the upcoming year and to transact such other business as may come before the Board.

Section 3.13. REGULAR MEETINGS - Regular meetings of the Board of Directors shall be held at specified intervals during the year at such times and places as are determined by resolution of the Board of Directors. Regular meetings of the Board of Directors shall be held at least four times a year. Notice of meetings shall be mailed or conveyed by electronic media to each Director not less than seven or more than ten days prior to the date of the meeting. The notice shall state the time and place of the meeting and include the proposed agenda of the meeting.

Section 3.14. SPECIAL MEETINGS - Special meetings of the Board of Directors may be called by or at the request of the President at any time. The President shall, upon request of a least one-half the number of Directors, call a special meeting to be held not more than seven days after the receipt of such request. The President shall fix the time and place for the special meeting. Notice of the time and place of special meetings shall be given in advance and shall include a statement of the purpose for which the special meeting is called.

Section 3.15. QUORUM - A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. A quorum, once attained at a meeting, shall be deemed to continue until adjournment notwithstanding the voluntary withdrawal of enough Directors to leave less than a quorum. Unless otherwise provided by law, these Bylaws, or the Articles of Incorporation, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 3.16. WAIVER OF MEETING - Attendance of a Director at any meeting shall constitute a waiver of notice of the meeting except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.17. MANIFESTATION OF DISSENT - A Director who is present at a

meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless he or she files a written dissent to the action with the person acting as the secretary of the meeting before the adjournment thereof, or forwards the Director's dissent in writing to the Secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of the action.

Section 3.18. COMPENSATION - Directors shall not receive any salaries or compensation for their services on the Board of Directors. This Section shall not be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation in such capacity.

Section 3.19. ANNUAL REPORTS - The Board of Directors shall present an annual report of the Corporation's activities and financial status during the preceding fiscal year at the annual meeting of the Corporation.

Section 3.20. CONDUCT OF MEETINGS - All meetings of the Board of Directors shall be conducted in accordance with Roberts Rules of Order.

Section 3.21. ACTION WITHOUT A MEETING - Any action by the Board of Directors may be taken without a meeting **provided a majority** of the members of the Board of Directors consent in writing to the action. The written consent of each Director, which may be by electronic means, shall be filed with the minutes of the proceedings of the Board of Directors.

ARTICLE IV OFFICERS

Section 4.1. OFFICERS - The Officers of the Corporation shall be a President, one or more Vice-Presidents (the number thereof shall be determined by the Board of Directors from time to time by resolution of the Board), a Secretary, and a Treasurer. The President, Vice-President(s), Secretary, and Treasurer shall be elected by the members at the annual meeting of members.

Section 4.2. DUTIES OF THE PRESIDENT - The President shall be the chief executive Officer of the Corporation. The President shall preside at all meetings of the members of the Corporation and the Board of Directors and shall create an agenda for each meeting of the Board. The President shall be an ex-officio member of all committees of the Board. The President shall supervise and control all of the affairs and business of the corporation and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

Section 4.3. DUTIES OF THE VICE-PRESIDENT - In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President and, when acting, shall have all the powers of and be

subject to all the restrictions upon the President. The Vice-President shall perform such other duties as may be assigned from time to time by the President or by the Board of Directors.

Section 4.4. DUTIES OF THE SECRETARY - The Secretary shall keep a full and complete record of the proceedings of the Board of Directors and of meetings of the members of the Corporation, shall provide such notices as may be necessary or proper, shall supervise the keeping of the records of the Corporation, shall make any filings necessary on behalf of the Corporation as required under applicable state or federal law, and shall discharge such other duties of the office as prescribed by the Board of Directors.

Section 4.5. DUTIES OF THE TREASURER - The Treasurer shall be responsible for corporate funds and securities, shall keep full and accurate accounts of all receipts and disbursements in books belonging to the Corporation, and shall file all necessary tax or other financial reports or documents required of the Corporation under state and federal law or regulation, or by a funding source. The Treasurer shall prepare an annual budget for consideration of the Board. The Treasurer shall also perform other duties as assigned by the Board of Directors.

ARTICLE V CONFLICT OF INTEREST AND NEPOTISM

Section 5.1. DEFINITION OF CONFLICT OF INTEREST - A Director who individually or as an owner, trustee, Officer, Director, or employee of an entity has any proprietary interest in, or receives or has expectations of receiving compensation for services to any organization, program or project under consideration by the Corporation shall be deemed to have a conflict of interest. A Director or a member of a committee who will have a significant monetary gain or loss from the results of the action of the Board of Directors upon a matter under consideration shall be deemed to have a conflict of interest. Persons having a conflict of interest shall declare their conflict of interest, and shall abstain from discussing, debating and voting upon the matter under consideration, unless requested by the Board of Directors to provide technical information for purposes of clarification.

Section 5.2. DECLARATION - When a real or apparent conflict of interest arises for any Director or committee member in the course of corporate business, that person shall declare the conflict immediately for the record. Conflicts may be declared at any point in the meeting.

Section 5.3. REQUEST FOR GUIDANCE - If a Director or committee member is in doubt as to whether he or she may have a conflict of interest on a matter to be voted upon, that individual shall request guidance from the President. The President shall rule on whether or not a conflict of interest exists.

Section 5.4. CHALLENGE - Any member of the Corporation, or any Director or committee member may inquire as to whether any Director or its committee member has

a conflict of interest.

Section 5.5. CONCEALMENT - Willful concealment of a conflict of interest by a Director or committee member in a matter before the Board of Directors or a committee is grounds for removal for cause.

Section 5.6. NEPOTISM - No more than one member of an immediate family shall serve simultaneously on the Board of Directors. The term "immediate family" shall include: father, mother, daughter, son, sister, brother, father-in-law, mother-in-law, daughter-in-law, son-in-law, sister-in-law, brother-in-law, husband, wife, co-habiting partner, grandfather, grandmother, grandchild, or first cousin.

ARTICLE VI COMMITTEES

Section 6.1. COMMITTEES - The Board of Directors, by resolution adopted by a majority of all of the Directors, may designate one or more Committees. To the extent provided in the resolution, the Articles of Incorporation, and these Bylaws, the Committees shall have and exercise all of the authority of the Board of Directors. No committee shall have the authority of the Board of Directors to amend, alter or repeal the Bylaws; elect, appoint or remove any member of any Committee or any Director or Officer of the Corporation; amend or restate the Articles of Incorporation; adopt a plan of merger or consolidation with another corporation; authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Corporation; authorize the voluntary dissolution of the Corporation or revoke proceedings therefore; adopt a plan for the distribution of the assets of the Corporation; or amend, alter or repeal any resolution of the Board of Directors that by its terms provides that it shall not be amended, altered or repealed by the Committee. The designation and appointment of any Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law upon the Director.

Section 6.2. APPOINTMENT OF COMMITTEES - The President shall appoint the chairman and other members of Committees, subject to approval by the Board of Directors. Committees shall have at least **one** member who is a Director, but it is not required that a Director be the chair of the Committee. Only members of the Corporation are eligible to serve as chairs or members of Committees.

Section 6.3. COMMITTEE CHARGES - The Board of Directors shall issue Committee charges to each Committee established by the Board of Directors. Such charge shall specify the duties and the tasks of each Committee, the numbers of members of each Committee, the budget for the Committee, the period of time during which the Committee shall be in existence, and other information or charges that the Board of Directors deem appropriate.

Section 6.4. VACANCIES - Vacancies on Committees either of a chair or a member

shall be filled by the President on an interim basis, subject to the subsequent approval of the Board of Directors.

Section 6.5. QUORUM - A majority of all of the members of a Committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.

Section 6.6. RULES - Each Committee may adopt only rules for its own government that are consistent with these Bylaws or with rules adopted by the Board of Directors.

Section 6.7. EXECUTIVE COMMITTEE - From its own membership, the Board of Directors may appoint an Executive Committee that shall be composed of not fewer than three members of the Board, one of whom shall be the President. Between meetings of the Board of Directors, the Executive Committee shall have and may exercise such powers as may be delegated by the Board of Directors.

ARTICLE VII ADVISORY COUNCILS

Section 7.1. ADVISORY COUNCILS - The Board of Directors may establish an Advisory Council or Councils to advise the Board of Directors on matters relating to the furtherance of the Corporation's purpose and goals. Each Advisory Council shall have the duties and tasks, number of members, and term of existence specified in the resolution establishing the Advisory Council.

Section 7.2. APPOINTMENT OF ADVISORY COUNCILS - The President shall appoint the chairman and other members of Advisory Councils, subject to approval by the Board of Directors. Any person who is interested in advancing the goals and purposes of the Corporation and who has knowledge or skills that relate to the purposes of the Advisory Council, including members of the Corporation, is eligible to be a member of an Advisory Council.

ARTICLE VIII AFFILIATE ORGANIZATIONS

Section 8.1. AFFILIATION DEFINED - The Corporation may establish an affiliate relationship with any organization that supports the mission of the Corporation. Such affiliations shall not affect the authority of the Board of Directors pertaining to the affairs of the Corporation.

Section 8.2. AFFILIATE AGREEMENT - The Corporation may, upon two-thirds majority vote of the members of the Corporation present at a meeting of the Corporation at which a quorum is present, enter into an affiliate arrangement with other nonprofit religious, charitable, and educational organizations. An agreement evidencing the affiliate arrangement shall be executed in writing by representatives of both parties, and shall specify the roles, responsibilities, and duties of each organization to the other. The affiliate agreement shall provide that the affiliate agreement may be terminated by a two-

thirds majority vote of the members of the Corporation present at a meeting of the Corporation at which a quorum is present.

ARTICLE IX MEMBERS OF THE CORPORATION

Section 9.1. MEMBERSHIP DEFINED - The Corporation shall have one class of members. Individuals, businesses, and cooperating organizations that are interested in and support the mission of the Corporation are eligible for membership. The duties and responsibilities as well as the benefits of membership in the Corporation shall be established and reviewed annually by the Board of Directors and at the annual meeting of the membership, and written into the policy manual or operating document of the Corporation.

Section 9.2. DUES - The Board of Directors shall set the amount of membership dues, if any, which shall be non-refundable and shall be paid into the treasury of the Corporation.

Section 9.3. ANNUAL MEETING - The annual meeting of the members of the Corporation shall be held in the second quarter of each year at such time and place as shall be determined by the Board of Directors.

Section 9.4. REGULAR MEETINGS - Regular meetings of the members of the Corporation shall be held at such times and places as are determined by resolution of the Board of Directors.

Section 9.5. SPECIAL MEETINGS - Special meetings of the members of the Corporation may be called by the President or by the Board of Directors or at the request of at least ten members in good standing.

Section 9.6. NOTICE OF MEETINGS - Written notice, stating the place, day, and hour of meetings of members of the Corporation and in the case of special meetings, the purpose or purposes for which the special meeting is called, shall be delivered to each member not less than seven days or more than 30 days before the date of the meeting, personally, by mail, or by electronic media. Attendance at any meeting by a member shall constitute a waiver of notice of the meeting, except where the member attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 9.7. VOTING - Each member shall be entitled to one vote on each matter submitted to a vote of members. Each member shall vote in person. Members may not vote by proxy.

Section 9.8. QUORUM - Fifteen members of the Corporation shall constitute a quorum at a meeting of members. A quorum, once attained at a meeting, shall be deemed to continue until adjournment, notwithstanding the voluntary withdrawal of enough members to leave less than a quorum. A majority of the votes entitled to be cast on a

matter to be voted upon by the members present at a meeting at which a quorum is present shall be necessary for the adoption of the matter.

ARTICLE X FISCAL YEAR

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

ARTICLE XI DEPOSITS, CHECKS, LOANS, CONTRACTS AND GIFTS

Section 11.1. DEPOSIT OF FUNDS - All funds of the Corporation shall be deposited in such banks, savings and loan institutions, trust companies, or other reliable depositories as the Board of Directors from time to time shall determine by resolution.

Section 11.2. CHECKS, DRAFTS - All checks, drafts, endorsements, notes, and evidence of indebtedness of the Corporation and all endorsements for deposits to the credit of the Corporation shall be signed by such Directors or Officers of the Corporation as shall from time to time be determined by resolution of the Board of Directors.

Section 11.3. LOANS - No loans or advances shall be contracted on behalf of the Corporation and no note or other evidence of indebtedness shall be issued in its name, unless and except it is authorized by a two-thirds majority vote of all members of the Board of Directors and ratified by a majority vote of the membership at a duly called and convened meeting of the members.

Section 11.4. GIFTS - The Board of Directors may accept on behalf of and for the use of the Corporation any gifts, grants, bequests, or devises for general benefit or purpose of the Corporation or for any special purpose of the Corporation.

Section 11.5. CONTRACTS - The Board of Directors may authorize any Officer or Officers of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Without such authorization by the Board, no Officer of the Corporation shall enter into any contract or execute and deliver any instrument in the name of and on the behalf of the Corporation.

ARTICLE XII BOOKS AND RECORDS

Section 12.1. BOOKS AND RECORDS - The Corporation shall keep complete and accurate books and records of accounting and also shall keep minutes of the proceedings of all its meetings and any meetings of Committees or Advisory Councils having any authority granted by the Board of Directors and shall keep a record of the names, addresses, and terms of office of all members of the Board of Directors, Committees and Advisory Councils. Any member or Director of the Corporation, or their agent or attorney, may inspect the books and records of the Corporation for any proper purpose at

any reasonable time.

Section 12.2. FINANCIAL AUDIT - The Board of Directors shall arrange for a review of and report upon the financial records of the Corporation **at the time the holder of the office of Treasurer shall change.**

ARTICLE XIII WAIVER OF NOTICE

Whenever any notice is required to be given under the laws of the State of New Mexico or under the Articles of Incorporation or the Bylaws, a waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV LIABILITY

The Directors, Officers, and members of the Corporation shall not be personally liable for the Corporation's obligations. No Director shall be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a Director unless the Director has breached or failed to perform the duties of the Director's office and the breach or failure to perform constitutes willful misconduct or recklessness. No Director shall be held personally liable for any damages resulting from any negligent act or omission of another Director or any action taken as a director or any failure to take any action as a Director unless the Director has breached or failed to perform the duties of the Director's office and the breach or failure to perform constitutes willful misconduct or recklessness.

ARTICLE XV INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify any Director or Officer or former Director or Officer of the Corporation against reasonable expenses, costs and attorneys' fees actually incurred by the Director or Officer in connection with the defense of any action, suit or proceeding, civil or criminal, in which the Director or Officer is made a party by reason of being or having been a Director or Officer. This indemnification shall include any amounts paid to satisfy a judgment or to compromise or settle a claim. The Director or Officer shall not be indemnified if the Director or Officer is adjudged to be liable on the basis that the Director or Officer has breached or failed to perform the duties of the Director's or Officer's office and the breach or failure to perform constitutes willful misconduct or recklessness. The Board of Directors may approve the advance indemnification of a Director or Officer for reasonable expenses to be incurred in connection with the defense of the action, suit or proceeding provided that the Director or Officer must reimburse the Corporation if it is subsequently determined that the Director or Officer was not entitled to indemnification.

ARTICLE XVI

AMENDMENTS

Section 16.1. ARTICLES OF INCORPORATION - The members of the Corporation may amend the Articles of Incorporation. The Board of Directors may adopt a resolution setting forth a proposed amendment and directing that it be submitted to a vote at a meeting of the members of the Corporation, which may be either an annual or a special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment, shall be given to each member of the Corporation within the time and manner provided in these Bylaws for notice of meetings of members. The proposed amendment shall be adopted upon receiving at least two-thirds of the votes of the members present at the meeting. Any number of amendments may be submitted and voted upon at a meeting.

Section 16.2. BYLAWS - These Bylaws may be amended, altered, restated, changed, added to, or repealed by the affirmative vote of not less than a majority of all of the members of the Board of Directors, subject to ratification by at least a majority of the votes of the members of the Corporation present at the meeting at which the ratification is submitted to a vote. Written notice setting forth the proposed amendment(s) or a summary of the changes to be affected by the amendment(s), shall be given to each member of the Corporation within the time and manner provided in these Bylaws for notice of meetings of members.

Section 16.3. DISSOLUTION - The members of the Corporation may voluntarily dissolve the Corporation. The Board of Directors may adopt a resolution recommending that the Corporation be dissolved and directing that the question of the dissolution be submitted to a vote at a meeting of the members of the Corporation, which may be either an annual or a special meeting. Written notice, stating that one of the purposes of the meeting is to consider the advisability of dissolving the Corporation, shall be given to each member within the time and in the manner provided in these Bylaws for the giving of notice of meetings. A resolution to dissolve the Corporation shall be adopted upon receiving at least two-thirds of the votes of the members present at the meeting.

LAS TEJEDORAS FIBER ARTS GUILD, INC.

These Bylaws were adopted at a legally convened meeting by the Board of Directors of Las Tejedoras Fiber Arts Guild, Inc. on this 4th day of March in the year 2020.

We, the undersigned, certify that we are the presently elected and acting President and Secretary of Las Tejedoras Fiber Arts Guild, Inc., a New Mexico nonprofit Corporation, and the above Bylaws are the Bylaws of this Corporation as adopted at the above stated meeting.

Ellen Higgins

Karen Montgomery

President

Secretary