

EFFECTIVE 28 MAY 2024

BY-LAWS OF
LAS ARAÑAS SPINNERS AND WEAVERS GUILD, INC.
(a New Mexico non-profit corporation)

ARTICLE I
NAME AND OFFICE

Section 1. NAME OF THE CORPORATION - The name of the Corporation is Las Arañas Spinners and Weavers Guild, Inc.

Section 2. OFFICE - The principal office of the Corporation shall be located in the County of Bernalillo 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.

ARTICLE II
STATEMENT OF PURPOSE

Section 1. PURPOSE - The Corporation is organized and will be operated for charitable and educational purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1954, as amended, for the purposes of benefiting spinners, weavers, the general public, and others interested in the art of fiber crafts.

Section 2. MISSION - The mission of the Corporation is to disseminate information regarding fiber work through the use of regular meetings of the members of the Corporation, workshops, discussions, lectures, exhibits, shows, other educational programs and electronic media in order to preserve and promote the art and craftsmanship of fiber work, spinning, and handweaving. The Corporation will enable persons interested in any aspect of fiber arts to meet and share their knowledge and skills, and to educate the public about fiber work.

ARTICLE III
BOARD OF DIRECTORS

Section 1. BOARD OF DIRECTORS - The Board of Directors shall consist of the officers of the Corporation and members of the Corporation who are elected to serve as Directors.

Section 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 By-Laws. 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:

- A. one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- B. counsel, public accountants or other persons as to matters which the Director reasonably believes to be within such persons' professional or expert competence; or
- C. a committee of the Board upon which the Director does not serve, duly designated in accordance with a provision of the By-Laws, 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. NUMBER OF DIRECTORS - The Board of Directors shall consist of not less than three (3) or more than fifteen (15) 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 elected Director.

Section 4. ELECTION OF DIRECTORS - The members of 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 at which a quorum is present.

Section 5. QUALIFICATIONS OF DIRECTORS - Only members of the Corporation are eligible to serve as Directors.

Section 6. TERMS OF OFFICE OF ELECTED DIRECTORS - Elected Directors shall be elected for a term of two (2) years and shall hold office until the expiration of his or her term and until his or her successor is elected. Elected Directors who have served for two consecutive terms as an elected Director shall not be eligible to hold office as an elected Director until one full term has intervened. However, terms of office may be extended on a case by case basis by a two-thirds (2/3) majority vote of the entire Board of Directors. The terms of office of elected Directors shall be staggered so that at least one-third of the terms of elected Directors shall expire each year.

Section 7. RESIGNATION - Any Director may resign at any time by delivering a written resignation letter to the President of the Corporation.

Section 8. REMOVAL OF ELECTED DIRECTORS - An elected 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 be limited to, mismanagement of the affairs of the Corporation, breach of duties of care or loyalty, and improper use of inside information. An elected Director may be removed if the elected 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 (2/3) majority of all members of the Board of Directors shall be necessary to remove an elected director for cause. An elected Director who is subject to removal shall be notified by mail or electronic media at least five (5) days prior to the meeting of the Board of Directors at which the question of the elected Director's removal will be considered. The notification shall state the time and place of the meeting and shall state that the elected director is entitled to appear at the meeting and be heard.

Section 9. VACANCIES - Any vacancy occurring in an elected directorship and any directorship to be filled by reason of an increase in the numbers of elected 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 an elected directorship shall be appointed for the unexpired term of his or her predecessor in office. An elected 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 elected directors.

Section 10. NOMINATION OF ELECTED DIRECTORS - The President shall appoint a nominating committee or issue a charge to the committee responsible for nominations, not later than thirty (30) days prior to the annual meeting of the Corporation. Such committee shall prepare and submit to the Board of Directors a list of nominees for elected members of the Board of 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 for elected Directors from the floor at the annual meeting. Nominations that are approved by the nominee may also be transmitted to the President by mail or electronic media prior to the annual meeting.

Section 11. ANNUAL MEETING - The annual meeting of the Board of Directors shall be held in the final quarter of each calendar year at such time and place as shall be determined by the Board of Directors for the purpose of installing new members of the Board of Directors and for the transaction of such other business as may come before the meeting. Notice of the annual meeting shall be mailed or sent via electronic media to each Director not later than thirty (30) days prior to the date of the meeting. The notice shall state the time and place of the meeting and include the proposed agenda for the meeting.

Section 12. REGULAR MEETINGS - Regular meetings of the Board of Directors shall be held at specified intervals during the calendar 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 quarterly. Notice of the regular meetings shall be mailed or conveyed by electronic media to each Director not later than ten (10) 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 13. 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 (1/2) the number of Directors, call a special meeting to be held not more than seven (7) 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 14. QUORUM - A majority of all of the members of the Board of Directors shall constitute a quorum for the transaction of business. In no event shall a quorum consist of less than one-third of all of the members of the Board of Directors. 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. The act of the majority of the Directors present at a meeting at which a quorum is present, unless otherwise provided by law, these By-Laws, or the Articles of Incorporation, shall be the act of the Board of Directors. If a quorum is not present at a meeting of the Board of Directors, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 15. WAIVER OF NOTICE 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 16. 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 his or her 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 17. COMPENSATION - Directors shall not receive any salaries or compensation for their services on the Board of Directors, except that, by resolution of the Board, expenses of attendance, if any, may be allowed for attendance at meetings of 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 therefore.

Section 18. 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 19. CONDUCT OF MEETINGS - All meetings of the Board of Directors shall be conducted in accordance with Roberts Rules of Order.

Section 20. ACTION WITHOUT A MEETING - Any action by the Board of Directors may be taken without a meeting if all of the members of the Board of Directors consent in writing to the action. The written consent of each Director, even by electronic means, shall be filed with the minutes of the proceedings of the Board of Directors.

ARTICLE IV OFFICERS

Section 1. OFFICERS - The officers of the Corporation shall consist of 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), the Secretary, and a Treasurer. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. QUALIFICATIONS - Only members of the Corporation are eligible to serve as officers.

Section 3. ELECTION AND TERM OF OFFICE - All officers of the Corporation shall be elected annually by the members of the Corporation at the annual meeting of the Corporation. If the election of officers is not held at the annual meeting, then the election shall be held as soon thereafter as may be convenient. Each officer shall hold office until his or her successor has been elected and qualified, or until removed from office.

Section 4. VACANCIES - Any vacancy occurring in an office shall be filled by the affirmative vote of the Board of Directors. An officer appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office. Vacancies may be filled at any meeting of the Board of Directors.

Section 5. REMOVAL OF OFFICERS - An officer may be removed by an affirmative vote of two-thirds (2/3) of the members of the Corporation who are present at a meeting of the Corporation at which a quorum is present whenever in their judgment the best interests of the Corporation would be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the person removed. The election or appointment of an officer shall not of itself create contract rights.

Section 6. 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 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. The President shall also conduct meetings according to Robert's Rules of Order.

Section 7. 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 8. 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 serve to provide such notices as may be necessary or proper, shall supervise the keeping of the records of the Corporation, and shall discharge such other duties of the office as prescribed by the Board of Directors.

Section 9. 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 reports required of the Corporation. The Treasurer shall furnish a surety bond in an amount determined by resolution of the Board of Directors, the premium for which shall be paid by the Corporation. The Treasurer shall perform other duties as assigned by the Board of Directors.

ARTICLE V CONFLICT OF INTEREST AND NEPOTISM

Section 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 significantly monetarily gain or lose 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 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 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 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. 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 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, a co-habiting partner, grandfather, grandmother, grandchild, or first cousin.

ARTICLE VI COMMITTEES

Section 1. COMMITTEES - The Board of Directors, by resolution adopted by a majority of all of the Directors, may designate and appoint one or more Committees. The Committees, to the extent provided in the resolution, the Articles of Incorporation and these By-Laws, shall have and exercise all of the authority of the Board of Directors as defined by the scope of the committees' mission statement as approved by the Board of Directors. No committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the By-Laws; electing, appointing or removing any member of any committee or any Director or Officer of the Corporation; amending the Articles of Incorporation, restating Articles of Incorporation, adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which 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 upon the Director by law.

Section 2. APPOINTMENT OF COMMITTEES - The President or committee chair shall appoint the members of Committees, subject to approval by the Board of Directors. The President shall appoint the committee chair with the approval of the Board of Directors. Committees shall include one Director in addition to the President's ex-officio membership. Only members of the Corporation are eligible as members of Committees.

Section 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 4. VACANCIES – Additional or replacement members to committees shall be appointed by the committee chair or President, subject to the approval of the Board of Directors.

Section 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. RULES - Each committee may adopt rules for its own government that are not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

Section 7. EXECUTIVE COMMITTEE - From its own membership, the Board of Directors may appoint an Executive Committee which shall be composed of not fewer than three (3) 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 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 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 1. AFFILIATION DEFINED - The Corporation may establish an affiliate relationship with any organization(s) which 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 2. AFFILIATE AGREEMENT - The Corporation may, upon two-thirds (2/3) 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 non-profit 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 (2/3) 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 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 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 3. ANNUAL MEETING - The annual meeting of the members of the Corporation shall be held in the final quarter of each calendar year at such time and place as shall be determined by the Board of Directors.

Section 4. REGULAR MEETINGS - Regular meetings of the members of the Corporation shall be held monthly at such times and places as are determined by resolution of the Board of Directors.

Section 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 (10) members in good standing.

Section 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 ten (10) 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 7. VOTING - Each member shall be entitled to one vote on each matter submitted to a vote of members by being present either in person or electronically at the meeting. Members may not vote by proxy. Members may not cumulate their vote when voting for Directors or Officers.

Section 8. QUORUM - Fifteen (15) 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 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 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 officer or officers of the Corporation as shall from time to time be determined by resolution of the Board of Directors.

Section 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 (2/3) majority vote of the 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 4. GIFTS - The Board of Directors may accept on behalf of and for the use of the Corporation any gifts, bequests or devices for general benefit or purpose of the Corporation or for any special purpose of the Corporation.

Section 5. CONTRACTS – A contract form, approved by the Board of Directors, shall be used to engage a party or business for services. The contract must be signed by the service provider, the President or Treasurer and the committee chair, if appropriate.

ARTICLE XII BOOKS AND RECORDS

Section 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 with the Board of Directors and shall keep a record of the names and addresses of all members of the Board of Directors, Committees and Advisory Councils. The books and records of the Corporation may be inspected by any member of the Corporation, or Directors and their agent or attorney for any proper purpose at any reasonable time.

Section 2. FINANCIAL REVIEW – The Board of Directors shall arrange for a review of all Corporation funds, records and accounting procedures annually or prior to a new Treasurer taking office. The review shall be performed by a qualified independent outside individual.

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 By-Laws, 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 of 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 attorney's 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 1. ARTICLES OF INCORPORATION - The Articles of Incorporation may be amended by the members of the Corporation. The Board of Directors may adopt a

resolution setting forth 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 By-Laws for notice of a annual meetings of members. The proposed amendment shall be adopted upon receiving at least two-thirds (2/3) of the votes of the members present at the meeting. Any number of amendments may be submitted and voted upon at any one meeting.

Section 2. BY-LAWS - These By-Laws may be amended, altered, restated, changed, added to, or repealed by the affirmative vote of not less than two-thirds (2/3) of all of the members of the Board of Directors, subject to ratification by at least two-thirds (2/3) of the votes of the members of the Corporation present at the meeting at which the ratification is submitted to a vote.

Section 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 the purpose or 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 By-Laws for the giving of notice of annual meetings. A resolution to dissolve the Corporation shall be adopted upon receiving at least two-thirds (2/3) of the votes of the members present at the meeting.

LAS ARAÑAS SPINNERS AND WEAVERS GUILD, INC.

These By-Laws were adopted at a legally convened meeting by the Board of Directors of Las Arañas Spinners and Weavers Guild, Inc. on this 28 day of May in the year 2024.

We, the undersigned, certify that we are the President and Vice President of Las Arañas Spinners and Weavers Guild, Inc., a New Mexico non-profit Corporation, and the above By-Laws are the By-Laws of this Corporation as adopted at the above stated meeting.

Fran Hahn

Sue Van Cleve

President

Vice President