

**AMENDED AND RESTATED BYLAWS OF  
American Women Artists  
A New Mexico Nonprofit Corporation**

**ARTICLE I**

**PRINCIPAL OFFICE**

Section 1. Name of Corporation. The name of this corporation is American Women Artists (the “**Corporation**”).

Section 2. Principal Office. The Board (“**Board**”) shall fix the location of the principal executive office of the corporation at any place within or outside the State of New Mexico (the “principal executive office”). The Board may change the principal executive office from one location to another. If the principal executive office is located outside the State of New Mexico and the corporation has one or more business offices inside the State of New Mexico, then the Board shall fix and designate a principal business office in the State of New Mexico.

Section 3. Other Offices. The Board may at any time establish branch offices, either within or outside the State of New Mexico, in order to advance the proper purposes of the Corporation.

**ARTICLE II**

**PURPOSE; DEDICATION OF ASSETS**

Section 1. Corporation is Nonprofit. This Corporation has been formed under the New Mexico Nonprofit Corporation Act to operate as a nonprofit corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 2. Specific Purpose. The purpose of the Corporation is to celebrate, encourage and inspire its members by providing the organizational framework for the support and development of exhibitions, education, and publicity that help empower and engage women in the visual arts.

Section 3. Dedication of Assets. The properties and assets of this nonprofit Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any director or officer of this Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its exempt status under Internal Revenue Code §501(c)(3).

### ARTICLE III

#### MEMBERSHIP

Section 1. Members. The Corporation shall have no members as that term is defined in Section 53-8-2 of the New Mexico Nonprofit Corporation Act. Unless otherwise provided in these bylaws, any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the Board.

Section 2. Associates. Nothing in this Article III shall be construed as limiting the right of the Corporation to refer to persons associated with it, who participate in any activities of the Corporation, as “members” even though such persons are not members, as defined in Section 53-8-2 of the New Mexico Nonprofit Corporation Act.

### ARTICLE IV

#### BOARD

Section 1. General and Specific Powers of Directors.

(a) General Corporate Powers. The business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. Subject to the provisions and limitations of the New Mexico Nonprofit Corporation Act and any other laws, the Board may delegate the management of the activities of the Corporation to any person or persons, or committee, provided that notwithstanding any such delegation, the activities and affairs of the Corporation shall continue to be managed and all corporate powers shall continue to be exercised under the ultimate direction of the Board.

(b) Specific Powers. Without prejudice to the general powers of the directors set forth in Article IV, Section 1 above, the directors shall have the power to:

(1) Appoint and remove, at the pleasure of the Board, all corporate officers, agents and employees; prescribe powers and duties for such persons that are consistent with law, the Articles of Incorporation and these bylaws; and establish their compensation, if any.

(2) Adopt and establish rules and regulations governing the affairs and activities of the Corporation, and take such steps as it deems necessary for the enforcement of such rules and regulations.

(3) Change the principal executive office or the principal business office in the State of New Mexico from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country, and conduct business within or outside the State of New Mexico; and designate any place within or outside the State of New Mexico for the holding of any meeting.

(4) Enforce all applicable provisions of the bylaws.

(5) Contract for and pay premiums for insurance and bonds (including indemnity bonds) which may be required from time to time by the Corporation.

(6) Pay all taxes and charges which are or would become a lien on any portion of the Corporation's properties.

(7) Accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose of the Corporation.

(8) Prepare budgets and maintain a full set of books and records showing the financial condition of the affairs of the Corporation in a manner consistent with generally accepted accounting principles, and at no greater than annual intervals prepare an annual financial report, a copy of which shall be delivered to each director as provided in Article IX, Section 5 of these bylaws.

(9) Appoint such committees as it deems necessary from time to time in connection with the affairs of the Corporation, in accordance with Article VI of these bylaws.

(10) Fill vacancies on the Board or in any committee, subject to Section 4(d) of these bylaws.

(11) Open bank accounts and borrow money on behalf of the Corporation and designate the signatories to such bank accounts.

(12) Bring and defend actions on behalf of the Corporation so long as the action is pertinent to the operations of the Corporation.

(13) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt.

Section 2. Number of Directors. The authorized number of directors shall be not less than five (5) nor more than eleven (11) until such number is changed by an amendment to these bylaws. The exact number of directors shall initially be seven (7); such number may be changed from time to time by resolution of the Board. To be eligible to serve on the Board an individual must be 18 years of age or older. Directors need not be residents of the State of New Mexico. Additional director qualifications may be added by resolution of the Board.

Section 3. Appointment and Term of Office of Directors; Term Limits.

(a) Directors shall be elected by the Board at the Annual Meeting. The directors of the Corporation serving at the time these Amended and Restated Bylaws are adopted ("**Initial Directors**") shall hold office for staggered terms as determined by the Board whose terms are not to exceed two years each. Thereafter, as each Initial Director's term expires, each newly elected director shall hold office for a two year term. Directors may serve three (3) consecutive terms.

(b) The Chair of the Board shall be selected by a majority vote of the directors following the appointment or election of directors at each annual meeting.

(c) No person shall serve more than three consecutive terms, with renewed eligibility for election to the Board following not less than two year's absence of membership.

Section 4. Director Leave of Absence. A director may request to the Board a leave of absence for a period of up to six (6) months. The Board shall vote on the request for leave of absence. No director shall be granted more than two (2) six months' leave of absence during any 6 year term limit. The period of the leave of absence shall be counted in calculating the maximum period for which a director may serve under Section 3 above. During the director's approved leave of absence, the director shall not be considered a "director" or "board member" for any other purposes including establishing a quorum under Article V, Section 6 or for unanimous consent of the Board under Article V, Section 9.

Section 5. Vacancies.

(a) Vacancies, Generally. A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of any of the following: (i) the death, resignation or removal of the director; (ii) the failure of the Board, at any meeting of the Board at which any director(s) is to be elected, to elect the director(s) to be elected at that meeting pursuant to the provisions of Section 3(b); (iii) an increase of the authorized number of directors; or (iv) the declaration by resolution of the Board of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by court order, or has been found by a final order or judgment of any court to have breached any duty under Section 53-8-25.1 of the New Mexico Nonprofit Corporation Act (relating to the standards of conduct of directors).

(b) Resignation. Except as provided in this paragraph, any director may resign, which resignation shall be effective upon receipt of written notice by the Chair of the Board, the President, or the Secretary, unless the notice specifies a later effective date for the resignation. If the resignation of a director is effective at a future time, the directors may elect a successor to take office when the resignation becomes effective. No director may resign when the Corporation would then be left without a duly elected director or directors in charge of its affairs.

(c) Removal.

(1) Any director may be removed, with or without cause, by the vote of the majority of the members of the entire Board at a special meeting called for that purpose, or at a regular meeting, provided notice of that meeting and of the removal questions are given as provided in Article V, Section 4. Any vacancy caused by the removal of a director shall be filled as provided in Section 5 below.

(2) Any director who does not attend three successive regular Board meetings will automatically be removed from the Board without Board resolution unless:

(i) The director requests a leave of absence for a limited period of time, and the leave is approved by the directors at a regular or special meeting. If such leave is

granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present.

(ii) The director suffers from an illness or disability which prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure of this subsection (c)(2).

(iii) The Board by resolution of the majority of Board members agrees to reinstate the director who has missed three meetings.

Section 6. Filling of Vacancies. Any vacancy caused by the death, resignation, or removal of a director shall be filled at any meeting of the Board by a majority of directors present. A director elected to fill a vacancy shall hold office for the unexpired term of the director's predecessor on the Board or until election and qualification of a successor.

Section 7. Compensation of Directors. The Board may authorize the advance or reimbursement of actual reasonable expenses incurred by a director or member of a committee in carrying out his or her duties. Directors shall not otherwise be compensated.

Section 8. Contracts with Directors and Officers.

(a) No director or officer of this Corporation, nor any other corporation, firm, association, or other entity in which one or more of this Corporation's directors or officers are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation, unless (i) the material facts regarding such director's or officer's financial interest in such contract or transaction and/or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all members of the Board prior to consideration by the Board of such contract or transaction; (ii) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote or votes of such interested director(s); (iii) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation under the circumstances that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (iv) this Corporation enters into the transaction for its own benefit, and the transaction is fair and reasonable to this Corporation at the time the transaction is entered into.

(b) The provisions of this Section do not apply to a transaction which is part of an educational or charitable program of the Corporation if it: (i) is approved or authorized by the Corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more directors or officers or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

Section 9. Loans to Directors and Officers. The Corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer, unless approved by a majority of the Board; provided, however, that the Corporation may advance money to a director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such director or officer, provided that in the absence of such

advance such director or officer would be entitled to be reimbursed for such expenses by the Corporation.

## ARTICLE V

### BOARD MEETINGS

Section 1. Place of Meeting; Meeting by Telephone. Regular meetings of the Board may be held at any place within or outside the State of New Mexico, as designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board shall be held at any place within or outside of the State of New Mexico, as designated in the notice of meeting or, if not stated in the notice or if there is no notice, at the principal office of the Corporation. Notwithstanding the above provisions of this Section, a regular or special meeting of the Board may be held at any place consented to in writing by all Board members, either before or after the meeting. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or similar communications equipment, so long as all of the following apply: (a) each Board member participating in the meeting can communicate with all the other members concurrently; (b) each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and (c) the corporation adopts and implements means of verifying both of the following: (i) a person communicating by telephone, electronic video equipment, or other communications equipment is a director entitled to participate in the board meeting; and (ii) all statements, questions, actions, or votes were made by that director and not by another person not permitted to participate as a director. Participation in a meeting pursuant to this bylaw shall constitute presence in person at such meeting.

Section 2. Annual Meeting. The Board shall hold a meeting once a year at a time and place to be determined by the directors, upon appropriate notice to the directors. At this meeting the directors shall be elected, and any other proper business may be transacted.

Section 3. Special Meetings. Special meetings of the Board for any purpose may be called at any time by the Chair of the Board, the President, or one tenth (1/10) of the directors. Notice of these meetings shall be in accordance with Section 4.

Section 4. Notice of Meetings. Notice of any meeting of the Board shall be given to all directors at least ten (10) days in advance, but not greater than fifty (50) days in advance, if given by first-class mail or personally delivered, provided that such notice may be waived by any director as set forth in Article V, Section 5.

Section 5. Waiver of Notice. The transactions of any meeting of the Board, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed

given to any director who attends the meeting without protesting before or at its commencement about lack of adequate notice.

Section 6. Quorum. A majority of the Board shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 7. Every act or decision done or made by a majority of the directors present at a meeting held at which a quorum is present shall be regarded as the act of the Board, subject to the provisions of the New Mexico Nonprofit Corporation Act. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any director, if any action taken is approved by at least a majority of the quorum required for the meeting.

Section 7. Adjournment. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 8. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment. This notice may be waived in the same manner as set forth under Section 5 above.

Section 9. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

## ARTICLE VI

### COMMITTEES

Section 1. Committees of Directors. The Board may, by resolution adopted by a majority of the directors then in office, designate one or more committees consisting of two or more directors, and only of directors, to serve at the pleasure of the Board. Any member of any committee may be removed, with or without cause, at any time by the Board. Any committee, to the extent provided in the resolution of the Board, shall have all or a portion of the authority of the Board, except that no committee, regardless of the Board resolution, may:

- (a) Fill vacancies on the Board or on any committee;
- (b) Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws;
- (c) Amend or repeal any resolution of the Board;
- (d) Designate any other committee of the Board or appoint the members of any committee;

(e) Approve any transaction (i) to which the Corporation is a party and as to which one or more directors has a material financial interest, or (ii) between the Corporation and one or more of its directors or between the Corporation and any corporation or firm in which one or more of its directors has a material financial interest.

Section 2. Executive Committee. The Executive Committee shall be comprised of the President, Vice President, Treasurer and Secretary of the Corporation and the Immediate Past President who shall be a voting ex officio member of this Committee. Between meetings of the Board, the Executive Committee shall have and exercise the authority of the Board and the management of the Corporation, except as to the election or removal of officers or directors, the amendment or repeal of these bylaws or any matters concerning which the Board is required to act by law or by the Articles of Incorporation or by these bylaws.

The Executive Committee shall advise the Board on all significant matters pertaining to the affairs of the Corporation and shall have and exercise such specific power and perform such specific duties as prescribed by these bylaws or as the Board shall from time to time prescribe or direct. The Executive Committee may act by a majority of its members at a meeting or by a writing or writings signed by all of its members.

Section 3. Other Committees of Directors; Advisory Committees. The Board may establish other particular committees of directors, standing or ad hoc. A committee exercising the authority of the Board shall not include as members persons who are not directors. However, the Board may also establish standing or ad hoc committees that do not exercise the authority of the Board and these other committees may include persons who are not directors. Any committee with persons who are not directors is not a “committee of directors” and should be clearly labeled an “advisory committee.”

Section 4. Meeting and Action of Committees. The Board may adopt rules for any committee not inconsistent with the provisions of these bylaws.

## ARTICLE VII

### OFFICERS

Section 1. Officers. The Corporation shall have the following officers: President, Vice President, Secretary, and Treasurer. Officers shall be directors. One person may hold two or more offices, except those of President and Secretary, and President and Treasurer.

Section 2. Election of Officers. The officers of the Corporation shall be elected at the annual meeting of the Board subsequent to the election of the Board. Each shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under a contract of employment.

Section 3. Subordinate Officers. The Board may appoint, and may authorize the President or any other officer to appoint, any other officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified by the bylaws or determined from time to time by the Board.

Section 4. Removal of Officers. Any officer may be removed, either with or without cause, by the Board at any regular or properly called special meeting of the Board.

Section 5. Resignation of Officers. Any officer may resign at any time by giving written notice to the Board. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 6. Vacancies in Office. A vacancy in any Office because of death, resignation, removal, disqualification, or any other cause, the Board, shall, by a majority of those present at any regularly or properly called special meeting, elect a successor to fill the vacancy for the unexpired term.

Section 7. Compensation of Officers. The officers shall not receive compensation for their services as such, but the Board may authorize reimbursement for expense incurred by officers in connection with the performance of their duties.

Section 8. Responsibilities of Officers.

(a) President. The President shall be the chief executive officer of the Corporation. He or she shall have such other powers and duties as may be prescribed by the Board or these bylaws. The President shall be responsible to the Board, shall see that the Board is advised on all significant matters of the Corporation's business, and shall see that all orders and resolutions of the Board are carried into effect. The President shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles of Incorporation and these bylaws. The President shall be responsible for keeping the Board informed at all times of staff performance as related to program objectives, and for implementing any personnel policies adopted by the Board.

(b) Vice President. If the President is absent or disabled, the Vice President shall perform all duties of the President. When so acting, a vice president shall have all powers of and be subject to all restrictions on the President. The Vice President shall have such other powers and duties as the Board, President or the bylaws may require.

(c) Secretary. The Secretary shall attend to the following:

(1) Book of Minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board may direct, a book of minutes of all meetings and actions of directors and committees of directors, with the time and place of holding regular and special meetings, and if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

(2) Notices and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board required by the bylaws to be given. The Secretary

shall have such other powers and perform such other duties as may be prescribed by the Board or the bylaws.

(d) Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall attend to the following:

(1) Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

(2) Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse funds of the Corporation as may be ordered by the Board; shall render to the President and directors, whenever they request it, an account of all financial transactions and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board or the bylaws.

(3) Bond. If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety specified by the Board for the faithful performance of the duties of his or her office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

## ARTICLE VIII

### RECORDKEEPING AND REPORTING

Section 1. Maintenance of Articles and Bylaws. The Corporation shall keep at its principal executive office the original or a copy of its Articles of Incorporation and bylaws as amended to date.

Section 2. Maintenance of Other Corporate Records. The Corporation shall keep: (a) adequate and correct books and records of accounts; and (b) written minutes of the proceedings of the Board and Board committees.

Section 3. Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 4. Public Inspection. The Corporation shall make available for public inspection its annual return of an exempt organization (IRS Form 990), its application for tax-exempt status (IRS Form 1023) and supporting papers, its determination letter from the Internal

Revenue Service acknowledging exempt status, and its financial statements and shall otherwise comply with the law regarding inspection and copying of such documents. The audited financial statements, if any, shall also be made available for inspection by the New Mexico Attorney General.

Section 5. Fiscal Year. The fiscal year of the Corporation shall end on December 31.

## ARTICLE IX

### INDEMNIFICATION AND INSURANCE

Section 1. Right to Indemnification.

(a) This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an officer, director, or agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the New Mexico Nonprofit Corporation Act.

(b) In determining whether indemnification is available to the director, officer, or agent of this Corporation under New Mexico law, the determination as to whether the applicable standard of conduct set forth in New Mexico Nonprofit Corporation Act Section 53-8-26 has been met shall be made by a majority vote of a quorum of directors who are not parties to the proceeding. If the number of directors who are not parties to the proceeding is less than two-thirds of the total number of directors seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending.

(c) The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 2. Insurance. This Corporation shall have the power and shall use its best efforts to purchase and maintain insurance on behalf of any director, officer, or agent of the Corporation, against any liability asserted against or incurred by the director, Officer, or agent in any such capacity or arising out of the director's, officer's, or agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Section 1 of these bylaws; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any director, officer, or agent of the Corporation for any self-dealing transaction.

## ARTICLE X

### MISCELLANEOUS PROVISIONS

Section 1. Amendments. These bylaws may be adopted, amended, or repealed by a majority vote of the entire Board.

Section 2. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the New Mexico Nonprofit Corporation Act shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular.

CERTIFICATE OF SECRETARY

I, the undersigned, the duly elected Secretary of American Women Artists, a New Mexico nonprofit corporation, do hereby certify:

That the foregoing bylaws consisting of 13 pages were adopted as the bylaws of the Corporation by the directors of the Corporation on March 27, 2013, and the same do now constitute the bylaws of said Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 27th day of March 2013.

---

[Signature]

Paula Holtzclaw

---

[Typed Name]

Secretary

EXHIBIT A

**MEMBERS OF THE BOARD**

<b>Name</b>	<b>Term Expires Annual Meeting</b>
Ann Larsen, President	[2013]
Kathrine Lemke Waste, Vice President	[2013]
Paula Holtzclaw, Secretary	[2014]
Judeth Davis, Treasurer	[2014]
Carol Swinney, Immediate Past President	[2013]
Nancy Boren, Past President	[2013]
Bethanne Kinsella Cople, Past President	[2013]

## TABLE OF CONTENTS

	Page
ARTICLE I PRINCIPAL OFFICE .....	1
Section 1. Name of Corporation .....	1
Section 2. Principal Office .....	1
Section 3. Other Offices .....	1
ARTICLE II PURPOSE; DEDICATION OF ASSETS.....	1
Section 1. Corporation is Nonprofit .....	1
Section 2. Specific Purpose .....	1
Section 3. Dedication of Assets .....	1
ARTICLE III MEMBERSHIP .....	2
Section 1. Members .....	2
Section 2. Associates.....	2
ARTICLE IV 2	
Section 1. General and Specific Powers of Directors.....	2
(a) General Corporate Powers .....	2
(b) Specific Powers.....	2
Section 2. Number of Directors .....	3
Section 3. Appointment and Term of Office of Directors; Term Limits .....	3
Section 4. Director Leave of Absence .....	4
Section 5. Vacancies .....	4
(a) Vacancies, Generally .....	4
(b) Resignation .....	4
(c) Removal.....	4
Section 6. Filling of Vacancies .....	5
Section 7. Compensation of Directors.....	5
Section 8. Contracts with Directors and Officers.....	5
Section 9. Loans to Directors and Officers.....	5
ARTICLE V BOARD MEETINGS .....	6
Section 1. Place of Meeting; Meeting by Telephone .....	6
Section 2. Annual Meeting .....	6
Section 3. Special Meetings.....	6

**TABLE OF CONTENTS**  
(continued)

		<b>Page</b>
Section 4.	Notice of Meetings .....	6
Section 5.	Waiver of Notice .....	6
Section 6.	Quorum .....	7
Section 7.	Adjournment.....	7
Section 8.	Notice of Adjournment.....	7
Section 9.	Action Without Meeting .....	7
ARTICLE VI	COMMITTEES .....	7
Section 1.	Committees of Directors.....	7
Section 2.	Executive Committee .....	8
Section 3.	Other Committees of Directors; Advisory Committees .....	8
Section 4.	Meeting and Action of Committees .....	8
ARTICLE VII	OFFICERS .....	8
Section 1.	Officers.....	8
Section 2.	Election of Officers .....	8
Section 3.	Subordinate Officers .....	8
Section 4.	Removal of Officers.....	9
Section 5.	Resignation of Officers.....	9
Section 6.	Vacancies in Office .....	9
Section 7.	Compensation of Officers.....	9
Section 8.	Responsibilities of Officers .....	9
	(a) President.....	9
	(b) Vice President.....	9
	(c) Secretary.....	9
	(d) Treasurer .....	10
ARTICLE VIII	RECORDKEEPING AND REPORTING .....	10
Section 1.	Maintenance of Articles and Bylaws.....	10
Section 2.	Maintenance of Other Corporate Records .....	10
Section 3.	Inspection by Directors.....	10
Section 4.	Public Inspection .....	10
Section 5.	Fiscal Year .....	11

**TABLE OF CONTENTS**  
(continued)

		<b>Page</b>
ARTICLE IX	INDEMNIFICATION AND INSURANCE .....	11
Section 1.	Right to Indemnification.....	11
a.	and administrators of such a person .....	11
Section 2.	Insurance .....	11
ARTICLE X	MISCELLANEOUS PROVISIONS.....	12
Section 1.	Amendments.....	12
Section 2.	Construction and Definitions .....	12