



BYLAWS

A New Mexico Domestic Nonprofit Corporation

1.PURPOSE. The primary purpose of the Corporation is to promote the Placitas artist community by increasing the audience and customer base of the diverse fine arts and crafts created in Placitas, New Mexico. To that end the Corporation contemplates organizing and managing an annual self-guided tour of the studios of Placitas artists who participate in the annual tour (the “Placitas Studio Tour”). The Corporation shall be empowered to engage in such other lawful activities as may be necessary and proper to accomplish the foregoing purpose and for which corporations may be organized under the *New Mexico Nonprofit Corporation Act*.

2.PARTICIPANTS. Artists participating in the Placitas Studio Tour agree to abide by the applicable Rules and Guidelines as approved by the Placitas Studio Tour Board of Directors from time to time. In addition, Artist participation in the Placitas Studio Tour shall be subject to the approval of the Board of Directors and to the applicable requirements established by the Board of Directors with respect to that particular Placitas Studio Tour.

3.NO MEMBERS. The Corporation shall have no members. Except for duly elected and qualified Directors, no person shall have any right to vote on any matter pertaining to the Corporation, including without limitation, the management and governance of the Corporation, the organization and management of the Placitas Studio Tour, and the election of Directors to the Board of Directors.

4.OFFICE. The principal office of the Corporation shall be located at 103 N. Forest Lane, Placitas, NM 87043. The Corporation may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Corporation may find a need for from time to time.

5.BOARD OF DIRECTORS.

5.1. General Powers and Responsibilities.

The business and affairs of the Corporation will be managed by its Board of Directors. All Board members must be a resident of Placitas, New Mexico. The Directors, in all cases, act as a Board and may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation, as they deem proper, not inconsistent with these Bylaws and the laws of the State of New Mexico.

The Board of Directors shall elect all successor Boards and all individuals to fill any vacancy arising on the Board of Directors. As a self-perpetuating Board, Board Members can re-elect their colleagues and/or others to a Board position and has the advantage of determining the needs based on the profile of the present board.

5.2 Number, Tenure and Qualifications.

5.2.1. Number. The Board of Directors shall have up to nine (9), but no fewer than five (5) Board Members. The number of Board Members may be increase beyond nine (9) members by the affirmative vote of a two-thirds majority of the then serving Board of Directors. The number of Directors shall be established from time to time by resolution of the Board of Directors.

Directors shall be elected to hold office until their successors have been elected and qualified as a resident of Placitas, subject to prior death, resignation or removal.

No person may serve more than 5 years in the same position on the Board unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint the member to an additional 5 years.

Board members may move to vacate a Board position, if the majority of the Board, during the Board meeting at which a quorum is present, votes to approve the move.

5.2.2. Removal of Director. A Director may be removed from an office by an affirmative vote of the majority of the remaining Directors taken at a meeting for that purpose.

5.3. Newly Created Directorships and Vacancies.

Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason shall be filled by the method stated under **Article 5, Section 5.2.** above. A Director elected to fill a vacancy caused by resignation, removal or death shall hold office for the unexpired term of his/her predecessor.

5.4. Annual and Regular Meetings.

An Annual Meeting of the Board of Directors shall be held in August of each year for the purpose of installation of Directors and Committees and for the transaction of other business as may come before the meeting. The Board of Directors may designate a place, either within or without of the State of New Mexico, as the place of the meeting and for the Annual Meeting. The Board of Directors may provide, by resolution, the time and place either within or without of the State of New Mexico, for the holding of additional regular meetings as often as necessary, but not less than quarterly, without other notice other than such resolution. If the installation of Directors shall not be held on the date designated herein for any Annual Meeting of the Directors, or at any adjournment thereof, the Board of Directors shall cause the installation to be held at a Special Meeting of the Board of Directors when convenient.

5.5. Special Meetings.

Special Meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, or by any two (2) Directors.

The Chairman or the two (2) Directors calling a Special Meeting of the Board of Directors may fix any reasonable place, either within or without of the State of New Mexico, as the place for holding the Special Meeting of the Board of Directors called by them. The Articles of Incorporation may not be amended, nor may the Corporation be dissolved, unless notice of the proposed amendment or dissolution is given to or waived by each Director.

5.6. Notice.

Notice of any Special Meeting of the Board of Directors shall be given to each Director not less than seventy-two (72) hours prior to such meeting:

5.6.1. By written notice delivered personally, mailed, emailed or by text to such Director at his/her business address or at such address as said Director shall have designated in writing and filed with the Secretary of the Corporation; or by word of mouth, telephone, email or text personally to such Director in each case.

If mailed, the notice shall be deemed delivered when the notice is sent.

5.6.2. Whenever any notice is required to be given to any Director of the Corporation under the Articles of Incorporation or these Bylaws, or provision of any law, a waiver thereof, in writing, signed at any time, either before or after the time of the meeting, by a Director entitled to such notice, shall be deemed equivalent to the giving of such notice.

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting and objects to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any annual, regular or Special Meeting of the Board of Directors need be specified in the notice of waiver or the notice of such meeting, except as otherwise provided for in these Bylaws.

5.7. Quorum.

At any meeting of the Directors, a majority of the number of Directors as stated under **Article 5, Section 5.2.1.**, shall constitute a quorum for the transaction of business at such meetings, but a majority of the Directors present (though less than such quorum) may adjourn the meeting from time to time without further notice.

5.8. Manner of Acting. 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, unless the act of a greater number is required by law or by the Articles of Incorporation and not by these Bylaws.

5.9. Resignation.

A Director may resign at any time by giving notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board and the acceptance of the resignation shall not be necessary to make it effective.

5.10. Board Compensation.

The Board shall receive no compensation other than for reasonable expenses. Directors may receive reimbursement for their expenses, incurred for actual attendance at each regular meeting or Special Meeting of the Board of Directors and/or other expenses incurred by said Director in the course of duties on behalf of the Corporation.

5.11. Presumption of Assent.

A Director of the Corporation who is present at a meeting of the Board of Directors or a committee thereof of which the Director is a member in which any action on any Corporation matter is taken shall be presumed to have assented to the action taken, unless that Director's dissent shall be entered in the minutes of the meeting or unless the Director files written dissent of such action with the person acting as Secretary of the meeting before adjournment thereof or forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

5.12. Mother's Day Placitas Studio Tour.

All members of the Placitas Studio Tour Board of Directors who are able to participate in the Placitas Studio Tour, usually held on Mother's Day weekend, will participate in the Placitas Studio Tour for free.

5.13. Executive and Other Committees.

The Board, by resolution, may create an executive committee and/or such other committees, each consisting of two or more Directors. Each such committee shall serve at the pleasure of the Board of Directors.

5.14. Unanimous Consent Without Meeting.

Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law, to be taken by the Board of Directors or any committee thereof, at a meeting by resolution, may be taken without a meeting if consent in writing, setting forth the action is so taken, shall be signed by all of the Directors entitled to vote with respect to such action.

6. OFFICERS.

6.1. Number.

The Corporation shall have at least a Chair, Secretary and Treasurer and may appoint any other Officers as the Board of Directors may from time to time elect. Such other Officers as the Board of Directors deems necessary may be elected or appointed by the Board of Directors. Any two (2) or more offices may be held by the same person, except the Secretary.

The duties of the Officers shall be those enumerated herein and any further duties designated by the Board of Directors or by law.

6.2. Election and Term of Office.

The Officers of the Corporation shall be elected annually by the Board of Directors at the Annual Meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient.

Each Officer shall hold office until his successor shall have been duly elected or until death, resignation or removal, but no such election or appointment shall be for a term in excess of five (5) years.

6.3. Removal.

Any Officer or agent may be removed by the Board of Directors whenever, in its judgement, the best interest of the Corporation will be served thereby, and such removal shall be without prejudice to any contract rights, if any, of the person so removed. Election or appointment shall not, of itself, create a contract right between the person so elected to the Corporation.

6.4. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors for the unexpired portion of the term or such term as the Board of Directors may designate. At any meeting where an election to fill a vacancy in a position of Officer to the Corporation occurs, any nominees may be added to the slate of candidates placed in nomination by a nominating committee or at the request of the Board member with an accompanying second motion.

6.5. Chairman of the Board.

The Chairman of the Board shall preside at all meetings of the Board of Directors and shall have further and other authority and responsibility and duties as may be granted to or imposed upon the Chairman by the remaining Directors.

6.6. Secretary.

The Secretary, or his/her designee, shall take the minutes of all Board meetings and keep the minutes of all such meetings on file in hard copy or electronic format.

The Secretary will be the custodian of the corporation records, and perform all other duties and exercise authority as from time to time may be designated or assigned to the Secretary by the Board of Directors.

6.7. Treasurer.

It shall be the responsibility of the Treasurer to keep and maintain adequate and accurate accounts of all properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation, whenever requested by the Board. The Treasurer shall maintain an account of all the treasurer's transactions as Treasurer and of the financial condition of the Corporation and, in general, perform all duties incident to the office of Treasurer and have other such duties as from time to time may be delegated or assigned to the Treasurer by the Board of Directors.

The Treasurer will provide all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession to the Chairman of the Board upon resignation, retirement, or removal of office.

6.8. Committees.

6.8.1. Committees of Directors. The Board of Directors may, by resolution, adopted by the majority of directors then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these Bylaws. Each such committee shall consist of two (2) or more directors, and may include persons who are not on the Board but whom the directors believe to be reliable, trustworthy, respectful and competent to serve on a specific committee. However, any committees exercising any authority of the Board of Directors may not have any non-director members. The Board may designate one or more alternate volunteers of any committee who may replace any absent volunteer at any meeting of the committee. The appointment of volunteers or alternate volunteers of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution may:

- a) Approve of any action, that pursuant to applicable Law, would also require the affirmative vote of the members of the Board if this were a membership vote.
- b) Fill vacancies on, or remove the members of, the Board of Directors or any committee that has the authority of the Board.
- c) Fix compensation of the directors serving on the Board or any committee.
- d) Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws.
- e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or irrepealable.
- f) Appoint any other committees of the Board of Directors or their members/volunteers.

- g) Approve a plan, merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably

all of the property and assets of the Corporation otherwise than in the usual and regular course of its business, or revoke any such plan.

- h) Approve any self-dealing transaction, except as provided pursuant to law. Unless otherwise authorized by the Board of Directors, no committee shall compel the Corporation in a contract or agreement or expend Corporation funds.

7. CONTRACTS, LOANS, CHECKS AND DEPOSITS.

7.1 Contracts.

The Board of Directors may authorize any Officer or Officers or agent or agents to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation. Such authorization may be general or confined to specific instances.

7.2. Loans.

The Board of Directors will not authorize borrowed money under any circumstances.

7.3. Checks, Drafts, etc.

All checks, drafts, or other orders for the payment of money and notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers or agents of the Corporation. This may be done in such a manner, including by means of facsimile signatures, as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

7.4. Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

8. OFFICER'S AND DIRECTORS' LIABILITY AND INDEMNITY.

Each Director or Officer, or former Director or former Officer of the Corporation, or any person who may have served at its request as a Director or Officer of another Corporation of which it is a creditor, will be indemnified by the Corporation against all liability, costs and expenses, including but not limited to attorney's fees and costs, reasonably imposed upon or incurred by her or him in connection with or arising out of any action, suit, proceeding or appeal in which she or he may be involved or to which she or he may be a party by reason of being or having been a Director or Officer of the Corporation. Such expenses to include the cost of reasonable settlement, including without limitation reasonable attorneys' fees and costs (other than amounts paid to the Corporation itself), made with a view to curtailment of costs of litigation; provided, however, that any such Director, Officer or person will not be entitled to indemnification in relation to matters as to which she or he shall be finally adjudged in such action, suit, proceeding or appeal to be liable for improperly receiving personal benefit.

Such indemnification shall not be deemed exclusive of any other rights to which those indemnify its Directors and Officers to the fullest extent permitted by law or by contract.

The Corporation may pay for or reimburse any reasonable expense incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding; provided that the Director furnish both a written affirmation of her or his good faith belief that she or he has met the applicable standard of conduct as required by law.

In addition, he/she will furnish a written undertaking, either personally or on her or his behalf, that the advance will be repaid if it is ultimately determined that the Director did not meet the proper standard of conduct.

A Director's or Officer's personal liability to the Corporation for monetary damages is eliminated for any act or omission committed as a director or Officer occurring after the effective date of the Articles of Incorporation; provided, that the personal liability of a director is not eliminated or limited for:

- (a) Any breach of the Director's duty of loyalty to the Corporation;
- (b) acts or omissions not in good faith or which involved intentional misconduct or a knowing violation;
- (c) any unlawful distribution; or
- (d) any transaction from which the Director involved derived an improper personal benefit.

9. FISCAL YEAR.

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December each year.

10. AMENDMENTS.

10.1 Amendments by Directors.

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors by an affirmative vote of the majority of the number of Directors present at any meeting at which a quorum is in attendance.

10.2. Implied Amendments.

Any action taken or authorized by the Board of Directors which would be inconsistent with the Bylaws then in effect but which is taken or authorized by an affirmative vote of not less than the number of Directors required to amend the Bylaws so that the Bylaws shall be consistent with such action shall be given the same effect as though the Bylaws had been temporarily amended or suspended only so far as necessary to permit the specific action so taken or authorized.

11. DIVIDENDS.

11.1. Dividends.

No dividends or profits shall be declared to any Director, Officer or employee of the Corporation.

The income of the Corporation shall be applied, distributed or donated in the accordance with the Articles of Incorporation or with these Bylaws, as determined by the Board of Directors.

ADOPTED this _____ day of _____

Mary Hofmann, Secretary/Director

Lisa Avila, Director

Kay Naranjo, Director

Lani Hitchens, Director

Mary Hofmann, Director

Nancy Holley, Director

Susan Meilahn, Director

Dana Patterson Roth, Director