

**CERTIFICATE OF INCORPORATION OF
TAOS CENTER FOR THE ARTS, INC.**

As Amended - February 11, 2001

ARTICLE I. NAME

1. The name of this corporation shall be the Taos Center for the Arts, Inc. (TCA)

ARTICLE II. PLACE

1. The principal office is to be located in the town of Taos, County of Taos, State of New Mexico. The name of the statutory agent is Carol A. Neelley, 5433 NDCBU, Taos, New Mexico 87571, or such person as may be designated from time to time.

ARTICLE III. PURPOSES

1. To serve residents of Taos County New Mexico by supporting visual and performing arts in Taos County, New Mexico.
2. To develop a closer relationship between the artists and between the artists and the community.
3. To further art education for the artists, art students, and laymen.
4. To promote and support all activities for the welfare of the collective artists and laymen.
5. To publicize each event planned by the corporation, stressing the understanding and appreciation of the artists of the community.

6. To cooperate with museums, educational institutions, historical societies, and other organizations in developing and preserving the artistic, historical and cultural resources of the southwest in general and New Mexico in particular.

7. To own and operate an art museum, and/or historical museum, and/or art gallery, and/auditorium.

8. To provide funds for scholarships for deserving students.

9. To be conducted and operated not for profit but exclusively for charitable, scientific, literary, historical and art educational purposes, so that no part of its earnings shall inure to the private benefit of any member or individual having a personal or private interest in the activities of the corporation.

10. To undertake, promote, develop and carry on any of the projects falling within the category above described of every kind, nature and description.

11. To accept by gift, devise, bequest, or otherwise, property of every kind and description without limitation as to amount. Recipient can be designated.

12. To purchase, acquire, lease, hold, invest, use, mortgage, pledge, sell, assign, transfer, or otherwise dispose of the principal and income of funds and property of every kind and description, and in particular, lands, money, buildings, mortgages, shares, stocks, debentures, securities, concessions, policies, notes, book debts, claims and any interest in property which may be necessary or convenient for

the use and maintenance of this corporation.

13. To enter into, make, perform, and carry out contracts of every kind for any of the purposes herein set forth, without limit as to amount, with any person, firm, association, or corporation of any and all states, districts and territories in or colonies of the United States, or any and all foreign countries, subject always to the laws of such state, district, territory, colony or country.

14. To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein before set forth, either alone or in association with other corporations, firms, or individuals and to do other act of acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

15. The foregoing clauses shall be construed as both objectives and powers, and the foregoing enumeration of specific objectives and powers shall not limit or restrict in any manner the objectives and powers of this corporation; the objectives and powers specified in this Certificate shall, except where expressly, be in no ways limited or restricted by inference from the terms in any other clause in any other part of the Certificate, but the objectives and powers specified in each of the clauses of this Certificate shall be regarded as independent and separate objectives and powers of this corporation.

ARTICLE IV. CAPITAL STOCK

1. The corporation shall have no capital stock and no profit shall be made by, or dividends declared to, the members of the corporation or to anyone else.

ARTICLE V. TERM

1. The corporation shall exist in perpetuity or until such time as it is dissolved under the terms of article XV of these articles.

ARTICLE VI. INDEMNIFICATION

1. The private property of the members, directors, and officers of the corporation shall not be subject to the payment of corporate debts.

ARTICLE VII. MEMBERSHIP

1. Membership of the Taos Center for the Arts, Inc. shall include artists, laymen, corporations and businesses.

2. Members in good standing shall constitute the membership of the Taos Center for the Arts, Inc. A member is defined as one who is at least 18 years of age and whose dues have been paid for a minimum of sixty days. Memberships are for twelve months from date of payment of annual dues.

3. Members may voluntarily withdraw from the association. Their membership is terminated by death. Members may be suspended or expelled by the Board of

Directors for non-payment of dues or for conduct improper or prejudicial to the association.

ARTICLE VIII. DIRECTORS AND OFFICERS

1. DIRECTORS

a. The Board of Directors shall consist of not less than three nor more than twenty-five members. All officers and directors shall be members in good standing and shall hold office until their successors are duly elected and qualified.

b. The original Board of Directors shall be elected for terms as follows: Two for one year, two for two years, and two for three years. Thereafter Directors of the corporation shall be elected by a majority vote of existing directors for a term of three years. In the case of vacancies, Directors will be selected by the existing Board of Directors to fill unexpired terms until the next annual meeting.

c. A majority of the Board of Directors shall constitute a quorum for holding a regular or special meeting of the Board of Directors.

d. Failure of any board member to attend three consecutive meetings without notification to the Secretary or President prior to the meetings shall constitute a resignation from the Board of Directors.

2. OFFICERS

a. Officers of the corporation shall consist of a President, Vice-President, Secretary and Treasurer.

b. Officers shall be elected for a period of one year by a majority of the Board of Directors, at a regular annual meeting of the Board. In the case of vacancies, the Board of Directors may fill the unexpired terms of Officers until the next annual meeting.

ARTICLE IX. COMMITTEES

1. The Board may, from time to time, establish committees to assist the Board. Committees may consist of any number but shall include at least one Director who shall act as liaison with the Board of Directors.

2. The President shall appoint the chairperson and members of each committee with the approval of the Board.

3. The action of any committee shall be subject to the approval of the Board of Directors.

4. Committees shall serve in an advisory capacity to the Board of Directors and shall make a report to the Board at each Board meeting.

ARTICLE X. MEETINGS

1. Board of Directors: Meetings of the Board of Directors shall be called on a regular basis. Special meetings of the Board may be called by the President.

2. Membership at Large: There shall be an annual meeting of the membership

at large at least once per year, in the Town of Taos. Special meetings of the membership at large may be called by the President.

3. Committees: Meetings of committees, standing or otherwise, may be held ad hoc at the discretion of the members and chairpersons of each committee.

ARTICLE XI. NOMINATIONS

1. There shall be appointed by the President a Nominating Committee to consist of not less than three and not more than five Board members. This committee shall be appointed by the President at least two months prior to the annual meeting of the membership at large.

2. Nominations shall be made by the Nominating Committee at least one month prior to the meeting of the membership at large.

ARTICLE XII. PROCEDURES

1. All matters of business of the corporation, which are the province of the Board of Directors who administer all matters of policy and direct all activities of the Corporation, shall conform to Robert's Rules of Order.

ARTICLE XIII. FINANCIAL TRANSACTIONS

1. Except as otherwise required by law, or by the Bylaws of the corporation, the Board of Directors may authorize any officer or officers, agent or agents, to execute and deliver any contract or instrument in the name of the Corporation or on its behalf.

2. All checks, drafts and other orders for the payment of money shall be signed

or endorsed, except endorsements for collections, for the account of the Corporation or for deposit to its credit, by any such officer or officers, agent or agents, of the Corporation, and in such manner as shall, from time to time, be determined by resolution of the Board of Directors.

3. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation or otherwise as the Board of Directors of the Corporation, or an Officer thereof to whom the power in that respect shall have been delegated by the Board of Directors, shall direct.

4. The Board of Directors may from time to time authorize the opening and keeping of general and special bank accounts. The Board of Directors may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of the Bylaws of the corporation, as may be deemed expedient.

ARTICLE XIV. SEAL

1. The Board of Directors shall provide a proper corporate seal which shall be in the form of a circle and bear the full name of the Corporation and the words and figures, "Corporate Seal, 1953, New Mexico", or words and figures of similar import.

ARTICLE XV. LIQUIDATION OF CORPORATION

1. In the event of the liquidation, dissolution, or winding up the corporation, whether voluntary, involuntary or by operation of law, except as may be provided by law, the Directors of the Corporation shall have the power to dispose of the total assets of the Corporation in such manner as they, in the exercise of an absolute and

uncontrollable discretion, may by a majority vote determine; provided, however, that such disposition shall be calculated exclusively to carry out the objectives and purposes for which the Corporation is formed.

ARTICLE XVI. AMENDMENTS

1. Amendments to the Articles of Incorporation or to the Bylaws may be made by a majority of the full Board of directors voting in person or by written proxy. At any meeting where amendments to Articles of Incorporation or Bylaws may be considered, a written notice must be mailed to each Director at least thirty days in advance of the meeting date and the proposed amended Articles of Incorporation or bylaws shall be available for examination at the office of the Corporation during office hours at least thirty days in advance of the meeting.

ARTICLE XVII. INCORPORATORS


1. The names and places of residence of each of the original incorporators to this Certificate of Incorporation shall be as follows:

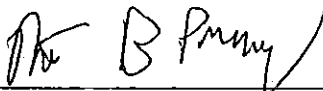
Emil Bisttram	Taos, New Mexico
Chas. H. Reynolds	Taos, New Mexico
Perry A. Moore	Taos, New Mexico
Bert A. Phillips	Taos, New Mexico
Floyd W. Beutler	Taos, New Mexico
Raymond J. Quinn	Taos, New Mexico
Ted Egri	Taos, New Mexico
Gisella Loeffler	Taos, New Mexico
Gene Kloss	Taos, New Mexico
Regina T. Cooke	Taos, New Mexico
Max L. Ilfeld	Taos, New Mexico
Jack K. Boyer	Taos, New Mexico
J.P. Hughston	Taos, New Mexico

Signed and witnessed by Jack A. G. Berrenberg, Notary Public. April 23, 1953

As amended by the general membership at the annual meeting of the membership on April 20, 1982.

As amended by the general membership by a vote of 52 to 12 at the annual meeting of the membership on February 11, 2001.


Doug Smith, President


Robert B. Pokorney, Acting Secretary

TAOS ART ASSOCIATION CERTIFICATE OF INCORPORATION AND BY-LAWS
April 29, 1965 retyped May, 1974

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CERTIFICATE OF INCORPORATION OF
TAOS ART ASSOCIATION, INC.

We, the undersigned, in order to form a corporation for the purposes herein stated, under and pursuant to the provisions of the general corporation laws of the State of New Mexico, and Acts amendatory thereto and supplemental thereto, do agree to become the original incorporators of this corporation as herein set forth and do hereby certify as follows:

ARTICLE I. Name

1. The name of this corporation shall be The Taos Art Association, Inc.

ARTICLE II. Place

1. The principal office is to be located in the town of Taos, County of Taos, State of New Mexico. The name of the statutory agent is R. Howard Brandenburg, Box 1096, Taos, New Mexico.

ARTICLE III. Purposes

The objectives of the corporation and purposes proposed to be transacted, promoted, or carried on by it, are as follows:

1. To develop a closer relationship between the artists and between the artists and the community.
2. To further art education for the artists, art students, and laymen.
3. To promote and support all activities for the welfare of the collective artists and laymen.
4. To publicize each event planned by the corporation, stressing the understanding and appreciation of the artists in the community.
5. To cooperate with museums, educational institutions, historical societies, and other organizations in developing and preserving the artistic and historical and cultural resources of the southwest in general, and New Mexico in particular.
6. To own and operate an art museum and/or historical museum and/or art gallery and/or auditorium.***
7. To provide funds for a scholarship for deserving students.
8. To be conducted and operated not for profit but exclusively for charitable, scientific, literary, historical and art educational purposes, so that no part of its net earnings shall inure to the private benefit of any member or individual having a personal or private interest in the activities of the corporation.
9. To undertake, promote, develop, and carry on any of the projects falling within the category above described of every kind, nature, and description.

10. To accept by gift, devise, bequest, or otherwise, property of every kind and description without limitation as to amount.

11. To purchase, acquire, lease, hold, invest, re-invest, use, mortgage, pledge, sell, assign, transfer, or otherwise dispose of the principal and income of funds and property of every kind and description, and in particular, lands, money, buildings, mortgages, shares, stocks, debentures, securities, concessions, policies, notes, book debts, claims and any interest in property which may be necessary or convenient for the use and maintenance of this corporation.

12. To enter into, make, perform, and carry out contracts of every kind for any of the purposes herein set forth, without limit as to amount, with any person, firm, association, or corporation of any and all states, districts, and territories in or colonies of the United States, or in any and all foreign countries, subject always to the laws of such state, district, territory, colony, or country.

13. To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

14. The foregoing clauses shall be construed as both objectives and powers, and the foregoing enumeration of specific objectives and powers shall not limit or restrict in any manner the objectives and powers of this corporation; the objectives and powers specified in this Certificate shall, except where expressly limited, be in no wise limited or restricted by inference from the terms in any other clause in any other part of this Certificate, but the objectives and powers specified in each of the clauses of this Certificate shall be regarded as independent and separate objectives and powers of this corporation.

ARTICLE IV. Capital Stock

1. The corporation shall have no capital stock and no profit shall be made by, or dividends declared to, the members of the corporation or to anyone else.

ARTICLE V. Term

1. The corporation shall exist for a term of 50 years.

ARTICLE VI. Indemnification

1. The private property of the members, directors, and officers of the corporation shall not be subject to the payment of corporate debts.

ARTICLE VII. Membership

1. Membership of the Taos Art Association, Inc. shall include artists and laymen.
2. Members in good standing shall constitute the voting membership of the Taos Art Association, Inc.
3. Every member of the association in good standing has one vote, no matter what form of membership he holds.
4. All membership dues shall be paid annually, in advance.
5. Members may voluntarily withdraw from the association. Their membership may be terminated by death. Members may be suspended or expelled by the Board of Directors for non-payment of dues or for conduct improper or prejudicial to the association.

ARTICLE VIII. Directors and Officers

1. DIRECTORS

a. The Board of Directors shall consist of twelve directors, of which six shall be officers, and the immediate past president as a member ex officio. At least three of the officers and directors, but no more than six, must be professional artists, defined as those who devote full time to their profession and earn their livelihood thereby.

b. The original Board of Directors shall be elected for terms as follows: two for one year, two for two years, and two for three years. Thereafter directors of the association shall be elected at the annual meeting of the membership at large for a term of three years, by a majority of those present and voting; or, in the case of vacancies, by the Board of Directors, to fill our unexpired terms.

c. A majority of the Board of Directors shall constitute a quorum for holding a regular or special meeting of the Board of Directors.

d. Failure of any board member to attend three consecutive meetings without notification to the corresponding secretary prior to the meetings shall constitute a resignation from the Board of Directors.

2. OFFICERS.

a. Officers of the association shall consist of a President, First Vice-President, Second Vice-President, Corresponding Secretary, Recording Secretary, and Treasurer.

b. Officers shall be elected for the period of one year, at the regular annual meeting of the membership at large, by a majority of members present and voting; or, in the case of vacancies, by the Board of Directors. The officers and directors shall be elected by a

majority vote of members present, who are entitled to vote at the general meeting. No person shall be eligible for election or reelection as director or officer unless he has been a member in good standing of the Taos Art Association, Inc. for a least one full year prior to the election or appointment. Vacancies for any office will be filled by the Board of Directors for the unexpired term.

ARTICLE IX. Committees

1. The following committees will be standing: Art Gallery Committee, Buildings and Grounds Committee, Hostess and Entertainment Committee, Education Committee, Executive Committee, Finance Committee, Membership Committee, Publicity Committee, Regulations and By-Laws Committee, Theater Committee. All committees, with the exception of the Nominating Committee, shall consist of any number of members deemed advisable, including one director of the association, who shall serve as co-ordinator.

2. The Board of Directors may, from time to time, establish and appoint such other special, temporary, or ad hoc committees as they may deem necessary and advisable.

3. The action of any committee of the corporation shall be subject to the approval of the Board of Directors who may, in their discretion, disapprove any action of any committee which they deem detrimental to the best interests of the corporation.

ARTICLE X. Meetings

1. BOARD OF DIRECTORS. Meetings of the Board of Directors shall be called monthly on a regular basis, or as special meetings called by the president, board members, or the membership at large.

2. MEMBERSHIP AT LARGE. There shall be an annual meeting of the membership at large at least once a year, in the Town of Taos. Special meetings of the membership at large may be called by the president, board members, or the membership at large.

3. COMMITTEES. Meetings of the committees, standing or otherwise, may be held ad hoc, and at the discretion of the members and chairmen of each committee.

ARTICLE XI. Nominations

1. There shall be appointed anominating committee, to consist of not less than three nor more then five members, at least one month prior to the holding of the annual meeting of the membership at large.

2. Nominations shall be made by the Nominating Committee at least two weeks prior to the meeting of the membership at large.

3. Nominations may be made from the floor of the meeting of the membership at large.

ARTICLE XII. Procedures

1. All matters of business of the association, which are the province of the Board of Directors who administer all matters of policy and direct all activities of the corporation, shall conform to Roberts Rules of Order.

ARTICLE XIII. Financial Transactions

1. Except as otherwise required by law, or by the by-laws of the association, the Board of Directors may authorize any officer or officers, agent or agents, to execute and deliver any contract or instrument in the name of the corporation, or on its behalf.

2. All checks, drafts, and other orders for the payment of money, shall be signed or endorsed, except endorsements for collections, for the account of the corporation or for deposit to its credit, by any such officer or officers, agent or agents, of the corporation, and in such manner as shall, from time to time, be determined by resolution of the Board of Directors.

3. All funds of the corporation, not otherwise employed, shall be deposited from time to time to the credit of the corporation or otherwise, as the Board of Directors of the corporation, or an officer thereof to whom the power in that respect shall have been delegated by the Board of Directors, shall direct. The First State Bank of Taos, Taos, New Mexico, shall be the depository of the funds of the corporation.

4. The Board of Directors may, from time to time, authorize the opening and keeping of general and special bank accounts with the depository bank. The Board of Directors may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of the by-laws of the association, as may be deemed expedient.

ARTICLE XIV. Seal

1. The Board of Directors shall provide a proper corporate seal, which shall be in the form of a circle and bear the full name of the corporation and the words and figures, "Corporate Seal, 1953, New Mexico", or words and figures of similar import.

ARTICLE XV. Liquidation of Corporation

1. In the event of the liquidation, dissolution, or winding up of the corporation, whether voluntary, involuntary, or by operation of law, except as may be provided by law, the directors of the corporation shall have the power to dispose of the total assets of the corporation in such a manner as they, in the exercise of an absolute and uncontrolled discretion, may by a majority vote determine; provided, however, that such a disposition shall be calculated exclusively to carry out the objectives and purposes for which the corporation is formed.

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ARTICLE XVI. Amendments

1. Amendments to the Articles of Incorporation or to the By-Laws may be recommended by the Board of Directors, but must be ratified by a majority of members in good standing present at any regular or special meeting of the membership at large, provided all members shall have received notice in writing two weeks before the meeting.

ARTICLE XVII. Incorporators

1. The names and places of residence of each of the original incorporators to this Certificate of Incorporation shall be as follows:

- Emil Bisttram	Taos, New Mexico
- Chas. H. Reynolds	Taos, New Mexico
- Perry A. Moore	Taos, New Mexico
- Bert A. Phillips	Taos, New Mexico
- Floyd W. Beutler	Taos, New Mexico
- Raymond J. Quinn	Taos, New Mexico
- Ted Egri	Taos, New Mexico
- Gisella Loeffler	Taos, New Mexico
- Gene Kloss	Taos, New Mexico
- Regina T. Cooke	Taos, New Mexico
- Max L. Ilfeld	Taos, New Mexico
- Jack K. Boyer	Taos, New Mexico
- J. P. Brandenburg	Taos, New Mexico

signed and witnessed by
Jack A. G. Berrenberg, Notary Public
April 23, 1953

BY-LAWS OF THE TAOS ART
ASSOCIATION, INC.

ARTICLE I. Members

1. Membership of the Taos Art Association, Inc. shall include artists and laymen.
2. Such persons, without limit to number, who are interested in the objectives and purposes of this corporation, and have paid or subscribed to the membership dues, as prescribed in these By-Laws, may be enrolled as members of the corporation.
3. Members in good standing shall constitute the voting membership of the Taos Art Association, Inc. A member in good standing is defined as one who is 21 years of age and whose dues are current as of the previous December 31.
4. Every member of the association in good standing has one vote, no matter what form of membership he holds. Memberships are classified as follows: single \$10.00 per year, family \$15.00 per year, sustaining \$25.00 per year, patron \$50.00 per year, life \$500.00. Membership other than single may be taken out in the name of no more than two persons each of whom shall be entitled to one vote. *** (The only change made was in the single and family memberships which were raised from \$6.00 to \$10.00, and from \$10.00 to \$15.00, respectively.)
5. All membership dues shall be paid annually, in advance.
6. Any member may voluntarily withdraw from membership in the Taos Art Association, Inc. Membership in the association shall be terminated by death, except as otherwise provided by law, the Articles of Incorporation, or these By-Laws. Any member may be suspended or expelled by the Board of Directors for non-payment of dues; or for conduct improper or prejudicial to the association, upon the filing of written charges, due notice, and a fair and impartial hearing before the Board of Directors.

ARTICLE II. Directors

1. The Board of Directors shall consist of twelve directors, of which six shall be officers, and the immediate past president. All officers and directors shall be members in good standing of the association and they shall hold office until their successors are duly elected and qualified. The past president shall be a member of the Board of Directors ex officio. At least three of the officers and directors, but no more than six, must be professional artists, defined as those who devote full time to their profession and who earn their livelihood thereby.
2. The officers and directors shall be elected by a majority vote of members present who are entitled to vote at the general meeting. No person shall be eligible for election or re-election as director or officer unless he has been a member in good standing of the Taos

Art Association, Inc. for at least one full year prior to the election or appointment. Vacancies for any office will be filled by the Board of Directors for the unexpired term.

3. A majority of the Board of Directors shall constitute a quorum for holding a regular or special meeting of the Board of Directors.

4. Failure of any Board member to attend three consecutive meetings without notification to the corresponding secretary prior to the meetings shall constitute a resignation from the Board.

5. Vacancies occurring in the membership of the Board of Directors, from whatever cause arising, may be filled by a majority vote of the remaining officers and directors, although less than a quorum, at a regular or special meeting of the Board; or, at the discretion of the Board, by a meeting of the membership at large at a regular or special meeting called for this purpose.

* 6. The Board of Directors shall have the power to create and eliminate jobs and job titles when occasion demands.

ARTICLE III. Officers

1. The officers of this association shall consist of a President, a First Vice-President, a Second Vice-President, a Recording Secretary, a Corresponding Secretary, and a Treasurer, each of whom shall be a member of the Board of Directors, and each of whom shall be elected in the manner prescribed in the Articles of Incorporation and these By-Laws. All officers shall be members in good standing of the association and shall hold office until their successors are duly elected and qualified.

2. The President shall, when present, preside at all meetings of the Board of Directors, and all meetings of the members; he shall have the power to call special meetings of the members of the Board of Directors for any purpose, or purposes, appoint and discharge employees and agents of the corporation and fix their compensation, subject to approval of the Board of Directors; he shall make and sign contracts and agreements in the name of and on behalf of the corporation, subject to the approval of the Board of Directors; he shall have the general management and control of the business and affairs of the corporation; and he shall generally do and perform all acts incident to the office of president, which are authorized or required by law. The President shall be an ex officio member of all committees.

3. The First Vice-President shall, in the absence of, or incapacity of, the President, preside over meetings of the Board of Directors and members and shall perform such other duties as may be authorized from time to time by the Board of Directors.

4. The Second Vice-President shall, in the absence or incapacity of both the President and the First Vice-President, preside over meetings of the Board of Directors and members and shall perform such other duties as may be authorized from time to time by the Board of Directors.

5. The Recording Secretary shall keep the minutes of the Board of Directors' and members' meetings; have charge of the minutes books of the corporation; affix the seal of the corporation to documents when authorized to do so; and perform all duties usual to that office.

6. The Corresponding Secretary shall be responsible for all correspondence relating to the business of the corporation. He shall receive all communications addressed to the corporation, or any officer thereof, and shall see that they are properly answered by the proper person. He shall keep and properly file all incoming correspondence and copies of all outgoing correspondence. He shall retain and file all receipted bills. He shall be responsible for sending out all notices required by law, the Articles of Incorporation, and these By-Laws, and shall make certificates of mailing of such notices. He shall do and perform other duties such as the Board of Directors may, from time to time, authorize and require.

7. The treasurer shall perform all of the duties customary to that office and shall have the care and custody of the funds and securities of the corporation. He shall have the general supervision of the books of account and shall give such bond for the faithful performance of his duties as the Board of Directors shall require.

ARTICLE IV. Committees

1. The following committees will be standing: Art Gallery, Buildings and Grounds, Education, Executive, Finance, Hostess and Entertainment, Membership, Publicity, Regulations and By-Laws, Theater. All committees, with the exception of the Nominating Committee, shall consist of any number of members deemed advisable, including one director of the association, who shall serve as coordinator.

2. The Board of Directors shall appoint the members of each committee and their chairmen; all of whom shall serve until the next annual meeting of the membership at large or, in the case of vacancies from whatever causes arising, their successors shall have been appointed and qualified.

3. Any vacancies on committees, from whatever cause arising, shall be filled by the Board of Directors.

4. Functions of committees:

a. ART GALLERY COMMITTEE. It shall be the function of the Art Gallery Committee to plan, invite, catalogue, display, dismantle all exhibitions of paintings, sculpture, graphic arts, crafts, and the like, local, regional, national, or international; and, generally, to administer the art gallery, subject to the approval and authorization and direction of the Board of Directors.

b. BUILDINGS AND GROUNDS COMMITTEE. It shall be the duty of the Buildings and Grounds Committee to regularly inspect, supervise, and cause to be properly maintained the grounds and buildings of the

c. EDUCATION COMMITTEE. It shall be the duty of the Education Committee to plan and carry into effect all of the educational activities of the corporation, including lectures, movies, slide programs, sketch classes, field trips, and the like, to provide suitable accommodations and facilities therefor, to arrange for demonstrations and workshop rooms; to cooperate and work with other organizations and institutions in the exchange of educational material dealing with art and history; and, generally, to promote the educational functions and purposes of the corporation.

d. EXECUTIVE COMMITTEE. The Executive Committee may be appointed whenever it is deemed advisable by the Board of Directors, and will consist of at least three members of the Board of Directors, and shall have such powers during the interim period between meetings of the Board of Directors as the Board of Directors shall delegate to the committee.

~~X~~ e. FINANCE COMMITTEE. It shall be the duty of the Finance Committee to prepare and submit to the Board of Directors, at the beginning of the fiscal year, an annual budget of anticipated income and operating expenses, which budget shall be reviewed and may be reviewed quarterly, as well, to devise ways and means of procuring funds necessary to operate the plant and facilities of the corporation, to procure necessary financing for capital development; and, generally, to supervise the raising and expending of the funds of the corporation, subject to the approval of the Board of Directors.

f. HOSTESS AND ENTERTAINMENT COMMITTEE. It shall be the function of the Hostess and Entertainment Committee to plan and provide entertainment for the members and guests of the corporation on any and all appropriate occasions.

g. MEMBERSHIP COMMITTEE. The Membership Committee shall have the duty to solicit new members through personal contact, correspondence, or any other means, not inconsistent with state or federal laws, or the creed of the corporation. It shall maintain records of current membership. It shall assist, and be assisted by, all other committees when the cooperation of the entire membership is required.

h. NOMINATING COMMITTEE. The Nominating Committee shall consist of not less than three nor more than five members and shall be appointed by the Board of Directors at least one month prior to each annual meeting of the members. Its duties shall be to select and submit to the members, within the time provided by the Articles of Incorporation and these By-Laws, the names of one or more members as nominees for each office of the corporation and each vacancy on the Board of Directors occurring by reason of the termination of the elective term of any non-officer member of the Board of Directors.

i. PUBLICITY COMMITTEE. It shall be the duty of the Publicity Committee to create, plan, and execute all local, regional, national,

or international publicity of whatsoever kind or nature to stimulate interest in and support of the activities of the corporation.

j. REGULATIONS AND BY-LAWS COMMITTEE. It shall be the responsibility of the Regulations and By-Laws Committee to keep all copies of the Articles of Incorporation and the By-Laws in current good order, to insert at all appropriate places all changes in the By-Laws of the Association, and to originate, review, and recommend all changes in by-laws to the association.

k. THEATER COMMITTEE. The Theater Committee shall be responsible for the use of the theater, and shall concern itself with the maintenance of the theater. The committee shall, in conjunction with the Little Theater of Taos, Inc., work with local and out-of-town performing groups.

i. The Board of Directors may, from time to time, establish and appoint such other special, temporary, or ad hoc committees as they may deem necessary and advisable.

5. The action of any committee of the corporation shall be subject to the approval of the Board of Directors who may, in their discretion, disapprove any action of any committee which they deem detrimental to the best interest of the corporation.

ARTICLE V. Meetings

1. BOARD OF DIRECTORS.

a. Each newly elected Board of Directors may hold its first meeting for the purpose of organization and the transaction of business, if a quorum be present, immediately after the Annual Meeting of the members.

b. Thereafter, it shall hold a regular monthly meeting at such times and places designated, on written notice from the Corresponding Secretary.

c. Special meetings of the Board of Directors may be called at the behest of the President or at the request of a majority of board members, one day's notice of which shall be given in person, by mail, or by telephone. Anything in these By-Laws to the contrary notwithstanding, a waiver of notice of any meeting, signed by all directors and officers, shall in all respects be valid and equivalent to notice thereof.

2. MEMBERSHIP AT LARGE.

a. There shall be a regular meeting of the membership at large of the association at least once a year, during the month of April, at a date and hour to be selected by the Board of Directors. All regular annual meetings of the members shall be held in the town of Taos, in the State of New Mexico.

b. Special meetings of the membership at large may be called at any time, when necessary, by the President; upon his own request; or upon the written request of any twenty-five members, or upon the written request of any five directors, stating the time and place of such meeting and the purpose of the meeting, on written notice to each member, at least one week before the holding of the meeting. All notices shall be addressed to each member at his last-known post office address, as disclosed by the records of the corporation.

c. Twenty-five members shall constitute a quorum for the holding of a regular or special meeting of the membership at large.

d. If less than a quorum shall be in attendance at any meeting, at the time for which the meeting shall have been called, the meeting may be adjourned, from time to time, by a majority vote of the members present, without any further notice other than by announcement at the meeting, until a quorum shall be present. Any meeting at which a quorum is present, may, also, be adjourned, in like manner, for such time and upon such call, as shall be determined by a majority vote of those present.

e. Every member in good standing shall be entitled to one vote, regardless of the type of membership he holds.

f. At the annual meeting of the membership at large, there shall be presented a report by the President, showing the whole amount of real and personal property owned by the corporation, where located, where and how invested, the amount and nature of the property acquired during the fiscal period immediately preceding the date of the report, and the manner of acquisition; the amount applied, appropriated, or expended during the fiscal year immediately preceding such date, and the purposes, objectives, or persons to or for whom such applications, appropriations, and expenditures have been made; and the names and places of residence of persons who have been admitted to membership in the corporation, during the fiscal year immediately preceding such date. This report shall be filed with the records of the corporation and an abstract entered in the minutes of the proceedings of the Annual Meeting.

3. COMMITTEES. Meetings of the committees, standing or special, may be held ad hoc, and at the discretion of the members of such committees and their chairman.

ARTICLE VI. Financial Transactions

1. Except as otherwise required by law, or these By-Laws, the Board of Directors may authorize any officer or officers, agent or agents, to execute or deliver any contract or instrument in the name of the corporation or on its behalf.

2. All checks, drafts, and other orders for the payment of money, shall be signed or endorsed, except endorsements for collection for the account of the corporation or for deposit to its credit, by any such officer or officers, agent or agents, of the corporation, and

in such manner as shall be, from time to time, determined by resolution of the Board of Directors.

3. All funds of the corporation, not otherwise employed, shall be deposited from time to time to the credit of the corporation or otherwise as the Board of Directors of the corporation, or any officer thereof to whom the power in that respect shall have been delegated by the Board of Directors, shall direct. For the purpose of deposit and for the purpose of collection for the account of the corporation, checks, drafts, and other orders for the payment of monies, which are payable to the order of the corporation, may be endorsed, assigned, and delivered by any officer or agent of the corporation. *The First State Bank of Taos shall be the depository of this organization as to any checking account or similar account needed for current deposits and withdrawals. All funds other than those being used for current operating expenses shall be kept in an interest-bearing account and for this purpose either the First State Bank of Taos or The First Northern Savings and Loan Association, or any other bank or financial institution suitably insured by an agency of the United States government, having an office in northern New Mexico, approved by the Board of Trustees, may be the depository for any such interest-bearing account.*

4. The Board of Directors may, from time to time, authorize the opening and keeping of general and special bank accounts. The Board of Directors may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these By-Laws, as may be deemed expedient.

+ 5. **The Board of Directors shall not sell any Taos Art Association property or buildings without the written approval of not less than 75% of the members in good standing.**

ARTICLE VII. Seal

1. The Board of Directors shall provide a proper corporate seal, which shall be in the form of a circle and shall bear the full name of the corporation and the words and figures, "Corporate Seal, 1953, New Mexico," or words and figures of similar import, which seal shall be kept at the office of the attorney for the corporation.

ARTICLE VIII. Amendments

1. Amendments to the By-Laws may be recommended by the Board of Directors, but must be ratified by a majority of members in good standing present at any regular or special meeting of the membership at large, provided all members shall have received notice in writing two weeks before the meeting.

4/29/65

*Revised 4/11/66

**Revised 7/29/70

TAOS ART ASSOCIATION
CERTIFICATE OF INCORPORATION
AND
BY-LAWS

April 29, 1965

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CERTIFICATE OF INCORPORATION OF
TAOS ART ASSOCIATION, INC.

We, the undersigned, in order to form a corporation for the purposes herein stated, under and pursuant to the provisions of the general corporation laws of the State of New Mexico, and Acts amendatory thereto and supplemental thereto, do agree to become the original incorporators of this corporation as herein set forth and do hereby certify as follows:

ARTICLE I. Name

1. The name of this corporation shall be The Taos Art Association, Inc.

ARTICLE II. Place

1. The principal office is to be located in the town of Taos, County of Taos, State of New Mexico. The name of the statutory agent is
R. Howard Brandenburg, Box 1096, Taos, New Mexico.

ARTICLE III. Purposes

The objectives of the corporation and purposes proposed to be transacted, promoted, or carried on by it, are as follows:

1. To develop a closer relationship between the artists and between the artists and the community.
2. To further art education for the artists, art students, and laymen.
3. To promote and support all activities for the welfare of the collective artists and laymen.
4. To publicize each event planned by the corporation, stressing the understanding and appreciation of the artists in the community.
5. To cooperate with museums, educational institutions, historical societies, and other organizations in developing and preserving the artistic and historical and cultural resources of the southwest in general, and New Mexico in particular.
6. To own and operate an art museum and/or historical museum and/or art gallery.
7. To provide funds for a scholarship for deserving students.
8. To be conducted and operated not for profit but exclusively for charitable, scientific, literary, historical and art educational purposes, so that no part of its net earnings shall inure to the private benefit of any member or individual having a personal or private interest in the activities of the corporation.
9. To undertake, promote, develop, and carry on any of the projects falling within the category above described of every kind, nature, and description.

10. To accept by gift, devise, bequest, or otherwise, property of every kind and description without limitation as to amount.

11. To purchase, acquire, lease, hold, invest, re-invest, use, mortgage, pledge, sell, assign, transfer, or otherwise dispose of the principal and income of funds and property of every kind and description, and, in particular, lands, money, buildings, mortgages, shares, stocks, debentures, securities, concessions, policies, notes, book debts, claims and any interest in property which may be necessary or convenient for the use and maintenance of this corporation.

12. To enter into, make, perform, and carry out contracts of every kind for any of the purposes herein set forth, without limit as to amount, with any person, firm, association, or corporation of any and all states, districts, and territories in or colonies of the United States, or in any and all foreign countries, subject always to the laws of such state, district, territory, colony, or country.

13. To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

14. The foregoing clauses shall be construed as both objectives and powers, and the foregoing enumeration of specific objectives and powers shall not limit or restrict in any manner the objectives and powers of this corporation; the objectives and powers specified in this Certificate shall, except where expressly limited, be in no wise limited or restricted by inference from the terms in any other clause in any other part of this Certificate, but the objectives and powers specified in each of the clauses of this Certificate shall be regarded as independent and separate objectives and powers of this corporation.

ARTICLE IV. Capital Stock

1. The corporation shall have no capital stock and no profit shall be made by, or dividends declared to, the members of the corporation or to anyone else.

ARTICLE V. Term

1. The corporation shall exist for a term of 50 years.

ARTICLE VI. Indemnification

1. The private property of the members, directors, and officers of the corporation shall not be subject to the payment of corporate debts.

ARTICLE VII. Membership

1. Membership of the Taos Art Association, Inc. shall include artists and laymen.
2. Members in good standing shall constitute the voting membership of the Taos Art Association, Inc.
3. Every member of the association in good standing has one vote, no matter what form of membership he holds.
4. All membership dues shall be paid annually, in advance.
5. Members may voluntarily withdraw from the association. Their membership may be terminated by death. Members may be suspended or expelled by the Board of Directors for non-payment of dues or for conduct improper or prejudicial to the association.

ARTICLE VIII. Directors and Officers

1. DIRECTORS

a. The Board of Directors shall consist of twelve directors, of which six shall be officers, and the immediate past president as a member ex officio. At least three of the officers and directors, but no more than six, must be professional artists, defined as those who devote full time to their profession and earn their livelihood thereby.

b. The original Board of Directors shall be elected for terms as follows: two for one year, two for two years, and two for three years. Thereafter directors of the association shall be elected at the annual meeting of the membership at large for a term of three years, by a majority of those present and voting; or, in the case of vacancies, by the Board of Directors, to fill our unexpired terms.

c. A majority of the Board of Directors shall constitute a quorum for holding a regular or special meeting of the Board of Directors.

d. Failure of any board member to attend three consecutive meetings without notification to the corresponding secretary prior to the meetings shall constitute a resignation from the Board of Directors.

2. OFFICERS.

a. Officers of the association shall consist of a President, First Vice-President, Second Vice-President, Corresponding Secretary, Recording Secretary, and Treasurer.

b. Officers shall be elected for the period of one year, at the regular annual meeting of the membership at large, by a majority of members present and voting; or, in the case of vacancies, by the Board of Directors. The officers and directors shall be elected by a

majority vote of members present, who are entitled to vote at the general meeting. No person shall be eligible for election or re-election as director or officer unless he has been a member in good standing of the Taos Art Association, Inc. for at least one full year prior to the election or appointment. Vacancies for any office will be filled by the Board of Directors for the unexpired term.

ARTICLE IX. Committees

1. The following committees will be standing: Art Gallery Committee, Buildings and Grounds Committee, Education Committee, Executive Committee, Finance Committee, Hostess and Entertainment Committee, Membership Committee, Publicity Committee, Regulations and By-Laws Committee, Theater Committee. All committees, with the exception of the Nominating Committee, shall consist of any number of members deemed advisable, including one director of the association, who shall serve as co-ordinator.
2. The Board of Directors may, from time to time, establish and appoint such other special, temporary, or ad hoc committees as they may deem necessary and advisable.
3. The action of any committee of the corporation shall be subject to the approval of the Board of Directors who may, in their discretion, disapprove any action of any committee which they deem detrimental to the best interests of the corporation.

ARTICLE X. Meetings

1. BOARD OF DIRECTORS. Meetings of the Board of Directors shall be called monthly on a regular basis, or as special meetings called by the president, board members, or the membership at large.
2. MEMBERSHIP AT LARGE. There shall be an annual meeting of the membership at large at least once a year, in the town of Taos. Special meetings of the membership at large may be called by the president, board members, or the membership at large.
3. COMMITTEES. Meetings of the committees, standing or otherwise, may be held ad hoc, and at the discretion of the members and chairmen of each committee.

ARTICLE XI. Nominations

1. There shall be appointed a nominating committee, to consist of not less than three nor more than five members, at least one month prior to the holding of the annual meeting of the membership at large.
2. Nominations shall be made by the Nominating Committee at least two weeks prior to the meeting of the membership at large.
3. Nominations may be made from the floor of the meeting of the membership at large.

ARTICLE XII. Procedures

1. All matters of business of the association, which are the province of the Board of Directors who administer all matters of policy and direct all activities of the corporation, shall conform to Roberts Rules of Order.

ARTICLE XIII. Financial Transactions

1. Except as otherwise required by law, or by the by-laws of the association, the Board of Directors may authorize any officer or officers, agent or agents, to execute and deliver any contract or instrument in the name of the corporation, or on its behalf.

2. All checks, drafts, and other orders for the payment of money, shall be signed or endorsed, except endorsements for collections, for the account of the corporation or for deposit to its credit, by any such officer or officers, agent or agents, of the corporation, and in such manner as shall, from time to time, be determined by resolution of the Board of Directors.

3. All funds of the corporation, not otherwise employed, shall be deposited from time to time to the credit of the corporation or otherwise, as the Board of Directors of the corporation, or an officer thereof to whom the power in that respect shall have been delegated by the Board of Directors, shall direct. The First State Bank of Taos, Taos, New Mexico, shall be the depository of the funds of the corporation.

4. The Board of Directors may, from time to time, authorize the opening and keeping of general and special bank accounts with the depository bank. The Board of Directors may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of the by-laws of the association, as may be deemed expedient.

ARTICLE XIV. Seal

1. The Board of Directors shall provide a proper corporate seal, which shall be in the form of a circle and bear the full name of the corporation and the words and figures, "Corporate Seal, 1953, New Mexico," or words and figures of similar import.

ARTICLE XV. Liquidation of Corporation

1. In the event of the liquidation, dissolution, or winding up of the corporation, whether voluntary, involuntary, or by operation of law, except as may be provided by law, the directors of the corporation shall have the power to dispose of the total assets of the corporation in such a manner as they, in the exercise of an absolute and uncontrolled discretion, may by a majority vote determine; provided, however, that such a disposition shall be calculated exclusively to carry out the objectives and purposes for which the corporation is formed.

ARTICLE XVI. Amendments

1. Amendments to the Articles of Incorporation or to the By-Laws may be recommended by the Board of Directors, but must be ratified by a majority of members in good standing present at any regular or special meeting of the membership at large, provided all members shall have received notice in writing two weeks before the meeting.

ARTICLE XVII. Incorporators

1. The names and places of residence of each of the original incorporators to this Certificate of Incorporation shall be as follows:

Emil Bisttram	Taos, New Mexico
Chas. H. Reynolds	Taos, New Mexico
Perry A. Moore	Taos, New Mexico
Bert A. Phillips	Taos, New Mexico
Floyd W. Boutler	Taos, New Mexico
Raymond J. Quinn	Taos, New Mexico
Ted Egri	Taos, New Mexico
Gisella Loeffler	Taos, New Mexico
Gene Kloss	Taos, New Mexico
Regina T. Cooke	Taos, New Mexico
Max E. Ilfeld	Taos, New Mexico
Jack K. Boyer	Taos, New Mexico
J. P. Brandenburg	Taos, New Mexico

signed and witnessed by
Jack A. G. Berrenberg, Notary Public
April 23, 1953

BY-LAWS OF THE TAOS ART
ASSOCIATION, INC.

ARTICLE I. Members

1. Membership of the Taos Art Association, Inc. shall include artists and laymen.
2. Such persons, without limit to number, who are interested in the objectives and purposes of this corporation, and have paid or subscribed to the membership dues, as prescribed in these By-Laws, may be enrolled as members of the corporation.
3. Members in good standing shall constitute the voting membership of the Taos Art Association, Inc. A Member in good standing is defined as one who is 21 years of age and whose dues are current as of the previous December 31.
4. Every member of the association in good standing has one vote, no matter what form of membership he holds. Memberships are classified as follows: single, \$6.00 per year; family, \$10.00 per year; sustaining, \$25.00 per year; patron, \$50.00 per year; life, \$500.00; junior, \$1.00 per year (includes young people up through the 12th grade in school, does not have voting privileges). Membership other than single may be taken out in the name of no more than two persons, each of whom shall be entitled to one vote.
5. All membership dues shall be paid annually, in advance.
6. Any member may voluntarily withdraw from membership in the Taos Art Association, Inc. Membership in the association shall be terminated by death, except as otherwise provided by law, the Articles of Incorporation, or these By-Laws. Any member may be suspended or expelled by the Board of Directors for non-payment of dues; or for conduct improper or prejudicial to the association, upon the filing of written charges, due notice, and a fair and impartial hearing before the Board of Directors.

ARTICLE II. Directors

1. The Board of Directors shall consist of twelve directors, of which six shall be officers, and the immediate past president. All officers and directors shall be members in good standing of the association and they shall hold office until their successors are duly elected and qualified. The past president shall be a member of the Board of Directors ex officio. At least three of the officers and directors, but no more than six, must be professional artists, defined as those who devote full time to their profession and who earn their livelihood thereby.
2. The officers and directors shall be elected by a majority vote of members present who are entitled to vote at the general meeting. No person shall be eligible for election or re-election as director or officer unless he has been a member in good standing of the Taos

Art Association, Inc. for at least one full year prior to the election or appointment. Vacancies for any office will be filled by the Board of Directors for the unexpired term.

3. A majority of the Board of Directors shall constitute a quorum for holding a regular or special meeting of the Board of Directors.
4. Failure of any Board member to attend three consecutive meetings without notification to the corresponding secretary prior to the meetings shall constitute a resignation from the Board.
5. Vacancies occurring in the membership of the Board of Directors, from whatever cause arising, may be filled by a majority vote of the remaining officers and directors, although less than a quorum, at a regular or special meeting of the board; or, at the discretion of the board, by a meeting of the membership at large at a regular or special meeting called for this purpose.
6. The Board of Directors shall have the power to create and eliminate jobs and job titles when occasion demands.

ARTICLE III. Officers

1. The officers of this association shall consist of a President, a First Vice-President, a Second Vice-President, a Recording Secretary, a Corresponding Secretary, and a Treasurer, each of whom shall be a member of the Board of Directors, and each of whom shall be elected in the manner prescribed in the Articles of Incorporation and these By-Laws. All officers shall be members in good standing of the association and shall hold office until their successors are duly elected and qualified.
2. The President shall, when present, preside at all meetings of the Board of Directors, and all meetings of the members; he shall have the power to call special meetings of the members of the Board of Directors for any purpose, or purposes, appoint and discharge employees and agents of the corporation and fix their compensation, subject to approval of the Board of Directors; he shall make and sign contracts and agreements in the name of and on behalf of the corporation, subject to the approval of the Board of Directors; he shall have the general management and control of the business and affairs of the corporation; and he shall generally do and perform all acts incident to the office of president, which are authorized or required by law. The President shall be an ex officio member of all committees.
3. The First Vice-President shall, in the absence of, or incapacity of, the President, preside over meetings of the Board of Directors and members and shall perform such other duties as may be authorized from time to time by the Board of Directors.
4. The Second Vice-President shall, in the absence or incapacity of both the President and the First Vice-President, preside over meetings of the Board of Directors and members and shall perform such other duties as may be authorized from time to time by the Board of Directors.

5. The Recording Secretary shall keep the minutes of the Board of Directors' and members' meetings; have charge of the minutes books of the corporation; affix the seal of the corporation to documents when authorized to do so; and perform all duties usual to that office.

6. The Corresponding Secretary shall be responsible for all correspondence relating to the business of the corporation. He shall receive all communications addressed to the corporation, or any officer thereof, and shall see that they are properly answered by the proper person. He shall keep and properly file all incoming correspondence and copies of all outgoing correspondence. He shall retain and file all receipted bills. He shall be responsible for sending out all notices required by law, the Articles of Incorporation, and these By-Laws, and shall make certificates of mailing of such notices. He shall do and perform other duties such as the Board of Directors may, from time to time, authorize and require.

7. The Treasurer shall perform all of the duties customary to that office and shall have the care and custody of the funds and securities of the corporation. He shall have the general supervision of the books of account and shall give such bond for the faithful performance of his duties as the Board of Directors shall require,

ARTICLE IV. Committees

1. The following committees will be standing: Art Gallery, Buildings and Grounds, Education, Executive, Finance, Hostess and Entertainment, Membership, Publicity, Regulations and By-Laws, Theater. All committees, with the exception of the Nominating Committee, shall consist of any number of members deemed advisable, including one director of the association, who shall serve as coordinator.

2. The Board of Directors shall appoint the members of each committee and their chairmen; all of whom shall serve until the next annual meeting of the membership at large or, in the case of vacancies from whatever causes arising, their successors shall have been appointed and qualified.

3. Any vacancies on committees, from whatever cause arising, shall be filled by the Board of Directors.

4. Functions of committees:

a. ART GALLERY COMMITTEE. It shall be the function of the Art Gallery Committee to plan, invite, catalogue, display, dismantle all exhibitions of paintings, sculpture, graphic arts, crafts, and the like, local, regional, national, or international; and, generally, to administer the art gallery, subject to the approval and authorization and direction of the Board of Directors.

b. BUILDINGS AND GROUNDS COMMITTEE. It shall be the duty of the Buildings and Grounds Committee to regularly inspect, supervise, and cause to be properly maintained the grounds and buildings of the corporation.

c. EDUCATION COMMITTEE. It shall be the duty of the Education Committee to plan and carry into effect all of the educational activities of the corporation, including lectures, movies, slide programs, sketch classes, field trips, and the like, to provide suitable accommodations and facilities therefor, to arrange for demonstrations and workshop rooms; to cooperate and work with other organizations and institutions in the exchange of educational material dealing with art and history; and, generally, to promote the educational functions and purposes of the corporation.

d. EXECUTIVE COMMITTEE. The Executive Committee may be appointed whenever it is deemed advisable by the Board of Directors, and will consist of at least three members of the Board of Directors, and shall have such powers during the interim period between meetings of the Board of Directors as the Board of Directors shall delegate to the committee.

e. FINANCE COMMITTEE. It shall be the duty of the Finance Committee to prepare and submit to the Board of Directors, at the beginning of the fiscal year, an annual budget of anticipated income and operating expenses, which budget shall be reviewed and may be reviewed quarterly, as well, to devise ways and means of procuring funds necessary to operate the plant and facilities of the corporation, to procure necessary financing for capital development; and, generally, to supervise the raising and expending of the funds of the corporation, subject to the approval of the Board of Directors.

f. HOSTESS AND ENTERTAINMENT COMMITTEE. It shall be the function of the Hostess and Entertainment Committee to plan and provide entertainment for the members and guests of the corporation on any and all appropriate occasions.

g. MEMBERSHIP COMMITTEE. The Membership Committee shall have the duty to solicit new members through personal contact, correspondence, or any other means, not inconsistent with state or federal laws, or the creed of the corporation. It shall maintain records of current membership. It shall assist, and be assisted by, all other committees when the cooperation of the entire membership is required.

h. NOMINATING COMMITTEE. The Nominating Committee shall consist of not less than three nor more than five members and shall be appointed by the Board of Directors at least one month prior to each annual meeting of the members. Its duties shall be to select and submit to the members, within the time provided by the Articles of Incorporation and these By-Laws, the names of one or more members as nominees for each office of the corporation and each vacancy on the Board of Directors occurring by reason of the termination of the elective term of any non-officer member of the Board of Directors.

i. PUBLICITY COMMITTEE. It shall be the duty of the Publicity Committee to create, plan, and execute all local, regional, national,

or international publicity of whatsoever kind or nature to stimulate interest in and support of the activities of the corporation.

j. REGULATIONS AND BY-LAWS COMMITTEE. It shall be the responsibility of the Regulations and By-Laws Committee to keep all copies of the Articles of Incorporation and the By-Laws in current good order, to insert at all appropriate places all changes in the By-Laws of the Association, and to originate, review, and recommend all changes in by-laws to the association.

k. THEATER COMMITTEE. The Theater Committee shall be responsible for the use of the theater, and shall concern itself with the maintenance of the theater. The committee shall, in conjunction with the Little Theater of Taos, Inc., work with local and out-of-town performing groups.

i. The Board of Directors may, from time to time, establish and appoint such other special, temporary, or ad hoc committees as they may deem necessary and advisable.

5. The action of any committee of the corporation shall be subject to the approval of the Board of Directors who may, in their discretion, disapprove any action of any committee which they deem detrimental to the best interests of the corporation.

ARTICLE V. Meetings

1. BOARD OF DIRECTORS.

a. Each newly elected Board of Directors may hold its first meeting for the purpose of organization and the transaction of business, if a quorum be present, immediately after the Annual Meeting of the members.

b. Thereafter, it shall hold a regular monthly meeting at such times and places designated, on written notice from the Corresponding Secretary.

c. Special meetings of the Board of Directors may be called at the behest of the President or at the request of a majority of board members, one day's notice of which shall be given in person, by mail, or by telephone. Anything in these By-Laws to the contrary notwithstanding, a waiver of notice of any meeting, signed by all directors and officers, shall in all respects be valid and equivalent to notice thereof.

2. MEMBERSHIP AT LARGE.

a. There shall be a regular meeting of the membership at large of the association at least once a year, during the month of April, at a date and hour to be selected by the Board of Directors. All regular annual meetings of the members shall be held in the town of Taos, in the State of New Mexico,

b. Special meetings of the membership at large may be called at any time, when necessary, by the President; upon his own request, or upon the written request of any twenty-five members, or upon the written request of any five directors, stating the time and place of such meeting and the purpose of the meeting, on written notice to each member, at least one week before the holding of the meeting. All notices shall be addressed to each member at his last-known post office address, as disclosed by the records of the corporation.

c. Twenty-five members shall constitute a quorum for the holding of a regular or special meeting of the membership at large.

d. If less than a quorum shall be in attendance at any meeting, at the time for which the meeting shall have been called, the meeting may be adjourned, from time to time, by a majority vote of the members present, without any further notice other than by announcement at the meeting, until a quorum shall be present. Any meeting at which a quorum is present, may, also, be adjourned, in like manner, for such time and upon such call, as shall be determined by a majority vote of those present.

e. Every member in good standing shall be entitled to one vote, regardless of the type of membership he holds.

f. At the annual meeting of the membership at large, there shall be presented a report by the President, showing the whole amount of real and personal property owned by the corporation, where located, where and how invested, the amount and nature of the property acquired during the fiscal period immediately preceding the date of the report, and the manner of acquisition; the amount applied, appropriated, or expended during the fiscal year immediately preceding such date, and the purposes, objectives, or persons to, or for whom such applications, appropriations, and expenditures have been made; and the names and places of residence of persons who have been admitted to membership in the corporation, during the fiscal year immediately preceding such date. This report shall be filed with the records of the corporation and an abstract entered in the minutes of the proceedings of the Annual Meeting.

3. COMMITTEES. Meetings of the committees, standing or special, may be held ad hoc, and at the discretion of the members of such committees and their chairmen.

ARTICLE VI. Financial Transactions

1. Except as otherwise required by law, or these By-Laws, the Board of Directors may authorize any officer or officers, agent or agents, to execute or deliver any contract or instrument in the name of the corporation or on its behalf.

2. All checks, drafts, and other orders for the payment of money, shall be signed or endorsed, except endorsements for collection for the account of the corporation or for deposit to its credit, by any such officer or officers, agent or agents, of the corporation, and

in such manner as shall be, from time to time, determined by resolution of the Board of Directors.

3. All funds of the corporation, not otherwise employed, shall be deposited from time to time to the credit of the corporation or otherwise as the Board of Directors of the corporation, or any officer thereof to whom the power in that respect shall have been delegated by the Board of Directors, shall direct. For the purpose of deposit and for the purpose of collection for the account of the corporation, checks, drafts, and other orders for the payment of monies, which are payable to the order of the corporation, may be endorsed, assigned, and delivered by any officer or agent of the corporation. *The First State Bank of Taos shall be the depository of this organization as to any checking account or similar account needed for current deposits and withdrawals. All funds other than those being used for current operating expenses shall be kept in an interest-bearing account and for this purpose either the First State Bank of Taos or The First Northern Savings and Loan Association, or any other bank or financial institution suitably insured by an agency of the United States government, having an office in northern New Mexico, approved by the Board of Trustees, may be the depository for any such interest-bearing account.*

4. The Board of Directors may, from time to time, authorize the opening and keeping of general and special bank accounts. The Board of Directors may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these By-Laws, as may be deemed expedient.

ARTICLE VII. Seal

1. The Board of Directors shall provide a proper corporate seal, which shall be in the form of a circle and shall bear the full name of the corporation and the words and figures, "Corporate Seal, 1953, New Mexico," or words and figures of similar import, which seal shall be kept at the office of the attorney for the corporation.

ARTICLE VIII. Amendments

1. Amendments to the By-Laws may be recommended by the Board of Directors, but must be ratified by a majority of members in good standing present at any regular or special meeting of the membership at large, provided all members shall have received notice in writing two weeks before the meeting.