

BYLAWS OF TAOS CENTER FOR THE ARTS, INC.

revised 12/18/00

revised 3/5/01

revised 6/19/03

ARTICLE I. MEMBERS

1. Members of the Taos Center for the Arts, Inc. shall include artists and interested individuals, corporations and businesses.
2. All persons or entries, 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 from time to time determined by the Board of Directors, may be enrolled as members of the Corporation.
3. Members in good standing shall constitute the membership of the Taos Center for the Arts, Inc. A member in good standing is defined as one who is at least eighteen (18) years of age and whose dues have been paid for a minimum of sixty (60) days. Membership is valid for twelve (12) months.
4. All memberships are either Single, Family or Business. All single or family memberships may be classified by the Board of Directors into categories such as Regular, Sustaining, Patron, or Benefactor, depending upon dues paid yearly.

Similarly, business memberships may also be classified into categories as determined from time to time by the Board of Directors.

5. Membership may carry privileges such as discounts on tickets or merchandise as are from time to time determined by the Board of Directors.

6. Any member may voluntarily withdraw from their membership in the Taos Center for the Arts, Inc. Membership shall be terminated by death. Any member may be involuntarily suspended or expelled by the Board of Directors for conduct improper or prejudicial to the Art Center, upon filing of written charges, due notice and a fair and impartial hearing before the Board of Directors. Regardless of the reason for termination paid by or on behalf of the former member.

ARTICLE II. DIRECTORS

1. The Board of Directors shall consist of not less than three (3) nor more than twenty-five (25) members. Each director shall be elected for a term of three (3) years and may be reelected for no more than two (2) succeeding three (3) year terms. All Directors shall hold office until their successors are duly elected and qualified.

2. New Directors shall be elected by a majority vote of existing Directors at an annual meeting or at a special meeting called for the specific purpose of electing new directors. No person shall be eligible for election or reelection as a Director unless that person is a member in good standing of the Taos Center for the Arts, Inc.

3. Failure of any Director to attend three (3) consecutive Board meetings without notification to the Secretary or President prior to the meetings shall constitute a resignation from the Board of Directors.

4. Vacancies occurring in the Board of Directors, from whatever cause arising, may be filled by a majority vote of the remaining Directors, even though less than a quorum, at a regular or special meeting of the Board. A Director elected by the Board shall serve only until the next annual meeting, when there shall be an election to fill the vacancy.

5. The Board of Directors shall have the power to create and/or eliminate Corporation jobs and job titles.

6. No Director will receive compensation for services as a director.

7. A Director is eligible to be an employee of the Art Center and to receive a fair and adequate compensation for services as an employee. Payment of a Director as an employee is not in conflict with section 6 of this article.

8. Every person who is or has been a Director or Officer of the Corporation shall be indemnified by the Corporation against expenses reasonably incurred by or imposed upon that person in connection with or resulting from any action or proceeding to which that person may be made a party by reason of being or having been a Director or Officer of the Corporation, except in relation to such matters as to which that person shall finally be adjudicated in such action or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his or her duty. "Expenses" shall include without limitation all attorneys' fees, damage and reasonable amounts paid in settlement.

ARTICLE 111. OFFICERS

1 The Officers of the Corporation shall consist of a President, Vice President, a Secretary and a Treasurer, each of whom shall be a member of the Board of Directors, elected by the Board. In addition to the Officers set forth above, the Board of Directors may also decide, from time to time, to elect Assistant Secretary and/or Assistant Treasurer. The Officers shall be elected to hold one (1) year terms.

No individual may be reelected to the same office more than three (3) succeeding terms. Vacancies occurring in an office may be filled by the President for the remainder of the term of that office or, in the case of the office of the President, by a vote of the Board of Directors.

2 The President shall, when present, preside at all meetings of the Board of Directors and membership. The President shall have the power to call special meetings of the Board of Directors for any purpose, or purposes; and, subject to the approval of the Board of Director, appoint, discharge and fix the compensation of the Executive Director of the Art Center. The President shall have the general management and control of the business and affairs of the Corporation and shall generally do and perform all acts incident to the office of the President, which are authorized or required by law. The President shall be an ex officio member of all committees.

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

4 The Secretary, or in the Secretary's absence or incapacity, the Assistant Secretary, shall keep the minutes of the meetings of the Board of Directors and the membership; have charge of the minute books of the Art Center; affix the seal of the Corporation to documents when authorized to do so; certify all written proxies at Board meetings; and perform all duties usual to the offices.

5 The Treasurer, or in the Treasurer's absence or incapacity, the Assistant Treasurer shall have the care and custody of the funds of the Art Center; shall have the general supervision of the books of account; certify all written proxies at board meetings and shall give a bond for faithful performance as required by the Board of Directors.

ARTICLE IV. 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 V. MEETINGS

1. BOARD OF DIRECTORS. The Board of Directors shall hold meetings on a reasonably regular basis. The meetings shall usually be held at the time and place designated by the board at the preceding meeting. A special meeting may be called by the President. Notice, if required, shall be given by the President or Secretary and shall be given at least one day in advance of all meetings. Notice may be in writing, by mail including e-mail, by telephone or in person, but however it is given, it must be reasonably calculated to actually reach the Director at least one day before the meeting. At any meeting of the board, a majority of the Board of Directors shall constitute a quorum, and a majority of those present in voting, in person or by proxy, shall constitute a binding decision of the Board.

2. MEMBERSHIP AT LARGE. There shall be an annual meeting of the membership of the Art Center, within thirty (30) days before or after January 15th,

the actual date and hour to be decided by the Board of Directors. All meetings of the membership shall be held within the County of Taos, State of New Mexico. Written notice of all meetings, stating the time and place of the meeting and the purpose of the meeting if it is a special meeting, shall be publicized at least one (1) week before the date of the meeting. Special meetings may be called by the President. At a special meeting, only the purposes publicized may be discussed or voted on. At the annual membership meeting, the President shall present a report of the Corporation's finances and the status of the physical property.

3. COMMITTEE MEETINGS. Meetings of the various committees, standing or special, shall be held at the discretion of the members of each committee and its chairperson. No notice of committee meetings is required by these Bylaws.

ARTICLE VI. FINANCIAL TRANSACTIONS

1. Except as otherwise required by law or these Bylaws, 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 payment of money shall be signed or endorsed, except endorsements for collection for the account of the Corporation

and deposited to its credit, by those officer (s) or agent (s) authorized by the Board of Directors. Specifically, the Board may require multiple signatures of specific officers or agents on all or some checks or drafts.

3. All funds of the Corporation shall be deposited as directed by the Board of Directors or as directed by officer(s) specifically delegated this authority by the Board. All items payable in money to the order of the Corporation shall be endorsed for deposit only by authorized officer(s) or agent(s) of the Corporation. All funds other than those being used for current operating expenses shall be kept in interest bearing account(s), in Federally insured financial institution(s) in Taos or in the nationally recognized, reputable financial institutions approved by the Board of Directors.

4. Subject only to the provisions of these Bylaws, the Board of Directors may impose special rules or regulations concerning Corporation accounts.

ARTICLE VII. SEAL

1. The Board of Directors shall provide a proper 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 Taos Center for the Arts.

2. Amendments to these Bylaws may be recommended by the Board of Directors but must be ratified by a majority of the full Board of Directors voting in person or by written proxy. At any meeting where amendments to these Bylaws may be considered, a written notice must be mailed to each Director at least thirty (30) days in advance of the meeting date and the proposed amended Bylaws shall be available for examination at the office of the Corporation during office hours at least thirty (30) days in advance of the meeting.

Alfred B. Johnson

President, Board of Directors

James Day
Treasurer