

Santa Fe Indian Market

SOUTHWESTERN ASSOCIATION FOR INDIAN ARTS

Bylaws of the Southwestern Association for Indian Arts, Inc. Amended and Restated

ARTICLE I. CORPORATION

1.1 Name. The name of the corporation is Southwestern Association for Indian Arts, Inc. ("SWAIA" or "Corporation").

1.2 Purpose. This Corporation is a nonprofit corporation and is not organized for the private gain of any person. The specific purposes of this Corporation are:

a. to advocate for Native American arts and cultures (particularly those in the Southwest), and create economic and cultural opportunities for Native American artists;

b. to produce and promote the Santa Fe Indian Market and maintain its status as the largest, finest Indian art event nationally and internationally;

c. to cultivate excellence and innovation across traditional and non-traditional art forms;
and

d. to develop programs and events that support, promote, and honor Native American artists year-round.

1.3 Limitation on Corporate Activities. SWAIA is organized and shall be operated and its property shall be used exclusively for promotion of the arts as an educational purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"). SWAIA shall not engage in any activities or exercise any powers that do not further the purposes of the Corporation and shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. No substantial part of the activities of the Corporation shall consist of lobbying or carrying on propaganda, or otherwise attempting to influence legislation, and SWAIA shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

1.4 Dedication of Assets. The property of this Corporation is irrevocably dedicated to educational purposes for promotion of the arts within the meaning of Section 501(c)(3) of the

Code, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any member of the Board (as defined below) or officer of the Corporation or to the benefit of any private person. On the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payments, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for educational purposes for promotion of the arts meeting the requirements for exemption under section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE II. OFFICES

2.1 Principal Office. The principal office of SWAIA shall be located at 121 Sandoval Street, Suite 302, Santa Fe, New Mexico, 87501. The Board of Directors ("Board") is hereby granted full power and authority to change such principal office from one location to another in the County of Santa Fe, the county designated in the Articles of Incorporation as the county where the principal office for the transaction of the business of SWAIA is to be located.

2.2 Branch or Subsidiary Offices. Branch or subsidiary offices may be at any time established by the Board at any place or places where SWAIA is qualified to do business.

ARTICLE III. NON-MEMBERSHIP

The Corporation shall be a non-membership corporation under the laws of the State of New Mexico, and shall be governed solely by its Board in accordance with these Bylaws. Any reference by the Board to persons associated with SWAIA as "members" shall be for convenience only and in no event shall such reference constitute any such individual being construed as a member, or having any rights of membership, within the meaning of the laws of the State of New Mexico.

ARTICLE IV. BOARD OF DIRECTORS

4.1 Number of Directors. The Board shall consist of no more than fifteen (15) persons ("Directors"), including the Executive Director of SWAIA. The maximum number of Directors may at any time, and from time to time, be changed by an amendment of this section 4.1 of the Bylaws adopted by the vote of a majority of the Board at a meeting at which a quorum is present either a regular or a special meeting; provided, however, that no such amendment shall reduce the authorized number of Directors to less than three (3), and if any such amendment reduces the maximum number of Directors to a figure less than the number of authorized Directors in office at such time, then the amendment so reducing the maximum number of Directors shall not take effect until the next succeeding annual meeting of the Board. The exact number of Directors will be fixed from time to time by action of the Board of Directors.

4.2 General Powers. General management of the property, affairs, and business of SWAIA shall be vested in the Board, which shall be the governing body of SWAIA. Subject only to such limitations as may be contained in the Articles of Incorporation and the Bylaws of the Southwestern Association for Indian Arts and in the constitution and statutes of New Mexico, the

Board shall have the following powers:

- a. To appoint the Executive Director and other officers of SWAIA; to determine the respective powers and duties thereof; and to fix the respective terms and salaries pertaining to their employment;
- b. To conduct, manage and control the affairs and business of SWAIA, and to make such rules and regulations as they deem best not inconsistent with applicable law, the Articles of Incorporation or the Bylaws;
- c. To borrow money and incur indebtedness for the purposes of SWAIA, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt, and security;
- d. To change the principal offices for the transaction of the business of SWAIA from one location to another within the same county as provided in Article II, Section 2.1 hereof; to fix and locate from time to time one or more subsidiary offices of SWAIA at any place or places where SWAIA is qualified to do business, as provided in Article II, Section 2.2 hereof; and to designate any place within or without the State of New Mexico for the holding of any Board meetings including annual meetings;
- e. To accept on behalf of SWAIA suitable donations of money, securities and/or property for the educational uses and purposes of SWAIA;
- f. To appoint the Executive Committee and all standing committees provided for in these Bylaws, and to appoint such other committees as may be desirable in the execution of the objects and purposes of SWAIA, and to delegate to such committees full authority to perform the functions for which they may be appointed;
- g. To enter into cooperative relationships with other arts and education institutions and promote such affiliations as may further the common interests of this Corporation and such other institutions.

4.3 Election and Term of Office. Directors may be elected at any regular meeting of the Board. Directors may also be elected at any special meeting held for that purpose. Each Director (subject to the provisions hereinafter contained) shall hold office for a term of three (3) years and may be re-elected for two succeeding three-year terms, not to exceed nine (9) successive years of Board Directorship, except for the Executive Director of SWAIA who will be elected to the Board for a term co-terminus only with their term as Executive Director of SWAIA.

4.4 Vacancies. Board vacancies may occur when a Director resigns, has been removed, or becomes too ill to continue their term. In which case, the Directors may, if desired, elect a new Director to serve the unexpired term.

4.5. Removal of Directors. A Director may be removed for good cause upon a recommendation from the Nominating and Governance Committee and a two-thirds majority vote of Directors present at a regular or special meeting of the Board at which a quorum is present. The recommendation to remove a Director by the Nominating and Governance Committee shall be based upon a process and criteria defined in a policy statement issued and approved by the Board.

4.6 Resignation of Directors. Any Director may resign at any time by giving written notice to the Board Chair, Board Secretary, or Executive Director. Such resignation shall be effective on the date specified therein unless it specifies a later time for the resignation to become effective; the acceptance of such resignation shall not be necessary to make it effective.

4.7 Restriction on Interested Directors. Not more than forty-nine percent (49%) of the Directors serving on the Board at any time may be Interested Persons. An "Interested Person" is (1) any person being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a Director for their service on the Board; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by SWAIA. /

4.8 Fees and Compensation. Directors shall not receive any compensation for their services, nor any reimbursement for attendance at meetings. Nothing herein contained shall, however, be construed to preclude any Director from serving SWAIA in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefor.

4.9 Composition and Limitations of Committees of the Board. The Board may, by resolution adopted by a majority of the Directors at a meeting at which a quorum is present appoint any and all committees deemed necessary or desirable for the better or more efficient operation of SWAIA and SWAIA's business. Each committee so appointed shall consist of two or more Directors. In addition, volunteers who are not Directors may be appointed for one-year terms as nonvoting members of these committees but at no point may volunteers chair standing committees nor be appointed to the Executive or Nominating and Governance committees. Volunteers serving on committees in which they are eligible to serve may participate in all the activities of such committee, with the exception of executive sessions of such committee. All volunteers shall be appointed by the Board, upon the recommendation of the Nominating and Governance committee. A majority of members of a committee of the Board constitutes a quorum for the transaction of any business, except to adjourn. At any meeting of a committee at which a quorum is present, the affirmative vote of a majority of the members in attendance at the meeting shall constitute an act of the committee. The Board shall give to each committee such powers and authority as shall be deemed necessary or desirable in order to permit each

committee to function and carry out their delegated duties, except that a committee, regardless of Board resolution, may not:

- a. fill vacancies on the Board or on any committee which has the authority of the Board;
- b. fix compensation of the Directors for serving on the Board or on any committee;
- c. amend or repeal Bylaws or adopt new Bylaws;
- d. amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- e. appoint any committee of the Board or members thereof;
- f. expend corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or
- g. approve any transaction (1) to which SWAIA is a party and in which one or more Directors has a material financial interest; or (2) between SWAIA and one or more of its Directors or between SWAIA and any person or entity in which one or more of its Directors has a material financial interest.

4.10 Board Adoption of Committees. Without limiting the generality of the foregoing Section 4.9, the Board shall have power to appoint the following committees, each of which shall have general authority, as follows:

a. **Executive Committee** Assist the Board in the orderly and fair governance of SWAIA by acting on behalf of the Board within the scope of the committee's authority described in these Bylaws or by resolution of the Board. May take action on behalf of the Board in exigent and emergency circumstances; plan Board meeting agendas; conduct annual reviews of Board committee structures and agendas; and oversee the performance evaluation of the Executive Director of SWAIA. The Executive Committee shall also provide oversight for the annual independent audit process. Executive committee decisions made under exigent or emergency circumstances shall be expeditiously presented to the Board for review and, if practicable, ratification. Emergency situations are those situations requiring Board action in emergent situations where it is not possible to convene a quorum of the Board. The executive committee elects its own officers, with the exception of the chair of the committee, which is held by the chair of the Board. The executive committee holds meetings monthly or at other stated intervals to be determined by the committee. The Executive Director shall be a non-voting ex officio member of the Executive Committee.

(i) **Compensation Committee.** There shall be a subcommittee of the

Executive Committee known as the Compensation Committee that shall review and approve the compensation, including benefits, of all of the following: (a) the Executive Director and (b) every person, regardless of title, with powers, duties or responsibilities comparable to a president or chief executive officer of SWAIA. The Compensation Committee shall be composed of Directors who do not receive compensation from the corporation, and shall not include the Executive Director or other SWAIA staff.

b. Audit Committee. Shall consist of at least three members, a majority of whom must be Directors and at least one of whom must have expertise in financial matters and review and interpretation of financial statements and reports of independent auditors. Shall assist the Board in its oversight of (i) the integrity of SWAIA's financial statements; (ii) SWAIA's compliance with legal and regulatory requirements; (iii) the qualifications, independence, selection and performance of SWAIA's independent auditor; and (iv) SWAIA's policies on risk assessment

c. Budget Committee. Has specific responsibilities for policies concerning business management, financial management, budget planning and development. Each year the budget committee prepares for the Board an operating budget with its recommendations concerning the above referenced policies, but the final approval of such budget is made by the Board. The Executive Director and Finance Director shall be non-voting ex officio members of the Budget Committee.

d. Nominating and Governance Committee. Has the power and authority to place in nomination before the Board all candidates for membership on the Board and is responsible for all matters relating to board governance. The committee reviews the performance of Directors prior to the conclusion of their respective terms and recommends whether the Director should be elected to another term. The committee reports its recommendations concerning all matters coming within the scope of its authority and purview of operations, but all final action necessary or desirable in order to implement any such recommendations shall in each case be subject to the approval of the Board. The Executive Director shall be a non-voting ex officio member of the Nominating and Governance Committee and upon invitation by the committee other SWAIA staff may participate in all activities of the committee as non-voting members, with the exception of its executive sessions.

e. Communications, Fundraising and Membership Committee. Has the power and authority to request, attract, raise and accept funds and gifts on behalf of SWAIA for purposes of financing the ongoing operations, past debts and future development of SWAIA. All such contributions shall be promptly reported to the Board. Additionally, the committee provides oversight with respect to SWAIA's branding programs, oversight which includes matters relating to public relations, communications and event coordination. The SWAIA marketing director and membership/volunteer coordinator are non-voting ex officio members of the committee.

f. **Artist Communication Committee.** Helps ensure ongoing communication between SWAIA and SWAIA artists in order to further the mission and purpose of SWAIA. Non-Director volunteers may participate in all activities of the committee as non-voting members, with the exception of its executive sessions. The SWAIA artist services coordinator is a non-voting ex officio member of the committee.

(i) **Standards Committee.** Responsible for a regular review of the standards utilized by SWAIA to determine acceptable criteria for each category or classification. The review will be conducted no less than annually. The Standards Committee will be a sub-committee of the Artist Communication Committee which shall be responsible for appointing its members and overseeing its duties.

ARTICLE V. MEETINGS OF DIRECTORS

5.1 Place of Meetings. Meetings of the Board shall be held at any place within the State of New Mexico that has been designated from time to time by a resolution of the Board adopted at any regular or special meeting, or by written consent of all Directors in office at such time.

5.2 Annual Meetings and Other Regular Meetings. The annual meeting of the Board shall be held at such time as shall be specified by the Executive Committee or the Board, and other regular meetings of the Board shall be held during each fiscal year on such dates and at such times as shall be specified by the Executive Committee or the Board. At each annual meeting, officers shall be elected; and at all other regular meetings reports of the affairs and operations of the Board shall be considered and any other business may be transacted which is within the powers of the Board.

5.3 Special Meetings. Special meetings of the Board for any purpose may be called for at any time by the Chair of the Board, other members of the Executive Committee, or any two Directors.

5.4 Notice of Meetings. Written notice of annual meetings, regular meetings, and of special meetings shall be delivered to each Director personally or by USPS mail, electronic mail, or other means of written or electronic communication. Any such notice shall be addressed and delivered to each Director at such Director's address appearing on the books of SWAIA for the purpose of notice. Notice by mail shall be deemed to have been given at the time the written notice is deposited in the United States mail, postage prepaid. All other written notice shall be deemed to have been given when personally delivered to the recipient or when delivered to a common carrier for transmission or when actually transmitted to the recipient by the person giving the notice by electronic means. Written notice of the time and place of the holding of the meeting of an adjourned meeting of the Board need not be given to absent Directors if the time and place be fixed at the meeting adjourned. Notices of any special meeting shall specify in addition to the place, day and hour of such meeting, the general nature of the business to be transacted.

5.5 Waiver of Notice. The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though a meeting had been duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

5.6 Quorum. A majority of the total number of Directors serving shall constitute a quorum, but, in case there be no quorum present, a lesser number may adjourn from time to time until a quorum is obtained. The vote of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as a larger vote may be required by the laws of the State of New Mexico, these Bylaws, or the Articles of Incorporation.

5.7 Presumption of Assent. A Board member who is present at a meeting of the Board at which action is taken shall be presumed to have assented to the action taken unless their dissent is entered in the minutes of the meeting or unless he or she files their written dissent to such action with the person acting as the Secretary of the meeting, before the adjournment of the meeting. Such right to dissent shall not apply to a Board member who voted in favor of such action.

5.8 Action without a Meeting. Any action required or permitted to be taken by the Board under the laws of the State of New Mexico, the Articles of Incorporation, or these Bylaws may be taken without a meeting, if a consent in writing, setting forth the action so taken, is signed by all of the Directors then in office. The signature of a Director on any such written consent may be provided in original "wet ink" form, by electronic copy of an original signature (such as a .pdf copy) or by an electronic signature service (such as DocuSign).

ARTICLE VI. OFFICERS OF SWAIA

6.1 Election. At the annual meeting of the Board, the Board shall elect a Chair, an Executive Director, a Vice Chair, a Treasurer, and a Secretary. All officers shall be appointed by and serve at the pleasure of the Board. Except for the office of Executive Director, one person may hold two or more SWAIA offices. Any number of offices may be held by the same person, except that the Executive Director, Secretary, and the Treasurer may not serve concurrently as the Chair. The Chair and the Vice Chair shall be chosen from among the Directors, but none of the other officers of SWAIA need be a Director in order to qualify for election or to hold office.

6.2 Chair. The Chair shall preside at all meetings of the Board. The Chair shall be a voting ex officio member of all standing committees, including the Executive Committee, shall have the general powers and duties of management usually vested in the office of the principal executive officer of a corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

6.3 Executive Director. The Executive Director shall have general supervision of SWAIA and

shall perform the duties customarily performed by executive directors of nonprofit organizations. The Executive Director shall keep the Board fully informed as to all matters pertaining to SWAIA and shall present to the Board reports concerning the operations of SWAIA with such comments and suggestions as the Executive Director deems proper. The Executive Director shall serve as a non-voting ex officio member of all standing committees of the Board, including the Executive Committee but excluding the Executive Committee's oversight of the annual independent audit process.

6.4 Vice Chair. The Vice Chair shall have such duties as are determined from time to time by the Chair or the Board. In the absence or disability of the Chair, the Vice Chair shall perform all duties of the Chair and when so acting shall have all of the powers and be subject to all of the restrictions of the Chair.

6.5 Secretary. The Secretary shall keep, or cause to be kept, a book of minutes at the principal office of SWAIA (or such other place as the Board may order) of all meetings of the Board and all meetings of the Executive Committee, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present and the proceedings thereof. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of the Executive Committee, and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

6.6 Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of SWAIA, including accounts of its assets, liabilities, receipts, disbursements, gains, losses and other matters pertaining to SWAIA's business. The books of account shall at all reasonable times be open to inspection by any Director. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of SWAIA with such depositories as may be designated by the Board. The Treasurer shall render to the Directors, whenever reasonably requested, an account of all their transactions as Treasurer, of the financial condition of SWAIA and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

ARTICLE VII. RECORDS

7.1 Minute Book. SWAIA shall keep or cause to be kept a minute book which shall contain:

a. The record of all meetings of the Board and the Executive Committee including date, place, those attending and the proceedings thereof, a copy of the notice of the meeting and when and how given, written waivers of notice of meeting, written consents to holding meeting, written approvals of minutes of meeting, and unanimous written consents to action of the Board without a meeting, and similarly as to meetings of committees of the Board established pursuant to these Bylaws.

b. A copy of the Articles of Incorporation, and all amendments thereof, and a copy of all certificates filed with the New Mexico Secretary of State and any other jurisdiction

in which SWAIA is required to register to conduct business; and

c. A copy of these Bylaws, and all amendments hereof, duly certified by the Secretary.

7.2 Financial Statements. Financial statements shall be prepared as soon as reasonably practicable after the close of the fiscal year, not later than the fifteenth (15th) day of the third (3rd) month after the close of said fiscal year. The financial statements shall contain in appropriate detail such matters as are required by generally accepted accounting principles and other requirements that might apply.

7.3 Annual Report.

a. **Contents.** An annual report, including the financial statements prescribed by section 7.2 of these Bylaws, shall be furnished annually to all Directors within 120 days after the end of SWAIA's fiscal year and shall include any information required by section 7.4 of these Bylaws. The financial statements included with the annual report shall be accompanied by a report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of SWAIA that such statements were prepared without audit from the books and records of SWAIA.

b. **Waiver.** The requirement of an annual report shall not apply if SWAIA receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors who request it in writing. If the Board approves, SWAIA may send the report and any accompanying material sent pursuant to this section by electronic transmission.

7.4 Report of Transactions and Indemnifications. As part of the annual report to all Directors required by section 7.3 of these Bylaws, or a separate document if no annual report is issued, SWAIA shall annually prepare and mail, deliver or send by electronic transmission to all Directors a statement of any transaction between SWAIA and one of its officers or Directors or of any indemnification paid to any officer or Director. The statement shall be mailed within 120 days after the close of the fiscal year. The statement required by this section shall describe briefly:

a. **Covered Transactions.** Any covered transaction during the previous fiscal year involving more than Twenty-Five Thousand Dollars (\$25,000), or which was one of a number of covered transactions in which the same affiliated person had a direct or indirect material financial interest, and which transactions in the aggregate involved more than Twenty-Five Thousand Dollars (\$25,000). The names of the "interested persons" involved in such transactions, stating such person's relationship to SWAIA, the nature of such person's interest in the transaction and practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

b. **Indemnifications.** The statement shall describe briefly the amount and circumstances of any indemnifications or advances aggregating to more than Five Thousand Dollars (\$5,000) paid during the fiscal year to any officer or Director of SWAIA.

For purposes of this section 7.4, an "interested person" is (i) any Director or officer of SWAIA, or any Director or officer of its parent or subsidiary; and (ii) any holder of more than 10 percent (10%) of the voting power of SWAIA, its parent or subsidiary.

ARTICLE VIII. MISCELLANEOUS

8.1 **Checks.** All checks, drafts, or orders for the payment of money shall be executed in the name of SWAIA in such manner by such officer or officers or employees as the Board shall determine by resolution or order.

8.2 **Contracts.** When the execution of any contract, conveyance or other instrument has been authorized by the Board without specifying the executing officers, any two (2) officers may execute the same in the name of and on behalf of SWAIA. Such authority may be general or confined to specific instances and unless so authorized by the Board, no officer, agent or employee shall have the power or authority to bind SWAIA by any contract or engagement or to pledge its credit or to render it liable for any purpose.

8.3 **Disposition of Assets and Loans.** Sale, lease, exchange, mortgage, pledge, or other disposition of the property and assets of SWAIA shall be authorized only upon receiving the vote of a majority of Directors in office. In no event shall the Board agree to make loans to a Director or officer of SWAIA.

8.4. **Donations, Gifts, Earnings, and Revenue or Other Payments.** Any gifts, devises, bequests, donations, subscriptions, or other payment made by a person or entity to SWAIA without specific direction as the use thereof shall, upon acceptance by the Board, be used as designated by the Board; but any such payments and things of value made to SWAIA with specific directions as to the use thereof shall, upon acceptance, be received, held, and used by SWAIA in conformity with such directions.

8.5 **Expenditure Limits.** The Board shall from time to time establish limits for expenditures that can be made without specific Board authorization.

8.6 **Fiscal Year.** The fiscal year of SWAIA shall begin on the first day of January in each year.

8.7 **Conflicts of Interest.** SWAIA through its Board may promulgate from time to time a conflict of interest policy and other policies according to the current law then in effect to be adhered to by its Board.

ARTICLE IX. INDEMNIFICATION

9.1 Indemnification. SWAIA shall have the power to indemnify any and all persons who may serve or who have served at any time as its Board members, officers, employees, or agents against any and all costs and expenses which may be imposed upon or incurred by them individually in connection with or resulting from any claim, action, suit, or proceeding in which such individual may be involved by reason of their being or having been a Board member, officer, employee, or agent of SWAIA. SWAIA may indemnify any such individual if a majority of Board members not seeking indemnification or otherwise involved in the controversy shall determine in good faith:

- a. That such person did not act, fail to act, or refuse to act willfully or with gross negligence or recklessness or with fraudulent or criminal intent;
- b. That any legal fees paid or any settlements made are reasonable;
- c. That the person seeking indemnification did not act beyond the scope of their position, office, or employment; and
- d. That it is in the best interest of SWAIA that indemnification is made.

9.2 Board Action. The Board shall act on all requests for indemnification. If the Board determines that indemnification is appropriate, it shall set out the reasons and justification in writing.

9.3 Effective Rights. This indemnification shall be effective whether or not such person continues to be a Board member, officer, employee, or agent of SWAIA at the time such costs and expenses are imposed or incurred.

9.4 Costs and Expenses. As used herein, the term “costs and expenses” shall include but not be limited to any attorneys’ fees, judgment amounts, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by any such Board member, officer, employee, or agent other than amounts paid to SWAIA itself; provided, however, that no such Board member, officer, employee, or agency shall be indemnified in any action, suit, or proceedings in which he or she shall be adjudged liable for their own negligence or misconduct in the performance of their duty to SWAIA.

9.5 Insurance. SWAIA shall carry such workers’ compensation and/or unemployment insurance as may be necessary to protect the interests of SWAIA and its employees and to comply with applicable law.

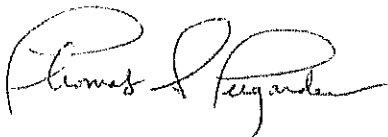
9.6 Survival of Indemnification and Advancement of Expenses. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 9 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Director or officer.

9.7 Limitation on Indemnification. Notwithstanding anything contained in this Article 9 to the contrary, except for proceedings to enforce rights to indemnification, SWAIA shall not be obligated to indemnify any Director or officer in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board.

ARTICLE X. AMENDMENTS TO THE BYLAWS

These Bylaws may be amended, altered, restated, or otherwise revised by the affirmative vote of a majority of Directors in office at a meeting of the Board duly called pursuant to these Bylaws, or without a meeting, by the written, including by electronic mail, assent of such amendment or repeal by a sufficient number of Directors constituting such majority.

SOUTHWESTERN ASSOCIATION FOR INDIAN ARTS, INC.



Thomas A. Teegarden, Chair of the Board

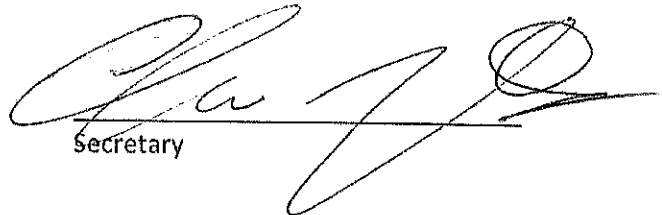


Chris Youngblood, Secretary

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting secretary of **Southwestern Association for Indian Arts, Inc.**, a New Mexico nonprofit Corporation, and, that the foregoing Bylaws constitute the Bylaws of said Corporation, as duly adopted by vote and concession of the Board of Directors thereof, on May 21, 2020.


Secretary

Summary of action

DATE	SECTION	ACTION TAKEN
May 21, 2020	Bylaws	Revised and Amended