

BYLAWS OF
THE INDIAN ARTS EDUCATION ASSOCIATION, INC.

ARTICLE I

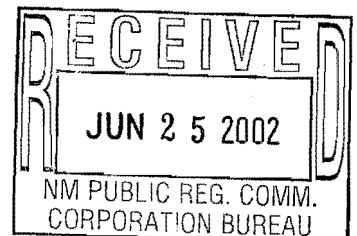
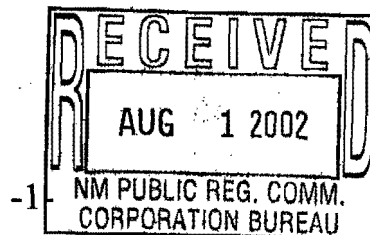
PURPOSE

The Indian Arts Education Association, Inc., (IAEA), is a not-for-profit Association, incorporated under the New Mexico Nonprofit Corporation Act. It has been organized only for and will be focused on the following purposes:

- A. To increase and make readily available to the public at large the considerable body of knowledge derived from the traditions of North America's only indigenous peoples: the American Indians, from whom came the timeless artistic products representing their cultures and skills. The efforts of IAEA will solely be directed toward significantly enlarging the amount of printed and visual materials currently available, and placing them in suitable distribution channels and educational institutions that will provide easy access.

- B. To make available to members of the Indian arts and crafts industry both printed information and educational events, such as seminars and training sessions, which will help them identify and deal with the variety of factors that impact this specific market. Intrinsic in this effort is the need to improve their ability to identify and to represent Indian products accurately.

- C. To produce and/or sponsor informational and educational events targeted at Native American Indian artisans, so that they can develop and enhance their abilities to finance, manage, and promote an entrepreneurial enterprise.



ARTICLE II

PLACE(S) OF BUSINESS

Section 1. *Principle Office*

The Indian Arts Education Association, Inc., may establish its principle office or place of business in any location deemed appropriate by the Board of Directors.

Section 2. *Additional Offices*

The Association may also have additional offices or places of business at such other locations as the Board of Directors from time to time may determine or the purpose may require.

ARTICLE III

MEETINGS

Section 1. *Regular meetings of the Board of Directors.*

These shall be held quarterly at a time and location determined by the President. Such meetings are open to any interested parties.

Section 2. *Special meetings of the Board of Directors.*

These may be called as needed and/or requested at a time and place to be determined by the President. Communication between the Board of Directors by conference call or other electronic technology is not precluded, providing that minutes are kept and transcribed for the permanent record.

Section 3. *Quorum.*

This is required for the transaction of business at any regular or special meeting and shall consist of a simple majority of the total number of elected and appointed Directors on the Board. Advisory Board members are not included in the quorum count.

Section 4. *Notification of meetings.*

A sixty (60) day written notice of **regular** Board meetings shall be given to all Directors and the Advisory Board members. An agenda will be provided in advance of the meeting.

A notification of a **special meeting** shall be given to all Directors at least fifteen (15) days prior to the meeting in writing or by electronic communication. An agenda will be provided in advance of the meeting.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. *General Powers.*

The affairs of the Association shall be managed by the Board of Directors.

Section 2. *Membership of the Board of Directors.*

The Board of Directors of the Association shall consist of not more than nine (9) nor less than five (5) directors.

Section 3. *Eligibility, Demographics of Directors.*

a. Individuals of either gender who are or have been participating members of the Indian art and crafts industry are eligible to serve on the Board of Directors.

b. The heritage of individuals serving on the Board of Directors shall be approximately of equal numbers between Native Americans and Non-Native American.

Section 4. *Terms of the Board of Directors.*

Of the initial Directors as identified in the Articles of Incorporation, at least half shall hold office for the initial two year term and the remainder shall hold office for a one year term. Thereafter all directors shall hold office for two year terms and until their successors shall have been appointed.

Section 5. *Appointments.*

Should there be a vacated term, a simple majority vote of the Board of Directors will determine the individual who will fill the unexpired term of the predecessor. The ratio between North American Native Americans Directors and those Directors who are not Native Americans shall be maintained.

Section 6. *Special Appointments*

Individuals (either Native North Americans or non-Native North Americans of either gender) who possess special knowledge relative to the industry and/or expertise in other fields may be invited to serve in an advisor capacity to IAEA. The members of this ancillary Advisory Board shall not exceed six (6). The manner of selection and the tenure of these individuals shall be at the discretion of the Board of Directors. Terms of participation are flexible, based on a variety of circumstances.

Section 7. *Definition of Native American*

Native Americans serving on the board of directors must meet the Federal guidelines which will identify the individual as being an enrolled member of a Federal or State recognized tribe, or certified as an Indian by such an Indian Tribe.

Section 8. *Manner of Acting*

The act of the Directors present at any meeting in which there is a quorum shall be the act of the current elected/appointed Board of Directors, unless a greater number is required by statute or by these Bylaws.

Section 9. *Powers and duties of the Board of Directors*

- a.) To adopt such written policies and procedures as are consistent with the Articles of Incorporation and these Bylaws
- b.) To provide a complete written report of the activities of the Board at the end of each fiscal year
- c.) To review, alter, amend and to approve the final iteration of the Association's annual budget at the first meeting of the fiscal year
- d.) To approve and authorize all purchases, sales or encumbrances of tangible properties
- e.) To elect a President, Vice President, and Secretary-Treasurer at the last meeting of each fiscal year by secret paper ballot.
- f. To exercise all powers of the Association and do such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws forbidden to be done.

Section 10. *Removal of Directors*

Any Director may be removed from office for

- a. Violation of IAEA Code of Behavior. Such removal shall require a vote of three-fourths (3/4) of the Directors present at a duly

constituted meeting of the Board.

- b. Absence from any two of the four quarterly meetings unless there are extenuating medical or personal circumstances which must be indicated in writing and excused by the President.

Such removal will occur automatically upon a second absence and shall not require Board action. Notification of removal will be provided in writing by the President.

Section 11. Compensation

No Director of the Board or member of the Advisory Board will receive compensation for the courtesy of their services to IAEA. They will act in a *pro-bono* capacity only.

Out of pocket expenses incurred by such individuals for activities in behalf of IAEA, which have been authorized by the Board of Directors and approved by the Treasurer under specific, stated guidelines, will be reimbursed according to these guidelines.

ARTICLE V

OFFICERS

Section 1. Officers and Eligibility

The officers of the Association shall be a President; a Vice-President; and a Secretary-Treasurer. The individual who has just completed a term as President will serve as an Ex Officio, regardless of whether his/her term on the Board has expired. Directors who have served on the Board for at least 365 consecutive days are eligible to be nominated for office.

Section 2. Election and Terms of Office

Initially, during the start up period, those willing to serve as officers will be voted into office by the original participants, for an interim term whose length is within a time frame compatible with the beginning of an ongoing, permanent sequence. Thereafter, those persons nominated to be Officers of the Association shall be voted upon by the current members of the Board of Directors. Elections by secret paper ballot shall take place at the last regular quarterly meeting of the fiscal year. Each officer then elected shall serve for

a term of one (1) fiscal year beginning January 1 to December 31 of the ensuing year , and/or until a qualified successor is elected.

Additional Association Board offices may be established or abolished at any meeting of the Board of Directors by two-thirds (2/3) vote of the Directors present at the meeting.

Section 3. *Vacancies*

When the membership on the Board of Directors of any Officer of the Association is revoked, expires, or ceases, a vacancy automatically occurs in that office. That vacancy shall be filled by nomination from and a two-thirds (2/3) vote by the Board of /directors present at the meeting.

Section 4. *Removal of an Officer*

An officer may be removed from any office by the Directors whenever three-fourths (3/4) of the Directors present at a duly constituted meeting determine that the best interest of the Association would thereby be served.

Section 5. *Responsibilities of the Officers*

President:

He/she shall be the principle Executive Officer of the Association and shall, in general, supervise and direct all of the business and affairs of the Association. The President may sign with the Secretary-Treasurer any deeds, mortgages, bonds, contracts, or other instruments which have been authorized to be executed by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or statutes to some other officer or agent of the Association. The President or a designated individual shall perform all duties incident to the office of President and such other duties as prescribed by the Board of Directors.

Vice President:

In the absence of the President or in the event of the President's inability or refusal to act, he/she shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all restrictions upon the office of the President. The Vice President shall perform such other duties as may be assigned by the President or Board of Directors.

Secretary-Treasurer:

He/she shall perform all duties incident to the offices of the Secretary-Treasurer by:

- a. giving notices in accordance with the provisions of these Bylaws or as required by law
- b. overseeing all financial and contractual instruments incident to the office of Treasurer, while drawing upon the expertise of the Advisory Board.

ARTICLE VI

COMMITTEES

Section 1.

Executive Committee

This shall consist of the three elected officers of the Association and the immediate Past President, Ex.Officio. Between meetings of the Association, the Executive Committee shall have and exercise the authority of the Board of Directors and shall be responsible for the general management of the Association, except for those matters on which the Board of Directors is required to act by law or by the Articles of Incorporation or by these Bylaws.

Providing that their deliberations do not expose confidential information about businesses, organizations, or individuals, the Executive Committee shall consult with and advise the Board of Directors on all matters pertaining to the affairs of the Association. It shall have and exercise such specific powers and perform such specific duties as described in these Bylaws or as the Board of Directors shall prescribe or direct. The Executive Committee may act by the majority of its members. Nothing in these Bylaws shall be construed to prevent the Executive Committee from meeting by telephone, mail, fax, or any other electronic means deemed appropriate. Permanent minutes should be kept of any decision making activities.

Other Committees and operational procedures thereof

The Board of Directors, by resolution, may establish any committee not otherwise provided for by these Bylaws. Said resolution may be amended or repealed by the Board of Directors at any time.

The President shall appoint all committee Chairpersons and shall fill all vacancies occurring in committees.

Unless otherwise provided in a resolution of the Board of Directors pertaining to a specific committee, the members present at any committee meeting shall constitute a quorum.

Each committee may adopt its own rules consistent with these Bylaws and the rules of the Board of Directors. The Board shall establish and assign the short term objectives to be used by each committee.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS, FUNDS

Section 1. *Contracts*

The Board of Directors may authorize any officer(s) or agent(s) of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

Section 2. *Checks and Drafts*

All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by the Treasurer or such officer(s) or agent(s) of the Association as shall be determined by resolution of the Board of Directors. In the absence of such a resolution by the Board of Directors, any such instrument shall be signed and counter-signed by the President and Vice President of the Association.

Section 3. *Deposits*

All funds of the Association shall be deposited in a timely manner to

the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. *Gifts*

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or material gift for the general purposes, or for a specific purpose as specified by the benefactor.

ARTICLE VIII

CERTIFICATES

Section 1. *Evidence of Membership*

On behalf of the President of the Association, the Secretary of the Board shall provide for the issuance of membership cards, decals, certificates or other evidence of membership in the Association to its Board members. Dated information, to include the name and address of each member of the Board of Directors shall be maintained permanently in the office of the Association.

Section 2. *Property Rights and Interest*

Membership cards or other entities that may be issued by the Association as evidence of membership shall not be transferred nor are they assignable.

ARTICLE IX

BOOKS AND RECORDS

The Association shall keep books and records of account and minutes of the proceedings of all Board of Directors' meetings and Executive Committee meetings. The Association shall keep at the registered or principle office a record of the names and addresses of all individuals entitled to vote. Books and records of the Association, except for the files of individuals, may be inspected by any Director or the Director's agent or attorney.

ARTICLE X

FISCAL YEAR

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December the same year.

ARTICLE XI

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Act of New Mexico or under the provisions of the Articles of Incorporation or Bylaws of the Association, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Actual notice should be deemed to have been given to any Board member(s) by mailing a notice(s) to the individual(s) at the last known address(s). Service of notice is complete upon mailing.

ARTICLE XII

AMENDMENT OF BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a simple majority of the total number of Directors currently serving on the Board, and who are present at any duly constituted regular meeting or special meeting. Written notice of intention to alter, amend, repeal or adopt new Bylaws must be given by certified mail to each Board member at least one month prior to the regular or special meeting of the Board of Directors at which the Bylaws change or addition is to be presented for discussion.

ARTICLE XIII

INDEMNIFICATION

Section 1. *Right to Indemnification*

Each person who has or is made a party or is threatened to be made a

party to or is involved in any action, suit, or proceedings, whether civil, criminal, administrative or investigative (hereinafter, a "proceeding") by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a Director or officer of the Association, or while a Director of the Association is or was serving at the request of the Association as a director, officer, partner, trustee, employee or agent of another corporation or of a partnership, joint venture, trust or other incorporated or unincorporated enterprise, including service with respect to employee benefit plans or trusts whether the basis of such proceeding is alleged action or inaction in any official capacity as a Director, officer partner, trustee, employee or agent, or in any other capacity while serving as a Director, officer, partner, trustee, employee or agent shall be indemnified and held harmless by the Association to the fullest extent authorized by the New Mexico Nonprofit Corporation Act as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than said law permitted the Association to provide prior to such amendment) against all expense, liability and loss (including attorney's fees, judgments, fines, taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be the Director or officer and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in this Article the Association shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of the Association. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the Association the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the New Mexico Nonprofit Corporation Act requires that payment of such expenses incurred by a Director or officer in his or her capacity as a Director or officer of the Association (and not in any other capacity in which service was or is rendered by such person while a Director or officer including, without limitation, service to employee benefit plans or trusts) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Association of an undertaking, by or on behalf of such Director or officer to repay all amounts so advanced if it shall ultimately be determined that such

Director or officer is not entitled to be indemnified under this Article or otherwise. The Association may, by action of its Board, provide indemnification and advance expenses to employees and agents of the Association and others permitted to be indemnified by the New Mexico Nonprofit Corporation Act with the same scope and effect as the foregoing indemnification and advancement of expenses of directors and officers.

Section 2. *Right of Indemnitee to Bring Suit*

If a valid claim pursuant to subsection (A) of this Article is not paid in full by the Association within ninety (90) days after a written claim has been received by the Association, the claimant may at any time thereafter bring suit against the Association to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Association) that the claimant has not met the standards of conduct which make it permissible under the New Mexico Nonprofit Corporation Act for the Association to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Association. Neither the failure of the Corporation (including its Board, independent legal counsel, or its members) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the New Mexico Nonprofit Corporation Act, or an actual determination by the corporation (including its Board, independent legal counsel, or its' members) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 3. *Non-Exclusivity*

The right to indemnification and payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Association's Articles of Incorporation, Bylaws, agreement, vote of members or disinterested Directors or otherwise.

Section 4. Insurance

The corporation may maintain insurance, at its expense to protect itself and any Director, officer, partner, trustee, employee, or agent of the Association or another corporation, partnership, joint venture, trust or other incorporated or unincorporated enterprise (including an employee benefit plan or trust) against any such expense, liability or loss, whether or not the Association would have the power to indemnify such a person against such expense, liability, or loss under the New Mexico Nonprofit Corporation Act.

ARTICLE XIV

NONPROFIT CORPORATION ACT

In the absence of any specific provision in these Bylaws, reference is specifically made to the Nonprofit Corporation Act of the State of New Mexico governing such corporations.

The above and foregoing is a true, complete, and correct copy of the Bylaws as adopted by the **Indian Arts Education Association, Inc.**, a New Mexico Not for Profit corporation.

Adopted June 24, 2002 (date)

