

ARIZONA DESERT WEAVERS AND SPINNERS GUILD, Inc.

An Arizona Nonprofit Corporation

AMENDED AND RESTTED BY-LAWS

June 2005

ARTICLE I

Officers

Section 1-Principal Offices: The principal offices of the Arizona Desert Weavers and Spinners Guild, Inc. (the "Corporation") shall be in the City of Phoenix, Maricopa, State of Arizona.

Section 2-Other Offices: The Corporation may establish such office or offices at such other places within the State of Arizona as the Board of Trustees of the Corporation (the "Board" or "Board of Trustees") may from time to time designate.

Article II

Membership

Section 1-Eligibility: Persons eligible for membership are those who weave and/or spin, those who are learning to weave and/or spin and those who have an interest in weaving and/or spinning.

Section 2- Regular Membership: The Regular Membership of the Corporation shall consist of all members not holding a special membership as defined below in this article.

Section 3- Honorary Life Membership: Honorary Life Membership may be awarded to a member when he or she has held membership for 25 years or has made a distinguished contribution to the Corporation. The Board of Trustees shall in its sole discretion make the final determination concerning the merits of distinguished contribution and upon unanimous vote shall award such an honorary membership. Persons granted Honorary Life Membership shall enjoy all rights and privileges of membership including the right to vote and hold office.

Section 4- Family Membership: Family Membership may be held by two or more related persons living at the same address.

Section 5- Student Membership: Student Membership may be held by any person who is a full-time student during the membership year.

ARTICLE III

Dues and Assessments

Section 1-Amount of Members' Annual Dues: Dues for active membership shall be as follows: Honorary Life Members- none; Regular Members- \$18.00; Family Membership- \$22.00; Student Members- \$10.00. Dues level for all types of members may be amended by the Board of Trustees. Annual dues shall be due and payable June 1 of each year or at such other time set by the Board.

Section 2- Pro-rations: New members who join the Corporation in February or thereafter shall pay one-half the amount of the annual dues for the membership category of which they are a part.

Section 3-Resignation of Members: A member may resign at any time by giving written notice to the Board of Trustees. Such notice shall take effect on the date of receipt of such notice or at any later time specified therein. No part of the annual dues paid during the year in which a member resigns shall be refunded, unless determined by the Board of Trustees.

ARTICLE IV

Conventions, Conferences, Cooperative Activities

Section 1- Representation: The Board of Trustees shall determine the desirability of corporate representation at conventions, conferences, workshops and cooperative activities involving organizations outside the Corporation and shall designate the official representative, if corporate representation is desired, before the event in question. The official representative shall be selected from the general membership. Notice of the opportunity to participate shall be published in the newsletter, "The Mother of All" (MOA), with all timely Responses to be duly considered by the Board which may make the decision in its absolute discretion.

Section 2-Reports: The official representative shall make a substantial report of the convention, conference, workshop, or cooperative activity to the membership. Such a report shall be presented at a general meeting.

Section 3-Reimbursement: Reimbursement by the Corporation for expenses shall be according to the recommendations of the Board. This reimbursement may be for all or part of the actual cost. Reimbursement shall take place after the report has been presented as required.

Section 4- Scholarships: The Board may award one or more annual scholarships to members for the purpose of attending conferences, workshops or training, or for self-study programs relating to weaving and/or spinning. The amount of the scholarship shall be determined by the Board. The same notice and eligibility requirements set forth in Section 1 of this Article shall apply. Scholarship recipients shall make a report as specified in Section 2 of this Article.

ARTICLE V

Meeting of the Members of the Corporation

Section 1- Annual Meetings: An Annual meeting of the members shall be held on the first Saturday of April of each year, commencing in 1985, at the principal place of business of the Corporation or on such other date and at such other place as the Board of Trustees may specify. If the date set for the annual meeting of the member is a legal holiday, the meeting will be held on the first Saturday following which is not a legal holiday.

At such meeting, there shall be elected, for a term of one year, at least three trustees of the Corporation, or such greater number as determined by the Board, by written ballot or voice vote. Those persons eligible to vote are members who have paid the dues required for corporate membership.

The members may also transact such other business of the Corporation as may properly come before them. Non-members may not vote on any matter coming before the members at the annual meeting.

Section 2-Notice of Annual Meeting: Written notice to the corporation membership of the annual meeting shall be given to each member entitled to vote thereat at least ten (10) days, but no more than fifty (50) days, before the date of the meeting. Acceptable notice will be by publication in the corporation newsletter (MOA) or otherwise at the Board's discretion.

Section 3- Regular Meetings: Regular meetings of the corporation membership may be held the first Saturday of any month, October through May, or at such other times specified by the Board of Trustees, except that there shall be at least three regular meetings each fiscal year. Notice of regular meetings shall be required to be published in the newsletter.

Section 4- Special Meetings: A Special meeting of the members, for any purpose or purposes, unless otherwise proscribed by statute or by the Articles, may be called by the President or Secretary at the request, in writing of the majority of the Board of Trustees, or a quorum of the membership. Such request shall state the purpose or purposes of the proposed meeting.

Section 5- Notice of Special Meeting: Written notice of a special meeting of the members, stating in reasonable detail the time, place and purpose thereof, shall be given to each member entitled to vote thereat, at ten (10) days, but no more than fifty (50) days, before the date fixed for the meeting.

Section 5- Business Transacted at Special Meeting: Business transacted at any special meeting of members shall be limited to the purposes stated in the notice.

Section 7- Quorum: The presence, either in person or by proxy, of one-tenth (1/10) the members of the Corporation entitled to vote shall constitute a quorum of the Corporation for all purposes unless the representation of the number so required shall constitute a quorum.

Section 8- Adjournment of Meetings: If the number of members necessary to constitute a quorum shall fail to attend in person or by proxy at the time and place of the meeting, the Chairman of the meeting or a majority of the members present in person or by proxy may adjourn the meeting, from time to time, without notice other than an announcement at the meeting until a quorum shall be present or represented. At any reconvened, previously adjourned, meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally noticed.

Section 9- Proxies: A member may grant a proxy to any person whether or not a member. A proxy must be in writing, and the Secretary shall be advised of all proxies at the start of the meeting for which the proxy has been given.

ARTICLE VI

Board of Trustees

Section 1- Membership: The Board of Trustees shall consist of the officers elected by the members, and the non-officer trustees described in Section 4 of this Article.

Section 2-Powers and Duties: The business, property and affairs of the Corporation shall be managed, controlled and conducted by the Board of Trustees. The Board of Trustees shall have the powers and duties necessary for the administration of the affairs of the Corporation and may do all such acts and things which are not by law or otherwise reserved to the members

The powers of the Board of Trustees shall include but not be limited to, all of the rights and duties of the Board of Trustees as set forth elsewhere in these By-laws and in the Articles and shall also include the power to promulgate such rules and regulations pertaining to the right and duties of members and all other matters, as may be deemed proper and which are consistent with the foregoing. The Board shall review all bills of the Corporation.

The Board of Trustees may delegate to one or more committees thereof, and to other persons, such duties and powers, all as appears to the Board of Trustees to be in the best interests of the Corporations and to the extent permitted by law.

Section 3-Number and Qualification: The number of trustees shall be fixed from time to time by resolution of the Board of Trustees within the limits prescribed by the Articles. All trustees shall be members of the Corporation.

Section 4- Appointment and Term of Office of Non-Officer Trustees: The non-officer trustees shall consist of the chairman of each established Interest Group and Committee within the Corporation designated as trustee by the President from time to time in the President's discretion. The non-officer trustees shall hold their position as trustees, but not as committee chairman, at the pleasure of the President. Appointment as a trustee shall automatically increase the size of the Board; removal shall decrease it and the Board shall take all action to effect the same.

Section 5- Removal of Trustees by Members: At any regular or special meeting of the members at which a quorum is present, except as may otherwise be provided by applicable law, any one or more of the trustees may be removed as a trustee, with or without cause, by the affirmative vote of a majority of the

members present and entitled to vote. A successor may immediately thereafter be elected by the members, the Board, or such other group or person as is authorized by these By-laws to elect the trustee removed, in that order of priority, to fill the vacancy thus created. A trustee so chosen shall hold office until her successor is duly appointed or elected pursuant to these By-laws and shall qualify, unless sooner displaced. Any trustee whose removal is proposed to the members shall be given an opportunity to be heard at the meeting considering her removal.

Section 6- Resignation of Trustees: Any trustee may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7- Vacancies: Vacancies and newly created trusteeships resulting from any increase in the authorized number of trustees may be filled by a majority vote of the Board then in office, though less than a quorum, and trustees so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced. Any Board position may be left vacant during a year or part of a year if no one is available to fill it except for the positions of President, Secretary and Treasurer.

Section 8-Compensation: No compensation shall be paid to trustees for their services as trustees. No remuneration shall be paid to a trustee for services performed by her for the Corporation in any other capacity, unless a resolution authorizing such remuneration shall been adopted by the Board of Trustees before the services are undertaken. Upon the vote of the Board of Trustees, a trustee may be reimbursed for her reasonable out of pocket expenses.

Section 9- Regular Meetings: Regular meeting of the Board of Trustees may be held at such time and place as shall be determined, from time to time, by a majority of the Board of Trustees. At least two such meetings shall be held during each fiscal year, one of which shall be an organizational meeting held within thirty (30) days of the annual election of officers. Notice of regular meetings shall not be required.

Section 10- Special Meetings: Special meetings of the Board of Trustees may be called by the President on one (1) days notice to each trustee, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Trustees shall be called by the President or other officer in like manner and on like notice, upon the written request of a majority of the Board.

Section 11- Quorum: A majority of the individuals then serving on the Board of Trustees, so long as at least one-third (1/3) of the then size of such Board, shall constitute a quorum for the transaction of the Business, but if at any meeting of the Board there is less than a quorum present, a majority of those present may adjourn the meeting, from time to time, until a quorum shall be present. Each board member is entitled to one vote regardless of the number of Board positions held. Every act or decision done or made by a majority of the Board present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board except as may otherwise specifically provided by statute, the Articles or these By-laws.

Section 12- Adjournments: The Board of Trustees may adjourn any meeting from day to day or for such other time as may be prudent or necessary in the interests of the Corporation provided that no meeting may be adjourned for a period longer than thirty (30) days. At any rescheduled, previously adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting originally noticed.

Section 13- Action Taken Without a Meeting: Any action required or permitted to be taken at a meeting of the Board may be effected by an instrument in writing setting forth such action, executed by each member of the Board, which instrument shall be filed at the principal office of the Corporation or with the minutes maintained for meetings of the Board.

ARTICLE VII

Notices

Section 1- Notices: Notices to members of the Board of Trustees, except specifically hereinafter provided in this Section, and members of the Corporation may be in writing and delivered personally or mailed to the Trustees or members at their address appearing on the books of the Corporation. Notice published in the newsletter (MOA) and mailed or delivered shall be deemed to be given three days after the time when the same shall be mailed, postage prepaid, to such addresses. Notice to members of the Board of Trustees may also be given by any other generally accepted verbal or written means of communication, including but not limited to telephone and electronic mail.

Section 2- Waiver: Whenever any notice is required to be given under the provisions of applicable law or of the Articles or these By-laws, a waiver thereof is

sufficient, if it is in writing, signed by the person or persons entitled to notice at any meeting requiring such notice shall also be deemed a waiver of such notice.

ARTICLE VIII

OFFICERS

Section 1- Designation: The principal officers of the Corporation shall be a President, a Secretary, and a Treasurer. Any one person may hold two or more offices at the same time, except that no one person shall simultaneously hold the office of President and Secretary.

Section 2- Election of Officers, Term: All principal officers shall be members of the Corporation. No person may serve more than two (2) consecutive terms in the office of President. Principal Officers shall hold office for one (1) term to commence at the close of the last regular meeting of the year in May.

Section 3- Other Officers and Agents: The Board of Trustees may establish other offices, including Vice Presidents, assistant Secretaries or Treasurers, as it may determine to be appropriate. The offices shall be filled by the same process as the election of the President, Secretary and Treasurer by the corporate membership.

The Board may also appoint such agents as it shall deem necessary, who shall hold their positions for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 4- Removal by the Board: The Board may by majority of those then serving, so long as a quorum is acting, remove any person as an officer or trustee, other than as a trustee elected by the members of the Corporation or serving at the pleasure of the President, with or without cause whenever in their judgment the best interest of the Corporation will be served thereby. The Board of Trustee may, upon an affirmative vote of three-quarters (3/4) of the members of the Board, suspend the authority of any officer upon showing good cause. The removal of said officer shall be effected, or this authority reinstated by the Board within thirty (30) days of the date of the original suspension of her authority of the Board. If said officer is not removed, or no further action is taken by the Board, her powers shall be automatically reinstated upon expiration of such thirty (30) day period. The Board shall direct, consistent with these By-laws, who among its members shall perform the duties of the

suspended officer for the period of the suspension except as otherwise provided herein.

Section 5- Resignation of Officers: Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Resignation as an officer shall also constitute resignation as a trustee.

Section 6- Vacancies: A vacancy in any office, for any reason whatsoever, may be filled by vote of a majority of the Board of Trustees. The officer elected to such vacancy shall serve for the remainder of the term of the officer she replaces.

Section 7- President: The President shall be the chief executive officer of the Corporation. She shall preside at all meetings of the members and of the Board of Trustees. She shall have all the general powers and duties which are normally vested in the office of the President of a corporation. The President shall be an ex-officio member of all committees as may be appointed, except the Nominating Committee; and shall appoint the chairmen of all standing and special committees, subject to the approval of the Board, unless otherwise provided herein, or in the resolution establishing the committee.

Section 8- Vice President: The Vice President whenever this position is not vacant, or most senior Vice President, if there shall be more than one, shall take the place of the President and perform her duties whenever the President shall be absent, suspended, unable to act or refuses to act. If neither the President nor a Vice President is able to act, the Board of Trustees shall appoint some other member of the Board to do so on an interim basis. The Vice President shall assist the President and fulfill such duties as assigned by the Board. In addition, the Vice President shall chair all activities related to the planning for major workshop activities involving leaders from outside the corporation and shall act as liaison officer between the Corporation and other Guilds within the State of Arizona.

Section 9- Secretary: The Secretary shall keep the minutes of all meetings of the Board and the annual meeting of the general membership. The Secretary shall be the custodian of the permanent records of the Corporation; keep a roll of the members of the Board, their attendance at all meetings, and be responsible for sending copies of all minutes of Board meetings to those members who are not in attendance; she shall have the custody of the seal of the Corporation, if in existence; she shall have charge of the records, papers, and other possessions of the Corporation as the Board of Trustees may direct; and she shall, in general,

perform all the duties incident to the office of Secretary. The Secretary shall conduct official correspondence of the Corporation and shall notify the members of the Board of the Corporation of their meetings.

Section 10-Treasurer: The Treasurer shall receive all funds of the Corporation and deposit them in a bank or banks designated by the Board and shall disperse the same only on authorization of the Board or such other person as the Board may designate. The Treasurer shall maintain all financial records of income and expense and prepare and issue all bills sent through the Corporation. The Treasurer shall make a report to the Board of Trustees at each meeting to be filed with the Secretary. The Treasurer shall prepare an annual budget to be approved by the Board at the beginning of the fiscal year, and shall certify a detailed year-end financial statement prepared by the outside accountant, to the Board at the end of each fiscal year.

Section 11- Compensation: No compensation shall be paid to officers for their services as officers. No remuneration shall be paid to an officer for services performed by her for the Corporation in any other capacity, unless a resolution authorizing such remuneration shall have been adopted by the Board of Trustees before the services are undertaken. Upon vote by the Board of Trustees, an officer may be reimbursed for her reasonable out-of-pocket expenses.

ARTICLE IX

Committees and Interest Groups

Section 1-Committee Membership: Unless otherwise provided herein, each committee of the Corporation shall consist of such number of members as the Board of Trustees shall determine. Committee members shall be members of the Corporation.

Section 2-Selection: All member committees and committee chairman and co-chairmen, unless otherwise provided, shall be appointed and removed by the President, subject to the approval of the Board of Trustees. The President designates which committee chairmen shall be members of the Board of Trustees. Committee chairmen shall assist the Board in various function such as the MOA, Historian, Librarian, Membership, and any other deemed necessary by the Board. The chairman of such a committee shall submit either oral or written reports to the Board of Trustees at the Board's request.

Section 3- Responsibilities: The responsibilities of member committees and committee chairmen shall be set forth in a written statement to guide the committee chairman in the conduct of their duties. All committees shall be created, empowered and disbanded by the Board.

Section 4- Interest Groups: Interest Groups may be formed at anytime according to the needs of the Corporation's members. Any group of members having a common interest may form such an Interest Group and shall constitute its membership. Said members shall notify the Board of Trustees as to the formation and title of their Interest Group. All Interest Groups shall be financially responsible. The Chairman of an Interest Group shall be elected and removed by the Interest Group members. Interest Groups shall notify the Board upon dissolution of the Interest Group.

ARTICLE X

Nomination

Section 1- Nominating Committee: The Board shall establish a Nominating Committee consisting of the Secretary, one person from each Interest Group plus a representative of the General Membership by February 1 of each year. Nominations will also be called for from the membership at a General Meeting at least one (1) month before the Annual Meeting.

Section 2- Interest Group Representative: Each Interest Group shall be responsible for informing the Secretary of their representative.

Section 3 – General Membership Representative: The President of the Corporation shall appoint the representative of the General Membership.

Section 4- Slate, Selection and Publication: The Secretary shall call a meeting of the committee prior to the Annual Meeting each year. Each member of the Nominating Committee shall be notified by the Secretary at least seven (7) days prior to the meeting date. The chairman of the committee shall be elected by the members of the committee. The Secretary shall serve as secretary of the committee. The committee shall make nominations for the trustees to be elected by the membership at large at their annual meeting, insuring that from among those nominated there are nominees willing to serve as the principal officers of the Corporation and the report shall so indicate. The nominees shall have consented to serve and shall be decided upon by at least a majority of the entire committee. A report thereon shall be filed with the Board and submitted by the

Secretary for publishing in the MOA prior to the Annual Meeting. Such publication shall include a statement containing the name of each retiring trustee and the name or names of the persons nominated to be her successor.

Section 5- Floor Nominations: Nominations may also be made from the floor at the Annual Meeting, provided the permission of the nominee has been given.

ARTICLE XI

Indemnification of Trustee and Officers

The Corporation shall indemnify any officer or trustee to the full extent permitted under Arizona Corporation Law for all costs and expenses, including attorney's fees, amounts paid in settlement, judgments and fines, arising directly or indirectly from, or attributed to, any action taken, or omission to act, in her capacity as a trustee or officer of the Corporation, or any other corporation or entity in which such person serves at the request of the Corporation, except to the extent the Board of Trustees, in its absolute discretion, deems such indemnification to be improper or inadvisable or otherwise not in the best interest of the Corporation.

ARTICLE XII

Corporate Seal

At such time as it is deemed necessary, the Board of Trustees shall provide a suitable corporate seal containing the name of the Corporation, which seal shall be in the custody and control of the Secretary. The corporate seal shall be in circular form, shall have inscribed thereon the name of the Corporation, the year it was organized and the words, "Corporate Seal, Arizona". If and when so directed by the Board of Trustees, a duplicate seal may be kept and used by such officers or other persons as the Board of Trustees shall name.

ARTICLE XIII

Miscellaneous

Section 1- Books and Accounts: Books and accounts of the Corporation shall be kept under the direction of the Treasurer and in accordance with the reasonable standards of accounting procedure and prudence by a paid outside accountant. The accountant shall be responsible for maintaining a complete and accurate set of books, submitting all necessary reports to government agencies to maintain corporate or non-profit status, making periodic financial reports and a year-end statement of all accounts and records to the Treasurer and preparation of the fiscal year-end financial statement.

Section 2- Inspection of Books: The relevant books, records and papers of the Corporation, and the membership records of the Corporation, shall be available at the principal offices of the Corporation for inspection at reasonable times upon written request by any voting member for any proper purpose.

Section 3- Execution of Corporate Documents: With the prior authorization of the Board of Trustees, all notes, checks, and contracts or other obligations shall be executed on behalf of the Corporation by such officer or officers of the Corporations said Board shall designate, or in the absence of such designation, by the President.

Section 5- Duties Statement Notebook: each Board member is to be issued a duties statement notebook by the President at the beginning of the term of office. All records, notes, notices, and correspondence are to be filled in the notebook during the tenure of the Board member. The notebook and contents are to be returned to the outgoing President at the close of the term of office. All documents pertaining to the duties of any Board member, officer, chairman, committee or Interest Group member or other agent of the Corporation including but not limited to all contents of such notebooks, are the property of the Corporation and remain under the jurisdiction of the Corporation.

ARTICLE XIV

Amendments of the By-laws

These By-laws may be altered or repealed by the affirmative vote of a majority of the Board of Trustees or of the members of the Corporation. These By-laws may not be amended insofar as such amendment would be inconsistent with the Articles of Incorporation.

Adopted 2005