Southwest Women's Fiber Arts Collective

also doing business as SWFAC or Fiber Arts Collective

BYLAWS

As amended November 12, 2025

ARTICLE I: OFFICES

1.1) PRINCIPAL OFFICE

The principal office of the corporation is located in Grant County, State of New Mexico.

1.2) CHANGE OF ADDRESS

The designation of the county or state of the corporation's principle office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

PO Box 636 Silver City, NM 88062 Dated: January 1, 2016

1.3) OTHER OFFICES

The corporation may also have offices at such other places, within, or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

ARTICLE II: MEMBERSHIP

2.1) GENERAL MEMBERSHIP

The Board has the discretion to establish a membership program at any time. If such a program is established, the Board may charge a fee for said membership.

2.2) VOTING

Members of the Board of Directors are the only members entitled to vote.

ARTICLE III: NONPROFIT PURPOSES

3.1) IRS SECTION 501(c) (3) PURPOSES

This corporation is organized exclusively for educational and related purposes, as specified in Section 501(c) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code.

3.2) SPECIFIC PURPOSES

The specific purposes of this corporation shall be: (1) to be a resource that connects fiber artists in the Southwest with one another and with opportunities for selling work, learning new skills, teaching opportunities, securing materials, and outreach to the community; (2) to promote the concept of cottage industry as a means of fostering economic self-sufficiency and artistic development for people working in the fiber arts.

ARTICLE IV: DIRECTORS

4.1) NUMBER AND ELECTION OF DIRECTORS

The corporation shall have 4-10 directors and collectively they shall be known as the Board of Directors. Directors shall be elected by the seated Board of Directors. Each Director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the Board. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected to serve on the Board.

4.2) QUALIFICATIONS

Directors shall extend to all persons regardless of sex, disability, religion, race or color. Directors shall have interest in, and support the mission of SWFAC as set forth in these By-laws.

4.3) POWERS

Subject to the provisions of the laws of *New Mexico* and any limitations in the Articles of Incorporation and these Bylaws, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

4.4) DUTIES

It shall be the duty of the Directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;

(b) Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;

(c) Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;

(d) Meet at such times and places as required by these Bylaws;

(e) Register their addresses with the Secretary of the corporation, and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.

4.5) TERM OF OFFICE

Each Director shall serve for a term of 2 years. Terms may be staggered to insure continuity of governance. Board members may serve consecutive terms.

4.6) COMPENSATION

No Director may receive direct compensation for her or his service as Director, except reimbursement of expenses, as approved by the Board of Directors. However, nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity, or receiving reasonable compensation therefore.

4.7) PLACE OF MEETINGS

Meetings shall be held at such places as are designated by the Board of Directors.

4.8) REGULAR MEETINGS

Regular meetings of Directors shall be held as needed and at least 4 times a year.

4.9) SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by any member of the Board. Such meetings shall be held at the place designated by the person or persons calling the special meeting.

4.10) NOTICE OF MEETINGS

(a) Regular Meetings

Notice of regular meetings of the Board of Directors shall be sent to Directors and members in whatever manner is appropriate at the time: email, telephone, or first class mail and shall state the date, time, and place of the meeting.

(b) Special Meetings. At least a twenty-four hour prior notice shall be given to each Director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by email, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

4.11) QUORUM FOR MEETINGS

A quorum shall consist of a majority of the members of the Board of Directors including those available by telephone or by electronic means during the meeting.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

4.12) MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

4.13) CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be conducted by the President of the Board, or, if no such person has been so designated or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a board member chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by an agenda prepared in advance and subject to change at the beginning of the meeting.

4.14) ACTION OF DIRECTORS BY WRITTEN CONSENT

Any action required or permitted by law to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors shall individually or collectively consent in writing or by electronic means to such action. Such written or electronic (i.e., email) consent shall be filed with the minutes of the proceedings of the Board of Directors.

4.15) VACANCIES

A vacancy or vacancies of the Board of Directors occurring for any reason, including an increase in the authorized number of Directors, may be filled by appointment of the President. Each Director so appointed shall hold office until the next duly held meeting of the Board of Directors, at which time said Director shall stand for election by the Board of Directors.

Any Director may be removed from office for absence from one-half of the Director's meetings in one fiscal year, upon the vote of the Board of Directors present at a

duly held meeting, provided there is a quorum, and provided that the notice of the meeting at which removal is to be considered states such purpose.

4.16) NONLIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

4.17) INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The Directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

4.18) INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agents of the corporation (including a Director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

ARTICLE V: OFFICERS

5.1) DESIGNATION OF OFFICERS

The Officers of the corporation shall include a President, Vice President, Secretary and Treasurer, or any combination of two positions that ensures an efficient Board, and any other officers the Board of Directors may designate from time to time. The President shall not serve as Treasurer.

5.2) QUALIFICATIONS

Any Board member may serve as an officer of this corporation.

5.3) ELECTION AND TERM OF OFFICE

Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

5.4) REMOVAL

Any officer may be removed from office by a majority vote of the Board of Directors present at a duly held meeting, provided there is a quorum, whenever in their judgment the best interests of the corporation will be served thereby.

5.5) VACANCIES

A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of said office by a majority vote of the Directors present at a duly held meeting, provided there is a quorum.

5.6) DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

5.7) DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as maybe prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

5.8) DUTIES OF SECRETARY

The Secretary shall certify and retain the original, or a copy, of these Bylaws as amended or otherwise altered to date; retain at such place or in such manner as the Board may determine, minutes of all meetings of the Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or not present represented at the meeting, and the proceedings thereof; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, and the minutes of the proceedings of the Directors of the corporation; in general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

5.9) DUTIES OF THE TREASURER

The Treasurer shall oversee the management of all funds and financial reports; prepare an annual budget for review by the Board of Directors; prepare and file all

necessary tax and other reports; submit budget reports as requested by the Board; in general, perform all of the duties incident to the office of Treasurer and such duties as may be assigned by the President or the Board of Directors.

5.10) COMPENSATION

Officers of the corporation shall receive no compensation, except reimbursement of expenses, as approved by the Board of Directors.

ARTICLE VI: COMMITTEES

6.1) EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of three Board members and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

6.2) OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors.

These committees may consist of persons who are not also members of the Board and shall carry out the scope of work assigned to that Committee by the Board, or act in an advisory capacity to the Board. The President shall be an ex-officio member of all committees.

6.3) MEETINGS AND ACTION OF COMMITTEES

The Board may designate the scope of any Committees work, establish and terminate any Committee, and may appoint one of its Directors to the Committee. A Committee may then set their own meeting dates, times, locations, roles of individuals, and work within their scope. Committees should provide feedback to the Board in either writing or by attending a Board meeting.

ARTICLE VII: EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

7.1) EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

7.2) CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payments of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer or board president as needed. Checks over $500 will be countersigned by another board member. A copy of the bank statement will be reviewed by the board each meeting.

7.3) DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

7.4) GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

ARTICLE VIII: CORPORATE RECORDS, REPORTS

8.1) MAINTENANCE OF CORPORATE RECORDS

The corporation shall retain at a suitable location:

(a) Minutes of all meetings of directors, committees of the board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and not present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions, and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection of the corporation at all reasonable times during office hours.

8.2) DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of the corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

ARTICLE IX: IRS SECTION 501 (c) (3) TAX EMEMPTION PROVISIONS

9.1) LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf, of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

9.2) PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

9.3) DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payments, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. A dissolution plan will be prepared, the NM Secretary of State will be notified and final tax forms will be filed.

9.4) PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under

Section 4944 of the Internal Revenue Code; and 5) Shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE X: AMENDMENT OF BYLAWS

10.1) AMENDMENT

These Bylaws may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

ARTICLE XI: CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws will be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All reference in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, filed with an office of the State of New Mexico and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

CERTIFICATION

The undersigned Secretary of the corporation hereby certifies that the foregoing Bylaws were adopted by the Directors of the Southwest Women's Fiber Arts Collective at a meeting of the Directors held on November 12, 2025.

Lori M. Rush — Secretary — 11/12/2025 — Date

Board Member — 11/12/2025 — Date

Ratified: October 14, 2005

Amended: April 15, 2008
Amended: January 31, 2012
Amended: November 30, 2015
Amended: January 11, 2023
Amended: November 6, 2024
Amended: November 12, 2025