

BYLAWS
OF THE
SANGRES ART GUILD

ARTICLE I
NAME

The name of the corporation is the Sangres Art Guild. The principal office is located at P.O. Box 205, Westcliffe, Colorado 81252-0205.

ARTICLE II
AIMS AND PURPOSES

The purpose of this corporation shall be to provide support to the visual arts in the Wet Mountain Valley through education and promotion. In addition, the purpose of this corporation shall be to carry on any lawful business or businesses whatsoever that is permitted by its Articles of Incorporation and to any and all acts in furtherance of any lawful business which is calculated, directly or indirectly, to promote the interests of the corporation.

ARTICLE III
DIRECTORS

Section 1. The business and property of the corporation shall be managed by the Board of Directors of not less than five(5) and not more than nine (9) persons.

Section 2. Election of Board of Directors. Directors shall be elected by the General Membership at the Annual Meeting from a slate provided by the Nominating Committee. At the first annual meeting the members shall elect two directors for a term of one year and 3 directors for a term of two years. At each annual meeting thereafter, the members shall elect directors for a term of two (2) years to replace those directors whose term expires.

Section 3. Any director may be removed from the Board, with or without cause, by a majority vote of the Directors then serving. In the event of death, resignation or removal of a director, his/her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his/her predecessor.

Section 4. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Regular meetings of the Board of Directors shall be held in Westcliffe, Colorado at least annually.

Section 6. Special meetings of the Board of Directors may be called from time to time by the President, or by any two (2) members of the Board of Directors, or at any time without notice, by written waiver signed by all the Directors either before, at or after the time stated therein, which waiver shall be written or pasted in the minutes book of the said corporation.

Section 7. Except as provided in Section 6 above, at least four (4) days' notice shall be given to the members of the Board of any meeting thereof, or if by written notice, a copy thereof enclosed in an envelope, properly stamped, addressed and posted in the United States Postal Service mail at the place of the principal office of the corporation five (5) days before the meeting, or by email.

Section 8. At any meeting of the Board of Directors, 50% of the members shall constitute a quorum for the transaction of business. Whenever less than a quorum appear at any time appointed for a meeting, those so present shall have the power to adjourn such meeting from time to time until a quorum is present.

Section 9. The Board of Directors shall have the authority to appoint committees in either a standing or ad hoc basis at such times and under whatever terms as are deemed appropriate.

ARTICLE IV MEMBERS

Section 1. Membership in the corporation is dependent upon payment of yearly dues, from January through December of each year, and shall be open to all individuals, organizations, or businesses interested in furthering the purposes of the corporation.

Section 2. Dues. Membership dues shall be determined and assessed on an annual calendar year basis upon approval of the Board of Directors.

Section 3. Annual Meetings. The annual meeting of the members shall be held at the date, time, and place to designated by the Board.

Section 4. Special Meetings. Special meetings of the members may be called at any time by the president or any two members of the Board of Directors, or upon written request of 20% of the members.

Section 5. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call

the meeting, by email, or by mailing a copy of such notice, postage prepaid, at least fifteen days before such meeting to each member's address appearing on the books of the Corporation, or supplied by such member to the Corporation for the purpose of notice. Such notice shall specify the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 6. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast 10% of the votes shall constitute a quorum for any action. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 7. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon the termination of membership.

ARTICLE V OFFICERS

Section 1. The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, and a Treasurer, and such other officers as may be deemed necessary, all of whom shall be elected by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. The officers of the corporation shall be elected annually by the Board of Directors at any meeting.

Section 3. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. Duties of Officers. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business of the corporation. The President shall, when present, preside at all meetings of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by

law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

The Vice President shall (or in the event there be more than one, the vice presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) in the absence of the President or in the event of his/her death, inability or refusal to act, 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 President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

The Secretary shall: (a) keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; and (c) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

The Treasurer shall: (a) have charge of the custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 5. The Corporation shall indemnify and hold harmless any or all members of the Board of Directors from any loss, liability or damage incurred or suffered by any such person by reason of any act performed or omitted to be performed by them in connection with their role as a member of such Board, including reasonable attorney's fees and costs incurred by them in connection with the defense or settlement of any claim or action based upon such act or omission, which attorney's fees and costs may be paid as incurred, except to the extent indemnification is prohibited by law. The members of the Board of Directors shall be entitled to the foregoing indemnification and shall not be liable to the Corporation or to anyone else for any loss, liability, or damage suffered or incurred by them directly or indirectly in connection with their activities as Board of Directors members unless such course of conduct constituted fraud, gross negligence, or willful misconduct. In addition to the indemnities herein provided, the Board of Directors members shall not be liable for any action taken or failure to act on behalf of the Corporation within the scope of their authority conferred by these Bylaws, by law or done in reliance in good faith on the opinion of legal

counsel, unless such act or omission was performed or omitted fraudulently or in bad faith or constituted gross negligence.

ARTICLE VI FINANCES

Section 1. Monies of the corporation shall be deposited in the name of the corporation in such bank or banks as may be designated by the Board of Directors and shall be drawn out only by check of the corporation signed by the treasurer, unless otherwise directed by resolution of the Board of Directors.

Section 2. The Directors and officers shall not receive any salary or compensation for their services as such, except as the Board of Directors may by resolution expressly authorize and provide from time to time for their services to the corporation.

Section 3. The Board of Directors may direct the treasurer to provide adequate records for an annual audit, and the results of such audit reported at the Annual Meeting.

ARTICLE VII AMENDMENTS TO THE BYLAWS

The Board of Directors shall adopt such Bylaws, and shall alter, amend and repeal such Bylaws, as the Board of Directors deems necessary or advisable for the regulation and management of the affairs of the organization, not inconsistent with Colorado law or the Articles of Incorporation. A simple majority will be sufficient to carry any such amendment. Members of the Board shall be duly informed at least thirty days in advance and in writing of any proposed Bylaw changes to be voted on at the next regular Board of Directors meeting.

ARTICLE VIII TAX-EXEMPT STATUS

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on

(a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by any organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IX
DISSOLUTION

The Corporation shall be dissolved by a majority vote of the membership present and voting at a meeting called for such a vote. Adequate notice of the purpose of said meeting as outlined in Article IV, Section V will be required. Upon the dissolution of the corporation, assets shall be distributed first to satisfy any liabilities or pre-existing agreements or conditions relative to the corporation. The remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, including such arts, charitable, educational, or community service agencies operational within the community as The Board of Directors shall determine.

This is to certify that the attached Bylaws of the SANGRES ART GUILD are complete and correct copies of the Bylaws adopted by the Board of Directors of said Corporation on _____, 2006.

Secretary