

**BYLAWS
OF
EWING FAMILY ASSOCIATION**

A Non-Profit Corporation

Amended:

September 24, 2000
September 24, 2006
September 20, 2008
January 12, 2010
July 20, 2014

EWING FAMILY ASSOCIATION

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BYLAWS

ARTICLE I

Name, Offices and Subordinate Units

1.1 Name. The name of this corporation is **Ewing Family Association** (the "Corporation").

1.2 Principal Office. The principal office of the Corporation in the State of New Mexico shall be located at 1621 Roma NE, Albuquerque, New Mexico 87106.

1.3 Other Offices. The Corporation may have such other offices, either within or without the State of New Mexico, as the business of the Corporation may require from time to time.

1.4 Subordinate Units. The Corporation may establish and terminate local branches, chapters, or other subordinate units.

ARTICLE II

Objectives and Dedication

2.1 The Corporation is organized and incorporated under the laws of the State of New Mexico to operate, according to the *New Mexico Statutes Amended* – the New Mexico statutes governing non-profit organizations – (the "Statutes") as an exempt organization within the meaning of *Section 501(c)(3) of the Internal Revenue Code of 1986*, as amended (or similar provision of any future revenue law) (the "Code") without profit to any officer or director.

The objective of the Corporation shall be educational and the Corporation shall conduct such activities as are appropriate to this objective including but not limited to:

- i. Fostering interest in the Ewing Family and a spirit of fellowship among the members of the Corporation;

- ii. Promoting periodic gatherings of the Corporation's Members;
- iii. Encouraging genealogical research and sharing the results with others;
- iv. Collecting and preserving historical and genealogical records of Ewing-related families around the world; and
- v. Publishing a family newsletter or journal periodically with information that is of a biographical, genealogical and historical nature.

Subject to the foregoing, the Corporation may also engage in all other activities which are permissible by law.

ARTICLE III **Membership**

3.1 Membership. Membership in the Corporation shall be open to all persons with the surname of Ewing or other surnames derived from the Celtic name usually transcribed in English as Eoghain; to anyone who is descended from anyone with these surnames; to anyone who is, or has been, the spouse of such a person; and to anyone who otherwise supports the Corporation's objectives.

3.2 Dues Payment. Payment of dues is a requirement for membership

3.3 Membership Categories. The membership categories shall be as follows:

3.3.1 Individual. A person meeting the membership criteria.

3.3.2 Institutional. A library, genealogical organization or society, or a similar organization, that provides data, information or services to genealogy researchers.

3.3.3 Honorary. A person provided a lifetime membership in recognition of his/her contributions to the Corporation.

3.4 Application and Renewal. Application for or renewal of membership in the Corporation shall be made in manners prescribed by the Board. The Board, or any committee appointed thereby, shall review all such applications and shall decide whether each applicant shall be admitted to or have his or her membership accepted by or renewed in the Corporation.

3.5 Voting. One vote shall be accorded each individual and honorary member of the Corporation. Institutional members shall carry no voting rights. A membership vote may be taken at any annual, regular, or special meeting, provided a quorum is present.

3.6 Dues. The Board of Directors may by resolution from time to time set or amend a schedule of dues applicable to members; may impose dues upon all members either alike or in different amounts or proportions; and may prescribe the times and methods of collecting such dues.

Memberships dues shall be payable on or before January 1st of each calendar year and shall not be refundable. Dues shall not be assessed honorary members.

The Treasurer shall have the right to extend a membership for three (3) months in anticipation of the member paying their dues.

The Board shall have the discretion to adopt a reduced dues rate in hardship cases for members in any category.

ARTICLE IV **Prohibitions**

4.1 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, the corporation's directors, members, officers or other private personas, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions necessary to carry out the purposes set forth in Article II. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The corporation 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 these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal taxation under the Code; or (b) by a corporation to which contributions are deductible under *Section 170(c)(2) of the Internal Revenue Code of 1986*, as amended.

ARTICLE V Notices and Meeting Conduct

5.1. Notices. Whenever notice is (by law, the Articles of Incorporation or these Bylaws) required to be given to any Member, Director or Member of a Committee, such notice may be given by any of the following means:

5.1.1 Personally. Via verbal or physical delivery.

5.1.2 Regular Mail. Via USPS Mail or Express Mail (UPS, FedEx, etc.) to the latest known physical address of the intended recipient.

5.1.3 Electronic. Via Telegram, Fax, or EMail to the latest known pertinent contact information of the intended recipient.

5.1.4 Publication. Via publication in one or more of the Organization's publications.

The date of delivery shall be the date of the personal interaction, the postmark for the USPS or Express Mail item, the date/time stamp for the electronic message or the date of the publication's mailing by the Corporation's mailing service.

Whenever any notice is required by law, the Articles of Incorporation or these Bylaws, to be given to any Member, Director or Member of a Committee, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

5.2 Meeting Conduct. Directors, Corporation Members and Committee Members may participate in meetings by any of the following means:

5.2.1 Physical Presence. Attendance at the meeting.

5.2.2 Electronic Presence. Any means that allows all of meeting participants to hear or read all contributions to the discussion from each of the other participants. Electronic means include, but are not limited to: EMail, telegram, fax, Instant Messaging, conference calls, voice connectivity, and electronic collaboration. Meetings supported by electronic means shall be equivalent to face-to-face meetings in every respect.

ARTICLE VI

Board of Directors

6.1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the State of New Mexico. In the management and control of the property, business, and affairs of the Corporation, the Board of Directors is hereby vested with all the powers possessed by the Corporation itself, so far as this delegation of authority is not inconsistent with the Code, the Statutes, the Corporation's Articles of Incorporation, or with these Bylaws. All actions by the Board are subject to the power of the members to change actions by the Board. If an action by the Board is not approved by the Members, then it is returned to the Board for reconsideration, perhaps accompanied by advice or directives from the Membership.

6.2. Number, Tenure and Qualification. The number of Directors of the Corporation shall be determined from time to time by the Board of Directors (provided that no decrease in the number of Directors which would have the effect of shortening the term of an incumbent Director may be made by the Board of Directors), provided that the number of Directors shall not be less than three (3) nor more than ten (10).

6.3. Election and Term of Office. The Chancellor and the immediate past-Chancellor shall be Directors ex-officio with the right to vote in meetings of the Directors. The remaining Directors of the Corporation shall be elected by a simple majority vote of the members at the regular annual meeting of the members. If this election of the remaining Directors is not held at such meeting, such election shall be held as soon thereafter as conveniently may be scheduled. Newly-elected Directors shall assume their duties at the end of the annual meeting of the members at which they are elected. Each Director shall hold office for a two-year term or until such Director's successor shall have been duly elected and shall have qualified or until death, resignation or removal.

6.4. Resignations and Vacancies. Any Director may resign by giving written notice to the Secretary of the Corporation. Such resignation shall be effective in accordance with its terms or upon receipt by the Secretary of the Corporation if no date of resignation is specified.

Any vacancy occurring in the Board of Directors or in a directorship to be filled by reason of any increase in the number of directors, may be filled by an affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the Director's predecessor in office. All filling of vacated or new Director positions is subject to the subsequent review, discussion and ratification by the Members at a Member Meeting.

6.5. Compensation. Directors shall not receive any stated salaries for their services as Directors, but by resolution the Board of Directors may authorize (1) reimbursement for expenses incurred by Directors in connection with the performance of their duties as Directors on behalf of the Corporation; and (2) allow a fixed sum and expenses of attendance, if any, for attendance at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

6.6. Removal of Directors. A Director of the Corporation may be removed by a vote of two-thirds ($\frac{2}{3}$ ^{rds}) vote of all of the Directors at any regular or special meeting of the Directors called for the specific purpose of removing such Director.

ARTICLE VII

Meetings of the Board of Directors

7.1. Regular Meetings. A regular annual meeting of the Board of Directors shall be held on the first Wednesday of September or at some other time in September or October as may be decided by the Board of Directors. Notice of the annual meeting shall be provided at least ten (10) days prior to such meeting by any of the means specified in Article 5.1. The Board of Directors may provide, by resolution, the time and place, either within or without the State of New Mexico, for the holding of regular meetings without other notice than such resolution.

Regular meetings of the Board of Directors may be held electronically as specified in Article 5.1.2.

7.2. First Meeting. The first meeting of each newly elected Board of Directors shall be held immediately following the meeting of the members at which such Directors are elected and no notice of such meeting other than this shall be necessary.

Alternatively, this first meeting may be held at such time and place as shall be specified in a notice given as previously provided for special meetings of the Board of Directors, or as shall be specified in a written waiver signed by all of the Directors.

At its first meeting, the newly-elected Board of Directors shall organize itself and elect a Board Chair as well as a Corporation Secretary and Corporation Treasurer.

7.3. Board Chair. The Chair of the Board of Directors shall preside at all meetings of the Board of Directors and shall take the place of the Chancellor when the Chancellor is unable to fulfill the duties of that office.

The Chancellor shall take the place of the Chair when the Chair is unable to fulfill the duties of that office.

7.4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chancellor, the Board Chair or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of New Mexico, as the place for holding any special meeting of the Board called by them.

Special meetings of the Board of Directors may be held electronically as specified in Article 5.1.2.

7.5. Notice. Notice of any special meeting of the Directors shall be given at least ten (10) days previously thereto by any of the means specified in Article 5.1.

Any Director may waive notice of any meeting.

The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Except as otherwise provided by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

7.6. Attendance by Non-Directors. Attendance at meetings, regular and special are normally restricted to the membership-elected Directors. There are the following exceptions:

7.6.1. Secretary and Treasurer. The Corporation's Secretary and Treasurer are required, as part of their duties, to attend all regular and special meetings of the Board of Directors regardless of whether or not they are a Director. The Board Chair may, however, upon receiving a request with an acceptable reason, permit them to miss a specific meeting. The Secretary and Treasurer will be included in all meetings and discussions of the Board regardless of whether they are also Directors, but will vote only if they have been elected as Directors.

7.6.2. Invitation. The Board Chair may extend an attendance invitation to a non-Director should the Chair feel the person has an important or pertinent perspective pertaining to an issue being brought before the Directors.

7.6.3. Application. Members may petition the Board Chair for permission to attend a Board Meeting. Their petition must specify a concrete, specific reason for their attendance. The Board Chair has complete and sole discretion for deciding whether or not the applicant's cited reason is sufficient to allow attendance.

7.6.4. Limitations. Non-Director attendees may not participate in any Executive Sessions. They may contribute to a discussion only when requested to do so by a Director. They may not interject, ask questions, etc. They may not make motions. They may not vote on any motion.

7.6. Quorum. At any meeting of the Board of Directors of the Corporation, the presence of a majority of the Directors in person or electronically shall constitute a quorum for the transaction of business; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

7.7. Manner of Acting. Each Director shall be entitled to one vote. Absentee voting (i.e., voting by proxies or mail-in ballots) shall not be allowed for Annual or Special Board of Director Meetings. Secret Ballots shall not be allowed for Annual or Special Board of Director Meetings.

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the full Board of Directors, except as provided by law or by these Bylaws.

7.8. Informal Action. Any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the effect of a unanimous vote and shall be equally valid as if said action were approved at a meeting.

7.9. Conflicts of Interest. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for the reason, or solely because the director or officer is

present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose if the material facts as to the Director's or Directors' relationship or interest as to the contract or transaction are disclosed or are known to the Board or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of all of the disinterested directors, even though the disinterested directors be less than a quorum.

ARTICLE VIII **Committees**

8.1. Establishment. Committees having some of the powers of the Board of Directors (as limited by the constraints specified in Article 8.8), may be appointed by a majority of the Board of Directors as may be deemed necessary or desirable for the proper administration and operation of the Corporation.

Each such committee shall serve at the pleasure of the Board and shall be subject to the control and direction of the Board. All actions by any such committee shall be subject to revision or alteration by the Board provided that no rights of third persons shall be adversely affected by such revision or alteration. Any action or authorization of an act by any such committee within the authority delegated to it by the resolution establishing it shall be effective for all purposes as the act or authorization of the Board. Any such committee may act by a majority of its members present at a meeting or by writing or writings signed by all of its members.

8.2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the Chancellor of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

8.3. Chair. One member of each committee shall be appointed Committee Chair by the person or persons authorized to appoint the members thereof.

8.4. Membership. Members of committees shall serve at the discretion of the person or persons authorized to appoint the members thereof or for such terms as are set forth in the resolution establishing the committee.

The Board Chair and Chancellor shall be an ex-officio member of all committees but shall not be entitled to a vote unless he or she is also appointed to said committee as a Committee Member.

8.5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

8.6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present, physically or electronically at a meeting at which a quorum is present shall be the act of the committee.

8.7. Rules. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

8.8 Powers. No committee shall have any power or authority as to the following:

- i. The submission to members of any action requiring approval under the Statutes or the Code;
- ii. The filling of vacancies in the Board of Directors;
- iii. The adoption, amendment or repeal of the Bylaws;
- iv. The amendment or repeal of any resolution of the Board;
- v. Action on matters committed by the Bylaws or resolution of the Board of Directors to another committee of the Board; and
- vi. The purchase, mortgage, leasing or disposal of real estate.

ARTICLE IX **Officers**

9.1. Number. The officers of the Corporation shall consist of a Chancellor, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article.

The Board of Directors, by resolution, may create the offices of one or more Vice Chancellors, Assistant Treasurers and Assistant Secretaries, all of whom shall be elected by the Board.

Any two (2) or more offices may be held by the same person.

9.2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors.

The officers of the EFA shall hold office until his or her death, resignation or removal or until his or her successors are chosen and qualify. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the members of the Board of Directors. Any vacancy occurring in the office of Chancellor may be filled by the Board of Directors until the next regular or special Member Meeting.

9.3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

9.4. Vacancies. 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.

9.5. Chancellor. The Chancellor shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the members. He may sign, with the Secretary or any other proper officer of the Corporation 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 or by statute to some other officer or agent of the Corporation; and in general he shall perform all duties incident to the office of Chancellor and such other duties as may be prescribed by the Board of Directors from time to time.

The Chancellor shall be elected by the Members at the annual Member Meeting.

With respect to responsibilities and authorities, in particular, but not exclusively, the Chancellor shall:

- i. preside at all Member Meetings;
- ii. provide general and active management of the business of the Corporation; and
- iii. assure that all orders and resolutions of the Board of Directors are carried into effect.

Should the Chancellor be unable to perform the duties of this office, he or she shall be replaced first by a Vice Chancellor (chosen by the Board of Directors) or, second, by someone chosen by the Board Chair, in either case to temporarily be the Corporation's Chancellor until the duly-elected Chancellor is able to return or a new Chancellor is elected by the Membership.

9.6. Vice Chancellor(s). The Vice Chancellor(s), if any, shall perform such duties as from time to time may be assigned to him, her or them by the Chancellor or by the Board of Directors.

9.7. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys 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 XII of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chancellor or by the Board of Directors.

In particular, the Treasurer shall:

- i. attend all meetings of the Board of Directors and all Member Meetings except when non-attendance is permitted by petition to the Board Chair;
- ii. shall provide the Chancellor and the Board of Directors, at its regular meetings, or when the Board of Directors so requests, a detailed or synoptic accounting of all the transactions as Treasurer and of the financial condition of the Corporation; and
- iii. shall provide the Membership in February of every calendar year, with a synoptic report regarding the financial condition of the Corporation.

The Treasurer's reports provided to the Chancellor, the Board of Directors and the Membership shall, as appropriate and necessary, include the following:

- i. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.
- ii. The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
- iii. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.
- iv. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.
- v. The number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.

9.9 Secretary. The Secretary shall keep the minutes of Member Meetings, meetings of the Board of Directors and meetings of Committees in one or more books provided for that purpose; 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 of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and 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 or her by the Chancellor or by the Board of Directors.

In particular: the Secretary shall:

- i. attend all meetings of the Board of Directors and Member Meetings (except when non-attendance is permitted by petition to the Board Chair) and record all the proceedings of these meetings in a book to be kept for that purpose;
- ii. perform like duties for any duly authorized committee when required;
- iii. give, or cause to be given, all required notices of Member Meetings or meetings of the Board of Directors; and
- iv. perform such other duties as may be prescribed by the Board of Directors or the Chancellor, under whose supervision he or she shall serve

9.10. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the Chancellor or the Board Chair.

ARTICLE X

Member Meetings

10.1. Annual Meeting. The annual meeting of the Corporation's Membership shall be held on a date to be determined by the Board of Directors and shall be for the purpose of the Chancellor and Board of Directors and transacting any and all business that may be brought before the meeting. Any business may be transacted at the meeting, irrespective of whether the notice of such meeting contains a reference thereto, except as otherwise required by these Bylaws, by pertinent State and Federal Statutes, or by the Code.

10.2. Special Meetings. Special meetings of the members, for any purpose or purposes, may be called at any time by the Board of Directors, or by ten percent (10%) of the Members entitled to cast votes at Member Meetings.

Upon receipt of any written request from a source authorized to call such meeting it shall be the duty of the Secretary to call a special meeting of the Members to be held at such time, not more than forty-five (45) days after the receipt of the request, as the Secretary may fix. If the Secretary shall neglect or refuse to issue such call, the person or persons making the request may issue the call. Business transacted at all special meetings of members shall be limited to the purposes stated in the notice.

10.3. Notice of Member Meetings. Notice of annual and special Member Meetings, stating the time, day, and place of the meeting, shall be provided by any of the means identified in Article 5.1 at least forty-five (45) days prior to the date of the meeting.

10.4. Quorum. Twenty (20) members in good standing – participating by any of the means specified in Article 5.2. – shall constitute a quorum for Annual and Special Member Meetings. Members submitting Mail-in Ballots shall be counted in determining a quorum.

The members participating in a duly-organized annual or special meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

If a meeting of the members cannot be organized because a quorum has not participated, the participating Members shall have the power, except as otherwise provided by statute, to adjourn the meeting to such time and place as they may determine.

10.5 Majority Approval. The acts at a duly organized meeting of participating Members approved by at least a majority of the participating Members shall be the acts of the Corporation's Membership.

10.6 Absentee Voting:

10.6.1 Mail-in Ballots. At the discretion of the Board, Members unable to physically attend for Member Meetings may vote on motions which have been specified in the meeting's announcement by using a Mail-in Ballot. Mail-in Ballots may be obtained by written request sent to the Secretary by postal mail. Completed Mail-in Ballots must be returned to the Secretary by postal mail and received by the Secretary no later than seven (7) days before the meeting. Which

motions are subject to mail-in balloting is at the sole discretion of the Board of Directors. The Board of Directors may establish notification and response conditions in addition to those specified above. For mail ballots to be valid, ten percent (10%) of the total rather than merely present-at-the-meeting voting members of the Corporation then in good standing must return ballots.

10.6.2 Proxy Voting. Proxy voting shall not be allowed for Member Meetings.

10.7. Secret Balloting. Balloting by the use of strips of paper upon which are printed, or written, yes or no, or the names of the candidates, as the case may be, shall be allowed with special care to make this approach to balloting adequately accommodates Members participating electronically. The use of secret balloting for a specific motion may be proposed by any meeting participant with the Chair of the meeting deciding on the use of secret balloting for the motion, perhaps after a discussion by the participants.

ARTICLE XI Finance

11.1 Fees and Profits. The Corporation may charge fees or prices for services or products it renders within its lawful authority, and may receive such income and make an incidental profit thereon. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Corporation, and in no case shall be divided or distributed in any manner whatsoever among the members, Directors, or officers of the Corporation.

11.2 Investment of Trust Funds. Unless otherwise provided in the trust instrument, the Board of Directors shall have the power to invest any assets vested in the Corporation by such instrument, or the proceeds thereof, separately or together with other assets of the Corporation, in the manner authorized for fiduciaries by the applicable code for Probate, Estates and Fiduciaries, and to retain any investments heretofore so made. Any investments may be held in the name of the Corporation or in the name of a nominee of the Corporation. The Directors shall keep accurate accounts of all trust funds, separate and apart from the accounts of other assets of the Corporation.

11.3 Payments Permitted. Except when the Corporation is insolvent, or when such act would leave insufficient assets to meet its liabilities, the Corporation may:

- i. Pay compensation in a reasonable amount to Members, Directors, or Officers for services rendered; or
- ii. Confer benefits upon Members or non-Members in conformity with its purposes.

ARTICLE XII

Contracts, Loans, Checks and Deposits

12.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, 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.

12.2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

12.3. Checks, Drafts and Other Financial Instruments. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

12.4. Deposits. All funds of the Corporation not otherwise employed 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.

ARTICLE XIII

Indemnification of Officers and Directors

13.1. Power to Indemnify in Actions, Suits or Proceedings. Subject to Article 13.2, the Corporation shall indemnify any person who was or is a party or is threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a director or officer of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably

believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such conduct was unlawful.

13.2. Authorization of Indemnification. Any indemnification under this Article XIII (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because such person has met the applicable standard of conduct set forth in Article 13.1. Such determination shall be made (a) by the Board of Directors by a unanimous vote of a quorum consisting of all directors who were not parties to such action, suit or proceeding in which designation directors who are parties may participate, and consisting solely of two (2) or more directors not at the time parties to the proceeding or (b) by special legal counsel in a written opinion. To the extent, however, that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding described above, or in defense of any claim, issue or matter therein, such officer or director shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith, without the necessity of authorization in the specific case.

13.3. Good Faith Defined. For purposes of any determination under Article 13.2, a person shall be deemed to have acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, or, with respect to any criminal action or proceeding, to have had no reasonable cause to believe such conduct was unlawful, if his action is based on the records or books of account of the Corporation or another enterprise, or on information supplied to such person by the authorized agents of the Corporation or another enterprise in the course of their duties, or on the advice of legal counsel for the Corporation or another enterprise or on information or records given or reports made to the Corporation or another enterprise by an independent certified public accountant or by an appraiser or other expert selected with reasonable care by the Corporation or another enterprise. The term "another enterprise" as used in this Article 13.3 shall mean any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise of which such person is or was serving at the request of the Corporation as a director, officer, employee or agent. The provisions of this Article 13.3 shall not be deemed to be exclusive or to limit in any way the circumstances in which a person may be deemed to have met the applicable standard of conduct set forth in Article 13.1.

13.4. Indemnification by a Court. Notwithstanding any contrary determination in the specific case under Article 13.2, and notwithstanding the absence of any determination thereunder, any director or officer may apply to any court of competent jurisdiction in the State of New Mexico for indemnification to the extent otherwise permissible under Article 13.1. The basis of such indemnification by a court shall be a determination by such court that indemnification of the director or officer is proper in the circumstances because such officer or director has met the applicable standards of conduct set forth in Article 13.1. Neither a contrary determination in the specific case under Article 13.2 nor the absence of any determination thereunder shall be a defense to such application or create a presumption that the director or officer seeking indemnification has not met any applicable standard of conduct. Notice of any application for indemnification pursuant to this Article 13.4 shall be given to the Corporation promptly upon the filing of such application. If successful, in whole or in part, the director or officer seeking indemnification shall also be entitled to be paid the expense of prosecuting such application.

13.5. Nonexclusivity of Indemnification. The indemnification provided by or granted pursuant to this Article XIII shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, contract, vote of disinterested directors or pursuant to the direction (howsoever embodied) of any court of competent jurisdiction or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, it being the policy of the Corporation that indemnification of the persons specified in Article 13.1 shall be made to the fullest extent permitted by law. The provisions of this Article XIII shall not be deemed to preclude the indemnification of any person who is not specified in Article 13.1 but whom the Corporation has the power or obligation to indemnify under the provisions of the Statutes, or otherwise.

13.6. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power or the obligation to indemnify him against such liability under the provisions of this Article XIII.

13.7. Certain Definitions. For purposes of this Article XIII, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors so that any person who is or was a director of such constituent corporation, shall stand in the same position under the provisions of this Article XIII with respect to the resulting or surviving corporation as he would have with

respect to such constituent corporation if its separate existence had continued. For purposes of this Article XIII, references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the Corporation” as referred to in this Article XIII.

13.8. Survival of Indemnification and Advancement of Expenses. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article XII shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

13.9. Limitation on Indemnification. Notwithstanding anything contained in this Article XIII to the contrary, except for proceedings to enforce rights to indemnification (which shall be governed by Article 13.4 hereof), the Corporation 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 of Directors of the Corporation.

ARTICLE XIV

General Provisions

14.1 Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, partner, trustee, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other incorporated or unincorporated enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Statutes.

14.2 Choice of Law. These Bylaws shall be interpreted under the Statutes, and any action brought to enforce its provisions shall be brought in a court in New Mexico.

14.3 Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

14.4 Corporate Seal. The Board of Directors shall prescribe the form of a suitable corporate seal, which shall contain the full name of the Corporation and the year and state of incorporation. The lack of a seal on corporate documents shall not affect the validity of any document properly executed on behalf of the Corporation.

14.5 Severability. If any provision of these Bylaws is determined to be invalid, the remainder of these Bylaws shall be and remain in full force and effect

14.6 Records. An original or duplicate record of the proceedings of the members and the Directors and other bodies, the books or records of account, the Bylaws, and the membership register shall be kept at the Corporation's registered office or its principal place of business.

14.7 Access to Records. Except as otherwise specified by the Code, the Statutes or elsewhere in these Bylaws, access to the Corporation's records requires a petition in writing delivered to the Board Chair specifying concrete, specific, concrete reasons for requesting the access. The Board Chair has the sole responsibility and authority to grant or deny access. Should the petitioner disagree with the Board Chair's decision, he or she may resort to legal proceedings to gain access.

14.8 Construction of Powers. Unless these Bylaws expressly or by clear construction or implication so provide, nothing contained in these Bylaws is intended to or shall limit, qualify, or restrict any powers or authority granted or permitted to nonprofit corporations by the Code.

14.9 Precedence of Authorities. The authorities govern the legality and propriety of the Corporation's management and conduct of its activities shall have the following precedence:

highest precedence : Code
 : Statutes
 : Bylaws
lowest precedence : *Roberts Rules of Order*

ARTICLE XV

Dissolution

15.1 Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation to:

- i. an organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under the Code; or

- ii. to the Federal government or to a State or local government, for a public purpose, as the Board of Directors shall determine.

Any of such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVI **Amendments**

16.1 These Bylaws may be changed – altered, amended or repealed in whole or in part – solely by a majority vote of the Board of Directors participating in any duly convened Board of Directors Meeting.

16.2 Individual Members or groups of Members may propose changes to the Bylaws to the Board of Directors. Such proposals shall clearly indicate the proposed changes – not necessarily but desirably in terms of specific wording changes – and be accompanied by a one-to-two page explanation of the rationale for the changes.

16.3 Motions made during a Member or Board of Directors Meeting may indirectly imply changes to the Bylaws. The approach to identifying and considering the needed changes shall be defined by the Board of Directors.

16.4 The intent to consider changes to the Bylaws shall be specified in a Board of Directors' Meeting's announcement.

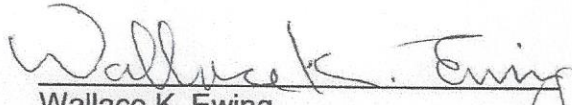
16.5 The Board of Directors may, at their discretion, seek the advice of legal counsel.

16.6 Changes approved by the Board of Directors shall take effect immediately subject to New Mexico regulations for filing the new version of the Bylaws.


16.7 The disposition of all potential changes considered by the Board of Directors shall be reported to the Members. This report shall 1) identify the source of the proposed change, 2) synopsise the change-proposers' rationale for the change, 3) synopsise the Board-of-Directors' deliberations regarding the proposed change, 4) state the Board of Directors' decision, and 5) synopsise the rationale for the Board of Directors' decision.

ADOPTED as of this 20th day of July 2014

Ewing Family Association,
a New Mexico Nonprofit Corporation



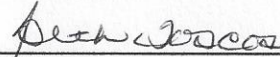
Wallace K. Ewing
Chancellor, Ewing Family Association



Beth Toscos
Secretary, Ewing Family Association

CERTIFICATE OF SECRETARY

The undersigned Secretary of the Ewing Family Association hereby attests that the foregoing Bylaws represent a true and correct copy of the Bylaws adopted by the Board of Directors of the Corporation at a duly noticed meeting.



Beth Toscos
Secretary, Ewing Family Association