

**BY-LAWS
OF
TIBETAN ASSOCIATION OF SANTA FE, INC.**

**ARTICLE I
LOCATION OF OFFICE**

The principal office of the Corporation in the State of New Mexico shall be located in the city of Santa Fe. The Corporation may have such other offices as the business of the corporation may require from time to time.

**ARTICLE II
OBJECTIVES AND DEDICATION**

The Corporation is organized and incorporated under the laws of the state of New Mexico to conduct a community service organization for charitable, cultural, and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended without profit to any officer or director, and is primarily dedicated to the following objectives:

1. to provide resettlement assistance to Tibetan immigrants;
2. to preserve, promote, and disseminate the unique Tibetan cultural heritage;
3. to promote and uphold moral values, environment and animal protection based on centuries old Tibetan practices and principles;
4. to develop the Tibetan community into a sustainable pro-active organization to strengthen its participation with, contribution to and integration into the main stream society;
5. to work with other non-profit organizations; and
6. to solicit and accept contributions and donations of any kind for the support of its programs and activities.

ARTICLE III
MEMBERSHIP

SECTION 1. COMPOSITION: The Corporation will invite all Tibetans residing in and around Santa Fe as members and interested persons from local community.

SECTION 2. RIGHTS: Members who are 18 years and above have the rights to be elected and to elect the Board of Directors. The General Body of the membership shall have power of management and control of activities and affairs of the Corporation and shall exercise such powers through the Board of Directors.

SECTION 3. GENERAL BODY MEETING: The Board of Directors shall convene the General Body Meeting of the members on a need basis but not fewer than three meetings in a calendar year. All major activities and affairs of the Corporation, referred by the Board of Directors, shall be decided in General Body Meeting by majority of vote of the members present and voting. Such decisions are final and binding on both the members and the Board of Directors. An annual meeting shall be held on the first week of September each year of the purpose of electing Directors and for the transaction of such other business as may be put up for the meeting.

SECTION 4. MEMBERSHIP FEE: Such fees will be set annually be the Board of Directors.

SECTION 5. COMPENSATION: Members shall not receive compensation for their services and performance of their duties.

ARTICLE IV
BOARD OF DIRECTORS

SECTION 1. MANAGEMENT: The Board of Directors shall have the general management and control of the activities and affairs of the Corporation, under the supervision and direction of the general body of the members, and shall exercise all the powers that may be exercised or performed by the Corporation under the laws of the State of New Mexico and the United States, those bylaws, and the Articles of Incorporation.

SECTION 2. NUMBER AND TENURE: Directors shall be elected by the General Body Meeting of the members at the September annual meeting of members. The Board of Directors shall consist of not fewer than three or more than fifteen members. Each Director shall have office for the term for which he/she is elected or until his/her successor shall have been elected and qualified. The term of each director shall be not more than one year and is eligible for re-election.

SECTION 3. ELIGIBILITY FOR ELECTION: To be eligible for election as director of the Corporation (a) must be a member of the Association; (b) must have paid membership fees.

SECTION 4. VACANCIES: Any vacancy or vacancies created by death, removal, resignation or incapacity to act of any Director before the expiration of such Director's term, or by amendment of those Bylaws, may be filled at any meeting of the Board by a majority of the Directors present. Such actions/decisions must be approved by the General Body Meeting or the General Body Meeting may elect for the vacancy.

SECTION 5. RESIGNATIONS AND REMOVAL: Any Director may resign by giving written notice of such resignation to the Executive Director of the Corporation. Unless otherwise specified in the notice, such resignation shall take effect on acceptance by a majority of the Directors. Any Directors may be removed at any time by a vote of three-fourths (3/4) of the General Body Meeting of members present and voting. A Director who fails to attend three (3) consecutive regular meetings of the Board may be removed by a majority vote of the remaining Directors.

SECTION 6. COMPENSATION: Except for the Executive Director, no Directors shall receive compensation for their services as such, but the Board of Directors may authorize reimbursement for expenses incurred by Directors in connection with the performance of their duties.

ARTICLE V MEETING OF THE BOARD OF DIRECTORS

SECTION 1. ANNUAL AND SPECIAL MEETINGS: Two annual meetings of the Board shall be held on the second and last week of

December each year for the purpose of finalizing annual report and accounts statement and to plan the annual activities, and for the transaction of such other business as may come before the meeting. The Board shall held monthly meetings as far as necessary and special meetings may be called by the President, the Executive Director, the Secretary, or one-third (1/3) of the Board or not less than seven days' notice, given by mail, telegraph, or telephone. Notice of special meetings shall state the purposes therefor. All meetings of the Board shall be held at such place within the State of New Mexico as shall be designated in a notice of the meeting.

SECTION 2. QUORUM: At any meeting of the Board of Directors of the Corporation, the presence of a majority of the Directors in person or by proxy shall be necessary to constitute a quorum of all purposes, at which the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the full Board of Directors.

SECTION 3. ACTION WITHOUT A MEETING: Any action required or permitted to be taken by the board or any committee thereof may be taken without a meeting if all the members of the Board consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board shall be filled with the minutes of the proceedings in person at the meeting.

SECTION 4. PARTICIPATION BY TELEPHONE: Any one or more members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

ARTICLE VI COMMITTEES OF THE BOARD OF DIRECTORS

SECTION 1. EXECUTIVE COMMITTEE: The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate an Executive Committee of no fewer than 2 or more than 7 members, these being the President and confirmed by the board of directors. Between meetings of the Board of Directors, the Executive Committee shall have and exercise the authority of the Board of Directors and the

management of the Corporation, except as to the election or removal of officers or Directors, the amendment or repeal of these Bylaws or any matters concerning which the Board of Directors is required to act by law or by the Articles of Incorporation or by these Bylaws.

The Executive Committee shall consult with and advise the Board of Directors on all matters pertaining to the affairs of the Corporation and shall have and exercise such specific power and perform such specific duties as prescribed by these Bylaws or as the Board of Directors shall from time to time prescribe or direct. The Executive Committee may act by a majority of its members at a meeting or by writing or writings signed by all of its members. All action taken by the Executive Committee shall be reported to the Board at its next meeting and shall be subject to ratification by the Board.

SECTION 2. OTHER COMMITTEES: the Board of Directors may appoint Other committees, as may be deemed desirable for proper administration and operation of the Corporation. Each such committee shall serve at the pleasure of the Board of Directors and shall be subject to the control and direction of the Board of Directors. All actions by any such committee shall be subject to revision and alteration by the Board of Directors provided that no rights of third persons shall be adversely affected by such revision or alteration. Any action or authorization of an act by 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 of Directors. Any such committee may act by a majority of its members at a meeting or by a writing or writings signed by all of its members.

ARTICLE VII OFFICERS

SECTION 1. OFFICERS OF THE CORPORATION: The officers of the Corporation shall consist of the President, Vice President, the Executive Director, the Treasurer, and the Secretary, who shall be members of the Board of Directors. The officers shall be elected and qualified. Any officer may succeed himself/herself. If the office of any of the officers should become vacant for any reason, the Board shall, by a majority of those present at any regular or properly called special meeting, elect a successor to fill the vacancy for the unexpired term. Any officer may be removed by the

affirmative vote of the majority of the Directors present at any regular or properly called special meeting of the Board.

Any two or more offices may be held by the same person, except the offices of the President and the Executive Director.

SECTION 2. POWERS AND DUTIES: The powers and duties of the officers shall be as follows:

(A) President: The President shall be the head of the Corporation; shall have general supervision of the affairs of the Corporation and take over the other officers; and shall sign all written contracts of the Corporation. He/She shall be an ex-officio member of all committees, and shall preside at all meetings of the Board of Directors and the General Body meetings of the members.

(B) Vice-President: The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties, as the Board of Directors shall prescribe. In the absence or disability of the President and the Vice-President, the Director designated by the Board of Directors shall perform the duties and exercise the powers of the President.

(C) Executive Director: The Executive Director shall be the chief executive officer and the Financial and Fiscal officer of the Corporation; shall be empowered to handle all administrative affairs and transactions of the Corporation; and perform such duties as may be prescribed by the Board of Directors, under whose supervision he/she shall be, and perform such other duties as are incidental to the office. He/she be an ex-officio member of all committees.

(D) Treasurer: The Treasurer shall have custody of all monies and securities of the Corporation; shall keep books of accounts; and shall submit them, together with all vouchers, receipts, records and other papers, to the Directors for their examination and approval as often as they may require; shall present and submit annual statement of accounts to the General Body for their examination and approval; shall perform all other duties as are incidental to such office and shall perform the duties delegated to the Treasurer by the Board of Directors.

(E) Secretary: The Secretary shall attend all sessions of the Board of Directors and record, or cause to be record, all votes and minutes of all proceedings in a book to be kept for such purpose, and shall perform like duties for the Executive Committee when requested. The Secretary shall give or cause to be given notice of all meetings of the Directors and the General Body, and shall perform such duties as may be prescribed by the

Board of Directors, and shall perform such other duties as are incidental to the office.

SECTION 3. SUBORDINATE OFFICERS AND AGENTS: The Board of Directors may appoint subordinate officers and agents who shall have powers and duties as may be prescribed by the Board.

SECTION 4. COMPENSATION OF OFFICERS: The Executive Director shall be the paid chief executive officer of the Corporation and salary/wage shall be commensurate with the duties performed and the time devoted to the affairs of the Corporation. Compensation of the officers of the Corporation, if any, shall be fixed by the Board of Directors and shall be commensurate with the duties performed and the time devoted to the affairs of the Corporation by said officers. A member of the Board of Directors shall not participate in fixing his or her compensation as an officer or employee of the Corporation.

SECTION 5. VACANCIES: Any vacancy which may occur in any of the elective office shall be filled by election of the Board to serve until the next General Body Meeting or until his or her successor shall have been duly elected and qualified.

SECTION 6. RESIGNATION AND REMOVAL OF OFFICERS: Any officer may resign by a notice in writing to the President or the Executive Director. The acceptance of any such resignation, unless required by the term thereof, shall not be necessary to make the same effective. Any officer may be removed at any time with or without cause by majority vote of the Directors, provided there is a quorum of not less than a majority of the entire Board present at the meeting at which such action is taken.

ARTICLE VIII DISSOLUTION

On dissolution or final liquidation of the Corporation, the Board of Directors shall, after paying and making provision for the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, cultural, and educational purposes, as shall at that time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding provisions of any

subsequent federal laws, as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by a court of competent jurisdiction 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 IX GENERAL PROVISIONS

SECTION 1. AUTHORITY TO SIGN CONTRACTS AND CHECKS:
The persons authorized to sign contracts and to sign, endorse and otherwise execute checks, drafts, notes, orders, or other instruments for the payment of money issued by or to the Corporation shall be designated by appropriate resolutions of the Board.

SECTION 2. FISCAL YEAR: The fiscal year of the Corporation shall be the twelve-month period ending in December of each year, or such other period as the Directors may establish.

SECTION 3. LOANS: No loans shall be contracted on behalf of the Corporation unless authorized by the Board of Directors.

ARTICLE X INDEMNIFICATION

Indemnification shall be provided to all officers and Directors of the Corporation to the full extent permitted by law.

ARTICLE XI AMENDMENTS

The Bylaws of the Corporation may be amended only by an affirmative vote, by the Directors present or represented by proxy at a properly called regular or special meeting, of at least two-thirds (2/3) of the entire Board of Directors. The notice of such a meeting must specify that the subjects of the amendments or amendments acted upon are to be considered at the meeting, and such notice, along with the proposed amendment or amendments, shall

be provided to each Director at least ten (10) days prior to such a meeting.
Said notice may not be waived.

Adopted on August 15, 1998

L. Swartz
EXECUTIVE DIRECTOR

