

AMENDED AND RESTATED

BYLAWS

OF

Anchorage Weavers and Spinners Guild

ARTICLE I

Membership

Section 1. Members. This corporation, referenced throughout this document as the "Guild," shall have members. All members shall meet the following qualifications: any person who subscribes to the organization's purposes and pays annual membership dues shall be a member of the Guild.

Section 2. Classes of Membership. There shall be two classes of members, active and subscribing. Active members in good standing will have all of the rights and privileges granted by these bylaws, including the right to vote. Subscribing members will have only the right to receive the Guild Newsletter and other notices. Subscribing members will not be entitled to vote. A person shall indicate whether s/he is an active or subscribing member on his/her annual membership application form. In the absence of a designation, the secretary shall classify the member based upon the dues amount received.

Section 3. Dues. Dues will be determined by the board of directors and ratified by the membership. Dues will be paid annually for the period from September 1st through August 31st. Members who have paid dues are considered to be in good standing and have all of the rights and privileges granted them by the Bylaws.

Section 4. Privileges. Each active member in good standing shall have one vote in Guild matters and shall be eligible to serve on the board of directors. Members shall also have the right to attend Guild membership, board, and other meetings, have priority for participation in Guild activities, and receive the Guild Newsletter.

Section 5. Membership Meetings. The Guild membership shall meet regularly on the second Saturday of the month from September through May, at a time and place determined by the board of directors. Guild membership meetings shall be open to the public. The presence of ten percent (10%) of the active members shall constitute a quorum.

Section 6. Annual Meeting. The Guild's annual meeting shall be held in at the May regular Guild meeting. The annual meeting shall be for the election of officers, directors, and

other positions and ratification of the acts of the directors, as necessary. Members shall be provided notice of the date, place and time of the annual meeting (e.g. in the Guild Newsletter).

ARTICLE II

Board of Directors

Section 1. Powers and Qualifications. The affairs of the Guild shall be managed by the board of directors.

Section 2. Number and Term. The number of directors of the Guild shall be five, each of whom shall be an active Guild member. The terms of office of each director shall be concurrent with his/her term as an officer. The number of directors may be increased or decreased from time to time by amendment to the Bylaws, but a decrease may not have the effect of shortening the term of an incumbent director.

Section 3. Composition. Directors shall be the persons elected to serve as officers in the positions listed in Article VII, Section 1 of these Bylaws. Each director will assume the powers as a director at the close of the annual meeting at which he or she is elected and shall hold office until the expiration of the term of office or until a successor is appointed or elected and has qualified.

Section 4. Removal of a Director. Any director may be removed upon two-thirds vote of the board of directors with ratification by the membership. A director shall also be automatically removed in the event he or she misses three consecutive board meetings without an excuse. The board meeting minutes shall reflect the attendance of each member of the board of directors.

Section 5. Vacancies. A vacancy occurring in the board of directors and a directorship to be filled by reason of an increase in the number of directors may be filled by the remaining directors from among the active members of the Guild. A director appointed to fill a vacancy is appointed for the unexpired portion of the term of the director's predecessor in office. If a vacancy is due to an increase in the number of directors, the directorship shall be filled for a term that continues until the next election of directors. A vacancy may not continue longer than two months or until the next annual meeting, whichever comes first.

Section 6. Ethical Requirements. Members of the board of directors have a special obligation to maintain the Guild's integrity and reputation. All directors are charged with the responsibility of supervising the Guild's operation and to ensure that the Guild's affairs are administered fairly and impartially. It is essential that directors, through adherence to high ethical standards of conduct, avoid actions that might impair the Guild's effectiveness or in any

way tend to discredit the Guild. Therefore, directors should be guided by the following principles:

(a) Directors of the Guild, in carrying out their responsibilities, should avoid any action which might result in or create the appearance of (1) using their position as a director for private gain; (2) giving unwarranted preferential treatment to any organization or person; (3) impeding the Guild's efficiency or economy; (4) losing complete independence or impartiality of action; (5) making a decision as a director outside of official corporate channels; (6) affecting adversely the confidence of the public or any member in the Guild's integrity.

(b) Directors should strictly preserve the Guild's confidentiality and its business as necessary to ensure that information is not revealed which would impair or compromise the Guild's operation.

Violations of this Article II, Section 6 shall constitute grounds for immediate removal from the board of directors.

Section 7. Conflict of Interest. Any director, personally and individually, or any entity with which a director is affiliated through employment or ownership, may be a party to or may be interested in any contract or transaction of the Guild, and no director shall be liable in any way by reason of such interest; provided, however, that the fact of such interest is fully disclosed or made known to the board of directors. The board of directors shall determine, by a vote which does not count the vote of the interested director, whether the nature of the disclosed conflict constitutes personal gain to the interested director or any entity with which a director is affiliated. If the board of directors determines that such personal gain is present, the board of directors can only authorize, approve or ratify such contract or transaction by a vote (not counting the vote of the interested director) of a majority of the members of the board present at the meeting where such vote is taken. The interested director may be counted in determining whether there is a quorum at such meeting and the interested director may be present at such meeting. This section shall not be construed to impair or invalidate or in any way affect any contract or other transaction which would otherwise be valid under the law (common, statutory or otherwise) applicable thereto.

ARTICLE III

Meetings of the Board of Directors

Section 1. Regular Board of Directors' Meetings. The board of directors shall meet monthly or as necessary from September through May for the transaction of such business as may properly come before the meeting. Regular board meetings shall be held in Anchorage, Alaska on

dates determined annually by the board of directors. Except for portions of meetings held in executive session, meetings shall be open to any Guild member who wishes to attend.

Section 2. Transition Meeting. The Guild's outgoing and incoming boards of directors will meet jointly to review their roles and responsibilities. The meeting, held after the new board is elected and before the beginning of the new Guild year, shall be for the purpose of transferring organizational responsibility and facilitating the transition to the new board.

Section 3. Special Board Meetings. Special meetings of the board of directors may be held at any place and time, whenever called by the president, secretary, or by any three directors.

Section 4. Notice of Board Meetings. No notice of the regular meeting of the board of directors shall be required beyond initial announcement of the meeting time for the year and publication as an upcoming event in the Guild Newsletter. Notice of the time and place of any special meeting of the board of directors shall be given to other board members by the secretary, or by the person or persons calling the meeting, by mail, email, or by personal communication over the telephone or otherwise, at least three days prior to the date on which the meeting is to be held. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where the director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any meeting of the board or directors need be specified in the notice or any waiver of notice of such meeting.

Section 5. Quorum for Board Meeting. A majority of the board of directors shall constitute a quorum for the transaction of business. The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the board of directors.

Section 6. Board Meetings Held by Telephone or Similar Communications Equipment. Members of the board of directors or its committees may participate in a meeting of the board or such committees by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

ARTICLE IV

Committees

Section 1. Appointment. The president may establish such committees as may be needed. Standing committees will be chaired by designated officers or other individuals elected to their posts by the membership. Ad hoc committees may be appointed by the president and

confirmed by the board of directors, with one or more persons named as chair. Only active members may serve on committees.

Section 2. Duties of Committees. The duties of standing committees are set out below and shall also include duties as set forth in the Guild Policy and Procedures Manual. Duties of ad hoc committees shall be established by the president at the time of appointment.

Section 3. Authority of Committees. It shall be the function of committees to investigate and make recommendations. They shall make reports to the board of directors. No committee shall represent the Guild in advocacy or oppose any project without the special direction of the board of directors, or such direction as may be clearly granted under general powers delegated by the board of directors to that committee.

Section 4. Committee Meetings. Meetings may be scheduled by the committee chair as needed.

Section 5. Vacancies. For all vacancies on committees that occur during designated terms, the directors shall appoint active Guild members to the vacant positions for the duration of the term in question. The president shall arrange for notice of all vacancies on committees to be given to the membership and shall notify the membership of all appointments to fill vacated committee positions.

Section 6. Nominating Committee. The Nominating Committee shall recommend an annual slate of nominees for all board, committee, and other positions whose incumbents' terms are finishing, and other duties as set forth in the Guild Policy and Procedures Manual. The vice president shall chair the Nominating Committee, which shall include at least one current board member and at least one additional member. The committee will develop and recommend to the board a slate of nominees. The slate shall be approved by the board of directors prior to presentation to the Guild membership. Nominees shall be drawn from among active members, shall be interviewed, and must accept nomination in order to be further considered. Notice of the slate approved by the board shall be made available to Guild members at least 30 days prior to the meeting at which annual elections are to be held.

Section 7. Program Committee. The Program Committee shall arrange informational or educational programs for all monthly meetings except the annual meeting, and other duties as set forth in the Guild Policy and Procedures Manual. The committee shall consist of at least two Guild members serving staggered two-year terms. The member at-large of the board of directors shall serve as Program Committee Chair.

Section 8. Workshop Committee. The Workshop Committee shall arrange educational activities for the Guild membership, and others on a space-available basis, and other duties as set

forth in the Guild Policy and Procedures Manual. The committee shall consist of at least two active Guild members serving staggered two-year terms as co-chairs. With board approval, Workshop Committee members may commit the Guild to contracts with workshop leaders and to other workshop-related expenditures, and will establish fees for workshop participation in accord with the Guild Policy and Procedure Manual.

Section 9. Audit Committee. The Audit Committee shall review the Guild's financial affairs and records annually, and conduct other duties as set forth in the Guild Policy and Procedures Manual. The committee shall be appointed by the president and shall include at least one director, who shall serve as committee chair, and one active Guild member who is not then serving as a director. The Treasurer may not serve on the Audit Committee.

ARTICLE V

Actions by Written Consent

Any Guild action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Alaska, to be taken at a meeting of the Guild's board of directors (or its committees), may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the directors or committee members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

ARTICLE VI

Waiver of Notice

Whenever any notice is required to be given to any Guild director by the Articles of Incorporation or Bylaws, or by the laws of the State of Alaska, a waiver of the notice in writing signed by the person entitled to notice, whether before or after the time stated for notice, is equivalent to the giving of such notice.

ARTICLE VII

Officers and Other Elected and Appointed Positions

Section 1. Officers Enumerated. The Guild officers shall be elected by the membership from those who are active members in good standing. A slate of candidates shall be approved by the Board and offered to the membership at least thirty days prior to the annual meeting, and nominations may also be made from the floor at the annual meeting. Guild officers include a president, a vice president/president-elect, a secretary, a treasurer, and an at-large member. A

person may not hold more than one office. The term of office of all Guild officers shall be for one year, but the officers shall hold office until their successors have been duly elected and qualified. It is generally expected that the individual elected as vice president will be elected and will serve as president at the expiration of his/her term as vice president. .

Section 2. President. It is anticipated that the president will have served as vice-president immediately to his/her election as president. The president shall preside at all meetings of the board of directors and the Guild membership, and shall perform all duties incident to the office, as well as other duties as set forth in the Guild Policy and Procedures Manual. He or she shall, subject to the approval of the board of directors, appoint all ad hoc committees and shall be an ex officio member of all committees.

Section 3. Vice President. The vice president shall discharge such duties as may be assigned to him or her by the president or board of directors and as are incident to the office of vice president, as well as other duties as set forth in the Guild Policy and Procedures Manual. In the absence or disability of the president, the vice president will act as president. It is anticipated that the vice-president will agree to be a candidate for the office of president after serving one year as vice president.

Section 4. The Secretary. It shall be the duty of the secretary to keep records of the proceedings of the board of directors' and the Guild membership meetings, and, when requested by the president to do so, to sign and execute with the president all deeds, bonds, contracts, and other obligations or instruments, in the name of the corporation, to keep the corporate seal if there is one, and to affix the same to proper documents. In addition, the secretary shall keep the membership roll, perform all other duties incident to the office of secretary, and perform other duties as set forth in the Guild Policy and Procedures Manual.

Section 5. The Treasurer. The treasurer shall be the custodian of all the Guild's funds and investments; shall keep regular books of account; deposit all funds and valuable effects in the Guild's name in depositories as designated by the board of directors; under the direction of the board of directors, shall invest, and disburse the same; and shall perform all duties incident to the office of treasurer, as well as other duties as set forth in the Guild Policy and Procedures Manual. The Treasurer may not serve more than two consecutive one-year terms.

Section 6. At-Large Member. The at-large member shall serve as the Program Committee Chair. It is anticipated that the at-large member shall have served on the Program Committee for at least one year prior to being elected to this office.

Section 7. Removal of Officers. An officer or agent of the Guild may be removed by the vote of two-thirds of the board of directors with ratification by the membership at its next meeting whenever, in the board's judgment, the best interests of the Guild will be served.

Section 8. Vacancies. Vacancies filled arising from any cause may be filled by the board of directors at any regular or special meeting.

Section 9. Other Elected Positions. The Guild Historian, Librarian, Newsletter Editor, and representative to the Association of Northwest Weavers Guilds shall be elected annually by the members. Responsibilities of each elected position shall be as set forth in the Guild Policy and Procedures Manual.

Section 10. Other Appointed Positions. The directors may appoint other necessary officers and assistant officers and agents and designate their duties. However, such persons shall not be directors nor have the fiduciary duties associated with service as directors.

ARTICLE VIII

Administrative and Financial Provisions

Section 1. Fiscal Year. The last day of the fiscal year of the corporation shall be August 31st.

Section 2. Loans Prohibited. No loans shall be made by the Guild to any officer or to any director. A director or officer who participates in the making of such a loan will be liable to the Guild for the amount of the loan until its repayment.

Section 3. Shares of Stock and Dividends Prohibited. No shares or stock shall be held or issued by the Guild. No dividend will be paid and no part of the income or profit of the Guild will be distributed to its directors or officers.

Section 4. Salaries. Guild officers shall be non-compensated.

Section 5. Corporate Seal. The board of directors may provide for a corporate seal which shall have inscribed thereon the name of the corporation, the year and state of incorporation and the words "Corporate Seal".

Section 6. Books and Records. The Guild shall keep correct and complete books and records of accounts and minutes of the proceedings of its board of directors. The Guild shall also keep a record of the names and addresses of its directors, officers, and members. Book and records shall be maintained by the officers and shall be passed to the new officers as their terms begin. All books and records of the Guild may be inspected by any director, or his or her agent or attorney, for any proper purpose at any reasonable time. The board of directors may change

the Guild's registered office from time to time. The Guild shall have a policy on records retention included in the Policy and Procedures Manual.

Section 7. Indemnification. The Guild may purchase adequate insurance to indemnify itself and any director, officer or employee, or former director, officer or employee of the corporation against expenses actually and reasonably incurred by him/her in connection with the defense of any action suit, or proceeding, civil or criminal, in which s/he is made a party by reason of being or having been a director or officer, except those where such persons are liable for negligence or misconduct in the performance of their duties for or on behalf of the Guild.

Section 8. Amendment of Bylaws. These Bylaws may be altered, amended or repealed by the affirmative vote of the active Guild members present at any annual or special meeting of the Guild. Amendments to the Bylaws must be presented to the Guild membership at least 30 days in advance of a scheduled vote and must be ratified by a majority vote of the Guild membership present at the meeting.

Section 9. Rules of Procedure. The rules of procedure at meetings of the board of directors of the corporation shall be the rules contained in Robert's' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or with any resolution of the board of directors.

Section 10. Restrictions on Funds. The board of directors shall have control of the funds of the corporation. Funds of the corporation shall not be used for purposes other than those of the corporation. Disbursements shall be made by check and those in excess of \$250 shall require the signatures of two officers.

Section 11. Policy and Procedures Manual. The Guild shall have a Policy and Procedures Manual to guide the board of directors and committees in carrying out their responsibilities. Policies and procedures shall be established, and may be amended by, the board of directors, as necessary to carry out the Guild's purposes.

Section 12. Dissolution. Dissolution of the Guild must be carried out in a manner consistent with State of Alaska regulations. Property and assets must be distributed to another nonprofit corporation with similar educational and service missions.

Certificate

Lorri Wright, being the Secretary of the corporation, hereby certifies that the foregoing Amended and Restated Bylaws were duly adopted by the board of directors at a meeting held on

June 20, 2006 and by the members at a meeting held on Sept. 09,
2006.

11/1/06
DATE

Lorri Wright
Lorri Wright, Secretary