

**FIRST AMENDED AND RESTATED
BYLAWS
OF
DESERT FIBER ARTS**

ARTICLE 1. OFFICES

Desert Fiber Arts (“**DFA**”) shall have its principal office be its principal place of business, or such other place as the Board of Directors (the “**Board**”) may designate.

ARTICLE 2. MEMBERSHIP

2.1 Classes of Members

DFA shall have 1 class of members.

2.2 Qualifications for Membership; Good Standing

General membership may be granted to any individual who supports the mission and purpose of DFA, and who timely pays dues as prescribed by DFA Policies. Members must provide DFA with notice of any address change to maintain membership. Members must be in “good standing” to enjoy any rights afforded hereunder. “Good standing” for a member shall mean being current on any dues, following the DFA Policies, and as the term may otherwise be defined by the Board at its discretion.

2.3 Voting Rights

2.3.1 Each member entitled to vote with respect to the subject matter of an issue submitted to the members shall be entitled to one (1) vote upon each such issue.

2.3.2 Each member shall be entitled to vote at an election of Directors and Officers may cast one (1) vote for each position to be elected.

2.4 Annual Meeting

The annual meeting of the members shall be in the month of May, in each year, at a date and time set by the Board of Directors, for the purpose of electing Directors and/or Officers and transacting such other business as may properly come before the meeting. If the day fixed for the annual meeting is a legal holiday at the place of the meeting, the meeting shall be held on the next succeeding business day. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

2.4 Regular Meetings

Unless otherwise rescheduled or postponed by the Board, other regular meetings of the membership will be held on the 3rd Thursday of each month at 6:30 p.m., or as set from time to time by the Board of Directors, to promote the purposes of the organization.

2.6 Special Meetings

The Board, or not less than 20 members entitled to vote, may call special meetings of the members for any purpose.

2.7 Place of Meetings

All meetings of members shall be held at DFA's principal office or at such other place within the State of Washington designated by the Board.

2.8 Notice of Meetings

2.8.1 The President, the Secretary or the Board shall cause to be delivered to each member entitled to notice of or to vote at the meeting, either personally, by mail, by facsimile transmission or by electronic transmission, not less than 10 nor more than 60 days before the meeting, written notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called.

2.8.2 At any time, upon the written request of not less than 10 members or 10% of the membership entitled to vote at the meeting, it shall be the duty of the Secretary to give notice of a special meeting of members to be held at such date, time and place as the Secretary may fix, not less than 10 nor more than 60 days after receipt of such written request, and if the Secretary shall neglect or refuse to issue such notice, the person or persons making the request may do so and may fix the date, time and place for such meeting. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at his or her address as it appears on the records of the corporation with postage thereon prepaid. Notices by electronic transmission must be delivered in accordance with Section 2.15 of these Bylaws.

2.9 Waiver of Notice

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

2.10 Quorum

10 members, or 10% of the membership entitled to vote, represented in person, or by proxy, shall constitute a quorum at a meeting of the members. If less than a quorum of the members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

2.11 Manner of Acting

2.11.1 Except as provided in this section, the majority of the votes entitled to be cast by the members represented in person, or by proxy, at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation, or these Bylaws.

2.11.2 In the event that there are more than two persons running for an Officer or At-Large Director position, or when members are presented with more than two options for a decision, the matter will be successfully adopted only if: (1) a quorum is present at such meeting, (2) the plurality of members present at the meeting, either in person or by proxy, vote affirmatively, and (3) such members are entitled to vote for such a matter. These requirements are to be enforced unless a greater proportion is required by applicable Washington law, the Articles of Incorporation, or these Bylaws.

2.11.3 Members may cast their votes using either written or electronic ballots. Members may only cast votes for matters that appear on the ballot unless the matter is to elect a human individual to a Director or Officer position and that person has provided consent to be considered for that position.

2.12 Proxies

A member may vote at a meeting by proxy executed in writing by the member. Such proxy shall be filed with the DFA Secretary before or at the time of the meeting. A proxy shall become invalid at the end of the meeting for which the proxy has been granted. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment thereof.

2.13 Action by Members Without a Meeting

Any action which could be taken at a meeting of the members may be taken without a meeting if a written consent setting forth the action so taken is signed by all members entitled to vote with respect to the subject matter thereof. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a meeting of the members.

2.14 Meetings by Telephone

Members of the corporation may participate in a meeting of members 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. Participation by such means shall constitute presence in person at a meeting.

2.15 Electronic Transmission

Items which DFA may deliver to a member by electronic communications include, but are not limited to, notices, demands, consents or waivers, and may be provided unless a member requires a physical mailing address. Notice provided in an electronic transmission is effective when it: (a) is electronically transmitted to an address, location, or system designated by the recipient for that purpose; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

2.16 Dues

Provisions relating to dues are set forth in the DFA Policies.

2.17 Other Provisions Affecting Membership

All other rights, privileges, responsibilities and authority of, and other provisions relating to, members are set forth in the DFA Policies.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers

DFA's affairs shall be managed by a Board of Directors.

3.2 Composition

The Board shall consist of:

3.2.1 The following DFA Officers: The President, up to 2 Co-Vice Presidents designated as first and second Co-Vice Presidents, the Secretary, and the Treasurer;

3.2.2 The Immediate Past President; and

3.2.3 Up to 3 At-Large Directors, designated as Place 1, Place 2, and Place 3 Directors.

3.3 Number

The Board shall consist of not less than 3 nor more than 9 Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

3.4 Qualifications

Directors shall be members of DFA.

3.5 Election of Directors

DFA Directors shall be elected each year by the membership at the Annual Meeting of members, or at a later meeting of the members if the election is not completed at the Annual Meeting. Election procedures shall be set forth in the DFA Policies.

3.6 Term of Office

3.6.1 Each of the following members of the Board will serve the following terms of office or until her/his successor is elected or appointed:

3.6.2.1 At-Large Directors - 1 fiscal year.

3.6.2.2 The Past President - 1 fiscal year.

3.6.2 The At-Large Directors may be elected to no more than two consecutive terms and will serve until a successor is elected or approved.

3.6.3 The Past President may serve for no more than two consecutive terms or until a successor is designated.

3.6.4 The foregoing term limits do not include any initial partial term during which the At-Large Director filled the same position prematurely vacated by a previous member, and do not prevent a member from serving consecutively in different positions on the Board, whether or not as an Officer.

3.6.5 However, no member may serve for a period of more than 6 consecutive fiscal years in any two or more positions on the Board including any initial partial term(s) of service, whether or not as an Officer.

3.6.6 If a member's service on the Board ends because of any term limits, s/he may later be elected to any position on the Board, whether as an Officer or an At-Large Director, after a period of at least 1 full fiscal year. DFA Policies may prescribe additional provisions relating to the term or terms of various Directors.

3.7 Annual Meeting

The annual meeting of the Board shall be held without notice immediately following, and at the same place, as the annual meeting of members.

3.8 Regular Meetings

By resolution, the Board may specify the date, time, and place for the holding of regular meetings without other notice than such resolution.

3.9 Special Meetings

Special meetings of the Board may be called by or at the written request of the President or any two Directors.

3.10 Meetings by Telephone

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee 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. Participation by such means shall constitute presence in person at a meeting.

3.11 Place of Meetings

All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

3.12 Notice of Special Meetings

Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than 10 days before the meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the corporation or given by facsimile or electronic transmission. Neither the business to be transacted, nor the purpose of any special meeting, need be specified in the notice of such meeting. The notice of a meeting of members at which removal of a director is to be considered shall state that the purpose, or one of the purposes, of the meeting is removal of the director. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Notices by electronic transmission must be delivered in accordance with Section 3.23 of these Bylaws.

3.13 Waiver of Notice

3.13.1 In Writing

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

3.13.2 By Attendance

The attendance of a Director at a 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.

3.14 Quorum

A majority of the number of Directors currently in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.15 Manner of Acting

Except as provided in this section, a majority of the votes entitled to be cast by Board members represented in person, at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the Board, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation, or these Bylaws.

3.15.1 No Proxy Voting

No proxy for a director, however appointed, may participate in any vote of the Board or of any Board committee.

3.16 Presumption of Assent

A Director present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the DFA Secretary immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

3.17 Action by Board Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

3.18 Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.19 Removal

At a Special Meeting of members called expressly for that purpose, one or more Directors (including the entire Board) may be removed from office, with or without cause, by a majority of the votes cast by members then entitled to vote on the election of Directors represented in person or by proxy at such a meeting of members at which a quorum is present.

3.20 Vacancies

3.20.1 A vacancy in the position(s) of an At-Large Director may be filled for the unexpired portion of the term of her or his predecessor, by the vote of a majority of the remaining members of the Board of Directors.

3.20.2 A vacancy in the position of the Immediate Past President will not be filled if her or his position becomes vacant.

3.20.3 A vacancy in the position of an Officer is addressed in the section of the Bylaws relating to Officers.

3.21 Board Committees

3.21.1 Standing or Temporary Committees

The Board, under a Policy adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. The designation, purposes, and authority of, and other provisions relating to, any Standing and Temporary Committees are set forth in the DFA Policies. No committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize a loan from a financial institution or an individual; (g) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (h) adopt a plan for the distribution of the assets of the corporation; or (i) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

3.22 Compensation

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of DFA.

3.23 Electronic Transmission

Items which DFA may deliver to a Director by electronic communications include, but are not limited to, notices, demands, consents or waivers, and may be provided unless a Director requires a physical mailing address. Notice provided in an electronic transmission is effective when it: (a) is electronically transmitted to an address, location, or system designated by the recipient for that purpose; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

3.24 Open Meetings

Unless specifically designated by the Board as a closed session, all regular and special meetings of the Board shall be open for any member in good standing to attend. Members are encouraged to attend.

3.25 Other Provisions Affecting Directors

All other rights, privileges, authority, and responsibilities of, and other provisions relating to, Directors are set forth in the DFA Policies.

ARTICLE 4. OFFICERS

4.1 Number and Qualifications

The DFA Officers shall be a President, no more than 2 Co-Vice Presidents, a Secretary, and a Treasurer. Any of these offices may be held by the same person, except the offices of President and Secretary.

4.2 Election

DFA Officers shall be elected each year by the membership at the Annual Meeting of members, or at a later meeting of the members if the election is not completed at the Annual Meeting. Election procedures shall be set forth in the DFA Policies.

4.3 Terms of Office

4.3.1 Unless there is a vacancy in the position of any Officer, each Officer shall hold office for a term that runs concurrently with 1 or more DFA fiscal years.

4.3.2 Each of the Officers will serve the following terms of office or until her/his successor is elected or appointed:

4.3.2.1 President and Vice-President: 1 fiscal year.

4.3.2.2 Secretary and Treasurer: 2 fiscal years.

4.3.3 Each Officer may be elected to no more than 2 consecutive terms of office, such that:

4.3.3.1 The President and Vice-President may be elected to no more than 2 consecutive fiscal years and will serve until his/her successor is elected or approved.

4.3.3.2 The Secretary and the Treasury may be elected to no more than 4 consecutive fiscal years and will serve until his/her successor is elected or approved.

4.3.4 The foregoing term limits do not include any initial partial term during which the Officer filled the same position prematurely vacated by a previous member, and do not prevent a member from serving consecutively in different positions on the Board of Directors whether or not as an Officer. DFA Policies may prescribe additional provisions relating to the term or terms of various Officers.

4.4 Resignation

Any officer may resign at any time by delivering written notice to the President, a Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.5 Removal

4.5.1 At a meeting of members called expressly for that purpose, 1 or more Officers may be removed from office, with or without cause, by a majority vote of the membership represented in person or proxy at such meeting at which a quorum is present.

4.5.2 Further, at a meeting of the Board called expressly for that purpose, 1 or more Officers may be removed from office, with or without cause, by a majority vote of the Board, then in office, and represented in person at such meeting.

4.6 Vacancies

A vacancy in the position of any Officer may be permanently filled for the unexpired portion of the term of her or his predecessor, by the vote of a majority of the remaining members of the Board of Directors. The President has the authority to temporarily fill a vacancy in the position of an Officer, by the appointment of a DFA member for a period that does not exceed 2 months, or until a permanent replacement is selected by the Board, whichever is earlier.

4.7 Other Provisions Affecting Officers

All other rights, privileges, and responsibilities, and authority of, and other provisions relating to, Officers are set forth in the DFA Policies.

ARTICLE 5. ADMINISTRATIVE PROVISIONS

5.1 Policies

5.1.1 The Board shall adopt a set of Policies by which DFA may provide administrative guidance and control with respect to matters which include but are not limited to, establishing rights, privileges, responsibilities, authority, election procedures and term of office, and obligations relating to dues, of its members, individual Directors, Board, Officers, and Committees, where applicable.

5.1.2 The Policies may be altered, amended or repealed, and/or new Policies may be adopted, by a majority of the votes cast by members of the Board represented in person at a meeting at which a quorum is present, except as otherwise provided in the DFA Articles of Incorporation, Bylaws, or Policies document itself.

5.1.2.1 As soon as practicable after a Policy change is adopted by the Board, the Secretary will record such change in the then current Policies document and the date it was effective. A running record of such changes may be recorded at the end of the Policies document during each fiscal year.

5.1.2.2 At the beginning of each new fiscal year, the Secretary will prepare a revised Policies document which shall be dated at the beginning of that year, and which will incorporate each Policies change, if any, made during the previous fiscal year, in an appropriate section so as to maintain the organizational integrity of the document.

5.2 Books and Records

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation, Bylaws and Policies; correct and adequate records of accounts and finances; a record of all DFA assets; minutes of the proceedings of its members and Board; records of the name and address and

class, if applicable, of each member, Director, and Officer; and such other records as may be necessary or advisable. All books and records of the corporation shall be open at any reasonable time, and subject to reasonable restrictions set by the Board, to inspection by any member of current standing.

5.3 Accounting Year

The accounting year of the corporation shall be the twelve-months-period beginning June 1 and ending May 31 (also referred to as the “fiscal year.”)

5.4 Rules of Procedure

The rules of procedure at meetings of the Board and of the members shall be rules contained in Roberts’ Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

ARTICLE 6. AMENDMENTS

These Bylaws may be altered, amended or repealed, and/or new Bylaws may be adopted, by a majority of the votes cast by DFA members then entitled to vote who are represented in person or proxy at a meeting called for such purpose at which a quorum is present.

The foregoing Bylaws were adopted by the Board of Directors on this day: April 3, 2023.

Karyn Watson (Signature on file)
Secretary