

**AMENDED
BYLAWS OF
IDLEWILD
COMMUNITY
CENTER
July 31, 2016**

ARTICLE I. OFFICES

The principal office of the corporation in the State of New Mexico shall be located in Idlewild, County of Colfax. The corporation may have such other offices, either within or without the State of New Mexico, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of New Mexico a registered office, and a registered agent whose office is identical with such registered office, as required by the New Mexico Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of New Mexico, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. MEMBERS

Section 1. Classes of Members. The corporation shall have active and honorary members. The designation of such class and the qualifications and rights of the members of such class shall be as follows:

(a) Those persons, co-partnerships and corporations owning real estate in the community known as Idlewild and vicinity, near Eagle Nest, Colfax County, New Mexico who pay dues as set forth in the by-laws become active members. Idlewild & vicinity shall be defined as the J.W. Dickerson subdivision, Donel Heights subdivision, free plats in the Gallagher addition (South of Idlewild) and free plats in the Maxwell Grant (West of Idlewild). In addition lease owners of five years or more from the Klondyke area may become active members. Only Active members may vote at stockholders meetings or hold office as Directors of the corporation.

(b) Honorary members shall be those persons, co-partner ships, or corporations elected as such by the Board of Directors from time to time.

Section 2. Election of Members. Honorary members who do not own land in the Idlewild Community shall be nominated by two-thirds of the Board of Directors and elected by the membership.

Section 3. Voting Rights. Each Active member shall be entitled to one vote on each matter submitted to a vote of the members. Honorary members shall have no vote. Each Active member which is a partnership, trust, or corporation shall have only one vote.

Section 4. Transfer of Membership. Membership in this corporation is not transferable or assignable.

ARTICLE III. MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held on the last Sunday in the month of July in each year, at the hour of 12:30 o'clock, P.M., for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors is not held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section 2. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of New Mexico, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be at the Community building or area of the Idlewild Community in the State of New Mexico; but if all of the members shall meet at any time and place, either within or without the State of New Mexico, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings. Except for the annual meeting held the last Sunday of July each year, written notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by U.S. postal mail or by electronic mail to each member entitled to vote at such meeting, not less than twenty-20 nor more than fifty-50 days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If sent by U.S. postal mail the notice of the meeting shall be deemed to be delivered when deposited in the United States mail and addressed to the member at their address as it appears on the records of the corporation, with postage thereon prepaid. If sent by electronic mail the notice of the meeting shall be deemed to be delivered when sent to the email address the member has provided to the database manager for IWCC.

Section 5. Informal Action by Members. Any action required by law to be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum. The members holding one-half of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 8. Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law.

Section 9. Voting by Mail. Mail shall be defined as U.S. Post or Electronic Mail. Where Directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail in such manner as the Board of Directors shall determine. When the Board of Directors make recommendations for electing one or more Directors or officers a member will be deemed to vote for the recommended Directors or officers if the member does not cast a different vote either by mail or, if there is a meeting/ in person.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Directors Defined. "Directors," when used in relation to any power or duty requiring collective action, means "Board of Directors."¹

Section 2. Powers. The business and affairs of the Corporation and all corporate powers shall be exercised by or under authority of the Board of Directors, subject to limitations imposed by the New Mexico Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws as to action which requires authorization or approval by the members.

Section 3. Number of Directors. The number of Directors of this Corporation shall not be greater than twelve (12), none of whom need be residents of the State of New Mexico. The number of Directors may be increased or decreased from time to time by amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director.

Section 4. Election and Term of Office. The Directors now in office shall hold office until the next annual meeting of the members and until their successors are elected and qualified. At the annual meeting of the members, there shall be elected twelve Directors, who shall be divided into four classes. There shall be four Directors in the first class, who shall hold office until the first annual meeting of members after their election and until their successors are elected and qualified; there shall be four Directors in the second class, who shall hold office until the second annual meeting of members after their election and until their successors are elected and qualified; there shall be four Directors in the third class, who shall hold office until the third annual meeting of members after their election and until their successors are elected and qualified; at each annual meeting thereafter, Directors shall be elected for the class whose term of office expires at that meeting, and they shall hold office until the third annual meeting of members after their election and until this successor is elected and qualified. Directors may be nominated by a nominating committee of the Board, nominations may also be made from the floor.

Section 5. Vacancies. Vacancies in the Board of Directors shall exist in the case of the happening of any of the following events: (a) the death, resignation, or removal of any Director; (b) the authorized number of Directors is increased; or (c) at any annual, regular, or special meeting of members at which any Director is elected, the members fail to elect the full authorized number of Directors to be voted for at that meeting.

Declaration of Vacancy. The Board of Directors may declare vacant the office of a Director in either of the following cases: (a) if he is adjudged incompetent by an order of court, or finally convicted of a felony; or (b) if within sixty (60) days after notice of his election, he does not accept the office either in writing or by attending a meeting of the Board of Directors.

Filling of Vacancies. Vacancies may be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director. Each Director so elected shall hold office until his successor is elected at an annual, regular, or special meeting of the members.

Filling Vacancies by Members - Reduction of Authorized Number of Directors. The members may elect a Director at any time to fill any vacancy not filled by the Directors. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board or the members may elect a successor to take office when the resignation becomes effective. A reduction of the authorized number of Directors does not remove any Director prior to the expiration of his term of office.

Section 6. Removal of Directors. The entire Board of Directors or any individual Director may be removed from office by a vote of members holding a majority of the votes at an election of Directors. However, unless cumulative voting has been denied by statute or by the Articles of Incorporation, and if less than the entire Board is to be removed, no one of the Directors may be removed if the votes cast against his removal would be sufficient to elect him if then cumulatively voted at an election of the entire Board of Directors, or if there be classes of Directors, at an election of the class of Directors of which he is a part. If any or all Directors are so removed, new Directors may be elected at the same meeting.

Section 7. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, on both the day before and immediately after, and, unless otherwise agreed by a majority of the existing Board of Directors, at the same place as, the annual meeting of members. 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 additional regular meetings of the Board without other notice than such resolution.

Section 8. Special Meetings Special meetings of the Board of Directors may be called by or at the request of the President 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, or by conference telephone, videoconference or other similar communication equipment to the extent such means of participation is reasonably available, as the place for holding any special meeting of the Board called by them.

Section 9. Notice. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or by electronic mail or ten (10) days if sent by U.S. postal mail to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. 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. Neither the business to be

transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 10. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; 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.

Section 11. Manner of Adding. The ad of a majority of the Directors present at a meeting at which a quorum is present shall be the ad of the Board of Directors, unless the ad of a greater number is required by law or by these bylaws.

Section 12. Compensation Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing therein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

Section 13. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing or by electronic mail, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE V. OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect to appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by a majority of the Board of Directors. If the election of officers shall not be 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. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 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 removed.

Section 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.

Section 5. President. The President 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. The President shall preside at all meeting of the members and of the Board of Directors. The President 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 the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the absence of the President or in the event of their inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board of Directors.

Section 7. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of their 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 VII 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 by the President or by the Board of Directors.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors 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 by the President or by the Board of Directors.

Section 9. 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 Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE VI. COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of one or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of

the Board of Directors in reference to amending/ altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the articles of incorporation; restating articles of incorporation; adopting a plan of merger or adopting a plan of lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director, of any responsibility imposed by law.

Section 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 President of the corporation shall appoint the members thereof. Any member thereof may be removed by the persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue until the next annual meeting of members of the corporation and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as member thereof.

Section 4. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 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.

Section 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 at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by Board of Directors.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize officer or officers, agent or agents of the corporation, in addition to officers so authorized by these bylaws, 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.

Section 2. Checks^ Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in 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. In the absence of such determination of the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer.

Section 3. Deposits. All funds of the corporation 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.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VIII. CERTIFICATES OF MEMBERSHIP

Section 1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed a new certificate may be issued therefore upon such terms and conditions as the Board of Directors determine.

Section 2. Issuance of Certificates. When a person becomes a member and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of the Article VIII.

ARTICLE IX. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members. Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE X. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day January and end on the last day of December in each year.

ARTICLE XI. DUES

Section 1. Annual Dues. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class.

Section 2. Payment of Dues. Dues shall be payable in advance on the first day of January in each fiscal year. Dues of a new member shall be prorated from the first day of the month a person becomes a member for the remainder of the fiscal year of the corporation.

Section 3. Default and Suspension of Membership. When any member of any class shall be in default in the payment of dues for a period of twelve (12) months from the beginning of the fiscal year or period for which such dues became payable, his voting rights may thereupon be terminated by the Board of Directors.

ARTICLE XII. SEAL

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal".

ARTICLE XIII. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the New Mexico Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, 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.

ARTICLE XIV. AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be recommended by a majority of the directors and adopted by a majority of members present at any regular meeting or at any special meeting, if at least (20) twenty days written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.