

FIRST AMENDMENT TO THE
AMENDED AND RESTATED BYLAWS
OF THE
NEW MEXICO GEOLOGICAL SOCIETY

Pursuant to the provisions of Section 53-8-12 of the New Mexico Nonprofit Corporation Act, The New Mexico Geological Society, a New Mexico nonprofit corporation (the "Corporation"), hereby amends its Bylaws, as follows:

1. The following shall be added to the Bylaws of the Corporation as Article XV - NEW MEXICO GEOLOGICAL SOCIETY FOUNDATION, INC., to read:

"ARTICLE XV - NEW MEXICO GEOLOGICAL SOCIETY FOUNDATION, INC.

Section 1. The Executive Committee shall have the responsibility of electing the Board of Directors of New Mexico Geological Society Foundation, Inc. (the "Foundation"), a supporting organization (as defined in I.R.C. § 509(a)(3)) established to support the Corporation. The Foundation Board shall not be less than three (3) nor more than seven (7) directors. "Disqualified persons" (as defined in I.R.C. § 4946), including "substantial contributors" to the Foundation (as defined in I.R.C. § 507(d)(2) but not including the Foundation manager) must hold less than fifty percent (50%) of the Foundation's Board seats at all times. A Foundation Director will serve until the Foundation Director's successor has been elected and qualified. In the event a Foundation Director is removed or resigns in accordance with the Bylaws of the Foundation, the Board of the Corporation will elect a Foundation Director to fill the vacancy for a term continuing only under the next election of directors.

Section 2. Foundation Directors will serve terms of one (1) year, but may serve an unlimited number of consecutive terms.

Section 3. Foundation Directors will be elected by the Executive Committee of the Corporation at the last regular meeting of the Execution Committee of the Corporation for the fiscal year."

2. This First Amendment to the Amended and Restated Bylaws was approved by a majority of the members of the Corporation pursuant to the terms of Article XIV of the Amended and Restated Bylaws of the Corporation dated April 29, 1998.

Dated: _____, 2003.

THE NEW MEXICO GEOLOGICAL SOCIETY

By _____
_____, Its President

By _____
_____, Its Secretary

CERTIFICATION:

The undersigned does hereby certify that he/she is one of the corporate officers who executed the foregoing document on behalf of the corporation, and that the statements contained therein are true and correct to the best of his/her knowledge.

_____, Its President