

FIRST AMENDMENT TO THE AMENDED BYLAWS

OF

THE GOVERNING BOARD OF THE HARWOOD FOUNDATION

OF THE UNIVERSITY OF NEW MEXICO

The Amended Bylaws of the Governing Board of the Harwood Foundation of the University of New Mexico ("Bylaws"), are hereby amended as follows, pursuant to Bylaw IX of the Bylaws:

1. Advisory Members. Section 2.5 is amended by deleting the first complete sentence and replacing it with the following:  
"The Harwood Board may appoint, from time to time, any number of persons it deems necessary and appropriate, to serve as Advisory Members to the Harwood Board."

2. The terms "Advisory Board" and "Advisory Board Members" wherever stated throughout the Bylaws are deleted and replaced with the terms "Advisory Council" and "Advisory Council Members", respectively.

3. Section 6.1 is amended by deleting the last sentence and replacing it with the following:  
"The Standing Committees shall consist of: Finance; Collections; Education; Building and Grounds; and Development."

4. Section 6.2 is amended by deleting the first sentence and replacing it with the following:  
"The Harwood Board, as it deems necessary and appropriate, shall appoint members to Board Committees however, each such Committee shall include at least one (1) Member of the Governing Board."

5. Section 6.3 is amended by deleting it in its entirety and replacing it with the following:

"One member of each Committee shall be appointed Committee Chair by the Harwood Board."

Officer's Certificate

We, the undersigned Chair and Secretary of the Governing Board of the Harwood

Foundation of the University of New Mexico, certify the foregoing First Amendment to Bylaws were duly adopted by the Governing Board at a meeting of the Governing Board held on Oct 5, 2010.

Chair

\_\_\_\_\_

Secretary

Charles Gray

The foregoing First Amendment to the Bylaws was approved by the Board of Regents of the University of New Mexico at a regular meeting on

November 9, 2010, 2010.

Secretary to the Board of Regents

Paul Wick