

# **BYLAWS Of DAYS OF THE OLD WEST**

## **ARTICLE ONE OFFICES**

The principal office of the corporation shall be located in Millard County, Utah. The corporation may have such other offices within the State of Utah as the board of directors may determine from time to time.

## **ARTICLE TWO BOARD OF DIRECTORS**

**Section 1. General Powers.** The affairs of the corporation shall be managed by its board of directors. Directors need be residents of Millard County, State of Utah.

**Section 2. Number, Tenure, and Qualifications.** The number of directors shall be no more than fourteen (14) nor less than three (3). Directors shall be nominated at the annual meeting of directors, ratified by the Millard County Commissioners, and the term of office of each director shall be until the next annual meeting of directors and the election and qualification of his or her successor.

**Section 3. Annual Meetings.** An annual meeting of the directors shall be held at the principal office of the corporation on the fourth Monday in the month of September in each year, beginning with the year 1998, at 8:00 p.m., for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday in the State of Utah, such meeting shall be held on the next succeeding business day. 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 directors as soon thereafter as is convenient.

**Section 4. Special Meetings.** Special meetings of the board of directors may be called by or at the request of the president or any two directors, and shall be held at the principal office of the corporation or at such other place as the directors may determine.

**Section 5. 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 sent by mail or telegram to each director at his or her 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. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. 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. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

**Section 6. 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 the majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**Section 7. Board Decisions.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws.

**Section 8. Removal of Director.** Any individual director may be removed from office by the vote of a majority of the directors of the corporation. If any directors are so removed, new directors may be elected at the same meeting. Such removal may be with or without cause, but the person removed shall be given an opportunity to be present and to be heard at the meeting, and sufficient advance notice of the proposed removal given to enable him or her to prepare a suitable response thereto. In the event any individual director is absent, without explanation or excuse, from two (2) consecutive meetings of the directors, such director shall automatically, without further proceedings, be removed from the board, with the vacancy to be filled as hereafter provided.

**Section 9. Vacancies.** The board of directors shall fill any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors. A director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office. Each such appointment by the board shall be subject to the approval or disapproval of the Millard County Commissioners at their next regular meeting.

### **ARTICLE THREE 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 or appoint such other officers 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 the board of directors at the regular annual meeting of the board of directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until his or her successor has been duly elected and qualifies.

**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.

**Section 4. Vacancies.** A vacancy in any office because of the death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

**Section 5. Powers and Duties.** The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the board or directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this corporation.

**ARTICLE FOUR  
COMMITTEES**

**Section 1. Committees of Directors.** The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the board of directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, or any responsibility imposed on it or him or her by law.

**ARTICLE FIVE  
CONTRACTS, DEPOSITS AND GIFTS**

**Section 1. Contracts.** The board of directors may authorize any officer or officers or agent or agents of the corporation, in addition to the 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 may be confined to specific instances.

**Section 2. Orders.** All orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers or agent or agents of the corporation, and in such manner as shall from time to time be determined by the Millard County Commissioners.

**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 Millard County Commissioners may select.

**Section 4. Gifts.** The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation.

**ARTICLE SIX  
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 board of directors, committees having and exercising any of the authority of the board of directors. All books and records of the corporation may be inspected by any member of the general public, or his or her agent or attorney, for any proper purpose at any reasonable time.

**ARTICLE SEVEN  
FISCAL YEAR**

The fiscal year of the corporation shall be the calendar year.

**ARTICLE EIGHT  
WAIVER OF NOTICE**


Whenever any notice is required to be given under the provisions of the articles of incorporation, 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 NINE  
AMENDMENT OF BYLAWS**

These bylaws may be altered amended, or repealed, and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least two (2) days' written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting.

Passed and adopted by unanimous vote as the bylaws of the Days of the Old West at a regular meeting of the board of directors of the corporation at Delta, Utah, on February 16, 1998.

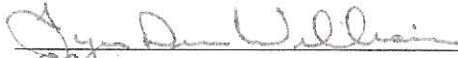








Witness my hand and the seal of the corporation this 16<sup>th</sup> day of February, 1998.

  
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Richard K. Turner, President

(corporate seal)

**CERTIFICATE OF ADOPTION OF BYLAWS – BY DIRECTORS**

We, the undersigned, being a majority of the directors of the board of directors of Days of the Old West, do hereby certify that the foregoing bylaws were unanimously adopted at a meeting of the members of the corporation at Delta, Utah, on February 16, 1998.

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