

BY-LAWS
OF
SARATOGA CEMETERY DISTRICT

ARTICLE I. OFFICES

The principal office of the body corporate in the State of Wyoming shall be located in the Town of Saratoga, County of Carbon.

The registered office of the corporation, required by the Wyoming Business Corporation Act to be maintained in the State of Wyoming may be, but need not be, identical with the principal office in the State of Wyoming, and the address of the registered office may be changed from time to time by the Board of Trustees.

ARTICLE II. BOARD OF TRUSTEES

Section 1. Annual Meeting. The annual meeting of the Board of Trustees shall be held on the 3rd ~~Monday~~ in the month of January in each year, beginning with the year 1988, at the hour of 12:00 P.M. o'clock, P.M., or at such other time on such other day within such month as shall be fixed by the Board of Trustees, for the purpose of electing officers and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Wyoming, such meeting shall be held on the next succeeding business day. If the election of officers shall not be held on the day designated herein for any annual meeting of the trustees, or at any adjournment thereof, the Board of Trustees shall cause the election to be held at a special meeting of the Trustees as soon thereafter as conveniently may be.

Section 2. Special Meetings. Special meetings of the trustees, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Trustees, and shall be called by the President at the request of not less than ~~three~~ Two trustees of the corporation.

Section 3. Place of Meeting. The Board of Trustees may designate any place, within the State of Wyoming, as the place of meeting for any annual meeting or for any special meeting called by the Board of Trustees. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the State of Wyoming.

Section 4. Quorum. A majority of the trustees of the Body Corporate entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of trustees. If less than a majority of the trustees are represented at a meeting, a majority of the trustees so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The trustees present at a duly organized meeting may continue to transact business until adjournment.

Section 5. Proxies. At all meetings of trustees, a trustee may vote in person or by proxy executed in writing by the trustee or by his duly authorized attorney-in-fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 6. Voting. Each outstanding trustee entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of trustees.

ARTICLE III. BOARD OF TRUSTEES

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Trustees.

Section 2. Number, Tenure and Qualifications. The number of trustees of the corporation shall be six. Each trustee shall hold office in accordance with Wyoming Statute 35-8-305, 1977, as amended, and until his successor shall have been elected and qualified. Trustees must be residents of the Saratoga Cemetery District of the State of Wyoming.

Section 3. Regular Meetings. A regular meeting of the Board of Trustees of the Body Corporate shall be held without other notice than this by-law immediately after, and at the same place as, the annual meeting of trustees. The Board of Trustees may provide, by resolution, the time and place, within the District, for the holding of additional regular meetings without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of the president or any two trustees. The person or persons authorized to call special meetings of the Board of Trustees may fix any place, within the District, as the place for holding any special meetings of the Board of Trustees called by them.

Section 5. Quorum. A majority of the number of trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees, but if less than such majority is present at a meeting, a majority of the trustees present may adjourn the meeting from time to time without further notice.

Section 6. Manner of Acting. The act of the majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

Section 7. Action Without A Meeting. Any action required or permitted to be taken by the Board of Trustees at a meeting may be taken without a meeting if a consent, in writing, setting forth the action so taken, shall be signed by all of the trustees.

Section 8. Vacancies. Any vacancy occurring in the Board of Trustees shall be filled in accordance with Wyoming Statute 35-8-311, 1977, as amended. A trustee elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9. Presumption of Assent. A trustee of the Body Corporate who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a trustee who voted in favor of such action.

Section 10. Fiscal Affairs. In connection with the fiscal affairs of the corporation, the Board of Trustees shall have the following powers:

- (a) To make provision for the prompt discharge of corporate obligations as they mature, including payment for any property or rights acquired by the corporation.
- (b) To select banks and other depositories for the funds and securities of the corporation.
- (c) To designate the officer, officers, or employees who shall be authorized to sign checks, drafts, orders for the payment of money and other specialties on behalf of the corporation. Until and unless other provisions are made by the Board of Trustees, all such instruments shall be signed and cosigned by the President, Secretary or Treasurer.

ARTICLE IV. OFFICERS

Section 1. Number. The officers of the corporation shall be a president, one or more vice-presidents (the number thereof to be determined by the Board of Trustees), a secretary, and a treasurer, each of whom shall be elected by the Board of Trustees. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Trustees. 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 to be elected by the Board of Trustees shall be elected annually by the Board of Trustees at the first meeting of the Board of Trustees held after each annual meeting of the trustees. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign.

Section 3. Vacancies. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

Section 4. President. The president shall be the principal executive officer of the corporation and, subject to the control of the Board of Trustees, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meeting of the trustees, and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 5. The Vice-Presidents. In the absence of the president, or in the event of his death, 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 designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president.

Section 6. The Secretary. The secretary shall: (a) keep the minutes of the proceedings of the trustees and of the Board of Trustees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the post office address of each trustee which shall be furnished to the secretary by such

trustee; and (e) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the Board of Trustees.

Section 7. The Treasurer. The treasurer shall: (a) have charge and custody of and be responsible for all funds of the corporation; (b) receive and give receipts for monies 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 V of these by-laws; and (c) in general, perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of Trustees. If required by the Board of Trustees, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Trustees shall determine.

Section 8. Assistant Secretaries and Assistant Treasurers. The assistant secretaries and assistant treasurers, in general, shall perform such duties as shall be assigned to them by the secretary or the treasurer respectively or by the president of the Board of Trustees.

ARTICLE V. CONTRACTS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents, 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 other orders for the payment of money or other evidences of indebtedness issued in the 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 Trustees.

Section 3. Deposits. All funds of the corporation not otherwise employed 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 Trustees may select.

ARTICLE VI. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on the thirty-first day of June in each year.

ARTICLE VII. ADOPTION OF PLANS

Section 1. Presentation to County Commissioners. The Saratoga Cemetery District shall, after holding public hearings, adopt and certify to the County Commissioners a master plan for the physical development of the cemetery. The master plan with the accompanying maps, plats, charts, and descriptive and explanatory manner, shall show the Board's recommendations for development, and may include the general location, character, and extent of ways, grounds, places and spaces; the general location of buildings and other property; the general location and extent of public utilities, whether publicly or privately owned, for water, light, power, heat, sanitation, communication and other purposes; the acceptance, widening, removal, extension, relocation, narrowing, vacation, abandonment, or change of

use of any of the foregoing public ways, grounds, places, spaces, buildings, properties, or utilities; a zoning plan for the regulation of the height, area, bulk, location and use of private and public structures and premises; and the general character, extent and layout of the replanning of blighted areas. The Saratoga Cemetery Board may from time to time amend, extend or add to the plan or carry any part or subject matter into greater detail.

Section 2. Development Studies, Surveys. In the preparation of the master plan, the Saratoga Cemetery Board shall make careful and comprehensive surveys and studies of the existing conditions and probable future growth of the area and its environs. The plan shall be made for the general purpose of guiding and accomplishing a coordinated, adjusted and harmonious development of the Cemetery which will, in accordance with existing and future needs, best promote the health, safety, morals, orders, convenience, or the general welfare, as well as efficiency in the process of development.

Section 3. Adoption of Master Plan. The Saratoga Cemetery Board may adopt the master plan as a whole by a single resolution, or, as the work of making the whole master plan progresses, may from time to time adopt parts thereof. Any part of the plan shall correspond generally with one or more of the subject matter of the plan. The adoption of the plan or any part, amendment, or addition shall be by resolution carried by the affirmative votes of not less than a majority of all the members of the Saratoga Cemetery Board. The resolution shall refer expressly to the maps, descriptive matter, and other matters intended by the Saratoga Cemetery Board to form the whole or part of the plan, and the action taken shall be recorded on the adopted plan or part thereof over the signature of the Secretary of the Cemetery Board. A copy of the plan or part thereof shall be certified to the County Clerk.

Section 4. Conformance With Master Plan After Adoption.

When the Saratoga Cemetery Board has adopted the master plan or any part thereof, no road, or other public way, ground, place, or space building or structure, whether publicly owned, may be constructed until its location and extent conforms to the plan and has been submitted to and approved by the Cemetery Board. If disapproved, the Board shall communicate its reasons to the individual or party.

Section 5. Powers. The Saratoga Cemetery Board may make recommendations relating to the plan and development of the Cemetery to public officials and agencies, other organizations and citizens. It may recommend to the executive or legislative officials programs for public improvement and their financing. In general, the Saratoga Cemetery Board has all the powers necessary to enable it to perform its functions.

ARTICLE VIII. AMENDMENTS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by the Board of Trustees at any regular or special meeting.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned Trustees of the Saratoga Cemetery District, a Wyoming Corporation, do hereby certify that the above and foregoing by-laws were adopted as the by-laws of the said corporation on the _____ day of _____, 1987, and that the same now constitute the by-laws of said corporation.

Maria Nelson
Trustee

R. Richard Rose
Trustee

Nancy A. Pennock
Trustee

Connie J. Patterson
Trustee

Kenoff McBride
Trustee

Dennis J. Butler
Trustee

ATTEST:

Maria Nelson
Secretary