

**AMENDED AND RESTATED
BY-LAWS OF THE
SALT LAKE CONVENTION & VISITORS BUREAU**

These Amended and Restated By-Laws for Salt Lake Convention & Visitors Bureau (the "Corporation") were duly adopted by the Board of Trustees of the Corporation at its meeting held on JUNE 18, 2009, in Salt Lake City, Utah, upon prior written notice to the Board of Trustees stating the intent to amend these By-Laws at said meeting. The vote in favor of adoption of these Amended and Restated By-Laws was by unanimous acclamation. These Amended and Restated By-Laws supersede and replace all previously adopted By-Laws and all amendments thereto.

ARTICLE I
NAME, REGISTERED OFFICE, AND REGISTERED AGENT

Section 1. **Name.** The name of this Corporation is: Salt Lake Convention & Visitors Bureau.

Section 2. **Registered Office and Registered Agent.** The address of the registered office of this Corporation is 90 South West Temple, Salt Lake City, Utah 84101-1406. The name of the registered agent of this Corporation is Scott Beck. The Board of Trustees shall designate and the Corporation shall maintain a registered office. The location of the registered office may be changed by the Board of Trustees. The Corporation may also have offices in such other places as the Board of Trustees may from time to time designate.

ARTICLE II
MEMBERSHIP AND MEMBERSHIP MEETINGS

Section 1. **Membership.** Regular memberships may be sold to persons, corporations, or other legal entities, which maintain a place of business within Salt Lake County. The Board of Trustees shall establish classifications of regular membership and determine appropriate dues and membership fees.

Section 2. **Associate Memberships.** Associate memberships may be sold to persons, firms or other legal entities, which are located outside the boundaries of Salt Lake County. The Board of Trustees shall establish classifications of associate membership and determine appropriate dues and membership fees.

Section 3. **Annual Meetings.** The Annual Meeting of the members of the Corporation shall be held in the first quarter of each year and shall be for the approval of the Annual Report, the election of Trustees, and the transaction of such other business as may properly come before the meeting. If an Annual Meeting is not held within three months after the time provided in the Articles of Incorporation or By-Laws, an Annual Meeting may be called by any ten percent of the members having voting rights.

Section 4. Special Meetings. A special meeting of the membership may be called at any time by the President of the Corporation, by the Chair of the Board of Trustees, or by a majority of the Board of Trustees, and must be called by the President upon written request of ten percent of the members having voting rights. Written notice of such meeting shall be given, which shall state the place, the date and the hour of the meeting; the purpose or purposes for which it is called; and the name of the person or persons by whom or at whose direction the meeting is called. The notice shall be given to each member of record in the same manner as the notice of the Annual Meeting.

Section 5. Notice of Membership Meetings. The Secretary of the Corporation shall give written notice stating the place, day, and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, which notice shall be delivered not fewer than ten (10) days nor more than thirty (30) days from the date of the meeting. Notice may be given personally, by mail, E-mail, or facsimile to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the member at his address as it appears on the books of the Corporation, with postage thereon. If faxed, the notice shall be deemed to be delivered upon transmission confirmation. If E-mailed the notice shall be deemed to be delivered upon delivery confirmation.

Section 6. Place of Meeting. The Board of Trustees may designate any place in Salt Lake County, State of Utah, as the place of the meeting for any Annual Meeting or for any special meeting called by the Board of Trustees.

Section 7. Record Date. The Board of Trustees may fix a date not fewer than ten (10) nor more than thirty (30) days prior to any meeting as the record date for the purpose of determining members entitled to notice of and to vote at such meeting of the members.

Section 8. Voting. Except as otherwise provided in the Articles of Incorporation or these By-Laws, every regular member shall be entitled to one vote. Except as provided herein or in the Articles of Incorporation, all actions requiring member approval shall be determined by a majority of the votes cast at a meeting of members. Members who are three months or more in arrears for annual dues shall be considered delinquent and shall not be entitled to have their ballot counted, except any members paying dues on a quarterly or semi-annual basis shall be considered delinquent if their dues are in arrears thirty (30) days or more, and shall not be entitled to have their ballot counted.

Section 9. Proxies. At all meetings of the membership, a member may vote in person or by proxy executed in writing by the member. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting.

Section 10. Election of Trustees. The election of Trustees shall be held at the Annual Meeting of the membership of the Corporation. Each member present and in good standing shall be entitled to one vote for each vacancy to be filled. Ex officio members of the Board of Trustees shall be appointed pursuant to these By-Laws and shall not stand for election. The number of candidates corresponding to the number of Trustees to be elected who have the

highest number of votes shall be declared to be the duly elected Trustees and shall be certified by the Chair of the Board of Trustees.

Section 11. Nominations. The Nominating Committee shall present to the membership, one nomination for each seat on the Board of Trustees which is vacant or about to expire. Members may suggest candidates to be considered by the Nominating Committee by submitting written notification to the Nominating Committee by November 30 of each year. Nominations shall be provided to the membership ten (10) days prior to the Annual Meeting.

Section 12. Procedures. The Board of Trustees may specify procedures governing applications for membership and action thereon, and for termination of membership for nonpayment of dues or other good cause. The Board of Trustees shall have sole and exclusive authority to determine the qualifications and eligibility of all applicants for membership and to approve or disapprove any applicant.

Section 13. Vacancies. If a vacancy occurs on the Board of Trustees for any reason other than an expiration of the term of service, the Nominating Committee may present a nomination at any meeting of the Executive Committee for a person to complete the unexpired term or to serve until the next annual meeting. The length of the appointment is in the discretion of the Nominating Committee. If the Executive Committee approves the nomination, the Board of Trustees shall ratify or reject the appointment at its next meeting after the Executive Committee action. If the Executive Committee action is approved, the person shall be a member of the Board of Trustees for the unexpired term or until the next annual meeting. If the action is rejected the person shall not be a member of the Board.

ARTICLE III **BOARD OF TRUSTEES**

Section 1. General Powers. The governing body of the Corporation shall be the Board of Trustees. The Board of Trustees shall manage, supervise, control and direct the affairs of the Corporation, and shall determine its policies or changes therein. It may adopt such rules and regulations for the conduct of this business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Number, Tenure and Qualification. The number and terms of Trustees of the Corporation, excluding ex officio members, shall be no more than seventy-five (75). Each Trustee shall hold office for a three (3) year term, unless elected to serve the remaining term of a previously elected Trustee, and until his successor shall have been elected and qualified, unless he is removed or resigns in accordance with the provisions of the By-Laws. The Board of Trustees shall have the power to establish and appoint ex officio members of the Board of Trustees, which ex officio members may include, but shall not be limited to, the following:

- (1) The President and CEO of the Corporation.
- (2) The Mayor of Salt Lake County, or his or her designee.
- (3) The Director of the Salt Lake County Community Services Department.
- (4) The Mayor of Salt Lake City or his or her designee.

- (5) The President and CEO of the Salt Lake Area Chamber of Commerce.
 - (6) The General Manager of the Salt Palace Convention Center:
 - (7) The Executive Director of the Utah Office of Tourism.
 - (8) The Director of Airports for Salt Lake City.
 - (9) The Executive Director of the Utah Ski Association.
 - (10) Legal Counsel as chosen by the Executive Committee.
 - (11) The Chair of Visitor Activities of The Church of Jesus Christ of Latter-day Saints.
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- (12) Executive Director of the Utah Hotel and Lodging Assoc.
 - (13) Executive Director of the Utah Restaurant Assoc.
 - (14) Executive Director of the Downtown Alliance.

The ex officio members of the Board of Trustees shall be included among its members and shall in all respects hold the same privileges as elected Trustees, except that the ex-officio members shall not be voting members of the Board of Trustees. Ex officio members are also ex officio members of the Executive Committee.

Section 3. Regular Meetings. The Board of Trustees shall hold regular quarterly meetings, unless changed by resolution of the Board. The Board of Trustees may provide by resolution the time and place for the holding of regular meetings without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Trustees may be called by order of the Chair of the Board, the President, or by twenty (20) of the Trustees. The Secretary shall give notice of the time, place and purpose or purposes of each special meeting by mailing the same at least ten (10) days before the meeting.

Section 5. Quorum. The members of the Board of Trustees present at any duly called meeting shall constitute a quorum for the transaction of business. At any meeting at which every Trustee shall be present, even though without any notice, any business may be transacted.

Section 6. Voting. At all meetings of the Board of Trustees, each Trustee shall have one vote. Voting rights of a member of the Board of Trustees shall not be delegated to another or exercised by proxy.

Section 7. Vacancies. A vacancy in the Board of Trustees shall be deemed to exist in case of death, resignation, or removal of any Trustee, or if the authorized number of Trustees be increased, or if the members fail at any meeting of the members at which any Trustee is to be elected to elect the full, authorized number to be elected at that meeting. The Board of Trustees may fill any such vacancy. Vacancies in any elective office of the Board of Trustees may be filled for the balance of the term thereof by the Board of Trustees at any regular or special meeting.

Section 8. Removal of Trustees. Trustees may be removed at any time by vote of a majority of the Trustees at any meeting duly called for that purpose. Such vacancy shall be

filled by the method provided in Section 7. No reduction of the authorized number of Trustees shall have the effect of removing any Trustee prior to the expiration of his term of office.

A Trustee may be removed by the Board of Trustees whenever in its judgment the best interests of the Corporation will be served thereby, and if any one of the following circumstances exists:

- (A) a Trustee is six (6) months or more in arrears for annual dues.
- (B) a Trustee is absent from four (4) consecutive quarterly meetings; or
- (C) a Trustee moves out of Salt Lake County or accepts employment with a business outside of Salt Lake County.

If the Board of Trustees acts under (B) above, the Board of Trustees shall consider each absence of a Trustee as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of its members.

Section 9. Removal of Officers or Agents. Any Officer or agent may be removed by a majority vote of the entire Board of Trustees whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer or agent shall not of itself create any contract rights.

Section 10. Resignation. A Trustee may resign at any time. Resignation shall become effective upon its receipt by the Board of Trustees.

Section 11. Presumption of Assent. A Trustee of the Corporation 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 adjournment thereof or shall forward such written dissent to the Secretary of the Corporation within 48 hours after the adjournment of the meeting.

Section 12. Compensation. Trustees shall not be paid or compensated for their service as Trustees, except that they may be reimbursed for expenses incurred on behalf of the Corporation.

Section 13. Elected Officers. The Elected Officers of the Board of Trustees shall be the Chair of the Board, the Chair-elect, the Immediate Past Chair, and the Secretary. The Board of Trustees shall elect from the Trustees a Chair-elect and Secretary of the Board. The Chair shall serve for a term of one (1) year. The Chair-elect shall serve for a term of one (1) year as the Chair-elect, one (1) year as the Chair, and one (1) year as the Immediate Past Chair. The Secretary shall serve for a term of one (1) year.

ARTICLE IV **ELECTED OFFICERS**

Section 1. Elected Officers. The elected Officers of the Corporation shall be a Chair of the Board, Chair-elect, Immediate Past Chair of the Board, Secretary, and such other Officers as may be appointed by the Board of Trustees.

Section 2. Election and Term of Office. The Chair-elect shall be elected by the Board of Trustees at the regular Annual Meeting during the first quarter of the year, to serve until the Annual Meeting in the next year, or until a successor shall have been duly elected. At that time the Chair-elect shall become the Chair for a one (1) year term to serve until the Annual Meeting in the next year, or until a successor shall have been duly elected. No elected Officer shall serve more than one (1) term in any such office, not including any period in which such person is appointed to serve the remaining term for any Officer who has resigned. No office may simultaneously be held by the same person. No elected Officer may be an employee of the Corporation. After serving one (1) year as the Chair-elect, the Chair-elect shall become the Chair for a one (1) year term, and the Chair shall become the Immediate Past Chair for a one (1) year term.

Section 3. Resignations. Any elected Officer may resign at any time by delivering a written resignation either to the President or to the Chair of the Board. Unless otherwise specified therein, such resignation shall take effect upon delivery.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise or if a new office shall be created, may be filled by the Board of Trustees for the unexpired portion of the term.

Section 5. Appointment of Other Officers. The Executive Committee shall appoint the President and may appoint other Officers or agents, each of whom shall hold office for such period and shall have such duties as may be prescribed in the By-Laws or as the Executive Committee may determine.

Section 6. Duties of Officers. Except as otherwise provided in these By-Laws, the duties of the Officers shall be such as may be designated from time to time by the Board of Trustees or the Executive Committee.

Section 7. Chair of the Board. The Chair of the Board shall preside at all meetings of the Executive Committee, the Board of Trustees and the Annual Meeting of the members. The Chair shall, subject to the control of the Board of Trustees, have general supervision of the affairs, business, and Officers of the Corporation. He or she shall also perform such other duties and have such other powers as may be assigned to him or her from time to time by the Board of Trustees.

Section 8. Chair-elect. The Chair-elect shall perform the duties of the Chair in the absence of the Chair or in the event of his or her inability or refusal to act. The Chair-elect shall be first in line to perform the duties in the absence of the Chair. If the Chair-elect is unavailable, the Immediate Past Chair shall act in the absence of the Chair. When so acting, he or she shall have all of the powers of and be subject to all the restrictions upon the Chair. In the absence of the Chair of the Board, the Chair-elect shall preside at all meetings of the Executive Committee, the Board of Trustees and the Annual Meeting of the members. The Chair-elect

shall be the Chair of the Finance Committee. The Chair-elect shall perform other duties as may be assigned by the Chair of the Board, the Board of Trustees or Executive Committee.

Section 9. Immediate Past Chair. In the absence of the Chair and Chair-elect, the Immediate Past Chair shall preside at all meetings of the Executive Committee, the Board of Trustees and the Annual Meeting of the members. The Immediate Past Chair shall be the Chair of the Compensation Committee and Chair of the Nominating Committee. The Immediate Past Chair shall perform other duties as may be assigned by the Chair of the Board, the Board of Trustees or Executive Committee.

Section 10. Secretary. In the absence of the Chair, Chair-elect, and the Immediate Past Chair, the Secretary shall preside at all meetings of the Executive Committee, the Board of Trustees, and the Annual Meeting of the members. The Secretary shall cause to be kept and shall sign the minutes of the meetings of the Executive Committee and the Board of Trustees in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be the custodian of the corporate records and of the seal of the Corporation; 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 the By-Laws; keep a register of the address of each 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 to him or her by the Chair of the Board or by the Board of Trustees or Executive Committee.

Section 11. Salaries. The salary and other compensation of the President shall be set by the Compensation Committee.

Section 12. Surety Bond. The Board of Trustees may require any Officer, agent, or employee of the Corporation to execute to the Corporation a bond in such sums and with such surety or sureties as the Board of Trustees may direct, conditioned upon the faithful performance of his duties to the Corporation, including responsibility for negligence and for the accounting of all property, monies or securities of the Corporation which may come into his hands.

ARTICLE V **APPOINTED OFFICERS**

Section 1. The President. The President shall be an appointed position, appointed by the Executive Committee. The President shall be the Chief Executive Officer of the Corporation and, subject to the direction of the Executive Committee, shall have general and active charge of the affairs and property of the Corporation and supervision of its operations. The President shall be a member ex officio of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President of a Corporation. The President shall be insured. The President may sign, execute and acknowledge, in the name of the Corporation, deeds, mortgages, bonds, contracts or other instruments authorized by the Executive Committee. Contracts in excess of \$25,000 and not adopted as part of the Marketing Plan require the approval of the Executive Committee. He or she shall submit to the Executive Committee monthly reports of the operations and affairs of

the Corporation. He or she shall also perform such other duties and have such other powers as may be assigned to him or her from time to time by the Executive Committee. The President, with the approval or upon the authorization of the Executive Committee, may appoint other such Officers, not specifically provided for in these By-Laws, as may be deemed necessary including vice-presidents, financial officers, or assistant secretaries, to hold office for such period as may be specified with respect to any such appointment. The President, with the advice of the Compensation Committee, shall determine the salaries of the employees of the Corporation.

Section 2. Chief Financial Officer. The Corporation shall have a Chief Financial Officer appointed by the President. The Chief Financial Officer shall make monthly reports to the Executive Committee. He or she shall have or shall provide for the custody of all funds, securities and other property of the Corporation; shall collect and receive or provide for the collection or receipt of money earned by or in any manner due to or received by the Corporation; shall collect all member dues; shall deposit or cause to be deposited all such moneys in such banks or other depositories as the Executive Committee may from time to time designate; shall make disbursements of Corporation funds upon appropriate vouchers; shall keep full and accurate accounts of transactions of his or her office in books belonging to the Corporation; shall have established proper accounting procedures for the handling of public and private funds; shall, whenever so required by the Executive Committee or the Finance Committee, render an accounting showing his or her financial transactions, and the financial condition of the Corporation; and in general, shall discharge any other duties as may from time to time be assigned to him or her by the Executive Committee, the Chair of the Board or the President.

Section 3. Vice Presidents. The Corporation may have one or more Executive Vice Presidents, Senior Vice Presidents and/or Vice Presidents having such duties as from time to time may be determined by the Executive Committee, the Chair of the Board, or the President. The Vice Presidents shall serve at the pleasure of the President and shall not be Officers of the Board of Trustees.

ARTICLE VI **EXECUTIVE COMMITTEE**

Section 1. Authority & Responsibility. The Executive Committee shall act in place and stead of the Board of Trustees between Board meetings on all matters, with the exception of amending the By-Laws as provided herein by Article X. The Executive Committee will work with the President of the Corporation to insure that the policies set forth by the Board of Trustees are being carried out. The Executive Committee will be charged with setting and implementing policy and assisting the President regarding policy decisions necessary between meetings of the Board of Trustees. Unless changed by resolution of the Board of Trustees, the Executive Committee shall hold regular meetings at least once a month.

Section 2. Composition and Election. The Board of Trustees shall elect the Executive Committee, which shall consist of not less than nine (9) nor more than fourteen (14) persons. The Executive Committee shall include the Secretary, the Immediate Past Chair, the Chair, and the Chair-elect of the Board of Trustees. Each member of the Executive Committee

shall be elected for a term of two (2) years. No person shall serve on the Executive Committee for more than ten (10) continuous years, unless required to do so to complete his or her term as Chair-elect or Chair and Immediate Past Chair. The Chair, and the Chair-elect of the Board of Trustees shall act and serve as Chair and Vice-Chair of the Executive Committee. Ex officio members of the Board of Trustees are also ex officio members of the Executive Committee. The ex officio members of the Executive Committee shall in all respects hold the same privileges as elected members, except that the ex-officio members shall not be voting members of the Executive Committee. Not less than two (2) members shall be newly elected, every two (2) years. The intent of this requirement is to infuse the Executive Committee with new members while maintaining continuity of experienced members.

Section 3. Voting. At all meetings of the Executive Committee, each member shall have one vote. Voting rights of a member of the Executive Committee shall not be delegated to another or exercised by proxy.

Section 4. Quorum. A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee.

Section 5. Removal. Any member of the Executive Committee will automatically be removed from office upon the missing of four (4) Executive Committee meetings in any calendar year. However, the Executive Committee may, upon request of the member prior to being automatically removed, in extraordinary circumstances, expressly waive such removal by affirmative vote of a majority of the Executive Committee at the Executive Committee meeting immediately following the request. If the member misses another meeting within the next four months, the Executive Committee member shall be automatically removed from the Executive Committee. In this circumstance, where a member has had his or her automatic removal waived by the Executive Committee, the Executive Committee does not have the discretion to waive the removal a second time.

Section 6. Vacancies. Any vacancy occurring on the Executive Committee shall be filled in the manner provided in Article III, Section 7. Any committee member so elected to fill a vacancy shall serve the unexpired term of his or her predecessor.

Section 7. Compensation. Members of the Executive Committee shall not receive any compensation for their services as members of the Executive Committee, but the Board of Trustees may authorize reimbursement of expenses incurred in the performance of their duties. Nothing herein shall preclude a Trustee from serving the Corporation in any other capacity and receiving compensation for such services.

ARTICLE VII **OTHER STANDING AND SPECIAL COMMITTEES**

Section 1. Finance Committee. The Executive Committee shall annually designate and appoint by resolution a Finance Committee consisting of three (3) regular members of the Executive Committee. The Chief Financial Officer shall be an ex officio member of the Finance Committee. The Chair of the Finance Committee shall be the Chair-elect of the Board of Trustees.

A. Duties. The Finance Committee shall have the power to supervise the financial affairs of the Corporation, and it shall report to the Board of Trustees or Executive Committee from time to time, or whenever it is called upon to do so. It shall provide general supervision and counsel to the Chief Financial Officer and shall, whenever so required by the Board of Trustees or the Executive Committee, render an accounting showing the transactions and the financial condition of the Corporation. The Finance Committee shall annually appoint an independent accounting firm to conduct an audit of the financial records of the Corporation. A majority of the members of the committee may fix its rules of procedure.

Section 2. Nominating Committee. The Executive Committee shall annually designate and appoint by resolution a Nominating Committee consisting of five (5) members of the Executive Committee. The Nominating Committee shall reflect the interests of the organization and its members. The Immediate Past Chair of the Board shall serve as the Chair of the Nominating Committee.

A. Duties. The Nominating Committee shall cause candidates to be nominated to fill all vacancies that occur on the Board of Trustees and Executive Committee. Nominated candidates shall be regular members of the Corporation in good standing. Suggestions for consideration by the Nominating Committee may be made to the Nominating Committee by November 30 of each year for nominations for the following year. The Nominating Committee shall present to the membership, at least ten (10) days before the Annual Meeting, one nomination for each seat on the Board of Trustees and/or the Executive Committee which is vacant or about to expire. A majority of the members of the committee may fix its rules of procedure.

B. Quorum. A quorum of the Nominating Committee shall consist of three (3) of the members thereof.

C. Vacancies. A vacancy in the Executive Committee shall be deemed to exist in case of death, resignation, or removal of any member of the Executive Committee. The Nominating Committee may make a nomination to fill the vacancy. The Board of Trustees may fill any such vacancy for the balance of the term thereof by the Board of Trustees at any regular or special meeting.

Section 3. Compensation Committee. There shall be a Compensation Committee consisting of the Chair of the Board, the Immediate Past Chair, the Chair-elect, the Secretary, plus one other member of the Executive Committee selected by the Immediate Past Chair. The Compensation Committee shall be chaired by the Immediate Past Chair. The Compensation Committee shall set the compensation of the President and shall make recommendations to the President about the salaries and bonuses of the staff of the Corporation. A majority of the members of the committee may fix its rules of procedure.

Section 4. Membership Committee. There shall be a Membership Committee consisting of not less than seven (7) members of the Corporation.

A. Duties. The Membership Committee shall have the power to draft rules and regulations for membership, act as an arbiter of membership disputes and make recommendations to the Board of Trustees for any activities involving the membership, including disciplinary action. A majority of the members of the committee may fix its rules of procedure.

Section 5. Other Committees. The Board of Trustees or Executive Committee may appoint from among regular members of the Corporation in good standing such other committees as the Board of Trustees or Executive Committee may determine, which shall in each case consist of not fewer than two (2) Trustees and which shall have such powers and duties as shall from time to time be prescribed by the Board of Trustees. The President shall be a member ex officio of each committee appointed by the Board of Trustees. A majority of the members of any committee may fix its rules of procedure.

ARTICLE VIII CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Executive Committee 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. Loans. No loan or advance shall be contracted on behalf of the Corporation, no negotiable paper or other evidence of its obligation under any loan or advance shall be issued in its name, and no property of the Corporation shall be mortgaged, pledged, hypothecated or transferred as security for the payment of any loan, advance, indebtedness or liability of the Corporation unless and except as authorized by the Executive Committee. Any such authorization may be general or confined to specific instances.

Section 3. Deposits. All funds of the Corporation not otherwise employed shall be invested or deposited from time to time to the credit of the Corporation in such instruments or securities, banks, trust companies or other depositories as the Executive Committee may select, or as may be selected by any Officer or agent authorized to do so by the Executive Committee.

Section 4. Checks and Drafts. All notes, drafts, acceptances, checks, endorsements and evidences of indebtedness of the Corporation shall be signed by such Officer or Officers or such agent or agents of the Corporation and in such a manner as the Executive Committee from time to time may determine.

ARTICLE IX WAIVER OF NOTICE

Whenever any notice is required to be given to any member or Trustee of the Corporation under the provisions of these By-Laws, or under the provisions of the Articles of Incorporation, or under the provisions of the Utah Revised Non-Profit Corporation Act, 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.

Attendance at any meeting shall constitute a waiver of notice of such meeting, except where attendance is for the express purpose of objecting to the legality of that meeting.

ARTICLE X AMENDMENTS

These By-Laws may be altered, amended, repealed, or new By-Laws adopted by the favorable majority vote of those present at any legally constituted meeting of the Board of Trustees for which notice of intent to amend said By-Laws has been given.

ARTICLE XI FISCAL YEAR

The fiscal year of the Corporation shall be fixed and may be varied by resolution of the Board of Trustees.

ARTICLE XII CORPORATE SEAL

The Corporation may have an official seal which shall bear the name of the Corporation and the state and year of incorporation.

ARTICLE XIII INDEMNIFICATION

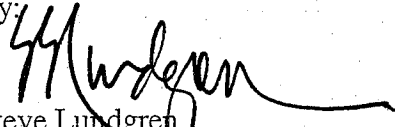
Section 1. Indemnification. No Officer or Trustee shall be personally liable for any obligations of the Corporation or for any duties or obligations arising out of any acts or conduct of said Officer or Trustee performed for or on behalf of the Corporation. The Corporation shall and will indemnify and hold harmless each person and his heirs and administrators who shall serve at any time hereafter as an Officer or Trustee of the Corporation from and against any and all claims, judgments and liabilities to which such persons shall become subject by reason of his having heretofore or hereafter been a Trustee or Officer of the Corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted to have been taken by him as such Trustee or Officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided, however, that no such person shall be indemnified against or reimbursed for any judgment or expense incurred in connection with any claim or liability arising out of a criminal prosecution or willful misconduct which results in a monetary profit to him. The rights accruing to any person under the foregoing provisions of this section shall not exclude any other right to which he may lawfully be entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case, even though not specifically herein provided for. The Corporation, its Trustees, Officers, employees and agents shall be fully protected in taking any action or making any payment or in refusing so to do in reliance upon the advice of counsel. The indemnification herein provided shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of members or disinterested Trustees, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to


be a Trustee, Officer or employee and shall inure to the benefit of the heirs, executors and administrators of such person.

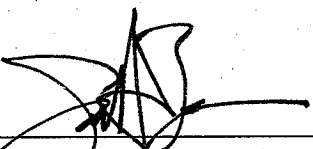
Section 2. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, Officer, or employee of the Corporation, or is or was serving at the request of the Corporation as a Trustee, Officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against liability under the provisions of this section or of the Utah Non-Profit Corporation Act.

SALT LAKE CONVENTION & VISITORS
BUREAU

By:


Steve Lundgren
Chair of the Board


Cary D. Jones
Secretary


Scott Beck
Registered Agent