Death Valley ‘49ers, Inc.
Amended and Restated Bylaws

A Non-profit 501c(3) Organization
Organized under the laws of the State of California

Revised May 4, 2024

P. O. Box 338, Death Valley, California 92328
State I. D. D0235422 Federal I. D. No. 23-7087095

TABLE OF CONTENTS

ARTICLE I: PURPOSE & POWERS 4

SECTION 1.01: PURPOSE 4
SECTION 1.02: POWERS 4
SECTION 1.03: NONPROFIT STATUS AND EXEMPT ACTIVITIES LIMITATION 4

ARTICLE II: PRINCIPAL OFFICE OF THE CORPORATION 5

ARTICLE III: MEMBERSHIPS 5

SECTION 3.01: VOTING MEMBERS 5
SECTION 3.02: LIFE MEMBERS
SECTION 3.03: NON-VOTING MEMBERS 5

ARTICLE IV: DIRECTORS 6

SECTION 4.01: DIRECTORS 6
SECTION 4.02: ELECTION AND TERM 6
SECTION 4.03: SUSPENSION / REMOVAL OF DIRECTORS 7
SECTION 4.04: VACANCIES ON THE BOARD 7
SECTION 4.05: NOMINATIONS AND NOTICES 7
SECTION 4.07: HONORARY TITLES 7
SECTION 4.08: COMPENSATION 8

ARTICLE V: OFFICERS 8

SECTION 5.01: OFFICERS 8
SECTION 5.02: GENERAL DUTIES OF OFFICERS 8
SECTION 5.03: DUTIES OF TREASURER 8
SECTION 5.04: DUTIES OF SECRETARY 9

ARTICLE VI: MEETINGS OF THE CORPORATION 9

SECTION 6.01: ANNUAL MEETING 9
SECTION 6.02: GENERAL MEETINGS 9
SECTION 6.03: SPECIAL MEETINGS; EMERGENCY MEETINGS 9

ARTICLE VII: INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS 10

SECTION 7.01: RIGHT OF INDEMNITY 10
SECTION 7.02: APPROVAL OF INDEMNITY 10
SECTION 7.03: ADVANCEMENT OF EXPENSES 10
SECTION 7.04: INSURANCE 11

ARTICLE VIII: BUDGET & FINANCE COMMITTEE 11

SECTION 8.01: MEMBERS 11
SECTION 8.02: DUTIES 11
SECTION 8.03: BUDGET PREPARATION 11
SECTION 8.04: EXPENSES OVER BUDGET 12

ARTICLE IX: AUDIT COMMITTEE 12

SECTION 9.01: APPOINTMENT 12
SECTION 9.02: DUTIES 12

ARTICLE X: NOMINATING COMMITTEE 12

SECTION 10.01: MEMBERS 12
SECTION 10.02: DUTIES 13

ARTICLE XI: ASSETS AND OPERATIONS; DISTRIBUTION OF ASSETS UPON DISSOLUTION 13

ARTICLE XII: AMENDMENTS 13

ARTICLE XIV: BUSINESS PROCEDURES 13

THE FOLLOWING ANNEXES ARE INFORMATIONAL and NOT PART of the BYLAWS

ANNEX I: OTHER COMMITTEES

ANNEX II: CONFLICT OF INTEREST

DEATH VALLEY '49ERS
AMENDED AND RESTATED BYLAWS

ARTICLE I: PURPOSE & POWERS

Section 1.01 Purpose

Death Valley '49ers, Inc., is a non-profit corporation ("**Corporation**") and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended, the "**Code**").

The general purpose of the Corporation is to expand public awareness and foster appreciation of Death Valley as a rare desert environment, containing stunning geologic and landscape features, which has a unique cultural history, that played an important role in the settlement of the west and the addition of California to the Union. The specific purposes of the Corporation include charitable, cultural, recreational, and educational activities; and the programs of the Corporation include, but are not limited to, the production of an annual encampment event reflecting the Corporation's purpose (the "**Encampment**") and a scholarship program benefitting students from the Death Valley area.

Section 1.02 Powers

The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to implement the purposes for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.

The powers of the Corporation shall include, but are not limited to, the following:

(a) the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions;

(b) to own and maintain or to lease suitable real and personal property which is deemed necessary for the purpose and objectives of the Corporation; and

(c) to enter into, make, perform, and carry out contracts of every kind for any lawful purpose, without limit as to amount.

Section 1.03 Nonprofit Status and Exempt Activities Limitation

A. This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law (California Corporations Code Section 5110 *et seq*.) for the purposes and objectives described above.

B. Notwithstanding any other provision of these Bylaws, (i) the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States internal revenue law, or (b) by a corporation contributions to which

are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future United States internal revenue law; (ii) no Director, Officer, employee, member, or agent of the Corporation shall take any action or carry on any activity on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code; and (iii) No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

C. The property of the Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any Director, Officer, or member hereof or to the benefit of any private person.

ARTICLE II: PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the Corporation shall be located in Death Valley, Inyo County, California, at DEATH VALLEY 49ERS, Inc., PO BOX 338, DEATH VALLEY, CA 92328.

ARTICLE III: MEMBERSHIPS

Section 3.01 Voting Members

The "**Voting Members**" of the Corporation shall be comprised of the Corporation's Directors and any members / individuals whose membership is active (i.e., the Membership Fee has been paid current by such member or the member is a Life Member) and who have attended three (3) of the last four (4) General Meetings of the Corporation.

The Board of Directors may, by majority vote, grant waivers for Voting Members who have not met the attendance requirement, when due to illness (for such member or their immediate family members) or natural disasters (such as earthquakes, snow, or flooding) which prevent such member's attendance at a General Meeting of the Corporation.

The Voting Members are the only Members who have voting rights with respect to the matters and affairs of the Corporation, that are presented for a vote of the Members during any General Meeting, Special Meeting, or Annual Meeting of the Corporation.

Section 3.02 Life Members

A "**Life Member**" is any member who has paid the onetime life membership fee (the "**Life Membership Fee**") which fee shall be set forth by a majority vote of the Board of Directors at an Annual Meeting.

Section 3.03 Non-Voting Members

A. Non-voting members ("**Members**") consist of those who pay the annual Membership Fee but do not attend the required number of General Meetings.

B. Any Life Member who has not attended the required number of General Meetings.

The membership fee for all Members shall be fixed by a majority vote of the Board of Directors ("**Membership Fee**") at each Annual Meeting of the Corporation. The Membership Fee must be paid by each Member to the Corporation by November 1st each year.

ARTICLE IV: DIRECTORS

Subject to the provisions of the Code and any limitations contained in the Corporation's Articles of Incorporation (the "**Articles**") and these Bylaws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of a board of directors (the "**Board of Directors**" or "**Board**" or "**Directors**"); provided, however, that in order to preserve the nonprofit, exempt-from-income-tax status of the Corporation, neither the Board nor any Director thereof shall do any act, or authorize or suffer the doing of any act by an Officer or employee of the Corporation, on behalf of the Corporation, which is inconsistent with the Articles or these Bylaws or the nonprofit purpose of the Corporation. Any such act or acts shall be null and void.

The powers of the Board of Directors shall include, but shall not be limited to, the appointment, hiring and dismissal, and fixing compensation of all Officers and any applicable employees; providing for official publications of the Corporation; awarding scholarships; causing a record to be kept of its proceedings and all other matters of which it shall deem record-desirable; appointing or otherwise providing standing and special committees.

Section 4.01 Directors

A. The number of Directors of the Corporation shall not be less than *three (3) or more than nine (9). Within the limits specified above, the number of Directors shall be fixed from time to time by a majority vote of the Voting Members at an Annual Meeting of the Corporation, in accordance with applicable law. *02/15/2025

B. The Directors shall be elected from the Voting Members described in Section 3.01, in accordance with the procedures set forth in Section 4.02 below (for the avoidance of doubt, a Director need not be a Voting Member, and may be a Member of the Corporation; provided however, that (i) the first priority for election of Directors shall be from the slate of qualified Voting Members, and (ii) only if there are no willing or able Voting Members, then second priority for election of Directors shall be made open to other Members of the Corporation).

C. Each Director, upon their election, shall ensure they maintain a qualified status as a Voting Member of the Corporation, as set forth in Section 3.01.

Section 4.02 Election and Term

Each Director shall be elected to serve for a two-year term, which shall be the calendar year following their election. Elections for Directors will be held at the Annual Meeting of the Corporation every even year by a majority vote of the Voting Members in attendance at such meeting (which, for the avoidance of doubt may include attendance remotely via telephonic or electronic communication (such as via Zoom, WebEx, or Microsoft Teams Meeting). The

Directors presented to the Voting Members for election shall be selected by the Nominating Committee as described in Section 4.05 below.

Section 4.03 Suspension / Removal of Directors

A. Procedure: Any Director may be suspended or removed from their office by a two-thirds (2/3) vote of the Board of Directors present at any meeting of the Board of Directors or General Meeting of the Corporation.

B. Grounds for Suspension / Removal:

1. Conduct that adversely affects the welfare, character or reputation of the Corporation.

2. Violation of the Articles, Bylaws, or the rules/policies of the Board of Directors.

3. Failure to comply with the laws of the State of California.

4. Failure to be a member in good standing within the Corporation, including the failure to pay the Membership Fee.

Section 4.04 Vacancies on the Board

A. The Board may declare a vacancy on the Board upon the resignation, death, suspension, or removal of a Director.

B. The Board may call a Special Meeting in order to nominate a Voting Member to fill any vacancy on the Board and upon a majority vote by the Voting Members, that person shall fill the remainder of the term of the vacancy of such Director's seat.

Section 4.05 Nomination and Notices

A. All nominations for the slate of possible Directors shall be made by the Nominating Committee on or before thirty (30) days prior to the date set for the even-year Annual Meeting. The Nominating Committee shall cause its nominations to be delivered to the Chairman of the Board. The Chairman of the Board shall cause such slate to be mailed or electronically sent to each Director and Voting Member at their last known address no less than twenty-one (21) days prior to the Annual Meeting.

B. The slate of possible Directors for election at the applicable Annual Meeting shall be read by the Secretary at each even-year Annual Meeting. Additional nominations may be made from the floor by a Voting Member. A majority vote of the Voting Members present shall elect the Directors.

C. To be eligible for re-nomination to the Board of Directors the applicable Director must have met the requirements as set forth herein.

Section 4.07 Honorary Titles

The Board of Directors may, from time to time, confer such honorary titles and designations as it may deem appropriate, by a majority vote of the Board. Privileges of any such honorary title or designation shall be solely those inherent in the added prestige and influence of the person so designated.

Section 4.08 Compensation

No Director shall be paid for his or her services as a Director. However, Directors may be reimbursed for their expenses directly related to the business and affairs of the Corporation, as set forth by resolution or formal vote of approval by a majority of the Board of Directors to be just and reasonable.

ARTICLE V: OFFICERS

Section 5.01 Officers.

At every even-year Annual Meeting of the Corporation, the Board of Directors shall elect, by a majority vote of the Directors, the following "**Officers**" of the Corporation who shall be comprised of either Directors or Voting Members:

CHAIRMAN of the BOARD of DIRECTORS
VICE CHAIRMAN of the BOARD of DIRECTORS
SECRETARY (does not have to be a Director)
TREASURER (does not have to be a Director)

The Officers shall take office at the Annual Meeting at which they are elected. The Officers for the preceding year shall deliver to the new Officers all of the records, reports, information, documents, and property in their possession and control.

Section 5.02 General Duties of Officers.

The general management of the affairs of the Corporation shall be vested in the Officers of the Corporation, as set forth in the policies, rules and directives established by the Corporation, subject to the rights and powers reserved to the Board of Directors.

Section 5.03 Duties of Treasurer.

The Treasurer shall have the general care and custody of the funds and securities of the Corporation, and shall deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors. He or she shall receive, and give receipts for, moneys due and payable to the Corporation from any source whatsoever. He or she shall exercise general supervision over expenditures and disbursements made by Officers, agents and employees of the Corporation and the preparation of such records and reports in connection therewith as may be necessary or desirable. He or she shall, in general, perform all other duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 5.04. Duties of Secretary.

The Secretary shall be the general officer of the Corporation and shall: (a) cause minutes of all meetings of the Corporation to be recorded and kept; (b) cause all notices required by these Bylaws or otherwise to be given properly; (c) see that the minute books, stock books, and other nonfinancial books, records and papers of the Corporation are kept properly; and (d) cause all reports, statements, returns, certificates and other documents to be prepared and filed when and as required. The Secretary shall have such further powers and perform such other duties as prescribed from time to time by the Board of Directors.

ARTICLE VI: MEETINGS OF THE CORPORATION

At least four (4) meetings of the Corporation shall be held annually at times and places fixed by the Board (each, a "**General Meeting**", which shall include one "**Annual Meeting**" as described below). Notice of each such General Meeting shall be mailed or sent by electronic notification by the Secretary of the Corporation to the last known address of each Director and Voting Members not less than fifteen (15) and not more than thirty (30) days before such meeting.

If authorized by the Board of Directors in its sole discretion, and subject to such guidelines and procedures as the Board of Directors may adopt, Voting Members not physically present at a General Meeting may, by means of remote (telephonic) / electronic communication (such as via Zoom, WebEx, or Microsoft Teams Meeting) participate in such meeting.

Section 6.01. Annual Meeting.

The Annual Meeting of the Corporation shall be held each year during the month of February.

Section 6.02. General Meetings.

At least three (3) other General Meetings of the Corporation shall be held during the months of May, September, and November, annually.

For a Voting Member to make a motion at any General Meeting, they must present their motion to a Director who will then present the motion at such meeting if they judge it has merit. The Voting Member has the right to present their motion to as many Directors as they wish. After a motion has been made during the General Meeting, all Voting Members present at such meeting have the right to join in the debate and to vote on the motion.

Section 6.03. Special Meetings; Emergency Meetings.

A "**Special Meeting**" of the Board of Directors may be called at any time by the Chairman of the Board, or in his/her absence or incapacity, by the Vice Chairman of the Board upon fifteen (15) days written notice (including by electronic notification) to the last known address of each Director.

Additionally, upon the written petition of a majority of the Board of Directors, the Secretary shall call a Special Meeting as provided herein, and on the Secretary's failure to do so, any Director may call a Special Meeting upon fifteen (15) days written notice (or by electronic notification) to the last known address of each Director.

An "**Emergency Meeting**" of the Board of Directors may be called at any time by the Chairman of the Board, or in his/her absence or incapacity, by the Vice Chairman of the Board to address urgent matters that require immediate attention (in accordance with Cal. Corp. Code Sections 5140(n), and 9140(n) or otherwise in in the event such emergency meeting is necessary to discuss any unforseen emergency condition, when an unexpected issue occurs that cannot have been reasonably foreseen, or when it's impractical to provide advanced notice).

Special Meetings and Emergency Meetings of the Board may be held by means of remote / electronic communication such as via Zoom, WebEx, or Microsoft Teams Meeting, video conference calls, or other form of electronic meeting approved by the Chairman of the Board of Directors.

ARTICLE VII: INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS

Section 7.01. Right of Indemnity.

To the fullest extent permitted by law, the Corporation shall indemnify any present or former Director, Officer, employee, or other "agent" of the Corporation, as that term is defined in Section 5238(a) of the California Corporations Code ("**Corp. Code**"), against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section of the Cor. Code, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. The term "expenses," as used in this Section, shall have the same meaning as in Section 5238(a) of the Corp. Code.

Section 7.02. Approval of Indemnity.

On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the Corp. Code, the Board shall promptly determine under Section 5238(e) of the Corp. Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the indemnification may be authorized by the court in which such proceeding is or was pending, pursuant to Section 5238(e) of the Corp. Code.

Section 7.03. Advancement of Expenses.

To the fullest extent permitted by law, expenses incurred by a person seeking indemnification under Sections 5238(b) or 5238(c) of the Corp. Code in defending any proceeding covered by those Sections shall be advanced by the Corporation upon the request of such person and upon receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

Section 7.04. Insurance.

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents, against any liability asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising out of the Officer's, Director's, employee's, or agent's status as such.

ARTICLE VIII: BUDGET & FINANCE COMMITTEE

Section 8.01 Members

The Chairman of the Board at the Annual Meeting shall appoint three (3) members from the Board or Voting Members as a "**Budget & Finance Committee**" and name the chair of such committee.

Section 8.02 Duties

A. Meet as soon after their appointment as possible with the Treasurer to prepare a budget for the Corporation's activities for presentation and approval by the Board of Directors.

B. Review and approve the implementation of all contracts, waivers and permits with respect to the Corporation's operations and activities, including all providers and participants at the annual Encampment and any other events/activities sponsored or hosted by the Corporation.

C. Renew and approve all insurance coverage(s) set forth in Section 7.04.

D. Maintain a close liaison with the Corporation's insurance agent for all possible changes in the laws that will impact the activities of the Corporation.

E. Maintain a close liaison with the Board of Directors on issues pertaining to the defined duties of the Budget & Finance Committee.

F. Assist and administer (with the cooperation of the Corporation's risk administrator, if applicable), all acceptable decisions for minimizing the liabilities of the Corporation with respect to the operations of the Corporation, the annual Encampment and any other events / activities sponsored by the Corporation.

Section 8.03 Budget Preparation

The Budget & Finance Committee shall prepare a balance sheet and budget for the prior fiscal year of the Corporation and deliver same to the Board of Directors within fifteen (15) days prior to the Annual Meeting of the Board in February for its review and approval.

The Budget & Finance Committee shall meet and review the financial operation of the Corporation for the current year and estimate the income and expenses for the coming year. A detailed written report of their findings (which shall include a balance sheet and a proposed budget for the coming year) shall be prepared and delivered to the Chairman of the Board and

the Board of Directors within fifteen (15) days prior to the Board of Director's annual May meeting.

If it becomes impossible to have a budget prepared for adoption at the Board's meeting in May of each year, the previous budget shall be adopted on an interim basis, with final action regarding adoption of a budget for the current year at a following meeting of the Corporation.

Section 8.04 Expenses Over Budget

All proposed expenses over budgeted amounts or not provided for in the budget or which exceeds the budgeted estimate by ten percent (10%), shall not be made until the same have been submitted to the Budget & Finance Committee for review and recommendation and approval by the Board. In an emergency, the Board of Directors may approve the expenditure.

ARTICLE IX: AUDIT COMMITTEE

Section 9.01 Appointment

The Chairman of the Board shall appoint at the Annual Meeting an "**Audit Committee**" composed of three (3) members of the Board or Voting Members and name the chair of such committee. The Audit Committee shall report directly to the Board of Directors.

Section 9.02 Duties

A. Audit the financial transactions and records of the Corporation.

B. Verify the accuracy of the financial statements, and the accountability of the membership and publication sales.

C. Protect the tax status of the Corporation.

D. Verify the conformity of all expenditures to the approved budget.

E. Analyze and report on special projects.

F. Prepare an audit report for presentation to the Board of Directors no later than the May meeting.

G. Oversee conformance to the approved Conflict of Interest Policy (attached hereto as Annex II) and to annually review such policy with the Board of Directors and Voting Members.

ARTICLE X: NOMINATING COMMITTEE

Section 10.01 Members

A nominating committee of the Corporation ("**Nominating Committee**") shall be established to consist of three (3) qualified Voting Members appointed by the Board of Directors. The members of the Nominating Committee shall serve a term of two (2) years.

If there is a vacancy on the Nominating Committee, the current Chairman of the Board shall appoint a Voting Member to fill the vacancy.

Section 10.02 Duties

A. Place in nomination to the Board of Directors and Voting Members to fill vacancies on the Board of Directors.

B. Nominate a slate of Officers and Directors for the upcoming election year to be presented to the Chairman of the Board at least thirty (30) days prior to the Annual Meeting of the Corporation and send notification to the Directors and Voting Members no less than twenty-one (21) days prior to the Annual Meeting.

ARTICLE XI: ASSETS AND OPERATIONS; DISTRIBUTION OF ASSETS UPON DISSOLUTION

The Corporation is not organized nor shall it be operated for pecuniary gain or profit and it does not contemplate the distribution of gains, profits, or dividends to its members and is organized solely for non-profit purposes. The property, assets, profits, and net income of the Corporation are irrevocably dedicated to scientific and educational purposes and no part of the profits or net income of the Corporation shall inure to the benefit of any Director, Officer, Voting Member or other member, or to the benefit of any private shareholder or individual.

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all of its debts and liabilities shall be distributed to a nonprofit fund, foundation or corporation designated by the Board of Directors which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code (or the corresponding provision of any future United States internal revenue law), and, to the extent possible, has a mission for, or is otherwise formed for, the purpose of benefiting the Death Valley area.

ARTICLE XII: AMENDMENTS

These Bylaws may be amended by the Board of Directors only after special written or electronically transmitted notice is sent to each Director not less than thirty (30) days and nor more than sixty (60) days before any meeting wherein it is proposed to make such amendment, or amendments, setting forth the full and exact text of any such proposed amendment.

A proposed amendment to the Bylaws may be adopted by the vote of not less than two-thirds (2/3) of the required quorum in a meeting of the Board of Directors properly noticed and called to adopt such amendment.

ARTICLE XIII: BUSINESS PROCEDURE

The conduct of all matters of business and affairs of the Corporation, and all meetings of the Corporation shall be in accordance with Robert's Rules of Order, except as specifically provided in these Bylaws.

Amended and Restated Bylaws (“Bylaws”) adopted as of May 4, 2024.

Amended page 6, Section 4.01 Directors adopted February 15, 2025

CERTIFICATE OF SECRETARY

The undersigned, being the duly elected Secretary of Death Valley '49ers, Inc., a California nonprofit public benefit corporation, hereby certifies that the Amended and Restated Bylaws to which this Certificate is attached were duly adopted by the Board of Directors of the Corporation as of the 4th day of May, 2024.

Janette Jensen

Name: Janette Jensen
Title: Secretary

THE FOLLOWING ANNEXES ARE FOR INFORMATIONAL PURPOSES ONLY AND SHALL NOT BE A FORMAL PART OF THE BYLAWS.

ANNEX I: OTHER COMMITTEES

The following committees may be appointed by the Chairman of the Board at the Annual Meeting or as soon thereafter as possible, and such other committees the Board of Directors deem necessary.

Archives and Library
Communications and Hospitality
Encampment Production
Furnace Creek Resorts Liaison
Finance, Insurance and Contracts
History
Marketing and Sales Promotion
Membership Administration
Music
Scholarship
Publications
Art Show
Awards
Encampment Set-Up and Dismantle
Southwest Craft and Vendors Show
Invocations
Meeting Arrangements and Program
Membership Sales
Park Liaison
Newsletter
Scholarship Endowment Fund
Website

Committees with specific responsibilities for Encampment events

Fiddle Contest and Stage Events
Gold Panning
Four Wheel Drive
Horseshoes
Encampment Parade
Pioneer Costume Contest
Southwest and Desert Poetry
Tribute to Veterans
Equestrian Trails and Wagon Train
Golf
Pampered Pet Parade
Patio Talks
Wheelbarrow Race
Titus Canyon/Badwater Loop Tours

ANNEX II: CONFLICTS OF INTEREST POLICY

This Conflicts of Interest Policy is designed to help Directors, Officers, Voting Members, Life Members, and agents of the Death Valley '49ers, Inc. ("Corporation") identify situations that present potential conflicts of interest. This policy will provide the Corporation with a procedure that when observed, will allow a transaction to be treated as valid and binding.

What is Conflict of Interest? A conflict of interest arises when a Director, Officer, Voting Member, Life Member, or other Member of the Corporation (herein after referred to a "Member") has a personal interest that conflicts with the interests of the Corporation, or in a situation where a Member has divided loyalties. A personal interest can result in inappropriate financial gain to persons of authority in the Corporation, this can lead to financial penalties and violations of IRS regulations.

No Member of the Death Valley '49ers, Inc. shall be disqualified from holding office in the Death Valley '49ers, Inc. by reason of any concern. The term "concern" shall mean any corporation, association, firm, person or other entity other than the Death Valley '49ers, Inc. A Member of the Death Valley '49ers, Inc. shall not be disqualified from dealing either as vendor, purchaser or otherwise, or entering into any transaction with the Death Valley '49ers, Inc. or any concern. No transaction of the Death Valley '49ers, Inc. shall be void by reason of the fact that Member of the Death Valley '49ers, Inc. has an interest in the concern with which the transaction is entered into, provided:

1. The interest of such Member is fully disclosed to the Board of Directors. Such transaction is duly approved by the Board of Directors as being in the interests of the Corporation.
2. Payments to the interested Member are reasonable and do not exceed the fair market value.
3. No interested Member may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.

The minutes of the meeting at which such votes are taken shall record such disclosure, abstention, and rational for approval.

Should any Member be aware of a conflict of interest of any other Member shall it be reported to the Officers of the Corporation for review? Yes. However, the Member being aware of a possible conflict with respect to any other Member shall not openly discuss the matter with others until a review is completed by the Officers of the Corporation.

This Conflicts of Interest Policy shall be mailed or e-mailed annually to each Member with the minutes from the Annual Meeting of the Corporation. Unless otherwise designated it is assumed that all Members are in agreement with this policy. Any Member that knowingly has a conflict of interest shall report such conflict to the Officers of the Corporation for review.