



Utah Fandom Organization

A 501(c)(3) organization bidding for NASFiC 2019

P.O. Box 51164 Provo, Utah, USA 84605 info@utahfor2019.com

Warren Buff
Site Selection Administrator, Worldcon 76
NASFiC 2019 voting @ Worldcon 76, San Jose, California,
12/18/2017

Dear Mr. Buff,

Please find attached the documents announcing the Utah Fandom Organization's bid to hold NASFiC in Layton, Utah on July 4th - 7th, 2019. This is our formal request under Article 4 of the WSFS constitution.

Our proposed facility is the Davis Conference Center with the attached Hilton Garden Inn, as well as courtesy room blocks in overflow hotels provided through our Davis County Tourism & Events Board; documents also attached. Please note Layton, Utah is more than 500 miles from San Jose, California, to fulfill the mileage radius required by the constitution.

You can find our extra details and enthusiasm at <http://www.utahfor2019.com> . I have also attached a full list of our Bid Team, as well as our Westercon 72 committee who jumps in to help all across the globe. Attached includes our UFO bylaws and articles of incorporation.

If selected, we will operate as part of the standing committee established by UFO to operate Westercon 72. The Chair of the committee is selected by the President of the corporation and ratified by the Board of Directors. The Chair can be removed by a vote of an majority of the entire membership of the Board of Directors.

Thank you for your consideration. We hope to do the Worldcon & NASFiC fan community proud.

Kate Hatcher
President of U.F.O
Chair of Westercon 72 & Co Bid Chair of NASFiC 2019
info@utahfor2019.com
mortalespirtus@gmail.com
Utahfor2019.com



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12/18/17

NASFiC Bid Committee -

Bid Chairs: Kate Hatcher & Ben Hatcher

Bid Treasurer: Pamela Oberg

Bid Team: Dave Doering

Kevin Rice

Dee Astell

Michael Goodwin

Dee Ann Larsen

Deirdre Saoirse Moen

Logan Kearsley

Derek Gray

Kim Williams

Marsha Glassner

Bid Advisors: Bobbi Armbruster

Bruce Farr

Patty Wells

Suford Lewis

Elizabeth Vann-Clark

Mike Willmoth

Hal Astell

Ginny Smith

Rick Moen

Linda Robinett

Erin Kearsley

Steve Davidson

Stacey Helton

Gary Blog

David Gallaher

Mike Willmoth

Sean McCoy

Westercon 72 (and NASFiC) Committee -

Position/Name/Desc

Chair - Kate Hatcher - 5-6 Years convention exp. Westercon 67, LTUE, Westercon 70, 71 (tech) and on Worldcon 76 & LTUE 2018 staff

- ❖ **VC/UFO** - Dave Doering - 30 years convention exp. Westercon 67, Costume Con chair, Sasquan/Worldcon 76
- ❖ **VC/Bid/Whip** - Ben Hatcher - 5 years of convention exp. Including Westercon 67 & LTUE. Volunteered at Gencon and Origins.

Advisors to the chair:

- ❖ **DH** Bobbi Armbruster - has worked on SF conventions since 1976 including programming, services, exhibits, facilities, operations, finance, and events.
- ❖ **Representation** - David Gallaher - His first Worldcon was Nolacon II in 1988; he worked his first at Magicon in 1992 and worked in various capacities for many Worldcons ever since.
- ❖ **Situational** - Mike Willmoth - Phoenix NASFiC 1987, Raleigh NASFiC 2010, World Horror Cons, World Fantasy Cons & Westercons. Worldcon 61, 64, 70, 71, 73 and DDH for Facilities Worldcon 76.
- ❖ **East Coast Advisor/Relay** - Suford Lewis



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Finance:

- ❖ **DH Treasurer** - Pamela Oberg - Local cons since 1978, nonprofit trustee, local chair, Westercon 67 and registration for Costume Con
- ❖ **Financial Advisor** - Bruce Farr - Worked on Worldcons since 1978 including Facilities, Finance, and Exhibits

Technical:

- ❖ **Webmaster DH** - Kevin Rice - IT 20+ years. Tech for Westercon 71, 72 & LTUE 2017-2018
- ❖ **WebMinion/Techy 1** - Joe Monson - Art staff Worldcon 2008, local & regional cons for 20+ years. Co-Director Anime Banzai, art show/web design Westercon 67, World Horror Con, former local chair, ops, security, registration etc.
- ❖ **WebMinion/Techy 2** - Jerry Gieseke - Programming Systems

Facilities:

- ❖ **DH Sean McCoy** - working on conventions since 1977; Facilities DH for Worldcon 76 & Sasquan, Convention Cyrus AH for Mac 2, business manager for 1990 NASFiC, vice-chair Westercon 51.
- ❖ **Facilities/Advisor** - Patty Wells - Worked Worldcons since 1986 in Atlanta and chaired Renovation, Worldcon 69 in Reno 2011. She has been a dh level in ops, facilities, exhibits, program, and logistics.

WSFS/Westercon:

- ❖ **DH Meeting Chair** - Kevin Standlee - Chaired 2002 Worldcon and has worked on conventions since 1989 including programming, events, and WSFS
- ❖ **Site Selection(s)** - Ben Yalow - Worked on three dozen Worldcons as a gopher, Chair staff and Division Head.
- ❖ **Meeting Secretary** - Linda Deneroff - A fan for over 45 years, Linda has worked regional and Worldcon conventions. Programming, sales, and most recently as secretary of the WSFS and Westercon Business Meetings.
- ❖ **Meeting Videographer** - Lisa Hayes - Convention attendee for more than twenty years; volunteer at numerous events.

Programming:

- ❖ **DH Programming** - Elizabeth Vann-Clark - Staffing PNW conventions for 20 years as an Executive Officer, Programming, Guest Services, and Registration. Exp on Westercon 69, 71 & Sasquan (Worldcon 73)
- ❖ **DDH Programming** - Gibbitt Rhys-Jones
- ❖ **AH Programming** - Kelly Strait



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- ❖ **Guest Liaison (1)** - Randy Shepherd - Worldcons exp chair LoneStarCon 3, Vice-chair LoneStarCon 2, Chair Advisor MidAmericon II (along with other jobs). 3 times Chair of Octocon (Irish National SF convention). 20 plus years as a member of the Alamo board.
- ❖ **Guest Liaison (2)** - Ben Hatcher - (see above)
- ❖ **Guest Liaison (3)** - Robert "Turtle" Clark - 15 years experience as Guest Services and Security Director. Spocon/Radcon/Miscon
- ❖ **Guest Liaison (4)** - Kate Hatcher - (see above)
- ❖ **Archon AH (Fan Groups)** - Ben Hatcher - (see above)
- ❖ **Steampunk Archon** - Dee Astell - Chair of Westercon 70 in Tempe and runs the steampunk track at a variety of conventions in Arizona and California.
- ❖ **Poetry Archon** - Jayrod Garrett - Veteran, College advisor english dept. Outreach Director - Case Manager & Mentor - Professional Writer - Poet. Chair of Ogden Poetry Slam and Voices Matter Ogden.
- ❖ **Art Archon** - Michael Oberg - Artist for 20+ years, worked on cons since 1991, past Con Chair, worked Westercon 67 and behind-the-scenes problem solver.
- ❖ **Costuming/Cosplay Archon** - Tanglwyst de Holloway - Costuming since 1988 and teaching since 1991, Over 500 appearances all over the U.S.
- ❖ **Film/Theater Archon** - Hal Astell - Vice-chair of Westercon 70 in Tempe and is co-chairing CoKoCon in 2018 and runs the Apocalypse Later Film Festival in AZ.

Marketing/Art/Publications:

- ❖ **DH MAP** - Michael Goodwin - Starcon, Starfest Denver, Conduit, local and in region shows over 15 years. Artist, illustrator and publications for 30 years.
- ❖ **Marketing Artist** - Robert Goodwin - Artist, designer and publications 10 years.
- ❖ **Social Media** - Ginny Smith - 2020 WFC co-chair, WFC Board, 5+ years volunteering at cons.
- ❖ **Literacy Artwork** - Jess Smart Smiley - Artist, Convention Presenter, Children's art & literacy advocate.
- ❖ **Logo Main Design** - Kaitlund Zupanic - Presented, showed, and volunteered as an artist for over 8 years.
- ❖ **Train Adjustment** - Michael Bacara
- ❖ **Restaurant Guide** - Pamela Oberg - (See Above)
- ❖ **Program Book** - Jaleta Clegg - Conduit, WHC, volunteer 14 years, 9 years editing and publications for local conventions.

Operations:

- ❖ **Safety Team/Gopher AH** - Michael Harmon - Convention volunteer for 15 years including Westercon 67, ran Security at Conduit, WHC 2016 and Fyrecon.
- ❖ **Fan Tables** - Gary S. Blog

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- ❖ **Volunteer AH** - Marsha Glassner

Gaming:

- ❖ **DH Gaming/RPG** - Derek Gray - Game coordinator for local and regional conventions for 6+ years - Salt Lake Gaming Con, Salt Con, Snake River Comic Con, regional director of D&D adventure league.
- ❖ **Gaming Team** - Dave Knighton - Assisting in the organizing, running, and recruiting of organized game play for multiple local conventions since 2015.
- ❖ **Gaming Team** - David Morris - Local cons since 2015, assistant organizer, dungeon master, adventure author
- ❖ **Gaming Team** - Flo Velasquez - Local cons since 2015 organizer and dungeon master.

You can find an active list of the positions we are recruiting for on Westercon72.org

Dear Worldcon site selector,

This is a letter to confirm that the Davis Conference Center is currently and tentatively holding space for the NASFiC Bid Team for NASFiC in 2019. The Davis Conference Center is holding approximately 22,600+ square feet, from 5:00pm Wednesday July 3rd to 11:59pm Sunday July 7th 2019.

The Hilton Garden Inn Hotel is currently and tentatively holding a Group Block for NASFiC. The Hotel can offer 20 Rooms on July 3rd, 100 Rooms on July 4th, 100 Rooms on July 5th, 100 Rooms on July 6th and 20 Rooms on July 7th.

Sincerely,
Dustin Moore
Sales Manager
801-416-4109
dustinm@wslm.biz





WesterCon
2019 Room Block Summary

Dates:	7/3/19	7/4/19	7/5/19	7/6/19	7/7/19	Total Nites	Room Rate*
Target Room Numbers:	20	100	100	100	20	340	
Hilton Garden Inn	20	100	100	100	20	340	\$129
Holiday Inn Express	25	25	25	25	25	125	\$119
Home2 Suites	20	50	50	50	20	190	\$119
Hampton Inn	25	25	25	25	25	125	\$119
HOTEL TOTALS:	90	200	200	200	90	780	

***NOTE:** Room rates shown above do not include tax. A prevailing tax rate will be added (currently 12.1%)

The information listed above are “Courtesy” Room Blocks and provide a temporary hold on rooms up to a certain cut-off date prior to the actual event...usually 60 days, at which time a contract for rooms will be required and rooms will need to be secured with a credit card. Any rooms not under contract after the cut-off date may be released.

Participating hotels will provide information and links to WesterCon’s registration page on their website for easy room booking.

Regards,

Randy Cook
 Manager
 Davis County Tourism & Events
 61 S. Main Street, Suite 304
 P.O.Box 618
 Farmington, UT 84025
 801-451-3237
rcook@daviscountyutah.gov
www.playindavis.com

Utah Fandom Organization
1125 North Main Street #6-H
Layton, Utah 84041

October 13, 2017

Utah Department of Commerce
Utah Division of Corporations and Commercial Code
160 East 300 South 2nd Floor (or 160 E Broadway)
Salt Lake City Utah 84111

Under the provisions Section 16-6a-1006 of the Utah Code, the Utah Fandom Organization hereby applies for a Certificate of Restated Articles of Incorporation and for that purpose submits the statement below.

FIRST: The name of the Corporation is the Utah Fandom Organization.

SECOND: The text of the amended and restated Articles of Incorporation is attached hereto.

THIRD: The amended and restated Articles of Incorporation was adopted by the Board of Directors on October 13, 2017, there being no voting members of the corporation.

ATTEST:

Dave Doering
Director & Treasurer: Utah Fandom Organization

Date:

cc Utah Fandom Organization Board of Directors
Nancy E. Postma, Bennie R. Hatcher, Jr. and Dave Doering

**RESTATED ARTICLES OF INCORPORATION
OF THE
UTAH FANDOM ORGANIZATION**

We, the undersigned adult natural persons, all being of the age of eighteen years or more, acting as incorporators under the Utah Non-Profit Corporation and Cooperative Association Act, adopt the following Articles of Incorporation:

**Article I
NAME**

The name of this corporation is the Utah Fandom Organization.

**Article II
DURATION**

The period of duration of this corporation is perpetual.

**Article III
PURPOSES**

The specific purposes and objectives of the Corporation shall include but not be limited to the following:

(a) To act and operate as a charitable organization for literary, educational and cultural purposes in promoting Science Fiction and Fantasy literature and the fostering of activities for readers and creators in that community, including fan-oriented activities, with an emphasis on points of literacy, inclusion, expanding the range of opinions, and cultivating interest in the fields of genre fiction, art, and culture.

(b) To engage in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonably related to the foregoing and following purposes.

(c) To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers described in the Utah Nonprofit Corporation and Cooperation Association Act, as amended and supplemented.

(d) To solicit and receive contributions, purchase, own and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity in furtherance of, incidental to, or connected with any of the other purposes.

(e) the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law).

**Article IV
MEMBERS**

The corporation shall not have any class of voting members.

**Article V
Shares/Stock**

The nonprofit corporation will not issue shares evidencing membership or interests in water or other property rights and shall not purchase, sell or own stock.

**Article VI
BYLAWS**

Provisions for the regulation of the internal affairs of the corporation, including Articles of Incorporation Amendments shall be set forth in the Bylaws. Once amended, Articles of Incorporation shall be filed amendments within the guidelines of the Utah Revised Nonprofit Corporation Act and applicable laws of the State of Utah.

The initial bylaws of the Corporation shall be as adopted by the board of trustees. Such trustees shall have power to alter, amend or repeal the bylaws, and from time to time enforce and adopt new bylaws. Such bylaws may contain any provisions for the regulation or management of the affairs of the Corporation that are not inconsistent with the law or these Articles of Incorporation, as the same may from time to time be amended. However, no bylaw at any time in effect, and no amendment to these articles shall have the effect of giving any trustee or officer of this Corporation any proprietary interest in the Corporation's property or assets, whether during the term of the Corporation's existence or as an incident to its dissolution.

**Article VII
INCORPORATORS/INITIAL BOARD OF DIRECTORS**

The names and addresses of the incorporators, and the initial board of directors are:

**Article VIII
REGISTERED OFFICE AND AGENT**

The address of the corporation's initial registered office shall be:

1125 North Main Street, Apt. #6-H
Layton, Utah 84041

Such office may be changed at any time by the Board of Trustees without amendment of these Articles of Incorporation.

The corporation's initial registered agent at such address shall be:

Nancy E. Postma

I hereby acknowledge and accept appointment as corporate registered agent.

In Witness Whereof, We, Nancy E. Postma, David B. Doering, and Bennie R. Hatcher, Jr., have executed these Restated Articles of Incorporation in duplicate this 13th day of October, 2017, and say:

That they are all incorporators herein; that they have read the above and foregoing Articles of Incorporation; know the contents thereof and that the same is true to the best of their knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters they believe to be true.

**Article IX
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this Corporation shall be:

1125 North Main Street, Apt. #6-H Layton, Utah 84041

This corporation has filed with the Layton City Municipality as a non-profit status business and agrees to file with any other municipalities in the state of Utah if at such time the directors designate a new place of business as outlined in the bylaws of the corporation. Such changes shall be filed with the State of Utah as amended and supplemented.

The business of this Corporation may be conducted in all counties of the State of Utah and in all states of the United States, and in all territories thereof, and in all foreign countries as the Board of Trustees shall determine.

**Article X
DISTRIBUTIONS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the corporation

shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended or supplemented, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended or supplemented.

Article XI DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended or supplemented, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Nancy E. Postma

David B. Doering

Bennie R. Hatcher, Jr.

**Bylaws of
The Utah Fandom Organization
A Utah NonProfit Corporation**

Section 1: Offices of the Corporation

1.1 Name of Corporation:

The name of this corporation is The Utah Fandom Organization. (hereinafter referred to as "Utah Fandom", "UFO", or the "Corporation".)

1.2 Principal Office of the Corporation.

The principal office of the corporation for the transaction of its business may be located in any of the cities in Davis County, Utah.

1.3 Change of Address of the Corporation.

The county of the corporation's principal office can be changed only by amendment of these bylaws and not otherwise. The board of directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these bylaws.

The initial principal address of the corporation shall be: 1125 North Main Street, Apartment 6-H, Layton, Utah 84041.

_____ Dated: _____

_____ Dated: _____

_____ Dated: _____

1.4 Other Offices.

The corporation may also have offices at such other places, within or without the State of Utah, where it is qualified to do business, as its business may require and as the board of directors may, from time to time, designate.

Section 2: Objectives and Purposes.

2.1 Objectives and Purposes of the Corporation.

The primary objectives and purposes of this corporation shall be:

- a) To promote culture and the arts, including, but not limited to, literature, performance, visual and digital media, sculptural and textile arts.

- b) To promote fandom, with an emphasis of speculative fiction genres, in all its forms, including, but not limited to mediums of, literature, theater, film, television, and art.
- c) To sponsor and promote public events and conventions in the state of Utah to increase interest in and awareness of fandom and mediums that emphasise issues of literacy, diversity, inclusion, opportunity, and community organizations as it pertains to related to the foregoing and following purposes
- d) To sponsor and promote public events and conventions in the state of Utah to instruct and demonstrate artistic skills and techniques in literary, visual and other artistic media.
- e) To engage in other activities of a charitable, educational, or literary nature, as permitted by section 501(c)(3) of the Internal Revenue Code of the United States of America.
- f) To draw or otherwise facilitate public events, conventions and/or activities within the state of Utah with the goal of bringing in worldwide influences on fandoms, with key emphasis on all foregoing and following purposes of this corporation using mediums and means outlined by these bylaws and guidelines governing state and federal nonprofit regulations.
- g) To support other organizations by sharing fandom or convention events information, and financial support as permitted by 'pass along funds' outlined in the terminology section of these bylaws, and permissible as outlined in section 501(c)(3) of the Internal Revenue Code of the United States of America.

Section 3: Board of Directors

3.1 Number of Directors.

The corporation shall have not less than 3 and not more than 9 directors and collectively they shall be known as the board of directors. The maximum number may be changed by amendment of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided in these bylaws. No individual may hold more than one (1) seat on the Board at any given time. The number of active directors above the minimum of 3 at any particular time shall be determined by resolution of the board of directors, provided no seated director may be deprived of his/her seat during his/her term.

3.2 Powers of the Board of Directors.

Subject to the provisions of the Utah Nonprofit Corporation and Cooperation Association Act, as amended and supplemented, and any limitations in the articles of incorporation and bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

3.3 Duties of the Directors.

It shall be the duty of the Directors to:

3.3.1 Perform any and all duties imposed on them collectively or individually by law, as stated in the

Articles of Incorporation of this corporation, or by any of these Bylaws;

3.3.2 Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all Officers, agents, and employees of the corporation;

3.3.3 Supervise all Officers, agents, and employees of the corporation to assure that their duties are performed properly;

3.3.4 Meet at such times and places as required by these Bylaws;

3.3.5 Register their addresses with the secretary of the corporation and notices of meetings mailed, electronic or telegraphed to them at such addresses shall be valid notices thereof.

3.4 Qualifications of Directors

All Directors must be eighteen (18) years of age or older and legally able to enter into a contract in the State of Utah. At least a majority of the Directors must be residents of the State of Utah as defined in these Bylaws. If a Director is a resident of the State of Utah at the time s/he is elected, s/he is considered to be a resident of the State of Utah for the entire length of his/her term, even if s/he takes residence outside of the State of Utah during his/her term.

3.5 Terms of Office

Each director shall hold office until the next biennial meeting for election of the board of directors as specified in these bylaws, and until his or her successor is elected and qualifies.

3.6 Vacancies

Vacancies on the Board of Directors shall exist upon the death, resignation, removal, or disqualification of any Director, or whenever the number of Directors is increased by amendment to the Bylaws of the corporation. The Board of Directors or the President may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under provisions of the Utah Nonprofit Corporation and Cooperation Association Act, as amended and supplemented. Directors may also be removed with or without cause by a two-thirds (2/3) vote of the Board of Directors. Any Director may resign effective upon giving written notice to the President or the Secretary, unless the notice specifies a later date for the effectiveness of such a resignation. Unless otherwise specified therein, the acceptance of such a resignation by the Board of Directors shall not be necessary for such a resignation to take effect. No Director may resign if the corporation would then be left without a duly elected or appointed Director or Directors in charge of its affairs, except upon notice to the Attorney General.

3.7 Filling of Vacancies

After a vacancy on the Board of Directors occurs, the President shall have ninety (90) days to fill the vacancy by appointment. If a vacancy is not filled by the President within ninety (90) days, the Vice President shall have the power to fill the vacancy. If, within an additional ninety (90) days, the Vice President has not filled the vacancy, the Directors shall fill the vacancy at the next regular meeting by

election by written preferential ballot, with each Director having one vote. If there is only one candidate for a seat, a written preferential ballot is not necessary, and the Board may elect the candidate to the position by unanimous consent. All appointments of the President or the Vice President may serve only until the next regular meeting of the Board, at which time they must be confirmed by a majority of the Directors present in order to remain in the seat until its regularly scheduled expiration. Should the Director in question fail to be confirmed by the Board, the seat will be declared vacant once again, and the procedure detailed in this Section shall start anew, with the President having ninety (90) days to fill the vacancy.

3.8 Compensation

Directors shall serve without compensation. They shall, however, be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3.3 of these Bylaws. Directors may not be compensated for rendering services to the corporation in any capacity other than Director unless such other compensation is reasonable and allowable under the provisions of Section 3.9 of these Bylaws.

3.9 Restrictions Regarding Interested Directors.

In regards to compensation, notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means any of the following:

3.9.1 Any person currently being compensated by the corporation for services rendered it within the last twelve (12) months, whether as a full-time or part-time Officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as a Director;

3.9.2 Any brother, sister, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

3.10 Non-Liability of Directors

The Directors and/or the designated officers shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

3.11 Indemnification by Corporation of Directors, Officers, Employees, and Other Agents

To the extent that a person who is, or was, a director, officer, employee, or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of; Utah Code, Title 16 Corporations, Chapter 6a Utah

Revised Nonprofit Corporation Act, Part 9 Indemnification. Expense guidelines shall also observe the requirements and restrictions as befitting a potential 501(c)(3), or Federal Nonprofit Applications.

3.12 Insurance for Corporate Agents

3.12.1 The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liability asserted or incurred by the person in that capacity or arising from the person's status as a director, officer, employee, fiduciary, or agent, whether or not the nonprofit corporation would have power to indemnify the person against the same liability under Section 16-6a-902, 16-6a-903, or 16-6a-907 of the Utah Revised Nonprofit Corporation Act.

3.12.2 Insurance may be procured from any insurance company designated by the board of directors, whether the insurance company is formed under the laws of this state or any other jurisdiction of the United States or elsewhere, including any insurance company in which the nonprofit corporation and/or its directors has an equity or any other interest through stock ownership or otherwise as copied and regulated from the Utah Revised Nonprofit Corporation Act.

Section 4: Meetings and Procedure of the Board of Directors

4.1 Regular Meetings

Regular meetings of the Board of Directors shall be held twice (or more) per year. These semi-annual meetings shall not be closer than a two month proximity to each other, and shall be decided by the acting President, or original three main directors of the Utah Fandom Organization. Dates of the next business year meetings are to be suggested by the board of directors or the acting President at the last meeting in the current fiscal year for the following fiscal year as defined by federal fiscal outlines.

4.2 Special Meetings

Special meetings of the Board of Directors may be called by the President of the Board, and shall be called upon the written request of any two Directors.

4.3 Place of Meetings

For each regular meeting, the Board of Directors shall designate a location at the previous meeting. In the absence of such a designation, the President shall designate the location for such a meeting. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the secretary of the corporation or after all board members have been given written notice of the meeting as hereinafter provided for special meetings of the board.

Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes

presence in person at that meeting if all of the following apply:

4.3.1 Each director participating in the meeting can communicate with all of the other directors concurrently;

4.3.2 Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and

4.3.3 The corporation adopts and implements some means of verifying a) that all persons participating in the meeting are directors of the corporation or are otherwise entitled to participate in the meeting, and b) that all actions of, or votes by, the board are taken and cast only by directors and not by persons who are not directors.

4.4 Notice of Meetings

4.4.1 Regular meetings of the board may be held without notice, unless the date of the regular meeting has been rescheduled by decision of the directors in accordance with these bylaws, in which case notice shall be sent by first class mail, delivered personally, or by telephone, telegraph or other electronic means no later than two weeks prior to the rescheduled meeting date.

4.4.2 Special meetings of the Board may be held upon four (4) days' notice by first-class mail or private delivery service or forty-eight (48) hours notice by personal service, fax machine, telephone or electronic mail.

4.4.3 If sent by mail, private delivery service, or electronic mail, a notice shall be deemed to be delivered on its deposit in the mails or on its delivery to the electronic mail service or private delivery service. Notices sent by electronic mail shall include a request for delivery confirmation if such request is technically possible; however, the absence of such request shall not invalidate the notice. Such notices shall be addressed to the Director at his or her address as kept in the books of the corporation maintained by the Secretary. The Secretary shall issue copies of these addresses to all Directors no less frequently than every election held or biennially, whichever occurs first.

4.4.4. Directors who provide an electronic mail address, telephone number, or fax number to the Secretary shall be assumed to be willing to accept notices delivered by electronic mail, telephone, or fax machine unless the director informs the Secretary otherwise.

4.4.5. If the corporation maintains an electronic mail discussion list for Directors, notices posted to that list shall be considered as delivered by electronic mail to each director subscribed to that list, except for any director who has informed the Secretary of his/her unwillingness to receive notices by electronic mail.

4.5 Contents of Notice

Notice of meetings not herein dispensed with shall specify the place, day, and time of the meeting, and shall contain the text of any amendments to the Bylaws or Articles of Incorporation as provided for in article 10.

4.6 Waiver of Notice and Consent to Holding Meetings

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records and made part of the minutes of the meeting.

4.7 Quorum for Meetings

A quorum shall consist of a majority of the members of the Board of Directors. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board of Directors at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair (or President) shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board. The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least the minimum number of Directors required for any such action as may be required by law, or the Articles of Incorporation, or the Bylaws of this corporation.

4.8 Proxy Voting

4.8.1 Any Director may designate another Director or any other person to act as his or her proxy at any meeting. A person may exercise multiple proxies.

4.8.2 Proxies must be issued in writing, and are not valid until received by the secretary of the meeting. Unless otherwise specified in the proxy designation, all proxies expire at the end of the meeting at which they take effect. If a proxy designation gives specific instructions as to how the proxy should be voted, the proxy must be voted in accordance with those instructions.

4.8.3 If a proxy is given to another Director, the proxy vote is only counted on roll-call votes. If a proxy is given to a person who is not a Director, that person may participate in discussion and may exercise all of the normal privileges and be subject to the normal restrictions of Directors. Proxies shall not count toward quorum requirements.

4.9 Majority Action as Board Action

Every act or decision done or made by the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the Utah Revised Nonprofit Corporation Act, particularly those provisions relating to appointment of committees, approval of contracts or transactions in which a Director has a material financial interest, and indemnification of Directors, require a greater percentage or different voting rules for approval of a matter by the Board. All references to the number of votes required for any action (i.e. majority, two-thirds, three-fourths, unanimous) refer to the percentage of those votes cast on a matter whenever a quorum is present.

4.10 Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President of the Board or, in his or her absence, the Vice President of the Board or, in his or her absence, the most senior Director present who is neither the Secretary nor the Treasurer. The person presiding over the meeting may designate any other Director to preside over the meeting if he or she wishes. The Secretary of the corporation shall act as secretary of all meetings of the Board. In the absence of the Secretary, the person presiding over the meeting shall appoint a Director or other person to serve as secretary of the meeting. If a person who is not a Director is appointed to serve as secretary of the meeting, that person shall neither vote nor participate in the discussion except to carry out the duties of the secretary of the meeting.

Meetings shall be governed by the UFO Operating Procedures, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation of this corporation, or with provisions of law.

4.11 Action by Unanimous Written Consent Without Meeting

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all Directors shall individually or collectively consent in writing to such action. For purposes of this Section only, "all Directors" shall not include any "interested director" as defined in the Utah Revised Nonprofit Corporation Act, or in section 3 of these bylaws. Such written consent or consents shall be filed with the minutes and proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of the corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

Section 5: Officers

5.1 Number and Title of Officers

The officers of the corporation shall be a president, a secretary, and a chief financial officer who shall be designated the treasurer. The corporation may also have, as determined by the board of directors, a chairperson of the board, one or more vice presidents, assistant secretaries, assistant treasurers, or other officers. Any number of offices may be held by the same person except that neither the secretary nor the treasurer may serve as the president or chairperson of the board.

5.2 Qualification, Election, and Term of Office for Officers

Any person may serve as an officer of this corporation. Officers shall be elected by the board of directors, at any time, and each officer shall hold office perpetually until he or she resigns, is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

5.3 Subordinate Officers

The board of directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the board of directors.

5.4 Removal and Resignation

Any Officer may be removed, either with or without cause, by a two-thirds (2/3) vote of the Board of Directors, at any time. Any Officer may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any Officer of the corporation.

5.5 Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

5.6 Duties of the President

The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. Unless another person is specifically appointed as chairperson of the board of directors, he or she shall preside at all meetings of the board of directors. If applicable, the president shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

5.7 Duties of the Vice President

In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.

5.8 Duties of the Secretary (and/or Treasurer)

5.8.1 The secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy of these bylaws as

amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these bylaws.

Keep at the principal office of the corporation a membership book containing the name and address of each and any member, and, in the case where any membership has been terminated, the secretary shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors. Subject to the provisions of these bylaws relating to the "Execution of Instruments, Deposits, and Funds."

5.8.2 The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and 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.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit during reasonable business hours, the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore with at least (48) hours notice.

Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

5.9 Compensation of Officers

The salaries of Officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no Officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of the corporation, provided, however, that such compensation paid a Director for serving as an Officer of this corporation shall only be allowed if permitted under the provisions of Section 3.9 of these Bylaws. In all cases, any salaries received by Officers of this corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable or public purposes of this corporation and not as compensation for service solely as a director or officer.

Section 6: Committees

6.1 Standing Committees

The Board may create and discharge standing committees by a majority vote of the entire membership of the Board of Directors. It is recommended that the Chair of a standing committee be on the board of directors. If the Chair of a standing committee is not a Director, he or she shall be ex officio a non-voting member of the Board. Standing committees shall exist until discharged.

6.2 Selection of Chair and Members of Standing Committees

The Chair of any standing committee shall be appointed by the President, and such appointment must be ratified by the board within ninety (90) days of the appointment. (If necessary, the President shall call a special meeting of the Board within that period in order to consider the ratification of the appointment.) The Chair of any standing committee shall be removed only by a majority vote of the entire membership of the Board of Directors. If the Chair of a standing committee is not a Director, he or she shall be ex officio a non-voting member of the Board. (Such a non-voting member shall not count as one of the numbered seats of the Board, nor shall such a non-voting member count toward quorum or other requirements.) The procedure for choosing the remaining members of standing committees and of filling such vacancies as may arise shall be established by resolution of the Board of Directors. Standing committees may include persons who are not also members of the Board.

6.3 Financial and Reporting Responsibilities of Standing Committees

Each standing committee shall appoint one member only, to act as a Committee Treasurer who shall periodically report to the Corporate Treasurer on the financial matters of that committee. Each standing committee shall report at least to each regular meeting of the Board on that committee's activities.

6.4 Other Committees

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. The Chair of each committee shall be appointed by the President. The procedure for choosing the remaining committee members and filling such vacancies as may arise shall be set by resolution of the Board of Directors.

6.5 Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time and place of special meetings of committees may be fixed by resolution of the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws

6.6 Discharge of Committees

Unless otherwise provided for in these Bylaws or in the resolution creating a committee or by other action of the Board, all non-standing committees shall be discharged at the conclusion of the regular Board meeting following the creation of the committee.

Section 7: Execution of Instruments, Deposits, and Funds

7.1 Execution of Instruments

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation 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. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount. A record shall be kept of such authorization.

7.2 Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer or President of the corporation.

7.3 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 Board of Directors may select.

7.4 Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

Section 8: Corporate Records, Reports, and Seal

8.1 Maintenance of Corporate Records

Unless otherwise authorized by these Bylaws, the corporation shall keep at its principal office:

8.1.1 Minutes of all meetings of Directors and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

8.1.2 Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

8.1.3 A record of the membership of the Board of Directors, indicating their names, addresses, and telephone numbers, and the termination date of any membership;

8.1.4 A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Directors at all reasonable times during normal office hours.

8.2 Corporate Seal

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

8.3 Inspection Rights of Directors

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and to inspect the physical properties of the corporation.

8.4 Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney. The right to inspection includes the right to copy and make extracts. Agents or attorneys of a director shall give written or electronic notice of (48) hours before inspections or requested deadlines, except as applicable by law.

8.5 Annual Report

The Board of Directors shall cause an annual report to be furnished not later than ninety (90) days after the close of the corporation's fiscal year to all Directors of the corporation which report shall contain the following information in appropriate detail:

8.5.1 The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.

8.5.2 The principal changes in assets and liabilities, including trust funds, during the fiscal year;

8.5.3 The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

8.5.4 The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;

8.5.5 Any information required by Section 8.6 and subsequent Sections of these Bylaws.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized Officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

8.6 Annual Statement of Specific Transactions

The corporation shall mail or deliver to all Directors a statement within ninety (90) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind: Any transaction in which the corporation or its subsidiaries, was a party, and in which any of the following had a direct or indirect material financial interest:

8.6.1 Any Director or Officer of the corporation or its subsidiaries (a mere common Directorship shall not be considered a material financial interest);

8.6.2 Any holder of more than ten percent (10%) of the voting power of the corporation or its subsidiaries.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than twenty-five thousand dollars (\$25,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than twenty-five thousand dollars (\$25,000). Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the previous fiscal year to any Director or Officer, except that no such statement need be made if such indemnification was approved pursuant to the Utah Revised Nonprofit Corporation Act, and followed guidelines of a 501(c)(3) nonprofit corporation with the Internal Revenue Service.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

If this corporation has any members and provides all members with an annual report according to the provisions of Section 8.5 and subsequent Sections of these Bylaws, then such annual report shall include the information required by this Section.

Section 9: Fiscal Year

9.1 Fiscal Year of the Corporation

The fiscal year of the corporation shall begin on the first day of April and end on the last day of March in each year.

Section 10: Amendment of Bylaws and Articles

10.1 Amendment of Bylaws

Subject to title 16 chapter 6a, the Utah Revised Nonprofit Corporation Act, and other provisions of law applicable to the amendment of Bylaws of public benefit corporations, the Board of Directors may revise, amend, or repeal these Bylaws by a two-thirds (2/3) vote of the Board Directors at any regular meeting without notice. Amendments introduced at any special meeting shall require a two-thirds (2/3) vote if the text of the amendment was included with the notice of the meeting or a unanimous vote otherwise.

10.2 Amendment of Articles

The Board of Directors may amend the Articles of Incorporation by a three-fourths (3/4) vote of the Board of Directors at any regular meeting without notice. Amendments introduced at any special meeting shall require a three-fourths (3/4) vote if the text of the amendment was included with the notice of the meeting or a unanimous vote otherwise.

Once adopted, all amendments to the Articles of Incorporation shall be submitted to the State of Utah, as outlined in the Utah Revised Nonprofit Corporation Act, and Federal Entities such as the Internal Revenue Service, before being ratified or actionable.

Section 11: Prohibition Against Sharing Corporate Profits and Assets

11.1 Prohibition Against Sharing Corporate Profits and Assets

No Director, Officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. Upon the dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

Section 12: Dissolution

12.1 Dissolution of the Corporation

The corporation may be dissolved and the winding up of its affairs commenced by a vote of no less than three fourths (3/4) of the Board of Directors.

Section 13: Members

13.1 Determination of Members

As this corporation makes no provision for members, then, pursuant to Title 16 Chapter 6a Part 6 Section 601 of the Utah Code, the Utah Revised Nonprofit Corporation Act, any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this corporation, require approval by a majority of all members of approval by the members, shall only require the approval of the Board of Directors.

Section 14: Discrimination

14.1 Discrimination

The corporation and its Board of Directors shall not, in any of their policies or the administration thereof, discriminate against individuals or groups of individuals because of their gender, race, color, religion, national origin, age, handicap, or sexual preference.

Section 15: Terms Used in These Bylaws

15.1 Corporation

For the purposes of these Bylaws, "corporation" in the specific sense refers only to the Utah Fandom Organization (UFO), a Utah Nonprofit Corporation.

15.2 Board of Directors

For purposes of these Bylaws, "Board" or "Board of Directors" refers only to the Board of Directors of the Utah Fandom Organization (UFO), a Utah Nonprofit Corporation.

15.3 Officers and Directors

For purposes of these Bylaws, "Officers" refers only to the positions of President, Acting President, Vice President, Acting Vice President, Secretary, Treasurer, Acting Secretary, and Acting Treasurer of the Utah Fandom Organization (UFO), a Utah Nonprofit Corporation. For purposes of these Bylaws, the President of the Board and the President of the corporation are one and the same; the Vice President of the Board and the Vice President of the Corporation are one and the same; the Secretary and Treasurer of the Board and the Secretary and Treasurer of the corporation are one and the same. Acting officer positions are likewise both Officers of the Board of Directors and Officers of the corporation. For purposes of these Bylaws, "Director" refers to any member of the Board of Directors of the Utah Fandom Organization (UFO), a Utah Nonprofit Corporation, notwithstanding their status as an Officer of the same.

Standing Rules

Standing Rule 1

Unless otherwise provided by resolution or instructions, chairs of committees shall have authority to appoint members to and discharge members from their committees.

Standing Rule 2

The motion to postpone definitely is allowed at all meetings, even if more than a quarterly time interval will elapse before the next regular meeting. No motion may be postponed beyond the next regular meeting.

Written Consent of Directors Adopting Bylaws

We, the undersigned, are all of the persons named as the initial directors in the articles of incorporation of the Utah Fandom Organization (UFO), a Utah Nonprofit Corporation, and, pursuant to the authority granted to the directors by these bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing bylaws, consisting of 17 pages, as the bylaws of this corporation.

Dated: _____

_____, **Director**

_____, **Director**

_____, **Director**

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the bylaws of the corporation named in the title thereto and that such bylaws were duly adopted by the board of directors of said corporation on the date set forth below.

Dated: _____

_____, **Witness**

Addendums 2017:

to board_of_direct.

On 11/06/17 Dave Doering, Nancy Postma, and Ben Hatcher welcome two new board members voted in and accepted.

Pamela Oberg

Kevin J. Rice

Logged addendum to the bylaws active list.

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **NOV 17 2017**

UTAH FANDOM ORGANIZATION
1125 N MAIN STREET 6-H
LAYTON, UT 84041-5922

Employer Identification Number:
82-1127568
DLN:
26053705003597
Contact Person:
CUSTOMER SERVICE ID# 31954
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
March 31
Public Charity Status:
509(a)(2)
Form 990/990-EZ/990-N Required:
Yes
Effective Date of Exemption:
April 10, 2017
Contribution Deductibility:
Yes
Addendum Applies:
No

Dear Applicant:

We're pleased to tell you we determined you're exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(3). Donors can deduct contributions they make to you under IRC Section 170. You're also qualified to receive tax deductible bequests, devises, transfers or gifts under Section 2055, 2106, or 2522. This letter could help resolve questions on your exempt status. Please keep it for your records.

Organizations exempt under IRC Section 501(c)(3) are further classified as either public charities or private foundations. We determined you're a public charity under the IRC Section listed at the top of this letter.

If we indicated at the top of this letter that you're required to file Form 990/990-EZ/990-N, our records show you're required to file an annual information return (Form 990 or Form 990-EZ) or electronic notice (Form 990-N, the e-Postcard). If you don't file a required return or notice for three consecutive years, your exempt status will be automatically revoked.

If we indicated at the top of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

For important information about your responsibilities as a tax-exempt organization, go to www.irs.gov/charities. Enter "4221-PC" in the search bar to view Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, which describes your recordkeeping, reporting, and disclosure requirements.

Letter 947

UTAH FANDOM ORGANIZATION

Sincerely,

Stephen A. Martin

Director, Exempt Organizations
Rulings and Agreements