

**BYLAWS OF
CHARLES W. JEFFREY, M.D. - CARBON COUNTY MEMORIAL CENTER**

ARTICLE I.

Purpose

Section 1. Goals. The goals for Charles W. Jeffrey, M.C. - Carbon County Memorial Center are to provide generally for capital improvement, repair, maintenance and operation of the Charles W., Jeffrey, M.D. community center building pursuant to the terms of the Last Will and Testament of Charles W. Jeffrey, M.D. and the terms contained therein.

ARTICLE II.

Office

Section 1. Registered Office. The registered office shall be in the Office of the County Clerk and Ex-Officio Register of Deeds, Carbon County Courthouse, Rawlins, Wyoming 82301.

ARTICLE III.

Meetings of the Board

Section 1. Annual Meetings. At the first meeting of the calendar year officers shall be elected.

Section 2. Meetings. Meetings will be held on the 2nd Tuesday of each month when there is business to conduct pertaining to the operation of Charles W. Jeffrey, M.D. - Carbon County Memorial Center, or such other special times as may be requested by any Board Member and called by the President of the Board of Directors.

Section 2. Executive Sessions. A majority of the Board of Directors present at any meeting called in accordance with these Bylaws may vote to adjourn into an executive session to the exclusion of all non-Board Members.

Section 3. Voting. Each member of the Board shall have one vote. Amendment to Bylaws may be made by a vote of a majority of the Board Members.

Section 4. Quorum. Quorum shall exist when a majority of the members are present.

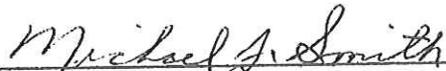
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Section 5. Board Member Attendance. Board Members are required to attend the meetings. When a Board Member fails to attend four (4) meetings and has not shown legitimate reasons for failure to attend, this Board may request the Board of County Commissioners appoint a new Board Member.

Adopted this 2nd day of October 2012.



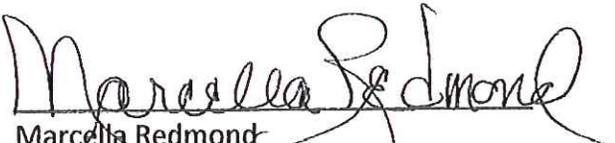
Mike Smith, President



Alice L. Garvin, Secretary



Ara Erickson



Marcella Redmond



Patty Schuler