



BY-LAWS
OF
BILLY THE KID OUTLAW GANG

A NEW MEXICO NON-PROFIT ORGANIZATION

ARTICLE I: GENERAL PROVISION

SECTION 1: The Name of this corporation shall be BILLY THE KID OUTLAW GANG.

SECTION 2: The principle office of the Corporation in the State of New Mexico shall be located in the State of New Mexico. The Corporation may have such other offices, either within or without the State of New Mexico, as the board of directors may designate or as the business of the Corporation may require from time to time. The initial registered office of the Corporation was located at 404 Avenue C, Ft. Sumner, New Mexico, 88119 and is currently located at P.O. Box 1281, Mesilla, New Mexico 88046. The board of directors may change the registered office of the Corporation to another location within the State of New Mexico from time to time. The registered office of the Corporation required to be maintained within the State of New Mexico may be, but need not be, identical with the principle office of the Corporation. If required by the laws of the other states, the board of directors may, from time to time, designate additional registered offices of the Corporation in such other states where the Corporation may do business.

ARTICLE II: PURPOSE AND POWERS

SECTION 1: The purposes for which the Corporation is formed are to promote the State of New Mexico by activities, ventures, and endeavors which are concentrated around the civic, historical and cultural life and times of the notorious outlaw, Billy the Kid and his outlaw gang, Sheriff Pat Garrett and his posse, and other notable characters of American western history. The Corporation shall further have as its lawful purpose the promotion of the State of New Mexico by activities, reunions, carnivals, parades and fairs having as their central theme the history of Billy the Kid, his outlaw gang, Sheriff Pat Garrett, his posse, and other notable historical figures from the State of New Mexico and to further engage in such other purposes, whether they be charitable, benevolent, educational, civic, patriotic, social, fraternal, literary, or cultural, as may be allowed under the New Mexico Nonprofit Corporation act. No such change in the purposes for which the Corporation is formed shall become effective until Articles of Incorporation containing such amended purpose or



purposes are filed with the New Mexico State Corporation Commission. The purposes for which the Corporation is formed may be amended, diminished, and enlarged or otherwise changed by the decision of the board of directors, subject to the requirements of law pertaining to the nonprofit purposes for which a Corporation may exist.

SECTION 2: The Corporation shall have the following powers:

- a. To have perpetual succession of its corporate name.
- b. To sue and be sued, complain and defend in its corporate name.
- c. To purchase, take, receive, lease, take by gift, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- d. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- e. To use and deal in and with other domestic or foreign corporations or associations, whether for profit or not for profit.
- f. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issues its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- g. To conduct its affairs, carry on its operations, and have offices and exercise the powers granted by the New Mexico Nonprofit Corporation Act or under similar laws in any state, territory, district or possession of the United States of America, or in any foreign country.
- h. To elect directors and define their duties.
- i. To appoint officers and agents of the Corporations, who may be directors or members and define their duties.
- j. To make and alter bylaws, not inconsistent with the Articles of Incorporation or with the laws of New Mexico, for the administration and regulation of the affairs of the Corporation.



- k. To make donations for the public welfare or for charitable, scientific or educational purposes, and in time of war to make donations in aid of activities.
- l. To cease its corporate activities and surrender its corporate franchise.
- m. To have and exercise all powers necessary or convenient to affect any or all of the purposes for which the Corporation is organized.

At no time shall any of the above-referenced powers be used or carried on for purposes of propaganda, nor shall the powers of the Corporation be used in an attempt to influence legislation, nor shall the Corporation participate in, or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE III: MEMBERS

SECTION 1: Any reputable individual, association, partnership, corporation, trust, estate, group or firm who is in sympathy with the purposes of the Corporation may apply to become a member of the Corporation by submitting an initial annual membership fee. The board of directors shall have the power to accept or decline the application. The board of directors shall have the power to increase the membership fee, from time to time, and shall be permitted to charge different membership fees for corporations and firms opposed to individual membership.

SECTION 2: Any member of the Corporation may have his, her or its name removed from the list of members of the Corporation upon receipt of written request to the Corporation.

SECTION 3: All members shall be entitled to cast one (1) vote per membership on any and all matters which may be referred to the vote of the membership by the board of directors.

SECTION 4: Any member may cast his, her or its vote either in person, by way of ballot, or by proxy. No written proxy shall be recognized unless it is approved by the Corporation prior to any vote being cast by the person holding the proxy. All proxies shall state the full name of the member granting the proxy, the date the proxy is executed, the full name and address of the person appointed as proxy for the member, and shall be deemed continuing in nature unless limited on its face to a particular matter to be voted on.



ARTICLE IV: DIRECTORS

SECTION 1: The business and affairs of the Corporation shall be transacted by a board of directors consisting of not more than twenty-one (21) directors.

SECTION 2: The board of directors shall annually make or renew the appointment of the various officers of the Corporation and members of the board of directors. The board of directors shall have the power to remove any officer or member of the Corporation as its discretion at any time.

SECTION 3: Meetings of the board of directors shall be held at a time, date, and place to be determined from time to time by the board, or may be held upon the recommendation of any director. Notice of the annual meeting of the board of directors shall be sent to all directors at least fourteen (14) days prior to the date of the meeting

SECTION 4: One-third of the directors present in person or by recognized proxy at any meeting of the board of directors shall be deemed a quorum. Any director may execute a written proxy designating another director to cast his or her vote at any annual or special meeting of the board of directors on any or all matters which come before the board. The provision relating to use of proxies by members shall apply to the use of proxies by the directors of the Corporation, as set forth in these by-laws.

SECTION 5: The act and decision of a majority of the directors present in person or by proxy at any meeting of the board of directors at which quorum is present shall be deemed the act and decision of the board of directors. Action may be lawfully taken by the board of directors without meeting if a written consent setting forth the proposed action to be taken is agreed to by a majority of the board of directors responding.

SECTION 6: All directors of the Corporation shall be members of the Corporation in good standing.

SECTION 7: Minutes shall be kept of all meetings of the board of directors and shall be reviewed and approved by the board of directors at the first opportunity of the board or at a subsequent meeting of the board.

SECTION 8: Any vacancy occurring in the slate of officers or board of directors shall be filled by the majority vote of the remaining members of the board. The board of directors shall be entitled to set forth such additional procedures for the nomination and selection of directors to fill any vacancies as the board may determine.



SECTION 9: Any director who is present at a meeting of the board of directors at which action is taken on a corporate matter is presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless a written dissent is filed with the board of directors.

ARTICLE V: OFFICERS

SECTION 1: The officers of the Corporation shall consist of a president, two vice presidents, a secretary, and a treasurer, each of whom shall be elected by the board of directors annually. Each officer shall hold office until his or her successor is duly elected by the board of directors. All officers of the Corporation shall be members in good standing in the Corporation.

SECTION 2: The president shall be the principal executive officer of the Corporation and subject to the control of the board of directors. The president shall generally supervise and control the day by day business of the Corporation and shall perform all duties incident to the office of president. The president shall have power to sign certificates of membership, contracts, instruments of conveyance and other documents for and on behalf of the Corporation. The president shall further have the power to sign checks, notes, appoint agents and employees subject to the direction of the board of directors. The presidents shall further perform such additional duties as may be prescribed by the board of directors.

SECTION 3: The vice presidents of the Corporation, subject to control of the board of directors, shall preside over the affairs and business of the Corporation in the absence of the president and shall further serve as the chairperson of such committees as may be designated by the board of directors.

SECTION 4: The secretary shall (1) keep the minutes of the meetings of the board of directors and of the members; (2) be responsible for the proper giving of notices which may be required by these by-laws or as required by law; (3) act as custodian of the corporate records; (4) establish and continuously maintain a register of the names and addresses of the members, officers and directors of the Corporation; (5) sign with the president or any other officer authorized by the board of directors for and on behalf of the Corporation; and (6) generally perform all duties as from time to time may assigned to the secretary by the president or by the board of directors.



SECTION 5: The treasurer shall: (1) have charge and custody of and be responsible for all funds and securities of the Corporation; (2) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as the board of directors may from time to time determine; (3) shall generally perform all of the duties incident to the office of treasurer which may be determined by the president or by the board of directors; and (4) be responsible for issues involving corporate income taxes including, but not limited to, filing all necessary forms, seeking professional assistance when necessary, and distributing copies of completed tax returns to the secretary of the Corporation. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board of directors may determine.

ARTICLE VI: CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1: The board of directors may authorize any officer or officers to make and enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2: No loans shall be contracted for or on behalf of the Corporation and no evidence of indebtedness shall be issued in the corporate name unless authorized by a resolution of the board of directors, and such authority may be general or confined to specific instances.

SECTION 3: All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

SECTION 4: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the board of directors may determine by resolution.

ARTICLE VII: FISCAL YEAR

SECTION 1: The fiscal year of the Corporation shall end on July 31 of each year.



ARTICLE VIII: AMENDMENT

SECTION 1: The board of directors may make, alter, or amend these by-laws at any regular meeting, or at any special meeting for that purpose, provided that notice of any such meeting shall be sent to each director at least fourteen (14) days prior to such meeting, which notice shall clearly set forth the nature of the proposed amendment of changes to these by-laws.

SECTION 2: No amendment of these by-laws by the board of directors shall be valid, binding or enforceable until such time as the amended or restated by-laws are filed with the New Mexico State Corporation Commission.

ARTICLE IX: DISSOLUTION

SECTION 1: Upon dissolution of this Corporation, all moneys and properties shall be donated to other non-profit corporations of like purpose.

Signed this _____ day of _____, 2011

Lucas Speer, President

Chris Jones, Vice President

Robyn Jones, Second Vice President

Virginia Clark, Secretary

Paul Blevins, Treasurer