

BYLAWS

UTE CONFERENCE INCORPORATED

A Utah Non-Profit Corporation

Adopted on _____

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ARTICLE I – OFFICES

- 1.1 Offices. The principal offices of UTE CONFERENCE INCORPORATED (the “Conference”) will be located in 3550 South Main Street, Salt Lake City, Utah, 84115.
- 1.2 Registered Office and Registered Agent. The Conference’s initial registered office is located at 3550 South Main Street, Salt Lake City, Utah, 84115 and the name of the Conference’s registered agent at that address is Tracy Scott Cowdell. The Conference’s registered office and registered agent are subject to change from time to time as set forth herein or as otherwise provided by the Utah Revised Nonprofit Corporation Act (the “Act”).

ARTICLE II – MEMBERS

- 2.1 Membership. The membership of the Conference shall be composed of Chartered Districts (“District”) comprising the residents of a certain geographical region which regions shall be established by the Executive Board. Each individual District shall be recognized as a Member and the collective group of Districts shall form the Membership of the Conference. Application for membership in the Conference must be submitted to the Executive Board consistent with the chartering procedures set forth herein.
- 2.2 Chartering Procedure. Any geographical region within the State of Utah desiring to participate as a District of the Conference (“Proposed District”) must submit a completed membership application to the Executive Board no later than February 1st of the year in which the Proposed District desires to participate.
- 2.3 Membership Approval. Membership for a Proposed District shall be approved upon a majority vote of the Executive Board. In approving or denying the membership of a Proposed District, the Executive Board may consider, among other relevant factors, any of the following: (i) the Proposed District’s anticipated level of youth participation in the Conference; (ii) the size of the geographical region requesting membership; (iii) the number of volunteers likely to participate in overseeing and assisting with the Proposed District’s membership; or (iv) the financial, competitive or other relevant impact or effect the Proposed District’s membership will have on the Conference.
- 2.4 Term. Each Proposed District that is approved as a member of the Conference by the Executive Board will remain as such until its rights as a member are terminated in accordance with these Bylaws.
- 2.5 District Representatives.
- 2.5.1 Composition. Each Proposed District that becomes a District of the Conference shall select a member representative (“District President”) to represent its membership in the Conference. A District President must be a natural person who: (i) is at least eighteen years of age; (ii) is recommended, elected, or otherwise approved by the residents within each District; (iii) is a current resident of the state of Utah; and (iv) passes the Conference’s standard background check.
- 2.5.2 Approval. District Presidents must be approved upon a majority vote of the Executive Board. If a District President is not approved by majority vote of the Executive Board, the District must submit another District President to the Executive Board for approval.
- 2.5.3 Appointment by Executive Board. In the event that a District is unable to select or otherwise agree upon an individual to serve as District President, the Executive Board may appoint an individual from the District to serve as District President upon a majority vote of the Executive Board.
- 2.5.4 Term. The term of a District President shall be two years. District Presidents may serve unlimited consecutive terms upon approval of the Executive Board and consistent with the other requirements and conditions set forth herein.
- 2.5.5 Resignation. A District President may resign at any time by giving written notice of resignation to the Executive Board. A District President’s resignation is effective when the notice is received by the Executive Board unless the notice specifies a later effective date. Resignation by a District President does not relieve the District President from any obligation or commitment the District

President may have to the Conference which was incurred or made prior to the District President's resignation.

2.5.6. Removal. A District President may be removed upon the two-thirds vote of the Executive Board pursuant to procedures that are fair and reasonable as set forth in UTAH CODE ANN. § 16-6a-609.

2.5.7. Vacancies. The Executive Board may fill any vacancy left by a resigning or removed District President upon the two-thirds vote of all the members of the Executive Board then in office. Unless otherwise provided herein, the term of an appointed District President filling a vacancy of a removed District President expires at the end of the term that the appointed District President is filling.

2.5.8. Rights and Privileges. District Presidents who have been approved by the Executive Board are authorized to exercise all of the rights and privileges of a District, and shall be considered the District's representative for purposes of all matters coming before the Conference. A District President's failure to dutifully and responsibly exercise those rights and privileges may result in that District President's removal as set forth herein.

2.5.9. No Contract Rights. Service as a District President does not itself create contract rights.

2.5.10. Dual Roles. An acting District President may simultaneously serve on the Executive Board.

2.6 Rights and Scope of Membership.

2.6.1. Districts in good standing are entitled to vote on all questions coming before the membership as set forth in these Bylaws or that are otherwise required by the Act.

2.6.2. Districts may elect or appoint their own officers ("District Officers") to assist in the operation of the Conference in their geographical region. The District President and the District Officers constitute the board of the District ("District Board").

2.6.3. Districts, District Presidents, District Officers, and District Boards have no rights relating to management, control, purpose, or duration of the Conference or its property and the formation of a District Board does not create contract rights in the District Board or the District Officers.

2.7 Resignation.

2.7.1. A District wishing to resign its membership in the Conference must submit a written request to resign to the Executive Board. The Executive Board, in deciding whether to approve or deny the resignation, may consider, among other relevant factors: (i) the District's reason(s) for leaving; (ii) the enrollment in the District; (iii) the potential for future enrollment in the District; (iv) the effect of the District's resignation on the Conference; or (v) the financial state of the District. Further, if the Executive Board decides to allow a District to resign it may place such reasonable conditions on such resignation as are proper, including requirements relating to the reimbursement of any obligations owed to the Conference and the transfer of any equipment or other property to the Conference.

2.7.2. A District may only resign upon the approval of a two-thirds vote of all Executive Board members then in office.

2.7.3. Resignation by a District does not relieve the District from any obligation or commitment the District may have to the Conference which was incurred or made prior to the District's resignation. Moreover, a District forfeits any rights, claims, or licenses in and to any Conference equipment used by the District as well as any rights, claims, or interests in any monies collected by the District.

2.8 Removal.

2.8.1. A District may only be removed with cause upon the two-thirds vote either of the Executive Board or the of Advisory Board pursuant to procedures that are fair and reasonable as set forth in UTAH CODE ANN. § 16-6a-609.

2.9 Probation, Suspension, and Sanctions.

2.9.1. The Executive Board may impose a probation from voting, a suspension, or other sanction(s) as it may deem appropriate, for any District's violation of these Bylaws or any of the other written policies, procedures, or rules of the Conference.

2.9.2. The failure of a District or a District President (or his/her appointed proxy) to attend two or more required District meetings shall result in the automatic probation of that District if the District's absence or failure to attend is unexcused or if the District fails to appoint a proxy in his/her stead. A District on probation will not be allowed to vote on matters coming before the general membership of the Conference. The District's probation for failure to attend two or more required meetings shall be automatic but will be ratified by a majority vote of the Executive Board. For purposes of this subsection, a District's attendance at any required meeting may be excused by providing written notice, no fewer than three days prior to any required meeting, of the District's upcoming absence. Additionally, a District meeting is considered "required" if the meeting's notice indicates that the District's attendance is required.

2.10 Meetings.

2.10.1. All meetings of the membership of the Conference shall be held in the State of Utah.

2.10.2. The annual meeting of the membership of the Conference shall be held once each year; the specific date, time, and location of which will be designated by resolution of the Executive Board. At the annual meeting, the Districts shall elect Directors to fill vacancies on the Advisory Board or Executive Officers to fill vacancies on the Executive Board. Districts shall also receive reports on the activities of the Conference and provide feedback regarding the direction of the Conference for the coming year.

2.10.3. The membership of the Conference shall hold at least four regular meetings on dates and times as may be determined by resolution of the Advisory or Executive Boards at the annual meeting.

2.10.4. The membership of the Conference may hold a special meeting upon the written request of at least five Districts. The written request must state the purpose or purposes for which the special meeting is to be held. Special meetings of the membership of the Conference may also be called by either the Executive or Advisory Boards. Only business within the purposes described in the notice of the meeting may be conducted at a special meeting of the members.

2.10.5. Notice of meetings shall be given to each District as follows:

2.10.5.1. Notice of the annual meeting, as designated by the Executive Board, shall be provided at least four weeks before the date and time of the annual meeting.

2.10.5.2. Notice of regular meetings, which may be scheduled by resolution of the Advisory or Executive Boards, shall be provided at least two weeks before the date and time of such regular meetings.

2.10.5.3. Notice of special meetings, which may be scheduled by the Advisory or Executive Boards, shall be provided at least two days before the date and time of such special meeting and shall include the purpose or purposes for which the meeting is to be held.

2.10.6. A District may waive any notice of a meeting before or after the time and date of the meeting stated in the notice. Except as provided herein, the waiver must be in writing, signed by the District entitled to the notice, and be delivered to the Conference. A District's attendance at or participation in a meeting waives any required notice to that District of the meeting unless at the beginning of the meeting or promptly upon the District's later arrival, the District objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and after objecting, the District does not vote for or assent to action taken at the meeting; or if special notice was required of a particular purpose under the Act or herein, the District objects to transacting business with respect to the purpose for which the special notice was required, and after objecting, the District does not vote for or assent to action taken at the meeting with respect to the purpose.

2.11 Quorum.

2.11.1. Unless a greater or lesser number is required by these Bylaws, a quorum of the total membership of the Conference consists of a majority of the total number of Districts in attendance immediately before the meeting begins.

2.11.2. If a quorum is present when a vote is taken, the affirmative vote of a majority of Districts present is the act of the membership unless the vote of a greater number of Districts is required by the Act or these Bylaws. For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a District may be considered to be present at a meeting and to vote if the District has granted a written proxy to another individual who is present at the meeting and authorizing the other individual to cast the vote that is directed to be cast by the proxy with respect to the particular proposal that is described with reasonable specificity in the proxy.

2.11.3. A District who is present at any meeting when corporate action is taken by a vote of the membership is considered to have assented to all action taken at the meeting unless the District objects at the beginning of the meeting, or promptly upon the District's arrival, to holding the meeting or transacting business at the meeting, and after objecting, the District does not vote for or assent to any action taken at the meeting, the District contemporaneously requests that the District's dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or the District causes written notice of the District's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before adjournment of the meeting or the Conference promptly after adjournment of the meeting. The right of dissent or abstention as to a specific action is not available to a District who votes in favor of the action taken.

2.12 Voting.

2.12.1. Each District of the Conference shall have a single vote.

2.12.2. Unless as otherwise set forth herein or as otherwise required by the Act, all issues to be voted on by the membership of the Conference shall be decided by a simple majority of those Districts present and voting at the meeting in which the vote takes place.

2.12.3. The manner by which a vote is to be taken shall be determined by the Commissioner for each matter presented to the membership for a vote.

2.13 Transfers. Districts may not delegate, assign, or otherwise transfer membership in the Conference or any rights arising from membership in the Conference.

2.14 No Contract Rights. Membership in the Conference does not itself create contract rights.

2.15 No Delegates. The Conference shall not have any delegates and only those Districts admitted as set forth herein shall have the rights and authorities described above.

ARTICLE III – ADVISORY BOARD OF DIRECTORS

- 3.1. General Powers. The Conference shall be assisted in its operation by an Advisory Board of Directors (the “Advisory Board”). In addition to the rights and privileges of the Advisory Board as set forth herein, the Advisory Board shall be responsible for counseling and advising the Executive Board of Officers in carrying out its obligations.
- 3.2. Number, Composition, and Limitations.
- 3.2.1. The number of Directors on the Advisory Board (“Director” or “Directors”) shall be no fewer than seven and no more than fifteen. The number of Directors may be increased beyond seven by the affirmative vote of the then-serving Directors of the Advisory Board.
- 3.2.2. Directors must be natural persons, at least eighteen years old, and must pass the Conference’s standard background check.
- 3.2.3. Directors shall be selected from a mix of community members representing a broad range of professions and skill sets including, but not limited to: (i) the non-profit community; (ii) legal; (iii) medical or healthcare; (iv) persons with fundraising, problem-solving, and leadership skills; (v) finance or accounting; (vi) business; (vii) mental health; (viii) education or teaching; or (ix) high school, collegiate, or professional athletics.
- 3.2.4. An acting Director may not simultaneously serve as an Executive Officer or District President.
- 3.3. Election.
- 3.3.1. The Directors of the Advisory Board shall be elected by the Members of the Conference.
- 3.3.2. The Members, Executive Board, or Advisory Board shall nominate one or more prospective Directors representing the Conference’s diverse constituency and objectives as set forth herein. The Members shall then vote on the prospective Directors as set forth herein. The persons receiving the greater number of votes, up to the number of Directors then to be elected, shall be the persons then elected.
- 3.4. Term.
- 3.4.1. A Director's term shall be three years.
- 3.4.2. Directors may be elected for unlimited consecutive terms.
- 3.4.3. The terms for Directors shall be staggered and Directors shall be divided into three groups with alternating groups to be replaced or re-elected every three years.
- 3.5. Resignation.
- 3.5.1. A Director may resign at any time by giving written notice of resignation to the Conference. A Director’s resignation is effective when the notice is received by the Conference unless the notice specifies a later effective date.
- 3.5.2. The failure of a Director to attend three or more consecutive meetings shall result in the resignation of that Director if the Director’s absence or failure to attend is unexcused. The Director’s resignation for failure to attend three or more board meetings shall be automatic but will be ratified by a majority vote of the remaining Board of Directors. For purposes of this subsection, a Director’s attendance at a board meeting may be excused by providing written notice, no fewer than three days prior to any meeting, of the Director’s upcoming absence.

- 3.5.3. The failure to attend or meet obligations will be effective as a resignation at the time of the Advisory Board's vote to confirm the failure if at the beginning of a Director's term on the board, these Bylaws provide that a Director may be considered to have resigned for failing to attend a specified number of board meetings, meet other specified obligations of Directors, and the failure to attend or meet obligations is confirmed by a unanimous affirmative vote of the Advisory Board.
- 3.6. Removal. A Director may only be removed for cause by a majority vote of the Members of the Conference and as otherwise set forth in UTAH CODE ANN. § 16-6a-808.
- 3.7. Vacancy.
- 3.7.1. Unless otherwise provided herein, if a vacancy occurs on the Advisory Board, including a vacancy resulting from an increase in the number of Directors, the Advisory Board may fill the vacancy, or if the Directors remaining in office constitute fewer than a quorum of the Advisory Board, the remaining Directors may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office. If the Advisory Board is unable to fill the vacancy, the vacancy may be filled by a majority vote of the Executive Board.
- 3.7.2. A vacancy that will occur at a specific later date by reason of a resignation effective at a later date may be filled before the vacancy occurs, but the new Director may not take office until the vacancy occurs.
- 3.7.3. Unless otherwise provided herein, the term of a Director filling a vacancy expires at the end of the term that the Director is filling. Despite the expiration of a Director's term, a Director continues to serve until the Director's successor is elected, appointed, or designated and qualifies or there is a decrease in the number of Directors.
- 3.8. Voting Rights. Each Director of the Advisory Board shall have a single vote.
- 3.9. Officers of the Board. The Advisory Board shall have a chairperson, a secretary, and any number of vice-chairpersons as determined by the Advisory Board. The officers shall be elected by a majority of the Advisory Board of Directors at the first Advisory Board meeting following the annual meeting. The officers shall serve a term of one year and may be successively elected to their positions.
- 3.10. Meetings. The Advisory Board may hold regular or special meetings. The Advisory Board may permit any Director to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may hear each other during the meeting. A Director participating in a meeting by a means permitted under this Section is considered to be present in person at the meeting.
- 3.11. Notice. Notice of Meetings for the Advisory Board shall be given as follows:
- 3.11.1. Regular Meetings. The Advisory Board shall have at least one regular meeting each year but may have as many regular meetings as the Advisory Board shall from time to time decide by affirmative vote of a majority of the Directors. At least four weeks prior notice shall be given to the Board of Directors via regular mail, e-mail, or text message. The Secretary shall keep written minutes of each meeting and the written minutes shall be completed within a one-month period of the meeting and sent out to the Advisory Board for review.
- 3.11.2. Special Meetings. Special meetings of the Advisory Board must be preceded by at least two-day's notice of the date, time, and place of the meeting. The notice required by this Section need not describe the purpose of the special meeting unless otherwise required by the Act.
- 3.11.3. Notice. A Director may waive any notice of a meeting before or after the time and date of the meeting stated in the notice. Except as provided by this Section, the waiver must be in writing, signed by the Director entitled to the notice, and be delivered to the Conference. A Director's attendance at or participation in a meeting waives any required notice to that Director of the meeting

unless at the beginning of the meeting or promptly upon the Director's later arrival, the Director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and after objecting, the Director does not vote for or assent to action taken at the meeting; or if special notice was required of a particular purpose under the Act or herein, the Director objects to transacting business with respect to the purpose for which the special notice was required, and after objecting, the Director does not vote for or assent to action taken at the meeting with respect to the purpose.

3.12. Action Without Meeting.

3.12.1. Any action required or permitted by the Act to be taken at an Advisory Board meeting may be taken without a meeting if each and every member of the Advisory Board in writing (including via email) either:

3.12.1.1. Votes for the action; or,

3.12.1.2. (i) Votes against the action or abstains from voting; and (ii) waives the right to demand that action not be taken without a meeting.

3.12.2. Action is taken under this Section only if the affirmative vote for the action equals or exceeds the minimum number of votes that would be necessary to take the action at a meeting at which all of the Directors then in office were present and voted. An action taken pursuant to this Section is not to be effective unless the Conference receives writings describing the action taken, otherwise satisfying the requirements above, signed by all Directors; and not revoked pursuant to this Section.

3.12.3. Action taken pursuant to this Section has the same effect as action taken at a regular or special meeting of Advisory Board.

3.13. Quorum.

3.13.1. Unless a greater or lesser number is required by these Bylaws, a quorum of the Advisory Board consists of a majority of the number of Directors in office immediately before the meeting begins.

3.13.2. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Advisory Board unless the vote of a greater number of Directors is required by the Act or these Bylaws. For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a Director may be considered to be present at a meeting and to vote if the Director has granted a signed written proxy to another Director who is present at the meeting and authorizing the other Director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy. Except as provided herein and as permitted by UTAH CODE ANN. § 16-6a-813, Directors may not vote or otherwise act by proxy. Except as otherwise provided herein, a Director may grant a proxy to a person who is not a Director with prior approval of the Chairperson of the Advisory Board.

3.13.3. A Director who is present at a meeting of the Advisory Board when corporate action is taken is considered to have assented to all action taken at the meeting unless the Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding the meeting or transacting business at the meeting, and after objecting, the Director does not vote for or assent to any action taken at the meeting, the Director contemporaneously requests that the Director's dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or the Director causes written notice of the Director's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before adjournment of the meeting or the Conference promptly after adjournment of the meeting. The right of dissent or abstention as to a specific action is not available to a Director who votes in favor of the action taken.

3.14. Emergency Powers.

- 3.14.1. In anticipation of or during an emergency defined in this Section, the Advisory Board may modify lines of succession to accommodate the incapacity of any Director, Executive Officer, employee, or agent; adopt Bylaws to be effective only in an emergency; and relocate the principal office, designate an alternative principal office or regional office, authorize officers to relocate or designate an alternative principal office or regional office.
- 3.14.2. During an emergency, notice of a meeting of the Advisory Board need be given only to those Directors whom it is practicable to reach, and may be given in any practicable manner; and the officers of the Conference present at a meeting of the Advisory Board may be considered to be Directors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.
- 3.14.3. Corporate action taken in good faith during an emergency under this Section to further the ordinary business affairs of the Conference binds the Conference and may not be the basis for the imposition of liability on any Director, Executive Officer, member, employee, or agent of the Conference on the ground that the action was not an authorized corporate action.
- 3.14.4. An emergency exists for purposes of this section if a quorum of the Directors cannot readily be obtained because of a catastrophic event.

3.15. No Contract Rights. Service on the Advisory Board does not itself create contract rights.

3.16. Compensation. Directors may not receive compensation for their services as such, although the reasonable expenses of Directors for attendance at Advisory Board meetings may be paid or reimbursed by the Conference. Directors will not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Conference in any other capacity

ARTICLE IV – EXECUTIVE BOARD OF OFFICERS

4.1. General Powers. The Executive Board of Officers (“Executive Board”) shall establish the policies, procedures, and directives of the Conference based upon the recommendations and advice of the Districts. The Executive Board may receive additional authority to act in the benefit of the Conference as directed by the Districts. The Executive Board may delegate certain tasks to the Executive Director or Conference staff and employees.

4.2. Number and Qualifications.

- 4.2.1. The number of Officers of the Executive Board (the “Executive Officers” or “Executive Officer”) will not be less than seven.
- 4.2.2. The offices of the Executive Board will be: (i) Commissioner; (ii) Executive Vice President; (iii) Secretary; and (iv) Vice President(s).
- 4.2.3. No more than two Executive Officers may be acting District Presidents of the Conference.
- 4.2.4. Executive Officers must be natural persons, at least eighteen years old, and must pass the Conference’s standard background test.

4.3. Election.

- 4.3.1. Executive Officers shall be elected by the Members of the Conference at the annual meeting.
- 4.3.2. The Districts, Executive Board, or Advisory Board may nominate a slate of prospective Executive Officers. Prospective Executive Officers shall be nominated by: (i) at least five other Districts in good standing of the Conference; (ii) a majority of the then-serving Executive Board; OR (iii) a

majority of the Advisory Board. The Members shall then vote on the slate of prospective Executive Officers.

- 4.4. Term. Executive Officers shall serve for a term of two years or until the Executive Officer's successor is duly elected and qualified, or until the Executive Officer's earlier death, resignation, or removal.
- 4.5. Resignation.
- 4.5.1. Executive Officers may resign at any time by giving written notice of resignation to the Conference. A resignation of an Executive Officer is effective when the notice is received by the Conference unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Advisory Board may permit the resigning Executive Officer to remain in office until the effective date and fill the pending vacancy before the effective date if the successor does not take office until the effective date, or remove the resigning Executive Officer at any time before the effective date and fill the vacancy created by the removal.
- 4.5.2. The failure of an Executive Officer to attend two or more consecutive meetings shall result in the resignation of that Executive Officer if the Executive Officer's absence or failure to attend is unexcused. The Executive Officer's resignation for failure to attend two or more meetings shall be automatic but will be ratified by a majority vote of the remaining Executive Officers. For purposes of this subsection, an Executive Officer's attendance at any meeting may be excused by providing written notice, no fewer than three days prior to such meeting, of the Executive Officer's upcoming absence.
- 4.5.3. The failure to attend or meet obligations will be effective as a resignation at the time of the Executive Board's vote to confirm the failure if at the beginning of the Executive Officer's term on the board, these Bylaws provide that an Executive Officer may be considered to have resigned for failing to attend a specified number of meetings, meet other specified obligations, and the failure to attend or meet obligations is confirmed by the affirmative vote of the Executive Board.
- 4.6. Removal. The members of the Executive Board may only be removed for cause by a two-thirds vote of the Members of the Conference and as otherwise set forth in UTAH CODE ANN. § 16-6a-808.
- 4.7. Vacancy.
- 4.7.1. Unless otherwise provided herein, if a vacancy occurs on the Executive Board, including a vacancy resulting from an increase in the number of Executive Officers, the Executive Board may fill the vacancy, or if the Executive Officers remaining in office constitute fewer than a quorum of the Executive Board, the remaining Executive Officers may fill the vacancy by the affirmative vote of a majority of all the Executive Directors remaining in office.
- 4.7.2. A vacancy that will occur at a specific later date by reason of a resignation effective at a later date may be filled before the vacancy occurs, but the new Executive Officer may not take office until the vacancy occurs.
- 4.7.3. Unless otherwise provided herein, the term of an Executive Officer filling a vacancy expires at the end of the term that the Executive Officer is filling. Despite the expiration of an Executive Officer's term, an Executive Officer continues to serve until the Executive Officer's successor is elected, appointed, or designated and qualifies or there is a decrease in the number of Executive Officers.
- 4.8. Voting Rights. Each Executive Officer of the Executive Board shall have a single vote.
- 4.9. Specific Officers and Authority and Duties of Executive Board. The Executive Board of the Conference will have the authority and will exercise the powers and perform the duties specified below and as may be additionally specified by the Advisory Board or these Bylaws, except that in any event, each member of the Executive Board will exercise such powers and perform such duties as may be required by law, including without limitation the duties according to the standards of conduct for officers set forth in UTAH CODE ANN. § 16-6a-822.

- 4.9.1. Commissioner. The commissioner will (i) preside at all meetings of the Executive Board; (ii) see that all orders and resolutions of the Executive Board are carried into effect; and (iii) perform all other duties incident to the office of Commissioner of the Executive Board and as from time to time may be assigned to the Commissioner by the Advisory Board.
- 4.9.2. Executive Vice-President. The Executive vice-president will assist the Commissioner and will perform such duties as may be assigned to them by the Commissioner or by the Advisory Board. The Executive vice-president will, at the request of the Commissioner, or in the Commissioner's absence or inability or refusal to act, perform the duties of the Commissioner and when so acting will have all the powers of and be subject to all the restrictions upon the Commissioner.
- 4.9.3. Vice-president. The vice-president (or if there is more than one, then the vice-presidents) will assist the Commissioner and Executive Vice-president and will perform such duties as may be assigned to them by the Commissioner, Executive Vice-president, or by the Advisory Board.
- 4.9.4. Secretary. The Secretary, or such other Executive Board member or staff appointed to perform such tasks, will prepare and maintain minutes of the meetings of the Executive Board and other records and information required to be kept by the Conference, and authenticate records of the Conference. Assistant secretaries, if any, will have the same duties and powers, subject to supervision by the Secretary.
- 4.10. Meetings. The Executive Board may hold regular or special meetings. Executive Officers may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Executive Officers participating may hear each other during the meeting. An Executive Officer participating in a meeting by a means permitted under this Section is considered to be present in person at the meeting.
- 4.10.1. Regular Meetings. The Executive Board shall have at least eight regular meetings each year but may have as many regular meetings as the Executive Board shall from time to time decide by affirmative vote of a majority of the Executive Board. At least two weeks prior notice shall be given of a Regular Meeting via regular mail, e-mail, or text message. The Secretary shall keep written minutes of each meeting and the written minutes shall be completed within a one-month period of the meeting and sent out to the Executive Board for review.
- 4.10.2. Special Meetings. Special meetings of the Executive Board must be preceded by at least two-day's notice of the date, time, and place of the meeting. The notice required by this Section shall describe the purpose of the special meeting.
- 4.10.3. Notice. An Executive Officer may waive any notice of a meeting before or after the time and date of the meeting stated in the notice. Except as provided by this Section, the waiver must be in writing, signed by the Executive Officer entitled to the notice, and be delivered to the Conference. An Executive Officer's attendance at or participation in a meeting waives any required notice to that Executive Officer of the meeting unless at the beginning of the meeting or promptly upon the Executive Officer's later arrival, the Executive Officer objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and after objecting, the Executive Officer does not vote for or assent to action taken at the meeting; or if special notice was required of a particular purpose under the Act or herein, the Executive Officer objects to transacting business with respect to the purpose for which the special notice was required, and after objecting, the Executive Officer does not vote for or assent to action taken at the meeting with respect to the purpose.
- 4.11. Action Without Meeting.
- 4.11.1. Any action required or permitted to be taken at a meeting of the Executive Board may be taken without a meeting if each and every Executive Officer in writing (including via email) either:
- 4.11.1.1. Votes for the action; or,

- 4.11.1.2. (i) Votes against the action or abstains from voting; and (ii) waives the right to demand that action not be taken without a meeting.
- 4.11.2. Action is taken under this Section only if the affirmative vote for the action equals or exceeds the minimum number of votes that would be necessary to take the action at a meeting at which all of the Executive Officers then in office were present and voted. An action taken pursuant to this Section is not to be effective unless the Conference receives writings describing the action taken, signed by all Directors, and not revoked pursuant to this Section.
- 4.11.3. Action taken pursuant to this Section has the same effect as action taken at a regular or special meeting of Executive Board.
- 4.12. Quorum.
- 4.12.1. Unless a greater or lesser number is required by these Bylaws, a quorum of the Executive Board consists of a majority of the number of Executive Officers in attendance immediately before the meeting begins.
- 4.12.2. If a quorum is present when a vote is taken, the affirmative vote of a majority of Executive Officers present is the act of the Executive Board unless the vote of a greater number of Executive Officers is required by the Act or these Bylaws. For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, an Executive Officer may be considered to be present at a meeting and to vote if the Executive Officer has granted a signed written proxy to another Executive Officer who is present at the meeting and authorizing the other Executive Officer to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy. Except as otherwise provided herein, an Executive Officer may grant proxy to a person who is not an Executive Officer with prior approval of the Commissioner of the Executive Board. If the Commissioner is appointing a proxy, such proxy shall be approved by the Executive Vice-president.
- 4.12.3. An Executive Officer who is present at a meeting of the Executive Board when corporate action is taken is considered to have assented to all action taken at the meeting unless the Executive Officer objects at the beginning of the meeting, or promptly upon the Executive Officer's arrival, to holding the meeting or transacting business at the meeting, and after objecting, the Executive Officer does not vote for or assent to any action taken at the meeting, the Executive Officer contemporaneously requests that the Executive Officer's dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or the Executive Officer causes written notice of the Executive Officer's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before adjournment of the meeting or the Conference promptly after adjournment of the meeting. The right of dissent or abstention as to a specific action is not available to an Executive Officer who votes in favor of the action taken.
- 4.13. Signatories. Signatories, financial documents, and agreements shall be the Commissioner, Executive Vice President, Vice-president(s), or Secretary are authorized to act as signatories for all documents executed on behalf of the Conference. All documents are required to have at least two signatures.
- 4.14. No Contract Rights. Service on the Executive Board does not itself create contract rights.
- 4.15. Compensation. Executive Officers may not receive compensation for their services, although the reasonable expenses of Executive Officers for attendance at meetings may be paid or reimbursed by the Conference. Executive Officers will not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Conference in any other capacity.

ARTICLE V – COMMITTEES OF THE CONFERENCE

- 5.1. Creation. The Executive Board may create one or more standing committees, committees, special committees, or task forces of the Executive Board. The creation of any committee and appointment of any committee members to it must be approved by a majority of the Executive Board when the action is taken.
- 5.2. Composition. Committees of the Executive Board shall include: (i) at least one Executive Officer of the Executive Board; and (ii) four or more District Presidents.
- 5.3. Authority. Each committee of the Executive Board shall have the authority specifically designated it by resolution of the Executive Board except that a committee of the Executive Board may not: (i) elect, appoint, or remove any District, Executive Officer, or member of the Advisory Board; (ii) amend the Conference’s articles of incorporation; or (iii) adopt, amend, or repeal bylaws. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by an Executive Officer with the standards of conduct set forth in UTAH CODE ANN. § 16-6a-822.
- 5.4. Duties and Obligations. Each committee of the Executive Board is subject to provisions of these bylaws related to the Executive Board regarding: (i) meetings; (ii) action without meeting; (iii) notice; (iv) waiver of notice; and (v) quorum and voting requirements.

ARTICLE VI – EXECUTIVE DIRECTOR AND STAFF

- 6.1. Executive Director.
 - 6.1.1. The Executive Board shall hire an Executive Director who shall be responsible for the day-to-day operations of the Conference and shall carry out the policies, procedures, and directives of the Conference as established by the Executive Board upon recommendation of the Districts. The Executive Director shall attend all meetings of the Conference; report on the progress of the Conference; and answer questions of the Directors, Executive Officers, or Districts.
 - 6.1.2. The Executive Director may only be terminated upon a two-thirds vote of the Executive Board.
 - 6.1.3. The Executive Director shall be compensated at a rate approved by Resolution of the Executive Board. Such rate may be reasonably increased upon majority approval of the Executive Board.
- 6.2. Employees and Staff. Unless otherwise set forth herein, or as set forth by resolution of the Executive Board, the Executive Director may hire employees or staff (“Staff”) to assist him/her in executing the duties of the Executive Director, subject to approval of such employment by the Executive Board. Such staff may be terminated by the Executive Board or the Executive Director.

ARTICLE VII – INDEMNIFICATION

- 7.1. Authority to Indemnify.
 - 7.1.1. Except as otherwise provided in this Section, the Conference may, in its discretion, indemnify an individual made a party to a proceeding because the individual is or was: (i) a District of the Conference; (ii) a member of the Executive Board; or (iii) a Director of the Advisory Board (collectively referred to as an “indemnified individual”).
 - 7.1.2. Indemnification under this Article shall be against liability incurred in the proceeding if: (i) the indemnified individual’s conduct was in good faith; (ii) the indemnified individual reasonably believed that the individual's conduct was in, or not opposed to, the Conference's best interests; and in the case of any criminal proceeding, (iii) the indemnified individual had no reasonable cause to believe their conduct was unlawful.
 - 7.1.3. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the indemnified individual did not meet the standard of conduct described herein.

- 7.1.4. The Conference may not indemnify an individual in connection with a proceeding by or in the right of the Conference in which the individual was adjudged liable to the Conference, or in connection with any other proceeding charging that the individual derived an improper personal benefit, whether or not involving action in the individual's official capacity, in which proceeding the individual was adjudged liable on the basis that the individual derived an improper personal benefit.
- 7.1.5. Indemnification permitted under this Section in connection with a proceeding by or in the right of the Conference is limited to reasonable expenses incurred in connection with the proceeding.
- 7.2. Mandatory Indemnification of Advisory Board Directors and Executive Board Members. Subject to the Conference having sufficient funds at the time the request for indemnification is made, the Conference will indemnify a Director of the Advisory Board as well as members of the Executive Board (collectively the "Directors") against reasonable expenses incurred by any Director in connection with the proceeding or claim with respect to which the Director has been successful. This Section applies to a Director who was successful, on the merits or otherwise, in the defense of any proceeding to which the Director was a party because the Director is or was a Director of the Conference, or any claim, issue, or matter in the proceeding, to which the Director was a party because the Director is or was a Director of the Conference.
- 7.3. Advance of Expenses. The Conference may, at its discretion, pay for or reimburse the reasonable expenses incurred by a Director who is a party to a proceeding in advance of final disposition of the proceeding if: (i) the Director furnishes the Conference a written affirmation of the Director's good faith belief that the Director has met the applicable standard of conduct described above; and (ii) the Director furnishes the Conference a written undertaking, executed personally or on the Director's behalf, to repay the advance if it is ultimately determined that the Director did not meet the applicable standard of conduct.
- 7.4. Determination and Authorization of Indemnification.
- 7.4.1. The Conference may not indemnify a Director or allow an advance of expenses unless authorized in the specific case after a determination has been made that indemnification of the Director is permissible in the circumstances because the Director has met the standard of conduct set forth herein. The Conference may not advance expenses to a Director unless authorized in the specific case after the written affirmation and undertaking are received and the determination required herein has been made.
- 7.4.2. The determinations required by this Section will be made by the Advisory Board by a majority vote of those present at a meeting at which a quorum is present if only those Directors not parties to the proceeding are counted in satisfying the quorum.
- 7.5. Indemnification of Employees, Fiduciaries, and Agents. The Conference may indemnify and advance expenses to an employee, fiduciary, or agent of the Conference to the same extent as to a Director.
- 7.6. Limitation on Liability. No Director or Executive Officer of this Conference will be personally liable to the Conference for civil claims arising from acts or omissions made in the performance of such person's duties as a Director or Executive Officer, unless the acts or omissions are the result of such person's gross negligence, intentional misconduct, or breach of fiduciary duty.
- 7.7. Insurance.
- 7.7.1. The Conference shall purchase and maintain insurance on behalf of a person who is or was a Director, officer, employee, fiduciary, or agent of the Conference, to the fullest extent permitted by law and against liability asserted against 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 Conference would have power to indemnify the person against the same liability under this Article.

- 7.7.2. Insurance may be procured from any insurance company designated by the Advisory or Executive Board, whether the insurance company is formed under the laws of this state or any other jurisdiction of the United States or elsewhere.

ARTICLE VIII – MISCELLANEOUS PROVISIONS

- 8.1. Account Books, Minutes, and other Required Records. The Conference will keep correct and complete books and records of accounts and will also keep minutes of the proceedings of its Advisory Board and Executive Board. All books and records of the Conference may be inspected by any Member, Executive Board Officer, or Director for any proper purpose at a reasonable time provided the person seeking inspection gives notice in writing at least three business days prior to the inspection.
- 8.2. Fiscal Year. The fiscal year of the Conference shall be from January 1 to December 31 of each year. Accountings and all records shall be kept on an accrual basis. An independent and licensed Certified Public Accountant shall prepare annual tax reports and financial statements.
- 8.3. Designated Contributions. The Conference may accept any designated contribution, grant, bequest, or devise consistent with its general charitable and tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes, or uses, and such designations generally will be honored. However, the Conference reserves all right, title, and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose, or use. Further, the Conference will acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Conference's tax-exempt purposes.
- 8.4. Conflicting Interest Transaction. As used in this Section, "conflicting interest transaction" means a contract, transaction, or other financial relationship between the Conference and a Director of the Conference, a party related to a Director, or an entity in which a Director of the Conference is a Director or officer or has a financial interest. The Conference may not enter into a conflicting interest transaction unless the material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members entitled to vote on the conflicting interest transaction and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon, or the conflicting interest transaction is fair as to the Conference.
- 8.5. Loans to Directors and Executive Officers Prohibited. No loans will be made by the Conference to any of its Directors or Executive Officers.
- 8.6. References to Internal Revenue Code and the Act. All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and will include the corresponding provisions of any subsequent federal tax laws. All references in these Bylaws to the Act are to the Utah Revised Nonprofit Corporation Act, as amended, and will include the corresponding provisions of any subsequent revisions or provisions of the Act.
- 8.7. Amendments. These bylaws may be amended, repealed, or revised by the Districts. The Districts may adopt new bylaws at any time by the affirmative vote of a majority of the Districts. However, action by the Districts to adopt or amend bylaws that change the quorum or voting requirement for the Districts must meet the greater of the quorum and voting requirement for taking the action then in effect or proposed to be adopted.
- 8.8. Severability. The invalidity of any provision of these Bylaws will not affect the other provisions hereof, and in such event these Bylaws will be construed in all respects as if such invalid provision were omitted.
- 8.9. Continuing Application of the Act. If there is any inconsistency between these Bylaws and the requirements of the Act, the requirements of the Act shall control. Nothing set forth herein shall be construed or interpreted to violate or contradict any requirements of the Act.

*** END ***

BYLAWS CERTIFICATE

The undersigned certifies that he/she is the secretary of UTE CONFERENCE INCORPORATED, a Utah Nonprofit Corporation, and that, as such, he/she is authorized to execute this certificate on behalf of said Corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective bylaws of said Corporation.

DATED this ____ day of _____, 2020.

By: _____

Signature: _____

ATTEST:

By: _____

Signature: _____