BYLAWS

OF THE

SUPPORT ORGANIZATION FOR

TRISOMY 18, 13,
AND RELATED DISORDERS
(SOFT)

Revised 2026

ARTICLE I – NAME

The name of the corporation is Support Organization for Trisomy 18, 13, and Related Disorders (SOFT). The corporation may be referred to in these bylaws as "SOFT."

ARTICLE II – DURATION

The duration of this corporation shall be perpetual.

ARTICLE III – PURPOSES

Section 1: Tax Exempt Purpose.

The Corporation is organized as a nonprofit corporation under the laws of the State of Utah and shall be operated exclusively for the exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). All the Corporation's net earnings shall be devoted exclusively to such purposes. All terms and provisions of these bylaws shall be construed, applied, and carried out in accordance with the tax-exempt purpose of the Corporation.

Section 2: Specific Charitable Purposes.

The charitable purposes of this organization are to provide support for individuals and families affected by trisomy 18, 13 and related disorders (collectively "trisomy syndromes"). References herein to persons with trisomy syndromes include all persons with trisomy 18, 13, and related disorders regardless of age or degree. Such support may include:

- **A.** To advocate for the realization and enhancement of the full spectrum of human and civil rights for persons with trisomy syndromes.
- **B.** To address the social policy issues and conditions that affect the growth and potential of persons with trisomy syndromes.
- **C.** To encourage research related to trisomy syndromes.
- **D.** To humanize and dignify all human services upon which persons with trisomy syndromes rely.
- **E.** To promote public awareness and a better understanding of trisomy syndromes.
- **F.** To promote an active and progressive relationship among persons concerned with trisomy syndromes.
- **G.** To serve as a clearinghouse for gathering and disseminating sound information regarding trisomy syndromes.
- **H.** Raise funds for growth and development of the above purposes.

Section 3: General Powers.

In pursuing and solely for such purposes, the Corporation may do and perform such acts as may be necessary or appropriate in carrying out the foregoing purposes of the Corporation and may exercise any of the powers granted to nonprofit corporations by the laws of the State of Utah consistent with the Corporation's status as an organization exempt from federal income tax under Section 501(c)(3) of the Code and exempt from State of Utah income tax under Section 59-7-102 of the Utah Code (the "Statutes").

Section 4: Nonprofit Operation.

The Corporation is not organized and shall not be operated for pecuniary gain or private benefit. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, 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 herein. Notwithstanding any other provision of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or by a corporation exempt from Utah income tax under Section 59-7-102 of the Statutes.

Section 5: Lobbying and Political Activity.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as is otherwise provided in Section 501(h) of the Code. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 6: Restrictions on Powers While a Private Foundation.

During any time the Corporation is a private foundation, as that term is defined at Section 509 of the Code, the Corporation's powers shall be restricted specifically as follows:

1. The Corporation shall be without power to engage in any act of self-dealing as that term is defined at Section 4941 of the Code.
2. The Corporation shall be without power to retain any excess business holdings as that term is defined at Section 4943 of the Code.
3. The Corporation shall be without power to make any investment in any manner which would subject it to tax under Section 4944 of the Code.
4. The Corporation shall be without power to make any taxable expenditure as that term is defined at Section 4945 of the Code.

ARTICLE IV – MEMBERSHIP

Section 1: Members.

A. The corporation shall have no members.
B. Parents and those who join SOFT as advisory members may be referred to as a member, but shall not be a member of the corporation within the meaning of the Utah Revised Nonprofit Corporation Act and shall not have any voting rights concerning the business and affairs of the corporation.

Section 2: Advisory Members.

A. Qualifications: The following persons, 18 years of age or older, are eligible to be advisory members of SOFT:
    1. Persons with trisomy syndromes.

2. Parents, relatives, guardians, and friends of persons (whether living or deceased) with trisomy syndromes.
3. Medical, biological, and other scientific professionals who have an interest in trisomy syndromes.
4. Persons who donate regularly to SOFT who have an interest in furthering the mission of SOFT.

B. Application and Dues.

1. Advisory membership is granted to eligible persons following the completion and receipt of the membership application.
2. Advisory membership application is reviewable by the Board of Directors to determine whether the applicant meets the appropriate criteria.
3. There is no charge for advisory membership.

ARTICLE V – DIRECTORS

Section 1: Composition of Board of Directors.

A. The Board of Directors consists of (i) the Elected Directors (as described in paragraph B. below) and (ii) the Founding Members (as described in paragraph C. below).

B. Elected Directors are elected by the Board. The number of Elected Directors shall be determined from time-to-time by the Board of Directors but shall not be less than three (3) and not more than fifteen (15), divided into three classes of approximately equal size. In the absence of such a determination by the Board of Directors, the number of Elected Directors shall be nine (9), divided into three classes of three directors each.

C. The Founding Members of SOFT — Founding Parent Kris Holladay and Founding Professional Dr. John Carey — shall have permanent seats on the Board of Directors for as long as they desire to serve. Each Founding Member may, at their sole discretion, recommend a candidate to the Board of Directors as a potential first successor to their seat. The nomination process for selecting the subsequent founder(s) successors may proceed according to the established procedures detailed in Section 3 (D).

It is recommended that the successors to the Founding Professional seat serve on the Medical and Scientific Advisory Committee, and that the successors to the Founding Parent seat serve on the Governance Committee. These recommendations do not constitute mandatory qualifications for Board service.

Once a Founding Members' successors have been seated, that seat shall thereafter be treated as a standard elected Director position subject to the election, term, and removal provisions applicable to Elected Directors under these bylaws.

D. Board Composition Preference — It is the preference of the Board of Directors that a majority of Directors be individuals who are parents, grandparents, siblings, or other close family relatives of a person diagnosed with Trisomy 18, Trisomy 13, or a related chromosomal disorder. While this preference does not constitute a mandatory qualification for Board service, the Directors shall give priority to candidates who meet this criteria when evaluating prospective Directors. It is also the preference of the Board of Directors that at least one medical professional be a Director.

Section 2: Duties of Directors.

A. Attend all Board of Directors meetings unless excused by the Chairperson.

B. Oversee committees as appointed by the Chairperson, and report about those committees to the Board of Directors.

C. Supervise all committees and officers to ensure that the integrity of SOFT is safeguarded.

D. Contact the Chairperson and President/CEO about any concerns that may require immediate action by the Board of Directors.

E. Foster the growth and prosperity of SOFT so that those with a need may know where to reach for help and support.

F. Strive to balance the growth of SOFT and its activities with the goal of providing support to advisory members as individuals.

G. Fulfill all other duties as outlined by the Board of Directors.

Section 3: Election and Term of Office.

A. Prospective Directors shall be nominated by procedures adopted by the Board of Directors and shall be elected by the Board of Directors.

B Elected Directors shall serve for terms of three (3) years, or until a successor is elected. No Director shall serve more than three (3) consecutive terms (a total of nine years), except a Director who is also an Officer or a Founding Member. After a one (1) year interruption in service as a Director, such person shall again be eligible for election to the Board. When a Director is elected to Chairman or Vice-Chairman, they transition from Director to Officer and their service is governed by the Officer term limits set forth in Article VII, Section 1 (B). Upon conclusion of Officer service, the individual is no longer a seated Director. Following Officer service they may be considered to be a Director through the nominations process outlined in Article V, Section 3 (D).

In the event that an Elected Director is elected Chairman or Vice-Chairman or a vacancy in an Elected Director position otherwise occurs, the Board of Directors may elect a Director to serve until the next meeting of the Directors or the seat may remain vacant until the next meeting of the Directors.

In either case, the Directors may elect a replacement Director if the term of the Director whose vacancy is being filled has not expired. A replacement Director may serve for the remaining term of the Director whose vacancy is being filled.

C. The Board of Directors may approve additional terms or varied term lengths to achieve a balance of approximately one-third of the Director's terms expiring annually or to allow an Officer to complete his or her term in such office as will correspond to the term of the Officer.

D. Board Candidate Nominations. Any Director may submit the name of a prospective Board Candidate to the Executive Committee for consideration. All submitted names shall be maintained by the Executive Committee on a standing candidate interest list. The Executive Committee shall be responsible for assigning to the Governance Committee the duty to oversee all appropriate actions with respect to candidates which may include outreach, interviews, background review, or other due diligence as the Executive Committee deems appropriate. The Executive Committee shall present its recommendations for Board candidates to the Board in advance of any scheduled election. Any Director may request a report from the Executive Committee explaining why particular candidates were or were not advanced for a Board vote. The specific timing for candidate submissions, the review period, and the scheduling of Board votes on Director elections shall be established in the Policy and Procedures Manual.

Section 4: Quorum and Voting by Board of Directors.

A. The annual meeting of the Board of Directors shall take place at the annual SOFT Conference or at other board designated meetings.

B. The presence of a majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

C. Voting members of the Board of Directors are (i) the Elected Directors, (ii) the Chairperson, Vice-Chairperson, Immediate Past-Chairperson, (iii) the President/CEO, and (iv) the Founding Members.

D. The Corporate Secretary and Corporate Treasurer shall not be entitled to vote on matters before the Board of Directors unless such individual is also a duly elected Director.

E. Voting.

1. Except as otherwise provided in the Articles of Incorporation or these bylaws, each Director then in office shall have one (1) vote, and the vote of a majority of the Directors present at a meeting shall constitute the action of the Board of Directors. A motion that fails to receive a majority of votes shall not pass. For this purpose, presence at a meeting by a Director includes physical presence or participation through the use of any means of communication by which all Directors participating may hear each other during the meeting.
2. The Board of Directors may take action without a meeting by unanimous written consent of all Directors.
3. A Director may vote by proxy if the Director has granted a signed written proxy to another Director who is present at the meeting and the proxy authorizes the proxy holder to cast the vote that is directed to be cast by the Director with respect to the particular proposal that is described with reasonable specificity in the proxy. No other proxy voting is allowed.

Section 5: Standard of Conduct.

A. A Director shall discharge his or her duties as a member of the Board in good faith, with the degree of care an ordinary and prudent person in a like position would exercise under similar circumstances.

Section 6: Resignation and Removal.

A. Any Director, by notice in writing to the Chairperson and President/CEO, may resign at any time.

B. Except as otherwise provided in the Articles of Incorporation or these bylaws, any Director may be removed from office with or without cause by a two-thirds (2/3) vote of the whole number of Directors.

C. Absences. A Director shall be removed from the Board if he or she has three consecutive unjustified absences from regularly scheduled board meetings.

D. Removal as a Director shall also constitute removal as a member of any Office, Committee, or Council of the Board.

Section 7: Conflict of Interest.

No Director having a duality of interest or possible conflict of interest for a particular issue shall vote or use his or her personal influence relating to such issue but may be included when determining a quorum. The minutes of any meeting where a conflict is present should reflect (i) that a disclosure of the conflict was made; (ii) that the Director with the conflict abstained from discussion and voting on such matter; and (iii) any other relevant factors deemed necessary by the Board of Directors.

ARTICLE VI – COMMITTEES

Section 1: Committees.

The Board may establish standing and other committees as deemed necessary by the Board to carry out the mission and business of the organization with such powers as the Board deems appropriate. Committees shall have and may exercise all of the powers provided by these bylaws, by resolution or by charter establishing each committee and may to the extent provided in these bylaws, resolution, or committee charter, exercise all of the authority delegated by the Board, except that no committee shall have the authority of the Board to amend the bylaws of the Corporation, elect, appoint or remove any member of such committee or any Director, or officer, amend the Articles of Incorporation, adopt a plan of merger or consolidation, authorize the sale, lease, exchange or mortgage of the property and assets of the Corporation, authorize dissolution or liquidation of the Corporation, adopt a plan for distribution of the assets of the Corporation, or amend or repeal any resolution of the Board. Persons need not be Directors to serve as members of any committee of the Board except where otherwise specified in these bylaws.

The standing committees of SOFT are the following:

- **A.** Executive Committee
- **B.** Finance Committee
- **C.** Philanthropy Committee
- **D.** Emeritus Committee
- **E.** Governance Committee

Section 2: Structure and Duties of Standing Committees.

A. Executive Committee.

The Executive Committee of the Board shall be comprised of the Chairperson, the Vice Chairperson, the President/CEO of the Corporation, the Treasurer, the Secretary, and the Immediate Past Chairperson.

The Executive Committee may only take action on behalf of the Board in circumstances where a decision is required before the next regularly scheduled Board meeting and convening a Special Meeting of the full Board is not practicable. Any such action shall be reported to the full Board at its next meeting.

The Executive Committee shall not take action on matters of major importance, including but not limited to: amending these bylaws, dissolving the organization, approving the annual budget, authorizing expenditures above a threshold established in the Policy and Procedures Manual, terminating the President/CEO, or authorizing the sale of substantial assets. In addition to its emergency authority, the Executive Committee shall serve as a steering committee for Board meetings and shall act as a liaison between the Board and the President/CEO, including conducting annual performance reviews of the President/CEO.

The Executive Committee has the following specific duties:

1. Review executive compensation matters and policies annually with the President/CEO of the Corporation.
2. Identify and recommend candidates for Director vacancies on the Board. The Board shall consider all recommendations, but will not be bound by any such recommendation.
3. Review bylaws periodically with any suggested revision being submitted to the Board for approval.
4. All members of the Executive Committee, including the Treasurer and Secretary, shall be entitled to vote on matters before the Executive Committee regardless of whether they hold a seat as an elected Director on the Board of Directors.
5. The Executive Committee shall perform such other duties as may be assigned by the Board.

B. Finance Committee.

The Finance Committee shall be comprised of the Treasurer, who shall serve as Chairperson, the President/CEO of the Corporation, no less than three (3) other Directors, and additional members who need not be Directors; provided, however, that a majority of the members of the Finance Committee are Directors. A majority of the Finance Committee members must be "independent," as said term is defined by the Internal Revenue Service in its instructions to the IRS Form 990, as may hereinafter be modified from time to time. The Finance Committee has the following specific duties:

1. The Finance Committee shall monitor the internal and external reviews of the financial reporting and regulatory compliance of the Corporation and its subsidiaries.
2. The Finance Committee shall review financial performance against established goals and make recommendations to the Board on the financial aspects of significant decisions and transactions.
3. As required by state statute or the Board, the Finance Committee shall review, evaluate, and appoint outside independent auditors, including setting the scope of services to be performed.
4. The Finance Committee shall cause to be prepared and submitted to the Board an annual capital and operating budget for the ensuing year, as well as a long-range financial plan to include key financial targets.
5. The Finance Committee shall provide a semi-annual budget progress report to the Board of Directors.
6. The Finance Committee shall review and approve the statement of investment policy for all funds and ensure prompt reports concerning such investments.
7. The Finance Committee shall perform such additional duties as assigned by the Board.

C. Philanthropy Committee.

The Philanthropy Committee shall consist of a Chairperson, a Vice Chairperson, the President/CEO of the Corporation, not less than two (2) Directors, and additional members who need not be Directors. The Philanthropy Committee shall consist of not less than six (6) members. The Philanthropy Committee is responsible for raising philanthropic support to further the mission of SOFT. Philanthropy Committee members serve as ambassadors to communicate the mission and fundraising needs of SOFT. The Philanthropy Committee shall identify and recommend to the Board candidates to serve as Philanthropy Committee members.

D. Emeritus Committee.

The Board of Directors may, by resolution, confer the title of Director Emeritus upon any former Director who has rendered distinguished service to the organization. The Emeritus Committee shall consist of all individuals holding such designation. Director Emeritus members serve in an advisory capacity only and shall have no voting rights at meetings of the Board of Directors or any committee thereof. Emeritus members may be invited to attend Board meetings and provide counsel, but shall not be counted for purposes of quorum.

The prior Immediate Past Chairperson shall be referred to as the Emeritus Past Chairperson. The Chairperson of the Emeritus Committee shall be the Emeritus Past Chairperson. In the event the Emeritus Past Chairperson is unable or unwilling to serve, or the position is vacant, the Board of Directors shall appoint an Emeritus Committee Chairperson by a majority vote. Additional policies and procedures governing the Emeritus Committee may be established by the Board in a separate Policy and Procedures Manual.

E. Governance Committee.

1. The Governance Committee shall advise and make recommendations to the Board of Directors on matters related to governance policies, practices, and procedures consistent with best practices for nonprofit organizations.
2. The Immediate Past Chairperson of the Board shall serve as Chairperson of the Governance Committee. In the event the Immediate Past Chairperson is unable to serve or the position is vacant, the Chairman shall appoint a Director to serve as Chairperson.
3. The Founding Parent of SOFT shall serve as an ex officio member of the Governance Committee.
4. The Governance Committee shall be responsible for maintaining and updating the Policy and Procedures Manual. The Governance Committee shall review bylaws periodically with any suggested revision being submitted to the Executive Committee for consideration.
5. The Governance Committee is responsible for conducting annual board member assessments, creating and implementing a multi-year board recruitment plan, and ensuring that the election process is fair and accurate.
6. Additional duties and procedures governing the committee shall be established by the Board of Directors.

Section 3: Other Committees.

The Board of Directors may from time to time create committees of the Board consisting of not less than one (1) Director. The Board of Directors also may create advisory committees consisting of Directors and persons who are not Directors provided that at least one (1) Director shall be a member of each such committee. The Board of Directors may prescribe or limit the powers and duties of any committee created under this Section.

Section 4: Committee Structure.

A. Each committee other than the standing committees shall serve at the pleasure of the Board of Directors.

B. Except as provided in these bylaws, the chair and members of each committee shall be advisory members of SOFT selected by the Chairperson and President/CEO. The Chairperson shall inform the Board of Directors of the selection of such chairs and members, and they shall serve unless a resolution disapproving of the Chairperson's selection is adopted by a majority of the total number of Directors then serving.

C. No committee shall have the authority to:

1. Approve any action for which the approval of the Board of Directors is required by the Utah Revised Nonprofit Corporation Act.
2. Establish committees of the Board of Directors or appoint members thereof.
3. Fill vacancies on the Board of Directors or any committee.

Section 5: Medical and Scientific Advisory Committee.

The Board of Directors shall establish a Medical and Scientific Advisory Committee, consisting of professionals with relevant expertise who have committed to be available to provide guidance, recommendations, or related information to SOFT regarding medical or scientific issues, especially when the need arises in their particular field.

It is the preference of the Board of Directors that the Chairperson of the Medical and Scientific Advisory Committee be an active Director on the Board of Directors. The Board of Directors shall designate the Chairperson of the Medical and Scientific Advisory Committee.

The Chairperson of the Medical and Scientific Advisory Committee shall have the authority to recommend new members to the committee. Upon identifying a prospective member, the Chairperson shall inform the Board of Directors of the individual and their relevant credentials. The prospective member shall be considered confirmed unless a majority of the Board of Directors raises an objection within a timeframe established in the Policy and Procedures Manual.

As the committee grows, the Medical and Scientific Advisory Committee may establish its own internal leadership structure, which may include a Vice Chairperson, Secretary, and such other roles as the committee deems appropriate.

Additional policies and procedures governing the Medical and Scientific Advisory Committee, including the objection window, member qualifications, leadership structure, and the establishment of ad hoc committees or working groups, shall be established by the Board of Directors in the Policy and Procedures Manual.

ARTICLE VII – OFFICERS

Section 1: Officers.

The officers of SOFT shall consist of a Chairperson of the Board, a Vice Chairperson, a President/CEO, a Secretary, a Treasurer, and an Immediate Past Chairperson.

A. Nomination and Election.

The sitting Executive Committee shall be responsible for identifying and recommending candidates for all officer positions prior to each election and shall present its recommendations to the Board of Directors at or prior to the meeting at which the election is held. Any member of the Executive Committee who is being considered for nomination to any officer position shall recuse themselves from all discussions and decisions related to that specific nomination.

Any Director may recommend candidates to the Executive Committee prior to the presentation of recommendations provided the nominated individual has consented to serve.

The Chairperson and Vice Chairperson shall each be nominated and elected independently by a majority vote of the full Board of Directors. The Chairperson and Vice-Chairman must be a Director.

The Corporate Secretary and Corporate Treasurer shall be nominated by the Executive Committee and confirmed by a majority vote of the Board of Directors in accordance with Sections 5 and 6 of this Article. The Corporate Secretary and Corporate Treasurer need not be a member of the Board of Directors.

Additional procedures governing the nomination process, including deadlines for submitting recommendations, recusal protocols, and the process by which individuals may express interest in an officer position, shall be established by the Board of Directors in the Policy and Procedures Manual.

B. Terms of Office.

Each officer shall serve a term of two (2) years and may serve no more than two (2) consecutive terms in the same office, unless otherwise determined by the Board.

All officers shall hold office for the term for which he or she is elected and qualified. Once an officer's election is confirmed, they will continue to serve in their role until a successor is properly elected and confirmed, or until their earlier death, resignation, or removal.

In the event that a Director is elected Secretary or Treasurer, the Board of Directors may elect a Director to serve until the next meeting of the Directors or the seat may remain vacant until the next meeting of the Directors.

When a Director is elected to Secretary or Treasurer, they transition from Director to Officer and their service is governed by the Officer term limits set forth in Article VII, Section 1 (B). Upon conclusion of Officer service, the individual is no longer a seated Director. Following Officer service they may be considered to be a Director through the nominations process outlined in Article V, Section 1 (D).

The President/CEO is exempt from term limits and shall serve for the duration of his or her tenure as President/CEO of the Corporation.

Section 2: Chairperson of the Board.

The Chairperson presides at all meetings of the Board; ensures effective Board governance; serves as an ex officio member of all committees with the right to vote on all matters; and acts as the primary liaison with the President/CEO. The Chairperson of the Board shall have such other duties and responsibilities as shall be delegated to them by the Board. The Chairperson must be a Director.

Section 3: Vice Chairperson.

The Vice Chairperson performs the duties of the Chairperson in the Chairperson's absence, refusal, or inability. The Vice Chairperson shall perform additional duties as assigned by the Board or Chairperson. The Vice Chairperson must be a Director.

Section 4: President/CEO of the Corporation.

The President and Chief Executive Officer ("CEO") shall be the chief executive and administrative officer of the Corporation and shall have overall responsibility for the management, operation, and administration of the Corporation in accordance with the policies, strategic direction, and oversight of the Board of Directors. The President/CEO shall have the authority to carry out all duties necessary to fulfill the Corporation's mission and such other duties as prescribed by the Board, except as otherwise reserved to the Board by law or these bylaws.

Section 5: Corporate Secretary.

The Corporate Secretary need not be a member of the Board of Directors. If the Secretary is not an elected Director, he or she shall serve as a non-voting participant at meetings of the Board of Directors but shall retain full voting rights at meetings of the Executive Committee.

The Secretary shall be an officer of the Corporation and shall be responsible for maintaining the official records of the Corporation and ensuring the integrity of its governance processes. The Secretary shall perform all duties incident to the office and prescribed by the Act, and any additional duties assigned by the Board of Directors.

The Secretary shall be responsible for recording detailed and accurate minutes of all meetings of the Board of Directors. Board meeting minutes shall be distributed to all Directors following each meeting and maintained as part of the official records of the Corporation. The Secretary shall ensure standing committee minutes are submitted to the Executive Committee for reference and storage.

The Secretary shall further be responsible for ensuring that the Finance Committee provides financial records, including budget reports, to the Board of Directors in accordance with these bylaws and the Policy and Procedures Manual.

Section 6: Corporate Treasurer.

The Corporate Treasurer need not be a member of the Board of Directors. If the Treasurer is not an elected Director, he or she shall serve as a non-voting participant at meetings of the Board of Directors but shall retain full voting rights at meetings of the Executive Committee.

The Treasurer shall be an officer of the Corporation and shall be responsible for overseeing the financial affairs of the Corporation and ensuring the integrity of its financial processes. The Treasurer shall perform all duties incident to the office and prescribed by the Act, and any additional duties assigned by the Board of Directors.

The Treasurer shall serve as Chairperson of the Finance Committee and shall be responsible for ensuring the delivery of detailed and accurate financial records to the Board of Directors. The Treasurer shall lead the preparation of the annual budget, coordinate the annual audit or financial review if required, and ensure that appropriate internal controls and financial policies are maintained on behalf of the Corporation.

Financial reports and budget progress reports shall be distributed to all Directors in accordance with these bylaws and the Policy and Procedures Manual.

Section 7: Immediate Past Chairperson.

The Immediate Past Chairperson shall serve as an ex officio voting member of the Board of Directors and shall perform duties as prescribed by the Chairperson and/or the Board, including serving as Chairperson of the Governance Committee as provided in these bylaws.

Section 8: Vacancies.

Vacancies occurring in any office due to the death, resignation, or removal of an officer shall be filled by the Board for the unexpired term of such office at any regular or special meeting. Additional procedures governing vacancies and selection process shall be established in the Policy and Procedures Manual.

Section 9: Resignation or Removal of Officers.

Any officer may be removed with or without cause by a majority vote of the Board. Officers may resign at any time by delivering written notice to the Chairperson or Vice Chairperson of the Board; such resignation is effective upon receipt unless a later date is specified.

Section 10: Compensation and Expenses.

The compensation of Officers of the Corporation shall be determined by the Board. Reasonable and necessary expenses incurred in connection with the performance of official duties may be reimbursed, at the discretion of the President/CEO.

Section 11: Standard of Conduct.

An Officer shall discharge his or her duties in good faith, with the degree of care an ordinary and prudent person in a like position would exercise under similar circumstances, and in a manner the officer reasonably believes to be in the best interest of the Corporation.

ARTICLE VIII – CORPORATE STANDING

This organization has been incorporated as a non-profit corporation under the applicable laws of the State of Utah.

ARTICLE IX – AMENDMENTS

Any amendments to these bylaws must be approved by a vote of two-thirds (2/3) of the total number of Directors then serving; provided, however, that any such amendments shall be consistent with the corporation's status as a tax exempt organization under Code Section 501(c)(3) or any successor legislation; provided further, that the provisions of Article V, Section 1(C) related to the right of the corporation's Founding Members to serve as Directors shall be amended or repealed only with the written consent of the applicable Founding Member(s) during their lifetime or period of service.

ARTICLE X – INDEMNIFICATION

Section 1: Limitation of Liability.

A Member, Director, or Officer shall not be liable to the Corporation for money damages, to the fullest extent permitted by law, for any action taken or any failure to take any action as a Director, except liability for any of the following:

A. The amount of a financial benefit received by a Member, Director, or Officer to which he or she is not entitled.

B. An intentional infliction of harm on the Corporation.

C. An intentional violation of criminal law.

Section 2: Indemnification.

The Corporation shall indemnify, to the fullest extent permitted Utah Code Section 16-6a-901 and applicable law, each Member, Director, and Officer of the Corporation (the "Indemnitee") against all liability, to any person for any action taken, or any failure to take any action, as a Member, Director, or Officer, but only if all of the following conditions exist:

A. The individual's conduct was in good faith.

B. The individual reasonably believed (i) in the case of conduct in an official capacity with the Corporation, the conduct was in the best interests of the Corporation, or (ii) in all other cases, the conduct was not opposed to the best interests of the Corporation.

C. In the case of criminal proceedings, the individual had no reasonable cause to believe the conduct was unlawful. Indemnification under this section shall be mandatory in all circumstances in which such indemnification is permitted by law.

Section 3: Procedure.

Indemnitee shall notify the Corporation promptly of the threat or commencement of any proceeding or legal action with respect to which Indemnitee intends to seek indemnification. The Corporation shall be entitled to assume Indemnitee's defense with counsel reasonably satisfactory to Indemnitee, unless Indemnitee provides the Corporation with an opinion of counsel reasonably concluding that there may be a conflict of interest between Indemnitee and the Corporation in the defense of the proceeding or legal action. If the Corporation assumes the defense, the Corporation shall not be liable to Indemnitee for legal or other expenses subsequently incurred by Indemnitee.

Section 4: Expense Advance.

The Corporation shall advance automatically expenses, including attorneys' fees, incurred or to be incurred by Indemnitee in defending a proceeding or legal action upon receipt of notice and, if required by law, of an undertaking by or on behalf of Indemnitee to repay all amounts advanced if it is ultimately determined by final judicial decision (after expiration or exhaustion of any appeal rights) that Indemnitee is not entitled to be indemnified for such expenses.

Section 5: Settlement of Claims.

The Corporation shall not be obligated to indemnify Indemnitee for any amounts incurred in settlement if settlement is made without the prior written consent of the Corporation. The Corporation shall not enter into any settlement that would impose any penalty or limitation on Indemnitee without the prior written consent of the Indemnitee. Neither the Corporation nor Indemnitee will unreasonably withhold consent to any proposed settlement.

Section 6: Continued Indemnification.

Any repeal or amendment of these bylaws shall not adversely affect any right or protection of a Member, Director, or Officer or other person described above which exists pursuant to these bylaws at the time of such repeal or amendment.

ARTICLE XI – FINANCIAL AND TAX PROVISIONS

Section 1: Books and Records.

The Corporation shall maintain as permanent records the minutes of all meetings of its Board, a record of all actions taken by the Directors without a meeting and a record of all actions taken by committees of the Board. The Corporation shall maintain at the known place of business of the Corporation a copy of the following documents:

- **A.** The Articles of Incorporation and all amendments thereto.
- **B.** These bylaws and all amendments thereto.
- **C.** A list of the names and business or home addresses, phone numbers, facsimile numbers, and electronic mailing addresses of the current Directors and Officers.
- **D.** The three (3) most recent annual reports filed with the Utah Division of Corporations & Commercial Code.

Section 2: Accounting System and Reports.

The Board shall cause to be established and maintained, in accordance with generally accepted principles of accounting, an appropriate accounting system. Such accounting records and appropriate financial statements shall be maintained at the known place of business of the Corporation or at such place as the Board may determine from time to time.

Section 3: Fiscal Year.

The fiscal year of the Corporation shall end on the 31st day of July of each year.

Section 4: Preparation of Tax Records and Annual Report.

The President/CEO and Treasurer shall arrange for the preparation and timely filing of all federal and state annual tax returns of the Corporation, and for the Annual Report required by the Utah Division of Corporations & Commercial Code.

Section 5: Deposits.

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 may select. The funds of the Corporation shall be at all times kept separately and distinctly from the funds of any other person, organization, or entity.

Section 6: Loans.

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances, provided, however, that no loans shall be made to Directors or Officers.

Section 7: Contributions.

Charitable contributions may be made to this Corporation by organizations and individuals. The Board may accept on behalf of the Corporation any contribution for the general purposes of the Corporation or for any specific purpose consistent with the purposes of the Corporation, provided the Board has determined the effect of the contribution on the Corporation's public charity status prior to accepting any such contribution. A separate accounting may, by resolution of the Board, be kept of all funds received and designated by the donor for a specific purpose.

The Board may reject any contribution not consistent with the Corporation's purposes. The Corporation shall cause that a written acknowledgment letter be issued when required under the Code.

Section 8: Donor Records.

All donor records shall be available for consultation by the donors concerned or by their legal representatives. No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies. Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with donor matters and shall be made available to the Board when requested.

ARTICLE XII – INSURANCE

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her, in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the laws of Utah, the Articles of Incorporation, or these bylaws.

ARTICLE XIII – DISSOLUTION OF CORPORATION

Section 1: Authorization.

The affirmative vote of a three-fourths majority of the Directors shall be required to adopt, approve, or undertake any of the following actions:

- **A.** Liquidate or dissolve the Corporation.
- **B.** Sell, exchange, or otherwise transfer all or substantially all the assets of the Corporation.
- **C.** Be a party to any merger, consolidation, or other reorganization, whether the Corporation is the surviving or disappearing entity, or any spin-off, split-off, or split-up.
- **D.** Amend, in whole or in part, add to, delete from, repeal, or replace the Articles of Incorporation of the Corporation.

Section 2: Assets.

The dissolution of the Corporation shall be accomplished consistent with the intent that its assets be held and used for stated purposes of the Corporation. Subject to the foregoing sentence, in the event of dissolution of the Corporation for any reason, the Board shall, after payment or provision for payment of all liabilities, distribute and dispose of the property then held by the Corporation to such organization or organizations organized and operated exclusively for charitable purposes as shall then be qualified under Sections 501(c)(3) of the Code, as the Board shall determine. With respect to any property not so disposed, such property shall be disposed of and distributed to such organization or organizations as shall then be qualified as an organization exempt from federal income tax under Section 501(c)(3) as selected by and pursuant to an order of the District Court of the county in which the principal office of the Corporation is then located.