



APMP BYLAWS

ARTICLE I NAME AND OFFICES

Section 1. Name and Registration. The name of the Association shall be the Association of Proposal Management Professionals, Inc., also referred to as APMP (hereinafter also referred to as the "Association"). The Association is registered under the laws of the State of Utah and the Utah Revised Nonprofit Corporation Act.

Section 2. Business Offices. The principal Office of the Association is in the State of Utah. The Association may have such other offices, either within or out of the State of Utah, as the Board of Directors may determine or as the affairs of the Association may require from time to time.

Section 3. Registered Office. The Association shall have and continuously maintain in the State of Utah a registered office and a registered agent whose office is identical with such registered office, as required by the Utah Nonprofit Corporation Act. The registered office may be, but need not be, the address of the principal office and may be changed from time to time by the Board of Directors.

ARTICLE II PURPOSES AND RESTRICTIONS

Section 1. Purposes. The purposes for which the Association is organized are to (i) define, promote and maintain professional standards and best practices in the field of bid and proposal management worldwide, (ii) to promote the dissemination of information, the exchange of ideas, and professional education for professionals in the field of bid and proposal management worldwide, (iii) to advance and promote the professional interests of its members, and (iv) to conduct any lawful business and engage in any lawful act or activity consistent with Federal and State law, including the Utah Revised Nonprofit Corporation Act, as the same may be amended or supplemented (hereinafter referred to as the "Act"), and the United States Internal Revenue Code of 1986, as the same may be amended or supplemented (hereinafter referred to as the "Code"), and such other laws governing Utah nonprofit corporations exempt from Federal income tax under Section 501(c)(3) of the Code.

Section 2. Restrictions. The Association is organized exclusively for charitable, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations exempt from Federal income tax under Section 501(c)(3) of the Code. Notwithstanding any other provision of these Bylaws, the Association shall not carry on any activity not permitted to be carried on: (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Furthermore, unless otherwise delegated to the Board of Directors ("Board") in the Articles



of Incorporation, the following actions may require approval by (or taken pursuant to the vote of) the members of the Association under Utah law: (i) Dissolution of the Association; (ii) Merger or consolidation of the Association; and (iii) Disposition of 50% or more of the Association's assets (unless court approved).

Section 3. No Inurement. The Association is not organized for pecuniary profit or for the benefit of any individual or for-profit entity and shall not have authority to issue capital stock. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its Board Members, Officers, employees, members, or other private persons, except that the Association 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.

ARTICLE III MEMBERS

Section 1. Membership. The Association shall have members. Any person or corporation may become a member of the Association upon meeting the qualifications for membership as specified below.

Section 2. Membership Categories. There shall be four (4) categories of members:

- a. Individual (including Fellows)
- b. Corporate Representative
- c. Student
- d. Retiree

Section 3. Member Qualifications. Membership qualifications and dues, for each category of membership, shall be established by the Board of Directors and may be revised at the Board's discretion from time to time.

Section 4. Members in Good Standing. Any person shall qualify and become a member of the Association upon payment of the membership dues for the appropriate membership category. Each member shall remain a member in good standing for as long as the member (or their employer on their behalf) pays the annual membership dues and meets all other qualifications for membership.

Members in good standing shall receive publications and reports of the Association (either free or at membership discount). Members in good standing shall have the right to place their names in nomination to serve on APMP's Board of Directors annually.

Section 5. Termination or Revocation of Membership. Any member may terminate their membership in the Association at any time by not renewing that membership or by informing the Association of the termination in writing. All rights, privileges, and interests of that member in the Association shall cease upon the termination of his or her membership. However, that termination shall not extinguish such member's financial obligations, if any. Furthermore, nonpayment of dues shall constitute an automatic revocation of membership, with no Board vote or hearing required for such a revocation. The Board may choose to delegate the authority to remove a member but shall always have the authority to do so for any reason at any time unless otherwise expressly prohibited by these Bylaws or the Articles of Incorporation.



Section 5a. Code of Ethics. A prospective or current member of the Association may be barred from becoming or remaining a member of the Association or may be suspended, reprimanded, or otherwise disciplined if such member is or has at any prior time been in material noncompliance with the applicable Code of Ethics & Professional Conduct. Procedures for the enforcement of the applicable Code of Ethics & Professional Conduct, including but not limited to noncompliance and corresponding disciplinary measures, shall be determined and defined by the Board. The Board may delegate some or all of its authority to design and enforce the applicable Code of Ethics & Professional Conduct or other membership standards imposed by the Board or otherwise by the Association, including, without limitation, taking disciplinary action, such as suspension or revocation of membership, and may create or appoint one or more committees for such purposes pursuant to and in accordance with Article VII (Committees). In all cases, however, the Board shall retain final or original authority at the Board's sole discretion.

Section 6. Regular Meetings. A regular annual meeting of the Association shall be held at the primary APMP International Conference or at such other time and place as shall be determined by the Board of Directors. At a minimum, the meeting will discuss the State of the Association, present any changes to the strategic direction of the Association as implemented by the Board of Directors, the financial State of the Association, and any actions for advisory or mandatory vote by the Members, which may be conducted electronically, in person, or a hybrid method.

Section 7. Items Requiring Member Vote. A Member vote is required for (i) Dissolution of the Association, (ii) Merger or consolidation of the Association and (iii) Disposition of 50% or more of the Association's assets (unless court approved). For all other items, unless specifically required by the Code, the Act, or other relevant federal or State law, Members shall be considered "non-voting."

ARTICLE IV BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Association shall be managed by its Board of Directors ("Board"). Directors need not be residents of the State of Utah. All powers and authority to act on behalf of the Association, manage the affairs of the Association, or exercise the powers of the Association shall be vested in the Board unless otherwise reserved for the members of the Association by law (including the act), in these Bylaws or in the Association's Articles of Incorporation. Powers and authority currently reserved for the members by law include but are not limited to, dissolution of the Association and a merger or consolidation of the Association.

Section 2. Number, Tenure and Qualifications. The number of Directors shall not be less than three (3) or more than twenty (20) as determined by resolution of the Board of Directors. Each Director shall hold office until a successor shall have been selected and qualified, they have resigned or been removed, or the term has ended, and the Board has chosen to leave the position vacant. A term of office is defined as three (3) years. Special exceptions may be provided for any board position based on the needs of the Association, as determined by its Board. A Board member can serve a maximum of six (6) consecutive years if serving in an Officer position. A Board member cannot start a three-year term of office where they will exceed the six (6) consecutive years of service on the Board. Board Members may run for a Board position again after two (2) years not serving as a Board Member.



In addition, the Board of Directors may elect any number of departing or previously-served members as Director-Emeritus. The qualifications for such positions shall be determined by the Board. A person holding this position shall have all the rights and privileges of a member of the Board of Directors, except the right to vote, and is invited to attend each Board meeting.

Section 3. Election and Tenure of Voting Members of the Board of Directors. The APMP Board members shall elect incoming and renewing Directors via a majority of the Directors at any regular or special meeting. Any renewing Director shall not be present for discussions and vote for that Director's renewal. Director positions are for three-year (3) terms, with the exception of certain Officers as described below, and will be staggered so that their terms do not all expire the same year.

Section 4. Regular Meetings. The Board shall meet regularly and no less often than once per quarter. Meetings may be held in person or in a virtual format.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or any two Directors for a specific purpose. The person or persons authorized to call special meetings of the Board may fix any place, either within or out of the State of Utah, as the place for holding any special meeting of the Board called by them. Special meetings may be held in person or in a virtual format.

Section 6. Notice. Notice of any regular or special meeting of the Board of Directors must be given at least two days previously thereto by written notice delivered personally, sent by mail, or by electronic notice to each Director at the address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail or with the delivery company. If notice is given electronically, such notice shall be deemed to be delivered when the notice is sent. Any (or all) Director(s) may waive their right to notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notice of a special meeting must include a description of the purpose of the special meeting. The business to be transacted at any regular meeting of the Board does not need to be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these Bylaws.

Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the Act of the Board of Directors unless the act of a greater number is required by law or by these Bylaws. Directors may cast their votes at a meeting where they are physically present. They may also vote telephonically, by Zoom or other video teleconference software or application, by mail or by electronic mail or by proxy. In the event of a tie, the Chair may cast a second vote for purposes of breaking the tie.

Section 9. Vacancies. At the discretion of the Board of Directors, any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, whether or not the remaining number is less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall serve until the next standard selection process.



Section 10. Resignation and Removal. Any Director may resign at any time by giving written notice thereof to the Chair. Such resignation shall take effect on the date specified therein, and no acceptance shall be necessary to render the resignation effective. A Director may be removed from office, by a majority vote of the remaining Board members upon missing a total of two regular meetings of the Board of Directors meetings in a calendar year or upon the vote of a two-thirds (2/3) majority of the Board of Directors at any regular or special meeting if the Board believes that the Director has engaged in violation of the Board of Directors Rules of Conduct that the Board may adopt from time to time or otherwise engaged in conduct that is detrimental to the Association.

Section 11. Compensation. Directors, as such, shall not receive any stated salaries for their services, but by resolution of the Board of Directors, the expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefor, provided that such Director will not be present for any discussion of that Director's employment or compensation.

Section 12. Action by Unanimous Consent. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a unanimous consent in writing, setting forth the action so taken, shall be signed or approved in writing, including electronic mail, by all of the Directors.

Section 13. Minutes. Minutes of each meeting of the Board shall be recorded by a designee of the Chair and shall include the results of the deliberations of the Board. The minutes shall be submitted to the Board for approval at the subsequent meeting of the Board and shall be placed in the Association's minute book or other appropriate books and records.

ARTICLE V OFFICERS

Section 1. Election and Tenure of Officers. The Board of Directors may appoint Officers of the Board as it sees fit but shall have at least a Chair, Vice Chair and Immediate Past Chair. The Board may appoint one additional voting member of the Board's choosing at the Board's sole discretion (At Large Officer). The Board may appoint other officers and assistant officers as may be determined by the Board of Directors; however, unless otherwise indicated in these Bylaws, other officers shall be non-voting. The Board of Directors may delegate to any such officers the power to appoint or remove subordinate officers. A Board member may hold only one Officer position during any given term. Each Officer so elected or appointed shall continue in office until his/her successor shall be elected or appointed and shall qualify or until his/her earlier death, resignation, or removal. Only Board members may vote; no Officer shall have a vote on the Board by virtue of their office.

Section 2. Resignation and Removal. Any officer may resign at any time by giving written notice thereof to the Chair. Such resignation shall take effect on the date specified therein, and no acceptance shall be necessary to render the resignation effective. Any officer may at any time be removed by the affirmative vote of a majority of the number of Directors determined by resolution of the Board of Directors. Written notification of removal from office will be sent by the Chair on behalf of the Board.

Section 3. Chair of the Board. The Chair of the Association shall have general charge, supervision, and authority over the property, affairs, and business of the Association and over its several officers, subject,



however, to the control of the Board of Directors. They shall, when present, preside at all meetings of the Board of Directors and will have primary responsibility over the Strategic Planning process, some of which may be delegated at their sole discretion. They, with concurrence or delegation, from the Board or Committee of the Board so delegated, shall have authority to cause the employment of such agents of the Association as designated in Article VI, below, and in general shall perform all duties incident to the Office of Chair and such other duties as from time to time may be assigned to them by the Board of Directors, or as prescribed herein. The Chair is a member of the Executive Committee and will continue to serve on the Executive Committee, and as a voting member of the Board of Directors, as Past Chair for one year after their term of office ends as Chair. In the event of a tie, the Chair will be able to cast a second vote to break the tie.

Section 4. Vice Chair of the Board. At the request of the Chair, or in their absence, disability or recusal, the Vice Chair shall perform all the duties of the Chair and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. They shall also have responsibility to support the Strategic Planning process and for assisting and working with other members of the Board of Directors. The Vice Chair will be a voting member of the Executive Committee and will be a voting member of the Board of Directors. The APMP HQ Board of Directors shall elect a new Vice Chair for each year. The incoming Vice Chair must have previously served a minimum of two (2) years on the Board of Directors prior to taking over the Vice Chair position (in exceptional circumstances, this requirement may be waived by a two-thirds (2/3) majority of the Board of Directors). The Vice Chair shall become the Chair after the Chair's one-year term expires.

Section 5. At Large Officer. The APMP Board may, at its sole discretion, select one additional Officer to serve for a term of no more than three (3) years, but may be shorter as specified by the Board of Directors at the time of appointment. The At Large Officer shall work with the Executive Committee and the Board of Directors on special projects related to the implementation and monitoring of APMP's Long Range Strategic Plan. The At Large Officer shall perform such duties and shall have such powers as may from time to time be assigned to them by the Chair or the Executive Committee, with a focus on APMP's Long Range Strategic Plan. The At Large Officer is a voting member of the Board of Directors and the Executive Committee.

Section 6. Secretary. The Secretary shall be responsible for taking, collecting and ensuring review of the minutes of any Board meeting (and, upon request of the Chair at the meeting of any Committee of the Board as designated below). The Secretary shall work with the Chief Executive Officer or other staff designee to update and ensure the posting of the Board Agenda and any board materials to provide proper notice for any Regular or Special Meetings of the Board. The Secretary shall work with the Chief Executive Officer, Chair or their designee to ensure the proper updating of official copies of any changes to these Bylaws or the Articles of Incorporation. The Secretary will not have a vote on the Board of Directors by virtue of their office and may, but is not required to be, a member of the Board of Directors. If not a voting Board member, the Secretary may be an employee or contractor of the Association and may be compensated for attendance at Board meetings, and shall be an ex officio member of the Board. The Secretary shall be an ex officio member of the Executive Committee but shall not have a vote.

Section 7. Bond of Officers. The Board of Directors may require any officer to give the Association a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors from such terms and conditions as the Board of Directors may specify, including, without limitation, for the



faithful performance of his/her duties and for the restoration to the Association of all property in his/her possession or under his/her control belonging to the Association.

Section 8. Compensation. Unless otherwise stated herein, Officers as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, the expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of Officers or other expenses in performing duties on behalf of the Association. Nothing herein contained shall be construed to preclude any Officer from serving the Association in any other capacity and receiving compensation therefor, provided that such Officer will not be present for any discussion of that Officer's employment or compensation.

Section 9. Vacancies. Any vacancy in the Chair position due to death, resignation, removal, disqualification, or otherwise shall be filled by the Vice Chair for the unexpired portion of the term. In the event the Vice Chair is unable or unwilling to fill the unexpired portion of the Chair's term, then the Immediate Past Chair shall fill the unexpired portion of the Chair's term. In such event, the Office of Immediate Past Chair shall remain vacant for the unexpired portion of the Immediate Past Chair's term immediately following their succession to the Office of Chair. If the Immediate Past Chair is unable or unwilling to fill the unexpired portion of the Chair's term, the Board shall elect a new Chair. Any other vacancy in any other office due to death, resignation, removal, disqualification, or otherwise, shall be filled by the Board for the unexpired portion of the term. Vacancies may be filled, or new offices may be created and filled at any meeting of the Board. Such action shall take effect by the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present. The Board may, at its sole discretion, choose for any Officer positions, with the exception of the Chair position, to remain vacant until after the next Board of Director elections have been completed.

Section 10. Delegation of Duties. One (1) or more duties of any Officer may be expressly delegated by the Board to one (1) or more other Officers or to one (1) or more employees or agents of the Association, provided, however, that if such delegation is not to another Officer, then the Officer shall supervise the actions of such employee(s) or agent(s). Actions taken by Officers, employees or agents of the Association shall in all instances be subject to Article XII (Declaration of Policy) of these Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of the Association and in matters of policy.

Section 11. Corporate Officers. In addition to Board Officers (or "Officers" for purposes of this document) described in this Article, the Board may designate such Corporate Officers (which, for purposes of this document, shall specifically be referred to as "Corporate Officers") as the Board sees fit. At a minimum, the Corporate Officers will include the Chief Executive Officer as identified in Article VI. Corporate Officers are employees or other agents of the Association who are granted signatory and binding authority for compliance and day-to-day matters as granted by the Board.

ARTICLE VI EMPLOYEES

Section 1. Chief Executive Officer. The Chief Executive Officer shall perform and be responsible for the day-to-day operations of the Association and directs the activities of the paid staff, and shall have such powers as assigned to them by the Board of Directors or any Committee of the Board so delegated by the Board of Directors. The Chief Executive Officer shall perform such duties and have such powers as



are incident to the position of Chief Executive Officer, including and without limitation, the duty and power to ensure implementation and full scope of policies, procedures, and programs approved and adopted by the Board of Directors. The Chief Executive Officer is responsible for developing an organizational budget and is accountable to the Board and the general membership for the financial condition of the Association. The Chief Executive Officer is also responsible for marketing the benefits of APMP for individuals, companies, and sponsors and espousing the strategic vision for the Association. As such, the Chief Executive Officer identifies and recommends strategies that promote new business acquisition inside and outside the winning business profession and creates additional benefits for members. The Chief Executive Officer is a non-voting, ex-officio member of the Board of Directors and a non-voting, ex-officio member of the Executive Committee.

Section 2. Additional Staff. Subject to budget approval by the Board of Directors, the Chief Executive Officer shall be able to establish employee or contractor positions for any roles needed to fulfill the strategic requirements established by the Board. Any staff members outside of the Chief Executive Officer shall report directly or indirectly to the Chief Executive Officer.

ARTICLE VII COMMITTEES

Section 1. Committees of the Board. The Board may define and create one (1) or more committees ("Board Committees"), the voting/decision-making membership, each of which shall consist of only voting Directors and shall have no less than two (2) voting members, to perform tasks specified by the Board. Such committees of the Board, to the extent provided by the Board, shall have and exercise the authority of the Board in the management of the Association. The Board shall appoint the Chair and the members of each such committee, or members may be appointed by virtue of their position (i.e., Executive Committee). The Chair may act under the authority of the Board and perform a more expedited appointment of a committee Chair or members, provided that such appointment(s) are to be ratified at the next Board meeting. Any member thereof may be removed by the Board whenever in their judgment, the best interests of the Association would be served by such removal. Such committees shall have the authority granted to them by the Board, provided that no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any director or Officer of the Association; amending the Articles of Incorporation; restating Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease exchange, or mortgage of all or substantially all of the property and assets of the Association; authorizing the voluntary dissolution of the Association or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Association; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him/her by law.

Section 1a. Executive Committee. The Executive Committee shall be responsible for decision-making in urgent and emergent situations, providing guidance to staff on day-to-day strategic decisions, providing compliance and crisis leadership, and other duties as designated by the Board. Additionally, the Executive Committee is responsible for facilitating Board-level decisions in between Regular Board meetings when it is not practical to assemble a meeting of the full



Board. In such cases where Executive Committee-level decisions are made, such decisions shall be affirmed by the full Board at the next Board meeting, whether Regular or Special. The Executive Committee shall be made up of the Officers, with voting statuses, as designated in Article V and Article VI above, as well as any other Officers as appointed by the Board, provided that any additional Officers, beyond those enumerated in Article V shall not be voting members.

Section 2. Other Committees and Task Forces. The Board may, at any time, create and define other committees and task forces not having and exercising the authority of the Board of Directors in the management of the Association. The lead and members may be appointed in any such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, the Chair of the Association shall appoint the members of each Committee or Task Force. While the term of any committee or task force members may be set out in the resolution of the Board, any member thereof may resign from the committee or task force at any time or may be removed by the Board or the person or persons authorized to appoint such members by the Board, whenever, in their judgment, the best interests of the Association shall be served by such removal.

Section 2a. Membership Advisory Council. The Association's Board shall establish a Membership Advisory Council, which will serve as a "voice of the Members" to the Board. The Member Advisory Council is made up of APMP chapter leaders worldwide. The Membership Advisory Council will solicit and provide member feedback to the Board of Directors at any time upon request by the Board. APMP will hold a minimum of (2) Membership Advisory Council Meetings annually, regardless of specific feedback requests. These meetings may be held in person or via electronic means, including, but not limited to, teleconference or video teleconference application, at the Board's discretion.

Section 3. Chapters. The Board may authorize separately incorporated organizations or create internal committees as Chapters, representing a specific geographic location or sector of the membership population, at the vote of a majority of Directors. Internal committees will be affiliated with the Association through a "Chapter Charter," and outside organizations will be affiliated with the Association through a "Chapter Affiliation Agreement" to be prepared and modified from time to time by the Chief Executive Officer and approved by the Board of Directors.

Section 4. Chair. One member of each committee or task force shall be appointed Chair by whatever method is designated by the Board.

Section 5. Vacancies. Vacancies in the membership of any committee or task force may be filled by appointments made in the same manner as provided in the case of the original appointments. The Board may also choose for any Committee positions to remain vacant at its sole discretion.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee or task force, a majority of the whole committee or task force shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own governance, provided they are consistent with these Bylaws or with rules adopted by the Board of Directors.



ARTICLE VIII INDEMNIFICATION

Section 1. Third Party and Derivative Actions. The Association shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (including an action by or in the right of the Association), by reason of the fact that they are or were a Director, officer, employee, or agent of the Association, or actions performed in furtherance of the Association's mission as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise ("the Indemnified Party"), against expenses (including attorney's fees), judgments, fines, and amounts paid or necessarily incurred in settlement or otherwise, by him/her in connection with such action, suit, or proceeding. Unless otherwise determined by a relevant court of law, this indemnification shall not apply in situations in which the indemnified party is adjudged in such action, suit, or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.

Section 2. Determination. Any indemnification under Section 1 of this Article VIII shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Indemnified Party is proper in the circumstances because they have met the applicable standard of conduct set forth in Section 1 of this Article VIII. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum of Directors who are not named as Indemnified Parties or (b) if such a quorum is not obtainable, or if directed by the Board, by independent legal counsel in a written opinion; (c) by a court of law, either by ordering indemnification or by an adjudication in favor of the Indemnified Party, in which case, the Association will indemnify all expenses including legal expenses.

Section 3. Payment in Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Association in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors as provided in Section 2 of this Article VIII upon receipt of an undertaking by or on behalf of Indemnified Party to repay such amount if and when it should ultimately be determined that they are not entitled to be indemnified by the Association as authorized in this Article VIII.

Section 4. Insurance. The Board of Directors shall be authorized to, but not required to purchase and maintain insurance for such indemnification purposes.

Section 5. Other Coverage. The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation, these Bylaws, agreement, vote of disinterested Directors, the Utah Nonprofit Corporation Act, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee, agent, or one serving at the Association's request and shall inure to the benefit of the heirs and personal representatives of such a person.

ARTICLE IX CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Fiscal Year. The fiscal year of the Association shall be the calendar year, or such other period established by the Board.



Section 2. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association may be executed by either the Chair of the Board of the Association or the Chief Executive Officer of the Association, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination such instruments shall be by simple signature of the authorized party.

Section 4. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Association, provided that such gifts do not create a conflict of interest for the Association or any member of the Board of Directors, and meet with all requirements under federal state tax laws.

Section 6. Seal. The Association may or may not have a corporate seal at the discretion of the Board and in such form as shall be approved by resolution of the Board of Directors. Impression of the seal may be made and attested by the Chair or Chief Executive Officer for the authentication of contracts or other papers requiring the seal.

ARTICLE X BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep Minutes of the proceedings of the Board of Directors and Committees of the Board, particularly as they exercise the authority of the Board of Directors.

ARTICLE XI WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Utah Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII CONFLICT OF INTEREST

Section 1. Conflict of Interest Transaction. A conflict of interest transaction is a transaction with the Association in which a Trustee has a direct or indirect personal interest. A Director has an indirect personal interest in a transaction if (i) another entity in which he or she has a material financial interest or in which he or she is a general partner is a party to the transaction, or (ii) another entity of which he or she is a director, officer, employee, or trustee is a party to the transaction and the transaction is or should be considered by the Board or a Board Committee.



Section 2. Disclosure. Each Director, diligently and in good faith, shall seek to disclose or otherwise make known to the member(s), the Board, or a Board Committee the material facts of any conflict of interest transaction and the trustee's interest therein.

Section 3. Recusal. Each Director, diligently and in good faith, shall seek to recuse himself or herself from any vote of the Board or a Board Committee involving any conflict of interest transaction, provided, however, that the failure of a Director to recuse himself or herself from any vote does not affect the validity of any vote if the transaction otherwise is authorized, approved, or ratified in accordance with the act.

Section 4. Non-Exclusive. This Article XII is intended to supplement, but not to replace, any federal and State laws governing conflicts of interest applicable to nonprofit corporations or any applicable policy of the Association.

ARTICLE XIII DECLARATION OF POLICY

Responsibility and authority for any declaration of Association policy, and/or endorsement, and/or rejection of any matter on any subject of policy is reserved to the judgment and discretion of the Board. Members of committees or chapters of the Association are not authorized directly or indirectly to commit the Association in any way or in any manner, financially or otherwise, without prior approval by the Board, except as specified in the approved budget or in specific resolutions of the Board. The Board, except as herein otherwise provided, shall have control of the affairs of the Association, including all matters relating to the acquisition, holding, management, control, investment, and disposition of the funds and other property of the Association.

ARTICLE XIV DURATION AND DISSOLUTION

Section 1. Duration. The duration of the Association shall be perpetual, except that it may be dissolved in the manner provided by the Act and these Bylaws.

Section 2. Dissolution. Before the Association may be dissolved, the Board must first adopt, by not less than two-thirds (2/3) of those casting their votes at a properly noticed meeting of the Board at which a quorum is present, a resolution recommending the dissolution of the Association in accordance with the act. Upon such approval, a motion for dissolution shall be submitted to a vote of the membership. The motion shall be deemed passed by the membership only if approved by the affirmative vote of a majority of the voting members of the Association in good standing casting their votes at a properly noticed meeting of the membership or through electronic ballot at which a quorum of 50 members or 2.5% whichever is smaller is present.

Section 3. Distribution of Assets. Upon the dissolution of the Association, and after paying or making provision for the payment of all the liabilities of the Association, the Board shall distribute all the assets of the Association for one (1) or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or such assets shall be distributed to the Federal government, or to a state or local government, for a public purpose, in such manner as the Board shall determine.



ARTICLE XV AMENDMENTS

Section 1. Bylaws. These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting if at least two days written notice is given of intention to alter, amend, or repeal or to adopt new Bylaws at such meeting. Such notice must include the intended changes to the Bylaws, affording ample time to review and discuss such changes. Changes to Bylaws will be deemed to take effect upon vote of the Board of Directors and should be reflected in all public copies of the Bylaws by the Chief Executive Officer or their designee as soon as possible thereafter.

Section 2. Articles of Incorporation. Subject to any requirements in the law, the Articles of Incorporation may be altered, amended, or repealed and updated Articles of Incorporation may be adopted by a majority of the Directors present at any regular meeting or at any special meeting if at least two days written notice is given of intention to alter, amend, or repeal or to adopt new Articles of Incorporation at such meeting. Such notice must include the intended changes to the Articles of Incorporation, affording ample time to review and discuss such changes. Changes to the Articles of Incorporation will be deemed to take effect upon vote of the Board of Directors, and the Chief Executive Officer, or their designee, should take all necessary actions to make changes with the State.

Section 3. Member Vote or Delegation. The Board may, at its sole discretion, as a part of the resolution to approve the amendment, submit any amendment to these Bylaws or the Articles of Incorporation to the Members for an advisory (non-binding) or determinant (binding) vote.

ARTICLE XVI MISCELLANEOUS

Section 1. Other Governance Documents. These Bylaws, including all amendments hereto, shall at all times be in conformance with and subservient to the Articles of Incorporation. Any conflict or ambiguity with respect to these Bylaws and the Articles of Incorporation shall be resolved in favor of and with reference to the Articles of Incorporation.

Section 2. Governing Law. All questions with respect to the construction of these Bylaws shall be determined in accordance with the applicable provisions of the laws of the State of Utah.

Section 3. Headings. The headings of these Bylaws are intended solely for the convenience of reference and are not intended for any purpose whatsoever to explain, modify, or place any construction upon any of the provisions of these Bylaws.

Section 4. Severability. All provisions of these Bylaws are severable. If any provision or portion hereof is determined to be unenforceable in arbitration or by a court of competent jurisdiction, then the remainder of the Bylaws shall remain in full force and effect.

Revised and approved - January 25th, 2024