

AMENDED AND RESTATED BYLAWS OF

*Utah Open Lands Conservation Association*

A Non-Profit Corporation of the State of Utah

WHEREAS, the Board of Directors (the "Board") of Utah Open Lands Conservation Association (the "Corporation") deems it necessary to adopt these Amended and Restated Bylaws pertaining to the administration and business affairs of the Corporation, for the purpose of assuring the orderly governance of the Corporation.

NOW, THEREFORE, BE IT HEREBY RESOLVED, by the Board of the Corporation that the Bylaws by which the Corporation shall hereafter be governed are amended and restated as follows:

**Section 1 Purpose and Powers**

- 1.1 Purpose. Utah Open Lands (the "Corporation") is organized exclusively for charitable, educational, and/or scientific purposes, including, the making of distributions to organizations that qualify as exempt organizations under section 501(c)3 of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. Without limiting the generality of the foregoing, the corporation is further organized for the following purposes:
- a) the education of the public on matters relating to land use planning and conservation practices in the use and improvements of land;
  - b) the conservation of land in its natural or undeveloped condition through the acquisition of interests in land to protect its scenic, historic, cultural, recreational, agricultural, ecological or other values which benefit the citizens of the United States; and
  - c) the acquisition and administration of conservation easements as provided in sections 57-18-1 *et seq.* of the Utah Code.
- 1.2 Powers. The corporation shall have any and all powers necessary and incidental to carrying out the purposes for which the corporation is formed, including, but not limited to, those powers outlined in Utah Code Ann. § 16-6a-302.

**Section 2 Offices**

- 2.1 Business Offices. The principal office of UTAH OPEN LANDS (the "Corporation") shall be located at any place within the State of Utah, as designated in the Corporation's Articles of Incorporation or the Corporation's most recent annual report on file with the Utah Department of Commerce, Division of Corporations and Commercial Code (the "Division") providing such information. The current principal office of the Corporation is located at 1488 S. Main Street, Salt Lake City, Utah 84115. The Corporation may have such other offices, within the State of Utah, as the Board of Directors may designate or as the business of the Corporation may require from time to time.
- 2.2 Registered Office. The registered office of the Corporation required by the Utah Revised Nonprofit Corporation Act (the "Act") shall be located within the State of Utah. The current registered office of the Corporation is 1488 S. Main Street, Salt Lake City, Utah 84115. The address of the registered office may be changed from time to time.

### Section 3      Members

The Corporation shall have no members.

### Section 4      Annual Meeting

- 4.1      Annual Meetings. The date and location of the annual meeting of the Corporation shall be determined by the Board of Directors by giving proper notice in advance of the meeting. The purpose of the annual meeting is the election of officers and Directors, and to consider such other business that comes before the meeting. If the Directors are not elected at the annual meeting, the existing Directors shall continue to serve until their successors are named in a subsequent meeting called for that purpose, or until the next annual meeting.
- 4.2      Special Meetings. Special Meetings of the Corporation may be called by the Board or by the Chair of the Board as they see fit. Any notice of special meeting shall state the time, place, and date of the meeting, and the matters to be considered at that meeting. The Board may establish a schedule of regular meetings as necessary to conduct the business of the Corporation.
- 4.3      Place of Meetings. All meetings will be held in Salt Lake City, Utah, unless the Directors have authorized a meeting to be held elsewhere.

### Section 5      Board of Directors

- 5.1      General Powers. The Board shall have authority to manage and control the property and affairs of the Corporation. The Board may exercise all powers conferred upon them by law, by the Articles of Incorporation, or by these Bylaws. The Board shall have the authority to enter into contracts, acquire or dispose of interests in land or water rights by purchase, sale, lease, exchange, donation or other lawful means, negotiate the terms of conservation easements or other grants of interests in land or property on behalf of the Corporation, and shall enforce those easements or rights by any and all lawful means, as it sees fit.
- 5.2      Number. There shall be at least nine and not more than thirty-five Directors on the Board. Within this range, the number of Directors of the Corporation may be changed and re-established, from time to time, by the Board. Directors shall be elected by the Board. Board members may serve successive terms in office.
- 5.3      Tenure. Directors shall serve an initial term of three year, with an expectation of serving a subsequent, additional 3-year term. At the end of each Director's term, the Executive Committee will explore with the Director their commitment to the organization. Each successive term after the first two terms, would be upon an invitation of the Executive Committee.
- 5.4      Board Meetings. The Board shall meet as frequently as they see fit to carry on the purposes of the Corporation, provided that the Board shall meet at least once each year in the Annual Meeting of the Corporation. Notice of Board meetings will be given in writing, electronic or otherwise, or telephone not more than 30 days, and not less than 10 days prior to the date of the meeting, provided that meetings with less than 10 days notice can be held if all Directors waive formal notice. Meetings may be conducted by telephone.
- 5.5      Quorum. No Board business will be transacted without a quorum present. A quorum at a Board meeting will consist of a majority of the duly appointed Board unless the Corporation's Articles of Incorporation require a greater number. Once a quorum is established, official actions may be

taken regardless of the amount of members present during vote. Directors may be counted as present if they are participating in the meeting by telephone, provided that all Directors can hear each other. No proxies will be given among Directors. Actions of the Board may only be taken by formal action of the Board, and no individual Director shall have the authority to act on behalf of the Corporation.

- 5.6 Board Action. Board actions will pass by a simple majority of those present at the meeting of the Board, provided that proper notice of the meeting and the proposed action was given to all Board members unless the Corporation's Articles of Incorporation or the Utah Revised Nonprofit Corporation Act requires the vote of a greater number of Directors.
- 5.7 Organization and Officers. The Directors shall elect from among themselves the officers called for under applicable statutes and these Bylaws. The President of the Corporation shall also be the Chairman of the Board of Directors. There shall be an Executive Committee of the Directors consisting of no fewer than four people who shall be responsible for the day-to-day administration of the Corporation's affairs as assigned by the Board as a whole. Other committees may be formed as needed from time to time. The Board may form such committees, as it deems appropriate, provided that actions by any such committee shall not be effective until presented to and approved by the Board as a whole. All Directors shall maintain a "current donor" status of an amount deemed significant by each individual Director.
- 5.8 Voting. Each Director shall be entitled to one vote in all matters before the Board. Voting on the nomination of new Directors shall be non-cumulative. The Chairman shall not vote except in the case of a tie. Officers shall be entitled to vote as Directors.
- 5.9 Compensation. The Board shall serve without compensation, provided that their reasonable out-of-pocket expenses for Corporation business, including the costs of attending Board meetings, may be reimbursed by the Corporation.
- 5.10 Resignation or Removal. Any Director may resign at any time by giving written notice of resignation to the Corporation. Any Director may be removed prior to the end of his or her term of office by an affirmative vote of the majority of the Board, with or without cause.
- 5.11 Informal Action by Directors. The Directors may take any action they could take in a formal meeting without a formal meeting, provided that the action is authorized in advance in writing signed by a majority of the Board, and further provided that all of the Directors must have been given an opportunity to approve or reject the action. The Directors may waive notice of meetings by signing written waivers at the time of the meeting. Minutes of all Board meetings will be kept, and when a meeting is held without prior notice, the minutes will reflect the written waiver of notice. Written waivers sent electronically are acceptable, even without an original signature.
- 5.12 Conflict of Interest. No Director shall participate in the discussion of, nor vote on the action taken with respect to any interest in property, contract, or transaction on behalf of the Corporation in which he/she, or any member of his/her immediate family, has any direct pecuniary interest, whether by virtue of ownership or receipt of a commission. All Directors, Officers and employees shall at all times act in accordance with the Corporation's Fiduciary Responsibility and Conflict of Interest Policy, which has been adopted by the Board and shall be reviewed annually.
- 5.13 Compensation. The Board may fix such other compensation as it finds appropriate given the responsibility of the officers and the financial capacity of the Corporation. The Board may fix compensation for any employees.

## Section 6      Officers

- 6.1      Number. The officers of the Corporation shall consist of at least an Executive Director, Chair, Vice-Chair, Secretary, and Treasurer; each of who shall be elected by the Board (collectively the "Officers," or individually as "Officer"). The Board may establish such other offices and appoint such officers, as it deems appropriate.
- 6.2      Appointment/Tenure. The Officers will be appointed by the Board at the annual meeting through a secret ballot. Prior to the annual meeting the Executive Committee will accept nominations for officer positions and forward these nominations to the Board. All Officers so elected shall serve for an initial term of two (2) years, with the option of serving a second two (2) year term at the same position. No Officer may serve for more than two consecutive terms in the same officer position. All Officers serve at the pleasure of the Board and may be removed by a majority vote of the Board in a meeting called for that purpose. To be eligible for an Officer position, a nominee must be a current Director having served as a Director for at least two (2) years. No person shall serve in more than one Officer position at the same time. The Chair and Vice-chair shall serve the same term and the Vice-Chair shall automatically be appointed to the position of Chair upon the expiration of the term of the Chair.
- 6.3      Duties of the Executive Director. The Executive Director shall be appointed by the Board and shall be the executive officer of the Corporation. The Executive Director shall not be a Director. The Executive Director, in the name and on behalf of the Corporation, may execute and deliver any contract or other instrument. The Executive Director shall have the responsibility for and conduct of the active management of the day-to- day operation of the Corporation's affairs. The Executive Director, with the Chair, shall have responsibility to see that all resolutions of the Board are carried into effect. The Executive Director shall have the authority to open bank accounts in the name of the Corporation and sign checks and other papers in connection with carrying out the business of the Corporation.
- 6.4      Duties of the Chair.      The Chair of the Board, shall preside at meetings of the Board. He or she shall sign, on behalf of the Corporation, all legal documents. The Chair shall perform such other duties as assigned by the Board. The Chair shall also serve as the Chair of the Executive Committee of the Directors. The Chair is not entitled to vote, except in the case of a tie.
- 6.5      Duties of the Vice-Chair. The Vice-Chair will perform the duties of the Chair if he or she is not available, and shall perform such other duties as designated by the Board. When acting as Chair, the Vice-Chair is not entitled to vote, except in the case of a tie.
- 6.6      Duties of the Secretary. The Secretary is responsible for keeping accurate minutes of all meetings of the Board and the accurate filing of documents in accordance with federal, state and local laws of the Corporation; and to perform all other assignments of the Board. The Secretary may assign staff or others to fulfill these duties. The Secretary may perform the functions of the Treasurer in the absence of the Treasurer.
- 6.7      Duties of Treasurer. The Treasurer is responsible for accurate internal and external financial records of the Corporation; and to report on the financial condition of the Corporation to the Board. The Treasurer shall prepare, or cause to be prepared, an annual review/audit of the Corporation's operations showing income, expenditures, and the amount and location of all assets of the Corporation. The results of the review/audit will be presented to the Board and available for public inspection upon request. The Treasurer may assign staff or others to fulfill these duties. The Treasurer may perform all of the functions of the Secretary in the absence of the Secretary.

- 6.8 General Standards of Conduct for Officers. The standards of conduct for the Officers of the Corporation shall be as follows:
- (a) Each Officer with discretionary authority shall discharge his or her duties:
    - (i) in good faith,
    - (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and
    - (iii) in a manner the Officer reasonably believes to be in the best interest of the Corporation.
  - (b) In discharging his or her duties, an Officer is entitled to rely on information, opinions, reports, or statements including financial statements and other financial data, if prepared or presented by:
    - (i) One or more Officers, Directors or employees of the Corporation whom the Officer reasonably believes to be reliable and competent in the matters presented; and/or
    - (ii) Legal counsel, public accountants, or other persons as to matters the Officer reasonably believes are within the person's professional or expert competence.
  - (c) An Officer is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by paragraph 6.8(b) of this Section unwarranted.
  - (d) An Officer is not liable for any action taken, or any failure to take any action as an Officer if the duties of the office have been performed in compliance with this Section. The standards of conduct set forth in this Section, or any breach of such standards, shall not affect the right or power of the Corporation to indemnify any individual pursuant to Section 7 of these Bylaws.

#### **Section 7 Indemnification**

- 7.1 Indemnification. The Corporation will indemnify the Officers, Directors, and employees of the Corporation against any and all claims arising from their actions in carrying out the purposes of the Corporation.
- 7.2 Limitation. This indemnity is limited only to those actions which are carried out in good faith performance of the assigned duties and for those actions authorized by the Board. The indemnity shall not cover malicious or intentional injuries caused to third parties, or actions by the Corporation against the Officers, Directors or employees for fraud, criminal acts, malfeasance, gross negligence, or deliberate misconduct. The Corporation may purchase general liability policies that include indemnities for Officers and Directors at the expense of the Corporation, in such face amounts as the Directors determine is appropriate.

#### **Section 8 Execution of Instruments, Borrowing or Money and Deposit of Corporate Funds**

- 8.1 Execution of Instruments. Subject to any limitation contained in the Utah Revised Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws, and subject to any limitations that may be imposed by the Board, the Executive Director, in the name and on behalf of the Corporation, may execute and deliver any contract or other instrument. Subject to any limitation contained in the Utah Revised Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws, the Board may authorize any other Officer or agent to execute and deliver any contract or other instrument in the name and on behalf of the Corporation; any such authorization may be general or confined to specific instances.
- 8.2 Loans. No loan or advance shall be contracted on behalf of the Corporation, no negotiable paper or other evidence of its obligation under any loan or advance shall be issued in its name, and no

property of the Corporation shall be mortgaged, pledged, hypothecated, transferred, or conveyed as security for the payment of any loan, advance, indebtedness, or liability of the Corporation, unless and except as authorized by the Board. Any such authorization may be general or confined to specific instances.

- 8.3 Deposits. All monies of the Corporation not otherwise employed shall be deposited from time to time to its credit in such banks or trust companies or with such bankers or other depositories as the Board may select, or as from time to time may be selected by any officer or agent authorized to do so by the Board.
- 8.4 Checks. Drafts. Etc. All notes, drafts, acceptances, checks, endorsements, and, subject to the provisions of these Bylaws, evidences of indebtedness of the Corporation shall be signed by the Executive Director or by such Officer or Officers or such agent or agents of the Corporation and in such manner as the Board from time to time may determine. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories shall be in such manner as the Board from time to time may determine.

**Section 9 Corporate Seal**

Corporate Seal. The Corporation shall have no seal.


**Section 10 Fiscal Year**

Fiscal Year. The fiscal year of the Corporation shall be May 1 to April 30.

**Section 11 Amendments**

Amendments. The Board may amend these Bylaws by a 2/3 vote of the Directors in a regularly called meeting for that purpose to which regular notice containing the proposed changes has been given to all Directors at least 10 days in advance of said meeting and providing that votes of Directors on such proposed changes made by mail may be counted. However, the Board may not adopt, amend, or repeal a Bylaw that fixes a member quorum or voting requirement that is greater than required by the Utah Revised Nonprofit Corporation Act.

Renewed and Adopted this 16<sup>th</sup> day of April, 2019.

  
Chair

Attest:

  
Secretary