

**BYLAWS
OF
FRIENDS OF UTAH STATE PARKS
A Utah Non-Profit Corporation
Amended February 14, 2018**

ARTICLE I

Name and Purpose of Organization.

1.1 **Name.** This corporation shall be known as FRIENDS OF UTAH STATE PARKS, hereinafter called the “Corporation.”

1.2 **Purpose:** The purpose of the Corporation shall be; (i) for preserving, protecting, promoting, advocating and educating about the cultural heritage, history, natural resources, and funding needs of Utah State Parks; (ii) to engage in any and all lawful business for which non-profit corporations may be incorporated under the provisions of Utah Code, Title 16, Chapter 06a, Utah Revised Nonprofit Corporation Act.

ARTICLE II

Membership

2.1 **Membership.** Any individual, corporation, foundation, government agency, or other group may become a member of the Corporation. Membership shall be established in the following categories: (i) general public, (ii) alumni of state park employees, (iii) corporate sponsors, (iv) students, (v) individual friends organizations and, (iv) other non-profit organizations.

2.2 **Policies.** The Board shall establish fees for each membership category and such policies as are appropriate for membership in the Corporation.

2.3 **Chapters.** The Board may create member chapters of the Corporation that represent: (i) specific categories of membership; (ii) special recreational interests; (iii) any other special member interest that is beneficial to the Corporation’s purpose.

2.4 **Affiliates.** An affiliate must be a separate corporation or organization and not part of the Friends Corporation. The goals and mission of the affiliate must be consistent with those of the Corporation and an agreement or memorandum of understanding must be provided by the affiliate to limit the liability of the Corporation. The Board may create member affiliates of the Corporation that represent: (1) individual state park friends groups that are incorporated and have received or applied for IRS section 501c3 tax exempt status; (ii) any other special member interest organization that is beneficial to the Corporation’s purpose.

ARTICLE III

Directors

3.1 **General Powers of Board of Directors.** The Board of Directors shall make policies, set goals and objectives and have oversight of corporate management. The Board of Directors shall elect the Executive Committee, which shall manage the business and financial affairs of the Corporation.

3.2 **“Emeritus Directors”.** The Board may appoint Emeritus Directors, who shall not count for the purpose of determining a quorum, Emeritus Directors shall serve in an honorary capacity to provide senior advice/guidance to the board of directors, and they will not have a vote, and shall be invited to attend meetings or teleconference at their discretion.

3.3 **Non-elected, Non-Voting Representative.** A representative designated by the Director of the Utah Division of Parks and Recreation shall sit as a non-elected and non-voting member of the board and shall act as Secretary of the Corporation.

3.4 **Number, Tenure and Qualifications.** The number of voting directors of the Corporation shall be not less than five (5), and not more than nineteen (19), until altered by a resolution of the Board of Directors. The tenure of Corporation’s directors shall initially be for one (1) year for three directors, two (2) years for three directors and three (3) years for all other directors.

3.5 **Terms of Office.** All terms, except for that of the Secretary appointed by the Director of the Utah Division of Parks and Recreation, shall be for three (3) years beginning at the annual meeting. Each director shall hold office for the term for which he or she is elected or until his or her successor shall have been elected and qualified, whichever period is longer. The directors need to be residents of the State of Utah. The Board of Directors shall have authority to amend the Bylaws to prescribe other qualifications for directors.

3.6 **Removal and Resignations.** Any director, except the Secretary appointed by the Director of the Utah Division of Parks and Recreation, may be removed from the Board of Directors, with or without cause, by the affirmative vote of a majority of the Board of Directors. Any member of the Board of Directors may resign from the Board of Directors at any time by giving written notice to the Corporation’s Board of Directors, President or Secretary, and unless otherwise specified therein, such resignation shall be effective upon the delivery of such notice. The Secretary may be replaced, at any time, by the Director of the Utah Division of Parks and Recreation. Any director who resigns or is removed from the Board of Directors, except the Secretary appointed by the Director of the Utah Division of Parks and Recreation, may be replaced with a new director elected by the affirmative vote of a majority of the directors for the unexpired term. Additional directors may be added by affirmative vote of a majority of the directors.

3.7 **Regular Meetings.** A regular annual meeting of the membership shall be held at such date each year, and at such location and time, as the Board may by resolution adopt from time to time. (i) The Board of Directors shall provide, by resolution, the time and place, either within or without the State of Utah, for the holding of at least four (4) regular meetings,

including the regular annual meeting, without other notice than such resolution, and (ii) a quorum for election of the Board of Directors, or other business, shall be a majority of members present at the annual meeting.

3.8 **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) directors. The notice for any such special meeting of directors shall set forth the purpose or purposes for which the meeting is called.

3.9 **Manner of Conducting Board Meetings.** The Board of Directors of the Corporation may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

3.10 **Notice.** Notice of the date, time and place of any meeting shall be given at least seven (7) days prior thereto by written notice delivered personally or mailed to each director at his or her business address, or by any other electronic means, or as otherwise provided by law.

3.11 **Quorum.** Fifty-one percent (51%) of the number of directors fixed by, or determined in accordance with, Section 3.4 hereof shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

3.12 **Voting.** The act of the majority of the directors present at a meeting, via electronic media, or by proxy at which a quorum is present shall be the act of the Board of Directors, unless otherwise required by the Articles of Incorporation or by these Bylaws.

3.13 **Vacancies.** The Board of Directors may fill any vacancy, except for that of the Secretary appointed by the Director of the Utah Division of Parks and Recreation. If the directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all directors remaining in office. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

3.14 **Reimbursement of Expenses.** Board members will serve without compensation. But, each director may be paid his expenses, if any, of attendance at each meeting of the Board of Directors.

3.15 **Action by Written Consent.** Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by a majority of the directors.

3.16 **Regional Directors.** The Board of Directors may elect Regional Directors who will have specific responsibilities within a geographic region of the State of Utah. The Board will set goals and responsibilities as required. Regional Directors shall report directly to the Executive Committee.

ARTICLE IV

Officers

4.1 **Positions.** The Board of Directors shall elect a President, Vice-President of Communications, Vice-President of Membership, Vice-President of Fund Raising, Vice-President of Education, a Treasurer and such other officers of the Corporation as the Board of Directors may determine and with such duties as may be fixed by the Board of Directors. The Board of Directors may also create other offices as needed to fulfill business of the Corporation. All officers shall be considered members of the Board of Directors with full voting privileges.

4.2 **Election and Term of Office.** Officers shall be elected at the annual meeting and shall serve for three (3) years.

4.3 **Removal and Resignations.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, with or without cause, whenever, in its judgment, the best interests of the Corporation would be served thereby. Any officer of the Corporation may resign at any time by giving written notice to the President or Secretary of the Corporation.

4.4 **President.** The President of the Board shall be the Chief Executive Officer of the Corporation and shall preside at the meetings of the Board of Directors.

4.5 **Vice-Presidents.** The President shall designate a Vice President from among the duly elected Vice-Presidents of Communications, Membership, Fund Raising, and Education who shall preside in the absence of the President and shall have such other duties, including those for which he was elected, as may be assigned by the Board of Directors or the President of the Board.

4.6 **Secretary.** The Secretary shall: (i) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records; and (iv) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President of the Board of Directors.

4.7 **Treasurer.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine, to be procured by the Corporation. The Treasurer shall: (i) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; (ii) in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President of the Board or the Board of Directors.

ARTICLE V

Executive and Other Committees

5.1 **Executive Committee.** The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law. Unless otherwise authorized by resolution approved by an affirmative vote of a majority of members present at a meeting called for such purpose, the Executive Committee shall be composed of the duly elected officers and appointed Secretary of the Corporation.

5.2 **Authority.** When the Board of Directors is not in session, the Executive Committee shall have and may exercise all of the authority of the Board of Directors, except to the extent, if any, that the Executive Committee shall not have the authority of the Board of Directors in reference to amending the Corporation's Articles of Incorporation, amending, adopting or repealing the Bylaws of the Corporation, authorizing distributions, sales of its property, approving or proposing to members (if any) action that Title 16 of the Utah Code requires to be approved by members, filling vacancies on the Board of Directors or on any of its committees, approving a plan of merger not requiring member (if any) approval, or authorizing or approving the issuance of membership interests, or determining the designation and relative rights, preferences and limitations of members (if any), except within limits specifically prescribed by the Board of Directors.

5.3 **Tenure and Qualifications.** Each member of the Executive Committee shall hold office until the next regular annual meeting of the Board of Directors, after serving three (3) years, following the director's designation and until the director's successor is designated as a member of the Executive Committee and is elected and qualified.

5.4 **Meetings.** Regular meetings of the Executive Committee may be held without notice at such times and places as the Executive Committee may fix from time to time by resolution. Special meetings of the Executive Committee may be called by any member thereof upon not less than two (2) day's notice stating the place, date and hour of the meeting, which notice may be written or oral, and if mailed, shall be deemed to be delivered when deposited in the United States mail addressed to the member of the Executive Committee at ~~the~~ such member's business address. Any member of the Executive Committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of the Executive Committee need not state the business proposed to be transacted at the meeting.

5.5 **Quorum.** A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof and action of the Executive Committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

5.6 **Action Without a Meeting.** Any action required or permitted to be taken by the Executive Committee at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the members of the Executive Committee.

5.7 **Vacancies.** Any vacancy in the Executive Committee may be filled by a resolution adopted by the Board of Directors.

5.8 **Removal and Resignations.** Any member of the Executive Committee may be removed at any time, with or without cause, by resolution adopted by the Board of Directors. Any member of the Executive Committee may resign from the Executive Committee at any time by giving written notice to the President of the Corporation.

5.9 **Procedure.** The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors in a timely manner.

5.10 **Advisory Board.** The Board of Directors may create an Advisory Board for the sole purpose of advising the Board of Directors. Members of the Advisory Board shall be nominated and elected by an affirmative vote of a majority of members present at a meeting called for such purpose. Members of the Advisory Board shall have no authority to bind the Corporation. The Advisory Board shall be invited to give a report at the annual meeting of the Corporation.

5.11 **Other Committees.** The Board of Directors, by resolution adopted by a majority of the full Board, may designate from among its members such other committees as from time to time it may consider necessary or appropriate to conduct the affairs of the Corporation. Each such committee shall have such power and authority as the Board of Directors may, from time to time, legally establish for it. The tenure and qualifications of the members of each committee; the time, place and organization of such committee's meetings; the notice required to call any such meeting; the number of members of each such committee that shall constitute a quorum; the affirmative vote of the committee members required to effectively take action at any meeting at which a quorum is present; the action that any such committee can take without a meeting; and the method in which a vacancy among the members of such committee can be filled and the procedures by which resignations and removals of members of such committee shall be acted upon or accomplished shall be fixed by the resolution adopted by the Board of Directors relative to such matters. Any committees of the Board of Directors in place at the time of the adoption of these Bylaws shall continue in place, and perform the functions prescribed by the Board of Directors resolutions establishing same, until otherwise altered by a Board of Directors resolution.

ARTICLE VI

Contracts, Loans, Bank Accounts, Checks and Deposits

6.1 **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract and execute and deliver any instruments in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless specifically authorized by resolution approved by an affirmative vote of a majority of members present at a meeting called for such purpose, no director may bind the Corporation,

6.2 **Loans.** No loans shall be contracted without approval of the Board of Directors.

6.3 **Bank Accounts.** The Treasurer, Secretary and President shall be the authorized signatories on the accounts, unless another person shall be specifically authorized by resolution approved by an affirmative vote of a majority of members present at a meeting called for such purpose.

6.4 **Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as shall, from time to time, be determined by resolution of the Board of Directors. Unless specifically authorized by resolution approved by an affirmative vote of a majority of members present at a meeting called for such purpose, two signatures shall be required for all checks written in excess of \$500.

6.5 **Deposits.** All funds of the Corporation not otherwise employed shall be deposited, within 10 days, to the credit of the Corporation in such banks, trust companies and other depositories as the Board of Directors may select.

ARTICLE VII

Miscellaneous

7.1 **Agents, Employees, Consultants and Professional Services.** Persons or firms other than officers of this Corporation may from time to time be engaged or employed to assist the Corporation in carrying out its programs and purposes. Any such employment must be by action of the Board of Directors upon terms and conditions, including payment for services, set forth by the Directors.

7.2 **Amendments.** The Board of Directors shall have the power and authority to alter, amend or repeal these Bylaws or the Articles of Incorporation at any regular or special meeting at which a quorum is present after (i) a resolution setting forth such proposed amendment and directing it be submitted, as read, to a vote of the Board of Directors be adopted by a super majority at the immediately prior meeting of the Board of Directors and (ii) written notice of the proposed amendment be mailed at least ten (10) days prior to the meeting at which the amendment is considered for adoption. A majority vote is required to amend the Bylaws or Articles of Incorporation.

7.3 **Fiscal Year.** The Board of Directors shall have the power to fix, and from time to time change, the fiscal year of the Corporation. Unless otherwise fixed by the Board, the calendar year shall be the fiscal year.

7.4 **Seal.** The Board of Directors may adopt a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the Corporation, the state of incorporation, and the word "SEAL."

7.5 **Waiver of Notice.** Whenever any notice is required to be given under the provisions of these Bylaws, or under the provisions of the Corporation's Articles of Incorporation, or under the provisions of the corporation laws of the State of Utah, 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 equivalent to the giving of such notice.

7.6 **Indemnification.** To the fullest extent that is expressly permitted or required by the statutes of the State of Utah and all other applicable law, the Corporation may indemnify any director, officer, employee or agent or a former director, officer, employee or agent of the Corporation against expenses actually and reasonably incurred by such individual in connection with the defense of any action, suit or proceeding, civil or criminal, in which such individual is made a party by reason of having been a director, officer, employee or agent, except in relation to matters as to which such individual shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of such individual's duty to the Corporation, and against any other expenses as authorized by resolution of the Board of Directors.

7.7 **Proxy.** A director shall be allowed to submit proxy authorization, in writing, to another director.

7.8 **Construction.** Unless the context specifically requires otherwise, any reference in these Bylaws to any gender shall include all other genders; any reference to the singular shall include the plural; and any reference to the plural shall include the singular.

ARTICLE VIII

Conflicts of Interest, Liability Insurance, and Miscellaneous Powers and Functions

8.1 **Coverage of Conflict of Interest Policy.** This policy shall apply to all members of the Board and corporate officers of the Corporation. It shall be the obligation of the Corporation's management to publicize this policy on a recurring basis.

8.2 **Disclosure of Conflicts.** All members of the Board and all officers of the Corporation shall disclose all real or apparent conflicts of interest, which they discover or have brought to their attention in connection with the Corporation's activities. "Disclosure" as used herein shall mean providing promptly to the appropriate persons a written description of the facts comprising the real or apparent conflict of interest. An annual disclosure statement shall be circulated to directors and officers to assist them in considering such disclosures, but disclosure is appropriate whenever conflicts of interest may occur. The written notice of disclosure of conflicts of interest shall be filed with the President or any other person designated from time to time to receive such notifications. All disclosures of real or apparent conflicts of interest received hereunder shall be noted for record in the minutes of a meeting of the Board.

8.3 **Proscribed Activity by Persons Having Conflicts.** Where an individual director or officer believes that he/she or a member of his/her immediate family might have or does have a real or apparent conflict of interest, he/she should, in addition to filing the notice of disclosure required hereunder, abstain from making motions, voting, executing agreements, or taking any other similar direct action on behalf of the Corporation where the conflict of interest might pertain by law, agreement or otherwise.

8.4 **Liability Insurance.** To the extent not proscribed by statute or by the Corporation's Articles of Incorporation, the Corporation shall purchase directors and officers liability insurance for the protection of the Corporation, its Board of Directors, officers, employees and agents from liability arising out of the activities of the Corporation.

8.5 **Miscellaneous Powers and Functions.** To the extent not proscribed by the Corporation's Articles of Incorporation, the Corporation shall have such other powers and functions as shall be set forth, or as shall not otherwise be proscribed, by statute.