BYLAWS OF THE UTAH NONPROFITS ASSOCIATION

Revised November 2025

ARTICLE I

NAME

The name of the organization shall be the Utah Nonprofits Association, Inc., hereafter referred to as "UNA."

ARTICLE II

PURPOSE

UNA is organized to operate exclusively for charitable and educational purposes. UNA does not discriminate on the basis of race, religion, gender, national origin, disability, age, or sexual orientation.

UNA's mission is to unify, strengthen, and elevate Utah's nonprofits. UNA's vision is to promote strong and vibrant communities for all Utah.

ARTICLE III

LOCATION

The principal office of the organization, at which the general business of the corporation will be transacted and where the records of the corporation will be kept, will be at such place in the State of Utah as may be fixed from time to time by the Board of Directors.

ARTICLE IV

MEMBERS

SECTION 1. ELIGIBILITY. Membership in UNA shall be open to (1) any qualifying agency or organization maintaining tax-exempt status under Section 501(c) of the Internal Revenue Code of 1986, as amended, or any subsequent revision of the tax code which defines tax-exempt organizations; and (2) individuals and other organizations or businesses interested in promoting the purposes and standards of UNA.

SECTION 2. CLASSIFICATIONS. There shall be various classes of membership, such as: individual, corporate, and organizational, specific categories of which will be determined by the Board of Directors from time to time.

SECTION 3. DUES. Annual membership dues shall be determined by the Board of Directors.

SECTION 4. ADMISSION. Organizations or individuals may become members of UNA if they:

a) meet the eligibility criteria for one of the member classifications above;
b) agree to work for the purposes of UNA and to operate within these Bylaws;
c) pay annual membership dues; and
d) agree to adhere to the Standards of Ethics for Nonprofit Organizations adopted by UNA, in the case of any member that is a Code Section 501(c) organization. *Revised September 2024 2*

SECTION 5. RIGHTS OF MEMBERS. The Board of Directors from time to time may establish certain rights and privileges relating to the specific classes of membership, but no member shall have any voting rights or other rights of members set forth in the Utah Revised Nonprofit Corporation Act.

ARTICLE V
MEETINGS OF MEMBERS

Meetings of the members may be called by the Board of Directors at such time and place as they may determine. At least 10 days' notice of any meeting shall be given to the members.

ARTICLE VI
BOARD OF DIRECTORS

SECTION 1. GOVERNANCE OF UNA. The governance of UNA shall be vested in a Board of Directors consisting of eight to 24 Directors. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, the Board of Directors shall exercise all authority in the governance of UNA. The Directors serving hereunder shall have the power, authority, and responsibilities of and shall perform the functions provided for Directors under the Utah Revised Nonprofit Corporation Act, including, but not limited to, the power to do the following:

a) To appoint and control and at its pleasure remove any agents and to allow such compensation for their services as the Board shall deem proper. This shall include the

power to appoint investment advisors, trust companies, banks or other fiduciaries to invest and safeguard UNA's assets;

b) To prescribe, consistent with these Bylaws, the duties of any Officer;
c) To determine and govern all matters affecting UNA's finances, discipline, committees or the function; and
d) To conduct such acts as may be required to carry out UNA's exempt purposes.

All powers not delegated by the Board of Directors are reserved to the Board of Directors.

SECTION 2. COMPOSITION OF BOARD. No fewer than 50% of the Directors shall be individuals who are representatives of 501(c) member organizations under Article IV, Section 2. The remaining Directors may be individual members or representatives of corporate members who provide specific expertise or experience deemed valuable and beneficial to UNA. Individual or corporate member Directors may not also serve as representatives of 501(c)(3) organizations on the Board.

SECTION 3. ELECTION OF DIRECTORS. The election of Directors shall be made at the annual meeting of the Board of Directors, or if action is not then taken, or if there is a vacancy, the election may be made at any regular or special meeting of the Board of Directors for which notice is given as provided herein. The Directors elected as set forth herein shall be elected by the then serving Directors. Those Directors elected by the Board may be presented to the Members each year at an annual event or meeting, as determined by the Board of Directors. *Revised September 2024 3.*

SECTION 4. TERM OF OFFICE. The term of each Director will be three years. No Director shall serve more than two consecutive three-year terms; provided, however, the second term of a director who is serving as Chair or Immediate-past Chair may be extended by one year.

SECTION 5. RESIGNATION/REMOVAL OF DIRECTOR. Any Director may resign his or her position as a Director (including any and all committee memberships) at any time upon written notice (which may include email) to the chief executive officer (CEO). Any Director may be removed with or without cause from the Board of Directors by an affirmative vote of two-thirds of the Directors present at an official meeting of the Board.

SECTION 6. UNEXCUSED ABSENSE CONSIDERED A RESIGNATION. Unexcused absence from three regularly scheduled meetings of the Board of Directors within a year may be considered a resignation by the Executive Committee. In such a case, those Directors will be notified in writing of their resignation. Board members who have an approved leave of absence by the Executive Committee will be excluded from determining a quorum.

SECTION 7. COMPENSATION AND EXPENSES. No compensation will be paid to any member of the Board of Directors for services as a member of the Board. By resolution of the Board, reasonable expenses may be allowed.

ARTICLE VII

MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1. BOARD MEETINGS. Regularly scheduled meetings of the Board of Directors will be held at times and places to be designated by the Board. The Board shall hold at least four meetings per year. Board meetings may be held via telephone or video conferencing or in person. Directors may attend and participate in any meeting of the Board of Directors through any communications equipment if all persons participating can communicate with each other.

SECTION 2. SPECIAL BOARD MEETINGS. Special meetings of the Board of Directors may be called by the Chair or by a majority of the Board. Such meetings may be held via telephone or video conferencing or in person.

SECTION 3. NOTICE. Notice of the place, date, and time of each meeting of the Board of Directors shall be given to each Director. Any notice referred to in this Section 3 may be given by any reasonable means and need not specify the purposes of the meeting, except that if an amendment to the Articles of Incorporation or these Bylaws is proposed a copy of such proposed amendment shall accompany said notice, and except with respect to a proposed action to elect or remove a Director or Officer. Notice of any meeting shall be considered given if mailed (including by email) or otherwise sent or delivered to the Director's physical or email address specified in UNA's records. The giving of notice shall be deemed to be waived by any Director who shall attend and participate in such meeting, other than to protest the lack of proper notice at or prior to such meeting, and may be waived, in writing, by any Director either before, at or after such meeting. Such writing shall be filed with or entered upon the records of the meeting. Notice of meetings of the Board of Directors need not be served on the Members.

SECTION 4. QUORUM AND VOTING. Except as otherwise provided in the Articles of Incorporation or these Bylaws, a majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Directors. At all meetings of the Board of Directors, each Director present is entitled to cast one vote on any motion. A majority of votes when a quorum is present is necessary to carry out actions of the Board of Directors.

Except as otherwise provided in the Articles of Incorporation or these Bylaws, a majority of the members of any committee shall constitute a quorum for the exercise of delegated authority at any meeting of such committee. At all meetings of each committee, each Director present is entitled to cast one vote on any motion. The vote of a majority of members of a committee at a meeting when a quorum is present is required for any committee to take any action that exercises any authority delegated to that committee by the Board of Directors.

SECTION 5. ACTION WITHOUT A MEETING.

BOARD PROVISION: Any action required or permitted to be taken at a meeting of the Board of Directors may instead be taken without a meeting by a writing or writings signed by that number of Directors that would be required to approve the action at a meeting at which all Directors then in office were present and voted if (i) written notice of such proposed action is sent to each Director and (ii) before the time stated in such notice, each Director (a) signs a writing approving or disapproving such action, abstains from voting on such action in writing, or fails to respond or vote and (b) does not demand in writing that such action not be taken without a meeting. A vote taken by email shall constitute a writing "signed" by a Director. Failure to respond to a request for vote within the time set forth in the notice shall constitute a "no" vote for the proposed action.

ARTICLE VIII
OFFICERS

SECTION 1. NUMBER AND TITLES. The officers of UNA will be a Chair, Vice-Chair, Secretary, and Treasurer, all of whom shall be elected by the Board of Directors at its annual board meeting. Officers shall hold office for one year. In order to become an officer, the person must be a member in good standing of the Board of Directors.

SECTION 2. DUTIES. The duties of these officers shall be those which usually pertain to these offices.

SECTION 3. ELIGIBILITY. Officers may serve two consecutive annual terms in the same position and are eligible to serve again in that same office after a period of one year following the completion of two consecutive terms.

SECTION 4. VACANCY. A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term. Notwithstanding the foregoing, in the event that the Chair is unwilling or unable (including by way of death, disability, resignation or

removal) to fulfill his or her term as Chair, the Vice-Chair shall automatically, and without the need of further action by the Board of Directors or otherwise, assume the position of Chair and shall serve the unexpired portion of such term as the Chair. At the discretion of the Board, such individual may serve the remainder of such term as the Chari and the Vice-Chair simultaneously, or the Bord may elect a new Vice-Chair to serve for the remainder of such term.

ARTICLE IX

CEO AND STAFF

SECTION 1. APPOINTMENT. The Board of Directors may appoint a CEO of UNA or any other staff as it deems necessary unless it has already appointed a CEO, in which case, the CEO, may, with prior budgetary authority of the Board, appoint other staff as is deemed necessary. Such CEO will hold office at the will of the Board. The CEO shall serve as an ex-officio member of all committees except for any committee appointed for the purpose of evaluating the CEO. The CEO may bear any title as the Board determines appropriate. *Revised September 2024 5*

SECTION 2. DUTIES. It shall be the duty of the CEO to carry out the policies and programs of UNA and to appoint other members of the staff in positions authorized by the Board, to assign their duties, to direct and supervise their work, and to perform such other duties as may be directed by the Board of Directors.

ARTICLE X

COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE. The Executive Committee will consist of the officers of UNA, as described in Article VIII, the chair of the Advocacy and Public Policy Committee, and a minimum of one other Director, as determined by the officers of UNA. A retiring Chair shall be invited to remain for one year as a voting member of the Executive Committee and of the Board. The Chair will chair the Executive Committee. This committee will serve as the central planning group of UNA, will provide oversight for UNA's financial activities and records, and have full authority to act for the Board in managing the affairs of UNA during the times between meetings of the Board.

SECTION 2. GOVERNANCE COMMITTEE. The Chair shall appoint a Governance Committee of at least three members. The Governance Committee shall review the general policies of UNA and

will also submit in writing to the Chair its nominations for Directors. The Governance Committee shall also submit to the Board a list of candidates to serve as officers in the coming year.

SECTION 3. ADVOCACY AND PUBLIC POLICY COMMITTEE. The Chair shall appoint an Advocacy and Public Policy Committee of at least three members. The Advocacy and Public Policy Committee shall have the powers and responsibilities set forth in the UNA Policy on Advocacy and Public Policy, as may be amended by the Board of Directors from time to time.

SECTION 4. OTHER COMMITTEES. The Board of Directors may authorize the establishment of other committees, advisory councils, or task forces from time to time and assign duties to them. The Chair shall appoint members or delegate this authority.

SECTION 5. QUORUM AND VOTING. Except as otherwise provided in the Articles of Incorporation or these Bylaws, a majority of the members of any committee shall constitute a quorum for the exercise of delegated authority at any meeting of such committee. At all meetings of each committee, each Director present is entitled to cast one vote on any motion. The vote of a majority of members of a committee at a meeting when a quorum is present is required for any committee to take any action that exercises any authority delegated to that committee by the Board.

SECTION 6. ACTION WITHOUT A MEETING. Any action required or permitted to be taken at a meeting of any committee may instead be taken without a meeting by a writing or writings signed by that number of Directors that would be required to approve the action at a meeting at which all members of such committee were present and voted if (i) written notice of such proposed action is sent to each such Director and (ii) before the time stated in such notice, each such Director (a) signs a writing approving or disapproving such action, abstains from voting on such action in writing, or fails to respond or vote and (b) does not demand in writing that such action not be taken without a meeting. A vote taken by electronic mail or "email" shall constitute a writing "signed" by a Director. Failure to respond to a request for vote within the time set forth in the notice shall constitute a "no" vote for the proposed action.

ARTICLE XI
INDEMNIFICATION

UNA shall defend, indemnify, and hold harmless every agent, employee, Director or officer and heirs, executors or administrators, against liability, including expenses reasonably incurred in connection with any action, suit or proceeding to which the individual is made a party by reason of being or having been an agent, employee, Director or officer, provided the person acted in

good faith and in a manner that was reasonably believed to be in the best interests of UNA as determined by the UNA Board of Directors. The Board of Directors shall have the right to impose reasonable conditions to such indemnification, including that UNA shall have the right to assume and control the defense or settlement of any claim made against the person to be indemnified.

ARTICLE XII
GENERAL PROVISIONS

SECTION 1. DEPOSITS AND WITHDRAWALS OF FUNDS. All funds of UNA not otherwise employed shall be deposited in such banks, trust companies, or other reliable depositories as the Executive Committee may direct. Any withdrawal of funds must follow policies and procedures as set by the Board of Directors.

SECTION 2. AUTHORIZATION. The Board of Directors may authorize any officer or officers, agent or agents, of UNA, 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, UNA. Such authority may be general or confined to specific instances. *Revised September 2024 6*

SECTION 3. ACCOUNTING. Proper accounting methods and safeguards will be established to protect UNA.

SECTION 4. FISCAL YEAR. The fiscal year of UNA will be January 1 through December 31, or such period as determined by the Board of Directors.

SECTION 5. CONTRACTS WITH OFFICERS AND DIRECTORS. No officer or Director of UNA shall be interested, directly or indirectly, in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it, unless such contract is authorized by a majority of the Board of Directors at a meeting at which the interested party neither attends nor votes on the motion and the fact and nature of such interest is fully disclosed or known to the Directors present at the meeting at which the contract is to be authorized.

ARTICLE XIII
AMENDMENTS

SECTION 1. BY DIRECTORS. The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of UNA by affirmative vote of a majority of the Board of Directors, provided,

however, that the Board of Directors is given notice of proposed amendments to the Bylaws and any amendments are adopted at a regular meeting of the Board.

SECTION 2. TAX EXEMPT STATUS. Any and all amendments to these Bylaws shall be consistent with UNA's status as a tax-exempt organization under Code Section 501(c)(3).

ARTICLE XIV
DISSOLUTION

In the event of the dissolution of UNA and after the payment or the provision for payment of all the liabilities of UNA, the Board in its sole discretion shall transfer all of the net assets of UNA to those UNA members qualified as exempt under Code Section 501(c)(3) during the year the dissolution occurs, in equal shares. Any assets not disposed of will be disposed of by a court of competent jurisdiction in the county in which the principal office of record of UNA is located.