

# Utah Women Astronomical Society

## By-Laws

### a Utah Nonprofit Corporation

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# Article 1: OFFICES

## SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in Utah County, Utah.

## SECTION 2. CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another, within Salt Lake County, Utah, by noting the change of address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

_____ , _____ , Utah Dated: _____ ,
20__
_____ Dated: _____ , 20__
_____ Dated: _____ , 20__

## SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without the State of Utah, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

# Article 2: PURPOSES

## SECTION 1. OBJECTIVES AND PURPOSES

The primary objective and purpose of this corporation shall be to provide education about astronomy and related sciences to members and the public. This corporation has been formed, and exists, under the provisions of the Utah Revised Nonprofit Corporation Act, Sections 16-6a-101, *et. al.*, of the Utah Code Annotated, as amended, hereinafter referred to as the “Utah Nonprofit Corporations Act”.

## **Article 3: DIRECTORS**

### **SECTION 1. NUMBER**

The corporation shall, initially, have three directors, commencing as of the date of incorporation of the corporation, and continuing thereafter through December 31, 2022. Effective as of January 31, 2023, and continuously thereafter, the corporation shall have five directors. Collectively, the members of the Board of Directors shall be known as the “Board of Directors”, or sometimes hereinafter referred to simply as the “Board”. No member may serve on the Board for more than two (2) out of any three (3) consecutive full calendar years. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

### **SECTION 2. POWERS**

Subject to the provisions of the Utah Nonprofit Corporations Act, and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

### **SECTION 3. DUTIES**

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;

(e) Register their addresses with the Secretary of the corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

## **SECTION 4. TERMS OF OFFICE**

Candidates for the Board of Directors must be current members of the Club. Directors must maintain their membership in the Club during their term on the Board of Directors. Upon failure to meet this requirement, the Board member shall automatically be removed from the Board of Directors and forfeit all privileges thereof. Directors elected by the membership are elected for a one-year term. Terms shall be effective on the first day of January, following completion of balloting at the Annual Meeting, and shall continue until the 31<sup>st</sup> day of December of the same year, or until a successor is elected and qualifies (whichever occurs later).

## **SECTION 5. COMPENSATION**

Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than director, unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article.

## **SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS**

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be “interested persons.” For purposes of this Section, “interested persons” means either:

(a) Any person currently being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or

(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

## **SECTION 7. PLACE OF MEETINGS**

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such place within or without the State of Utah which has been designated from time to time by the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation

shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the Secretary of the corporation or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board. Any meeting, regular or special, may be held by conference telephone, or electronic mail, or similar communications equipment, so as long as all directors participating in such meeting can hear one another.

## **SECTION 8. REGULAR MEETINGS**

Regular meetings of Directors shall be held at the Board's discretion at the place and time specified by the Board of Directors. There shall be at least one regular or special meeting of the Board each calendar quarter of each fiscal year.

## **SECTION 9. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the President or by any two directors, and such meetings shall be held at the place, within or without the State of Utah, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

The Board may conduct meetings via electronic mail, subject to the following conditions:

1. Any member may ask to be copied on all e-mail between Board members which discusses official business. Members may comment on the ongoing discussion. It shall be the responsibility of the member to provide a working e-mail address.

2. When a formal motion is anticipated, that anticipation must be prominently noted in the discussion. The actual call for votes may not occur less than seventy-two (72) hours from the time that notice is sent, unless this requirement is waived by unanimous consent of the Board.

3. Prior to the call for votes, any director may request that the matter be postponed until the next physical meeting of the Board. That request will be honored unless 2/3 of the directors vote to deny it. The request may come in any form, but must be delivered promptly to all directors. The motion for postponement is not subject to a request for postponement.

4. After a call for votes, a majority of votes in the affirmative must be cast within ninety-six (96) hours in order for a motion to be adopted; otherwise, it fails.

5.The votes will be tabulated and posted as soon as one of the following occurs: (a) all directors have cast their votes; (b) twenty-four (24) hours have passed since the call for votes, and a majority has been achieved either for or against the motion; or (c) ninety-six (96) hours have passed.

6.A director may grant to another director a proxy to vote in his/her place in all matters covered in this section. A director may abstain in advance for a specific period of time from all Board business. Such proxies and notices of abstention shall be filed with the minutes of the proceedings of the Board.

7.The text of the motion and each director’s vote thereon shall be transcribed into the minutes of the Board’s proceedings. An archive of the entire discussion shall be kept electronically and made available to the membership upon request for at least the next ninety (90) days.

8.No new expenditure greater than \$100 may be authorized outside a physical meeting, except by unanimous written consent, as defined below. “Written”, in this context, shall include electronic mail.

9.Failure to participate in the discussion or to vote via electronic mail shall not be construed as “missing” a Board meeting, for purposes of Section 17 below.

## **SECTION 10. NOTICE OF MEETINGS**

Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon two (2) days’ written notice by first-class mail or twenty-four (24) hours’ notice delivered personally or by telephone or other appropriate means of communications. If sent by mail or telegraph, the notice shall be deemed to be delivered twenty-four (24) hours after its deposit in the mails or on its delivery to the telegraph company. Such notices shall be addressed to each director at his or her address as shown on the books of the corporation.

## **SECTION 11. CONTENTS OF NOTICE**

Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

## **SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS**

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined,



is present, and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

## **SECTION 13. QUORUM FOR MEETINGS**

A quorum shall consist of 50% of the Directorships. Except as otherwise provided in these Bylaws or in the Constitution or Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board. The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a simple majority of affirmative votes versus negative votes of the directors present at a meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

## **SECTION 14. MAJORITY ACTION AS BOARD ACTION**

Every act or decision done or made by a simple majority of affirmative votes versus negative votes of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the Utah Nonprofit Corporation Act, require a greater percentage or different voting rules for approval of a matter by the Board. If a Director is unable to attend a Regular or Special Board meeting, the Director may vote in absentia by one of the following methods:

(a) The absent Director may designate another voting Director to vote in his or her place. The absent Director shall inform the presiding officer of the proxy before the meeting is called to order.

(b) The absent Director may designate his or her vote on a specific issue prior to the meeting. The absent Director shall deliver the vote and the issue to be proxied to the presiding officer before the meeting is called to order.

(c) During a meeting, an absent Director may be contacted by telephone, or other appropriate medium of communication, to cast a vote.

In all cases, the absent Director shall be recorded as having cast his or her vote. The Secretary shall record in the minutes of the meeting that the vote was delivered by proxy and the person acting as proxy. A proxy vote will count as though the absent Director was present. For the purposes of attendance requirements, the absent Director shall be considered excused.

## **SECTION 15. CONDUCT OF MEETINGS**

Meetings of the Board of Directors shall be presided over by the President of the corporation, who shall also serve as the Chairperson of the Board, or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

## **SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT A MEETING**

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

## **SECTION 17. VACANCIES**

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased. The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under any applicable law, or missed three consecutive Board meetings without notification to the Board prior to each meeting. Directors may be removed without cause by vote of a 2/3 majority of the votes represented at a membership meeting at which a quorum is present. Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs. Vacancies on the Board shall be filled within a reasonable time by approval of the remaining members of the Board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining director. However, vacancies created by the removal of a director by vote of a 2/3 majority of the members (as provided above) may be filled only by the approval of the members. The members of this corporation may elect a director at any time to fill any vacancy not filled by the directors. The Board of Directors shall consider a person qualified to fill a vacancy on the Board if that person has been an

Active Member of the Club for one (1) year. A person elected to fill a vacancy as provided by this Section shall hold office for the remainder of the office's term or until his or her death, resignation or removal from office.

## **SECTION 18. NON-LIABILITY OF DIRECTORS, OFFICERS, EMPLOYEES, AND MEMBERS OF THE CLUB**

The directors, officers, employees, and members of the Club shall not be personally liable in their capacity as directors, officers, employees, or members of the Club for the acts, debts, liabilities, or obligations of the Club.

## **SECTION 19. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES, MEMBERS, AND OTHER AGENTS OF THE CLUB**

To the extent that a person who is, or was, a director, officer, employee, member, or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation, but only to the extent allowed by, and in accordance with the requirements of, the Utah Nonprofit Corporations Act, or other applicable law.

## **SECTION 20. INSURANCE FOR CORPORATE AGENTS**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, member, or other agent of the corporation) against any liability other than for violating provisions of applicable law relating to self-dealing, asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of the Utah Nonprofit Corporations Act, or other applicable law.

# **Article 4: OFFICERS**

## **SECTION 1. NUMBER OF OFFICERS**

The officers of the corporation shall be a President (who shall also serve as the Chairperson of the Board of Directors), a Secretary, and a Treasurer. The corporation may also have, as determined by the Board of Directors,

one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve as the President or Chairperson of the Board.

## **SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE**

Any member may serve as an officer of this corporation. The President (who shall also serve as the Chairperson of the Board), the first Vice President, and the Secretary / Treasurer shall be elected by the members of the Club. Any additional officers added by the Board of Directors from time to time shall initially be elected by the Board of Directors by a majority vote, and if the Board determines that such additional officers continue to be necessary in the best interests of the Club, such additional officers shall be elected by the members of the Club. Officers are elected for a full calendar one-year term. Each officer shall hold office until the end of the elected term, or until he or she resigns or is removed or is otherwise disqualified to serve, or until the 31<sup>st</sup> day of December of the year in which such officer is elected, whichever occurs first; provided, however, that if no successor has been elected and qualified by the 31<sup>st</sup> day of December of the year in which such officer is elected, such officer shall continue serving in such office until his or her successor shall be elected and qualified. No member may serve as President, Vice President, Secretary, or Treasurer of the Club (which officers also serve as members of the Board of Directors of the Club) for more than two (2) out of any three (3) consecutive full calendar years.

## **SECTION 3. SUBORDINATE OFFICERS**

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall have such authority, and perform such duties, as may be prescribed from time to time by the Board of Directors.

## **SECTION 4. REMOVAL AND RESIGNATION**

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

## **SECTION 5. VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

## **SECTION 6. DUTIES OF PRESIDENT**

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Constitution or the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. If applicable, the President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Constitution or Articles of Incorporation of this corporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

## **SECTION 7. DUTIES OF VICE PRESIDENT**

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Constitution or Articles of Incorporation of this corporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

## **SECTION 8. DUTIES OF SECRETARY**

The Secretary shall:

- Certify and keep at the principal office of the corporation the original, or a copy of these Bylaws as amended or otherwise altered to date.
- Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

- Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws.
- Keep at the principal office of the corporation, or at another place in the State of Utah designated by the Board of Directors, a membership list containing the name, mailing address, and e-mail address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book, together with the date on which such membership ceased.
- Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.
- In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Constitution or Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **SECTION 9. DUTIES OF TREASURER**

Subject to the provisions of these Bylaws relating to the “Execution of Instruments, Deposits and Funds,” the Treasurer shall:

- Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- Keep and maintain adequate and correct accounts of the corporation’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.
- Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
- Prepare, or cause to be prepared, and (if necessary) certify, or cause to be certified, the financial statements to be included in any required reports.
- In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Constitution or Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **SECTION 10. COMPENSATION**

Officers shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Sections 6 through 9 inclusive of this Article.

## **Article 5: COMMITTEES**

### **SECTION 1. EXECUTIVE COMMITTEE**

The Board of Directors may, by a majority vote of directors, designate two (2) or more of its members (who may also be serving as officers of this corporation) to constitute an Executive Committee of the Board, and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except with respect to:

- (a) The approval of any action which, under law or the provisions of the Constitution of the corporation or these Bylaws, requires the approval of the members or of a majority of all of the members.
- (b) The filling of vacancies on the Board or on any committee which has the authority of the Board.
- (c) The fixing of compensation of the directors for serving on the Board or on any committee.
- (d) The amendment or repeal of these Bylaws or the adoption of new Bylaws.
- (e) The amendment or repeal or any resolution of the Board which by its express terms is not so amendable or repealable.
- (f) The appointment of committees of the Board or the members thereof.
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- (h) The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest. By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease, but not below two (2), the number of its members, and fill vacancies therein from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

### **SECTION 2. NOMINATING COMMITTEE**

At least one month prior to the Annual Meeting, the President shall name three members to serve on a committee to be known as the Nominating Committee. It shall be the duty of the Nominating Committee to submit to the members attending the Annual Meeting the names of at least one candidate for each Director to be elected under these Articles.

### **SECTION 3. PRESIDENT’S COMMITTEES**

The President may establish committees whose powers and terms of service are controlled by the President. Actions and findings of such committees shall be subject to ratification by the Board of Directors.

### **SECTION 4. OTHER COMMITTEES**

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of members of the Club who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as “advisory” committees.

### **SECTION 5. MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## **Article 6: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

### **SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in the Constitution of the corporation or these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Any contract or other instrument executed by or on behalf of the corporation must be signed by at least two (2) officers of the corporation, and, as provided in the Constitution of the



corporation, two (2) Board member's signatures shall be required on all checks or other financial instruments executed by or on behalf of the corporation. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

## **SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the corporation shall be signed by the Treasurer and by the President of the corporation.

## **SECTION 3. DEPOSITS**

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

## **SECTION 4. GIFTS**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or other public purposes of this corporation.

# **Article 7: CORPORATE RECORDS, REPORTS, AND SEAL**

## **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep at its principal office in the State of Utah or at another place in the State of Utah designated by the Board of Directors:

(a) Minutes of all meetings of directors, committees of the Board and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present (not required for meetings of members) and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A record of its members, if any, indicating their names and addresses and, if applicable, the termination date of any membership;

(d) A copy of the corporation's Constitution, Articles of Incorporation, and Bylaws, as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times.

## **SECTION 2. CORPORATE SEAL**

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

## **SECTION 3. DIRECTORS' INSPECTION RIGHTS**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

## **SECTION 4. MEMBERS' INSPECTION RIGHTS**

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

(a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.

(b) To obtain from the Secretary of the corporation, upon written demand and payment of a reasonable charge, an alphabetized list of the names, addresses and voting rights of those members entitled to vote for the election of directors or officers, as of the most recent record date for which the list has been compiled. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before ten (10) business days after the demand is received.

(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

## **SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

## **SECTION 6. ANNUAL REPORT**

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and to any member who requests it in writing, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year; and
- (e) Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation. If this corporation receives TWENTY-FIVE THOUSAND DOLLARS (\$25,000), or more, in gross revenues or receipts during the fiscal year, this corporation shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

## **SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS**

This corporation shall mail or deliver to all directors, and to any and all members, a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

(a) Any transaction in which the corporation, or its parent or its subsidiary, was a party, and in which any holder of more than ten percent (10%) of the voting power of the corporation had a direct or indirect material financial interest (a mere common directorship shall not be considered a material financial interest).

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000). Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members. Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated. If this corporation provides all members with an annual report according to the provisions of Section 6 of this Article, then such annual report shall include the information required by this Section.

## **Article 8: FISCAL YEAR**

### **SECTION 1. FISCAL YEAR OF THE CORPORATION**

The fiscal year of the corporation shall begin on the first day of January and end on the last day in December in each year.

## **Article 9: AMENDMENT OF BYLAWS**

### **SECTION 1. AMENDMENT**

Subject to any provision of law applicable to the amendment of Bylaws of nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed, and new Bylaws adopted, as follows:

(a) Subject to the power of members to change or repeal these Bylaws under any provision of applicable law, by approval of the Board of Directors, unless the Bylaw amendment would materially and adversely affect the rights of members as to voting or transfer; provided, however, if this corporation has admitted any members, then a Bylaw specifying or changing the fixed number of directors of the corporation, the maximum or minimum number of directors, or changing from a fixed to variable board or vice versa, may not be adopted, amended, or repealed, except as provided in subparagraph (b) of this Section; or

(b) By approval of the members of this corporation.

## **Article 10: AMENDMENT OF CONSTITUTION OR ARTICLES OF INCORPORATION**

### **SECTION 1. AMENDMENT OF CONSTITUTION OR ARTICLES OF INCORPORATION**

Amendment of the corporation's Constitution or Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of this corporation.

### **SECTION 2. CERTAIN AMENDMENTS**

Notwithstanding the above section of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement.

## **Article 11: PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

### **SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation; provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Constitution or Articles of Incorporation of this corporation, and not otherwise.

## **Article 12: MEMBERS**

## **SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS**

There are hereby established the following classes of membership:

(a) Active Members. Any person may become an Active Member. Active Members shall pay dues to the corporation and have the right to vote at all membership meetings.

(b) Contributing Members. The Board of Directors may confer for a period of one year the title of Contributing Member upon a person who shall have made a substantial contribution, financial or otherwise, to the corporation. Contributing Members shall have all the rights and privileges of Active Members.

No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Constitution, Articles of Incorporation, or Bylaws of this corporation, all memberships shall have the same rights, privileges, restrictions and conditions.

## **SECTION 2. QUALIFICATIONS OF MEMBERS**

Any person is qualified to become a member of this corporation.

## **SECTION 3. ADMISSION OF MEMBERS**

**When the time comes to implement dues in the future:** Payment of dues, as specified in the following sections of this Bylaw, is an application for membership. Approval of an application for membership is by a majority vote of the Board of Directors.

## **SECTION 4. FEES, DUES AND ASSESSMENTS**

(a) The following fee shall be charged for making application for membership in the corporation: None

(b) The annual dues payable to the corporation by members shall be of such amount as may be determined from time to time by resolution of the Board of Directors and may differ between membership classes.

(c) Memberships shall be nonassessable.

## **SECTION 5. NUMBER OF MEMBERS**

There is no limit on the number of members the corporation may admit.

## **SECTION 6. MEMBERSHIP BOOK**

The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office, or at another place in the State of Utah designated by the Board of Directors, and shall be available for inspection by any director or member of the corporation during regular business hours, subject to the inspection rights of Article 7. The record of names and addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

## **SECTION 7. NONLIABILITY OF MEMBERS**

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

## **SECTION 8. NONTRANSFERABILITY OF MEMBERSHIPS**

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

## **SECTION 9. TERMINATION OF MEMBERSHIP**

(a) Grounds for Termination. The membership of a member shall terminate upon the occurrence of any of the following events:

(1) Upon his or her notice of such termination delivered to the President or Secretary of the corporation, personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

(2) Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.

(3) If this corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective on the day after the due date.

(b) Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (a)(2) of this section, the following procedure shall be implemented:

(1) A notice shall be sent by first-class or registered mail to the last address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.

(2) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.

(3) Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.

(4) If this corporation has provided for the payment of dues by members, any person expelled from the corporation shall receive a refund of dues already paid for the current fiscal year. The refund shall be prorated to return only the unaccrued balance remaining for the current period of the dues payment.

## **SECTION 10. RIGHTS ON TERMINATION OF MEMBERSHIP**

All rights of a member in the corporation shall cease on termination of membership as herein provided.

## **SECTION 11. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS**

Notwithstanding any other provision of these Bylaws, if any amendment of the Constitution, of the Articles of Incorporation, or of the Bylaws of this corporation would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of any and all applicable laws.

## **Article 13: MEETINGS OF MEMBERS**

### **SECTION 1. PLACE OF MEETINGS**

Meetings of members shall be held at the principal office of the corporation or at such other place or places within or without the State of Utah as may be designated from time to time by the Board of Directors.



## **SECTION 2. ANNUAL AND OTHER REGULAR MEETINGS**

The October regular meeting shall also be the Annual Meeting, for the purpose of electing directors and officers and transacting other business as may come before the meeting. Each voting member shall cast one vote, with voting being by ballot only. The Annual Meeting of members for the purpose of electing directors and officers shall be deemed a regular meeting and any reference in these Bylaws to regular meetings of members refers also to this Annual Meeting.

Other regular meetings of the members may be held on the day and time set by the Board of Directors. If the day fixed for the Annual Meeting or other regular meetings falls on a legal holiday, the Board of Directors will notify the membership when or if such meeting shall be held.

## **SECTION 3. SPECIAL MEETINGS OF MEMBERS**

(a) Persons Who May Call Special Meetings of Members. Special meetings of the members shall be called by: (1) the Board of Directors, the Chairperson of the Board, or the President of the corporation, or (2) written demand or demands signed and dated by members of the corporation holding at least ten percent (10%) of all the votes entitled to be cast by the members at any meeting of the corporation's members, as provided in Section 16-6a-702(1)(b) of the Utah Nonprofit Corporations Act.

## **SECTION 4. NOTICE OF MEETINGS**

(a) Time of Notice. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Secretary of the corporation not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given twenty (20) days before the meeting.

(b) Manner of Giving Notice. Notice of a members' meeting or any report shall be given either personally or by mail, e-mail, or other means of written communication, addressed to the member at the mailing address, or e-mail address, of such member appearing on the records of the corporation or given by the member to the corporation for the purpose of notice; or if no mailing address, or e-mail address, appears or is given, at the place where the principal office of the corporation is located or by publication of notice of the meeting at least once in a newspaper of general circulation in the county in which the principal office of the corporation is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by e-mail, telegram, or other means of written communication.

(c) Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.

(d) Waiver of Notice of Meetings. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (e) of this section, the waiver of notice or consent shall state the general nature of the proposal.

(e) Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

1. Removal of directors without cause;
2. Filling of vacancies on the Board by members, per Article 3, Section 17;
3. Amending the Constitution or Articles of Incorporation of the corporation; and
4. An election to voluntarily wind up and dissolve the corporation.

## **SECTION 5. QUORUM FOR MEETINGS**

A quorum shall consist of ten percent (10%) or more of all voting members, present either in person or by proxy.

## **SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION**

Every act or decision done or made by a majority of voting members present, in person or by proxy, at a duly held meeting at which a quorum is present is the act of the members, unless applicable law, the Constitution or Articles of Incorporation of this corporation, or these Bylaws require a greater number.

## **SECTION 7. VOTING RIGHTS**

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Directors and officers, however, shall be by ballot.

## **SECTION 8. PROXY VOTING**

Members entitled to vote shall have the right to vote either in person or by a written proxy executed by such person or by his or her duly authorized agent and filed with the Secretary of the corporation; provided, however, that no proxy shall be valid after two (2) months from the date of its execution. No proxy shall be irrevocable and may be revoked. All proxies shall state the general nature of the matter to be voted on and, in the case of a proxy given to vote for the election of directors, shall list those persons who were nominees at the time the notice of the vote for election of directors was given to the members. In any election of directors, any proxy which is marked by a member “withhold” or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld shall not be voted either for or against the election of a director. Proxies shall afford an opportunity for the member to specify a choice between approval and disapproval for each matter or group of related matters intended, at the time the proxy is distributed, to be acted upon at the meeting for which the proxy is solicited. The proxy shall also provide that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith.

## **SECTION 9. CONDUCT OF MEETINGS**

Meetings of members shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present in person or by proxy. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

## **SECTION 10. ACTION BY WRITTEN BALLOT WITHOUT A MEETING**

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide

that where the person solicited specifies a choice with respect to any such proposal, the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the corporation. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 4(b) of this Article.

All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the corporation in order to be counted.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors and officers may be elected by written ballot. Such ballots for the election of directors or officers shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked “withhold” or otherwise marked in a manner indicating that the authority to vote for the election of directors or officers is withheld, they shall not be counted as votes either for or against the election of a director or officer.

A written ballot may not be revoked after its receipt by the corporation or its deposit in the mail, whichever occurs first.

## **SECTION 11. REASONABLE NOMINATION AND ELECTION PROCEDURES**

This corporation shall make available to members reasonable nomination and election procedures with respect to the election of directors or officers by members. Such procedures shall be reasonable given the nature, size and operations of the corporation, and shall include:

- (a) A reasonable means of nominating persons for election as directors or officers.
- (b) A reasonable opportunity for a nominee to communicate to the members the nominee’s qualifications and the reasons for the nominee’s candidacy.
- (c) A reasonable opportunity for all nominees to solicit votes.
- (d) A reasonable opportunity for all members to choose among the nominees.

Upon the written request by any nominee for election as a director or officer, and the payment with such request of the reasonable costs of mailing (including postage), the corporation shall, within ten (10) business days after such request (provided payment has been made) mail to all members or such portion of them that the nominee may reasonably specify, any material which the nominee shall furnish and which is reasonably related to the election, unless the corporation, within five (5) business days after the request, allows the nominee, at the corporation's option, the right to do either of the following:

(a) inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand upon the corporation, which demand shall state the purpose for which the inspection rights are requested; or

(b) obtain from the Secretary, upon written demand and payment of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors or officers, as of the most recent record date for which it has been compiled or as of any date specified by the nominee subsequent to the date of demand.

The demand shall state the purpose for which the list is requested and the membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled. If the corporation distributes any written election material soliciting votes for any nominee for director at the corporation's expense, it shall make available, at the corporation's expense, to each other nominee, in or with the same material, the same amount of space that is provided any other nominee, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

Generally, any person who is qualified to be elected as a director or officer shall be nominated at the annual meeting of members held for the purpose of electing directors or officers by any member present at the meeting in person or by proxy.

## **SECTION 12. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT A MEETING**

Except as otherwise provided in these Bylaws, any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

## **SECTION 13. RECORD DATE FOR MEETINGS**

The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to Section 16-6a-706 of the Utah Nonprofit Corporations Act.

## **Article 14: OFFICIAL NEWSLETTER OF UVAC**

### **SECTION 1.**

The UWAS \_\_\_\_\_ is the official newsletter of the Utah Women Astronomical Society. The UWAS \_\_\_\_\_ will be published on a biannual basis. Notices of general meetings, Board meetings, the annual meeting, elections of directors and officers, amendments to the corporation’s Constitution, Articles of Incorporation, or Bylaws, official notices to the members, and UWAS functions will all be published in the UWAS \_\_\_\_\_. This newsletter constitutes the official and legal notification to members of these planned events and activities. The UWAS \_\_\_\_\_ can be delivered in the U.S. mail or by electronic mail. The UWAS \_\_\_\_\_ will publish the names of the officers and contact information in each issue; members shall have the right to submit articles and letters to the UWAS \_\_\_\_\_, as long as the item pertains to club business or astronomy issues.

### **SECTION 2.**

The President of the corporation will nominate the Editor (from time to time) of the UWAS \_\_\_\_\_; his/her election requires a majority vote of the Board. The term of the Editor will be one year, and may be renewed annually without limits.

### **SECTION 3.**

The Editor will review the contents of the UWAS \_\_\_\_\_ with the members of the Board of Directors prior to publication.

## **Article 15: CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: \_\_\_\_\_

\_\_\_\_\_, Secretary

