

**AMENDED AND RESTATED BYLAWS**

**OF**

**The Children's Center Utah**

A Utah Nonprofit Corporation

Dated Effective July 1, 2023

**Amended and Restated Bylaws  
of  
The Children’s Center Utah**

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## **Amended and Restated Bylaws of The Children's Center Utah**

These Amended and Restated bylaws (the “**Bylaws**”) are adopted for the governance of The Children's Center Utah, a Utah nonprofit corporation (herein referred to as the “**Corporation**”) as provided in the Utah Revised Nonprofit Corporation Act (the “**Act**”).

### **ARTICLE I OFFICES**

**Section 1.1. Business Offices.** The principal office of the Corporation shall be located at 3725 West 4100 South, West Valley City, UT 84120. The Corporation may at any time and from time to time change the location of its principal office. The Corporation may have such other offices, either within or outside Utah, as the Board of Directors (“**Board**”) may designate or as the affairs of the Corporation may require from time to time.

**Section 1.2. Registered Office.** The registered office required by Utah law may be changed from time to time by the Board or by the officers of the Corporation.

### **ARTICLE II BOARD OF DIRECTORS**

**Section 2.1. General Powers.** Except as otherwise provided in the Act, the Articles of Incorporation or these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business affairs of the Corporation shall be managed by, the Board.

**Section 2.2. Qualifications, Number, Appointment and Tenure.**

(a) Qualifications. Each director must be at least twenty-one (21) years of age or older. A director need not be a resident of Utah.

(b) Number. The total number of directors of the Corporation shall be established by the Board from time to time, but shall not be less than three (3) nor more than thirty five (35).

(c) Appointment. The Board shall appoint and elect each member of the Board. Any vacancy occurring in the Board may be filled by an appointment approved by the Board through such nomination committee or other process as the Board may determine. A director appointed to fill a vacancy shall serve for the unexpired term of such director's predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by an appointment approved by the Board; a director so chosen shall hold office until the end of the term designated for the position so created and thereafter until the director's successor shall have been elected and qualified, or until the director's earlier death, resignation or removal.

(d) Tenure. Directors shall be elected for a term of three (3) years, whether appointed by reason of an increase in the number of directors or to succeed those whose terms expire. Directors may serve such number of terms as the Board may determine.

**Section 2.3. Removal.** Any director may be removed at any time, with or without cause, by the Board.

**Section 2.4. Resignation.** Any director may resign at any time by giving written notice to the Chair of the Board or to the entire Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 2.5. Compensation.** By resolution of the Board, the Corporation may pay directors' out-of-pocket expenses, if any, for expenses reasonably incurred to perform the duties of office, but otherwise no compensation or remuneration shall be paid to directors for their service as a member of the Board. A director may also serve the Corporation in other capacities and may receive reasonable compensation for such services; provided that each specific service and the rate of compensation therefor shall be approved by the Board in advance in each instance.

**Section 2.6. Chair.** The Board may appoint from its own number a Chair of the Board. The Chair shall be appointed and removed at will by the Board. If so appointed, the Chair shall (i) preside at all meetings of the Board; (ii) see that all orders and resolutions of the Board are carried into effect; (iii) serve as chair of the Executive Committee and supervise and manage its activities; (iv) perform all other duties incident to the office of Chair and such other duties as may be prescribed from time to time by the Board. The Chair shall serve for one or more 2-year terms, which shall begin immediately following appointment or reappointment, and shall continue to hold office until his or her successor shall have been duly appointed and qualified, or until his or her earlier death, resignation or removal.

**Section 2.7. Other Board Leaders.** In addition to appointing a Chair, the Board in its discretion may appoint directors to other Board leadership positions respectively described below. Persons occupying these offices shall be appointed and removed at will by the Board and shall have such respective terms of office as the Board may determine. None of these officials shall be officers of the Corporation.

(a) Vice Chair. The Vice Chair if appointed shall assist the Chair and shall perform such duties as may be assigned by the Chair or by the Board. The Vice Chair shall, in the Chair's absence or inability to act, perform the duties of the Chair and when so acting shall have all of the powers and be subject to all of the limitations of the Chair. The term of the Vice Chair shall begin immediately following appointment or reappointment, and shall continue until his or her successor shall have been duly appointed and qualified, or until his or her earlier death, resignation or removal.

(b) Chair Elect. The Board may appoint a Chair Elect to succeed the Chair following the conclusion of the term of the Chair determined by the Board. Once the Chair Elect becomes the Chair, the Board may appoint a new Chair Elect. The Chair and Vice Chair shall take

such actions as they may determine to help prepare the Chair Elect to fulfill the duties of Chair at the appointed time.

(c) Past Chair. The Past Chair shall be a member of the Board that has most recently served as Chair and shall make his or her experience as Chair available to the Chair, Vice Chair and Chair Elect as may be reasonably requested.

(d) Secretary. The Board may appoint a Secretary to (i) keep the minutes of the proceedings of the Board, and if directed by the Chair, any committees of the Board; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and (iii) perform such other duties as may be incident to the office of secretary of the Board and such other duties as may be assigned from time to time by the Chair.

**Section 2.8. *Ex Officio Members of the Board.*** The Board may appoint and remove individuals as “ex officio” directors. Persons appointed to this office shall be entitled to receive notice of and attend meetings of the Board but shall not be entitled to vote on any matter that may arise before the Board, shall not be counted for the purpose of determining the existence of a quorum and shall not be included in Board discussions that are subject to the attorney client privilege. Ex officio members of the Board may serve in such other capacities to the Corporation as the Board may determine.

**Section 2.9. *Honorary Members of the Board.*** The Board may appoint and remove individuals as “Honorary” directors. The Board may invite Honorary directors to meetings from time to time, provide relevant information and updates and give them such recognition as the Board may determine. If they attend meetings, Honorary members shall not be entitled to vote on any matter that may arise before the Board, shall not be counted for the purpose of determining the existence of a quorum and shall not be included in Board discussions that are subject to the attorney client privilege.

**Section 2.10. *Committees.*** The Board shall establish and maintain an Executive Committee and such other committees as it may determine from time to time, including other standing committees described below. Individuals who are not directors may serve on committees, but no committee may exercise any power or authority reserved to the Board in these Bylaws or the Act unless the Committee is comprised of at least two directors and has no members who are not directors. Each committee of the Board shall be governed and operated by means of a separate charter created and amended from time to time by a majority vote, with copies of all charters and amendments thereto provided to the Board. The terms and provisions of committee charters shall supercede the descriptions of the committees below, should a conflict in interpretation or meaning arise. Consistent with its respective charter, and taking into consideration recommendations, if any, from the Governance/Ethics Committee, each committee shall select its own members by majority vote, shall set the terms of committee members and may remove or replace members at any time for any reason by majority vote. The Board shall appoint the chair of each committee, who shall by virtue of that office be a member of the Executive Committee. The delegation of authority to any committee shall not operate to relieve the Board from any responsibility imposed by law. “Majority vote” as used in this paragraph means the affirmative vote of a majority of committee members in attendance at a meeting in which a quorum is present. A “quorum” for this purpose has the same meaning as set forth in Section 3.6.

(a) Executive Committee.

(i) The Executive Committee shall consist of the Chair, who shall be the presiding officer of the Committee, the chairs of each of the standing committees of the Corporation and such other members of the Board as the Board may appoint. The Board may remove and replace members of the Executive Committee at its discretion.

(ii) The Executive Committee, when the Board is not in session, shall have and may exercise all of the authority of the Board except that the Executive Committee cannot provide for the sale, lease or other disposition of all or substantially all of the property and assets of the Corporation otherwise than in the usual and regular course of its business, provide for a voluntary dissolution of the Corporation or a revocation thereof, amend the Articles of Incorporation or Bylaws of the Corporation or appoint or remove directors.

(iii) The Executive Committee may fix its own rules and procedures which shall not be inconsistent with these Bylaws. It shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information at the meeting thereof held next after the proceedings shall have been taken.

(b) Governance/Ethics Committee. This committee provides guidance to the Board relating to Board functions, operations, strategic planning and matters relating to equity, diversity, inclusion and belonging. It identifies potential Board members and chairs of committees and nominates them for consideration by the Board. It further instructs and advocates directors and employees to maintain the highest ethical standards in the conduct of Corporation affairs and managing the Corporation's business with integrity, avoiding conflicts of interest and complying with all applicable laws in a manner that excludes considerations of personal advantage or gain. The committee is also focused on enhancing the ethical environment.

(c) Administration/Finance Committee. This committee makes recommendations to improve the administrative policies and procedures of the Corporation's staff in an effort to improve efficiency and reduce cost. The committee also will assist in forming financial policies for the Corporation and overseeing the Corporation's activities related to care and custody of funds and investments; supervising accounts including providing receipts; paying debts and payrolls; managing systems of accounting and maintenance of records; and ensuring timely preparation of financial statements, hiring of accountants and preparation of tax and information returns.

(d) Development Committee. This committee studies and recommends policies and procedures relating to development and raising financial and other resources for the organization. The committee also recommends policies and activities related to communications and public relations including all channels of promotion and marketing to create visibility and awareness of the Corporation and deliver strategic messaging. The committee is expected to expand the donor base through major gift activities such as grant requests, public events and consistent community outreach.



(e) Public Policy/Advocacy Committee. The committee keeps current on governmental policies, legislation and regulatory actions, supports those that further the Corporation's purposes and is active in attempting to modify government actions inconsistent with the Corporation's purposes and long-term vision, all consistent with limitations of law. This committee also stays attuned to initiatives and activities of the Corporations for which public education, collaboration with outside bodies or legislative action may be needed to further the interests of the Corporation and recommends to the Board useful steps to publicly promote the Corporation's exempt purposes.

(f) Clinical Evaluation Committee. This committee ensures that employees, contractors and agents of the Corporation providing clinical services equal or surpass all educational and technical qualifications required to provide services to clients; initiates and monitors internal checks and controls that encourage the highest levels of service and competency; and provides assessment and direction in furtherance of quality performance. Other areas of focus include the standardization of services, enhancement of teamwork and accountability, exploration of community-based needs for clinical services and identification of training and outreach opportunities. This committee also promotes the rights of clients, encourages shared decision making between staff and parents/guardians of clients and implements fair policies and procedures that maximize the likelihood of achieving good client-centered outcomes.

***Section 2.11. Advisory Boards.*** The Board may from time to time form one or more advisory boards, task forces, auxiliaries or other advisory bodies composed of such members, having such rules of procedure, and having such chair, as the Board shall designate. The name, objectives and responsibilities of each such advisory body, and the rules and procedures for the conduct of its activities, shall be determined by the Board. An advisory body may provide such advice, service, and assistance to the Corporation, and carry out such duties and responsibilities for the Corporation as may be specified by the Board. However, no advisory body shall have authority to exercise any powers of the Board, to incur any corporate expense or to make any representation or commitment on behalf of the Corporation without the express approval of the Board or the Chief Executive Officer of the Corporation.

***Section 2.12. Emergency Powers.*** For purposes of this Section, an emergency shall be deemed to exist if a quorum of voting directors cannot readily be obtained because of a catastrophic event, within the meaning of that term under the Act. In the event of an emergency, notice of a meeting of the Board need be given only to those directors that practically can be reached, and notice can be given by any practicable manner, including by radio. Directors and officers of the Corporation present at the meeting of the Board may be considered voting directors, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum. During an emergency, the Board may modify seniority to accommodate the incapacity of any directors, officers, employees or agents, adopt Bylaws only to be effective during the emergency, relocate the Corporation's principal offices and take such other action as is necessary in good faith to further the Corporation's ordinary activities and purposes.

## ARTICLE III MEETINGS

**Section 3.1. Regular Meetings.** Regular meetings of the Board may be held at such time and place, either within or outside the State of Utah, as may be determined by the Board, for the purpose of transaction of such business as may come before the meeting. After the times, dates and places of regularly scheduled, periodic regular meetings of the Board shall have been determined by resolution of the Board and notice thereof shall have been once given to each member of the Board in the manner set forth in Section 3.4, regularly scheduled, periodic meetings of the Board may be held without notice at such times, dates and places.

**Section 3.2. Special Meetings.** Special Meetings of the Board may be called by or at the request of two or more directors, or by either the chair of the Board or the Chief Executive Officer. The person or persons authorized to call special meetings of the Board may fix the time and place, either within or outside the State of Utah, subject to approval by the Chair, for holding any special meeting of the Board called by them.

**Section 3.3. Annual Meetings.** One of the meetings of the Board described above shall be designated as the Annual Meeting for the purposes of organizational matters, election of officers and the transaction of other business.

### **Section 3.4. Notice of Meetings.**

(a) **Requirements.** Any officer of the Corporation or a delegate, shall give written notice to each director of the date, time and place of each meeting of the Board (except that notice is not required for regularly scheduled, periodic meetings as to which notice shall have been previously given to a member of the Board). The notice need not specify the purpose of the meeting. Notice of the time and place of meetings of directors shall be: (i) delivered personally by hand or by courier, at least two (2) days before the meeting; (ii) sent by United States first-class mail, postage prepaid, at least five (5) days before the meeting; (iii) sent by facsimile, at least two (2) days before the meeting; or (iv) sent by electronic mail, at least two (2) days before the meeting, in any case directed to each director at that director's address, telephone number, facsimile number or electronic mail address, as the case may be, as shown on the Corporation's records. The notice need not specify the place of the meeting (if the meeting is to be held at the Corporation's principal executive office) nor the purpose of the meeting, but shall specify the place of the meeting if the meeting is to be held other than at the Corporation's principal executive office.

(b) **Waiver of Notice.** A director may waive notice of any meeting before or after the time and date of the meeting stated in the notice. Except as otherwise provided in this Section 3.4(b), the waiver shall be in writing and signed by the director entitled to the notice. Such waiver shall be delivered to the Corporation for filing with the corporate records, but such delivery and filing shall not be conditions of the effectiveness of the waiver. A director's attendance at or participation in a meeting waives any required notice to that director of the meeting unless: (i) at the beginning of the meeting or promptly upon the director's later arrival, the director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting; or (ii) if special notice was required of a particular purpose pursuant to the Act or these Bylaws, the director objects

to transacting business with respect to the purpose for which such special notice was required and does not thereafter vote for or assent to action taken at the meeting with respect to such purpose.

**Section 3.5. Presumption of Assent.** A director of the Corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the voting director, at the beginning of the meeting, objects to holding the meeting or transacting business at the meeting, and after objecting, does not vote for or assent to any action taken at the meeting. The director must also, at the same time, request that his or her dissent shall be entered in the minutes of the meeting, or file his or her written dissent to such action with the presiding officer of the meeting before the adjournment thereof or with the Corporation promptly after adjournment of the meeting. The director shall forward such dissent by registered mail to the secretary of the Corporation immediately after the adjournment to the meeting. No director may dissent regarding an action for which the voting director voted in favor.

**Section 3.6. Quorum and Voting.** One-third of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at any meeting of the Board, and, except as otherwise provided by the Act, the Articles of Incorporation or these Bylaws, the vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the Board. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

**Section 3.7. Voting by Proxy.** For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a director may be considered to be present at a meeting and to vote if the director has granted a signed written proxy:

(a) to another director who is present at the meeting and authorizing the other director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy; or

(b) to a person who is not a director if the proxy authorizes such person to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy.

**Section 3.8. Meetings by Telecommunication.** Members of the Board or any committee thereof may participate in a meeting of the Board or committee by any means of communications so long as all individuals participating in the meeting can hear one another. Such participation shall constitute presence in person at the meeting.

**Section 3.9. Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting pursuant to either of the methods described in Sections (a) and (b) below.

(a) Unanimous Written Consent. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all members of the Board consent to the action in writing. Action is taken pursuant to this Section (a) at the time the last director signs a writing describing the action taken, unless, before that time, any director revokes a consent by a writing signed by the director and received by the secretary or any other person authorized by the Board to receive the revocation.

(b) Action Following Notice. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if notice (the “**Notice**”) is transmitted in writing to each member of the Board and each member of the Board by the time stated in the Notice (i) (A) signs a writing for such action, or (B) signs a writing against such action, abstains in writing from voting, or fails to respond or vote; and (ii) fails to demand in writing that action not be taken without a meeting.

(i) Notice. The Notice shall state: (A) the action to be taken; (B) the time by which a director must respond to the Notice; (C) that the failure to respond in writing by the time stated in the Notice will have the same effect as (1) abstaining in writing by the time stated in the Notice, and (2) failing to demand in writing by the time stated in the Notice that action not be taken without a meeting; and (D) any other matters the Corporation determines to include.

(ii) Effective Date of Action. Action is taken pursuant to this Section (b) only if at the end of the time stated in the Notice: (A) the affirmative votes in writing for the action received by the Corporation (and not revoked by a director in a writing received by the Corporation by the time stated in the Notice) equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors were present and voted; and (B) the Corporation has not received a written demand by a director that the action not be taken without a meeting (other than a demand that has been revoked in a writing received by the Corporation by the time stated in the Notice). Unless the Notice states a different effective date, action taken pursuant to this Section 3.9(b) is effective at the end of the time stated in the Notice.

(iii) Demand. A director’s right to demand that action not be taken without a meeting shall be considered to have been waived unless the Corporation receives such demand from the director in writing by the time stated in the Notice and the demand has not been revoked by the director in a writing received by the Corporation by the time stated in the Notice.

(c) Writing. For purposes of this Section, “writing” or “written” includes communication by electronic transmission including email, as described in Section 16-6a-813 of the Act.

## **ARTICLE IV OFFICERS AND AGENTS**

***Section 4.1. Designation and Qualifications.*** The officers of the Corporation may include a Chair, President/CEO, one (1) or more Vice-President(s) and a Chief Financial Officer, as well as such other officers as may be appointed from time to time and expressly designated as an officer of the Corporation by the Board. In its discretion, the Board may leave unfilled for any such period as it may determine any office. Any two or more offices may be held by the same

person. Officers need not be directors or employees of the Corporation. All officers must be twenty-one years of age or older. Election, appointment or designation of an officer or agent shall not itself create contract rights.

**Section 4.2. Election and Term of Office.** The Board shall elect or appoint the officers at or in conjunction with each annual meeting of the Board. If the election and appointment of officers shall not be held at or in conjunction with such meeting, such election or appointment shall be held as soon as convenient thereafter. Each officer shall hold office from the end of the meeting at or in conjunction with which such officer was elected or appointed until such officer's successor shall have been duly elected or appointed and shall have qualified, or until such officer's earlier death, resignation or removal.

**Section 4.3. Compensation.** The compensation, if any, of each officer shall be as determined from time to time by the Board. To the extent reasonably feasible, the Board shall obtain data on the compensation of officers holding similar positions of authority within comparable organizations, shall set the compensation based on such data and an evaluation of the officer's performance and experience as related to the requirements of the position, and shall document in the minutes of a Board meeting the basis for the determination, including the comparison data used, the requirements of the position and the evaluation of the officer's performance and experience. No officer shall be prevented from receiving a salary by reason of the fact that the officer is also a director of the Corporation. However, no payment or compensation (or payment or reimbursement of expenses) shall be made in any manner so as to result in the imposition of any liability under Section 4958 of the Internal Revenue Code of 1986 ("Code").

**Section 4.4. Removal.** Any officer or agent may be removed by the Board at any time, with or without cause.

**Section 4.5. Resignation.** Any officer may resign at any time, subject to rights or obligations under any existing contracts between the officer and the Corporation, by giving written notice to the Chair or the President/CEO. An officer's resignation shall take effect upon receipt by the Corporation unless the notice specifies a later effective date, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If a resignation is made effective at a later date, the Board may permit the officer to remain in office until the effective date and may fill the pending vacancy before the effective date with the provision that the successor does not take office until the effective date, or the Board may remove the officer at any time before the effective date and may fill the resulting vacancy. An officer shall be deemed to have resigned in the event of such officer's incapacity to serve.

**Section 4.6 Vacancies.** A vacancy in any office, however occurring, may be filled by the Board for the unexpired portion of the term.

**Section 4.7. Authority and Duties of Officers.** The officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) Chair. See Section 2.6.

(b) President/CEO. The President/CEO shall be the chief executive officer of the Corporation and shall have general and active supervision over the property, business and affairs of the Corporation and over all of its other officers. Subject to any restrictions or limitations imposed by action of the Board on or after the effective date of these Bylaws, the President/CEO may enter into, sign, execute and deliver in the name of the Corporation any and all contracts, agreements or instruments related to the property, business or affairs of the Corporation including, by way of illustration but not limitation, contracts, leases, promissory notes, drafts, acceptances, checks, endorsements, bonds and other obligations.

(c) Vice-President(s). The Vice-President(s), if any, shall have such powers and duties in the management of the Corporation as may be designated from time to time by the Board or President/CEO and, to the extent not so provided, as generally pertain to his or her office, subject to the control of the Board and President/CEO (including the right of the Board to, from time to time, impose limitations on the authority of officers to take or perform one or more actions on behalf of the Corporation). In all instances, the Vice-President(s) shall have no authority to enter into contracts or execute and deliver any instrument in the name of and on behalf of the Corporation unless, and then only to the extent, expressly authorized to do so by the Board or the President/CEO.

(d) Chief Financial Officer. The Chief Financial Officer, subject to the directives of the President/CEO and policies set forth by the Administration/Finance Committee, shall (i) have the care and custody of the Corporation's funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with applicable instructions; (ii) receive and give receipts and acquaintances for monies paid in an account of the Corporation, and pay out of the funds on hand all bills, payrolls and other just debts of the Corporation of whatever nature upon maturity; (iii) be the principal accounting officer of the Corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, draft an annual budget, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, oversee the annual financial audit, and prepare and furnish to the President/CEO and the Board statements of account showing the financial position of the Corporation and the results of its operations; (iv) monitor compliance with all requirements imposed on the Corporation as a tax-exempt organization described in Section 501(c)(3) of the Code; (v) as requested, make such reports to it as may be required at any time; and (vi) perform all other duties as from time to time may be assigned to such office by the Board or President/CEO. The Chief Financial Officer shall have no authority to enter into contracts in the name of and on behalf of the Corporation unless, and then only to the extent, expressly authorized to do so by the Board or the President/CEO.

(e) Secretary. In the event that the Board appoints a Secretary to the Corporation, that person shall perform such administrative duties and requirements normally performed by a secretary as the Board or President/CEO may direct. If the Corporation does not have a Secretary, the Board and President/CEO shall ensure that those duties typically performed by a secretary are otherwise performed. If necessary, assistant Secretaries shall assist the Secretary and shall keep and record such minutes of meetings as shall be directed by the Board or President/CEO. In all instances, a Secretary or person functioning as such shall have no authority to enter into contracts or execute

and deliver any instrument in the name of and on behalf of the Corporation unless, and then only to the extent, expressly authorized to do so by the Board or President/CEO.

(f) Surety Bonds. The Board may require any officer or agent of the Corporation to execute to the Corporation a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of such person's duties and for the restoration to the Corporation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the Corporation.

## **ARTICLE V FIDUCIARY MATTERS**

**Section 5.1. General Standards of Conduct for Directors and Officers.** The Corporation has a Conflict of Interest Policy ("**Conflict Policy**"), which each director is required to reaffirm in writing each year. In the event of any conflict between the provisions of the Conflict Policy and the following paragraphs, the Conflict Policy shall control.

(a) Discharge of Duties. Each director shall discharge the director's duties as a director, including the director's duties as a member of a committee of the Board, and each officer with discretionary authority shall discharge the officer's duties under that authority (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the director or officer reasonably believes to be in the best interest of the Corporation.

(b) Reliance on Information, Reports, etc. In discharging duties, a director or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the Corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the director or officer reasonably believes are within such person's professional or expert competence; or (iii) in the case of a director, a committee of the Board of which the director is not a member if the director reasonably believes the committee merits confidence. A director or officer is not acting in good faith if the director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this paragraph unwarranted.

### **Section 5.2. Conflict of Interest.**

(a) Definition. A conflict of interest arises when any "responsible person" or any "party related to a responsible person" has an "interest adverse to the Corporation." A "responsible person" is any individual in a position to exercise substantial influence over the affairs of the corporation, and specifically includes, without limitation, directors and officers of the Corporation. A "party related to a responsible person" includes the extended family (including spouse, ancestors, descendants and siblings, and their respective spouses and descendants) of the responsible person, an estate or trust in which the responsible person or any member of his or her extended family has a beneficial interest or a fiduciary responsibility, or an entity in which the responsible person or any member of his or her extended family is a director, trustee or officer or has a financial interest. "An interest adverse to the Corporation" includes any interest in any contract, transaction or other financial

relationship with the Corporation and any interest in an entity whose best interests may be impaired by the best interests of the Corporation including an entity providing any goods or services to or receiving any goods or services from, the Corporation, an entity in which the Corporation has any business or financial interest, and an entity providing goods or services or performing activities similar to the goods or services or activities of the Corporation. A “Disinterested Director” with respect to a particular action by the Board is any director that does not have a conflict of interest with respect to such action.

(b) Disclosure. If a responsible person is aware that such person may have a conflict of interest or that the Corporation is about to enter into any transaction or make any decision involving a conflict of interest, (a “conflicting interest transaction”), such person shall: (i) immediately inform the chair of the Governance/Ethics Committee of the interest or position of such person or any party related to such person; and (ii) aid the members of the Governance/Ethics Committee by disclosing any material facts within the person’s knowledge that bear on the advisability of the Corporation’s entering into the conflicting interest transaction.

(c) Approval of Conflicting Interest Transactions. Following disclosure by the Governance/Ethics Committee to the Board of the conflicting interest transaction, the Board may authorize, approve or ratify the conflicting interest transaction, provided that either:

(i) The material facts as to the responsible person’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board, and the Board in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the Disinterested Directors on the Board, even though the Disinterested Directors are less than a quorum; or

(ii) The responsible person, who shall bear the burden of proof, demonstrates to the reasonable satisfaction of a majority of the Disinterested Directors on the Board that the conflicting interest transaction is fair as to the Corporation.

(d) Notwithstanding any other provision in this Section 5.2, each director shall review this policy annually and disclose at the Corporation’s annual meeting, or at such other time as the Board may direct, any conflict of interest with which such person may be involved.

***Section 5.3. Liability of Directors for Unlawful Distributions.***

(a) Liability to Corporation. A director who votes for or assents to a distribution made in violation of the Act or the Articles of Incorporation of the Corporation shall be personally liable to the Corporation for the amount of the distribution that exceeds what could have been distributed without violating the Act or the Articles of Incorporation if it is established that the director did not perform the director’s duties in compliance with the general standards of conduct for directors set forth in Section 5.1.

(b) Contribution. A director who is liable under paragraph (a) for an unlawful distribution is entitled to contribution: (i) from every other director who could be liable under paragraph (a) for the unlawful distribution; and (ii) from each person who accepted the distribution knowing that the distribution was made in violation of the Act or the Articles of Incorporation, to the



extent the distribution to that person exceeds what could have been distributed to that person without violating the Act or the Articles of Incorporation.

**Section 5.4. Loans to Directors and Officers Prohibited.** No loans shall be made by the Corporation to any of its directors or officers, a natural person related to its directors or officers or an entity in which a director, officer or natural person related to a director or officer has any ownership, management right or financial interest. Any director or officer who assents to or participated in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

**Section 5.5 Background Checks.** Because of the nature of the Corporation's activities, each director and officer is required to undergo a background check as a prerequisite to service in those capacities.

## ARTICLE VI INDEMNIFICATION AND LIABILITY

### **Section 6.1. Indemnification and Liability.**

(a) The Corporation shall indemnify, to the fullest extent permitted by the Act but subject to the limitations therein, any director or officer of the Corporation who is successful, on the merits or otherwise, in the defense of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (a "**Proceeding**"), or any claim, issue, or matter in the Proceeding, to which the director or officer was a party by reason of the fact that he or she is or was a director or officer of the Corporation, against expenses (including costs of defense and attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

(b) The Corporation shall indemnify, to the fullest extent permitted by the Act but subject to the limitations therein, any director or officer of the Corporation who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that he or she is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, member, manager, trustee, employee, fiduciary or agent of another domestic or foreign corporation, another nonprofit corporation, another person or an employee benefit plan, against expenses (including costs of defense and attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding, if:

- (i) the individual's conduct was in good faith;
- (ii) the individual reasonably believed that the individual's conduct was in, or not opposed to, the Corporation's best interests; and
- (iii) in the case of any criminal Proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful.

(c) The Corporation shall not indemnify a director or officer in connection with a Proceeding in which such individual was adjudged liable to the Corporation, or in connection with

any other proceeding charging that the individual derived an improper personal benefit, whether or not involving action in the individual's official capacity, in which proceeding the individual was adjudged liable on the basis that the individual derived an improper personal benefit.

**Section 6.2. *Advances of Costs and Expenses.*** The Corporation may pay for reasonable expenses incurred by a director or officer (in defending a civil or criminal action, suit or proceeding) who is a party to a Proceeding in advance of final disposition of the Proceeding if:

(a) the individual furnishes the Corporation a written affirmation of the individual's good faith belief that the individual has met the applicable standard of conduct described above in Section 6.1.

(b) at the Corporation's request, the individual furnishes the Corporation a written undertaking, executed personally or on the individual's behalf, to repay the advance, if it is ultimately determined that the individual did not meet the standard of conduct; and

(c) a determination is made that the facts then known to those making the determination would not preclude indemnification.

**Section 6.3. *Insurance.*** By action of the Board, notwithstanding any interest of the directors in such action, the Corporation may, subject to Section 6.5, purchase and maintain insurance, in such amounts as the Board may deem appropriate, on behalf of any individual indemnified hereunder against any liability asserted against such individual and incurred by such individual in such individual's capacity of or arising out of such individual's status as a member, director, officer, employee or agent of the Corporation, whether or not the Corporation would have the power to indemnify such individual against such liability under applicable provisions of law. The Corporation may also purchase and maintain insurance, in such amounts as the Board may deem appropriate, to insure the Corporation against any liability, including without limitation, any liability for the indemnifications provided in this Article.

**Section 6.4. *Right to Impose Conditions to Indemnification.*** The Corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as the Board may deem appropriate in each specific case, including but not limited to any one or more of the following: (a) that any counsel representing the individual to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the Corporation; (b) that the Corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the individual to be indemnified; and (c) that the Corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified individual's right of recovery, and that the individual to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the Corporation.

**Section 6.5. *Limitation on Indemnification.*** Notwithstanding any other provision of these Bylaws, the Corporation shall neither indemnify any individual nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the Corporation as an organization described in Section 501(c)(3) of the Code.

## ARTICLE VII FINANCIAL, LEGAL AND TAX MATTERS

**Section 7.1. Checks, Drafts, etc.** All checks, drafts and orders for payment of money, and 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.

**Section 7.2. Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, investment banks, securities brokerages or other depositaries as the Board may select.

**Section 7.3. Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

**Section 7.4. Surety Bonds.** The Board may, but need not, require any officer or agent of the Corporation to execute to the Corporation a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of such person's duties and for the restoration to the Corporation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the Corporation.

**Section 7.5. Contracts.** The Board may authorize any officer or officers, or agent or agents, 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.

**Section 7.6. Books and Records.** The Corporation shall keep complete and accurate books and records of account and shall also keep minutes of the proceedings of its members, Board and committees, and shall keep at the registered or principal office a record giving the names and addresses of Board members. All books and records of the Corporation may be inspected by any member or director for a proper purpose and at a reasonable time in the discretion of the Chair or CEO.

**Section 7.7. Fiscal Year.** The fiscal year of the Corporation shall be as established by the Board.

**Section 7.8. Prohibition Against Sharing in Corporate Earnings.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. Upon the dissolution of the Corporation, the Corporation shall make distributions in final liquidation of the Corporation in the manner and upon the terms and conditions provided by law and in the Corporation's Articles of Incorporation.

**Section 7.9. Exempt Activities.** Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization

described under Section 501(c)(3) of the Code and the regulations promulgated thereunder. No compensation or other payment shall be made to any person in violation of Section 4958 of the Code.

## ARTICLE VIII

### MISCELLANEOUS

**Section 8.1. Conveyances and Encumbrances.** Property of the Corporation may be assigned, conveyed or encumbered by such officers of the Corporation as may be authorized to do so by the Board, and such authorized individuals shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Corporation shall be authorized only in the manner prescribed by applicable statute.

**Section 8.2. References to Internal Revenue Code.** All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.


**Section 8.3. Amendment.** The power to alter, amend, restate or repeal these Bylaws and adopt new Bylaws shall be vested in the Board. Any amendment must be approved by the Board at any annual, regular or special meeting of the Board.

**Section 8.4. Severability.** The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

**Section 8.5. Construction.** The table of contents, headings and bolded paragraph titles are for convenience only and shall have no significance in the interpretation of these Bylaws. The term “includes” or “including” is by way of example and not limitation.

## BYLAWS CERTIFICATE

I, the undersigned, being the Chair of the Board of Directors of The Children's Center Utah, do hereby certify the foregoing to be the Amended and Restated Bylaws of such corporation, as adopted by a resolution of the Board effective July 1, 2023.

DocuSigned by:  
  
BACD00748DC644B...  
Greg Summerhays, Chair

DocuSigned by:  
  
7654GA7000B140C...  
Rebecca J. Dutson, President and CEO

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