

BYLAWS

OF THE

UTAH MUSEUMS ASSOCIATION

Adopted January 20, 2012

NOTICE: Pursuant to section 16-6a-1014 of the Utah revised Nonprofit Corporations Act, and in order to lessen administrative burdens and expense, these amended bylaws terminate voting memberships in the Utah Museums Association.

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**BYLAWS OF THE
UTAH MUSEUMS ASSOCIATION
A Utah Nonprofit Corporation**

ARTICLE I: Purpose

UTAH MUSEUMS ASSOCIATION (“the Association”) has been organized, pursuant to the Utah Revised Nonprofit Corporation Act, as a nonprofit corporation to operate exclusively as a charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), and Section 59-7-102(1)(a) of the Utah Code Annotated (1953). The Association is an organization devoted to promoting professional communication among all types of museums, public and private, within the State of Utah, for common benefit; and promoting a statewide awareness of the value of museums as educational and research institutions at the local, county, regional, and state levels.

ARTICLE II: Offices

The Association may have such offices, either within or without the State of Utah, as the Board of Directors may determine or as the affairs of the Association may require from time to time.

The Association shall have and continuously maintain in the State of Utah a registered office, and a registered agent, as required by the Utah Revised Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III: Members

Section 1. Qualifications and Privileges of Members. If and when the Board of Directors so determines, the Association shall have nonvoting members. New members may join the Association at any time by paying such membership fees and other assessments as directed by a majority vote of the Board of Directors. Members shall have privileges as directed by a majority vote of the Board of Directors.

Section 2. Dues. The Board of Directors may establish such membership fees and other assessments and such rules and procedures for the manner and method of payment, the collection of delinquent dues and assessments and the proration or refund of dues and assessments in appropriate cases as the Board of Directors shall deem necessary or appropriate.

Section 3. Suspension and Termination of Membership. A member who fails to pay any dues or other assessment within 10 days after written notice of such failure to pay is delivered to such member shall be automatically suspended from membership until all such dues and assessments are fully paid, at which time such member shall be automatically reinstated. The Board of Directors, by the vote of a majority of all members of the Board may suspend or expel any member for cause. Any member who is suspended by a vote of the Board of Directors shall remain so until reinstated by the vote of a majority of all members of the Board of Directors

entitled to vote thereon. During any period of suspension a member shall not be entitled to exercise the rights and privileges of membership.

Section 4. Transfer of Membership. Membership in the Association is nontransferable. Members shall have no ownership rights or beneficial interests of any kind in the assets of the Association.

Section 5. Meetings of Members. Meetings of the members may be held at such time and place, either within or outside the State of Utah, as determined by the Board of Directors, for the transaction of such business as may come before the meeting. Failure to hold meetings shall not work a forfeiture or dissolution of the Association or invalidate any action taken by the Board of Directors or officers of the Association.

Section 7. Place of Meeting. Each meeting of the members shall be held at such place, either within or outside the State of Utah, as may be designated in the notice of meeting, or, if no place is designated in the notice, at the registered office of the Association in Utah.

Section 8. Notice of Meeting. Except as otherwise prescribed by statute, advance written notice of each meeting of the members stating the place, day and hour of the meeting, and the purpose or purposes for which the meeting is called, shall be provided either personally, by publication in a newsletter, or other written material (which in all cases specified in these bylaws shall include email), or by first class mail, by or at the direction of the president, or the secretary, or the other officer or person calling the meeting, to each member entitled to attend such meeting.

Section 9. Committees. The Board of Directors at any time and from time to time may establish one or more committees of members for any appropriate purposes and may dissolve any such committee. The members of any such committee shall elect a chairperson who shall preside at all meetings of the committee and generally supervise the conduct of the committee's affairs. Rules governing procedures for meetings of any such committee and for the conduct of such committee's affairs shall be as established by the committee.

ARTICLE IV: Board of Directors

Section 1. General Powers. The property, business and affairs of the Association shall be managed by its Board of Directors. Directors need not be residents of the State of Utah.

Section 2. President. One member of the Board of Directors shall be appointed President of the Board.

Section 3. Number, Appointment and Tenure.

- a. **Number.** The number of directors shall be not less than three (3) or more than twenty-one (21), as determined by the Board of Directors.

b. Appointment. The Board of Directors shall constitute itself by appointing individuals to serve as directors, consistent with the provisions of the Articles of Incorporation and these Bylaws. The Board of Directors shall, in making its appointments, consider the benefits of statewide geographic and multidisciplinary representation.

c. Tenure. Each director shall serve for a term of three years and for no more than two consecutive terms. The foregoing to the contrary notwithstanding, directors shall serve until their successors have been duly elected and qualified, unless they shall resign, become disqualified, disabled or shall otherwise be removed. Additional directors shall be assigned one-, two- and three-year terms so as to assure that approximately one-third the Board of Directors is elected annually.

Section 4. Annual Meetings. Upon thirty (30) days notice in writing, an annual meeting of the Board of Directors shall be held during the month of October, at the time and place designated by the Chair of Board who may fix any place, either within or without the State of Utah, as the place for holding such regular meetings.

Section 5. Regular and Special Meetings. Regular meetings of the Board of Directors shall be held periodically. Special meetings of the Board of Directors may be called by the President of Board or by any of the directors, who may fix any place, either within or without the State of Utah, as the place for holding any special meeting of the Board of Directors called by him or her.

Section 6. Notice. Notice of any regular or special meeting of the Board of Directors shall be given at least seven (7) days previously thereto by written notice delivered personally or sent by mail or fax to each director at his or her address shown by the records of the Association. If mailed, such notice shall be deemed to have been delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting.

Section 7. Quorum. A majority of the Board of Directors then serving at the time of a meeting shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A Director appearing telephonically at a meeting shall be considered as present for all purposes, including quorum.

Section 8. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or these Bylaws.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the remaining members of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 10. Compensation. Directors may be compensated for their services, including attendance at Board of Directors' meetings, as the Board of Directors may determine from time to time. Notwithstanding, directors shall be reimbursed by the Association for any monies advanced for the Association, including expenses reasonably incurred to attend meetings of the Board of Directors.

Section 11. Informal Action by Directors. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

Section 12. Limitation of Authority. No committee, except the Executive Committee, created under this Article, member thereof or President thereof shall have or exercise the authority, or any part thereof, of the Board of Directors in the management of the Association.

Section 13. Advisory Board. The Board of Directors may elect advisory members of the Board of Directors for indefinite terms with no privileges as directors and without vote or compensation. Such members shall periodically meet with and lend their expertise and resources to the Board of Directors in order to further the purposes of the Association. The Board of Directors shall review the advisory board membership bi-annually and disassociate those members who have ceased to be active.

Section 14. Chapters. The Board of Directors may organize regional chapters of the Corporation to operate under the supervision of the Board of Directors to carry out one or more of the intended purposes of the Corporation.

ARTICLE V: Committees

Section 1. Standing Committee. The Board of Directors may organize one or more standing committees including Executive and Development Committees. The Chair of all standing committees shall be a member of the Board of Directors; however, except for the Executive Committee, not all the members of such committees need to be directors.

Section 2. Executive Committee. If organized, the Executive Committee shall be composed of the President of the Board and at least one (1) additional member of the Board of Directors selected by the Board of Directors. The Executive Committee shall have general supervision of the affairs of the Association between the full Board of Directors meetings and perform such other duties as specified in these Bylaws or by the Board of Directors. The Executive Committee is subject to the orders of the Board of Directors, and none of its acts shall conflict

with action taken by the Board of Directors. Regular minutes shall be taken of meetings of the Executive Committee, by a person designated by the Executive Committee. The minutes shall be furnished to the Board of Directors. A simple majority of the Executive Committee constitutes a quorum. The Secretary or his/her designee shall keep regular minutes of the meetings and report the same to the Board of Directors. The Executive Committee may be supported in its work by additional individuals who may or may not be employed by the Association.

Section 3. Development Committee. If organized, the Development Committee shall be composed of at least two (2) members of the Board of Directors, and such additional individuals, that may or may not be employed by the Corporation, to supervise and direct the fundraising activities of the Corporation. The members of the Development Committee shall be appointed by the Board of Directors.

Section 4. Additional Committees. Additional committees may be established at any time as deemed necessary by a majority vote of the Board of Directors in order to carry out the objectives and purposes of the Association. Chairpersons and members of such committees shall be appointed by the Board of Directors. Such committees shall exist for the period required to accomplish their respective objectives, but in no case for longer than specified by the Board of Directors when such committees are created unless extended by the Board of Directors. At least two (2) members of each such committee must be a member of the Board of Directors.

Section 5. Resignation and Removal. Any member or the chair of any committee may resign at any time by giving notice to the chair of the committee or the Board of Directors. Such resignation need not be accepted to be effective.

ARTICLE VI: Officers

Section 1. Number. The officers of the Association shall be a President, Vice President, Secretary and Treasurer, each of whom shall be appointed by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be appointed by the Board of Directors.

Section 2. Appointment and Term of Office. The officers of the Association to be appointed by the Board of Directors shall be appointed at the annual meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected or appointed and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent may be removed, either for or without cause, by the Board of Directors. Any and all officers are employees at will and serve at the will of the Board, committee or officer who appointed such officer unless such officer serves pursuant to a

mutually executed written contract that provides otherwise. Removal of an officer shall be without prejudice to the contract rights, if any, of the officer removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, have general and active supervision of the affairs, business, officers and employees of the Association. The President may sign, execute and acknowledge, in the name of the Association, deeds, mortgages, bonds, contracts or other instruments authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these Bylaws to some other officer or agent of the Association. The President shall, from time to time, in his or her discretion or at the order of the Board, submit to the Board reports of the operations and affairs of the Association. The President shall also perform such other duties and have such other powers as may be assigned to him or her from time to time by the Board of Directors.

Section 6. Vice President. The Vice President shall act in the absence or incapacity of the President and to perform such other duties and responsibilities as the President or the Board of Directors shall assign.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required, be custodian of the corporate records and of the seal of the Corporation and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Association from any source whatsoever, deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws and, in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 9. Salaries. The salaries or other compensation of the officers shall be fixed from time to time by the Board of Directors.

ARTICLE VII: Indemnification of Directors, Officers, Etc.

Section 1. Authority to Indemnify Directors; Third Party Actions. To the fullest extent permitted under Section 16-6a-901 et seq. of the Utah Code Annotated (1953), the Association

shall provide indemnification to directors, officers and others pursuant to this Article VII. The Association shall indemnify any director of the Association who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact he or she is or was an authorized representative of the Association (which, for the purposes of this Article shall mean a director, officer, employee or agent of the Association, or a person who is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, person, partnership, joint venture, trust or other enterprise) against judgments, fines, amounts paid in settlement and reasonable expenses (including attorneys' fees), incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that no indemnification shall be made in connection with any proceeding charging that such person derived an improper personal benefit, whether or not involving action in an official capacity, in which such person was adjudged liable on the basis that the he or she derived an improper personal benefit.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Authority to Indemnify Directors; Derivative Actions. The Association shall indemnify any director of the Association who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he or she is or was an authorized representative of the Association, against expenses (including attorneys' fees but not amounts paid in settlement) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Association and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Association or in connection with any other proceeding charging that such person derived an improper personal benefit, whether or not involving action in an official capacity, in which such person was adjudged liable on the basis that the he or she derived an improper personal benefit.

Section 3. Employees and Agents. To the extent that an authorized representative of the Association who neither was nor is a director or officer of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article or in defense of any claim, issue or matter therein, he or she shall be indemnified by the Association against expenses (including attorneys' fees) actually and

reasonably incurred by him or her in connection therewith. Such an authorized representative may, at the discretion of the Board of Directors, be indemnified by the Association in any other circumstances to any extent if the Association would be required by Sections 1 and 2 of this Article to indemnify such person in such circumstances to such extent if he or she were or had been a director or officer of the Association.

Section 4. Procedure for Effecting Indemnification. Indemnification under Sections 1, 2, or 3 of this Article shall be made when ordered by a court or shall be made in a specific case upon a determination that indemnification of the authorized representative is required or proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or any other manner allowed under the laws of the State of Utah.

If a claim under this Article is not paid in full by the Association within ninety (90) days after a written claim has been received by the Association, the claimant may at any time thereafter bring suit against the Association to recover the unpaid amount of the claim and if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any action, suit or proceeding in advance of its final disposition where the undertaking and determinations necessary for advancing expenses have been made) that the claimant has not met the standards of conduct which make it permissible for the Association to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Association. Neither the failure of the Association (including its Board of Directors or its independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct, nor an actual determination by the Association (including its Board of Directors or its independent legal counsel) that the claimant has not met such applicable standard of conduct shall be a defense to the action or create a presumption that the claimant had not met the applicable standard of conduct.

Section 5. Advancing Expenses. Expenses (including attorneys' fees) incurred by a person that may be indemnified under the provisions of this Article, in defending a civil or criminal action, suit or proceeding, may be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of:

1. An undertaking by that person or on that person's behalf by an authorized representative to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Association as required in this Article or authorized by law;
2. The person furnishes to the Association a written affirmation of his or her good faith belief that he or she has met the standard conduct set forth in Section 1 and 2 of this Article, and;

3. A determination is made that the facts then known to those making the determination under Section 4 of this Article would not preclude indemnification as provided by this Article.

Section 6. Scope of Article. Each person who shall act as an authorized representative of the Association, shall be deemed to be doing so in reliance upon such rights of indemnification as are provided in this Article.

The indemnification and advancement of expenses provided by the Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested directors, statute or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Association and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE VIII: Insurance

Section 1. Insurance Against Liability Asserted Against Directors, Officers, Etc. The Corporation, whenever so authorized by the Board of Directors, may purchase and maintain insurance on behalf of any authorized representative (which, for the purposes of this Article shall mean a director, officer, employee or agent of the Corporation, or a person who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, person, partnership, joint venture, trust or other enterprise) against any liability asserted against him or her and incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the Corporation would be authorized or required to indemnify him or her by law or Article VII of these Bylaws.

ARTICLE IX: Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts, orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination of the Board of Directors, such instrument shall be signed by the President.

Section 3. Deposits. Funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may designate.

Section 4. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

ARTICLE X: Books and Records

The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of the Board of Directors.

ARTICLE XI: Fiscal Year

The fiscal year of the Association shall be the twelve (12) month period ending on the last day of December.

ARTICLE XII: Waiver of Notice

Whenever any notice is required to be given under the provisions of the Utah Revised Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Association a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII: Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Board of Directors present at any regular meeting or at any special meeting.