Bylaws
of
The UtahSAINT Organization

Article 1
Offices

Section 1. Principal Office

The principal office of the UtahSAINT Organization is located in Salt Lake County, State of Utah.

Section 2. Change of Address

The designation of the county or state of the organization's principal office may be changed by amendment of these bylaws. The board of trustees may change the principal office from one location to another within the same named county and such changes of address shall not be deemed, nor require, an amendment of these bylaws:

Section 3. Additional Offices

The organization may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of trustees may, from time to time, designate.

Article 2
Nonprofit Purposes

Section 1. IRS Section 501(c)(6) Purposes

This organization is created for one or more purposes as specified in Section 501(c) 6 of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes

The specific objectives and purposes of the UtahSAINT Organization shall be to provide community and cyber-security education and assistance to its members, and to the general public.

Article 3
Trustees

Section 1. Board of Trustees

The UtahSAINT Organization shall have six (6) trustees, and one (1) board chairman, and collectively they shall be known as the board of trustees.

Section 2. Chairman of the board of trustees

The chairman of the board shall be Troy Jessup. The chairman shall serve until such time as he or she is unable through resignation, death, or removal by unanimous vote of all board members excluding the chairperson.

Section 3. Qualifications

Trustees shall be the age of majority in the State of Utah. Other qualifications for the trustees of this organization shall be as follows:

Trustees must be a current member in good standing with the organization. The member must already be vetted into the organization through the current vetting process and have been a member for more than one year.

Section 4. Powers

Subject to the provisions of the State of Utah and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken or approved by the members of this organization, the activities and affairs of this organization shall be conducted and all Organization powers shall be exercised by or under the direction of the board of trustees and board chairman.

Section 5. Duties

It shall be the duty of the board of trustees to:

Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws; Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties to fix the compensation, if any, of all officers, agents, and employees of the organization; Supervise all officers, agents, and employees of the organization to assure that their duties are performed properly; Meet at such times and places as required by these bylaws; Register their email addresses with the secretary of the organization, and notices of meetings emailed to the as such addresses which shall be valid notices thereof.

Section 6. Term of Office and Elections

Each trustee of the board shall hold office for a period of four (4) years and until his or her successor is elected and qualifies. There shall not be a limit on the number of terms that a trustee may serve, but shall be subject to a process of elections outlined below:

Any trustee's seat whose term will conclude before the next normal meeting of the board of trustees shall be filled with an elected representative from the UtahSAINT Membership. The process of election shall include the following:

Any member of the organization may nominate any other member of the organization in writing to the secretary of the organization at least two weeks prior to the meeting where trustee seats will be considered.

Each member may only make one nomination.

Nominations are referred to the board of trustees for review and qualification. The chairman will present qualified and willing nominations to the board of trustees.

Trustees shall be allotted a reasonable time for comment before an election occurs.

Members present shall be allotted a reasonable time for comment before an election occurs.

After the nominations are presented and comment periods, the Board of Trustees will elect another member of the board of trustees by majority vote.

Any trustee's seat whose term will conclude before the next election cycle, shall be filled with an elected representative from the UtahSAINT Membership. Each board member shall cast one vote per candidate, and may

vote for as many candidates as the number of candidates to be elected to the board. Candidates receiving the highest number of votes up to the number of trustees to be elected shall be elected to serve on the board.

Section 7. Compensation

Trustees shall serve without compensation except that a reasonable fee may be paid to trustees for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to trustees shall be approved in advance in accordance with this organization's conflict of interest policy, as set forth in Article Ten (10) of these bylaws.

Section 8. Place of Meetings

Meetings shall be held at the principal office of the organization unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the board of trustees.

Section 9. Regular Meetings

Regular meetings of trustees shall be held no less frequently than annually. As prescribed, the meetings will be held on the first Wednesday in April and November at 7:00p.m., unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the following Wednesday.

Section 10. Special Meetings

Special meetings of the board of trustees may be called by the chairman of the board, any quorum of trustees, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the organization or, if different, at the place designated by the person or persons calling the special meeting.

Section 11. Notice of Meetings

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of trustees:

Regular Meetings. No notice need be given of any regular meeting of the board of trustees.

Special Meetings. At least one week prior notice shall be given by the secretary of the organization to each trustee of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, electronic mail, or by announcing using the designated messaging platform of the organization and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.

Waiver of Notice. Whenever any notice of a meeting is required to be given to any trustee of this organization under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the same trustee, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 12. Quorum for Meetings

A quorum shall consist of a two-thirds majority of the members of the board of trustees.

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

Section 13. Majority Action as Board Action

Every act or decision done or made by a majority of the trustees present at a meeting duly held at which a quorum is present is the act of the board of trustees, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 14. Conduct of Meetings

Meetings of the board of trustees shall be presided over by the chairman of the board, or in his or her absence by a chairperson chosen by a majority of the trustees present at the meeting. The secretary of the organization 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 15. Vacancies

Vacancies on the board of trustees shall exist (1) on the death, resignation, or removal of any trustee, and (2) whenever the number of authorized trustees is increased.

Any trustee may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of trustees, unless the notice specifies a later time for the effectiveness of such resignation. No trustee may resign if the organization would then be left without a duly elected trustee or trustees in charge of its affairs, except upon notice to the office of the attorney general or other appropriate agency of this state.

Trustees may be removed from office, with or without cause by action of a majority of the board of trustees, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the board of trustees. If the number of trustees then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the trustees then in office or by a sole remaining trustee. A person elected to fill a vacancy on the board shall hold office until the next election of the board of trustees or until his or her death, resignation, or removal from office.

Section 16. Non Liability of Trustees

The trustees shall not be personally liable for the debt, liabilities, or other obligations of the organization.

Section 17. Indemnification by Corporation of Trustees and Officers

The trustees and officers of the organization shall be indemnified by the organization to the fullest extent permissible under the laws of this state.

Section 18. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the chairman of the board or board of trustees may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the organization (including a trustee, officer, employee, or other agent of the organization) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the organization would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

Article 4
Officers

Section 1. Designation of Officers

The officers of the organization shall be a president, a secretary, and a treasurer. The organization shall also have a chairman of the board of trustees. The chairman of that board will serve as president of the organization. Additional officers may be determined from time to time by the board of trustees.

Section 2. Qualifications

Any vetted member of the organization may serve as officer of this organization.

Section 3. Election and Term of Office

Officers shall be elected by the board of trustees, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 4. Removal and Resignation

Any officer may be removed, either with or without cause, by the board of trustees, at any time. Any officer may resign at any time by giving written notice to the board of trustees or to the president or secretary of the organization. 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 trustees relating to the employment of any officer of the organization.

Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of trustees. 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 organization and shall, subject to the control of the board of trustees, supervise and control the affairs of the organization 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 articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the board of trustees. Unless another person is specifically appointed as chairperson of the board of trustees, the president shall preside at all meetings of the board of trustees and, if this organization has members, at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the organization, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of trustees.

Section 7. Duties of Secretary

The secretary shall:

Certify and keep at the principal office of the organization the original, or a copy, of these bylaws as amended or otherwise altered to date.

Keep at the principal office of the organization or at such other place as the board may determine, a book of minutes of all meetings of the trustees, and, if applicable, meetings of committees of trustees 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.

Ensure that the minutes of meetings of the organization, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this organization. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this organization by the later of (1) the next meeting of the board, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent.

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 organization and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the organization.

Exhibit at all reasonable times to any trustee of the organization, or to his or her agent or attorney, on request therefore, the bylaws, the membership records, and the minutes of the proceedings of the trustees of the organization.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of trustees.

Section 8. Duties of Treasurer

The treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the organization, and deposit all such funds in the name of the organization in such banks, trust companies, or other depositories as shall be selected by the board of trustees.

Receive, and give receipt for, monies due and payable to the organization from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the organization as may be directed by the board of trustees, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the organization'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 trustee of the organization, or to his or her agent or attorney, on request therefore.

Render to the president and trustees, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the organization.

Prepare, or cause to be prepared, and 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 articles of incorporation of the organization, or by these bylaws, or which may be assigned to him or her from time to time by the board of trustees.

Section 9. Compensation

The salaries of the officers, if any, shall be fixed from time to time by resolution of the board of trustees. In all cases, any salaries received by officers of this organization shall be reasonable and given in return for services actually rendered to or for the organization. All officer salaries shall be approved in advance in accordance with this organization's conflict of interest policy, as set forth in Article 9 of these bylaws.

Article 5
Committees

Section 1. Executive Committee

The board of trustees may, by a majority vote of its members, designate an Executive Committee consisting of three (3) board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the organization, to the extent permitted, and, except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the executive committee authority so delegated, increase or decrease but not below two (2) the number of the members of the executive committee, and fill vacancies on the Executive Committee 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. Conference Committee

The chairman of the board may appoint a conference committee to consist of no fewer than two (2) board members who will serve as co-chairs of this committee, and may contain as many organization members as desired by the co-chairs.

The purpose of the conference committee will be to administer the functions of the SAINTCON conference(s), provide for its planning, and arrange all elements of the conference. Financial budgeting and expenditures shall be reported to and approved by the executive committee, or board of trustees if the executive committee is not appointed.

Section 3. Membership Committee

The board shall appoint a membership committee to consist of no fewer than two (2) board members who will serve as co-chairs of this committee, and may contain as many organization members as is prudent to manage the membership of the organization.

The purpose of the membership committee shall be to administer aspects of membership, maintain a current and accurate listing of members, provide for the vetting of new members, and as the situation requires, propose policies for changes in the vetting or membership for resolution by the board of trustees.

Section 4. Other Committees

The organization shall have such other committees as may from time to time be designated by resolution of the board of trustees. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

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 trustees, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of trustees and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the board of trustees or by the committee. The board of trustees 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 trustees, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the organization to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the organization 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 trustees, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the organization shall be signed by the treasurer and countersigned by the president of the organization.

Section 3. Deposits

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

Section 4. Gifts

The board of trustees may accept on behalf of the organization any contribution, gift, bequest, or devise for the nonprofit purposes of this organization.

Article 7
Corporate Records, Reports, and Seal

Section 1. Maintenance of Corporate Records

The organization shall keep at its principal office:

Minutes of all meetings of trustees, committees of the board, and, if this organization has members, 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 and the proceedings thereof;

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;

A record of its members, if any, indicating their names and, if applicable, the class of membership held by each member and the termination date of any membership;

A copy of the organization's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the organization at all reasonable times during office hours.

Section 2. Corporate Seal

The board of trustees may adopt, use, and at will alter, a corporate seal either in physical or digital form. Such a seal shall be kept at the principal office of the organization. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Trustees' Inspection Rights

Every trustee 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 leased or owned by the organization, and shall have such other rights to inspect all books, records, and properties of this organization as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 4. Members' Inspection Rights

Members of the organization shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

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 secretary of the organization by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records, and properties of this organization as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

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 shall include the right to copy and make extracts. Exclusions shall include documents containing personal identifiable information of members, officers, and trustees except where prohibited by law.

Section 6. Periodic Report

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this organization, to be so prepared and delivered within the time limits set by law.

Article 8
IRC 501(c)(6) Tax Exemption Provisions

Section 1. Limitations on Activities

No substantial part of the activities of this organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this organization shall not participate in, or intervene in (including the publishing or distribution of statements),

any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these bylaws, this organization shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code, or (b) by an organization, contributions to which are deductible under Section 170(C) (2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this organization shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this organization.

Section 3. Distribution of Assets

Upon the dissolution of this organization, its assets remaining after payment, or provision for payment of all debts and liabilities of this organization, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4. Private Foundation Requirements and Restrictions

In any taxable year in which this organization is a private foundation as described in Section 509(a) of the Internal Revenue Code, the organization 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the organization to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article 9
Conflict of Interest and Compensation Approval Policies

Section 1. Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or trustee of the organization or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c) (1) (A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

Interested Person. Any trustee, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958 (1) (1) of the Internal Revenue Code

and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family;

An ownership or investment interest in any entity with which the organization has a transaction or arrangement;

A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or

A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Conflict of Interest Avoidance Procedures

Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the trustees and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested trustees whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflicts of Interest Policy. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Board and Board Committee Proceedings

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation Approval Policies

A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for trustees, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

the terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation;

all members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(C) (iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(1)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):

is not the person who is the subject of the compensation arrangement, or a family member of such person;

is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;

does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;

has no material financial interest affected by the compensation arrangement; and

does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.

the board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:

compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size, purpose, and with similar resources;

the availability of similar services in the geographic area of this organization;

current compensation surveys compiled by independent firms;

actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement;

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than $1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:

the terms of the compensation arrangement and the date it was approved;

the members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member;

the comparability data obtained and relied upon and how the data was obtained;

If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination;

If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting;

any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement);

The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

Section 6. Annual Statements

Each trustee, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

has received a copy of the conflicts of interest policy;

has read and understands the policy;

has agreed to comply with the policy; and

understands the organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.

Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article 10 Amendment of Bylaws

Section 1. Amendment

Subject to the power of the members of this organization to adopt, amend, or repeal the bylaws of this Organization and except as may otherwise be specified under provisions of law or of them, may be altered, amended, or repealed and new bylaws adopted by approval of the board of trustees.

Article 11 Construction and Terms

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this organization, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this organization filed with an office of this state and used to establish the legal existence of this organization.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Article 12 Members

Section 1. Determination and Rights of Members

The organization shall have only one class of members. No member shall hold more than one membership in the organization. Except as expressly provided in or authorized by the articles of incorporation, the bylaws of this organization, or provisions of law, all memberships shall have the same rights, privileges, restrictions, and conditions.

Section 2. Qualifications of Members

The qualifications for membership in this organization are as follows:

Potential members must apply for membership using established forms and processes provided by the organization.

Potential member's names and relevant credentials will be presented to the current membership for the purpose of allowing members of the organization the opportunity to raise any potential concerns with the membership committee prior to admittance of any potential member.

One (1) week must elapse after the name is presented to the membership to allow for any potential concerns to be raised with the membership committee.

If any concerns are expressed in opposition to a person joining the organization, the matter is referred to the appointed membership committee for resolution.

Members strive to uphold the mission of the organization as defined in the official UtahSAINT Mission Statement. Members are bound by the official UtahSAINT Membership Code of Conduct. Members may only use services provided by the UtahSAINT organization in accordance with the Acceptable Use Policy. Any action by a member of the organization contrary to the Mission Statement, violating the membership Code of Conduct, or violating the Acceptable Use Policy may result in the membership committee placing the member on probation. Probation may include a loss of varying membership privileges or access to services provided by the organization.

Membership may be revoked only by the Board of Trustees as prescribed in Article 3 Section 13.

Any readmission after this action requires Board approval as prescribed in Article 3 Section 13.

Section 3. Admission of Members

If after the one (1) week time period the membership committee has received no expressed concerns regarding the admission of the potential member, the potential member will be admitted into the organization.

If during the one (1) week time period the membership committee has received any concerns regarding the admission of the potential member, the potential member will not be admitted into the organization until the concerns are reviewed by the membership committee. The potential member may then only be admitted into the organization by a majority vote of the membership committee.

Section 4. Fees and Dues

The annual fees or dues payable to the organization by its members shall be $0.00.

Section 5. Number of Members

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

Section 6. Membership Documentation

The organization shall keep a membership database containing the name and email address of each member. Termination or expiration of the membership of any member shall be recorded in the database. Such information shall be kept at the organization's principal office or contracted service provider.

Section 7. Non Liability of Members

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

Section 8. Non-Transferability 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

The membership of a member shall terminate upon the occurrence of any of the following events: Upon his or her notice of such termination delivered to the president or secretary of the organization personally or by email, such membership to terminate upon the date of receipt of the notice.

If this organization 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 thirty (30) days after a written notification of delinquency is given personally or emailed to such member by the secretary of the organization. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the board of trustees that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the organization. Any person expelled from the organization shall receive a refund of dues already paid for the current dues period. All rights of a member in the organization shall cease on termination of membership as herein provided.

Article 13 Meetings of Members

Section 1. Place of Meetings

Meetings of members shall be held at the principal office of the organization or at such other place or places as may be designated from time to time by resolution of the board of trustees.

Section 2. Regular Meetings

A regular meeting of members shall be held on the Wednesday evening during the annual conference for the purpose of discussing issues and action items for the board of trustees.

Section 3. Special Meetings of Members

Special meetings of the members shall be called by the board of trustees, the chairperson of the board, or the president of the organization, or the membership committee, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members.

Section 4. Notice of Meetings

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally, by email, by the designated messaging platform of the organization, or by mail, by or at the direction of the president, or the secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Organization, with postage prepaid.

The notice of any meeting of members at which trustees are to be elected shall also state the names of all those who are nominees or candidates for election to the board at the time notice is given.

Whenever any notice of a meeting is required to be given to any member of this organization under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 5. Quorum for Meetings

A quorum shall consist of fifteen (15) of the voting members of the organization.

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

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 the articles of incorporation, these bylaws, or provisions of law require a greater number.

Section 7. Voting Rights

Each member in good standing is entitled to one vote on each matter submitted by the board of trustees to a vote by the members. Voting at duly held meetings shall be by voice vote.

Section 8. Action by Written Ballot

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, any action which may be taken at any regular or special meeting of members may be taken without a meeting if the organization 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;

indicate the number of responses needed to meet the quorum requirement and state the percentage of approvals necessary to pass the measure submitted; and

shall specify the date by which the ballot must be received by the organization in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the organization.

Ballots shall be emailed or delivered in the manner required for giving notice of membership meetings as specified in these bylaws.

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.

Section 9. Conduct of Meetings

Meetings of members shall be presided over by the chairperson of the board, or, if there is no chairperson, or in his or her absence, by the president of the organization or, in his or her absence, by the ranking member of the board of trustees of the organization or, in the absence of all of these persons, by a chairperson chosen by a majority of the voting members present at the meeting. The secretary of the organization 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.

Meetings shall be governed by the Chairman of the Board of Trustees, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial trustees or incorporators of this organization, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of 18 preceding pages, as the bylaws of this organization.

Dated: April 1, 2015

Revised: October 13, 2016

Revised: November 1, 2023

Ratified by the Board of Trustees:

Trustee

Trustee

Trustee

Trustee

Trustee

Trustee

Trustee