

BYLAWS
of the
BEAR RIVER LAND CONSERVANCY
PO BOX 4565
Logan, UT 84323-4565

Adopted:

4/10/17
Date


Chairman of the Board


Secretary

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History of Amendments

February 2011: Original bylaws adopted.

May 2014: Amended Article III Board of Directors, primarily relating to composition of the board as to number, qualifications, and appointment of members.

April 2017: Amended Article III Section 3.b. to stipulate that the Executive Director will be a non-voting, instead of a voting, director. Also amended Article V Section 8 to revise the deadline for preparation of the annual budget to 30 days prior to the annual meeting, instead of 60 days prior to the end of the fiscal year.

ARTICLE I – PRINCIPAL OFFICE

The principal office of this Corporation shall be located in the County of Cache, State of Utah.

ARTICLE II - MEMBERSHIP

This Corporation shall have no voting members, but the Board of Directors may, by resolution, establish one or more classes of nonvoting members and provide for eligibility requirements for membership and rights and duties of members, including the obligation to pay dues.

ARTICLE III - BOARD OF DIRECTORS

Section 1. Powers

This Corporation shall have powers to the full extent allowed by law. All powers and activities of this Corporation shall be exercised and managed by the Board of Directors of this Corporation directly, or if delegated, under the ultimate direction of the Board.

The Board of Directors of the BRLC shall ensure that the Board has sufficient capacity and size to conduct its work effectively. The Board is to be composed of members with diverse skills, backgrounds, and experiences who are committed to Board service. The Board shall maintain a systematic process for recruiting, training, and evaluating Board members that will advance the mission of the BRLC.

Section 2. Composition of the Board

- a. The Board must be of sufficient size and diversity to:
 - i. Minimize conflicts of interest by maintaining a Board that consists predominately of individuals who are not likely to have a conflict of interest and that represents a broad range of conservation purposes as defined by the IRS (see 1.170A–14(d) Conservation purposes) and who can ensure that BRLC will qualify the donations of conservation easements for tax-exempt status (see 1.170A-14(c) Qualified organization).

ii. Build credibility with and confidence from the community by maintaining a Board membership that represents a wide range of the public and their interests. There must not be an appearance that the Board is a small group of people fulfilling their own narrow interests. Each Board member shall have experience in one or more of these local, public interests and be willing to represent the local constituency of the particular interest for which they are elected. The Board should be composed of a minimum number of members that represent the following interests:

- | | |
|---------------------------------------|-----------|
| (a) Environmental Science | 2-members |
| (b) Production Agriculture | 2-members |
| (c) Outdoor Recreation | 2-members |
| (d) Hunting and Fishing | 2-members |
| (e) Land Development | 2 members |
| (f) Community Leaders | 2 members |
| (g) Conservation Organization Leaders | 2 members |

The Board shall consider, from time to time, this list of community interests and make amendments that keep the Board membership representative of current and evolving public interests.

iii. Ensure effective operations by providing expertise within the Board to operate using sound management practices. The Board shall have at least one member in each of the following categories who has substantial experience in:

- (a) Finance
- (b) Business management
- (c) Fundraising
- (d) Land use law or non-profit corporate law

b. Size of the Board of Directors

The number of voting directors shall not be less than ten (10), nor more than twenty (20), with the exact number of authorized directors to be fixed from time to time by resolution of the Board.

c. Appointment of Board Members

i. Existing Board Members will be responsible to suggest names to the Board for consideration as potential Board Members. Additionally, the Board may choose to solicit or advertise for applications from interested persons for consideration by the Board. The Board shall vote to determine those persons who will be invited to submit qualifications for further consideration by the Board.

ii. Invitations to Submit Qualifications

Potential candidates for board members shall be invited by written invitation to submit a resume or letter of interest which includes a chronological listing of experience, personal accomplishments, and interests that may qualify the person as a member of a Board of Directors of a land trust organization. The written invitation shall include:

- (a) Submission requirements
- (b) BRLC promotional information
- (c) A standardized list of expectations of Board Members
- (d) Position descriptions of each available Board seat

iii. Review of Qualifications

The Nominating Committee shall review all submissions by potential candidates and recommend qualified persons that the committee determines most capable to fill vacant Board positions. The committee will assess, to the degree possible, the ability of the candidate to commit time and energy to the Board.

iv. Evaluation Procedures of Potential Board Appointees

The nominating committee shall report to the full Board the names of all potential candidates who have submitted the qualifications as defined above, and recommend those that should be considered for interviews by the Board. The Board may delegate the interviews to the nominating committee. Following interviews, all candidates deemed qualified shall be recommended for election to the Board.

v. Minimum Qualifications:

- (a) Ability and willingness to commit to the goals and activities of the Conservancy.
- (b) Experience or knowledge that best matches one of the interests or expertise categories in Section 2.a.
- (c) Energetic and highly respected individuals, preferably well known within the BRLC service area.
- (d) Knowledgeable of the natural history of the BRLC service area and having demonstrated an appreciation of the natural resources within the service area.
- (e) Ability and willingness to make substantial contributions of time and finances toward the operations of the BRLC. These contributions may be provided by the personal resources of the Director or by influencing other donors.

vi. Training

The Nominating Committee shall be responsible to train and adequately orient new board members to resources available for members to accomplish their work on the Board.

Section 3. Selection and Term of Office of Directors

This Corporation shall have two categories of directors: Elected Directors and Ex Officio Directors.

a. Elected Directors

The directors then in office shall elect their successors (the "Elected Directors"). Each Elected Director shall be elected for a term of three years, and shall hold office until a successor has been elected.

i. Staggered Terms

One-third of the total authorized number of Elected Directors shall be elected in each year. If the total authorized number of Elected Directors at any time shall not be evenly divisible by three so that a different number of Elected Directors must be elected one year out of every three, this different number of directors shall be elected in every third year after 2011 (i.e., 2011, 2014, 2017, etc.).

ii. Limits on Terms of Office

Elected Directors shall not serve more than two full consecutive terms of office. Persons having served as an Elected Director for two full consecutive terms may be elected again after an interim of one year.

b. Ex Officio Directors

In addition to the Elected Directors, the Executive Director shall serve as a non-voting director. The Board shall have authority to appoint additional ex officio directors, who shall be nonvoting, from time to time and upon such terms as the Board may determine.

Section 4. Nominating Committee

The Nominating Committee will consist of a Chair elected by the Board and two (2) or more Directors. At a minimum, the Nominating Committee will deliver its report with the nominations for available director seats to the Board on or before one month prior to the annual meeting for each year. Its report will consist of a slate of proposed nominees for director positions up for election.

Section 5. Vacancies and Recruitment

A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. Vacancies of Elected Directors may be filled by the remaining Directors for the unexpired portion of the term.

New members shall be invited to apply for a Board position as described in Section 2. New members of the Board shall understand the purpose of the BRLC and be willing to assume the responsibilities of a Board member. The Nominating Committee shall ensure that persons being considered for membership understand the responsibilities of a Board member before the person agrees to serve. At a minimum, potential Board members shall commit to the following:

- a. Attend at least seventy-five percent (75%) of the regularly scheduled board meetings in any one calendar year.
- b. Serve regularly on at least one committee each year.
- c. Participate in fundraising activities (i.e., do at least one of the following for each fundraising opportunity to support the BRLC: help organize or conduct a fundraising activity, contribute directly, or recruit others who can contribute).
- d. Accurately represent the BRLC within its service area as necessary.
- e. Assist the BRLC in gaining community support by making personal and professional contacts whenever possible and appropriate.
- f. Accept leadership positions on the board as experience and time allow.

Section 6. Resignation and Removal

Resignation shall be effective upon receipt in writing by the Board Chair, the Secretary, or the Board of Directors of this Corporation, unless a later effective date is specified in the resignation. A vote of two-thirds of the directors then in office may remove any director at any time, with or without cause.

Section 7. Meetings of the Board of Directors

Regular meetings of the Board of Directors shall be held at least in May, August, and November as determined by the Board to be practicable. An annual meeting of the Board shall be held each February. Meetings shall be called by the Board Chair or any two directors, and noticed in accordance with Section 9.

Section 8. Special Meeting

Special meetings of the Board of Directors may be called by the Board Chair or any two directors, and noticed in accordance with Section 9.

Section 9. Notice

Notice of the annual meeting and any special meetings of the Board of Directors shall be given to each director at least four days before any such meeting if given by first class mail or forty-eight hours before any such meeting if given personally or by telephone, including voice messaging system or other system or technology designated to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means, and shall state the date, place, and time of the meeting.

Section 10. Waiver of Notice

The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 11. Quorum

A majority of the total number of directors then in office, or five directors, whichever number is lower, shall constitute a quorum, provided that in no event shall the required quorum be less than four directors. 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, except as otherwise provided in Article III, Sections 5 (filling Board vacancies), 6 (removing directors), and 12 (taking action without a meeting); Article IV, Section 1 (appointing Board Committees); Article VI, Section 3 (approving conflicting interest transactions); Article VII, Section 2 (approving indemnification); and Article IX, Section 4 (amending Bylaws), or as otherwise provided in the Utah Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 12. Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent to such action. Such written consents may be in hard copy or electronic form, provided that the electronic form can be printed, and shall be filed in hard copy with the minutes of the proceedings of the Board. Such written consents shall have the same force and effect as the unanimous vote of such directors.

Section 13. Telephone and Electronic Meetings

Directors may participate in a meeting through the use of conference telephone, electronic video screen communication, or other communication equipment, so long as all of the following apply:

- a. Each director participating in the meeting can communicate with all of the other directors concurrently;
- b. Each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation; and
- c. This Corporation verifies that
 - i. a person communicating by telephone, electronic video screen or other communications equipment is entitled to participate in the Board meeting as a director, or by invitation of the Board or otherwise, *and*

- ii. all motions, votes, or other actions required to be made by a director were actually made by a director and not someone who is not entitled to participate as a director.

Section 14. Standard of Care

a. General

A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- i. One or more officers or employees of this Corporation whom the director believes to be reliable and competent as to the matters presented;
- ii. Legal counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- iii. A Board Committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such Committee merits confidence; so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

b. No Liability

Except as provided in Article VI below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which this Corporation, or assets held by it, are dedicated.

c. Investments

Except with respect to assets held for use or used directly in carrying out this Corporation's charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this Corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of this Corporation's capital. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this Corporation.

Section 15. Inspection

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

Section 16. Compensation

No director shall be entitled to compensation for services as a member of the Board of Directors. The Board may authorize by resolution the reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director.

ARTICLE IV - COMMITTEES

Section 1. Board Committees

The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of two or more directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

- a. Set the number of directors;
- b. Elect directors or remove directors without cause;
- c. Fill vacancies in the Board of Directors or on any Board Committee;
- d. Approve a conservation easement, the purchase or sale of land in fee, or the purchase or sale of any recordable interest in land;
- e. Amend or repeal these Bylaws or adopt new Bylaws;
- f. Adopt amendments to the Articles of Incorporation of this Corporation;
- g. Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- h. Create any other Board Committees or appoint the members of any Board Committees; or
- i. Approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this Corporation.

Section 2. Executive Committee

The Board, by resolution adopted by a majority of the Board, shall elect an Executive Committee which shall consist of five members of the Board then serving, including all of the officers. Each member of the Executive Committee shall continue to be a member of such Committee until the annual meeting of the Board which shall be held next after designation as a member of such Committee or until the earlier termination as a director. The Executive Director shall always be designated as a member of the Executive Committee. To the extent permitted by law and subject to the limitations set forth in Section 1 above, the Executive Committee may exercise all the powers of the Board in the management of the business and affairs of this Corporation (including the power to authorize the seal of the Corporation to be affixed to all papers which may require it; but excluding the power to appoint a member of the Executive Committee) in such manner as the Executive Committee shall deem to be in the best interests of this Corporation. An act of the Executive Committee taken within the scope of its authority shall be an act of the Board. The Executive Committee shall render in the form of minutes a report of any actions taken at each regular meeting of the Board and at any other time when so directed by the Board.

Meetings of the Executive Committee shall be held at such times, on such dates, and at such places as shall be fixed by resolution adopted by a majority of the Executive Committee, or as shall be fixed by the Chairman of the Executive Committee or in the absence of the Chairman of the Executive Committee, the Executive Director. Special meetings of the Executive Committee may be called by the Chairman of the Executive Committee.

Four members of the Executive Committee shall constitute a quorum for the transaction of business, and the act of a majority of the members of the Executive Committee shall be the act of the Executive Committee.

Section 3. Advisory Committees

The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of Directors or non-directors and may be appointed as the Board

determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this Corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 4. Meetings

- a. The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.
- b. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article III of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.
- c. Advisory Committees shall determine their own meeting rules and whether minutes shall be kept.

Section 5. Changes in Committees; Resignations; Removals; Vacancies

The Board shall have power, by resolution adopted by a majority of the Board, at any time to change or remove the members of, to fill vacancies in, and to discharge any committee created pursuant to these Bylaws, either with or without cause. Any member of any such committee may resign at any time by giving written notice to the Board or the Chairman of the Board. Such resignation shall take effect upon receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective. Any vacancy in any committee, whether arising from death, resignation, an increase in the number of committee members or any other cause, shall be filled by the Board in the manner prescribed in these Bylaws.

ARTICLE V – OFFICERS

Section 1. Officers

The officers of this Corporation shall be a Board Chair, an Executive Director, a Vice Chair, a Secretary, and a Treasurer. This Corporation may also have, at the discretion of the director, such other officers as the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Board Chair.

Section 2. Election

The Executive Director shall be chosen by the Board from time to time. Each other officer of this Corporation shall be elected annually by the Board of Directors. Each officer shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

Section 3. Removal

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors. Removal of the Executive Director may only be accomplished by terminating his or her employment as Executive Director.

Section 4. Resignation

Any officer may resign at any time by giving written notice to this Corporation. Any resignation shall take effect on receipt of that notice by such officer or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it

effective. Any resignation is without prejudice to the rights, if any, of this Corporation under any contract to which the officer is a party.

Section 5. Vacancies

A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office.

Section 6. Board Chair

The duties of the Board Chair shall be as follows: to preside at all meetings of the Board; in the absence of the Executive Director or Treasurer, to sign checks, or other orders drawn upon any bank or other depositories in which funds and securities of the Corporation are deposited; to join with the Executive Director, Secretary, or Treasurer in signing the name of the Corporation to all other papers, documents, and writings requiring the signature of the Corporation, except as herein provided; to see that the orders of the Board are carried out promptly or to advise the Board if its orders are not carried out and to appoint the chairperson of any committees authorized by the Board.

In the event of a vacancy in the office of the Executive Director, or by a majority vote of the Board, any one or more of the duties of the Executive Director may be assumed by the Board Chair.

Section 7. Regulatory Affairs Director

The Regulatory Affairs Director of the Conservancy shall be the senior staff member, serving at the pleasure of the Board of Directors, with day-to-day authority relating to land trust matters and governmental agencies.

Section 8. Executive Director

The Executive Director shall be the senior member of the Conservancy staff, serving at the pleasure of the Board of Directors, subject to the terms of any contract of employment. The Executive Director shall be the senior operating officer of the Corporation and, subject to the direction and control of the Board, shall have general charge of the day-to-day affairs of the Corporation. In general, the powers and duties of the Executive Director shall be those ordinarily exercised or performed by the chief operating officer of a corporation and such other powers and duties may be assigned to the Executive Director by the Board. Without limiting the preceding sentence by this specification, the Executive Director shall attend all meetings of the Board; unless otherwise directed by the Board, shall have full power to vote in the name of the Corporation, in person or by general or limited proxy, all shares of stock and other voting securities owned by this Corporation; shall see that the resolutions and directions of the Board are carried into effect; and subject to review by the Board may hire agents and employees as the Executive Director deems to be necessary or convenient in the conduct of the day-to-day affairs of the Corporation and may fix their compensation, prescribe their powers and duties, and terminate their service at any time.

The Executive Director (or if no Executive Director is in place the Executive Committee of the Board of Directors) shall prepare, and submit to the Board, at least thirty (30) days prior to the annual meeting each year, an annual budget and strategic plan (the "Annual Budget and Strategic Plan") which describes the business plan for the Conservancy for the next fiscal year. Each Annual Budget and Strategic Plan approved by the Board shall remain operative until amended by the Board or a successor Annual Budget and Strategic Plan has been approved by the Board. The Executive Director shall conduct day-to-day affairs of the Corporation in accordance with the approved Annual Budget and Strategic Plan.

Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board or these

Bylaws, the Executive Director may execute for the Corporation such documents as needed for the conduct of the Corporation's affairs in the ordinary course and in implementation of the Annual Budget and Strategic Plan, as well as any deeds, mortgages, leases, bonds, contracts, checks, notes, or other documents which the Board has authorized to be executed. The Executive Director may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary, any Assistant Secretary, or any other officer thereunto authorized by the Board, according to the requirements of the form of the document.

Section 9. Vice Chair

The Vice Chair shall, in the absence of the Board Chair, carry out the duties of the Board Chair and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 10. Secretary

The Secretary shall supervise the keeping of a full and complete record of the proceedings of the members and the Board of directors and its committees, if any, shall supervise the giving of such notice as may be proper or necessary, shall supervise the keeping of the minute books and membership records of this Corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 11. Treasurer

The Treasurer shall supervise the charge and custody of all funds of this Corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct amounts of this Corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

ARTICLE VI- CERTAIN TRANSACTIONS

Section 1. Loans and Property Acquisitions

Except as permitted by the Utah Nonprofit Corporation Law, this Corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; nor shall this Corporation acquire any real property or interest in real property including any conservation easement from any director or officer; provided, however, that this Corporation may advance money to a director or officer of this Corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2. Conflicting Interest Transactions

Except as provided in Section 3 below, the Board of Directors shall not approve, or permit this Corporation to engage in, any conflicting transaction. A conflicting interest transaction is a transaction to which this Corporation is a party and in which one or more of its directors has a material financial interest as defined in Section 16-6a-825 of the Utah Nonprofit Corporation Act.

Section 3. Approval

This Corporation may engage in a conflicting interest transaction if the transaction is approved by the Board as required by law. This Corporation may also engage in a conflicting interest transaction if the Board determines, before the transaction, that (a) this Corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this Corporation at the time; (c) after reasonable

investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances; and (d) the Board has received favorable advice from legal counsel. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

Where it is not reasonably practicable to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the requirements above; provided that, at its next meeting, the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with the requirements above and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

ARTICLE VII – INDEMNIFICATION AND INSURANCE

Section 1. Right of Indemnity

To the fullest extent allowed by Part 9 of the Utah Nonprofit Corporation Law, this Corporation shall indemnify and advance expenses to its agents, in connection with any proceeding, and in accordance with section 16-6a-902. For purposes of this Article, "agent" shall have the same meaning as in Section 16-6a-901(5) of the Utah Nonprofit Corporation Law including directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 16-6a-901(8), 1; and "expenses" shall have the same meaning as in Section 16-6a-904, including reasonable attorney's fees.

Section 2. Approval of Indemnity

On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Article III. Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 14 of Article III, and, if so, may authorize indemnification to the extent permitted thereby.

Section 3. Advancing Expenses

The Board of Directors may authorize the advance of expenses incurred by or on behalf of an agent of this Corporation in defending any proceeding prior to final disposition, if the Board finds that:

- a. The requested advances are reasonable in amount under the circumstances; and
- b. Before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

The Board shall determine whether the undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

Section 4. Insurance

The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this Corporation's power to indemnify the agent under the law.

ARTICLE VIII – GRANTS ADMINISTRATION

Section 1. Purpose of Grants

This Corporation shall have the power to both apply for and make grants and contributions and to both render and receive other financial assistance in cash or in kind for the purposes expressed in this Corporation's Articles of Incorporation.

Section 2. Exclusive Power in the Board of Directors

The Board of Directors shall have exclusive control over conservation easements, grants, contributions, and other financial assistance given by this Corporation. The Board shall review all requests for funds and shall require that such requests specify the use to which the funds will be put. If the Board approves a request for funds, the Board shall authorize payment of such funds to the approved grantee. The Board shall be required to specifically approve the terms and conditions of any conservation easement or other comparable document relating to the acquisition or stewardship of any real property.

Section 3. Refusal; Withdrawal

The Board of Directors, in its absolute discretion, shall have the right to refuse to enter into any conservation easements or other comparable transaction, or make any grants or contributions, or to render other financial assistance, if for any reason it is the determination of the Board that the purposes and benefits of this Corporation are not being properly served.

Section 4. Accounting Required

The Board of Directors may require that grantees furnish a periodic accounting to show that the funds granted by this Corporation were expended for the purposes that were approved by the Board.

Section 5. Restrictions on Contributions

This Corporation shall retain complete control and discretion over the use of all contributions it receives. Contributions received by this Corporation from solicitations for specific grants shall be regarded as for the use of this Corporation and not for any particular organization or individual mentioned in the solicitation.

ARTICLE IX – MISCELLANEOUS

Section 1. Fiscal Year

The fiscal year of this Corporation shall end each year on December 31.

Section 2. Contracts, Notes and Checks

All contracts entered into on behalf of this Corporation must be authorized by the Board of Directors or the person or persons on whom such authority may be conferred by the Board from time to time, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this Corporation shall be signed by the person or persons on whom such power may be conferred by the Board from time to time.

Section 3. Annual Reports to Directors

Within 120 days after the end of this Corporation's fiscal year, the Executive Director shall furnish a written report to all directors of this Corporation containing the following information:

- a. The assets and liabilities, including the trust funds of this Corporation, as of the end of the fiscal year;
- b. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- c. The revenue or receipts of this Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- d. The expenses or disbursements of this Corporation, for both general and restricted purposes, for the fiscal year; and
- e. Any transaction during the previous fiscal year involving more than \$500 between this Corporation and any of its directors or officers (other than reimbursements for reasonable expenses incurred by a director or officer on behalf of the Corporation), or any of a number of such transactions in which the same person had a direct or indirect material financial interest, and which transactions in the aggregate involved more than \$1,000, as well as the amount and circumstances of any indemnifications or advances aggregating more than \$500 paid during the fiscal year to any director or officer of this Corporation. For each transaction, the report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to this Corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this Corporation that such statements were prepared without an audit from the books and records of this Corporation.

Section 4. Amendments

Proposed amendments to these Bylaws shall be submitted in writing to the directors at least one week in advance of any Board meeting at which they will be considered for adoption. The vote of two-thirds of the directors in office or the unanimous written consent of the directors shall be required to adopt a bylaw amendment.

Section 5. Governing Law

In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the Utah Nonprofit Corporation Law as then in effect shall apply.