

**BYLAWS
OF
UTAH COUNCIL FOR CITIZEN DIPLOMACY**

Revised and Adopted by the Board of Trustees
on April 26, 2004

These bylaws and any amendments to these bylaws constitute the entire bylaws of Utah Council for Citizen Diplomacy (“UCCD”). These bylaws replace in their entirety any prior bylaws of UCCD.

ARTICLE I

ORGANIZATION

UCCD is a non-profit 501(c)3 organization incorporated under the laws of the State of Utah. Its purpose is to promote global understanding and respect and to strengthen cultural and economic ties between the people of other nations and the people of Utah. UCCD is part of a nationwide network of volunteer, community-based councils whose purpose is to introduce the United States of America to foreign visitors traveling as official guests of the United States Department of State, Bureau of Educational and Cultural Affairs. As part of that network, UCCD arranges professional and social itineraries for emerging leaders and professional experts.

ARTICLE II

MEMBERSHIP

Membership in UCCD is open to all persons, upon written application and payment of membership dues. Membership concludes at the end of one year, at which time members must renew their membership and pay membership dues for the coming year if they wish to continue as members of UCCD. Amounts of membership dues shall be established by the Board of Trustees. All members of UCCD are eligible to volunteer for committee assignments, host visitors, and/or be elected to the Board of Trustees. At the discretion of the Board of Trustees, honorary members may be invited into the membership of UCCD. Members do not have voting rights, and members are not entitled to vote in the actions of UCCD.

ARTICLE III

BOARD PRESIDENT

The Board President is a volunteer position elected from the membership of UCCD.

Section 1. Election and Term. The Board President is nominated by the Nominating Committee and elected by a majority vote of the Board of Trustees. The Board President shall serve for an initial term of three years. The initial term may be extended by action of the Board of Trustees.

Section 2. Duties and Responsibilities. The Board President shall preside at all Trustee, Executive Committee, special, and general meetings of UCCD. The Board President will conduct meetings in accordance with generally accepted rules of parliamentary procedure.

ARTICLE IV

FIRST VICE PRESIDENT

The First Vice President is a volunteer position elected from the membership of UCCD.

Section 1. Election and Term. The First Vice President is nominated by the Nominating Committee and elected by a majority vote of the Board of Trustees. The First Vice President shall serve for a term of three years. The initial term may be extended by action of the Board of Trustees.

Section 2. Duties and Responsibilities. The First Vice President shall, in case of absence or disability of the Board President, perform the duties of Board President.

ARTICLE V

SECOND VICE PRESIDENT

The Second Vice President is a volunteer position elected from the membership of UCCD.

Section 1. Election and Term. The Second Vice President is nominated by the Nominating Committee and elected by a majority vote of the Board of Trustees. The Second Vice President shall serve for a term of three years. The initial term may be extended by action of the Board of Trustees.

Section 2. Duties and Responsibilities. The Second Vice President shall, in case of absence or disability of the Board President and First Vice President, perform the duties of Board President.

ARTICLE VI

SECRETARY

The Secretary is a volunteer position elected from the membership of UCCD.

Section 1. Election and Term. The Secretary is nominated by the Nominating Committee and elected by a majority vote of the Board of Trustees. The Secretary shall serve for a term of three years. The initial term may be extended by action of the Board of Trustees.

Section 2. Duties and Responsibilities. The Secretary shall keep minutes (or oversee the keeping of minutes) of all Trustee, Executive Committee, special, and general meetings of UCCD. The Secretary shall attend to the giving and serving of all notices and shall prepare and submit those reports to the Board of Trustees and Executive Committee as requested by them. The Secretary shall keep the records as prescribed by the Executive Director. All records, reports, minutes, and other papers shall, at reasonable times, be open to examination by any Trustee and, upon application in writing to the Secretary, by any member of UCCD.

ARTICLE VII

TREASURER

The Treasurer is a volunteer position elected from the membership of UCCD.

Section 1. Election and Term. The Treasurer is nominated by the Nominating Committee and elected by a majority vote of the Board of Trustees. The Treasurer shall serve for a term of three years. The initial term may be extended by action of the Board of Trustees. The Treasurer shall be a member of the Finance Committee.

Section 2. Duties and Responsibilities. The Treasurer shall oversee all financial and budgetary activities of UCCD. The Treasurer shall render a full and accurate account of all monies received and paid by the Executive Director on behalf of UCCD.

ARTICLE VIII

EXECUTIVE DIRECTOR

The Executive Director is a paid staff position hired by the Board of Trustees of UCCD.

Section 1. Authority, Duties and Responsibilities. The Executive Director shall be a member of the Board of Trustees. The Executive Director is an ex-officio member of all committees. Unless the Executive Director is the chair of the committee, the Executive Director shall not have a vote in connection with the actions of the committee. If the Executive Director is the chair of the committee, the Executive Director shall have one vote in connection with the actions of that committee. The Executive Director shall conduct the day-to-day operations of UCCD, shall supervise the activities and personnel matters of UCCD staff, and have authority and perform other duties and responsibilities as outlined in the Executive Director's position description.

Section 2. Terms of Employment. The Executive Director is an at-will, salaried employee of UCCD. The Executive Director is supervised by the Board President.

ARTICLE IX

BOARD OF TRUSTEES

The Board of Trustees shall be comprised of not less than 11 and not more than 21 members of UCCD. The Board of Trustees shall consist of the Executive Committee and Trustees-at-large.

Section 1. Executive Committee. The Executive Committee shall consist of the Board President, the First Vice President, the Second Vice President, the Secretary, the Treasurer, and the Executive Director. Members of Executive Committee, other than the Executive Director, shall have signing authority to co-sign all UCCD checks.

Section 2. Trustees-at-large. The Trustees-at-large shall be comprised of members of UCCD recommended by the Nominating Committee and elected by a majority vote of the Board of Trustees. The Trustees-at-large shall represent a diverse representation of the community,

including academia, corporate, government, private citizens, and ethnic organizations. Their terms are to be on a rotating basis of three-year terms. Once a person has been a Trustee-at-large for an initial three-year term, that person is again eligible to be a Trustee-at-large for a subsequent three-year term. Once a person has been a Trustee-at-large for a subsequent three-year term, that person is again eligible to be a Trustee-at-large one year after completion of the prior term. Duties and responsibilities of Trustees-at-large include attendance at Trustee, special, and general meetings.

Section 3. Board Powers. The Board of Trustees shall have the power to act on behalf of UCCD, including, but not limited to, the power to contract for and on behalf of UCCD and terminate the Executive Director.

Section 4. Honorary Trustees. Honorary Trustees may be chosen by the Board of Trustees and for purposes and term established by the Board of Trustees. Honorary Trustees have no vote on the Board of Trustees and have no responsibilities.

Section 5. Removal of Trustees. Any Trustee of the corporation may be removed from office, whether with or without cause and for any reason, as decided upon by a majority of the Trustees at any meeting of the Trustees called for such purpose, which purpose shall be stated in the notice of the meeting.

Section 6. Resignation of Trustees. Any Trustee may resign at will upon written notice to the Board President or Executive Director.

ARTICLE X

COMMITTEES

Standing committees of the UCCD Board of Trustees are outlined below and shall be chaired by a member of the Board of Trustees. Committee members may be Trustees, members of UCCD, and other individuals as appropriate and approved by the committee chair. Standing committees shall meet as needed as determined by the chair of the committee or the Board of Trustees. Committee chairs shall prepare a report to be presented at each meeting of the Board of Trustees and shall provide a report to the Board President or Executive Director prior to each Executive Committee meeting.

Section 1. Nominating Committee. The Nominating Committee shall consist of a minimum of three members of the Board of Trustees. They shall receive direction from the Board of Trustees regarding vacancies and requirements for filling those vacancies. They shall solicit names from the membership of UCCD and the community and shall interview prospective Trustees to determine their appropriateness for filling the available vacancies. If appropriate, they shall review with prospective Trustees the duties and responsibilities of a member of the Board of Trustees of UCCD and shall recommend only those individuals who are willing to commit to those duties and responsibilities.

Section 2. Finance Committee. The Finance Committee shall consist of a minimum of three members of the Board of Trustees, one of which is the Treasurer. The Finance Committee

shall provide counsel and direction to the Executive Director, when requested, regarding budget and financial decisions.

Section 3. Development/Membership Committee. The Development/Membership Committee shall be responsible for developing, planning, and carrying out fund-raising activities including, but not limited to, the annual Vivaldi by Candlelight Concerts.

Section 4. Other Committees. The Board of Trustees may organize other ad-hoc committees as appropriate for special, short-term projects and activities. Said committees will be disbanded at the conclusion of the project or activity, or at the discretion of the Board.

ARTICLE XI

MEETINGS

Section 1. Trustee Meetings. Trustee meetings will be held quarterly at a time and place as the Board President shall determine. Notice of Trustee meetings will be in writing with seven days advance notice. The majority of the Trustees shall constitute a quorum. The meetings will be conducted by the Board President.

Section 2. Telephonic Meetings of Trustees. Any or all Trustees may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Trustees participating may simultaneously hear each other during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

Section 3. Executive Committee Meetings. Unless otherwise decided by the Board President, the Executive Committee shall meet during each month in which a meeting of the Board of Trustees is held and otherwise as needed. The purpose of the Executive Committee meetings is to serve as an advisory meeting between the Board of Trustees and the staff of UCCD. Meetings will be held at a time and place as the Board President shall determine. Notice of meetings of the Executive Committee shall be in writing with five days advance notice. The majority of the Executive Committee shall constitute a quorum.

Section 4. Special Meetings. Special meetings of the Board of Trustees for any purpose may be called by the Board President or at the written request of at least three (3) Trustees. The Board President or Trustees calling the special meeting may fix the place for holding the special meeting. Notice of any special meeting shall specify the business to be transacted at the special meeting and shall be given in writing at least two (2) days in advance unless all Trustees shall, in writing, waive the requirements for notice.

Section 5. General Meetings. At least one general meeting of UCCD membership shall be held annually. All members of UCCD shall be invited and included in this general meeting.

ARTICLE XII

BOOKS AND RECORDS

Section 1. Records at Principal Office. UCCD shall keep at its principal office the following:

- (a) Current Articles of Incorporation and Bylaws;

- (b) Correct and adequate records of accounts and finances;
- (c) A record of Officers' and Trustees' names and addresses; and
- (d) Minutes of the proceedings of the Board of Trustees, and any minutes which may be maintained by committees of the Board of Trustees or by committees formed by the Board of Trustees. Records may be written, or electronic if capable of being converted to writing.

Section 2. Access to Records. The records shall be open at any reasonable time to inspection by any Trustee. Cost of inspecting or copying shall be borne by such Trustee except for costs for copies of the Articles of Incorporation and Bylaws. Any such Trustee must have a purpose for inspection reasonably related to UCCD interests.

ARTICLE XIII

TRUSTEE PROXY

A Trustee who is unable to attend a regular or special Trustee meeting may appoint a proxy to vote in his or her name. The proxy must be in writing and be signed by the Trustee. The Secretary shall attach any proxies to the minutes of the meeting. A sample proxy form is attached as Addendum 1. The appointed proxy must be a Trustee of UCCD.

ARTICLE XIV

FISCAL YEAR

The fiscal year of UCCD shall begin January 1 and end December 31 of each year.

ARTICLE XV

AMENDMENTS TO BY-LAWS

These bylaws may be amended only by the vote of three-fourths of all the Trustees.

ARTICLE XVI

DISSOLUTION

UCCD may be dissolved only by the vote of three-fourths of all Trustees.

ADDENDUM 1

Suggested Proxy Form

Know all men by these presents that I hereby appoint _____
my proxy for me and in my name to vote at _____ meeting of Utah
Council for Citizen Diplomacy, to be held on the _____ day of _____, _____.
Witness my hand and seal the ___ day of _____, _____.

Signed: _____

Witness: _____

**AMENDMENT TO BYLAWS OF UTAH COUNCIL
FOR CITIZEN DIPLOMACY**

Adopted by the Board of Trustees on May 23, 2014

Be it resolved that a new ARTICLE XV to the Bylaws be adopted as set forth below, and that current ARTICLES XV AND XVI of the Bylaws be renumbered ARTICLE XVI and XVII respectively.

1. New ARTICLE XV Section 1. If and to the extent that UCCD is subject to the terms of Utah's Nonprofit Entity Receipt of State Money Act, as it may be amended from time to time, then the following shall apply: UCCD's Executive Director shall be the administrator ("Administrator") for the receipt and management of any funds ("State Funds") received by UCCD from the State of Utah, which Administrator shall serve at the pleasure of the Board of Trustees subject to whatever contractual and/or other legal rights such Administrator might have in connection with her employment by UCCD.

Section 2. The Administrator shall report to the Board of Trustees at least annually, or more often as required by law or as requested by the Board of Trustees, on the maintenance and use of any such State Funds and inform the Board of Trustees of any issues pertaining to UCCD's compliance with State laws related to the State Funds.