

**AMENDED & RESTATED BYLAWS
OF
INTERNATIONAL VISITORS-UTAH COUNCIL
DBA UTAH COUNCIL FOR CITIZEN DIPLOMACY**
(a Utah nonprofit corporation)

These Amended and Restated Bylaws, as the same may be amended from time to time (these “**Bylaws**”) constitute all of the bylaws of the International Visitors-Utah Council, a Utah corporation doing business at Utah Council for Citizen Diplomacy (the “**Corporation**”). These Bylaws amend and restate and replace in their entirety any and all prior bylaws of the Corporation.

ARTICLE 1: ARTICLES OF INCORPORATION

Section 1.1 References to Articles. Any reference herein made to the articles of incorporation of the Corporation will be deemed to refer to its articles of incorporation and all amendments and restatements thereto (as amended and restated from time to time, the “**Articles of Incorporation**”) as at any given time on file with the Utah Department of Commerce, Division of Corporations & Commercial Code (including any successor to its functions, the “**Division**”), together with any and all certificates filed by the Corporation with the Division pursuant to applicable law.

Section 1.2 Seniority. The Articles of Incorporation and the Utah Revised Nonprofit Corporation Act (as amended and including any successor thereto, the “**Act**”) will in all respects be considered senior and superior to these Bylaws, with any inconsistency to be resolved in favor of the Articles of Incorporation and such law, and with these Bylaws to be deemed automatically amended from time to time to eliminate any such inconsistency which may then exist.

ARTICLE 2: CORPORATE OFFICES

Section 2.1 Location of Principal Office. The principal office of the Corporation shall be located in Salt Lake City, Utah, unless otherwise designated in the Articles of Incorporation or in a written statement or document duly executed and filed with the Division. The Corporation may have such other offices, either within or without the State of Utah, as the board of directors of the Corporation (the “**Board**”) may designate or as the business of the Corporation may require from time to time.

Section 2.2 Change Thereof. The Board may change the Corporation’s known place of business or its registered agent from time to time by filing a statement with the Division pursuant to applicable law.

ARTICLE 3: MEMBERS

Section 3.1 The Corporation shall have no members. The affairs of the Corporation shall be administered by the Board.

ARTICLE 4: BOARD OF DIRECTORS

Section 4.1 General Powers. Except as otherwise provided in the Articles of Incorporation or these Bylaws, the property, affairs and business of the Corporation shall be overseen and managed by the Board, including without limitation as such responsibilities may be delegated by the Board to the officers of the Corporation. The Board may exercise all the powers of the Corporation set forth in the Articles of Incorporation, these Bylaws and all other powers which are necessary for the proper management of the Corporation.

Section 4.2 Number and Term. The Board shall be comprised of not less than eleven (11) and not more than twenty (20) members (each, a “**Director**”), as may be fixed from time to time at the discretion of the Board. A person may be elected to the Board by a majority of the Directors then serving on the Board. In electing new Directors, the Board shall make a reasonable effort to ensure that the Directors serving on the Board at any given time represent a diverse cross-section of the community, such as, but without limitation, academia, corporate, government, private citizens and ethnic organizations. The terms of the Directors shall be staggered so that approximately one-third of the terms expire each year. Each Director shall serve for a term of three (3) consecutive years, subject to such Director’s earlier death, resignation or removal. A Director may not be elected for, nor serve, more than two (2) consecutive terms; provided that any person that has served two (2) consecutive terms may be elected and serve as a Director pursuant to this **Section 4.2** on or after the one (1) year anniversary of the date such person ceased serving as a Director.

Section 4.3 Board Chairperson. The Board Chair is a volunteer position. The Board Chairperson shall be a Director elected from among the Directors by a majority vote of the Board. The Board Chairperson shall serve in such capacity for a term of two (2) years, or until such Board Chairperson’s earlier death, disqualification, resignation or removal. A Director elected to serve as Board Chairperson may serve multiple consecutive terms as the Board Chairperson, subject to such person continuing to serve as a Director. The Board Chairperson shall (a) preside at and conduct all regular and special meetings of the Board, (b) supervise the Executive Director and (c) execute checks on behalf of the Corporation, along with the Treasurer or such other person(s) as may be authorized by the Board.

Section 4.4 Vice Chairperson. The Vice Chair is a volunteer position. The Vice Chairperson shall be a Director elected from among the Directors by a majority vote of the Board. The Vice Chair shall serve in such capacity for a term of three (3) years, or until such Vice Chairperson’s earlier death, disqualification, resignation or removal. A Director elected to serve as Vice Chairperson may serve multiple consecutive terms as the Vice Chairperson, subject to such person continuing to serve as a Director. The Vice Chairperson shall (a) perform all of the duties of the Board Chairperson in the absence or disability, or at the request, of the Board Chairperson and (b) execute checks on behalf of the Corporation, along with the Board Chairperson, the Treasurer or such other person(s) as may be authorized by the Board. The Board may also elect from among the Directors one or more assistant vice chairpersons who shall perform those duties as delegated to each of such persons by the Board.

Section 4.5 Regular Meetings. The Board shall meet at least annually. The Board may provide, by resolution, the time and place for the holding of regularly scheduled, periodic

meetings of the Board. After the times, dates and places of regularly scheduled, periodic meetings of the Board shall have been determined and written notice thereof shall have been once given to each Director, such regularly scheduled, periodic meetings of the Board may be held without notice at such times, dates and places as provided for by resolution of the Board.

Section 4.6 Special Meetings. Subject to the notice requirements of **Section 4.7**, special meetings of the Board may be held whenever and wherever called for by the Board Chairperson or any two (2) or more Directors.

Section 4.7 Notice of Board Meetings. Except as is otherwise expressly set forth in **Section 4.5**, no notice need be given of regular meetings of the Board. Written notice of the time and place (but not necessarily the purpose or all of the purposes) of any special meeting will be given to each Director in person or via mail, electronic mail or facsimile addressed to him or her at his or her latest physical or email address or facsimile number appearing on the Corporation's records. Notice to any Director of any such special meeting will be deemed given sufficiently in advance when (a) if delivered by the United States Postal Service, the same is deposited in the mail, with first class or airmail postage prepaid, at least five days before the meeting date, (b) if personally delivered or delivered by electronic mail (with confirmation of transmission), the same is transmitted at least forty-eight (48) hours before the meeting date and time, or (c) if delivered by facsimile, the same is transmitted (with confirmation of transmission) at least forty-eight (48) hours prior to the convening of the meeting. Any Director may waive call or notice of any meeting (and any adjournment thereof) at any time before, during, or after it is held. Attendance of a Director at any meeting will automatically evidence his or her waiver of call or notice of such meeting (and any adjournment thereof) unless he or she is attending the meeting for the express purpose of objecting to the transaction of business because the meeting has not been properly called or noticed.

Section 4.8 Quorum. A majority of the Directors then serving on the Board shall constitute a quorum for the transaction of business; provided that less than a quorum may adjourn any properly called and noticed meeting from time to time until a quorum shall be present, whereupon the meeting may be held, as adjourned, without further notice; and provided further that if there are less than that number of Directors then serving on the Board that are required to serve on the Board pursuant to **Section 4.2**, the only business that may be transacted by such quorum shall be that of electing additional individuals to serve as Directors.

Section 4.9 Voting and Proxies.

(a) *Voting.* At all meetings of the Board, each Director shall have one vote. Once a quorum is present at a meeting, the Directors present at the meeting may conduct any business as may be properly brought before the meeting until it is adjourned, and the subsequent withdrawal from the meeting of any Director or the abstention of any Director from voting shall not affect the presence of a quorum at the meeting. Subject to any greater voting requirements set forth in the Articles of Incorporation or these Bylaws, the affirmative vote of a majority of Directors present and voting at a meeting shall be the act of the Board. In the case of equality of votes, the Board Chairperson will have an additional or deciding vote. Without limiting the foregoing, the affirmative vote of at least seventy-five percent (75%) of the Directors then serving on the Board shall be required to (i) amend these Bylaws or the Articles of Incorporation, (ii) adopt any plan

of merger, consolidation, reorganization, liquidation or dissolution with respect to the Corporation, or (iii) sell, transfer, assign or otherwise convey all or substantially all of the assets of the Corporation.

(b) *Proxies*. Any Director may appoint another Director as a proxy to vote in such Director's name by providing such other Director with a written proxy substantially in the form of **Attachment 1** signed by such appointing Director. The Director appointed as a proxy must deliver the original proxy to the person conducting the applicable meeting and the Secretary shall attach a copy of such proxy to the minutes of such meeting.

Section 4.10 Honorary Trustee. The Board may from time-to-time appoint one or more persons to serve as an honorary trustee (each, an "**Honorary Trustee**") for such purposes as may be established by the Board; provided that no Honorary Trustee shall have any voting rights at any Board or committee meeting by virtue of being an Honorary Trustee. Subject to any resolution of the Board to the contrary, each Honorary Trustee shall serve an indefinite term, subject to such Honorary Trustee's death, resignation or removal, and each Honorary Trustee shall have no responsibilities or duties to the Corporation.

Section 4.11 Committees Generally. In addition to the Executive Committee, the Board, from time to time, may appoint such standing or temporary committees, and vest such committees with such powers, as the Board may include in such applicable resolution; provided, however that no committee, including but not limited to the Executive Committee, shall have the authority to take any of the following actions, without first submitting such specific action to a vote of the Board at a meeting of the Board: (a) elect, appoint or remove any Director, or fill any vacancy on the Board or in any committee of the Board; provided that the Executive Committee may appoint or remove any person to a committee of the Board or fill a vacancy on any committee of the Board, other than the Executive Committee, (b) hire or fire the Executive Director; provided that the Executive Committee may fire the Executive Director if the circumstances would make it impractical to obtain the prior approval of the Board and the interests of the Corporation would be harmed by the Executive Committee's failure to act promptly, (c) amend or restate the Articles of Incorporation or these Bylaws, (d) adopt any plan of merger, consolidation, reorganization, liquidation or dissolution with respect to the Corporation, (e) sell, transfer, assign or otherwise convey all or substantially all of the assets of the Corporation, or (f) file a petition in bankruptcy on behalf of the Corporation under any provisions of federal or state bankruptcy law or consent to the filing of any bankruptcy petition against the Corporation under any similar law. Unless otherwise specifically required pursuant to a resolution adopted by the Board, a member of a committee need not be a Director of the Corporation; provided that no member of a committee that is not also a Director shall have the right to vote on any matters that come before such committee. Each committee of the Board shall have at least two (2) members that are Directors.

Section 4.12 Executive Committee. The Board shall appoint an executive committee (the "**Executive Committee**") which shall consist of at least four (4) Directors who, to the extent applicable, must include the Board Chairperson, the Vice Chairperson, the Director serving as Secretary and the Director serving as Treasurer, in each case subject to such person's resignation or removal from the Executive Committee. Each member of the Executive Committee shall serve on such committee until the end of such person's term as Board Chairperson, Vice

Chairperson, Secretary, Treasurer or, if such member of the Executive Committee does not also hold any such position, Director, as applicable, or until such person's earlier death, resignation or removal. During the intervals between meetings of the Board, the Executive Committee shall have and may exercise all powers of the Board in the management of the business and other affairs of the Corporation, except as set forth in **Section 4.11**. The Executive Committee shall meet at such place or places, at such time or times and upon such notice (or without notice) as it shall determine from time to time, and shall invite the Executive Director to all of its meetings. It shall keep a record of its proceedings and shall report such proceedings to the Board at the next meeting of the Board. A majority of the Directors then serving on the Executive Committee shall constitute a quorum for the transaction of business; provided that less than a quorum may adjourn any meeting from time to time until a quorum shall be present; and provided further that if there are less than that number of Directors then serving on the Executive Committee that are required to serve on the Executive Committee pursuant to this **Section 4.12**, the remaining members of the Executive Committee shall, until the filling of such vacancy, constitute the then total membership of the Executive Committee.

Section 4.13 Other Committees. Without limiting the generality of **Section 4.11**, the Board may appoint the following committees:

(a) *Board Governance Committee*. The board governance committee (the "**Board Governance Committee**"), if any, shall consist of that number of Directors as appointed by the Board. As requested by the Board, the Board Governance Committee shall solicit names from the Board and others of potential candidates to serve as Directors, Honorary Trustees, committee members, and officers and shall interview such prospective candidates as the Board Governance Committee may determine. The Board Governance Committee shall then make recommendations to the Board regarding candidates to be considered by the Board. The Board Governance Committee shall also have such other duties and responsibilities as may be delegated by the Board.

(b) *Finance Committee*. The finance committee (the "**Finance Committee**"), if any, shall consist of that number of Directors as appointed by the Board; provided that at least one of such Directors must be the Treasurer, if any. As requested, the Finance Committee shall provide counsel and direction to the Executive Director and the Board regarding budgetary and financial decisions.

(c) *Development Committee*. The development committee (the "**Development Committee**"), if any, shall consist of that number of Directors as appointed by the Board. As requested, the Development Committee shall assist the Executive Director with developing, planning and carrying out fund-raising activities.

Section 4.14 Presumption of Assent. A Director who is present at a meeting of the Board or of any committee at which action is taken on any matter will be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting or unless he or she files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof. A right to dissent will not be available to a Director who voted in favor of the action.

Section 4.15 Compensation. No Director, Honorary Trustee or committee member shall receive or be entitled to receive any compensation from the Corporation by reason of serving in such capacity. Notwithstanding the foregoing, a Director, Honorary Trustee or committee member may be reimbursed for reasonable expenses, if any, incurred by such person on behalf of the Corporation.

Section 4.16 Action by Board Without a Meeting. Any action required or permitted to be taken at a meeting of the Board or any committee thereof may be taken without a meeting and without prior notice, if one or more consents in writing setting forth the action taken is signed by at least the number of Directors that would be required to authorize or take the action at a duly called and convened meeting at which all Directors entitled to vote on the action were present and voted, assuming a quorum. If any one or more written consents authorized by this **Section 4.16** are executed by less than all of the Directors entitled to vote on such matter, the Corporation shall promptly provide a copy of such written consents to those Directors that did not sign such written consents; provided that the failure of the Corporation to provide a copy of such written consents to such other Directors shall not invalidate such action(s) taken by written consent.

Section 4.17 Meetings by Remote Communication. Any member of the Board or a committee thereof may participate in any meeting of the Board or such committee by means of a conference telephone or similar communication equipment whereby all members participating in such meeting can hear one another. Such participation shall constitute attendance in person.

ARTICLE 5: OFFICERS - GENERAL

Section 5.1 Number and Appointment of Officers. The officers of the Corporation shall be as determined and appointed by the Board from time to time and may include, without limitation, an Executive Director, a Secretary and a Treasurer. The Board may also authorize the Executive Director to appoint one or more subordinate officers, subject to the right of the Board to appoint or remove any officer at any time. In its discretion, the Board may leave any office unfilled for any such period as it may determine. Appointment of an officer shall not of itself create any contractual rights to continued employment or otherwise and any employment shall be terminable at will in all cases unless expressly agreed otherwise in writing by the Executive Director (or by the Board Chairperson, following a resolution of the Board, with respect to any individual serving as the Corporation's Executive Director). With the exception of the Executive Director, any officer may be a Director during the term of his or her respective office(s); provided that the Secretary and Treasurer, if any, shall also be Directors. Any two or more offices may be held by the same person.

Section 5.2 Duties of Officers. Subject to the right of the Board to prescribe or limit the duties, power or authority of any officer at any time, the functions, duties, powers and responsibilities of the Corporation's officers shall be as follows:

(a) *Executive Director.* The Executive Director shall act as the chief executive officer and president of the Corporation. The Executive Director shall (i) supervise the business and affairs of the Corporation, (ii) supervise the performance by all other officers of their respective duties, subject to the control of the Board, and (iii) perform all other duties and responsibilities as outlined in the Executive Director's position description maintained by the

Board, or as otherwise delegated by the Board. Except as may otherwise be specifically provided in a resolution of the Board, the Executive Director will be the proper officer to sign on behalf of the Corporation any agreement or other instrument of any significant importance to the Corporation. Notwithstanding anything contained in these Bylaws to the contrary, without the prior approval, the Executive Director may not obligate the Corporation to pay any sum of money or otherwise give any consideration, in each case having a fair market value of \$5,000 or more. A person appointed to the office of Executive Director will continue to hold that office for such term as may be specified by the Board in its resolutions appointing such person to such office, or until such person's successor shall have been duly appointed or until such person's earlier death, disqualification, resignation or removal from such office. A person appointed to the office of Executive Director may not also be a Director, provided that the Executive Director shall have the right to attend all meetings of the Board and to serve on any committee of the Board, but shall not have the right to vote at any Board or committee meeting.

(b) *Secretary.* The Secretary will keep (or oversee the keeping of) the minutes of meetings of the Board, the minutes of the meetings of any committee of the Board, all unanimous written consents of the Board and any committee of the Board, and will see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary will be custodian of the corporate seal, if any, and corporate records and, in general, will perform all duties incident to the office. A person appointed to the office of Secretary must also be a Director and shall serve as Secretary for a term of three (3) years, or until such person's earlier death, disqualification, resignation or removal from such office.

(c) *Treasurer.* The Treasurer will keep (or oversee the keeping of) full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and will cause all money and other valuable effects to be deposited in the name and to the credit of the Corporation in such depositories, subject to withdrawal in such manner, as may be designated by the Board. The Treasurer will render to the Board Chairperson, the Executive Director and the Board at proper times an account of all of the Treasurer's transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall be responsible for preparing and filing (or overseeing the preparation and filing of) such financial reports, financial statements, and returns as may be required by law. The Treasurer will be a proper officer to execute checks on behalf of the Corporation along with the Board Chairperson, Vice Chairperson or such other person(s) as may be authorized by the Board to execute checks on behalf of the Corporation. A person appointed to the office of Treasurer must also be a Director and shall serve as Treasurer for a term of three (3) years, or until such person's earlier death, disqualification, resignation or removal from such office.

(d) *Other Officers.* Other officers shall perform such duties and have such powers as from time to time may be assigned to them by the Board or the Executive Director. In all instances, the authority of any such other officers to enter into contracts or execute and deliver any instrument in the name of and on behalf of the Corporation shall be subject to and limited by any restrictions or limitations imposed by action of the Board. Such other officers may, but need not, also be Directors.

Section 5.3 Surety Bond. In case the Board shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such sureties as the

Board may direct, conditioned upon the faithful performance of duties to the Corporation, including responsibility for negligence and for the accounting for all property or monies of the Corporation which may come into the officer's or agent's hands.

Section 5.4 Compensation. Each officer shall be reimbursed for reasonable expenses, if any, incurred by such officer on behalf of the Corporation. The salaries or other compensation of the officers and agents, other than the Secretary and Treasurer, shall be fixed from time to time by the Board. The offices of Secretary and Treasurer are volunteer positions and, as such, the Secretary and Treasurer shall not receive a salary. Notwithstanding anything in these Bylaws to the contrary, no salary or other compensation shall be paid to an individual serving as an officer of the Corporation who is also a Director unless such compensation relates solely to such individual's capacity as an officer. The following guidelines shall be followed by the Board when determining reasonable compensation of any officer:

(a) The Corporation's Conflict of Interest Policy must be consulted and satisfied;

(b) Compensation arrangements must be based on (i) information about compensation paid by at least three similarly situated organizations (taxable or tax-exempt) for similar services, (ii) current compensation surveys compiled by independent firms, or (iii) actual written offers from similarly situated organizations;

(c) Compensation arrangements must be approved pursuant to this **Section 5.4** in advance of any payment of compensation; and

(d) The date and terms of approved compensation arrangements must be documented in writing, and the written documentation must identify (i) the members of the authorized body who were present during debate on the approved compensation arrangement, (ii) the decision made by each individual who participated in the determination of approved compensation arrangement, (iii) the information on which the compensation arrangement was based and its source, and (iv) any actions taken, consistent with the Conflict of Interest Policy referenced in **Section 5.4(a)**, with respect to consideration of the compensation arrangement by anyone who otherwise is authorized to vote on compensation arrangements but who had a conflict of interest with respect to the transaction.

ARTICLE 6: RESIGNATIONS, REMOVALS AND VACANCIES

Section 6.1 Resignations. Any Director, Board Chairperson, Vice Chairperson, Honorary Trustee, committee member, or officer may resign from such position at any time by written notice addressed and delivered to any of the Board Chairperson, the Executive Director, the Secretary or all of the Directors, provided that no person so resigning may address and deliver any such resignation to himself or herself. Any such resignation will be effective upon its receipt by the addressee unless some later time is therein fixed, and then from that time. The acceptance of a resignation will not be required to make it effective.

Section 6.2 Removal. Any Director, Board Chairperson, Vice Chairperson, Honorary Trustee, committee member or officer may be removed by the Board (excluding, if applicable, the vote of such individual to be removed), with or without cause, whenever in the judgment of the Board the best interests of the Corporation will be served thereby; provided that such

removal shall be without prejudice to the contract rights, if any, of the person so removed. Without limiting the foregoing, the Executive Committee may at any time remove any member of the Executive Committee, with or without cause, upon the majority vote of the other members of the Executive Committee. The removal of a person as a Director, committee member or officer does not automatically remove or otherwise prevent such person from serving in any other capacity, whether as a Director, Board Chairperson, Vice Chairperson, committee member or officer.

Section 6.3 Vacancies and Delegations. A vacancy in any directorship, board chairperson position, committee position, or officership because of death, disqualification, resignation, removal, or otherwise, or because a new directorship, board chairperson position, committee position or officership was created, may be filled by the Board. If any officer of the Corporation be absent or unable to act, or for any other reason that the Executive Director or Board may deem sufficient, the Executive Director or Board may delegate for the time being, some or all of the functions, duties, powers and responsibilities of any officer to any other officer, or to any other agent or employee of the Corporation or other responsible person.

ARTICLE 7: CONFLICTS OF INTEREST

Section 7.1 The Board shall approve a Conflict of Interest Policy for the Corporation and from time to time shall approve amendments and restatements thereto, as determined in the Board's sole discretion. The Conflict of Interest Policy must be consulted and satisfied prior to entering into any transaction or arrangement covered by such Conflict of Interest Policy. The Directors and officers of the Corporation shall upon their election or appointment and annually thereafter, sign a written acknowledgment regarding such Conflict of Interest Policy, as contemplated in Article VI of the Conflict of Interest Policy.

ARTICLE 8: INDEMNIFICATION

Section 8.1 Subject to any limitations contained in the Articles of Incorporation, the Corporation shall, to the full extent consistent with the Act, indemnify the Board, officers, employees and agents of the Corporation with respect to liabilities and expenses arising out of any action, suit or proceedings in which they become involved by reason of their affiliation with the Corporation. If the Board makes a determination that a Director or officer has met any requirements for advancement of expenses required pursuant to the Articles of Incorporation, these Bylaws, any written policies of the Board and the Act, then the Corporation may pay for or reimburse the reasonable expenses incurred by a Director or officer who is a party to a proceeding in advance of final disposition of the proceeding. Nothing contained herein shall prevent the Corporation from obtaining appropriate liability insurance for any of the foregoing.

ARTICLE 9: MISCELLANEOUS

Section 9.1 Corporate Seal. The Board may provide for a seal of the Corporation that will have inscribed thereon the name of the Corporation, the state and year of its incorporation, and the words "Corporate Seal."

Section 9.2 Records at Principal Office. The Corporation shall keep at its principal office the following: (a) a copy of the Articles of Incorporation and the Bylaws, (b) correct and

adequate records of accounts and finances, including without limitation all financial statements for the preceding three (3) years, (c) a list of all Directors' and officers' names and addresses, (d) minutes of the proceedings of the Board and any minutes that may be maintained by any committees, (e) records of any waivers of notice of any meeting of the Board or any committee, and (f) a copy of the Corporation's most recent annual report delivered to the Division. The records shall be made available to any Director upon reasonable request and during regular business hours; provided that such Director has a purpose for inspection reasonably related to the Corporation's interests. Cost of inspecting or copying any such records shall be borne by such requesting Director.

Section 9.3 Reliance upon Books, Reports and Records. Each Director, committee member and officer of the Corporation shall, in the performance of such person's duties, be fully protected in relying in good faith upon the books of account or other records of the Corporation, including reports made to the Corporation by any of its officers, by an independent certified public accountant, or by another professional engaged by the Corporation for purposes of creating such a report.

Section 9.4 Checks, Notes, and Drafts. All checks, notes, drafts or other orders for the payment of money of the Corporation shall be signed, endorsed or accepted in the name of the Corporation by at least two (2) persons, who may be any of the Board Chairperson, the Vice Chairperson, the Treasurer or such officer, officers, person or persons as from time to time may be designated by the Board of Directors.

Section 9.5 Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

ARTICLE 10: AMENDMENTS

Section 10.1 These Bylaws may be altered, amended, restated, supplemented, repealed, waived, or temporarily or permanently suspended, in whole or in part, by the affirmative vote of at least seventy-five percent (75%) of the Directors then serving on the Board.

ATTACHMENT 1

FORM OF PROXY

I hereby appoint _____ as my proxy to vote in my name and on my behalf at the meeting of the Board of Directors of International Visitors-Utah Council, a Utah corporation doing business as Utah Council for Citizen Diplomacy, to be held on _____. This proxy shall expire upon the adjournment of said meeting.

Signed: _____

Dated: _____

CERTIFICATE OF ADOPTION

I hereby certify that I am the duly elected Secretary of International Visitors-Utah Council, a Utah nonprofit corporation doing business as Utah Council for Citizen Diplomacy (the "**Corporation**"), and have been designated by the board of directors of the Corporation (the "**Board**") to act in that capacity. I also certify that the foregoing Amended and Restated Bylaws have been adopted as the Amended and Restated Bylaws of the Corporation by the Board pursuant to that certain Action by Unanimous Written Consent of the Board of Directors dated December 1, 2016, and that these Amended and Restated Bylaws, as of the date of this Certificate of Adoption, have not been repealed, altered, amended, restated, or superseded, and remain in full force and effect.

DATED as of the 1st day of December, 2016.



Nettie Downs, *Secretary*