

BYLAWS

OF

THE SALT LAKE CLIMBERS ALLIANCE, INC

A UTAH NONPROFIT CORPORATION

AMENDED AND RESTATED BYLAWS

OF

THE SALT LAKE CLIMBERS ALLIANCE, INC

ARTICLE 1.0 – OFFICES

1.1 Business Offices. The mailing address of the Salt Lake Climbers Alliance (“SLCA”) is PO Box 9157 Salt Lake City, Utah 84109. The SLCA may have such other address or offices, either within or outside Utah, as the governing Board of Directors may designate or as the affairs of the SLCA may require from time to time.

1.2 Registered Office. The registered office of the SLCA required by the Utah Nonprofit Corporation Act (“Act”) may be, but need not be, the same as the SLCA’s principal business office in Utah. The initial registered office is the same as the initial principal office referenced above, but is subject to change from time to time by the governing Board of Directors, by the Officers of the SLCA, or as otherwise provided by the Act.

ARTICLE 2.0 – PURPOSES

2.1 Purposes. The SLCA is organized exclusively for non-profit purposes as specified in Section 501(c)(3) of the Internal Revenue Code, and the specific purposes for which this non-profit corporation is organized is to pursue the specific objectives and purposes set forth in section 2.2 of this Article; and in connection therewith, but not in limitation thereof, to do the following:

- (a) To solicit contributions and donations from individuals, groups, and organizations;
- (b) To engage in any and all types of activities not prohibited by law which shall promote the aforementioned purposes; and
- (c) To have and exercise any and all powers, rights, and privileges which a corporation organized under the Non-Profit Corporation Act of the State of Utah may now or hereafter have or exercise.

2.2 Specific Objectives and Purposes. The specific objectives and purposes of the SLCA include, but are not limited to, the following:

- (a) To encourage, promote, and support conservation and preservation of climbing areas in the Wasatch Mountains.
- (b) To preserve access to climbing areas, including, but not limited to, acquiring

in fee simple or leasing land.

(c) To provide information to local and visiting climbers regarding climbing access and other important climbing issues related to the local climbing areas.

(d) To establish and maintain effective local and statewide community relations.

(e) To solicit and accept gifts, money, securities and real or personal property to use for advancing the purposes contained herein.

(f) To encourage stewardship of outdoor recreational areas.

2.3 Limitations on activities. The SLCA shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or any corresponding provisions of any subsequent Federal or State tax laws.

ARTICLE 3.0 – MEMBERS

3.1 Membership. The SLCA will have a membership program. The governing terms of the SLCA membership program not set forth herein shall be established by a majority vote of the Board.

3.2 Dues and Annual Budget. Membership dues shall be determined annually by a majority vote of the Board when approving the Annual Budget. The “Annual Budget” shall mean the budget compiled by the SLCA to be approved by the Board no later than the start of the SLCA’s fiscal year.

3.3. Transfer of Membership. Membership in the SLCA is not transferable. Members shall have no ownership rights or beneficial interests of any kind in the assets of the SLCA.

ARTICLE 4.0 – BOARD OF DIRECTORS

4.1 General Powers. The business and affairs of the SLCA shall be managed by its governing Board of Directors (“Board”), except as otherwise provided in the Act, the articles of incorporation or these Bylaws. For purposes of clarity, the Board constitutes, and is synonymous with, the Board of Trustees of the Corporation, as such term is used in the SLCA’s Articles of Incorporation.

4.2 Number, Composition, Classification, Election, Tenure, and Qualification.

- (a) The number of Directors of the Board shall be specified from time to time by resolution of the Board, but shall not be less than five (5) and no more than nine (9). Any action of the Board to increase or decrease the number of Directors, whether expressly by resolution or by implication through the election of additional Directors, shall constitute an amendment of these Bylaws affecting such increase or decrease. New Directors shall be elected by a majority vote of the Board.
- (b) To be eligible for a Board position, a person must show a commitment to the purposes of the SLCA as set forth in Article 2.0 as well as minimum Director responsibilities attached hereto as Exhibit A.
- (c) Directors shall be elected by a majority vote of the entire Board.
- (d) The term of office for each Director shall be two years from the date of election to the Board. Upon expiration of a Director's term, the Director may be elected to serve one additional term by a majority vote of the other Directors then in office at a meeting held in accordance with Article 6.0 after a deliberation where the Director is temporarily excused from the meeting; provided, however, that the notice of meeting shall include reference to the Director's term renewal vote, and the vote shall not be conducted by an action without a meeting. A Director may only serve 2 consecutive terms. . Directors shall be re-elected by majority vote of the Board.
- (e) Subject to section 4.2(d) of this Article, each Director shall hold office until such Director's term expires and thereafter until such Director's successor shall have been elected and qualified, or until the Director's earlier death, resignation, or removal.
- (f) Any Director, may be removed at any time, with or without cause, by a two thirds vote of the other Directors then in office.
- (g) The Officers of the Board shall consist of a Chair, Vice Chair, Treasurer, Secretary, and any other position as required and permitted by the Board.
- (h) The Board may, at its option, designate an unlimited number of non-voting "Emeritus Directors" and or "Advisory Directors" to serve solely in

an advisory capacity. To be eligible for designation as an Emeritus Director, a person shall have previously served on the Board.

4.3 Vacancies.

(a) Any Director may resign at any time by written or oral notice to any Director. Such resignation shall take effect at the time specified in such resignation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum. A Director elevated to fill a vacancy shall be elected to an unexpired term of such Director's predecessor in office. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of a majority of the Directors then in office, and a Director so chosen shall hold office until the end of the term designated for the position so created and thereafter until the Director's successor shall have been elected, or until the Director's earlier death, resignation, or removal.

(b) Any vacancy of a specific Board position set forth in Article 4.7(b) may be temporarily filled by an existing Director by a majority vote or a quorum of the Board and shall last until such time as decided by a majority vote of a quorum of the Board.

4.4 Quorum and Voting. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board, and the vote of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. Directors may vote or act by proxy at any meeting of the Board.

4.5 Safe Environment. In order to ensure a socially, emotionally, and psychologically safe environment, respectful behavior is the expectation, norm, and requirement within the organization. Arguments and ideas may (and are expected to) be challenged, but attacks and disrespectful behavior and/or attitudes towards people/groups will not be tolerated. Immediate dismissal by majority vote of the Board and/or at the direction of the Executive Director will be the result of unwanted behavior.

4.6 Committees.

- (a) Committees may be created by the Board to perform special function and shall serve until termination by the Board;
- (b) A person may serve on a committee upon designation by the Committee Chair after consultation with the Executive Director;
- (c) Committee service commitment shall be a minimum of two years after which time each member will have a review with the Committee Chair. A renewal of commitment can be made as long as renewal meets the consensus of both parties;
- (d) There are no limits on how many terms a Committee Member may serve;
- (e) Committees are to meet quarterly or as needed;
- (f) Committees shall consist of no fewer than five members and no more than nine members;
- (g) Committee members are to represent the Salt Lake Climbers Alliance mission to the greater community.

(h)

f. Executive: Consists of the Officers of the Board of Directors. The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of the the Board Chairperson, Vice Chairperson, the Secretary, and the Treasurer, and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the Corporation, to the extent permitted, and, except as may otherwise be provided, by provisions of law.

i. By a majority vote of its members, the Board of Directors 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, contemporaneous minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board of Directors from time to time as the Board may require. The Executive Committee shall be responsible for gathering input from the Board and evaluating performance of the Executive Director annually.

(j) General Duties of Committee Chairs. Each standing committee will have a chair. Duties of the Committee Chair shall include, but are not limited to:

- a. Committee goals will be set by the Committee Chair and Executive Director and the start of the year and will align with the strategic plan;
- b. Agendas will be drafted by the Executive Director with input from the Committee Chair before being sent to Committee Members;
- c. Agendas will be sent to Committee Members by the Committee Chair at least one week before a committee meeting;
- d. Committee agendas and notes will be tracked by the Committee Chair or an appointee by the Committee Chair and stored in the committee google drive folder;
- e. Agenda format is standardized and should include, but is not limited to: labeling the agenda and notes with the year/month/date and the committee name, mission of the committee, list of Committee Members and attendance with full names and email addresses, action items with timelines and person responsible, and next meeting date;
- f. Responsible for following up with Committee Members on action items.
- g. Responsible for leading committee meetings;
- h. Responsible for adequate staffing the committee;
- i. A person may serve as Committee Chair for up to four consecutive years, at which point can be reappointed for another term by the Executive Director;

j. The Executive Director and Committee Chair, by joint decision, retain the ability to dismiss Committee Member for the failure to discharge Committee Members duties or for violating the safe environment for employees, Board Members, Committee Members, and guests. A dismissal decision may be appealed to the Board, and the decision overturned upon a majority vote of the Board. The Committee Chair who participated in the dismissal decision will not participate in the Board appeal vote. If a dispute involving a committee Chair is appealed to the Board, the Committee Chair is recused from the vote.

(l) Sub-committees may be formed and dissolved under the direction of the Executive Director and the Committee Chair as needed.

4.7 Duties of Directors.

(a) General Duties. The duties of the Board shall include: fulfilling to use the best of their ability the purposes of the SLCA as outlined herein, using best efforts to attend or have a proxy attend quarterly meetings, and attending all SLCA events and other meetings if possible.

(b) Specific Duties. The specific duties of the Board Members may include the roles presented below. The same individual may simultaneously hold more than one role, and, with the exception of the duties of the Chair, the Board may delegate any specific duties to the Executive Director or other Officer.

a. Chair: The Chair shall preside at all meetings of the SLCA. The Chair shall be the primary representative of the SLCA where such representation is desirable.

b. Secretary: The Secretary shall keep accurate minutes of SLCA meetings and put the meeting agendas and minutes in the SLCA Dropbox account. The Secretary shall keep copies of the records and correspondence of the SLCA.

c. Treasurer: The Treasurer shall give a report at the Board meetings. The Treasurer shall help the Executive Director to prepare the budget and will advise on the budget throughout the year. The Treasurer

shall keep an account of the financial records of the SLCA. The Treasurer shall coordinate in a timely manner to the IRS all forms or other information required for the SLCA to maintain good standing as a non-profit organization.

d. Other Board Members: The Board may in its discretion by majority vote elect other Directors to the Board. The specific duties of those additional Board members shall be determined by the Board.

ARTICLE 5.0 – OFFICERS AND AGENTS

5.1 Number and Qualifications. The Executive Director shall be appointed by the Board and serves the pleasure of the Board. The Board may also elect or appoint such other Officers, Assistant Officers and agents, as it may consider necessary.

5.2 Election and Term of Office. The elected Officers of the SLCA shall be elected by the Board at each regular annual meeting, or in absence of such, at a special

meeting of the Board. The elected Officers' terms shall be determined by the Board at such election.

5.3 Compensation. The compensation of the Officers shall be as fixed from time to time by the Board, in its sole discretion.

5.4 Removal. Any Officer or agent may be removed by the Board whenever its judgement the best interests of the SLCA will be served thereby, but such removal shall be without prejudice to the contract rights, if any of the person so removed. Election or appointment of the Officer or agent shall not in itself create contract rights.

5.5 Vacancies. Any Officer may resign at any time, subject to any rights or obligations under any existing contracts between the Officer and the SLCA, by giving written notice to the Board. An Officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the Board for the unexpired portion of the term.

5.6 Authority and Duties of Officers. The Officers of the SLCA shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board or these Bylaws, except that in any

event each Officer shall exercise such powers and perform such duties as may be required by law.

5.7 Executive Director. The Executive Director, if one is elected, shall subject to the direction and supervision of the Board:

- (a) Be the chief administrative Officer of the SLCA with general responsibility for all day-to-day operations of the SLCA including, without limitation, hiring, supervising, and managing additional SLCA staff;
- (b) Propose, prepare, and present to the Board specific programs and activities that will further the SLCA's purposes;
- (c) Direct and supervise the implementation of the programs and activities approved by the Board;
- (d) Prepare and send notice of all meetings of the Board;
- (e) See that all orders and resolutions of the Board are carried into effect; and
- (f) Perform all other duties and responsibilities as may from time to time be assigned to the Executive Director by the Board. The Executive Director shall not have any voting power in Board decisions. The Executive Director shall be responsible keeping and updating a list of Board and Committee members.

ARTICLE 6.0 - MEETINGS

6.1 Annual Meetings. The SLCA shall hold an annual meeting within the State of Utah at a time and place decided on by the Board. The Board shall provide written or electronic notice of the annual meeting to the members of the SLCA at least ten (10) days before the annual meeting. The annual meeting is open to the public.

6.2 Regular Meetings. The Board shall meet every other month at a minimum to conduct regular business. These meetings are only open to the Board and their invitees. Members of the SLCA may petition the Board for permission to attend.

6.3 Special Meetings. A special meeting of the Board may be called by any member of

the Board or by petition (approved by the Board) of any member of the SLCA.

6.4 Notice. Notice of each meeting of the Board stating the place, day, and hour of the meeting shall be given to each Director at the Director's business or electronic address at least three days prior thereto by email or telephonic communication. Any Director may waive notice of any meeting before, at, or after such meeting. The attendance of a Director at a meeting shall constitute waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver or notice of such meeting unless otherwise required by statute.

6.5 Meetings by Telephone. Members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at the meeting.

6.6 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Directors or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors or Committee Members entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts) shall have the same force and effect as a quorum vote of the Directors or Committee Members. Email shall suffice in manifesting consent described in this paragraph.

ARTICLE 7.0 - INDEMNIFICATION

7.1 Indemnification of Directors, Officers, Etc. To the full extent permitted by law, the SLCA shall indemnify any Director or Officer, including the Executive Director for purposes of this Article 6.1, or a former Director or Officer of another corporation against expenses actually and reasonably incurred by them, in connection with the defense of any action, suit, or proceeding, civil or criminal, in which they are made a party by reason of being or have been such Director or Officer, except in relation to matters as to which they shall be adjudged in such action, suit, or proceeding to be liable for gross negligence in the performance of duty; and to make such other indemnification (including advanced payment of indemnification) as shall be authorized by the Board.

7.2 Insurance. By action of the Board, notwithstanding any interest of the Directors in such action, the SLCA may purchase and maintain insurance, in such amounts as the Board may deem appropriate, on behalf of any person indemnified hereunder against any liability asserted against him/her and incurred by him/her in the capacity of or arising out of his/her status as an agent of the SLCA, whether or not the SLCA would have the power to indemnify him/her against such liability under applicable provisions of law. The SLCA may also purchase and maintain insurance, in such amounts as the Board may deem appropriate, to insure the SLCA against any liability, including without limitation, any liability for the indemnification provided in this Article.

7.3 Limitation on Indemnification. Notwithstanding any other provision of these bylaws, the SLCA shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the SLCA as an organization described in section 501(c)(3) of the Internal Revenue Code or would result in liability under section 4941 or the Internal Revenue Code.

ARTICLE 8.0 – LIMITATION ON LIABILITY AND DISCLAIMER

8.1 Limitation on Liability. No Director or Officer of the SLCA shall be personally liable to the SLCA for any civil claims arising from acts or omissions made in the performance of such person's duties as a Director or Officer, unless the acts or omissions are the result of such person's willful misconduct.

8.2 Disclaimer. The SLCA makes no representations or warranties, either express or implied, regarding the safety, reliability, or suitability for use of any fixed anchors, other hardware, or trail improvements currently existing or installed in the future by the SLCA. Moreover, the SLCA makes no representations or warranties, either express or implied, regarding the degree of hazard or danger involved, or lack thereof, on any rock climbing route or trail.

ARTICLE 9.0 – MISCELLANEOUS

9.1 Account Books, Minutes, Etc. The SLCA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and Committees. All books, the Annual Budget, and records of the SLCA may be inspected by any Director or such Director's authorized agent or attorney, for any purpose at any reasonable time.

9.2 Fiscal Year. The fiscal year of the SLCA shall be from January 1st to December 31st.

9.3 Conveyances and Encumbrances. Property of the SLCA may be assigned, conveyed, or encumbered by such Directors or agents of the SLCA as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance, and encumbrance; however, the sale, exchange, lease, or other disposition of all or substantially all of the property and assets of the SLCA shall be authorized only in the manner prescribed by applicable statute.

9.4 Designated Contributions. The SLCA may accept any designated contribution, grant, bequest, or devise consistent with its general charitable and tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor designed contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the SLCA shall reserve all right, title, and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose, or use.

9.5 Earnings and Assets. No part of the net earnings of the SLCA shall inure to the benefit of any Member, Trustee, Director, or Officer of the organization, or any private individual, except that reasonable compensation may be paid for services rendered to or for the organization, and no Member, Trustee, Director, or Officer of the SLCA, or any private individual shall be entitled to share in the distribution of the assets upon dissolution of the organization.

9.6 Expenditure of Funds. Any expenditure of funds must be consistent with carrying out the SLCA's mission. Any expenditure of funds over \$2,500 (outside of the approved budget) must be approved by a majority vote of the Board.

9.7 Conflicts of Interest. If any person who is a Director or Officer of the SLCA is aware that the SLCA is about to enter into any business transaction directly or indirectly with such person, any member of that person's family, or any entity in which that person has any legal, equitable, or fiduciary interest or position, including without limitation as a Director, Officer, shareholder, partner, or beneficiary, such person shall (a) immediately inform those charged with approving the transaction on behalf of the SLCA of such person's interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the SLCA, and (c) not be entitled to vote on the decision to enter into such transaction.

9.8 Dissolution.

(a) Dissolution. The Board may authorize the dissolution of the SLCA upon a unanimous vote of the entire Board.

(b) Distribution of Assets. Upon the dissolution of the SLCA assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the government of the State of Utah, for any public purpose. Any such assets not so distributed shall be disposed of by the Superior Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

9.9 References to Internal Revenue Code. All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

9.10 Amendments. The power to alter, amend, or repeal these bylaws and adopt new bylaws shall be vested in the Board shall require a two-thirds vote of the Board.

9.11 Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

BYLAWS CERTIFICATE

The undersigned certifies that he or she is the Chairperson of the Board of the Salt Lake Climbers Alliance, a Utah nonprofit corporation, and that, as such, he or she is authorized to execute this certificate on behalf of said corporation, and further certifies that (i) attached hereto is a complete and correct copy of the presently effective Bylaws of said corporation; (ii) the attached Amended and Restate Bylaws of the corporation were duly adopted by the Board and the corporation at a meeting of the Board held on July 8th, 2020; and (iii) the attached Amended and Restated Bylaws amend and restate in their entirety the Bylaws of the corporation dated as of January 23, 2017.

Dated May 4th, 2022

A handwritten signature in black ink, appearing to be "D. S. W.", written over a horizontal line.

SLCA's Chairperson