

AMENDED AND RESTATED BYLAWS
OF
THE PARENTAL DEFENSE ALLIANCE OF UTAH

April 27, 2016

ARTICLE I
NAME AND PURPOSES

Section 1.01 Name: The name of the organization is “The Parental Defense Alliance of Utah”, referred to herein as the “PDA”.

Section 1.02 Organization: The PDA is organized as a nonprofit corporation under the laws of the State of Utah. Any income received shall be applied only to the purposes and objectives of the organization, and no part of the income shall inure to the benefit of any of the Directors.

Section 1.03 Purposes: The PDA is organized for following purposes:

- (a) to promote through education sound, ethical practices for all parental defense advocates and provide ethical and professional standards to which all parental defense advocates can aspire;
- (b) to sponsor meetings, seminars, conferences and trainings for the discussion of issues pertaining to the defense of parents’ rights in Utah’s courts;
- (c) to support and encourage the continued education of members of the PDA as directed by the Utah State Legislature and the Executive Branch of the State of Utah;
- (d) to inform the members of the PDA regarding new and important developments regarding the representation of parents;
- (e) to promote the preservation of the family through an exchange of new and useful information among the members of the PDA, other compatible organizations, and local, state and federal agencies;
- (f) pursue any other activity consistent with the foregoing purposes and with the Company’s contract with the State of Utah.

ARTICLE II
ELECTRONIC MAIL

Section 2.01 Action by Electronic Mail: Any requirement in these Bylaws of writing or that something be in written form may be met by any form of information inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

ARTICLE III AUTHORITY AND DUTIES OF DIRECTORS

Section 3.01 Authority of Directors: The Board of Directors (the “Board”) is the policy-making body of the PDA and may exercise all the powers and authority granted to the PDA by law. The Board shall oversee the PDA’s policies and procedures and have supervision, control, direction over all of the affairs of the PDA.

Section 3.02 Number of Directors: The Board shall consist of at least three (3) but no more than eight (8) directors (the “Directors”). Each of the Directors will represent one or more of the Judicial Districts in the State of Utah so that each of the eight Judicial Districts is represented by a Director.

Section 3.03 Election and Term of Directors: Directors shall be elected by the Board at its annual meeting and shall each serve for a term of three (3) years. Directors may serve for more than one term upon approval by the Board.

Section 3.04 Resignation and Removal: Resignations are effective upon receipt by the Board of written notification or upon a later date if provided in the written notification. A Director may be removed, with or without cause, by such vote as would suffice for the Director’s election.

Section 3.05 Vacancies: Vacancy of a Board seat existing by reason of resignation, death, incapacity, or removal before the expiration of a term may be filled by the Board. If the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of the majority of the Directors remaining in office. A Director elected to fill a vacancy shall be elected for the remainder of the unexpired term of his or her predecessor and shall hold office until his or her successor is elected and qualified. A vacancy that will occur at a specific later date, by reason of resignation effective at a later date or otherwise, may be filled before the vacancy occurs but the new Director shall not take office until the vacancy occurs.

Section 3.06 Meetings: The Board shall hold regular meetings at such times and places as designated by the Board, one of which shall be designated as the Annual Meeting. Notice of regular meetings shall be provided at least five (5) days in advance, except that the Board may set a schedule for meetings at the beginning of each one-year (or shorter) period, and notice of that schedule shall be sufficient notice of all regularly scheduled meeting for that period.

Special meetings may be called by the Executive Director or by any two (2) Directors. The notice of a special meeting must precede the meeting by at least two (2) days. Notice of any board meeting shall be communicated in person or in writing. Notice shall be effective at the earliest of (1) when received; (2) when left at the recipient’s residence or usual place of business; (3) five days after deposit in the U.S. mail postage prepaid; (4) on the date shown on a return receipt; or (5) if sent electronically to an address provided by the Director for the purpose, when it enters the information processing system designated for receipt of electronic communications.

Section 3.07 Waivers of Notice: Whenever notice is required to be given to any Director under any provision of law, the Articles of Incorporation, or these Bylaws, a waiver in writing signed by the Director entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The waiver must specify the meeting for which notice is waived and must be filed with the minutes or the corporate records. A Director's presence at a meeting, in person or by teleconference, waives any required notice to the Director of the meeting unless the Director, at the beginning of the meeting, or promptly upon the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

Section 3.08 Quorum and Voting: Unless a greater proportion is required by law, a quorum shall consist of a majority of the total number of Directors in office. Unless otherwise stated in these Bylaws or required by law, all actions shall be by majority vote of those present at a meeting at which a quorum is present. In the event of a tie, the President will cast a vote to break the tie.

Section 3.09 Emergency powers: In the event of an emergency, the Board may (a) modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent; and (b) relocate the principle office, designate alternatively principal offices or regional offices, or authorize the officers to do so. An emergency exists for purposes of this section if a quorum of the directors cannot readily be assembled because of some catastrophic event.

Section 3.10 Action Without a Meeting: Any action required or permitted to be taken at a meeting of the Board or of any committee may be taken without a meeting if all of the members of the Board or committee consent in writing to the specific action and the written consents are included in the minutes or filed with the corporate records reflecting the actions taken. Action taken under this paragraph is effective when the last Director signs (including by electronic means) the consent, unless the consent specifies an earlier or later effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Section 3.11 Participation in Meeting by Telephone or Other Communications Technology: Any member of the Board may participate in a meeting by telephone or other communications technology, so long as members of the Board participating in the meeting can hear one another, and such participation shall constitute presence in person at the meeting.

Section 3.12 Inspection: Every Director shall have the right at any reasonable time to inspect and copy all books, records, and documents of the PDA to the extent reasonably related to the performance of the Director's duties as a Director.

Section 3.13 Compensation of Directors: Directors shall not be compensated for serving on the Board, but the PDA may reimburse Directors for documented reasonable expenses including time incurred in the performance of their duties to the PDA. In addition, any Director who also serves as employee of the PDA may be compensated for such service as an employee.

ARTICLE IV COMMITTEES

Section 4.01 Composition: The Board may designate committees and appoint committee members. Those committees which exercise the authority of the Board (each a “Board Committee”) shall consist only of Directors and include at least two (2) individuals. The creation of and appointment of Directors to any Board Committee shall be approved by the Board. Each Board Committee may exercise the powers given to it by the Board except Board Committees may not authorize distributions, fill vacancies on the Board or any Board Committee, or adopt, amend, or repeal bylaws.

Section 4.02 Advisory Committees: The Board may also appoint committees that do not have or exercise the authority of the Board (each an “Advisory Committee”). An Advisory Committee shall consist of at least two (2) individuals, who need not be Directors, but may be selected from the general membership of the PDA. Advisory Committees may including the following:

- (a) *Membership Committee*. The Membership Committee shall have the responsibility for assuring that membership applicants meet the minimum criteria that may be approved by the Board when accepted to membership in the organization. The Membership Committee will also arrange for and oversee member services that will enhance the value of being a Member of the PDA and any other responsibilities as deemed appropriate by the Board.
- (b) *Court Improvement Committee*. The Court Improvement Committee shall have the responsibility to act as liaison between the PDA and the Court Improvement Program of the State of Utah, including participating in meetings and committees as requested by the Court Improvement Program.
- (c) *Legislative Committee*. The Legislative Committee shall have the responsibility to act as a liaison between the PDA and government officials and entities. Duties shall also include informing the membership of pending legislative changes that would affect parents’ attorneys and any other responsibilities deemed appropriate by the Board.
- (d) *Website and Blog Committee*. The Website and Blog Committee shall have the responsibility to review submissions of blog posts and make changes to the PDA website (www.parentaldefense.org).
- (e) *CLE and Training Committee*. The CLE and Training Committee shall have the responsibility to arrange for CLE seminars as required by the PDA’s contract with the State of Utah and to update Members on other educational opportunities related to child welfare.
- (f) *New Member Committee*. The New Member Committee shall have the responsibility to mentor and provide resources to attorneys new to parental defense.

Section 4.03 Procedures and Authority: For both types of committees, the Board may make provisions for appointment of the committee chair, establish procedures to govern committee activities, and delegate authority as may be necessary or desirable for the efficient management and/or activities of the PDA. Notwithstanding the foregoing, the sections in Article III of these Bylaws governing meetings action without meetings, notice and waiver of notice, and quorum, and voting requirements of the Board apply to committees and their members as well.

Section 4.04 Executive Committee: The Board may appoint an Executive Committee, which shall be a Board committee under Section 4.01. The Executive Committee shall have and may exercise the full authority of the Board of Directors between meetings of the Board when prompt action is necessary to avoid loss or harm to the organization and action by the full Board is impracticable, except that the Executive Committee shall not have the power to approve a dissolution or merger, or the sale or of all or substantially all of the PDA's assets, appoint or remove directors, appoint and remove members of committees, authorize distributions, or amend the Article of Incorporation or these Bylaws.

ARTICLE V MEMBERS

Section 5.01 Members: The PDA shall have no Members with voting rights. However, the PDA may from time to time designate as "Members" those individuals who participate in activities or pay dues in an amount established by the PDA.

ARTICLE VI OFFICERS AND EMPLOYEES

Section 6.01 Officers. The officers of the PDA shall be a President, a President-Elect, and Treasurer, and such other officers as the Board may designate. An Executive Director may be hired by the Board pursuant to Section 6.04, but Section 6.02 of these Bylaws shall not apply to the office of Executive Director. Two (2) or more offices may be held by the same person, except the same person may not serve as both Treasurer and President. Members of the Board of Directors may also serve as officers of the PDA.

Section 6.02 Election of Officers; Term of Office: The President, the President-Elect, the Treasurer, and other officers, if any are designated, shall serve terms of two (2) years, and shall be elected by the Board at its Annual Meeting in each year. The terms of office shall expire at the next succeeding Annual Meeting and until an officer's successor has been elected and qualified. The appointment of an officer does not itself create any contract right. Officers shall be eligible for reelection.

Section 6.03 Powers and Duties of Officers: Subject to the control of the Board of Directors, all officers shall have such authority and shall perform such duties as may be provided in these Bylaws or by resolution of the Board. An officer shall discharge his or her duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner the officer reasonably believes to be in the best interests of the PDA.

- (a) *President.* The President shall be the Chief Executive Officer of the Corporation and shall serve as Chairman of and spokesman for the Board. The President shall also serve as an ex-officio member of all committees, with full voting rights. At all meetings of the PDA and at such other times deemed proper, the President shall communicate to the members such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of the PDA. The President shall perform such other duties as are necessarily incidental to the office of President, or as may be prescribed by the Board.
- (b) *President-Elect.* The President-Elect shall perform duties as directed by the President or the Board and shall succeed the President upon the completion of his or her term in office.
- (c) *Treasurer.* The Treasurer shall know the financial policies and accounting procedures of the PDA, shall oversee the Executive Director in keeping accurate records of money collected, the source of the income, and all expenses with receipts and invoices for all expenditures, shall prepare, in collaboration with the Executive Director, a budget for the Board's approval at the beginning of the calendar year and report regularly to the Board regarding the income, expenditures, and balances and, may consult with independent auditors, when retained and at such times as the Board may authorize.

Section 6.04 Executive Director: The Board has the power to hire an Executive Director for such term as the Board determines necessary. The Executive Director shall have general and active management of the programs and affairs of the PDA and shall see that all orders and resolutions of the Board are carried into effect. The Executive Director shall recommend to the Board such action as will increase the PDA's effectiveness. The Executive Director shall have the authority to hire and fire all other employees of the PDA subject to approval by the Board. The Executive Director shall be principally responsible for performing the day-to-day business operations of the PDA. All other employees of the PDA shall report to the Executive Director. The Executive Director shall attend the meetings of the Board but shall not vote on any matters before the Board. The Executive Director shall be an ex-officio member of every committee and the Board with no voting rights. The Executive Director shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

Section 6.05 Removal: One or more officers may be removed by the Board at a meeting called for that purpose, with or without cause. The Board may remove the Executive Director, whenever, in its judgment, a removal would serve the best interest of the PDA, with or without cause. The Executive Director shall have the authority to remove any other employee of the PDA, whenever, in the Executive Director's judgment, a removal would serve the best interests of the PDA, with the approval of the Board.

Section 6.06 Vacancies: Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of a term may be filled by the Board for the remainder of the unexpired term.

Section 6.07 Compensation: The Board shall set the compensation rate of the Executive Director. The Executive Director shall set the compensation rate of all other employees, subject to annual review by the Board.

Section 6.08 Resignation: Resignation of any officer, including the Executive Director is effective upon receipt by the Board of written notification or upon a later date if provided in the written notification.

ARTICLE VII INDEMNIFICATION

Section 7.01 Indemnification: Without limiting any other rights to indemnification whether contractual or otherwise, any person who was or is a Director or officer of the PDA shall, to the fullest extent permitted by law, be indemnified by the PDA against all liabilities and expenses reasonably incurred by such Director or officer arising out of or in connection with any threatened, pending, or completed civil action, arbitration, mediation, administrative proceeding, criminal prosecution, or investigatory action.

Section 7.02 Advance Payment of Expenses: Expenses (including attorneys' fees) incurred by an Director or officer in defending a civil, criminal, administrative or investigative action, suit or proceeding may be paid by the PDA in advance of the final disposition of such action, suit or proceeding upon receipt of the affirmation and undertaking required under Utah law.

Section 7.03 Exculpation: To the fullest extent permitted by law no Director shall be personally liable to the PDA or its members for monetary damages for breach of the fiduciary duty of care.

Section 7.04 Insurance: The board of directors may authorize the purchase and maintenance of insurance on behalf of any agent of the PDA against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status, as such, whether or not the PDA would have the power to indemnify the agent against such liability under the provisions of this Article VII; provided, however, that the PDA shall have the power to purchase and maintain such insurance to indemnify any agent of the PDA where such indemnification would be prohibited by law.

ARTICLE VIII FINANCIAL ADMINISTRATION

Section 8.01 Fiscal Year: The fiscal year of the PDA shall be July 1 to June 30 but may be changed by the Board.

Section 8.02 Checks, Drafts, and Contracts: The Board shall determine who shall be authorized from time to time on the PDA's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other instruments of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 8.03 Annual Financial Statements: Complete financial statements shall be presented to and reviewed by the Board after the close of each fiscal year.

Section 8.04 Dues. Dues shall be determined by the Board.

ARTICLE IX
CONFLICT OF INTEREST POLICY

Section 9.01 Conflict of Interest Policy. The Board shall by resolution adopt a conflict of interest policy applicable to officers, Director, members of committees of the Board, and employees that shall: (i) define conflicts of interest (including competing financial interests or fiduciary duties); (ii) require that conflicts be disclosed; and (iii) require that the conflicted person be recused from any decision-making with regard to any matter as to which a conflict exists. This policy shall be attached as an exhibit these Bylaws and shall be annually distributed to all officers, Directors, and members of committee of the Board.

ARTICLE X
RECORDS

Section 10.01 Recordkeeping: The Executive Director shall keep adequate minutes of all meetings of the Board and all meetings of committees of the Board. The PDA shall maintain and keep as permanent records the following documents: minutes of all meetings of the Board; a record of all actions taken by the Directors without a meeting; a record of all actions taken by committees of the Board on behalf of the PDA; and accounting records and financial statements.

Section 10.02 Public Disclosure: After receiving IRS recognition of its federal tax-exemption, the PDA shall keep available for public inspection at its principal place of business and any branch office copies of the exemption application as filed (including all correspondence with the IRS) and any Form 990 (information tax return) filed within the past three years. Names and identifying information of contributors shall be redacted from publicly available copies of any Form 990. In addition, as required by the tax code and regulations, the PDA shall either (i) make such materials widely available to the public, such as by posting on the Internet, or (ii) provide copies of the materials to any member of the public making a request in person during normal business hours or in writing. This public disclosure obligation shall be no broader than required by law and shall not apply, for example, if the PDA is the target of a campaign of harassment.

ARTICLE XI
AMENDMENT OF BYLAWS

Section 11.01 Amendments: These Bylaws may be amended the Board, provided seven (7) days prior notice of the proposed amendment has been given or waived, or by unanimous consent in writing without a meeting pursuant to Section 3.10.