

**BYLAWS
UTAH DEFENSE ALLIANCE INC.**

**ARTICLE 1
NAME, OFFICES, MISSION, OBJECTIVES**

1.1 NAME. The name of this corporation is **UTAH DEFENSE ALLIANCE, INC. (UDA)**.

1.2 OFFICES. UDA shall have its principal office at a location in the state of Utah as Determined by the Board of Directors.

1.3 MISSION. The mission of the UDA is to:

- Strengthen and support all appropriate governmental and private enterprises in their accomplishments of national defense objectives.
- Expand investment and employment opportunities in defense and aerospace related industries.

1.4 GOALS. 1) Support Utah military missions, workload and force structure while developing innovative projects for the future; 2) Strengthen the defense industry as a prime economic engine in Utah; 3) Expand Utah's Aerospace Industry; 4) Promote the availability of a highly skilled workforce to support the defense/aerospace industry; 5) Engage local, state and national political, DOD and business leaders on defense/aerospace issues.

**ARTICLE 2
BOARD OF DIRECTORS**

2.1 GENERAL POWERS; MEMBERS. The activities, properties, business and affairs of UDA shall be managed by/its Directors, who may exercise all such powers and authority of a nonprofit corporation, and do all such lawful acts and things as are permitted by the laws of the State of Utah, as the same may be amended from time to time, by these Bylaws. This corporation shall have members, and at least one Director shall be a member of the corporation.

2.2 BOARD OF DIRECTORS (BOARD). The Board of Directors shall consist of At-Large Directors (Directors) and Ex-Officio Directors (Ex-Officio). The At-Large Directors shall consist of not less than nine (9), nor more than twenty-five (25), as determined by Resolution of the Board, until such time as its numbers may be increased or decreased by amendment to these Bylaws.

2.3 EX-OFFICIO DIRECTORS. Up to twenty (20) Ex-Officio Directors of the Board with voting privileges may be appointed from time to time by the Directors. Representatives from the following organizations/offices may be appointed by the Directors to the Board as Ex-Officio Directors:

- United States Congress from Utah

- United States Senate from Utah
- Governor of the State of Utah
- City Mayors and County Commissioners from counties impacted by defense installations
- Education Entities impacted by defense installations/industries
- Air Force Association
- Economic Development organizations impacted by defense/aerospace industries
- Chambers of Commerce impacted by defense/aerospace industries

2.4 TERM. Directors shall serve for a term of three (3) years. The term of each Director elected at the Annual Meeting begins on the first day of the fiscal year. Any Director may be reelected to additional terms based on his/her willingness to serve and nomination by the Nominating Committee. Ex-Officio Directors will serve for a term of three (3) years except that their term of office will automatically terminate if they no longer are serving in the elected or appointed position from which their election to the Board was made.

2.5 REMOVAL. Any Director may be removed for cause at any annual meeting or any special meeting of the Board called for that purpose, and attended by a quorum of the Board, by the affirmative vote of a majority of the quorum.

2.6 RESIGNATION. Any Director may resign from the Board upon written notification to the President or Executive Director. Such resignation shall become effective upon acceptance by the Board.

2.7 PLACE OF MEETINGS. The Directors may hold its meetings at such place or places within the state of Utah as it may from time to time by resolution determine, or as may be fixed or designated herein, or as stated in respective notice or notices of such meetings.

2.8 REGULAR AND SPECIAL MEETINGS; NOTICE. The Directors shall hold at least four (4) regular meetings (including the annual meeting) each calendar year. A notice, along with a brief description of the agenda, shall be mailed (including email or other typical means of communication) at least two (2) days prior to each regular meeting. Special meetings of the Directors may be called at any time by the President, and will be called at the written request of any two (2) Officers. Except as otherwise provided by law or herein, notice of each special meeting of the Directors, stating the time, place and purpose of the meeting, shall be mailed (including e-mail or other typical means of communication) to each Director addressed to his/her last known address at least two days before the date of the meeting, or shall be sent addressed to such persons at such address by telegraph, telephone, facsimile transmittal, or delivered personally not later than the day before the day on which such meeting is to be held. Attendance of a Director at a meeting shall constitute waiver of notice of such meeting, except where a Director attends a meeting for the purpose of objecting to the transaction of any business thereat on the grounds that the meeting is not lawfully called or convened.

No notice of any meeting of the Board shall be required if all of the then acting Directors shall be present thereat, or if those Directors not present shall sign a waiver of notice thereof before, at, or after such meeting.

The Secretary, or some other person designated by the President, at the direction of the President, shall be responsible for timely notification of the time and place of all meetings of the Directors. The Directors shall have the right to designate such meetings as may be open to the public.

2.9 QUORUM; MANNER OF ACTING. At all meetings of the Directors, a majority of the current members of the Board shall constitute a quorum for the conduct of the business of the corporation. The act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws. Directors may be considered present in person if they are present by means of telephonic or electronic communication devices. Directors not present in person at any meeting may concur in the action taken by filing a written statement of such concurrence with the Secretary. The departure of any Director from a meeting at which a quorum was present shall not affect or impair such quorum. If a quorum shall not be present at any meeting of the Directors, such meeting by announcement of the President may be adjourned from time to time, without notice other than announcement at such meeting, until a quorum shall be present.

2.10 ACTION BY THE BOARD WITHOUT A MEETING. Any action required or permitted by law or these bylaws to be taken at a meeting of the Directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by sixty percent of the members of the Directors. Such consent shall have the same force and effect as a unanimous vote of the Directors at a meeting, and may be stated as such in any document or instrument used or delivered. However, a vote on the annual budget and the election or removal of officers may only occur at a regular or special meeting of the Directors.

2.11 COMPENSATION; EXPENSES. Directors shall not receive compensation for their services as members of the Board of Directors; provided, however, Directors shall be reimbursed for reasonable expenses incurred on behalf of the corporation in connection with authorized efforts and activities of the corporation.

2.12 ATTENDANCE AT MEETINGS. Directors are expected to attend all meetings of the Directors. If illness, absence from the area, or unalterable business, professional or personal commitments, prevents a Director's attendance at any meeting, the Director shall notify the President, Executive Director, Secretary or staff person in advance of the meeting of the reason for such absence. A Director may be removed from the Board after three (3) consecutive unexcused absences.

ARTICLE 3 OFFICERS

3.1 NUMBER. The officers of this corporation shall be a President, two (2) Vice Presidents, a Secretary, and a Treasurer. At least one (1) Vice President shall be elected from the Ex-Officio Directors of the Board.

3.2 METHOD OF ELECTION. The Directors shall elect all officers for a term of one (1) year. All officers shall be elected from the membership of the Directors. A plurality of those present

and voting shall constitute an election. As far as possible, the various geographical areas served by the corporation shall be entitled to representation among the elected officers.

3.3 DUTIES OF OFFICERS.

3.3.1 President (CEO). The President serves as chief executive officer (CEO) of the organization and shall preside over all meetings of the corporation and shall have the responsibility to call all meetings of the corporation and of the Directors, and shall be a member, with right to vote as an ex-officio member, on all committees. Such officer shall act as a resource person to the Chairpersons of the respective committees. The President may delegate and assign such responsibilities as may be deemed appropriate to the achievement of the mission and goals of the corporation.

3.3.2 Vice Presidents. The Vice Presidents shall perform such duties as may be delegated from time to time by the President. Upon request by the President or the Executive Committee either Vice President may act in the stead of the President in the absence of the President.

3.3.4 Secretary. It shall be the duty of the Secretary to give notice of and attend all meetings of the corporation, its Directors and all Executive Committee meetings and to keep a record of all business conducted at all such meetings. The Secretary is responsible for conducting all correspondence, keeping the corporate membership list, notifying the officers of the corporation of their election, notifying the Directors of their appointment on committees, giving an annual report of the transactions of the corporation, and forwarding the business and advancing the interests of the corporation. At the direction of the President, a staff person may assume all or some of the clerical duties of the Secretary. In the absence or disability of the Secretary, the President shall appoint a Secretary Pro-Temp.

3.3.5 Treasurer. The Treasurer shall keep an account of all monies received and expended for the use of the corporation. Such officer shall deposit all sums received in a bank or banks approved by the Executive Committee, and make a report at the Annual Meeting when called upon by the President. Disbursement of corporation funds shall require approval of two members of the Finance Committee as outlined in the UDA Travel, Reimbursement and Disbursement Policy.

The funds, books, records and vouchers maintained by or for the Treasurer shall at all times be under the supervision of the Executive Committee, and may be inspected by any member of the Directors upon written request to the Executive Committee.

At the expiration of the Treasurer's term of office, such officer shall deliver over to the successor all books, monies, and other property. In case of the absence or disability of the Treasurer, the President shall appoint a Treasurer Pro-Temp.

3.3.6 Bond of Treasurer. No bond shall be required of the Treasurer unless the Directors vote such requirement.

3.3.7 Vacancies. All vacancies in any office shall be filled by the Directors without undue delay, at its next regular meeting, or at a special meeting called for such purpose.

3.3.8 Compensation. Officers shall receive such compensation as may be adopted by resolution of the Directors.

3.3.8 Additional Staffing. The Directors may elect to contract for the services of an Executive Director. If they do so, he or she serves as the chief operating officer (COO) of the organization and shall provide leadership and foresight in the implementation of policies as established by the Directors, and shall also act as a resource person to the respective committees. The Executive Director shall oversee the conduct of the daily business activities and responsibilities of the corporation as directed by the President.

ARTICLE 4 EXECUTIVE COMMITTEE

4.1 EXECUTIVE COMMITTEE. There shall be an Executive Committee consisting of the President, the two (2) Vice Presidents, , the Secretary, the Treasurer, and such Directors as may be designated by the President. If available, the Executive Director may serve as a non-voting, advisory member of the Executive Committee if designated by the President. The Executive Committee shall appoint such employees as may be necessary to conduct the business of the corporation; such persons may act on behalf of the corporation in any matter when the Board of Directors is not in session, reporting to the Directors for ratification of their actions at each regular or special meeting called for that purpose. Executive Committee meetings may be called by the President.

4.2 MEETINGS. Regular meetings of the Executive Committee, of which no notice shall be necessary, may be held at such times and places as may be fixed from time to time by resolution adopted by the affirmative vote of a majority of the entire committee and communicated to all the members thereof. Special Executive Committee meetings may be called at any time on twenty-four (24) hours' notice to each member, either personally or by mail, e-mail, or facsimile transmittal or telephone. Except as may be required by law, the Articles of Incorporation or these Bylaws, no agenda for the meeting nor purpose of the meeting need be stated in the notice of that meeting. A majority of members of the Executive Committee then serving shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which a quorum is present shall be the act of the Executive Committee.

4.3 RECORDS. The Executive Committee shall keep a record of its acts and proceedings and shall report the same from time to time to the Directors. The Secretary of the corporation shall act as Secretary of the Executive Committee or if absent, the Committee may appoint its own secretary.

**ARTICLE 5
COMMITTEES AND COUNCILS**

5.1 NUMBER. The President shall determine the number of ad hoc committees and councils to be established in order to further the objectives of the corporation, in addition to the standing committees.

5.2 STANDING COMMITTEES. The Directors shall provide for such standing committees as may be deemed necessary and shall prescribe their duties. The President shall appoint the chairs of the standing committees, subject to the approval of the Directors. Each committee shall determine its own membership makeup.

**ARTICLE 6
MEMBERSHIP**

6.1 ELECTION OF MEMBERS. Any person residing within the geographical area served by the corporation interested in promoting the mission and objectives of the corporation, may apply to the Directors for membership, or may be proposed for membership by a member. Such person shall be elected to membership upon the approval of the Directors. No person shall be denied membership in the corporation by reason of race, creed, sex, color, age, origin, marital status or disability. All members shall be of one class, with equal voting rights.

6.2 RESIGNATION. Any member may resign from the corporation by giving notice of such intention to the Directors.

6.3 ANNUAL MEETING. There shall be an annual meeting of the membership of the corporation held in May of each year, and such other meetings as the Directors may call. A notice, along with a brief agenda, shall be mailed or e-mailed to each member at such person's last known address at least three (3) days prior to any meeting.

6.4 QUORUM FOR MEMBERSHIP MEETINGS. At all membership meetings a majority of the members in attendance, in person or by proxy, shall constitute a quorum for the transaction of business, and the act of a majority at any meeting at which a quorum is present shall be the act of the membership. The departure of any member from a meeting at which a quorum was present shall not affect or impair such quorum or any action taken.

**ARTICLE 7
FISCAL YEAR**

7.1 DESIGNATION. The Fiscal Year of the corporation shall, unless otherwise designated by resolution of the Directors, be the same as the state of Utah.

ARTICLE 8 AMENDMENTS

8.1 **PROCEDURE.** These bylaws may be altered, amended or repealed, or new bylaws may be adopted, at any meeting of the Directors at which a quorum is present by the vote of a majority of the Directors present at such meeting. Notice of any meeting at which bylaws are to be considered for amendment, repeal, or replacement shall contain the proposed change, and such notice shall be given to each Director at least seven (7) days prior to the date of the meeting.

ARTICLE 9 INDEMNIFICATION

9.1 **INDEMNIFICATION OF DIRECTORS AND OFFICERS.** To the extent legally permissible, UDA shall indemnify each person who is presently serving or who may serve at any time hereafter as a director or officer of UDA against all expenses and liabilities; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding to have acted in bad faith, or acted outside the scope of his or her official functions or duties with UDA, or acted with intent or knowledge that the act would be illegal, willful or wanton misconduct.

9.2 **INDEMNIFICATION OF MEMBERS, EMPLOYEES AND AGENTS.** To the extent authorized from time to time by the Board of Directors, UDA may grant rights to indemnification and to the payment of expenses to any officer not otherwise covered by this Article, to a member, employee or agent of UDA to the fullest extent of the provisions of this Article with respect to the indemnification and payment of expenses of Directors and officers.

9.3 **EXPENSES.** The right to indemnification for all expenses and liabilities conferred in Section 9.1 and 9.2 may include, but are not limited to, attorney's fees, judgments, fines, excise taxes, penalties and settlement payments. Expenses and liabilities are those reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity.

9.4 **SETTLEMENT.** Any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding ("disinterested directors"). If there are no disinterested directors, then the compromise or settlement payment may be approved by the Board of Directors based upon independent legal counsel's written opinion recommending the compromise or settlement or by a majority vote of members that are not at that time parties to the proceeding.

9.5 **RIGHTS.** The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

9.6 AMENDMENT OR REPEAL. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

9.7 INSURANCE. UDA may maintain insurance, at its expense, to protect itself and any Director, officer, member or agent for such indemnification of directors, officers, members and agents as determined from time to time by the Board of Directors.

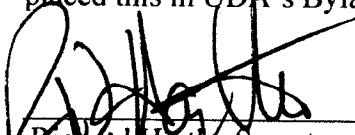
9.8 SAVINGS CLAUSE. If this Article or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then UDA shall nevertheless indemnify each indemnitee as to costs, charges and expenses to the fullest extent permitted by any applicable portion of this Article that shall not have been invalidated and to the fullest extent permitted by applicable law.

ARTICLE 10 CERTIFICATION

10.1 The Bylaws set out above have been revised to reflect the proposed amendment approved at the regular meeting of the Board on July 15, 2020

The undersigned, Richard Hartle; certifies that I am the duly elected secretary of Utah Defense Alliance, Inc. and that the bylaws set out above have been revised to reflect: the corporation option to contract for the services of an Executive Director and the duties of said person in paragraph 3.3.8; reference to the corporation Travel, Reimbursement, and Disbursement Policy in paragraph 3.3.5; minor revisions to advance meeting notification timelines in paragraphs 2.8, 6.3, and 8.1; change of the annual meeting month from November to May in paragraph 6.3; and change to the corporation fiscal year from calendar year to coincide with the state of Utah fiscal year in paragraph 7.1. These changes were approved at the regular meeting of the Board on July 15, 2020.

IN WITNESS THEREOF, I have affixed my name as secretary of Utah Defense Alliance, Inc. and placed this in UDA's Bylaws book on this 15 day of JULY, 2020.


Richard Hartle, Secretary