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to

AMENDED AND RESTATED BYLAWS

for

AMERICAN CIVIL LIBERTIES UNION OF UTAH

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**AMENDED AND RESTATED
BYLAWS

of

AMERICAN CIVIL LIBERTIES UNION OF UTAH**

[capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms in
Article XIV hereof]

Article I: NAME; AFFILIATION; OFFICES

Section 1.1: Name. The name of this organization is **American Civil Liberties Union of Utah** ("Union").

Section 1.2: Incorporation. This organization is a Utah non-profit corporation incorporated pursuant to the Act. Union is a non-stock membership organization.

Section 1.3: Affiliation. This organization is an affiliate of the national organization of the American Civil Liberties Union ("National ACLU").

Section 1.4: Principal Office. The principal office of the Union shall be in Salt Lake County, Utah, at such place as the Board may designate. The Union may also have offices at such other places as the Board may from time to time designate or the purposes of the Union may require.

Section 1.5: Registered Office and Registered Agent. The Union shall have and continuously maintain in the State of Utah a registered office and a registered agent whose office is identical with such registered office as required by the Act. The address of the registered office and the registered agent may change from time to time by the Board.

Article II: PURPOSES

Section 2.1: Mission. The purpose or purposes for which the Union is exclusively organized are: to secure and maintain free speech, free press, free assemblage, due process of law, equal protection of the law and other civil rights and liberties, and to take all legitimate action in furtherance of such purposes. These objectives shall be sought without political partisanship.

Section 2.2: Social Welfare Organization. The Union is a non-profit corporation designed to meet the social welfare criteria under Section 501(c)(4) of the Code and is not organized for the private gain of any person or entity. No action shall be taken or permitted that is inconsistent with the Union's status as a 501(c)(4) organization.

Article III: SEPARATE IDENTITY

The Union is an entity separate and distinct from The ACLU of Utah Foundation, Inc., a Utah non-profit corporation ("Foundation"). No director, officer, employee or representative acting on behalf of the Union shall take any action or carry on any activity which would jeopardize the tax exempt status of the Foundation.

Article IV: MEMBERS

Section 4.1: One Class of Members. The Union is a membership organization and shall have one class of members.

Section 4.2: No Shareholders. The Union shall have no capital stock.

Section 4.3: Membership. The membership of the Union consists of those persons who are residents of the State of Utah and in good standing with the National ACLU ("Member" or "Members").

Section 4.4: Dues. Members of the Union shall pay annual dues as established by the National ACLU.

Section 4.5: Voting. The Members shall be entitled to vote only on such matters submitted by the Board, in its sole discretion, to a vote of the Members or matters required to be voted on by the Members pursuant to the Act, including, without limitation: (a) amending the Articles; (b) approval of a plan of merger; (c) sale of property other than in the ordinary course of activities; and (d) dissolution of the Union. Each Member shall be entitled to one vote on each matter submitted by the Board to a vote of the Members. No cumulative voting is allowed. Voting may be by written ballot except that voting at duly held member meetings shall be by voice vote. Election of directors, however, shall be by written ballot. No proxy voting is allowed. Voting may be by electronic ballot.

Section 4.6: Annual Meeting. The annual meeting of the Members ("Annual Meeting") shall be held in the State of Utah at the time, date and place as specified by the Board for the purpose of transacting any business that may come before the Annual Meeting.

Section 4.7: Special Meetings. Special meetings of the Members ("Special Meetings") may be called by the Board or a person or persons authorized by resolution of the Board to call a special meeting. The date, time, and place, within the State of Utah, for holding any Special Meeting shall be fixed by the Board. Unless authorized by resolution of the Board, the Members shall not have the right to call a Special Meeting, but may submit a request to the Board to call a special meeting.

Section 4.8: Notice. Notice of each Annual or Special Meeting stating the date, time and place of the meeting, and in the case of a Special Meeting, the purpose therefore, shall be given to

each Member at the last known address of each Member or by electronic means (e.g., text or electronic mail) as shown on the books of the Union at least ten (10) days prior thereto. Such notice shall be deemed to be given when sent. Any Member may waive notice of any meeting before, at or after such meeting. Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends 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 Annual Meeting need be identified in the notice or waiver of notice of such meeting unless otherwise required by applicable law.

Section 4.9: Quorum and Voting. The Members present at a meeting shall constitute a quorum for the transaction of business at any Annual or Special Meeting and the vote of a majority of the Members in good standing present in person at a meeting at which a quorum is present shall be the act of the Members, unless specifically provided otherwise in the Articles, these Bylaws or applicable law.

Section 4.10: Consent in Lieu of a Meeting. Any action that may be taken at any Annual or Special Meeting may be taken without a meeting and without prior notice, if one or more consents in writing, setting forth the action taken, are signed by the Members having not less than the minimum voting power that would be necessary to authorize or take the action at a meeting at which all the Members entitled to vote on the action were present and voted. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the Members.

Section 4.11: Record Date. The record date for Annual or Special Meetings shall be fixed in accordance with the Act.

Section 4.12: Nonliability of the Members. No Member shall be personally liable for the debts, liabilities or obligations of the Union.

Section 4.13: Termination of Membership. The membership of a Member shall terminate upon the member's death or upon the determination of the National ACLU or in accordance with the policies and rules set forth by the National ACLU.

Article V: BOARD OF DIRECTORS

Section 5.1: General Powers. All corporate powers shall be exercised by or under authority of the Board and all business, activities and affairs of the Union shall be managed under the direction of the Board.

Section 5.2: Qualifications. To become a director, a person must: (a) be a natural person at least 18 years of age who resides in the State of Utah and (b) be committed to the mission of the Union, and must be willing and able to devote the necessary time and energy for self-education, organizational sustainability, corporate functions and other activities necessary to fulfill such commitment. All directors must be Members in good standing of the Union. If a director moves his or her primary residence outside the State of Utah, he or she must resign as a member of the Board.

Section 5.3: Number. The number of directors shall consist of no less than fifteen (15) directors and no more than twenty-one (21) directors. The Board may fix the number of directors within this range by resolution and may appoint directors to the Board to fill vacancies arising between annual elections or created by an increase in the number of directors.

Section 5.4: Terms. Directors shall be elected for a three-year term. The term for a newly-elected director shall begin on January 1 of the year for which the director is elected. Unless the two-term restriction is waived by a two-thirds (2/3) vote of the entire Board, no director may serve more than two consecutive terms, except that a director appointed by the Board may serve two consecutive terms plus the period during which that director served based upon Board appointment and a director appointed by the Board to serve as Board President may continue on the Board until his or her successor as President is elected and qualified Directors who have completed two consecutive full three-year terms are ineligible for Board membership for a minimum of one year immediately thereafter. The President and immediate past President of the Board of Directors are not subject to this term limit requirement, to the extent that completion of their terms as such may conflict with the requirement.

Section 5.5: Vacancies. A vacancy shall be deemed to occur upon the death, incapacity, resignation, removal or disqualification of a director and upon an increase in the number of directors. Any vacancy occurring in the Board, including a vacancy created by an increase in the number of directors, may be filled for the unexpired portion of the term of the vacant directorship, by vote of a majority of the then-serving Directors even if that number is less than a quorum. Any director so elected by the Board shall hold office until election and qualification of his or her successor.

Section 5.6: Composition of the Board. The Board shall include the directors ratified by the Members plus those elected by the Board to fill vacancies and the Executive Director – who shall serve as non-voting ex-officio director. The nomination and election of voting directors shall be in accordance with Article VIII of these bylaws.

Section 5.7: Resignation. Any director may resign at any time by giving written notice of such resignation to the President or Secretary.

Section 5.8: Removal. A director may be removed at any time with or without cause by a two-thirds (2/3) vote of the entire Board. Any directorship to be filled by reason of removal may be filled by action of the Members at the meeting at which the director is removed. Two consecutive absences from Board meetings may constitute tender of resignation of the absentee. In the event that a director fails to carry out business of the Union, the remaining directors may by majority action request that he or she resign. If the requested resignation is not tendered, the Board may, upon a two-thirds (2/3) vote of the remaining directors, submit for a vote of the Members the proposed removal from office of such director.

Section 5.9: Expenses. Directors shall not be entitled to receive compensation for their services as such but shall be entitled to reimbursement of reasonable and approved expenses incurred in carrying out their duties.

Section 5.10: Representatives. The Board shall elect a representative of the Union to the Board of Directors of the National ACLU for a three-year term in accordance with the policies of the National ACLU. Each person elected to serve as a representative to the National ACLU shall be either a member of the Board at the time of his or her election or a Member in good standing of the Union. In the event of the expiration of the term on the Board of the representative to the National ACLU during his or her term on the National Board of Directors, such person shall remain on the Board as an ex-officio member without vote for the duration of his or her term on the National ACLU Board of Directors. The person appointed to this position may be replaced, at the discretion of the Board, for failure to attend National ACLU Board of Directors meetings or adequately perform the duties of such position.

Article VI: BOARD MEETINGS

Section 6.1: Regular Meetings. The Board shall meet at least annually after the annual meeting of the Members and as determined by the Board pursuant to a resolution of the Board. The President may call meeting(s) upon notice, as provided herein.

Section 6.2: Special Meetings. A special meeting of the Board shall be called by the President upon request of any three directors or the Executive Director, with the consent of the President upon at least forty-eight (48) hours' notice, such meeting to be held within the following twenty (20) days after notice is perfected.

Section 6.3: Business of Meetings. Any business may be transacted at any meeting of the Board.

Section 6.4: Notice of Meetings. Notice of all meetings of the Board shall be given by delivering, via electronic transmission (e.g., text or electronic mail), mail or hand delivery, the same at least ten (10) days before the meeting to the usual residence address, phone number or electronic mail address of the director. If notice is given by personal delivery, by telephonic or facsimile message or by electronic means, it shall be deemed delivered upon sending. Any director may waive notice of any meeting before, at or after such meeting. The attendance of a director at a meeting shall constitute a 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.

Section 6.5: Meetings by Telecommunications or Other Electronic Means. Any or all of the directors may participate in a regular or special meeting of the Board by, or the meeting may be conducted through the use of, any means of communication by which all persons participating in the meeting can hear each other (or otherwise communicate with each other – such as through visual signing for those who are hearing impaired) during the meeting. A director participating in a meeting by these means is considered to be present in person at the meeting. No director shall participate in more than 50% of meetings, calculated over an annual period, telephonically or via other electronic means.

Section 6.6: Quorum. At all meetings of the Board, a majority of the then-serving directors shall be necessary to constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which a quorum is initially present shall be the act of the Board, except as may be otherwise specifically provided by the Act or by these bylaws. If at any meeting there is less than a quorum initially present, a majority of those present may adjourn the meeting to another time or another date and time without further notice to any absent director.

Section 6.7: Voting. At all meetings of the Board, each director shall have one vote on each matter put to a vote. No proxy voting or delegation of voting power is allowed.

Section 6.8: Presumption of Assent. A director who is present at a meeting of the Board at which action on any Union matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless he or she files a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or forwards such written dissent by personal delivery, electronic means or by certified mail to the Secretary immediately after adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 6.9: Action by Written Consent. Any action required to be taken at a meeting of the Board or any action which may be taken at a meeting of the Board, may be taken without a meeting by a written consent, setting forth the action so taken, signed by all of the directors.

Article VII: OFFICERS

Section 7.1: Number. The Union may have such officers as the Board shall determine. Officers may also be Directors. The Board may appoint such other officers with such powers and duties not inconsistent with these bylaws as may be determined by the Board. Any two offices, except those of President and Treasurer, may be held by the same person. Each officer shall serve a one-year term or until his or her successor is duly elected at the annual meeting of the Board, but in any case no longer than five consecutive terms, unless such term limitation is waived by a two-thirds (2/3) vote of the Board.

Section 7.2: Election, Term of Office and Qualifications. Officers shall be nominated and elected by the Board no later than March 31. Such newly-appointed officers shall commence serving immediately following their appointment and acceptance of such appointment.

Section 7.3: Vacancies. In case any office becomes vacant by reason of death, incapacity, resignation, removal or any other cause, a majority of the directors then in office may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the election and qualification of his or her successor.

Section 7.4: Board President. The Board President ("President") shall preside at all meetings of the Board and all meetings of the Members. He or she shall have and exercise

general charge and supervision of the business and affairs of the Union and shall do and perform such other duties as may be assigned to him or her by the Board.

Section 7.5: Secretary. The Secretary shall have charge of the books, records, documents and papers of the Union. He or she shall attend and keep minutes of all meetings of the Board. He or she may sign with the President, in the name and on behalf of the Union, any contracts or agreements authorized by the Board. He or she shall, in general, perform all duties incident to the office of Secretary, subject to the control of the Board, and shall do and perform such other duties as may be assigned to him or her by the Board.

Section 7.6: Treasurer. The Treasurer shall have such powers and perform such duties as may be assigned to him or her by the Board

Section 7.7: Compensation. Officers, other than the Executive Director, shall not receive compensation for services.

Section 7.8: Removal. Any officer may be removed from office, for any reason or no reason at all, by the affirmative vote of a majority of all directors then in office at any regular meeting or any special meeting called for that purpose. Any officer proposed to be removed shall be entitled to at least five days' prior notice in writing of the meeting of the Board at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board at such meeting.

Section 7.9: Executive Director. The Executive Director shall be an ex-officio member of the Board without a vote. The Executive Director shall supervise and manage all administrative work of the Union. In addition, the Executive Director shall assist in making arrangements for all meetings of the Members, directors and committees and shall perform such other tasks as delegated by resolution of the Board. The Executive Director may receive compensation for his or her services if approved by the Board and then only in amounts reasonable and commensurate with the services performed. The fact that any officer is a director or a member of a committee shall not preclude him or her from receiving compensation.

Article VIII: NOMINATION AND ELECTION OF VOTING DIRECTORS

Section 8.1: Only Voting Directors Elected. Except as otherwise provided in these bylaws, voting directors shall be nominated by the Board and confirmed by the Members.

Section 8.2: Solicitation for Nominees. At each annual meeting of the Members, an announcement shall be made that informs the Members of their ability to nominate candidates for election of voting directors for the ensuing year and the deadline for such nominations to be received by the Board. That deadline shall be set by the Board each year but, in any event, shall be no later than the first day of June. The Union may establish an electronic nomination procedure.

Section 8.3: Nomination by the Board. No later than the first day of October, the Board shall prepare its own slate of proposed nominees for election as voting directors for the ensuing year. Such slate shall contain the names of at least one eligible nominee for each vacancy to be filled. Board member attendance and active engagement will be strongly considered in determining whether a director will be re-elected to another term.

Section 8.4: Ballots. The Board, with assistance of the Secretary, shall cause ballots, either written ballots or electronic ballots, to be prepared that contain the name of each nominee proposed by the Board, in its sole discretion. The ballots shall also contain instructions for completing the ballot and spaces for the printed name of the Member and for the Member's signature. In addition, the ballots must contain, in bold print, the deadline date by which ballots must be received by the Union to be counted and effective.

Section 8.5: Sending Ballots. Final ballots shall be sent or delivered via mail or electronically to each Member who is a member of record as of the record date. The Union may establish a procedure, by resolution of the Board, for electronic nominations and/or balloting.

Section 8.6: Return of Ballots. To be counted and effective, each ballot must be signed, either manually or electronically, by the Member with the Member's name printed legibly near the signature and must be returned to the Union's business office at the designated address, and must be received at such office no later than the deadline specified on the ballot but, in any event, no later than the first day of December. Only ballots returned timely and properly completed and signed shall be tallied and included in determining the results. In the case of a tie in the number of ballots cast for one position, a run-off ballot procedure will be utilized under similar guidelines.

Section 8.7: Supervisor of Elections. The Secretary shall be the supervisor of the election and shall be responsible for reviewing and counting the ballots and reporting the election results to the Board through the President.

Article IX: COMMITTEES

Section 9.1: Types of Committees and Board Authority to Create Committees. Committees may be created by one or more resolutions of the Board. The Board may designate one or more other committees, each of which, to the extent expressly delegated in the resolution establishing such committee, shall have and may exercise all of the authority of the Board, except as prohibited by statute. The delegation of authority to any committee shall not operate to relieve the Board or any member of the Board from any responsibility imposed by law. Rules governing procedures for meetings of any committee of the Board shall be as established by the Board, or in the absence thereof by the committee itself.

Section 9.2: Selection of Committee Members. Members and the chairperson of each committee shall be chosen by the Board.

Section 9.3: Composition. Each committee shall be chaired by a member of the Board and shall consist of the number of persons necessary to accomplish the purpose for which the committee is established. A committee chairperson's terms shall be for one year, or until the Board appoints a replacement.

Section 9.4: Committee Powers. Committees shall have only those powers and authority specifically given to them by these bylaws or by resolution of the Board.

Section 9.5: Committee Meetings. Meetings of a committee may be called by the President, the Executive Director, the chair of the committee, or a majority of the committee's voting members. Each committee shall meet as often as is necessary to perform its duties. Notice of the time and place of any meeting of a committee shall be given at least two (2) days prior to the meeting.

Section 9.6: Resignation and Removal. Any member of a committee may resign at any time by giving written notice, which written notice may be in the form of an electronic communication, to the Executive Director, the President, or the Secretary. Such resignation, may or may not be made contingent on formal acceptance, and shall take effect on the date of receipt or at any later time specified therein. Any member of a committee may be removed at any time by the majority vote of the directors present at a meeting. Resignation from a committee shall not constitute resignation as a director.

Section 9.7: Committee Vacancies. A vacancy on any committee and any increase in the membership of the committee may be filled for the unexpired portion of the term by a majority vote of the directors.

Section 9.8: No Compensation. No member of a committee shall be entitled to receive any compensation for his or her services on such committee.

Article X: INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, FIDUCIARIES AND AGENTS

Section 10.1: Indemnification. The Union shall indemnify any and all persons who may serve or who have served at any time as directors, officers, employees, fiduciaries and/or agents of the Union and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors, officers, employees, fiduciaries and/or agents of the Union to the full extent permitted by the Act. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement or otherwise. Notwithstanding the foregoing, the Union shall not be required to and shall not indemnify any person unless it is determined that: (a) the prospective indemnified person's ("Indemnified Person") conduct was in good faith; (b) the Indemnified Person reasonably believed that his or her conduct was in the Union's best interest; and (c) in the case of criminal proceedings,

the Indemnified Person had reasonable cause to believe such conduct was not unlawful. Further, the Union shall not be required to indemnify any person to the extent such person's actions or inaction were willful or grossly negligent.

Section 10.2: Right to Impose Conditions to Indemnification. The Union shall impose, as conditions to any indemnification provided or permitted in this Article X, such reasonable requirements and conditions as the Board may deem appropriate in each specific case, including but not limited to any one or more of the following: (a) that any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the person to be indemnified and to the Union; (b) that the Union shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the person to be indemnified; and (c) that the Union shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery, and that the person to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the Union.

Section 10.3: Limitation on Indemnification. Notwithstanding any other provision of these bylaws, the Union shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the Union as an organization described in section 501(c)(4) of the Code.

Article XI: ADVANCEMENT OF EXPENSES

The Union may pay for or reimburse the reasonable expenses incurred by a director, officer, employee, fiduciary and/or agent who is a party to a proceeding in advance of final disposition of the proceeding, to the fullest extent permitted by the Act.

Article XII: AMENDMENTS

Section 12.1: Submission of Proposed Amendments. Proposed amendments to these bylaws shall be submitted to the Board for approval.

Section 12.2: Adoption of Amendment. Amendments to these bylaws shall be approved by a two-thirds (2/3) vote of the Board.

Section 12.3: Notice. Notice of all amendments shall be sent or delivered to the Members using the method prescribed for notice of Annual or Special Meetings not more than ninety (90) days after Board approval of such amendment in accordance with Section 12.2 of these bylaws.

Article XIII: MISCELLANEOUS

Section 13.1: Conflict of Interest. Directors, officers, the Executive Director, and other Union employees and agents shall abide by the conflict of interest policy adopted by the Board and, at a minimum, the National ACLU's conflict of interest policy.

Section 13.2: Contracts. The Board, except as otherwise provided in these bylaws, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Union, and such authority may be general or confined to a specific instance; and, unless so authorized by the Board or these bylaws, no officer, agent or employee shall have any power or authority to bind the Union by any contract or engagement, to pledge its assets or credit, or to render it liable pecuniarily for any purpose or to any amount.

Section 13.3: Loans. No loan or advance shall be contracted on behalf of the Union, no promissory note or other evidence of its obligation under any loan or advance shall be issued in its name, and no property of the Union shall be mortgaged, pledged, hypothecated or transferred as security for the payment of any loan, advance, indebtedness or liability of the Union unless and except as authorized by the Board. Any such authorization may be general or confined to specific instances.

Section 13.4: Deposits. All monies of the Union not otherwise employed shall be deposited from time to time to its credit in such banks or other depositories as the Board may select, or as from time to time may be selected by any officer or agent authorized to do so by the Board.

Section 13.5: Checks, Drafts, Etc. All notes, checks, endorsements and evidences of indebtedness of the Union shall be signed by such officer(s) or such agent(s) of the Union and in such manner as the Board from time to time may determine. Endorsements for deposit to the credit of the Union in any of its duly authorized depositories shall be made in such manner as the Board from time to time may determine.

Article XIV: DEFINITIONS

For purposes of these bylaws, the following terms shall have the meanings indicated:

“Act” means the Utah Revised Nonprofit Corporation Act (Utah Code §16-6a-101 et seq.) as it now exists or as it may hereafter be amended and the corresponding provisions of any future Utah non-profit corporation law enacted in substitution of such Act.

“Board” means the Board of Directors of the Union.

“Code” means the Internal Revenue Code of 1986, as amended, and the corresponding provisions of any future United States Internal Revenue law enacted in substitution of the Code.

“Foundation” means The ACLU of Utah Foundation, Inc., a Utah non-profit corporation.

“National ACLU” means the national American Civil Liberties Union.

"Union" means the American Civil Liberties Union of Utah, a Utah non-profit corporation.

I, Heidi Chamorro, hereby certify that the foregoing is a true and correct copy of the Amended and Restated Bylaws of AMERICAN CIVIL LIBERTIES UNION OF UTAH as adopted by the Board of Directors on March 13, 2017, ~~2016~~ and the Members on 12.12.16.
certified

Dated: 03/13/17

Heidi Chamorro
Secretary