

BYLAWS  
OF  
THE CHILDREN'S CENTER

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BYLAWS  
OF  
THE CHILDREN'S CENTER  
ARTICLE I  
OFFICES

Section 1.     Principal Office. The principal office for the transaction of the business of The Children's Center shall be located in Salt Lake City, Salt Lake County, Utah. The Board of Trustees is granted full power and authority to change, from time to time the principal office from one location to another within Salt Lake County.

Section 2.     Other Offices. The Board of Trustees may at any time establish branch or subordinate offices at any place or places where The Children's Center is qualified to do business.

ARTICLE II  
BOARD OF TRUSTEES

Section 1.     General Powers. The business, property and affairs of The Children's Center shall be managed by or under the authority of the Board of Trustees which shall possess all corporate powers authorized by the Articles of Incorporation, the Bylaws and the Utah Non-Profit Corporation and Cooperative Association Act. Without limiting such general powers, the Board of Trustees is hereby expressly granted the following powers:

(a)     To select and remove all Board members, officers of the Board, agents of the Board and the Executive Director of The Children's Center, prescribe such powers and duties for them as may be consistent with law, the Articles of Incorporation or the Bylaws and to fix their compensation.

(b) To develop policies and delegate authority as deemed appropriate to manage and control the affairs of The Children's Center and to make such resolutions, rules and regulations that the Board deems appropriate for such purposes to the extent consistent with law, the Articles of Incorporation and the Bylaws.

(c) To appoint an Executive Committee and other committees and to delegate to such committees certain powers and authority of the Board in the management of the affairs of The Children's Center to the extent consistent with Utah law.

Section 2. Number of Trustees. The authorized number of Trustees of The Children's Center shall be no fewer than eleven (11) and no more than twenty-five (25), excluding Honorary Trustees, as decided by the Board of Trustees.

Section 3. Nomination and Election. Nominations for membership on the Board of Trustees shall be made by a committee that includes at least three (3) Trustees, the Executive Director who shall serve as a non-voting, ex officio member, and other members as deemed appropriate by the Board. This committee may nominate and the Board of Trustees may elect Trustees at any time during the year to fill vacancies or to add additional members to the Board of Trustees.

Section 4. Term of Office. Trustees shall be elected to serve three-year terms of office and may be re-elected to serve up to two additional successive three-year term at the discretion of the Board. After serving three successive three-year terms, a Trustee must step down from the Board for at least one year after which the Board, at its discretion, may re-elect the former Trustee to membership on the Board. Terms shall be deemed to start on the July 1 nearest to the Trustee's election to the Board.

Section 5.     Removal of Trustees. The Board of Trustees by a majority vote at any meeting called for such purpose may remove any Trustee or Honorary Trustee from office with or without cause and for any reason.

Section 6.     Place of Meetings. Meetings of the Board of Trustees may be held at any place within or without the State of Utah which the Board of Trustees from time to time designates by resolution. In the absence of a specific designation, meetings will be held at the principal office of The Children's Center.

Section 7.     Regular and Special Meetings. The Board of Trustees shall meet at least six (6) times per year unless otherwise provided by resolution. Special meetings may be held at the call of the Chair or at the request of any three (3) Board members.

Section 8.     Notice and Waiver of Notice. Notice of a Board meeting shall be provided to Trustees at least 5 days in advance of the meeting and may be provided by electronic means. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting except where such Trustee 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 regular or special meeting of the Board of Trustees need be specified in a notice or waiver of notice of such meeting unless otherwise provided in these Bylaws.

Section 9.     Quorum. Except as otherwise specified in these Bylaws, one third of Trustees shall constitute a quorum of the Board of Trustees for the transaction of business. The act of the majority of Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees unless the act of a greater number is required by the Articles of

Incorporation, the Bylaws or the Utah Non-Profit Corporation and Cooperative Association Act. Presence at a meeting may be in person or via telecommunication.

Section 10. Fees and Compensation. Trustees shall not receive any compensation for their services as Trustees. But with approval of the Board, expenses related to services provided may be reimbursed as deemed appropriate.

Section 11. Action without Meeting. Any action required or permitted to be taken by the Board of Trustees may be taken without a meeting if one third of the Trustees of The Children's Center consent in writing to the action taken. Written consent to such action may be provided by electronic means.

Section 12. Honorary Trustees. The Board of Trustees may confer the title of Honorary Trustee upon individuals. Honorary Trustees shall have the privilege of attending all Board meetings and social functions of The Children's Center, but shall have no voting rights or other rights or responsibilities with respect to the management of The Children's Center.

### ARTICLE III

#### OFFICERS

##### A. OFFICERS OF THE BOARD OF TRUSTEES

Section 1. Officers. The officers of The Children's Center shall be the Chair of the Board, Past Chair, Chair-Elect, Vice-Chair of the Board, Secretary, and Treasurer.

Section 2. Election. The Chair of the Board, Past Chair, Chair-Elect, Vice-Chair, Secretary and Treasurer shall be elected or re-affirmed annually by the Board of Trustees at its June meeting. Unless otherwise provided by resolution of the Board of Trustees, the term of each officer shall be two (2) years, except for the Past Chair and/or Chair-Elect whose term(s) shall be one (1) year.

Section 3.     Removal and Resignation. The Board of Trustees may remove any officer of the Board of Trustees whenever in the Board’s judgment the best interests of The Children’s Center would be served by such removal. Removal shall be done in accordance with the procedure set forth in Article 11, Section 5. Any officer of the Board may resign at any time by giving written notice to the Board of Trustees.

Section 4.     Vacancies. The Board of Trustees may, by a majority vote of at least one third of its members, fill a vacancy in any office of the Board of Trustees because of death, resignation, removal, disqualification or other cause.

Section 5.     Chair of the Board. The Chair of the Board shall, if present, preside at all meetings of the Board of Trustees and at all meetings of the Executive Committee. The Chair shall perform all duties customarily performed by a Chair of the Board of a non-profit corporation and shall exercise and perform such other powers and duties as the Board of Trustees may from time to time direct.

Section 6.     Vice-Chair. In the absence or disability of the Chair, the Vice-Chair shall preside at all meetings of the Board of Trustees and at all meeting of the Executive Committee. The Vice-Chair shall assist the Chair in the performance of the Chair’s duties and shall exercise and perform such other powers and duties as the Board of Directors may from time to time direct.

Section 7.     Secretary. The Secretary shall keep, or cause to be kept, a record of the proceedings of all regular and special meetings of the Board of Trustees and meetings of the Executive Committee. The Secretary shall give, or cause to be given, notice of the meetings of the Board of Trustees required by the Bylaws and shall have such other powers and perform such other duties as the Board of Trustees may direct.



Section 8. Treasurer. The Treasurer shall work with the Administrative Director of the Children's Center to ensure, as may be required by law, that: adequate and correct accounts of the properties and business transactions of The Children's Center are maintained, periodic audits are performed, and tax documents are prepared and properly reviewed. The Treasurer shall regularly report the financial condition of The Children's Center to the Board of Trustees and shall serve on the Finance and Budget Committee. The Treasurer shall have such other powers and perform such other duties as the Board of Trustees may direct.

Section 9. Chair-Elect. A Chair-Elect shall, with the assistance of the Chair, prepare for his or her role as incoming Chair of the Board. A Chair-Elect shall also perform such other assigned duties to assist the Board as may be determined by the Chair.

Section 10. Past Chair. A Past Chair shall support the incoming Chair as needed. A Past Chair shall also perform such other assigned duties to assist the Board as may be determined by the Chair.

## B. OFFICERS OF THE CHILDREN'S CENTER

Section 1. Designation of Officers. The officers of The Children's Center shall be the Executive Director and Administrative Director. The Executive Director shall be chosen by the Board of Trustees pursuant to a two-thirds majority vote of the entire board and shall hold office until his or her successor is duly qualified and elected or appointed or until he or she is removed.

Section 2. Removal and Resignation. The Board of Trustees, by a two-thirds majority vote of the entire board, may remove the Executive Director of The Children's Center whenever in the Board's judgment the best interests of The Children's Center would be served by such removal. The Executive Director may resign by giving written notice to the Board of Trustees. Specific provisions regarding the required written notice may be as provided by resolution of the Board of Trustees.

Section 3. Executive Director. Subject to the supervisory authority and control of the Board of Trustees, the Executive Director shall be the chief executive officer of The Children's Center and shall have general supervision, direction and control of the business and employees of The Children's Center. The Executive Director shall have the general powers and duties of management usually vested in the office of a chief executive officer of a non-profit corporation and shall have such other powers and duties as the Board of Trustees may direct. The Executive Director shall be an ex officio, non-voting member of the Board of Trustees and all standing committees, including the Executive Committee.

Section 4. Administrative Director. Under the supervision and control of the Executive Director, the Administrative Director is responsible for the fiscal and non-clinical operations of The Children's Center. The Administrative Director shall prepare an annual budget for review and approval by the Board of Trustees and shall be an ex officio, non-voting member of the Board of Trustees, the Executive Committee and the Finance Committee. The Administrative Director shall have the general powers and duties of management usually vested in the office of Administrative Director of a non-profit corporation and shall have such other powers and duties as the Board of Trustees may direct.

#### ARTICLE IV

##### COMMITTEES OF THE BOARD OF TRUSTEES

Section 1. Executive Committee. The Executive Committee shall consist of the Chair of the Board, Chair-Elect, Vice-Chair, Secretary, Treasurer, immediate Past Chair of the Board, and one to two (1-2) members-at-large. The Executive Director and Administrative Director shall be ex officio, non-voting members of the Executive Committee. Subject to the limitations of these Bylaws, the Articles of Incorporation, and the Utah Non-Profit Corporation and

Cooperative Association Act, the Board of Trustees may designate by resolution the powers of the Executive Committee to transact necessary business of The Children's Center between Board meetings. The Executive Committee shall review annually the performance of the Executive Director and shall establish the compensation and terms of employment of the Executive Director as provided by the policies and procedures established by resolution of the board. Minutes of the Executive Committee meetings shall be available to members of the Board of Trustees upon request.

Section 2. Other Committees. The Board of Trustees by resolution may designate one or more committees each of which shall consist of one (1) or more Trustees. These committees must include, but need not be limited to, a Finance Committee and a Governance Committee. Individuals who are not members of the Board of Trustees may serve as members of such committees. The Chair of the Board shall appoint a chair of each committee who shall assist the Chair of the Board in selecting committee members. The Board of Trustees shall by resolution define the authority granted to each committee.

Section 3. Limitation on Committee Authority. Absent specific resolution of the Board of Trustees, no committee shall have the authority of the Board of Trustees in reference to any of the following: amending or repealing the Bylaws; electing or removing any committee member or any Trustee or officer of The Children's Center; amending the Articles of Incorporation; adopting a plan of merger or consolidation with any other corporation; authorizing the sale or disposition of property or assets of The Children's Center; authorizing the voluntary dissolution of The Children's Center; adopting a plan for distribution of the assets on dissolution or amending, and/or altering or repealing any resolution of the Board of Trustees.

## ARTICLE V

### MISCELLANEOUS

Section 1. Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to The Children's Center shall be signed or endorsed by two out of four of the following; the Executive Director, the Administrative Director and two other individuals to be designated by the Executive Director and approved by resolution of the Board of Trustees. The Board of Trustees by resolution may authorize other individuals to sign or endorse checks, drafts, other orders for payment of money, notes, or other evidences of indebtedness.

Section 2. Execution of Contracts, Etc. The Board of Trustees authorizes the Executive Director and the Administrative Director to enter into any contract or execute any instrument in the name of and on behalf of The Children's Center. Unless authorized by the Board of Trustees, no officer, agent or employee of The Children's Center, including the Executive Director and/or the Administrative Director, shall have any power or authority to bind The Children's Center by any contract, agreement, or engagement or to pledge its credit to render it liable for any purpose or to any amount that: (1) exceeds an amount designated by the Board of Trustees each year at the time of the approval of the annual budget; (2) affects the real assets of The Children's Center; and/or (3) is outside of the Core Mission of The Children's Center as set forth by resolution of the Board of Trustees.

Section 3. Fiscal Year. The fiscal year of The Children's Center is July 1 to June 30.

Section 4. Annual Review of Budget and Policies. The Board of Trustees shall review and approve the annual budget at the June meeting and shall at that same time review the policies established by the Board of Trustees.

ARTICLE VI

AMENDMENT OF BYLAWS

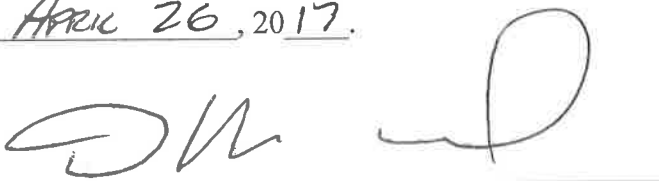
Section 1. The Board of Trustees may adopt, amend or repeal these Bylaws by an affirmative vote of a majority of the Trustees present at a meeting at which a quorum is present if notice of the proposal to change the Bylaws is mailed to Trustees at least ten (10) days prior to the regular or special meeting at which a vote on the proposal is to be taken.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of The Children's Center, a Utah non-profit corporation; and

2. That the foregoing Bylaws, comprising twelve (12) pages, were duly adopted at the meeting of the Board of Trustees held on April 26, 2017.



A handwritten signature in black ink, consisting of a stylized 'S' followed by a large loop, is written over a horizontal line.

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