

BYLAWS OF UTAH VALLEY TRAILS ALLIANCE

ARTICLE 1 PURPOSES

Utah Valley Trails Alliance, a Utah non profit Corporation (the “Corporation”) is organized as a nonprofit Corporation and shall be operated exclusively for religious, educational, charitable, scientific and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws. The Corporation is organized to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, shall use and apply the whole or any part of the income therefrom and the principal thereof exclusively for religious, educational, charitable, scientific, or literary purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 and its Regulations as they now exist or as they may hereafter be amended.

All actions of the board of directors shall be in keeping with the mission of the Corporation. The purposes set forth in this Article 1 may be amended only with the consent of three-fourths of the directors. The amendment will be effective immediately upon the written approval thereof.

ARTICLE 2 OFFICES

Section 2.1 Business Offices. The principal office of the Corporation shall be located in the State of Utah, at the address reported in the Corporation’s filed Articles of Incorporation. The Corporation may have such other offices, either within or outside Utah, as the board of directors may designate or as the affairs of the Corporation may require from time to time.

Section 2.2 Registered Office. The registered office of the Corporation required by the Utah Revised Nonprofit Corporation Act (the “Act”) to be maintained in Utah may be, but need not be, the same as the principal office if in Utah, and the address of the registered office may be changed from time to time by the board of directors or by the officers of the Corporation.

ARTICLE 3 VOTING MEMBERS

Section 3.1 Voting Members. The Corporation’s voting members shall consist of those individuals serving on the Board of Directors (the “Voting Members”).

ARTICLE 4 BOARD OF DIRECTORS

Section 4.1 General Powers. The Board of Directors shall have the complete and exclusive care, custody and control of the Corporation’s assets and shall exercise all of the corporate powers subject to the provisions of the laws of the State of Utah, the Articles of Incorporation and the Bylaws. The entire management of the Corporation, its affairs, its properties and assets, is vested exclusively in the Board of Directors. The Board has the same powers as an individual to do all things necessary

or convenient to carry out its objectives and duties. The powers of the Board shall include, but are not limited to, the following:

- (a) To sue and be sued, complain and defend in the corporate name;
- (b) To enter into any and all types of agreements or contracts related to the intake, disposition, custody, and management of the properties and assets of the Corporation;
- (c) To decide and implement decisions on contributions, payments and distributions, which may be made in cash or in kind, as well as any projects, establishment of scholarships or similar funds, or maintenance of scientific research and studies determined by the Board to be in furtherance of the pursuits and objects of this Corporation.
- (d) To enter into contract or agreement engaging a corporate Director to receive, manage, hold, invest and disburse the assets of the Corporation for the purpose of earning income (as distinguished from applying such assets to educational, charitable or similar purposes), subject to the control of the Board, whose exercise of this power is proscribed by its general powers and duties;
- (e) To pay salaries or other compensation to Directors and officers for personal services actually rendered by them, but such salaries or compensation shall not be in excess of a reasonable allowance for such personal services rendered by such Director and officers;
- (f) To cease and dissolve the Corporation;
- (g) Notwithstanding anything herein to the contrary, it is strictly understood and agreed that the Board's powers and responsibilities shall be vested in them and shall be exercised by them strictly in a fiduciary capacity to accomplish the pursuits and objectives of this Corporation, and the Board is expressly prohibited from acting in contravention or derogation of the pursuits and objectives as stipulated above.
- (h) Power of Board to Borrow Money. The Board of Directors shall have full power and authority to borrow money whenever, in the discretion of the Board, it is required in the general interests of the Corporation, and in such case the Board may authorize the proper officers of the Corporation to make, execute and deliver in the name and on behalf of the Corporation such notes, bonds and other evidences of indebtedness as the Board shall deem proper, and the Board shall have full power to mortgage the property of the Corporation, or any part thereof, as security for such indebtedness.
- (i) Prohibited Loans. The Corporation shall make no loans to, nor guarantee the obligations of, any of its Directors or officers, or the family members or others with similarly intimate personal connections with any of the Directors or officers of the Corporation.

Section 4.2 Standards of Conduct. Each Director shall perform her or his duties in good faith, with reasonable prudence, and in an effort to further the best interests of the Corporation.

Section 4.3 Emergency Powers. If, due to a catastrophic event, a quorum of Directors cannot readily be obtained, the officers of the Corporation present at a meeting of the Board of Directors shall be considered to be the Directors for the meeting, in order or rank and within the same rank in order of seniority, as necessary to achieve a quorum. Notice of meetings under such emergency

circumstances need be given only to those directors whom it is practicable to reach, and may be given in any practicable manner, including by radio. Actions taken by such emergency quorum shall bind the Corporation and may not be the basis for imposition of liability on any director, officer, employee or agent of the Corporation on the ground that the action was not an authorized corporate action.

Section 4.4 Power to Appoint Officers. The Board of Directors shall elect Officers as itemized in Article 5. The officers may or may not be Directors. Assistants to officers may be elected by the Directors and such assistants need not be Directors.

Section 4.5 Power to Elect Other Officers and Agents. The Board of Directors shall have power to elect such other officers and agents as the Board may deem necessary for transaction of the business of the Corporation.

Section 4.6 Delegation of Powers. For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or Director, but no officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 4.7 Power to Require Bonds. The Board of Directors may require any officer or agent to file with the Corporation a satisfactory bond conditioned upon the faithful performance of his or her duties.

Section 4.8 Number, Election, and Tenure. The number of directors of the Corporation shall be from three to fifteen, as determined by the board of directors from time to time. Any action of the board of directors to increase or decrease the number of directors, whether expressly by resolution or by implication through the election of additional directors, shall constitute an amendment of these bylaws effecting such increase or decrease. All directors shall serve terms of up to three years with the terms of one-third of the directors expiring at each annual meeting, except that in order to phase in the staggered terms, a director's initial appointment may for a term of less than three years. Directors shall hold office until the director's successor shall have been elected and qualified, or until the director's earlier death, resignation, or removal. Any directors may be removed at any time by a vote of three-fourths of the directors then in office.

Section 4.9 Qualification. Directors must be at least eighteen years old but need not be residents of Utah. The board of directors shall seek individuals from the community to serve as directors who have interest in or experience with the Corporation's mission and organization and who represent diverse talents and backgrounds and bring to the board of directors connections to and expertise in business, community affairs, public service, finance, law, and other areas that are useful to the mission of the Corporation. All directors shall be responsible for recruiting, nominating, and orienting new directors to replace directors whose terms have expired or who have otherwise resigned, been removed, or retired.

Section 4.10 Removal. Any Director may be removed by the Member for any or no reason, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of a Director shall not, in itself, create contract rights.

Section 4.11 Vacancies. Any director may resign at any time by giving written notice to the president or to the secretary of the Corporation. Such resignation shall take effect at the time specified

therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by the affirmative vote of a majority of the directors then in office, and a director so chosen shall hold office for an initial term as set forth in his appointment and thereafter, if re-elected, for an up to three-year term and thereafter until the director's successor shall have been elected and qualified, or until the director's earlier death, resignation, or removal.

Section 4.12 Regular Meetings. A regular meeting of the board of directors shall be held at least annually for the purpose of electing directors and officers and for the transaction of such other business as may come before the meeting. In addition, the board of directors shall hold two other regular meetings a year at such date as set by resolution of the directors. The board of directors may provide by resolution the time and place, either within or without the State of Utah, for the holding of additional regular meetings.

Section 4.13 Special Meetings. Special meetings of the board of directors may be called by or at the request of the president, a majority of the board of directors, or any two officers. The person or persons authorized to call special meetings of the board of directors may fix any place as the place, either within or without the State of Utah, for holding any special meeting of the board called by them.

Section 4.14 Notice. Notice of each meeting of the board of directors stating the place, day and hour of the meeting shall be given to each director at the director's business address at least one week prior thereto by email or the mailing of written notice by first class, certified or registered mail, or at least two days prior thereto by personal delivery of written notice or by telephonic or facsimile notice (and the method of notice need not be the same to each director). If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If notice is given by facsimile message, it shall be deemed given when the transmission is completed. 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. Neither the business to be transacted at, nor the purpose of, any meeting of the board of directors need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute.

Section 4.15 Presumption of Assent. A director of the Corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Corporation within two days after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 4.16 Quorum and Voting. A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the board of directors, and the vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the board of

directors. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. No director may vote or act by proxy at any meeting of directors.

Section 4.17 Compensation. Directors shall not receive compensation for their services as such, although the reasonable expenses of directors of attendance at board meetings may be paid or reimbursed by the Corporation. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Corporation in any other capacity.

Section 4.18 Executive and Other Committees. By one or more resolutions adopted by a majority of the directors then in office, the board of directors may designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise all of the authority of the board of directors, except as prohibited by statute. The delegation of authority to any committee shall not operate to relieve the board of directors 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 of directors, or in the absence thereof by the committee itself.

- (a) Each designated committee will have a director as its chair. Members of the committee will be empaneled by the Board, and may include other members of the board, corporation officers, members of the Alliance Committee, or members of the general public.

Section 4.19 Remote Meeting Attendance. Members of the board of directors or any committee thereof may participate in a meeting of the board or committee by means of conference telephone, Internet teleconferencing, or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 4.20 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the directors or any committee thereof may be taken without a meeting if a consent, in writing and setting forth the action so taken, shall be either signed or acknowledged by e-mail by all of the directors or committee members entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts or by facsimile) shall have the same force and effect as a unanimous vote of the directors or committee members.

Section 4.21 Chairperson of the Board. One or more Directors shall be appointed by the Board to serve as the chair person (each, a "Chairman") for the Board. If appointed, the Chairman shall perform such duties as shall be assigned to him or her by the Board from time to time, shall preside over meetings of the Board, and shall have those additional powers that are set forth in these Bylaws.

ARTICLE 5 OFFICERS AND AGENTS

Section 5.1 Number and Qualifications. The officers of the Corporation shall be the Chairperson of the Board, a secretary and a treasurer. The board of directors may also appoint such other officers, assistant officers and agents as it may consider necessary. One person may hold more than one office at a time and all officers must be at least eighteen years old.

Section 5.2 Election and Term of Office. The officers of the Corporation shall be elected by the board of directors at each regular annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Each officer shall hold office until the officer's successor shall have been duly elected and shall have qualified, or until the officer's earlier death, resignation or removal. An officer may be appointed for more than one successive terms.

Section 5.3 Compensation. The compensation of the officers, if any, shall be as fixed from time to time by the board of directors, and no officer shall be prevented from receiving a salary by reason of the fact that such officer is also a director of the Corporation. However, during any period in which the Corporation is a private foundation as described in section 509(a) of the Internal Revenue Code, no payment of compensation (or payment or reimbursement of expenses) shall be made in any manner so as to result in the imposition of any liability under section 4941 of the Internal Revenue Code.

Section 5.4 Removal. Any officer or agent may be removed either (a) by the board of directors whenever in its judgment the best interests of the Corporation will be served thereby, or (b) by the Member for any or no reason, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not, in itself, create contract rights.

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

Section 5.6 Authority and Duties of Officers. The officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the president, the board of directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) Chairperson of the Board. The chairperson shall, subject to the direction and supervision of the board of directors, (i) be the chief executive officer of the Corporation and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (ii) preside at all meetings of the board of directors where none of the Chairmen of the Board are not present; (iii) see that all orders and resolutions of the board of directors are carried into effect; and (iv) perform all other duties incident to the office of president and as from time to time may be assigned by the board of directors.

(b) Executive Director: Acting Executive Director. The executive director shall, subject to the direction and supervision of the president and the board of directors, (i) be the chief administrative officer of the Corporation with general responsibility for all day-to-day operations of the Corporation; (ii) propose, prepare and present to the president and the board of directors specific programs and activities that will further the Corporation's purposes; (iii) direct and supervise the

implementation of the programs and activities approved by the president or the board of directors; and (iv) perform all other duties and responsibilities as may from time to time be assigned to the executive director by the president or the board of directors. The Board of Directors may also designate an acting executive director to serve as a temporary executive director in the executive director's absence or refusal or inability to act.

(d) Secretary. The secretary shall: (i) keep the minutes of the proceedings of the board of directors; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records; and (iv) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the board of directors. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

(e) Treasurer. The treasurer shall: (i) be the principal financial officer of the Corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property, and shall deposit the same in accordance with the instructions of the board of directors; (ii) receive and give receipts for moneys paid in on account of the Corporation, and pay out of the funds on hand all bills, payrolls and other just debts of the Corporation of whatever nature upon maturity; (iii) be the principal accounting officer of the Corporation and, as such, prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the president and the board of directors statements of account showing the financial position of the Corporation and the results of its operations; (iv) upon request of the board of directors, make such reports to it as may be required at any time; and (v) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or the board of directors. Assistant treasurers, if any, shall have the same powers and duties, subject to the supervision by the treasurer.

ARTICLE 6 ALLIANCE COMMITTEE

Section 6.1 Establishment. The Alliance Committee is established to represent the stakeholder organizations that are responsible for building, maintaining, and using trails in Utah County. This committee will advise the Board of Directors and Officers of this organization in its duties.

Section 6.2 Membership. The Alliance Committee shall consist of a single representative of each stakeholder organization, as selected by each organization at their sole discretion. An eligible organization may choose to participate or not participate in the Alliance Committee. The Secretary will maintain a current list of representative members.

Section 6.3 Eligibility. The following organizations are eligible to participate in the Alliance Committee. The specific list of eligible organizations may be itemized and amended by the Board of Directors and will be maintained by the Secretary.

- (a) Any incorporated city or town lying within Utah County, Utah
- (b) The government of Utah County
- (c) Mountainland Association of Governments

- (d) Each agency of the government of the State of Utah that owns or manages property in Utah County
- (e) Each agency of the federal government of the United States of America that owns or manages property in Utah County
- (f) Any non-profit citizen organization having a primary mission to represent a trail user community within Utah County, or a primary mission to support the management of public lands.

Section 6.4 Alliance Meetings. The Alliance Committee will meet regularly with the Board of Directors and Officers of this Corporation; such meetings will be termed "Alliance Meetings." The Board may conduct any portion of its duties at such meetings that it deems appropriate. Alliance Meetings will be open to the general public, and the Corporation will invite the general public to attend.

ARTICLE 7 INDEMNIFICATION

Section 7.1 Indemnification of Directors, Officers, Etc. The Corporation hereby declares that any person who serves at its request as a director, officer, employee, chairman or member of any committee, or on behalf of the Corporation as a director or officer of another Corporation in which the Corporation owns shares of capital stock or of which the Corporation is a creditor, shall be deemed the Corporation's agent for the purposes of this Article 5 and shall be indemnified by the Corporation against expenses (including attorneys* fees), judgments, fines, excise taxes and amounts paid in settlement actually and reasonably incurred by such person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of such service, provided such person acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The determination of whether a person is entitled to indemnification under this Article 5 shall be made in the specific case based on the circumstances of the case and in light of the applicable standard of conduct. Except as provided in Section 5.3, termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create either a presumption that such person did not act in good faith and in a manner which he reasonably believed to be in the best interests of the Corporation or, with respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe that his conduct was unlawful.

Section 7.2 Indemnification Against Liability to Corporation. No indemnification shall be made in respect of any claim, issue or matter as to which a person covered by Section 5.1 shall have been:

- (a) adjudged to be liable to the Corporation, or
- (b) derived an improper personal benefit, whether or not involving action in his official capacity, in which proceeding he was adjudged liable on the basis that he derived an improper personal benefit, unless and only to the extent that the court in which such action, suit or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of

all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

Section 7.3 Indemnification in Criminal Actions. No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered by Section 5.1 shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilt but in view of all the circumstances of the case, such person is entitled to indemnification for such expenses or fines which such court shall deem proper.

Section 7.4 Other Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person may be entitled under Utah law, the articles of incorporation, any agreement, any other provision of these bylaws, vote of disinterested directors or otherwise, and any procedure provided for by any of the foregoing, both as to action in his official capacity and as to action in another capacity while holding such office.

Section 7.5 Period of Indemnification. Any indemnification pursuant to this Article shall (a) be applicable to acts or omissions which occurred prior to the adoption of this Article, and (b) continue as to any indemnified party who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit to the heirs and personal representatives of such indemnified party. The repeal or amendment of all or any portion of these bylaws which would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the Corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions which occurred prior to such repeal or amendment.

Section 7.6 Insurance. By action of the board of directors, notwithstanding any interest of the directors in such action, the Corporation may, subject to Section 7.8, purchase and maintain insurance, in such amounts as the board may deem appropriate, on behalf of any person indemnified hereunder against any liability asserted against him and incurred by him in his capacity or arising out of his status as an agent of the Corporation, whether or not the Corporation would have the power to indemnify him against such liability under applicable provisions of law. The Corporation may also purchase and maintain insurance, in such amounts as the board may deem appropriate, to insure the Corporation against any liability, including without limitation, any liability for the indemnifications provided in this Article.

Section 7.7 Right to Impose Conditions to Indemnification. The Corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as the board of directors 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 Corporation; (b) that the Corporation 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 Corporation 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 Corporation.

Section 7.8 Limitation on Indemnification. Notwithstanding any other provision of these bylaws, the Corporation 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 Corporation as an organization described in section 527 of the Internal Revenue Code of 1986, as amended.

ARTICLE 8 MISCELLANEOUS

Section 8.1 Account Books and Minutes. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committees. All books and records of the Corporation may be inspected by any director or that any Director's authorized agent or attorney, for any proper purpose at any reasonable time.

Section 8.2 Fiscal Year. The fiscal year of the Corporation shall be December 31st or as otherwise established by the board of directors.

Section 8.3 Conveyances and Encumbrances. Property of the Corporation may be assigned, conveyed or encumbered by such officers of the Corporation as may be authorized to do so by the board of directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Corporation shall be authorized only in the manner prescribed by applicable statute.

Section 8.4 Designated Contributions. The Corporation may accept any designated contribution, grant, or devise consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the Corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Corporation's tax-exempt purposes.

Section 8.5 Conflicts of Interest. If any person who is a director or officer of the Corporation is aware that the Corporation is about to enter into any business transaction directly or indirectly with himself, any member of his family, or any entity in which he has any legal, equitable or fiduciary interest or position, including without limitation as a director, officer, shareholder, partner, beneficiary or director, such person shall (a) immediately inform those charged with approving the transaction on behalf of the Corporation of his interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within his knowledge that bear on the advisability of such transaction from the standpoint of the Corporation, and (c) not be entitled to vote on the decision to enter into such transaction.

Section 8.6 Loans to Directors and Officers Prohibited. No loans shall be made by the Corporation to any of its directors or officers. Any director or officer who assents to or participates

in the making of any such loan shall be liable to the Corporation for the amount of such loan until it is repaid.

Section 8.7 Amendments. The power to alter, amend or repeal these bylaws and adopt new bylaws shall be vested in the board of directors.

Section 8.8 Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 8.9 Facsimile Signatures. Signatures for any transactions are acceptable via fax.

[Remainder of the page left blank. Signature page to follow.]

Executed this _____ day of March, 2021.

OFFICERS:

Brandon Plewe, Chair

Gregory Witt, Secretary

DIRECTORS:

_____, Director

_____, Director

_____, Director

_____, Director

UTAH VALLEY TRAILS ALLIANCE BYLAWS CERTIFICATE

The undersigned certifies that he is the Secretary of Utah Valley Trails Alliance, a Utah nonprofit Corporation, and that, as such, he is authorized to execute this certificate on behalf of said Corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective bylaws of said Corporation.

Gregory Witt, Secretary

(Date)