

Bylaws of Timpanogos Legal Center

ARTICLE I INCORPORATION AND OFFICES

1.1. Name and Incorporation.

The name of this corporation is Timpanogos Legal Center (“**TLC**”). TLC has been organized and incorporated as a Utah nonprofit corporation.

1.2. Offices and Principal Office.

TLC may maintain such offices within the State of Utah as the Board may from time to time designate. Initially, TLC’s principal office will be 3301 North University Avenue, Provo, Utah 84604. The Board may change the principal office from time to time.

ARTICLE II BOARD OF DIRECTORS

2.1. Powers.

TLC’s property, affairs, and business will be governed and managed by the Board of Directors (the “**Board**,” with its members being hereafter referred to as “**Directors**”). The Board will have all the powers ascribed to Board in other sections of these Bylaws, the Articles of Incorporation, and applicable law, including but not limited to all powers necessary or proper to govern and manage TLC.

2.2. Number and Qualifications of Directors.

The number of Directors of TLC will be not less than five (5) nor more than eleven (11) as determined from time to time by the vote of not less than two-thirds ($2/3$) of the entire voting Board. The initial five (5) Directors are those designated in the initial meeting of the Board held on October 19, 2011. In electing Directors, the Board will include at all times one person fitting each of the following categories: (a) a present or former officer of the Central Utah Bar Association, (b) a member of the faculty of the J. Reuben Clark Law School at Brigham Young University (the “**Law School**”), and (c) a present or former officer of the Central Utah Chapter of the J. Reuben Clark Law Society.

2.3 *Ex Officio* Directors.

From time to time, the Board may elect *ex officio* members of the Board, who will not have voting rights with respect to any matter, by virtue of positions or offices with TLC or with

organizations with which TLC associates from time to time. Such *ex officio* Directors may include, by way of example but not limitation, (a) any Executive Director or other person assuming a similar position or role for TLC, (b) a student from the Law School designated to lead the coordination of efforts between Law School students and TLC, and (c) a director of the Central Utah offices of Utah Legal Services or another employee of Utah Legal Services. The term of each such *ex officio* Director will expire upon the termination of the position or office for which the Director is elected.

2.4. Term and Office.

Each Director will serve a three (3) year term from the date of his or her election, with approximately one-third of the Directors being elected on a staggered basis each year at the annual meeting of the Board, except that the initial Directors will serve the 1-, 2-, and 3-year terms specified in the minutes of the meeting of the Board. Directors may serve an unlimited number of terms.

2.5. Election of Directors.

Except for filling a vacancy, elections of Directors will normally be held at the Annual Meeting of the Board. Each Board member will have one (1) vote for each seat that is open. All votes must be cast for each seat, and votes may not be cumulated. The voting rights of each Board member may not be delegated to another Director, nor may they be exercised by proxy or absentee ballot. Directors will be elected by majority vote of the entire Board.

2.6. Vacancies.

A vacancy in the Board will be deemed to exist in case of death, resignation, or removal of any Director or if the authorized number of Directors is increased by the Board. When a vacancy occurs on the Board, the remaining Board members will appoint a replacement for the balance of the vacated term. The appointed Director's term will begin upon approval by the Board and will expire on its normal expiration date. If the Directors remaining in office constitute fewer than a quorum of the Board, the remaining Directors may fill the vacancy by the affirmative vote of a majority of the remaining Directors.

2.7. Meetings of the Board.

The Board will hold an Annual Meeting of the Board during May of each year or at such other time designated by the Board. The Board may provide by resolution the time and place for the holding of regular meetings without notice other than the resolution. Special meetings of the Board may be called by order of the President or by one-third of the Directors. Notice of special meetings will be given to each Director by mailing the notice at least five (5) days before the meeting or by faxing, emailing, or telephoning notice not less than 48 hours before the meeting is held.

2.8. Quorum.

A majority of the voting Directors must be present at any meeting to constitute a quorum for the transaction of business, but less than a quorum may adjourn any meeting from time to time until a quorum will be present, whereupon the meeting may be held, as adjourned, without further notice. At any meeting at which every voting Director is present, even though without any notice, any business may be transacted.

2.9. Manner of Acting.

At all meetings of the Board, each Director will have one vote, except for *ex officio* Directors. Unless otherwise specified in these Bylaws, the act of a majority present at a meeting will be the act of the Board, provided a quorum is present.

2.10. Action Without Meeting.

Any action required to be taken or that may be taken at a meeting of the Board may be taken without a meeting if a consent in writing setting forth the action is signed by the minimum number of Directors necessary to take the action at a meeting at which all of the voting Directors then in office were present and voted. However, the action is valid only if each and every voting Director in writing either votes for the action, votes against the action, or abstains from voting. If a Director votes against an action or abstains from voting as to the action, the Director must also waive the right to demand that the action not be taken without a meeting.

2.11. Telephone Participation.

The Directors may conduct a meeting, or one or more Directors may participate in a meeting, by means of a conference telephone or any similar communications equipment by which all persons participating in the meeting can hear each other.

2.12. Emergency Power.

When, due to a disaster, death, or disability, a majority of the Directors are incapacitated or otherwise unable to attend the meetings and function as Directors, the remaining members of the Board will have all the powers necessary to function as a complete Board and, for the purpose of doing business and filling vacancies, will constitute a quorum until such time as all Directors can attend or vacancies can be filled pursuant to these Bylaws.

2.13. Resignations.

Any Director may resign at any time by delivering a written resignation to the President or Secretary. Such resignation will take effect upon delivery, unless a specific effective date is stated.

2.14. Removals.

A Director may be removed at any time by a vote of at least two-thirds (2/3) of the entire voting Board who are not subject to the removal vote.

2.15. Compensation and Reimbursement.

Directors will receive no compensation for their services, but may receive reimbursement of expenses upon terms determined by Board resolution to be reasonable at the time the resolution is adopted.

ARTICLE III OFFICERS

3.1. Offices and Qualifications.

TLC's elected officers will include a President, a Vice President, a Secretary, and a Treasurer, all of which will be elected from among the Directors by the Board. The Board may elect or appoint such other officers and assistant officers as the Board may determine from time to time, which other officers need not be Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

3.2. Election of Officers and Term of Office.

Election of Officers will be held at any regular or special meeting of the Board. Officers are elected by a majority vote of the Directors. The term of office of the officers will be set by the Board. All officers are elected by the Board and serve until their successors have been duly elected and qualified or until their death, resignation, or removal.

3.3. Duties of the President.

The President will be the chief elected officer of TLC and will have the following powers and duties:

- (a) Serve as the Chair of the Board and preside at all meetings of the Board and TLC.
- (b) Act as TLC's chief liaison with the Executive Director, if any, to administer TLC's affairs.
- (c) Appoint Directors to any committees or projects established by the Board and designate a chairperson of each, subject to ratification by the Board.
- (d) Perform duties as prescribed by the Board.

3.4. Duties of the Vice President.

The Vice President will have the following powers and duties:

- (a) Assume the roles of the President if the President is absent, disabled, or unable to serve.
- (b) Perform duties prescribed by the President or the Board.

3.5. Duties of the Secretary.

The Secretary of TLC will have the following powers and duties:

- (a) Record or arrange for the recording of proceedings of meetings of the Board.
- (b) Work to ensure that accurate records are kept and filed.
- (c) Perform duties incident to the office of Secretary and as otherwise prescribed by the President or the Board.

3.6. Duties of the Treasurer.

The duties of the Treasurer of TLC will be:

- (a) Direct the establishment of proper accounting and management procedures for TLC funds.
- (b) Advise and report to the Board regarding finances of TLC.
- (c) Perform duties as prescribed by the President or the Board.

3.7. Executive Director.

(a) The Board may employ and appoint an Executive Director who may be one of the officers of TLC and will be a non-voting *ex-officio* member of the Board. The Board should consider and select a person to serve as Executive Director who has the skills, qualifications, and experience to manage TLC's operations and achieve TLC's goals and objectives. The Board will approve compensation, if any, paid to the Executive Director.

(b) The Executive Director will take direction from the President and other officers of the Board, who may provide direction to the Executive Director in matters appropriate to their areas of responsibility. The duties of the Executive Director will include:

- (i) Work with the Treasurer and any finance committee to formulate budgets that will sustain TLC and provide the funds for the growth and expansion of TLC.

(ii) Maintain the continued existence of TLC as a nonprofit corporation in compliance with laws and regulations applicable to its organizations determined to be tax-exempt pursuant to Section 501(c)(3) of the Internal Revenue Code.

(iii) Create a framework for framework for TLC's growth and the long-term viability.

(iv) Develop the administrative and financial systems to operate TLC efficiently.

(v) Establish duties and criteria for the hiring of any administrative staff, after approval of the Board.

(vi) Provide for the training, supervision, and evaluation of any administrative staff.

(vii) Perform other duties as required by the Board.

3.8. Removal and Resignation of Officer.

Any officer may be removed by a two-thirds (2/3) vote of the entire voting Board at any regular or special meeting of the Board whenever in the Board's judgment the best interests of TLC will be served.

Any officer may resign at any time by giving written notice to the Board. Any such resignation will take effect as of the receipt of such notice or at a later time specified therein. The acceptance of such resignation will not be necessary for it to be effective.

3.9. Vacancies.

If any vacancy will occur in any office by reason of death, resignation, removal, disqualification, or any other cause, or if a new office will be created, such vacancy may be filled by the Board at any regular or special meeting of the Board.

ARTICLE IV COMMITTEES OF THE BOARD

4.1. Committees.

The Board may establish such committees as it determines necessary or proper to assist in the governance and management of TLC. Any resolution establishing a committee will specify the powers and duties of the committee so established.

4.2. Appointment and Tenure.

Except as otherwise directed by the Board, the President will appoint the chair of each committee and, in consultation with the chair of the applicable committee, the members of each committee. Members of all committees may include persons who are not Directors, provided,

however, that at least one member of each committee, will be a Director. Except as otherwise directed by the Board, the chairs appointed by the President and members of each committee will serve at the pleasure of the President and may be replaced at any time.

4.3. Proceedings.

Each committee shall meet at such places and at such times as the committee chair selects. Committee members shall be given not less than two days prior notice of committee meetings or such other notice as the committee shall determine. Committee members may participate telephonically in any committee meeting. Each committee shall keep a record of its proceedings and shall report such proceedings to the Board of Trustees at the next meeting of the Board of Trustees. A majority of the members of each committee will constitute a quorum for the transaction of business at any of its meetings. The act of a majority of the members present at a meeting shall be the act of the committee. If any vacancy occurs in any committee by reason of disqualification, death, resignation, removal, or otherwise, the remaining members will, until the filling of such vacancy, constitute the then total membership of the committee, provided that two or more members are remaining and continue to act and provided that one or more of the members who are remaining are also Directors.

ARTICLE V LIABILITY LIMITATIONS, INDEMNIFICATION, AND INSURANCE

5.1. Limitation of Liability of Directors

The liability of each Director and of the Board is eliminated and limited to the fullest extent allowed by the laws of the State of Utah.

5.2. Indemnification

Each Director and officer of TLC will be indemnified, and all reasonable expenses incurred in connection with a matter for which indemnification is available will be advanced, paid or reimbursed by TLC, to the maximum extent authorized or mandated by the laws of the State of Utah, subject to any determination and authorization required by the laws of the State of Utah.

5.3. Scope of Article.

Each person acts at any time as a Director or officer of TLC, will be deemed to be doing so in reliance upon such rights to limited liability and indemnification as are provided in this Article. The rights provided by the Article will not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested Directors, statute, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office or position. Such rights will continue as to a person who has ceased to be a Director or officer of TLC and will inure to the benefit of the person's heirs, executors, and administrators.

5.4. Insurance.

TLC, whenever so authorized by the Board, may purchase and maintain insurance on behalf of any Director, officer, employee, or agent of TLC against any liability asserted against him or her and incurred by him or her in such capacity, or arising out of his or her status as such, whether or not TLC would be authorized or required to indemnify him or her by law or this Article.

ARTICLE VI INSTRUMENTS, ACCOUNTS, BORROWING, AND FUNDS

6.1. Instruments.

The Board may authorize any one or more officers or agents of TLC, in addition to the officers so authorized by these Bylaws, to execute, enter into, and deliver any contract or other instrument in TLC's name or on its behalf, and such authority may be general or confined to specific instances.

6.2. Checks, Drafts.

All checks, drafts, orders for the payment of money, notes, or other evidence of indebtedness issued in the name or TLC will be signed by one or more officers or agents of TLC and in such manner as the Board determines from time to time.

6.3. Deposits.

Funds of TLC will be deposited from time to time to the credit of TLC in accounts with such banks, trust companies, or other depositories as the Board may designate.

6.4. Borrowing.

No loan or advance will be contracted for TLC, no negotiable paper or other evidence of its obligation under any loan or advance shall be issued in its name, and no property of TLC will be mortgaged, pledged, hypothecated, or transferred as security for the payment of any loan, advance, indebtedness, or liability unless and except as authorized by the Board. Any such authorization may be general or confined to a specific instance or transaction.

6.5. Gifts.

The Board may accept, on behalf of TLC, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of TLC.

ARTICLE VII GENERAL

7.1. Books and Records.

TLC will keep correct and complete books and records of accounts and will also keep minutes of the proceedings of the Board.

7.2. Fiscal Year.

The fiscal year of TLC will be the twelve (12) month period beginning on January 1 and ending on December 31.

7.3. Manner of Giving Notice.

Whenever under the provisions of applicable law or of these Bylaws, notice is required or permitted to be given to a Director, committee member, or officer, such notice may be given by personal delivery, telephone, e-mail, or fax, or if at least seven (7) days before the meeting, by United States mail. A notice given by mail shall be deemed to be delivered when the notice is deposited in the United States mail, properly addressed with postage thereon prepaid.

7.4. Waiver of Notice.

Whenever any notice is required to be given under the provisions of applicable law, the Articles of Incorporation, or the Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice.

7.5. Amendments to Bylaws.

These Bylaws may be amended, repealed, or otherwise changed, and new Bylaws may be adopted, by a vote of two-thirds (2/3) of the entire voting Board, provided that a written notice has been sent to each voting Director containing the changes or new Bylaws proposed at least seven (7) days prior to the date of a meeting relating thereto.