

FOURTH AMENDED BYLAWS OF THE PEACE HOUSE, INC.

Pursuant to the provisions of the Utah Revised Nonprofit Corporation Act, the Board of Directors of the Peace House, Inc., a Utah nonprofit corporation, hereby adopts the following Bylaws.

Article I – Name and Designation of Board of Directors

Section 1. **Name**. The name of this organization shall be Peace House, Inc. (hereafter, the "Peace House").

Section 2. **Board of Directors**. The business of the Peace House shall be managed by a Board of Directors (also referred herein as "The Board") which shall be composed of not less than seven (7) and no more than twenty-one (21) members. At least seventy percent (70%) of the Board of Directors shall reside in Summit County or Wasatch County, Utah.

Article II – Duties, Purpose and Amendments

Section 1. The purpose of the Bylaws is to establish the duties, power, organization, authority and responsibilities of the Board and its Officers and to specify the policies and procedures by which they will govern the affairs of the Peace House.

Section 2. The Bylaws shall comply with the Articles of Incorporation of the Peace House, as amended from time to time, and applicable local, state, and federal laws. Where a provision of the Bylaws conflicts with the Articles of Incorporation or applicable local, state and federal laws, the higher authority shall prevail and the non-compliant provision of the Bylaws shall be amended at the earliest opportunity.

Section 3. The Bylaws may be amended at any regularly-scheduled or special meeting of the Board, provided the meeting agenda contains an announcement of the intent to vote on a change in Bylaws.

Section 4. A two-thirds majority of the Board members of record at the time of the meeting is required to pass proposed amendments to the Bylaws.

Article III - Board Membership

Section 1. **Election of Board Members**. The Board shall consist of individuals whose personal and professional integrity, commitment to the Peace House mission and standing in the community will lend credibility, visibility and respectability to Peace House. Board members should be prepared to give generously of their time, talents and resources in support of the Peace House mission. Board members whose changes in circumstances preclude them from adequately discharging their responsibilities as a Board member should notify the Chairperson and tender their resignation if requested. Board members shall be elected by a quorum at the Board's annual meeting (which shall take place within one hundred twenty (120) days after the close of the immediately preceding fiscal year). Members so elected shall take office at the conclusion of the election. Members elected at any other meeting shall take office at the first Board meeting following their

election. Members shall be elected by a simple majority of the members eligible to vote, in person or by proxy, as described below.

Section 2. Applications. Applications for Board membership are available from the current Board members, or from the Executive Director of the Peace House. The Board, through the Member Committee, shall establish a formal protocol for identifying qualified Board applicants and for soliciting and evaluating candidates before forwarding their name(s) for Board consideration and approval. The Executive Director shall maintain the nomination and election files and ensure protocol is followed. Any existing Board member may propose an individual for membership to the Board.

Section 3. Term. Each Board member shall serve for two years and may be eligible for two consecutive, reelection terms of two years each. Board members may serve additional consecutive terms beyond the initial three terms upon approval by two-thirds of the members eligible to vote. Committee members shall continue in office until the expiration of their terms and/or until their successors are appointed, not to exceed 90 days after the formal expiration of their terms. At the discretion of the Board Chairperson, the first term of newly elected members may be shortened to one year in order to stagger the election of new members.

Section 4. Vacancies. Vacancies and newly created Board memberships resulting from any increase in the authorized number of Board members shall be filled through nomination and election of new Board members (based on applications submitted as set forth in Article III, Section 2) by members present at the annual Board meeting. If a vacancy occurs during the current fiscal year, the Board Chairperson may, at his or her discretion, call for nominations and applications of a potential new board member to fill said vacancy. The election of any board member, whether to fill a vacancy at the annual meeting or during the fiscal year, shall follow the process set forth in Article III, Section 1 above.

Section 5. Removal/Rejection of Application/Absences. The Board, through the Member Committee, shall establish standards of behavior and performance of Board members and a formal protocol for identifying, counseling and removing from office of any Board member who is judged to be failing to uphold those standards or whose continued membership on the Board is deemed detrimental to the good of the organization. A two thirds majority of the remaining Board members shall be required to remove a member. Any member of the Board who has three (3) consecutive unexcused absences (i.e., absences which were not communicated to the Board Chairperson prior to the affected meeting) will be considered to have submitted a de facto resignation.

Section 6. General Responsibilities of Board Members. The general responsibilities of all Board members include, without limitation:

- a. Hiring, appointing, managing, evaluating and disciplining, as necessary, a qualified Executive Director to manage the day-to-day affairs of the Peace House,
- b. Attending Board meetings,

- c. Establishing the Mission, Values and broad organizational policies of the Peace House and ensuring that all plans, programs, practices and communications of Peace House and its people are consistent with same,
- d. Ensure compliance by Board members, Officers and the Executive Director of these Bylaws, relevant local, state and federal laws and regulations and Best Practices of the professional not-for-profit community,
- e. Establishing, approving and monitoring an effective budget process for the Peace House, including an annual operating budget and capital budget for the purpose of ensuring the financial integrity and viability of the Peace House and its programs in support of the Mission,
- f. Establishing, updating as necessary, and implementing a 1-year and 5-year Strategic Plan to ensure that the Peace House continues to be relevant and effective in serving the community.

Section 7. Board members shall have no authority to direct staff, including the Executive Director, except Executive Committee members acting at the direction of and within the authority of the Executive Committee.

Section 8. Honorary Board Members. The Board may appoint distinguished citizens of the community to non-voting "honorary" status under guidelines to be established by the Board for the good of the organization.

Article IV - Quorum and Public Meetings

Section 1. Quorum. A simple majority of the existing members of the Board of Directors shall constitute a quorum. The Board shall meet quarterly in October, January, April and July, or as needed. Such meetings shall be convened by the Board Chairperson or substitute only after due notice to all the Board members of such meeting. Each Board member shall have one vote and such voting may be done by written or verbal proxy. Voting by telephone is permitted so long as any Board member voting by telephone has heard the entire issue on which he or she is casting his or her vote. The Board may make such rules and regulations concerning its meetings as it may deem necessary.

Section 2. Public Meetings. All meetings of the Board are open to the public unless closed pursuant to the provisions of the Open and Public Meetings Act, Section 52-4-101 et sequence, Utah Code Annotated, 2007. Executive sessions and closed sessions of the Board and/or Executive Committee, if properly closed, are exempt from the Open and Public Meetings Act.

Article V - Elected Officers

Section 1. Chairperson. There shall be a Chairperson of the Board and s/he shall give general direction to the entire Board. The Chairperson shall organize, convene and, preside at Board meetings. The Chairperson shall be an ex officio member of the Executive Committee and Finance Committee. With the assistance of the Vice Chairperson, the Chairperson shall appoint

all committee chairpersons, and may designate committees as needed. The Chairperson, with the Executive Director, shall approve all written policies.

Section 2. Vice Chairperson. The Vice Chairperson shall assist the Chairperson in duties when needed. In the absence of the Chairperson or in the event of her or his inability to act, the duties shall be assumed by the Vice Chairperson. If the Chairperson can not continue in office, her/his duties shall be assumed by the Vice Chairperson following the succession order: Vice Chairperson; Secretary, Treasurer, Chairperson of the Budget Committee, and Chairperson of the Fundraising Committee. The Vice Chairperson shall be an ex officio member of the Executive Committee and Finance Committee.

Section 3. Secretary. The Secretary shall maintain the corporate records and record the minutes of the Board meetings and forward them to all Board members within thirty (30) days of the meeting. The Secretary shall issue notices of annual or special meetings, distribute materials to the Board's membership and others, and send out answers to correspondence as directed by the Chairperson. In the event the Chairperson and the Vice-Chairperson are unable to serve in their capacities, the Secretary shall serve pro-tempore. The Secretary shall be an ex officio member of the Executive Committee.

Section 4. Treasurer. The Treasurer shall be responsible for developing and maintaining a Finance Policies & Procedures Manual to ensure financial controls and systems are adequate for safeguarding assets and providing timely, accurate financial reports. The Treasurer shall also provide the Board with an analysis and explanation of financial information, including the financial impact of proposals, contracts and other initiatives. The Treasurer shall preside over the Finance Committee and shall be a member of the Executive Committee. The Treasurer shall co-sign supplier contracts, checks and other obligations per the Finance Policies & Procedures Manual. The Treasurer may consult with professionals in accounting and auditing to fulfill his/her duties as Treasurer. In the event the Chairperson, Vice Chairperson, and Secretary are unable to serve in their capacities, the Treasurer shall serve pro-tempore.

Section 5. Terms of Office. All officers shall be elected at the annual meeting. However, if an officer is unable to complete his/her term of office, the Board of Directors may appoint a person to fill the vacated office until the next annual meeting.

Article VI - Committees

Section 1. The Board may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of one or more of the Board members, which to the extent provided in such resolution or these bylaws shall have and may exercise the powers of the Board in the management and affairs of the Peace House except as otherwise limited by law. The Board may designate one or more Board members as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board. Each committee shall keep regular minutes of its meetings and report the same to the Board when required.

Section 2. Each committee of the Board may fix its own rules of procedures and shall hold its meetings as provided by such rules, except as may otherwise be provided by a resolution of the Board designating such committee. Unless otherwise provided in such a resolution, the presence of at least a majority of the members of the committee shall be necessary to constitute a quorum.

Section 3. Members of any committee may participate in and act at any meeting of such committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in the meeting pursuant to this section shall constitute presence in person at the meeting.

Section 4. Chairpersons of standing committees shall be appointed by the Chairperson as deemed expedient for carrying out the objectives of the Peace House.

Section 5. Standing committees may include, but are not limited to:

a. Executive Committee. Works closely with the Executive Director to develop and implement the Strategic Plan and resolve management issues outside the authority of the Executive Director that do not require full Board approval. Is comprised of the 4 Officers and one or more prior Chairperson(s) as voting members and the Executive Director as ex-officio member. Is Chaired by the Board Chairperson.

b. Finance Committee. Develops and monitors annual budgets. Evaluates proposals and initiatives for financial impact. Supports the Treasurer and the Executive Director. Helps evaluate and supervise outside auditors. Is Chaired by the Treasurer.

c. Legal Committee. Ensures that Bylaws are relevant and current and being followed. Reviews contracts, proposals, programs and policy documents for legal and administrative impact. Provides advice and support to the Board and the Executive Director on legal issues. Is Chaired by the Secretary.

d. Facilities Committee. Develops guidelines for shelter and administrative spaces to ensure they meet the current needs of Peace House clients and staff. Supports the Executive Director and other Committees as needed to develop effective planning for future facilities needs. Its chair shall be appointed by the Executive Committee.

e. Member Committee. Develop protocols for recruiting and evaluating qualified Board members. Develops Board Member Handbook. Ensures Board members receive necessary training in non-profit Board duties and the Peace House culture. Promotes cohesion among Board members. Maintains a list of interested and qualified candidates. Its chair shall be appointed by the Executive Committee.

Section 6. The Executive Director and the Board Chairperson are each ex-officio to all standing and ad hoc meetings, except when the committee is convened to discuss compensation, discipline or other issues directly impacting either person. Both the Executive Director and the Board Chairperson shall keep informed of Committee meeting dates and agendas.

Section 7. Committee members shall consist of active Board members. Additionally, the committees may bring non-Board members into their deliberations or as functioning members of the Committee, except they shall not be Chair of the Committee.

Article VII – Meetings

Section 1. Annual Meeting. The Annual Meeting of the Board shall be held yearly at a time and place to be determined by the Chairperson, subject to approval by the Board. The Annual Meeting shall be held for the purpose of electing officers, receiving reports, transacting other business and presenting papers.

Section 2. Board of Directors Meetings. The Board of Directors (The Board) shall meet quarterly or as needed to transact business necessary to maintenance of the Peace House. Board meetings shall be held on a date agreed to by the Board.

Section 3. Meeting Notices.

a. Annual Meeting. Board members shall be notified in writing at least fourteen (14) days but no more than thirty (30) days prior to the Annual Meeting.

b. Other Meetings. Board members shall be notified in writing at least seven (7) days but no more than thirty (30) days prior to other Meetings, except in emergencies.

c. Emergency Meetings. The Chairperson may call special meetings of limited scope as needed to address a specific urgent issue, in which case a 24-hour notification by telephone or other means is sufficient. Special meetings may be held via teleconferencing, videoconferencing or any other means which will allow members to fully participate without being present. Written approval (including via email) by at least two other officers is required to call a special meeting, including those called for electing members to fill vacancies.

d. Notice and location of the meeting time may be sent to each director either personally, by telephone, by mail, by facsimile or by electronic mail.

Section 4. Special Meetings. Special meetings may be called as necessary by the Chairperson. Seven (7) or more members may request a special meeting in writing to the Chairperson.

Section 5. Voting on Motions. At all scheduled meetings, motions may be passed by a simple majority vote of the Board members present. A member may recuse him/herself from any deliberation or vote on decisions regarding individual issues or actions under consideration by the Board. A member who recuses him/herself may participate in the discussion but may not vote. The names of individuals who have recused themselves during a meeting shall be recorded in the minutes.

Section 6. Action by Written Consent. Unless otherwise restricted by the certificate of incorporation, any action required or permitted to be taken at any meeting of the board of directors, or of any committee thereof, may be taken without a meeting if all members of the

board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed the minutes of proceedings of the board or committee.

Article VIII - Finances

Section 1. Finances. Funds of the Board shall be under the supervision of the Treasurer and shall be handled by the Treasurer.

Section 2. Audit. An audit of the financial status of the Peace House shall be made once a year by an independent auditor or other such times as directed by the Board of Directors.

Section 3. Fiscal Year. The fiscal year of the Peace House, Inc. shall begin on July 1 and end on June 30.

Article IX - Indemnification of Directors, Officers, Etc.

Section 1. Authority to Indemnify Directors; Third Party Actions. To the fullest extent permitted under Section 16-6a-901 et seq. of the Utah Code Annotated (1953), the Peace House shall provide indemnification to directors, officers and others pursuant to this Article IX. The Peace House shall indemnify any director of the Peace House who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Peace House) by reason of the fact he or she is or was an authorized representative of the Peace House (which, for the purposes of this Article shall mean a director, officer, employee or agent of the Peace House, or a person who is or was serving at the request of the Peace House as a director, officer, employee or agent of another Peace House, person, partnership, joint venture, trust or other enterprise) against judgments, fines, amounts paid in settlement and reasonable expenses (including attorneys' fees), incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Peace House, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that no indemnification shall be made in connection with any proceeding charging that such person derived an improper personal benefit, whether or not involving action in an official capacity, in which such person was adjudged liable on the basis that the he or she derived an improper personal benefit.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Peace House, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Authority to Indemnify Directors; Derivative Actions. The Peace House shall indemnify any director of the Peace House who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Peace House to procure a judgment in its favor by reason of the fact that he or she is or was an authorized representative of the Peace House, against expenses (including attorneys' fees but not amounts

paid in settlement) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Peace House and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Peace House or in connection with any other proceeding charging that such person derived an improper personal benefit, whether or not involving action in an official capacity, in which such person was adjudged liable on the basis that he or she derived an improper personal benefit.

Section 3. Employees and Agents. To the extent that an authorized representative of the Peace House who neither was nor is a director or officer of the Peace House has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article or in defense of any claim, issue or matter therein, he or she shall be indemnified by the Peace House against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith. Such an authorized representative may, at the discretion of the Board of Directors, be indemnified by the Peace House in any other circumstances to any extent if the Peace House would be required by Sections 1 and 2 of this Article to indemnify such person in such circumstances to such extent if he or she were or had been a director or officer of the Peace House.

Section 4. Procedure for Effecting Indemnification. Indemnification under Sections 1, 2, or 3 of this Article shall be made when ordered by a court or shall be made in a specific case upon a determination that indemnification of the authorized representative is required or proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or in any other manner allowed under the laws of the State of Utah.

If a claim under this Article is not paid in full by the Peace House within ninety (90) days after a written claim has been received by the Peace House, the claimant may at any time thereafter bring suit against the Peace House to recover the unpaid amount of the claim and if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any action, suit or proceeding in advance of its final disposition where the undertaking and determinations necessary for advancing expenses have been made) that the claimant has not met the standards of conduct which make it permissible for the Peace House to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Peace House. Neither the failure of the Peace House (including its Board of Directors or its independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct, nor an actual determination by the Peace House (including its Board of Directors or its independent legal counsel) that the claimant has not met such applicable standard of conduct shall be a defense to the action or create a presumption that the claimant had not met the applicable standard of conduct.

Section 5. Advancing Expenses. Expenses (including attorneys' fees) incurred by a person that may be indemnified under the provisions of this Article, in defending a civil or criminal action,

suit or proceeding, may be paid by the Peace House in advance of the final disposition of such action, suit or proceeding upon receipt of:

- a. An undertaking by that person or on that person's behalf by an authorized representative to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Peace House as required in this Article or authorized by law.
- b. The person furnishes to the Peace House a written affirmation of his or her good faith belief that he or she has met the standard conduct set forth in Section 1 and 2 of this Article, and;
- c. A determination is made that the facts then known to those making the determination under Section 4 of this Article would not preclude indemnification as provided by this Article.

Section 6. Scope of Article. Each person who shall act as an authorized representative of the Peace House, shall be deemed to be doing so in reliance upon such rights of indemnification as are provided in this Article.

The indemnification and advancement of expenses provided by the Article shall 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, and shall continue as to a person who has ceased to be an authorized representative of the Peace House and shall inure to the benefit of the heirs, executors and administrators of such a person.

Article X - Parliamentary Authority

Section 1. Robert's Rules of Order, Revised, shall govern the proceedings of the Board of Directors and the Committee meetings, subject to the special rules which have been or may be adopted.

APPROVED AND ADOPTED by a two-thirds majority of the Board Members of record at its March 4, 2010 meeting.


CHAIRMAN OF BOARD

3/4/10