

**AMENDED AND RESTATED**  
**BYLAWS**  
**OF**  
**WOMEN LAWYERS OF UTAH, INC.,**  
**A UTAH NONPROFIT CORPORATION**

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**OF**  
**WOMEN LAWYERS OF UTAH, INC.**

**ARTICLE I: OFFICES**

Section 1.1 Business Offices. The principal office of the Corporation shall be located at such place as the governing board of directors may designate or as the affairs of the Corporation may require from time to time.

Section 1.2 Registered Office. The registered office of the Corporation required by the Utah Revised Nonprofit Corporation Act (the “Act”) is located at Third Floor Newhouse Building, 10 Exchange Place, Salt Lake City, Utah, and the name of the Corporation's registered agent at that address is Mary C. Gordon. The Corporation's registered office and registered agent are subject to change from time to time by the board of directors or the officers of the Corporation.

**ARTICLE II: MEMBERS**

The Corporation’s members shall have the rights and obligations set forth in this Article II, unless otherwise determined by the board of directors.

Section 2.1 Number and Classes. The Corporation may have one or more classes of voting or nonvoting members. The board of directors may designate the class or classes of members; and the qualifications and rights of the members of each class of members.

Section 2.2 Admission and Consideration. Upon payment of such annual dues as may be established by the board of directors from time to time, any graduate of an accredited law school, any student of an accredited law school located in the State of Utah, or any member of the Utah State Bar shall be eligible to be a member of the Corporation. The board of directors may establish procedures for admission of members. The Corporation may admit members for no consideration or for such consideration as is determined by the board of directors.

Section 2.3 Transfers. A member may not transfer a membership or any right arising from a membership.

Section 2.4 Resignation, Termination, Expulsion or Suspension.

(a) A member may resign at any time. The membership of a member will terminate immediately upon the failure to pay dues or other charges owed to the Corporation, upon the death of the member, upon the expulsion or suspension of the member for cause, or upon the member’s failure to satisfy the requirements of membership set forth in Section 2.2. The resignation of a member does not relieve the member from any obligation or commitment the member may have to the Corporation incurred or made prior to resignation.

(b) Any proceeding challenging an expulsion, suspension, or termination, including a proceeding in which defective notice is alleged, shall be commenced within one year after the effective date of the expulsion, suspension, or termination. A member who is expelled or suspended will be liable to Corporation for dues, assessments, or fees as a result of an obligation incurred or commitment made prior to the effective date of the expulsion, suspension or termination.

Section 2.5 Annual and Regular Meetings. The Corporation need not hold annual meetings of the members, but if it holds such meetings it shall hold them at such time and date stated in or fixed in accordance with a resolution of the board of directors. Annual and regular membership meetings may be held at a place stated in or fixed in accordance with a resolution of the board of directors.

Section 2.6 Special Meetings.

(a) The Corporation shall hold a special meeting of its members:

(1) on call of (i) its board of directors or (ii) the person or persons authorized by the bylaws or resolution of the board of directors to call a special meeting; or

(2) if the Corporation receives one or more written demands for a meeting that (i) state the purpose or purposes for which the meeting is to be held and (ii) are signed and dated by members holding at least 10% of all the votes entitled to be cast on any issue proposed to be considered at the meeting.

(b) The record date for determining the members entitled to demand a special meeting pursuant to this Section 2.6 is the later of the date of the earliest of any of the demands pursuant to which the meeting is called, or the date that is 60 days before the date the first of the demands is received by the Corporation. If a notice for a special meeting demanded pursuant to this Section 2.6 is given pursuant to Section 2.7 within 30 days after the date the written demand is delivered to a corporate officer, a person signing the demand may set the time and place of the meeting and give notice pursuant to Section 2.7.

(c) A special meeting of the members may be held at a place stated in or fixed in accordance with a resolution of the board of directors. Only business within the purposes described in the notice of the meeting required in Section 2.7 may be conducted at a special meeting of the members.

Section 2.7 Notice of Meeting.

(a) The Corporation shall give to each member entitled to vote at a meeting notice of the place, date, and time of such meeting no fewer than 10 days before the meeting.

(1) Notice shall be in writing unless oral notice is reasonable under the circumstances. Notice may be communicated in person, by telephone, by newsletter, by any form of electronic communication (including email) or by mail or private carrier. If the preceding forms of personal notice are impracticable, notice may be communicated by a newspaper of

general circulation in the county or similar governmental subdivision in which the Corporation's principal or registered office is located; or radio, television, or other form of public broadcast communication in the county or similar governmental subdivision in which the Corporation's principal or registered office is located.

(3) Written notice is effective as to each member when mailed or transmitted, if in a comprehensible form and addressed to the member's mailing or email address shown in the Corporation's current record of members.

(4) If three successive notices given to a member pursuant to this Section 2.7(a) are returned as undeliverable, further notices to that member are not necessary until another address of the member is made known to the Corporation.

(5) Written notice is effective at the earliest of the following: (i) when received; or (ii) five days after it is mailed, on the date shown on the return receipt if sent by registered or certified mail, sent return receipt requested and the receipt is signed by or on behalf of the addressee.

(6) Oral notice is effective when communicated if communicated in a comprehensible manner.

(7) Notice by publication is effective on the date of first publication.

(8) A written notice or report delivered as part of a newsletter, magazine, or other publication regularly sent to members shall constitute a written notice or report if addressed or delivered to the member's mailing or email address shown in the Corporation's current list of members.

(b) If notice is mailed by other than first-class or registered mail, the Corporation shall give such notice no fewer than 30 days, nor more than 60 days before the meeting date; and if notice is given by newspaper, by publication three separate times with the first publication no more than 60 days before the meeting date and the last publication no fewer than 10 days before the meeting date.

(c) Notice of any annual or regular meeting shall include a description of any matter or matters that must be approved by the members or for which the members' approval is sought. Notice of any special meeting shall include a description of the purpose or purposes for which the meeting is called. Unless otherwise provided herein, if an annual, regular, or special meeting of members is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place, if the new date, time, or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is or shall be fixed under Section 2.6, notice of the adjourned meeting shall be given under this Section 2.7 to the members of record as of the new record date.

Section 2.8 Waiver of Notice. A member may waive any required notice, whether before or after the date or time stated in the notice as the date or time when any action will occur or has occurred. Such waiver must be in writing, signed by the member entitled to the notice,

and delivered to the Corporation. Such delivery is not a condition of the effectiveness of the waiver. A member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice. A member's attendance at a meeting also waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

#### Section 2.9 Determining Members Entitled to Notice and Vote.

(a) The board of directors may fix a future date as the record date for determining members entitled to notice of the members meeting. If a record date is not fixed in accordance with a resolution of the board of directors, members entitled to notice of the meeting are the members of the Corporation at the close of business on the business day preceding the day on which notice is given, or if notice is waived, at the close of business on the business day preceding the day on which the meeting is held.

(b) The board of directors may fix a future date as the record date for determining members eligible to vote at the meeting. If such record date is not fixed in accordance with a resolution of the board of directors, members entitled to vote at the meeting are the members of the Corporation on the date of the meeting and who are otherwise eligible to vote.

(c) The board of directors may fix a future date as the record date for determining the members entitled to exercise any rights in respect or any other lawful action. If such record date is not fixed in accordance with a resolution of the board of directors, members entitled to exercise the right are members of the Corporation at the later of the close of business on the day on which the board adopts the resolution relating to the exercise of the right, or the close of business on the 60th day before the date of the exercise of the right.

(b) A record date fixed under this Section 2.9 may not be more than 70 days before the meeting or action requiring a determination of members occurs.

(c) A determination of members entitled to notice of or to vote at a meeting of members is effective for any adjournment of the meeting unless the board of directors fixes a new date for determining the right to notice or the right to vote.

(b) The board of directors shall fix a new date for determining the right to notice or the right to vote if the meeting is adjourned to a date more than 120 days after the record date for determining members entitled to notice of the original meeting.

Section 2.10 Meetings by Telecommunication. Any or all of the members may participate in an annual, regular, or special meeting of the members by, or the meeting may be conducted through the use of, any means of communication by which all persons participating in the meeting may hear each other during the meeting. A member participating in a meeting by a means permitted under this Section 2.10 is considered to be present in person at the meeting.

Section 2.11 Action by Written Ballot.

(a) Any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the Corporation delivers a written ballot to every member entitled to vote on the matter. Such written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot pursuant to this Section 2.11 shall be valid only when the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(b) All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than election of directors, specify the time by which a ballot must be received by the Corporation in order to be counted, and be accompanied by written information sufficient to permit each person casting the ballot to reach an informed decision on the matter.

(c) A written ballot may not be revoked.

(d) Action taken under this Section 2.11 has the same effect as action taken at a meeting of members.

(e) The number of votes cast by written ballot pursuant to this Section 2.11 shall constitute a quorum for action on the matter.

Section 2.12 Members' List for Meeting and Action by Written Ballot. After fixing a record date for a notice of a meeting or for determining the members entitled to take action by written ballot, the Corporation shall prepare a list of the names of all its members who are entitled to notice of the meeting, and to vote at the meeting or to take the action by written ballot. Such list shall show the address of each member entitled to notice of, and to vote at, the meeting or to take such action by written ballot, and show the number of votes each member is entitled to vote at the meeting or by written ballot. If prepared in connection with a meeting of the members, the members' list required by this Section 2.12 shall be available for inspection by any member entitled to vote at the meeting beginning the earlier of 10 days before the meeting for which the list was prepared or 2 business days after notice of the meeting is given and continuing through the meeting, and any adjournment of the meeting, and at the Corporation's principal office or at a place identified in the notice of the meeting in the city where the meeting will be held. The Corporation shall make the members' list required by this Section 2.12 available at the meeting. Any member entitled to vote at the meeting or an agent or attorney of a member entitled to vote at the meeting is entitled to inspect the members' list at any time during the meeting or any adjournment. A member entitled to vote at the meeting, or an agent or attorney of a member entitled to vote at the meeting, is entitled on written demand to inspect and, subject to Sections 16-6a-1602 and 16-6a-1603 of the Act, to copy a members' list required by this Section 2.12 during regular business hours and the period it is available for inspection; and at the member's expense.

Section 2.13 Greater Quorum or Voting Requirements. An amendment to the articles of incorporation or the bylaws that adds, changes, or deletes a greater quorum or voting

requirement shall meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the greater of the quorum and voting requirements then in effect or proposed to be adopted.

### **ARTICLE III: BOARD OF DIRECTORS**

Section 3.1 General Powers. The business and affairs of the Corporation shall be managed by its board of directors.

Section 3.2 Number, Composition, Election, Tenure and Qualifications.

(a) The number of directors of the Corporation shall be specified from time to time by resolution of the board of directors, but shall not be less than three. Directors must be at least eighteen years old and members of the Corporation.

(b) Directors shall be elected by the members at each annual meeting of the members, or at a special meeting of the members called for the purpose of electing directors.

(c) The board or directors may elect directors in such numbers and at such times as it determines that the election of such directors is in the best interest of the Corporation, but only if all of the directors in office prior to such vote approve the election of any director so elected. The term of any director elected by the board of directors shall expire at the earlier of the next annual meeting of the members or the date that is one year from the date on which the director is elected.

(d) Subject to Section 3.2(c), the term of each director shall be 2 years. Directors may be elected for successive terms. A decrease in the number of directors or in the term of office does not shorten an incumbent director's term.

Section 3.3 Resignation and Removal of Directors.

(a) A director may resign at any time by giving written notice of resignation to the Corporation. A resignation of a director is effective when the notice is received by the Corporation unless the notice specifies a later effective date.

(b) A director elected by the members may be removed by the members only at a meeting called for the purpose of removing that director, and if the meeting notice states that the purpose or one of the purposes of the meeting is the removal of the director.

(b) A director elected by the board of directors may be removed for cause by the vote of a majority of the directors then in office. A director elected by the board of directors may be removed without cause by the members but not by the board of directors.

Section 3.4 Meetings. The board of directors may hold regular or special meetings in the State of Utah. The board of directors may permit any director to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting. A director participating

in a meeting by a means permitted under this Section 3.4 is considered to be present in person at the meeting.

Section 3.5 Action Without Meeting.

(a) Any action required or permitted by the Act to be taken at a board of directors' meeting may be taken without a meeting if each and every member of the board in writing either (1) votes for the action or (2) votes against or abstains from voting for the action and waives the right to demand that action not be taken without a meeting.

(b) Action is taken under this Section 3.5 only if the affirmative vote for the action equals or exceeds the minimum number of votes that would be necessary to take the action at a meeting at which all of the directors then in office were present and voted. An action taken pursuant to this Section 3.5 is not be effective unless the Corporation receives writings describing the action taken, otherwise satisfying the requirements of this Section 3.5(a), signed by all directors and not revoked pursuant to this Section 3.5.

(c) A writing described in Section 3.5(b) above may be received by the Corporation by electronically transmitted facsimile or other form of wire or wireless communication (including email) providing the Corporation with a complete copy of the document, including a copy of the signature on the document.

(d) A director's right to demand that action not be taken without a meeting shall be considered to have been waived if the Corporation receives a writing satisfying the requirements of Section 3.5(a) that has been signed by the director and not revoked pursuant to this Section 3.5.

(e) Action taken pursuant to this Section 3.5 shall be effective when the last writing necessary to effect the action is received by the Corporation, unless the writings describing the action taken set forth a different effective date. If the writing is received by the Corporation before the last writing necessary to effect the action is received by the Corporation, any director who has signed a writing pursuant to this Section 3.5 may revoke the writing by a writing signed and dated by the director describing the action and stating that the director's prior vote with respect to the writing is revoked.

(f) Action taken pursuant to this Section 3.5 has the same effect as action taken at a meeting of directors.

Section 3.6 Notice of Meeting. Regular meetings of the board of directors may be held without notice of the date, time, place, or purpose of the meeting. Special meetings of the board of directors shall be preceded by at least two days notice of the date, time, and place of the meeting. The notice required by this Section 3.6 need not describe the purpose of the special meeting unless otherwise required by the Act.

Section 3.7 Waiver of Notice. A director may waive any notice of a meeting before or after the time and date of the meeting stated in the notice. Except as provided by this Section 3.7, the waiver shall be in writing, signed by the director entitled to the notice, and be delivered to the Corporation, although such delivery shall not be a condition of the effectiveness of the

waiver. A director's attendance at or participation in a meeting waives any required notice to that director of the meeting unless at the beginning of the meeting or promptly upon the director's later arrival: (a) the director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and after objecting, the director does not vote for or assent to action taken at the meeting; or (b) if special notice was required of a particular purpose under the Act or herein, the director objects to transacting business with respect to the purpose for which the special notice was required, and after objecting, the director does not vote for or assent to action taken at the meeting with respect to the purpose.

### Section 3.8 Quorum and Voting.

(a) A quorum of the board of directors consists of a majority of the number of directors in office immediately before the meeting begins.

(b) If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board of directors. For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a director may be considered to be present at a meeting and to vote if the director has granted a signed written proxy to another director who is present at the meeting and authorizing the other director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy.

(c) A director who is present at a meeting of the board of directors when corporate action is taken is considered to have assented to all action taken at the meeting unless the director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting business at the meeting, and after objecting, the director does not vote for or assent to any action taken at the meeting, the director contemporaneously requests that the director's dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or the director causes written notice of the director's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before adjournment of the meeting or the Corporation promptly after adjournment of the meeting. The right of dissent or abstention as to a specific action is not available to a director who votes in favor of the action taken.

### Section 3.9 Committees of the Board.

(a) The board of directors may create one or more committees of the board and appoint one or more directors to serve on such committees. The creation of a committee of the board and appointment of directors to it shall be approved by the greater of a majority of all the directors in office when the action is taken. A committee of the board and the members of the committee are subject to Sections 3.4 through 3.8. To the extent specified in this Section 3.9 or by the board of directors, each committee of the board shall have the authority of the board of directors under these bylaws.

(b) The board of directors may create one or more committees, advisory boards, auxiliaries, or other bodies of any kind having such members and rules of procedure as the board of directors may establish, to provide the advice, service, and assistance to the Corporation as may be specified by the board of directors. Notwithstanding the preceding sentence, if any

committee or other body established under this Section 3.9(b) has one or more members who are entitled to vote on committee matters and who are not then also directors, the committee may not exercise any power or authority reserved to the board of directors in the Act or these bylaws.

Section 3.10 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.

Section 3.11 Emergency Powers.

(a) In anticipation of or during an emergency defined in this Section 3.11, the board of directors may modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent, adopt bylaws to be effective only in an emergency, relocate the principal office, designate an alternative principal office or regional office, or authorize officers to relocate or designate an alternative principal office or regional office.

(b) During an emergency as defined this Section 3.11, unless emergency bylaws provide otherwise, notice of a meeting of the board of directors need be given only to those directors whom it is practicable to reach, and may be given in any practicable manner, including by publication, radio or publication on the Corporation's web site, and the officers of the Corporation present at a meeting of the board of directors may be considered to be directors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

(c) Corporate action taken in good faith during an emergency under this Section 3.11 to further the ordinary business affairs of the Corporation binds the Corporation and may not be the basis for the 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.

(d) An emergency exists for purposes of this Section 11 if a quorum of the directors cannot readily be obtained because of a catastrophic event.

#### **ARTICLE IV: OFFICERS AND AGENTS**

Section 4.1 Number and Qualifications. The officers of the Corporation shall be a president, a secretary and a treasurer. The board of directors may also elect or appoint such other officers, assistant officers and agents, including an executive director, one or more vice-presidents, a controller, assistant secretaries and assistant treasurers, as it may consider necessary. One person may hold more than one office at a time.

Section 4.2 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 is not held at such meeting, such election shall be held as soon as convenient thereafter. Each officer shall hold office until the officer's successor is duly elected and qualified, or until the officer's earlier death, resignation or removal.

Section 4.3 Resignation and Removal.

(a) An officer may resign at any time by giving written notice of resignation to the Corporation. A resignation of an officer is effective when the notice is received by the Corporation unless the notice specifies a later effective date. If a resignation is made effective at a later date, the board of directors may permit the officer to remain in office until the effective date and fill the pending vacancy before the effective date if the successor does not take office until the effective date, or remove the officer at any time before the effective date and fill the vacancy created by the removal.

(b) The board of directors may remove any officer at any time but only for cause.

Section 4.4 Authority and Duties of Officers. The officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified in this Section 4.4 below and as may be additionally specified by the president or the board of directors, except that in any event each officer shall exercise such powers and perform such duties as may be required by law, including without limitation the duties according to the standards of conduct for officers set forth in Section 16-6a-822 of the Act.

(a) President. The president shall (i) preside at all meetings of the board of directors; (ii) see that all orders and resolutions of the board of directors are carried into effect; and (iii) perform all other duties incident to the office of President and as from time to time may be assigned to the president by the board of directors.

(d) Vice-Presidents. The vice-president or vice-presidents shall assist the president and shall perform such duties as may be assigned to them by the president or by the board of directors. The vice-president (or if there is more than one, then the vice-president designated by the board of directors, or if there be no such designation, then the vice-presidents in order of their election) shall, at the request of the president, or in the president's absence or inability or refusal to act, perform the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions upon the president.

(e) Secretary. The secretary, or such other officer as may be appointed by the board of directors to perform such tasks, shall prepare and maintain minutes of the directors' and members' meetings and other records and information required to be kept by the Corporation under Section 16-6a-1601 of the Act, and authenticate records of the Corporation. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

(f) 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 deposit the same in accordance with the instructions of the board of directors; (ii) receive and give receipts and acquittances 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, 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 the treasurer by the president or the board of directors. Assistant treasurers, if any, shall have the same powers and duties, subject to supervision by the treasurer.

## **ARTICLE V: LIMITATION ON LIABILITY**

No director or officer of this Corporation shall be personally liable to the Corporation for civil claims arising from acts or omissions made in the performance of such person's duties as a director or officer, unless the acts or omissions are the result of such person's intentional misconduct.

## **ARTICLE VI: MISCELLANEOUS**

Section 6.1 Account Books, Minutes, Etc. 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 such director's authorized agent or attorney, for any proper purpose at any reasonable time.

Section 6.2 Fiscal Year. The fiscal year of the Corporation shall be as established by the board of directors.

Section 6.3 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; provided, however, that 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 6.4 Conflicts of Interest. As used in this Section 6.4, "conflicting interest transaction" means a contract, transaction, or other financial relationship between the Corporation and a director of the Corporation, a party related to a director, or an entity in which a director of the Corporation is a director or officer or has a financial interest. The Corporation may not enter into a conflicting interest transaction unless the material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the board of directors and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by the vote of a majority of the disinterested directors (even though the disinterested directors are less than a quorum), or the conflicting interest transaction is fair as to the Corporation. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee that authorizes, approves, or ratifies the conflicting interest transaction.

Section 6.5 Loans to Directors and Officers Prohibited. No loans shall be made by the Corporation to any of its directors or officers. A director or officer who assents to or participates in the making of a loan in violation of this Section 6.5 will be liable to the Corporation for the amount of the loan until the repayment of the loan.

Section 6.6 References to the Act. All references in these bylaws to the Act are to the Utah Revised Nonprofit Corporation Act, as amended, and shall include the corresponding provisions of any subsequent revisions or provisions of the Act.

Section 6.7 Amendments. The board of directors may alter, amend or repeal these bylaws and adopt new bylaws at any time, unless otherwise prohibited by the Act. Before adopting a resolution proposing an amendment to the bylaws, the board of directors of the Corporation shall give notice of the general nature of the amendment to the members, although the approval of the members is not necessary to adopt such amendment. The members may amend the bylaws even though the bylaws may also be amended by the board of directors.

Section 6.8 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.

### **BYLAWS CERTIFICATE**

The undersigned certifies that he or she is the Secretary of **Women Lawyers of Utah, Inc.**, a Utah nonprofit corporation, and that, as such, he or she 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.

Dated: \_\_\_\_\_, 2002.

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