

BYLAWS
OF
UTAH MUNICIPAL ATTORNEYS ASSOCIATION
A Utah Nonprofit Corporation

ARTICLE 1
OFFICE

Section 1.1. Principal Office. The address of the principal office of the Utah Municipal Attorney Association (“UMAA” or “Association”) as of the date of adoption of these Bylaws is 5355 W. Herriman Main St., Herriman, Utah 84096. Notwithstanding, a majority vote of the Board may change this location in compliance with the Utah Revised Nonprofit Association Act, Utah Code § 16-6a-101 *et seq.* (“Act”).

Section 1.2. Registered Office and Agent. The address of the initial registered office of the Association is 1020 East Pioneer Road, Draper, Utah 84020. Until resignation or other change of registered agent under the Act, the Association’s registered agent shall initially be Mike Barker and shall thereafter be the current duly appointed Secretary-Treasurer.

Section 1.3. Change of Registered Office and Agent. By the resolution of the Board, the Association may change the registered office, the registered agent, or both, upon filing with the Utah Department of Commerce, Division of Corporations and Commercial Code (“Division”), a notice of such change in compliance with the Act.

ARTICLE 2
MEMBERSHIP

Section 2.1. Membership Eligibility. A person may be an “Eligible Member” if that person is a Utah licensed attorney who:

- (a) Is a non-elected employee of a municipality;
- (b) Is the city or town attorney of a municipality;
- (c) Their majority legal practice is dedicated to representing or advising cities, towns, or local government officials and who do not individually or through their law firm or employer represent individuals or entities whose interests are adverse to cities, towns, or local government officials; or
- (d) Works for a nonprofit entity that advocates for cities, towns, and local government officials.

An Eligible Member who pays the annual membership fees and complies with these Bylaws shall be deemed a “Member.”

Section 2.2. Emeritus Member.

- (a) A person wishing to become an Emeritus Member must satisfy the following requirements:

- (i) They have been a Member of UMAA for at least 10 years, with the 5 years preceding retirement as a municipal attorney;
 - (ii) Is retired from the practice of law; and
 - (iii) Receive nomination and approval for emeritus status by the Board.
- (b) A person is considered “retired” if they work less than 20 hours a month.
- (c) A Member can only have emeritus status for five years. If an Emeritus Member wishes to continue after five years, the person must pay half of the membership and/or conference dues.
- (d) Membership under this section shall be considered non-voting.

Section 2.3. Membership Termination. A Member’s membership shall automatically terminate when the Member ceases to be an Eligible Member, fails to pay the annual membership fees, or fails to comply with these Bylaws. The Board may authorize Members who retired within the last five years to continue as non-voting emeritus members of UMAA.

Section 2.4. Membership Dues and Conference Fees.

(a) *Membership Dues.* The Board shall have the authority to establish the annual membership dues, subject to the approval of the majority of the Members who attend the Annual or Semi-Annual Meeting. The dues structure shall be reviewed periodically by the Board to ensure it adequately supports the financial needs of the Association and its activities. Any changes to the membership dues shall be communicated to the members in advance of their implementation.

(b) *Conference Fees.* The Board shall determine the fees for attending conferences, seminars, workshops, or other Association-sponsored events. The conference fees shall be established based on factors such as event costs, venue expenses, speaker fees, and other related expenses. Any changes to the conference fees shall be communicated to the members well in advance of the event.

(c) *Refunds.* The Board may establish refund policies for membership dues and conference fees, taking into account factors such as cancellation deadlines, administrative costs, and other relevant considerations.

ARTICLE 3
BOARD OF DIRECTORS

Section 3.1. Board of Directors. The President, Vice President, Secretary-Treasurer, Immediate Past President, and Directors shall constitute the Board of Directors (“Board”). The Board shall always be non-elected employees of a municipality who provide legal advice to the municipality as part of their duties (“Eligible Board Member”).

(a) *President.* The Vice President shall automatically become the President of UMAA at the next Annual Meeting after being elected or upon vacancy in the office of President. The President shall serve as the ceremonial head and the Chief Officer of UMAA during the President’s term and exercise the authority incident to the office of the

President and such other duties as may be prescribed over all the Board meetings and the Annual Meeting. The President shall appoint all committees. The President shall serve a term of office that extends from one Annual Meeting to the next but may, in addition, serve the uncompleted term of the previous President if a vacancy in that office occurs during the term of the President.

(b) *Vice President.* The Secretary-Treasurer shall automatically become the Vice President of UMAA at the next Annual Meeting. In the absence of the President, the Vice President shall have the powers and perform the duties of the President. The Vice President shall serve a term of office from one Annual Meeting to the next unless required to fill the unexpired term of the President.

(c) *Secretary-Treasurer.* The Secretary-Treasurer shall be elected by a majority of the Members at an Annual Meeting. The Secretary-Treasurer shall be the principal financial officer of UMAA and shall maintain and have authority over all books, records, funds, securities, and property of UMAA. The Secretary-Treasurer shall serve a term of office from one Annual Meeting to the next. If a vacancy occurs after being elected but before the Annual Meeting, the Board may select an Eligible Board Member to serve the remaining unexpired term of office.

(d) *Immediate Past President.* The President of UMAA shall automatically become the Immediate Past President upon expiration of their term as President. The Immediate Past President shall serve a term of office from one Annual Meeting to the next.

(e) *Directors.* The membership of UMAA shall elect three Directors. The term of office for a Director elected by the membership shall be three years. The three Directors shall be on a staggered basis. A Director may not serve more than three consecutive terms of office unless the first term was less than a full three years. Directors shall serve as members of the Board and perform such additional duties as assigned by the President or the Board. If a vacancy occurs after being elected but before the Annual Meeting, the Board may select an Eligible Board Member to serve the remaining unexpired term of office.

Section 3.2. Duties. The Board shall perform all duties herein, including his/her duties as a member of any committee of the Board upon which he/she may serve, in good faith, in a manner he/she reasonably believes to be in the best interests of UMAA, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing his/her duties, the Board shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by professionals in their field. A Board member shall not be considered to be acting in good faith if he/she has actual knowledge concerning the matter in question that would cause such reliance to be unwarranted.

Section 3.3. Committees. The Board may establish committees to carry out the purposes of UMAA and to conduct any business delegated by the Board. The President shall appoint all committee members.

Section 3.4. Contract Services. The Board is authorized to enter into contract services to fulfill the purposes and obligations contained herein. Contract services may include financial, planning, secretarial, software or technical, or legal services.

Section 3.5. Compensation. The Board shall serve without compensation. The Board shall attend each Annual Meeting but is not required to pay the conference fee or hotel room, if any.

ARTICLE 4 MEETINGS AND VOTING

Section 4.1. Annual Meeting. An annual meeting shall be held for the membership and the Board at the UMAA Annual Conference. The Board shall determine the time and place of the annual meeting. The Board may hold additional formal or informal meetings throughout the year. The Board shall give reasonable notice of these meetings to the Members.

Section 4.2. Special Meetings. A special meeting of the membership and the Board may be held upon request by two Board members. The Board members calling the special meeting may fix a time and place in the state of Utah to hold the special meeting. Notice of the special meeting shall be provided to the Members and the Board at least 10 days in advance, stating the date, time, location, and agenda of the meeting.

Section 4.3. Informal Board Meetings. The Board may hold informal Board meetings to plan conferences and make other decisions on matters related to UMAA. The Board shall determine the frequency and scheduling of board meetings. Decisions of the Board shall be made by majority consensus.

Section 4.4. Voting. Items requiring the official decisions of the UMAA membership shall include changes to the structure of the Association, amendments to the Bylaws, nominations for Secretary-Treasurer and Directors, and any other items contained in the Bylaws. Each Member shall be entitled to one vote. Emeritus members are not entitled to vote. To be qualified to vote, all membership and conference fees of the Member shall be paid in full on or before the date that the meeting begins. Proxy voting is prohibited.

ARTICLE 5 ACCOUNTING, CONTRACTS, BOOKS, AND RECORDS

Section 5.1. Accounting Year. The Association's fiscal year shall begin January 1 and end December 31 of each calendar year.

Section 5.2. Monies. The monies, securities, and other valuable assets of the Association shall be deposited in the name of the Association in such banks or trust companies as the Board shall designate and, subject to the Secretary/Treasurer's duties herein, shall be withdrawn or removed only as may be authorized from time to time by the Board. All expenditures from such accounts shall require the approval or signature of the Treasurer or a person designated by the Board.

Section 5.3. Maintenance. Books, accounts, and records of the Association shall be kept and maintained by the Association in a location as may be designated by the Board.

Section 5.4. Inspection. The Board shall have the right to inspect and examine any and all books, accounts, and records of the Association during normal business hours.

Section 5.5. Contracts. The Board may authorize any officer or agent to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 5.6. Loans. No loans shall be contracted on behalf of the Association, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board.

Section 5.7. Checks, Drafts, Orders of Payment. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board.

Section 5.8. Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board may select.

Section 5.9. Dissolution. In the event of dissolution of the Association, none of the Association's properties shall inure to the benefit of any officer, director, or member of the Association, and no officer, director, advisory board member, or member of the Association shall receive, by dissolution or otherwise, any proprietary or pecuniary interest in the assets or property of the Association.

ARTICLE 6 MISCELLANEOUS

Section 6.1. Amendments. These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted at any meeting of the members of the Association at which a quorum is present by a sixty-seven percent (67%) vote of the Members present at the meeting.

Section 6.2. Indemnification. All of the members of the Board and its officers, agents, and employees, jointly and severally, shall be indemnified, defended, and held harmless by the Association from all liability for their acts, failures to act, or omissions to act causing any claimed injury or damage occurring during, as a result of, or within the scope or under color of authority of its responsibilities, provided that the acts, failures to act, or omissions to act were not the result of fraud or malice on the part of the indemnified party. Said indemnification shall include all costs and attorney's fees, but is conditioned on the indemnified party providing reasonable notice of any claim or suit having been filed against the indemnified party and upon faithful and reasonable cooperation in the defense of any such action.

Section 6.3. Investments. The Association shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board, without being restricted to the class of investments that the Board is or may be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Association if such action is a prohibited transaction under these Bylaws or would, by law, result in the denial or revocation of the Association's tax-exempt status.

Section 6.4. Special Awards. The Board may grant public service awards to Members or Emeritus Members.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that (a) I am a duly elected Board member of the Utah Municipal Attorneys Association, a Utah nonprofit corporation; and (b) the foregoing Bylaws, comprised of 5 pages, including this page, plus any exhibit pages, constitute the Bylaws of Utah Municipal Attorneys Association, duly adopted by the Utah Municipal Attorneys Association on the 10 day of May 2024.

IN WITNESS WHEREOF, I have hereunto subscribed my hand this _____ day of _____
_____ 2024.

Todd Sheeran, UMAA President