

**BYLAWS
OF
Trauma-Informed Utah**

Article I. Name

The name of the organization is "Trauma-Informed Utah", hereafter referred to as "TIU".

Article II. Members

TIU is a 501(c)(3) nonprofit organization that will have no membership or stock owners.

Article III. Mission

The mission of TIU is to help Utah become a trauma-informed state.

Article IV. Purpose

The purpose of Trauma-Informed Utah shall be:

1. To provide education, resources, technical assistance, and community networking opportunities to organizations and businesses across the state of Utah to help implement trauma-informed policies and procedures.
2. To conduct and support research activities regarding the impact and benefit of trauma-informed approaches on organizations and community systems.
3. To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Utah, and to act and operate as a charitable organization in lessening the burdens of government, providing relief of the poor and distressed or under-privileged, and promoting social welfare by reducing unemployment through economic development.
4. To do and engage in lawful activities that further or are consistent with the preceding objects and purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Article V. Non-Discrimination Policy

Trauma-Informed Utah will give fair and equal treatment to all persons in its employment practices, board of director and advisory board positions, and in the rendering of services, regardless of race, color, national origin, ancestry, religion, creed, age, sex, sexual orientation, gender, gender identity and expression, family status, genetic information, disability or military service. Trauma-Informed Utah will not discriminate against applicants, students, and employees, student interns, board members, committee members, based on race, color, national origin, ancestry, religion, creed, age, sex, sexual orientation, gender, gender identity and expression, family status, genetic information, disability or military service.

Article VI. Anti-Harassment Policy

Trauma-Informed Utah is committed in all areas to providing a work, board, committee, and volunteer environment that is free from harassment. Harassment based upon an individual's race, color, national origin, ancestry, religion, creed, age, sex, sexual orientation, gender, gender identity and expression, family status, genetic information, disability or military service, or any other legally protected characteristics will not be tolerated. Sexual harassment is behavior of a sexual nature that is unwelcome and offensive to the person or persons it is targeted toward, and is also prohibited. All employees, Board Directors, and committee members are expected and required to abide by this policy. No staff member or volunteer of Trauma-Informed Utah will be adversely affected in employment, board or committee membership, volunteer status with the employer as a result of bringing complaints of unlawful harassment.

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Article VII. Board of Directors

1. General Powers & Duties

The Board may exercise for TIU all powers, duties and authority vested in or delegated to this Corporation by these Bylaws and the Articles of Incorporation, including but not limited to:

- 1.1. Managing the general affairs and property of TIU;
- 1.2. Establishing policy necessary for governing the affairs of the TIU;
- 1.3. Strategic planning for TIU and overseeing the implementation of the plan, and assessing of progress made relating to the plan;
- 1.4. Electing directors and officers and filling vacancies when appropriate;
- 1.5. Supervising all committees, officers, agents, and the Executive Director of TIU, and ensuring that duties are properly performed;
- 1.6. Reviewing and approving the annual budget and supervising expenditure of funds, as appropriate;
- 1.7. Soliciting financial support, obtaining of gifts, grants, and loans for TIU, and monitoring the fiscal health of the organization;
- 1.8. Acting as an ambassador and community representative for TIU, including participating in community events, meetings, and/or fundraising events;
- 1.9. Hiring and dismissing the Executive Director.

2. Board Composition

- 2.1. **Board Directors.** The number of Directors of the TIU shall be fixed by the Board of Directors, but in no event shall be less than three (3) and no more than nineteen members (19). Any action of the Board of Directors to increase or decrease the number of Directors, whether expressly by resolution or by implication through the election of additional Directors, shall constitute an amendment of these bylaws affecting such increase or decrease. Directors shall be elected or re-elected by the existing Board of Directors at each annual meeting of the board, and each Director shall hold office until the next annual meeting.
- 2.2. **Executive Director:** The Executive Director shall be the chief executive officer of the Corporation, shall supervise all of the affairs of the Corporation in accordance with policies and directives approved by the Board of Directors, and shall perform such other duties as the Board of Directors may from time to time proscribe. The Executive Director serves as an ex-officio, non-voting member of the Board of Directors.
- 2.3. **Director Emeritus.** The Board of Directors may also appoint director emeritus to the board. Emeritus directors shall not be a Board Officer of the organization and shall have no vote, nor shall the presence of any such director emeritus at a meeting of the board of directors be counted for quorum or other attendance purposes.

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3. Board Qualifications

A Director must meet the following qualifications:

- 3.1. At least 18 years of age and not an employee of TIU;
 - 3.2. Can identify and speak to personal or professional experience interacting with systems and organizations along the continuum of non-trauma informed to trauma-informed;
 - 3.3. Willing to be governed by and assume the responsibilities detailed in TIU's Articles, Bylaws, established policies, and Utah law;
 - 3.4. Willing and able to attend at least 50% of the duly noticed meetings.
 - 3.5. The Board by resolution without amending these Bylaws may designate segments of the community to be represented on the Board: e.g., private sector, public employees, low-income persons, minorities, etc.
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4. Board Terms

- 4.1. **Two Year Term.** The term of each director shall be for two (2) years or until their successor is elected or appointed by the Board. Newly elected directors will be seated at the next meeting of the Board, and assume their positions immediately thereafter.
- 4.2. **Staggered Terms.** To ensure an adequate number of directors at all times, approximately one-third (1/3) of the Director terms expire each year.
- 4.3. **Interim Terms.** The Board shall be responsible for appointing new members should a vacancy occur due to death, resignation, or removal. Any vacancy on the Board may be filled by the Board for the unexpired portion of the term.
- 4.4. **Consecutive Terms.** Directors may serve three consecutive terms on the Board. After a one (1) year absence, a person is eligible to serve additional terms of office.

5. Board Vacancies

Any Director may resign at any time by giving written notice to the chair of Trauma-Informed Utah Board of Directors. Such resignation shall take effect at the time specified therein, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum. A Director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.

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6. Conflict of Interest of the Board of Directors

The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such. In the event that a Director has a conflict of interest on an issue being discussed or voted on by the Board, the Director must state the conflict before any discussion. The Director must then leave before the discussion of the issue and may not vote on the issue. There may be times when ethical conflicts of interests arise, even when no legal conflict exists. In such cases, Directors should still state the conflict at the beginning of the meeting, to allow an opportunity for open discussion of the issue.

7. Meeting of the Board of Directors

7.1. Annual Meeting

7.1.1. The annual meeting of the Board of Directors for the transaction of such business as may properly come before it, shall be at a time and place chosen by the Board of Directors.

7.1.2. During the annual meeting of the Board of Directors, members shall address the following:

7.1.2.1. Set the time and place for regular Board meetings, at least every other month.

7.1.2.2. Elect Board Officer positions.

7.1.2.3. Ensure that each Director has completed their annual conflict of interest

7.1.2.4. Each member will indicate preferred format of written notice for each Board Meeting, either written, electronic, or as stated otherwise.

7.2. **Other Meetings.** Regular meetings of the Board of Directors shall occur at least every other month, at a time and place determined by board consensus.

7.3. **Notice.** Written or electronic notice shall be provided to all appointed members of the Board at least five days prior to the date of the meeting. Board Members shall indicate their preferred notice format at the annual meeting of the Board of Directors. The Board Chair will be responsible for sending meeting notice unless otherwise arranged with another Executive Committee member.

7.4. **Meeting Format.** Meetings of the Board of Directors may be held in person or through the use of electronic equipment, or both, so long as all members participating in such a meeting can communicate with one another at the time of such meeting. Participation in such a meeting constitutes presence in person at such a meeting.

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8. Quorum and Voting Laws

A simple majority of the Board of Directors shall constitute a quorum. In the absence of a quorum, a majority of the members present may by resolution adjourn the meeting. At any duly adjourned meeting at which a quorum is present any business may be transacted which might have been transacted at the meeting originally called.

9. Voting

Each member of the Board of Directors shall have one vote with respect to Board business. A simple majority of the Board Directors may adopt a resolution. In the case of a tie vote as to Board Business, the Chair will lead further discussion, and hold a second vote. If the vote remains a tie, the Chair will determine the outcome of the vote. Voting shall be taken by verbal "ayes" or raising hands either in person or electronically, except if a Director attending the meeting requests a secret ballot. Discussion and votes of Financial issues and issues of organizational policy must have a two-thirds ($\frac{2}{3}$) majority of the Board of Directors in attendance.

10. Resignation

Any Director may resign from the Board of Directors, effective immediately, through written notice or by announcement at any meeting of the Board. Such notice or announcement shall be included in the minutes of the meeting.

11. Removal of the Board of Directors

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of two-thirds ($\frac{2}{3}$) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. A Director who is absent without reasonable cause for three or more consecutive meetings is subject to removal from the board. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action.

12. Advisory Boards

12.1. General Advisory Board. The Board may appoint individuals who can offer expertise, contacts, special interests, or other beneficial resources to Trauma-Informed Utah to serve on the Advisory Board. Members of the Advisory Board are not Directors of Trauma-Informed Utah, but they may advise the Board on matters relating to the mission and operations of TIU. The Advisory Board shall meet as needed under the direction of the Board.

12.2. Research Advisory Board. The Board may appoint individuals who can offer expertise, contacts, special interests, or other beneficial resources pertaining to research-related activities of Trauma-Informed Utah to serve on the Research Advisory Board. Members of the Research Advisory Board are not Directors of Trauma-Informed Utah, but they may advise the Board on matters relating to the

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mission and operations of TIU. The Research Advisory Board shall meet as needed under the direction of the Board.

Article VIII. Board Officers & Agents

1. Board Officer Roles.

TIU shall have a Chair, Vice Chair, Secretary, and Treasurer, and such other officers as the Board shall deem necessary for the management of Trauma-Informed Utah. All officers positions shall be held by members of the Board.

1.1. **Board Chair:** The Board Chair shall preside at all meetings. The Chair shall exercise such authority and perform such duties as the Board may from time to time assign.

1.2. **Vice Chair:** In the event of the absence, incapacity, inability, death, or refusal to act by the Board Chair, the Vice Chair shall perform such other duties and exercise such other authority as may be imposed upon or assigned to them by the Board.

1.3. **Secretary:** The Secretary shall ensure that all votes and the minutes of all proceedings are recorded properly. The Secretary (or his or her staff designee) shall give notice of meetings and shall perform such other duties as are incident to the office of Secretary and as may be assigned to the Secretary by the Board or President, including without limitation, the preparation and maintenance of minutes of directors' and other records of TIU. The Secretary may, with the consent of the Board, assign such duties to the staff of TIU with the exception of the attestation of the signatures of authorized officers of TIU.

1.4. **Treasurer:** The Treasurer shall have supervision and custody of all monies, securities and other valuable properties of TIU and shall cause all monies to be deposited in the name and to the credit of the company. The Treasurer shall disburse and supervise the disbursement of funds of TIU in accordance with authority of the Board. The Treasurer shall render to the President and directors upon request, a detailed account of the transactions and financial condition of TIU. The Treasurer may, with the consent of the Board, assign such duties to the staff of the company. The Treasurer shall be relieved of all responsibility for the supervision delegated by the Board to any other person and the Treasurer shall not be responsible for any action of any officer, agent, or employee of TIU.

2. Election and Term of Office

Officers of TIU shall be elected each year by the Board of Directors at its annual meeting. All officers shall be Officers of TIU shall hold office for one year or until a successor is elected by the Board. Officers may serve consecutive terms without limitation.

3. Removal

Any officer may be removed at any time, with or without cause, by absolute majority vote of the Directors at a duly held meeting of the board, a quorum being assembled. Proper notice

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specifying the grounds for proposed removal shall be given three (3) days prior to any meeting of the Board of Directors at which such removal shall be considered.

4. Vacancies

Vacancies may be filled or new offices created and filled at any meeting of the Board.

5. Resignation.

Any officer may resign at any time by delivering a written or electronic resignation to the Board Chair or the Secretary. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective.

Article IX. Committees of the Board of Directors

1. Executive Committee

1.1. Composition

The Executive Committee shall consist of the Board officers, as voting members, and the Executive Director, ex officio.

1.2. Executive Committee Duties.

Except for specific limitations set forth in these Bylaws, the Executive Committee shall act for and on behalf of the Board during the time between meetings of the Board. All duties of the Board, as established in these Bylaws, shall reside in the Executive Committee with the following exceptions:

- 1.2.1. Amendments and modifications of the Articles of Incorporation, Bylaws, and Personnel Policies;
- 1.2.2. Nomination of persons to fill vacant or expanded positions on the Board;
- 1.2.3. Nomination of persons to fill vacant officer positions;
- 1.2.4. Authorization of the sale, lease, exchange, mortgage or pledge of all or substantially all of the property or assets of the corporation;
- 1.2.5. Formal termination and hiring of the Executive Director; and
- 1.2.6. Removal of an officer from office.

1.3. Executive Committee Quorum.

At least one-half of the elected officers of the Board must be present to conduct Executive Committee business.

1.4. Executive Committee Meetings

- 1.4.1. **Regular Meetings.** The Executive Committee and such other committees as may be designated hereunder by the Board, may provide by resolution the time and place for holding regular meetings.
- 1.4.2. **Special Meetings.** Special meetings of any committee may be called by or at the request of the President or any two members of the committee.

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1.4.3. **Notice.** Notice of any special committee meeting shall be given at least three (3) business days prior thereto by written notice delivered personally, by email or mailed to each member of the Committee. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so-addressed, postage thereon prepaid. Any member of the committee may waive notice of the meeting.

1.4.4. **Open Meetings.** Executive Committee meetings shall be open to all directors on the Board, employees and public. Upon request notice will be afforded accordingly. While the involvement of others shall be encouraged at Executive Committee meetings, only Executive Committee members shall have a vote. The Executive Committee may convene into a closed executive session for personnel matters which require confidentiality or other emergency matters, but no official action may be taken during the executive session.

1.5. Minutes of Executive Committee

The Secretary shall ensure that all votes and the minutes of all proceedings of the Executive Committee are recorded properly. The Secretary (or his or her staff designee) shall give notice of meetings and shall perform such other duties as are incident to the office of Secretary and as may be assigned to the Secretary by the Board or President.

2. Other Committees

The Board of Directors may authorize the establishment of other committees, advisory boards, or task forces from time to time and assign duties to them. The Chair shall appoint members.

Article X. Executive Director

1. The Executive Director (ED) shall be responsible for the administration and execution of the policies and programs of the Board. As an ex-officio member without a vote, the ED shall attend all meetings of the Board and committees for which the ED is responsible. When matters concerning the ED are under consideration, the ED may be excused from the meeting.
2. The ED shall be the executive officer of Trauma-Informed Utah and shall be authorized to execute any and all documents on behalf of Trauma-Informed Utah required in the normal course of business and such documents specifically authorized by the Board.

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Article XI. FINANCES

1. Annual Budget

The annual budget of estimated income and expenditures shall be approved by the Board. No expense shall be incurred in excess of budgetary appropriations without prior approval of the Board.

2. Contracts

The Board may authorize any officer, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of Trauma-Informed Utah and such authority may be general or confined to specific instances.

3. Loans

No loans shall be contracted on behalf of Trauma-Informed Utah and no evidence of indebtedness shall be issued in the name of Trauma-Informed Utah unless authorized by the Board. No Director shall be personally liable for any of the obligations of Trauma-Informed Utah.

4. Checks & Drafts

All checks, drafts or other orders for payment issued in the name of Trauma-Informed Utah shall be signed by the Executive Director, officer or officers, agent or agents of Trauma-Informed Utah and in such manner as shall be determined from by resolution of the Board.

5. Deposit of Funds

All funds of Trauma-Informed Utah not otherwise employed shall be deposited from time-to-time to the credit of Trauma-Informed Utah in such depositories as the Board may select.

6. Gifts

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

7. Fiscal Year.

The fiscal year of TIU shall begin July 1.

Article XII. General Provisions

1. Waiver of Notice

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

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2. Prohibited Against Sharing in Earnings

No member, officer, employee or person connected with or any other private individual shall receive at any time, any of the net earnings or pecuniary profits from operations of ; provided that this shall not prevent reasonable compensation for services to ; and no person or persons shall be entitled to share in the distribution of any of the assets upon dissolution of . All members and officers of must consent that upon the dissolution of any assets then remaining shall be distributed, transferred and paid over in such amounts the Board may determine, or as may be determined by a court of competent jurisdiction, exclusively to charitable, religious, scientific, literary or educational organizations that would qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 or any amendment thereto.

3. Exempt Activities

Notwithstanding any other provisions of these Bylaws, no member, officer or other representative shall take any action or carry on activity by or on behalf of not permitted to be taken or carried on by organizations exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954.

Article XIII. Indemnification

1. Indemnification

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorneys' fees and disbursements, incurred by him or her (or by his or her heirs, executors or administrators) in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his or her duties. Such rights of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from the Article.

2. Insurance and Other Indemnification

The Board of Directors shall have the power to:

- 2.1. purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and on behalf of others to the extent that power to do so has been or may be granted by statute;
- 2.2. and give other indemnification to the extent permitted by law.

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Article XIV. Amendments

1. These Bylaws may be amended or repealed and new Articles may be adopted by the affirmative vote of two-thirds of the members of the Board then in office, provided that prior written notice of the proposed amendments has been given to all members at least 10 days in advance of the meeting, and provided further that no such action shall be taken if it would in any way adversely affect Trauma-Informed Utah's qualification under Section 501(c)(3) of the Internal Revenue Code of 1954 (or any future corresponding provisions of any future amendment thereto) or and/or be inconsistent with 's Article of Incorporation.

SECRETARY'S CERTIFICATION

I, Jennifer Godfrey Secretary of Trauma-Informed Utah, "TIU", DO HEREBY CERTIFY that the foregoing is a true and correct copy of the TIU Bylaws as adopted by the Board of Directors of TIU on May 24th, 2021.

IN WITNESS THEREOF, I have hereunto set my hand this 24th day of May 2021.

Jennifer Godfrey
Signature

5/24/21
Date