

AMENDED AND RESTATED
BYLAWS
OF
UTAH FOSTER CARE FOUNDATION

ARTICLE I

Name and Mission

Section 1.1 Name. The name of the corporation is Utah Foster Care Foundation ("Corporation").

Section 1.2 Preface to Mission Statement. The Corporation was created based on a study commissioned by Governor Michael Leavitt and Lt. Governor Olene Walker in 1997. During the early 1990's, the Utah Legislature provided increased funding for additional staff within the Utah child welfare system. However, the number of licensed resource families available to care for children placed into foster care continued to decline. The recommendation of the study, in August, 1997, was to create a public/private partnership through creation of a private nonprofit corporation to develop innovative approaches to recruit, train and assist the Division of Child and Family Services (the "Division") in their support of resource families. The mission of the Corporation is twofold. First, the Corporation will effectively recruit quality families and educate them in preparation for their foster care giving experience. Second, the Corporation will assist the division in supporting Resource families throughout their care giving experience.

Section 1.3 Mission Statement. "We serve Utah's children by finding, educating and nurturing families to meet the needs of children in foster care."

Section 1.4 Mission Implementation. To achieve its mission, the Corporation integrates inclusiveness, integrity, excellence and volunteerism into its activities. The Corporation partners with a number of interested parties to achieve mutual goals. This shared vision of the importance of families in child welfare creates synergism and unites all interested parties in a shared purpose. The Corporation conducts a robust training program of prospective foster care parents to prepare them to be sponsors of the best possible home environments for children outside of their birth homes. The Corporation also works to develop a network of family foster care that is more neighborhood based, culturally sensitive and located primarily in the communities in which the children live.

ARTICLE II

OFFICES

The principal office of the Corporation shall be located at such place as the Directors may determine from time to time. The Corporation may have such other offices as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

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, except as otherwise provided in the Utah Revised Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws.

Section 3.2 Number, Election and Term.

(a) Number. The number of Directors of the Corporation shall be from nine (9) to twenty-five (25), as determined by the Board of Directors from time to time.

(b) Election. Directors shall be elected or re-elected by a majority vote of the Board of Directors in attendance at an annual, regular or special meeting of the Board from time to time as appropriate. The Secretary of the Board of Directors shall prepare and update from time to time Schedule A to these bylaws containing a list of Directors of the Corporation, the dates on which they were elected, and if applicable, re-elected as Directors and the date Schedule A was prepared.

(c) Term. Each Director shall serve for a 3-year term beginning on the date elected and ending at the first annual meeting occurring on or after the expiration of three years thereafter and shall hold office until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation or removal. Each Director may be elected only for two consecutive full terms. Any Director whose term of service expires and whose service is not extended by the Board may be elected for one or more additional terms of service following at least a one-year break in service.

Section 3.3 Qualifications. Directors must be residents of the State of Utah.

Section 3.4 Removal of Directors or Board Officers. Any Director or Directors or Board officers of the Corporation may be removed from office, with or without cause, as decided upon by the affirmative vote of a majority of the Directors at any meeting called for such purpose. In most cases, it is intended that any such

removal shall be for failure to consistently attend Board meetings.

Section 3.5 Vacancies. 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, at any meeting called for such purpose. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of a majority of the Directors at any meeting called for such purpose, and a Director so chosen shall hold office until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation or removal.

Section 3.6 Resignation. Any Director may resign at any time by giving written notice to the Chair of the Board of Directors, the Chief Executive Officer or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein.

Section 3.7 Compensation. Directors shall not receive compensation for their services as such, although the reasonable expenses of Directors in attendance at board meetings may be paid or reimbursed by the Corporation.

Section 3.8 Board Administration. The Board of Directors shall elect from among the Directors the following Board Officers, a Chair, a Vice Chair, a secretary and chairs of committees of the Board, to serve for two-year terms beginning immediately after the annual meeting of the year of election and ending on the later of the 2nd annual meeting after appointment, or two years. Except as otherwise provided herein, there is no limit to the number of terms that the same person may fill. In the absence of timely election of a successor, however, a Board Officer shall continue to hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her earlier death, resignation or removal. The Board of Directors shall determine the respective duties of Board Officers through these bylaws. Schedule A shall list each Board officer and the dates each respectfully was elected and if applicable re-elected.

(a) Chair. The Chair of the Board of Directors shall be the presiding officer of the Board of Directors. The Chair shall preside at meetings of the Board of Directors and of the Executive Committee. The Chair may call special meetings of the Board of Directors and shall generally oversee the work of the Board of Directors and its committees. The Chair shall serve as "past chair" for the term of office of his or her successor, provided however that such service by itself will not extend such Director's term as a Director. In that capacity, he/she shall advise and assist the Chair as reasonably requested.

(b) Vice Chair. The Vice Chair shall assist the Chair and shall perform such duties as may be assigned to him or her by the Chair or the Board of Directors. The Vice Chair shall at the request of the Chair, or in his or her absence or inability or refusal to act, perform the duties of the Chair and when so acting shall have all of the powers and be subject to all of the restrictions upon the Chair.

(c) Secretary. The Secretary of the Board shall be responsible to: (i) keep the minutes of the proceedings of the Board of Directors and any committees of the Board, as may be requested; (ii) see that all notices are duly given in accordance with the provisions of these bylaws; (iii) be custodian of the Corporation records; and (iv) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 3.9 Committees. Subject to these Bylaws, the Board of Directors, at any time and from time to time may establish one or more committees of Directors and/or advisors for any appropriate purposes and may dissolve any such committee, provided, however, a committee established by these Bylaws can only be dissolved by an amendment to the Bylaws. Without limiting the judgment and discretion of the Board of Directors, the Board shall consider from time to time the appointment of ad hoc committees to deal with particular projects, programs, organizational issues and/or other matters of current concern to the Board, such as building or remodeling projects, expansions or contractions of programs, searches for staff personnel, installation and management of office systems, training and oversight of officers and staff, etc. A chair of each such committee shall be appointed or ratified by the Board and such chair shall preside at all meetings of the committee and generally supervise the conduct of the committee's affairs. Rules governing procedures for meetings of any such committee, including notices to be given of meetings, and for the conduct of such committee's affairs shall be established by the committee, consistent with the Bylaws. In the absence of a specific resolution of the Board to the contrary, each committee shall be composed of at least two Directors and shall be chaired by one of the Directors. The Secretary of the Board of Directors shall prepare and update from time to time Schedule B to these bylaws containing a list of each committee, the members of each committee, the dates when each member was appointed to the committee, the chair, if any, of the committee and the date Schedule B was prepared.

Section 3.10 Standing Committees. The following standing committees shall always be established and maintained as determined by the Board.

(a) Executive Committee.

(i) This Committee shall consist of the Chair, Vice Chair, Treasurer, Secretary, and one (1) or more other members of the Board of Directors appointed by the Chair and confirmed by the Board of Directors at the respective Board meeting(s) following appointment of Director(s) thereto. The Chair may remove and replace members of the Executive Committee at his or her discretion, subject to the requirement that all new members of the Executive Committee be confirmed by the Board of Directors.

(ii) The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all of the authority of the Board of Directors

except that the Executive Committee shall not have the authority of the Board of Directors in reference to providing for the sale, lease or other disposition of all or substantially all of the property and assets of the Corporation otherwise than in the usual and regular course of its business, providing for a voluntary dissolution of the Corporation or a revocation thereof, or amending the Articles of Incorporation or Bylaws of the Corporation. This Committee will review the annual budget and present it to the Board of Directors with its recommendation.

(iii) The Executive Committee will meet each month when the Board of Directors does not meet, unless otherwise determined by the Chair of the Board of Directors. Meetings of the Executive Committee may be called on one day's notice stating the place, date and hour of the meeting, which notice may be written or oral, and if mailed, shall be deemed to be delivered when deposited in the United States mail addressed to the member of the Executive Committee at his or her business address. Any member of the Executive Committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of the Executive Committee need not state the business proposed to be transacted at the meeting.

(iv) A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof and action of the Executive Committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

(v) The presiding officer of the Executive Committee shall be the Chair of the Board of Directors. The Executive Committee may fix its own rules or procedure which shall not be inconsistent with these Bylaws. It shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information at the meeting thereof held next after the proceedings shall have been taken.

(b) Finance and Audit Committee. The principal duties and responsibilities of the Finance Committee shall be to: (i) maintain general oversight of the Chief Financial Officer and of the finances of the Corporation and to ensure that budgets are prepared, approved and followed by the staff of the Corporation; (ii) maintain an internal control structure to provide for the adequate safeguarding of assets and the accurate recording of transactions in compliance with generally accepted business standards and the American Institute of Certified Public Accounts; (iii) be accountable for reporting to the Board of Directors the Corporation's financial status at Board meetings; (iv) oversee the interaction with the Corporation's audit firm; requiring the audit firm be reviewed no less than every five years or sooner if requested by the committee (v) ensure adequate resources, which may include endowment, planned giving or major granting opportunities to support the Corporation's financial planning; and (vi) perform such other duties as may from time to time be assigned to the Committee by the Board of Directors. The members of the Executive Committee shall constitute the members of the Finance and Audit Committee.

Section 3.11 Emergency Powers. For purposes of this Section 3.12, an emergency shall be deemed to exist if a quorum of Directors cannot readily be obtained because of a catastrophic event, within the meaning of that term under the Nonprofit Act. In the event of an emergency, notice of a meeting of the Board need be given only to those Directors that practically can be reached, and notice can be given by any practicable manner, including by radio. Officers of the Corporation present at the meeting of the Board may be considered Directors, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum. During an emergency, the Board may modify seniority to accommodate the incapacity of any Directors, officers, employees or agents, adopt bylaws only to be effective during the emergency, relocate the Corporation's principal offices and take such other action as is necessary in good faith to further the Corporation's ordinary activities and purposes.

ARTICLE IV

Meetings

Section 4.1 Annual and Regular Meetings. The Board of Directors may provide, by resolution, the time and place for the holding of regular meetings. A regular annual meeting of the Board of Directors shall be held during the month of July or at such other time and place as shall be determined by the Chair or Chief Executive Officer, for the purpose of electing and re-electing Directors and officers and for the transaction of such other business as may come before the meeting.

Section 4.2 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or the Executive Committee. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the board called by them.

Section 4.3 Notice. Notice of each meeting of the Board of Directors stating the place, day and hour of the meeting shall be given to each Director at his or her address as shown on the corporate records at least seven (7) days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least four (4) days prior thereto by email, personal or fax delivery of written notice or by telephone notice. Notice of any meeting of the Board may be waived by any Director by either (i) delivery of a written waiver to the Chair of the Board, or (ii) attendance at and/or participation in such meeting without formal protest as to the impropriety of such meeting or of the notice thereof.

Section 4.4 Quorum and Voting. Forty percent of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than an announcement at the

meeting, until a quorum shall be present. Directors may vote or act by proxy consistent with the Utah Revised Nonprofit Corporation Act.

Section 4.5 Meetings by Telephone. Members of the Board of Directors or any committee thereof may participate in a meeting of the board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 4.6 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Directors or any committee thereof may be taken without a meeting if a consent or ballot in writing, setting forth the action so taken, shall be completed and signed by all the Directors or committee members entitled to vote with respect to the subject matter thereof. Such action shall be effective if each Director or committee member either (1) votes for the action, or (2) votes against the action or abstains from voting and waives his or her right to demand that such action not be taken without a meeting. Such consent or ballot (which may be signed in counterparts) shall have the same force and effect as a vote of the Directors or committee members at a meeting.

Section 4.7 Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present is the act of the Board of Directors.

ARTICLE V

OFFICERS AND AGENTS OF CORPORATION

Section 5.1 Number and Qualifications. The officers of the Corporation shall be the Chair, Vice Chair, Chief Executive Officer, Treasurer, and such other officers, assistant officers and agents as the Board may from time to time consider necessary. No person may hold more than one office at a time. Schedule A shall list each officer of the Corporation and the dates each respectively was elected and if applicable last re-elected.

Section 5.2 Election and Term of Office. The procedures for electing the Chair and Vice-Chair and their respective terms of office are set forth in Section 3.9 above. The Chief Executive Officer and Treasurer shall be elected or confirmed by the Board of Directors at an annual, regular or special meeting of the Board of Directors. The Chief Executive Officer shall serve at the pleasure of the Board of Directors and may be removed at any time by the Board as set forth in Section 5.4 below.

Section 5.3 Compensation. The compensation of the officers shall be as fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving a salary by reason of the fact that he or she is also a Director of the Corporation.

Section 5.4 Removal. The Chief Executive Officer, Treasurer or any other officer or agent (other than the Chair and Vice Chair provided for in Section 3.9 above) may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

Section 5.5 Vacancies. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the Corporation, by giving written notice to the Chair or the Chief Executive Officer. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.6 Authority and Duties of Chief Executive Officer. The Board of Directors shall employ a Chief Executive Officer to exercise all of the powers and perform all the duties set forth below, as may be additionally specified by the Board of Directors and as may be required by law and shall designate such person so appointed as the manager, or head administrator of the Corporation (herein called the "Chief Executive Officer"). The Chief Executive Officer shall have such general powers and duties of supervision and management as are usually vested in the office of the chief administrative officer of a Corporation, and he or she shall carry into effect all directions and resolutions of the Board. The Chief Executive Officer shall oversee the day-to-day business of the Corporation, including supervising all other officers and employees of the Corporation, reporting to the Board of Directors regarding the performance, collecting any charges or fees, and keeping records in the form prescribed from time to time by the Board of Directors and reporting thereon whenever so requested by the Board. The Chief Executive Officer shall be directly responsible to the Board and shall report directly to the Board.

(i) Supervise Employees. The Chief Executive Officer shall have the power to employ, remove and suspend all agents and employees not elected or appointed by the Board of Directors, to determine the duties and responsibilities of such appointees, to create such titles for such appointees as he or she may deem desirable to enable the appointees to execute their duties and responsibilities, and to fix and change the compensation of such appointees.

(ii) Attendance at Board Meetings. As directed by the Chair, the Chief Executive Officer may be invited to attend any meeting of the Board of Directors and any committee thereof and to express his or her opinion and make reports at such meeting; provided, however, that in such event he or she shall not be considered to be a Director or committee member or have the right to vote or be counted for the purpose of determining a quorum at any such meeting.

(iii) Budget. The Chief Executive Officer shall coordinate

with the Treasurer and the Finance Committee and shall submit to the Board of Directors, prior to the commencement of each fiscal year of the Corporation, an annual budget for the Corporation, to be reviewed and adopted by the Board of Directors. In addition, the Chief Executive Officer shall submit to the Board at its annual meeting a report summarizing the operations and business of the Corporation and its activities during the preceding year and setting forth the plans, programs or projects for future development, with such suggestions and recommendations as he or she shall approve. He or she shall also make such reports to the Board as he or she may deem necessary, or which may be required by these Bylaws, or by the Board.

(iv) Additional Duties. The Chief Executive Officer shall have such other or further duties and authority as may be prescribed elsewhere in these Bylaws or the rules and regulations (if any) or from time to time by the Board of Directors.

(v) Replacement/Substitution. In the event of the death, absence, incapacity, inability or refusal to act of the Chief Executive Officer, the Board of Directors shall designate some other person to exercise all of the powers and perform all of the duties of the Chief Executive Officer.

Section 5.7 Treasurer. As directed by the Finance Committee, the principal duties and responsibilities of the Treasurer shall be to: (i) ensure that budgets are prepared, approved and followed by the staff of the Corporation; (ii) maintain an internal control structure to provide for the adequate safeguarding of assets and the accurate recording of transactions in compliance with generally accepted business standards and the American Institute of Certified Public Accounts; (iii) be accountable for reporting to the Finance Committee the Corporation's financial status; (iv) interact with the Corporation's audit firm; (v) ensure adequate resources, which may include endowment, planned giving or major granting opportunities to support the Corporation's financial planning; and (vi) perform such other duties as may from time to time be assigned to the Treasurer by the Finance Committee.

Section 5.8 Surety Bonds. The Board of Directors may require any officer or agent of the Corporation to execute to the Corporation a bond in such sums and with such sureties as shall be satisfactory to the board, conditioned upon the faithful performance of his or her duties and for the restoration to the Corporation of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation.

ARTICLE VI

INDEMNIFICATION

Section 6.1 Indemnification of Directors, Officers, Etc. The Corporation hereby declares that any person who serves at its request as a director, officer, employee, chair or member of any committee, or on behalf of the Corporation, shall be

deemed the Corporation's agent for the purposes of the Article and shall be indemnified by the Corporation against expenses (including attorney fees), judgments, fines, excise taxes, and amounts paid in settlement actually and reasonably incurred by such person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of such service, provided such person acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Except as provided in Section 6.3, termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create either a presumption that such person did not act in good faith and in a manner which he or she reasonably believed to be in the best interest of the Corporation or, with respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe that his or her conduct was unlawful.

Section 6.2 Indemnification Against Liability to Corporation. No indemnification shall be made in respect of any claim, issue or matter as to which a person covered by Section 6.1 shall have been adjudged to be liable for gross negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action, suit or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

Section 6.3 Indemnification in Criminal Actions. No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered by Section 6.1 shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine, upon application, that despite the adjudication of guilt but in view of all the circumstances of the case, such person is entitled to indemnification for such expenses or fines which such court shall deem proper.

Section 6.4 Other Indemnification. The indemnification provided by the Article shall not be deemed exclusive of any other rights to which any person may be entitled under the articles of incorporation, any agreement, any other provision of these bylaws, vote of the disinterested Directors or otherwise, and any procedure provided for by any of the foregoing, both as to action in his or her official capacity and as to action in another capacity while holding such office.

Section 6.5 Period of Indemnification. Any indemnification pursuant to this Article shall (a) be applicable to acts or omissions which occurred prior to the adoption of this Article, and (b) continue as to any indemnified party who has ceased to be a Director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs and personal representatives of such indemnified party. The repeal or amendment of all or any portion of these bylaws which would have the effect of limiting,

qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the Corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions which occurred prior to such repeal or amendment.

Section 6.6 Insurance. By action of the Board of Directors, notwithstanding any interest of the Directors in such action, the Corporation may, subject to Section 6.8, purchase and maintain insurance, in such amounts as the board may deem appropriate, on behalf of any person indemnified hereunder against any liability asserted against him or her and incurred by him or her in his or her capacity of or arising out of his or her status as an agent of the Corporation, whether or not the Corporation would have the power to indemnify him or her against such liability under applicable provisions of law. The Corporation may also purchase and maintain insurance, in such amounts as the board may deem appropriate, to insure the Corporation against any liability, including, without limitation, any liability for the indemnifications provided in this Article.

Section 6.7 Right to Impose Conditions to Indemnification. The Corporation shall have the right to impose, as conditions to any indemnification provided or permitted in the Article, such reasonable requirements and conditions as the Board of Directors may deem appropriate in each specific case, including, but not limited to, any one or more of the following: (a) that any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the person to be indemnified and to the Corporation; (b) that the Corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the person to be indemnified; and (c) that the Corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery, and that the person to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the Corporation.

Section 6.8 Limitation on Indemnification. Notwithstanding any other provision of these bylaws, the Corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the Corporation as an organization described in section 501(c)(3) of the Internal Revenue Code.

ARTICLE VII

MISCELLANEOUS

Section 7.1 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 trustee or his or her accredited agent or attorney, for any proper purpose at any reasonable time.

Section 7.2 Fiscal Year. The fiscal year of the Corporation shall end June 30.

Section 7.3 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; however, 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 7.4 Designated Contributions. The Corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Corporation shall reserve all right, title and interest in and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the Corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Corporation's tax-exempt purposes.

Section 7.5 Conflict of Interest. If any person who is a Director or employee of the Corporation is aware that the Corporation is about to enter into any business transaction directly or indirectly with himself or herself, any member of his or her family, or any entity in which he or she has any legal, equitable or fiduciary interest or position, including without limitation as a Director, officer, shareholder, partner, or beneficiary such person shall (a) immediately inform those charged with approving the transaction on behalf of the Corporation of his or her interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within his or her knowledge that bear on the advisability of such transaction from the standpoint of the Corporation and (c) not be entitled to vote on the decision to enter into such transaction.

Section 7.6 Loans to Directors and Officers Prohibited. No loans shall be made by the Corporation to any of its Directors or officers. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until it is repaid.

Section 7.7 References to Internal Revenue Code. All references in these bylaws to provisions of the Internal Revenue Code are to the provision of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

Section 7.8 Amendments. The power to alter, amend or repeal these bylaws and adopt new bylaws shall be vested in the Board of Directors, consistent with any provision in the Articles of Incorporation.

Section 7.9 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.

The undersigned Chair of the Board of Directors certifies that the foregoing is a complete and correct version of the Bylaws of the Corporation, adopted by the Directors of the Corporation effective September 11, 2013.



Jodi Juretich, Chair

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SCHEDULE A
(updated July 2013)

Directors of Corporation

<u>Name</u>	<u>Year Elected</u>	<u>Year(s) Re-elected</u>
Kathleen Christy	7/2011	
Kayce Coker	7/2011	
Doug Goldsmith	7/2011	
Carolyn Hansen	7/2011	
Jessica Steadman	7/2011	
Steven Sunday	7/2011	
David Webster	7/2011	
Libby Biittner	10/2011	
Jodi Juretich	10/2011	
Lisa Watts Baskin	7/2012	
Michelle Beasley	7/2012	
Kathy Carter	7/2012	
Lloyd Hardcastle	7/2012	
Dave Hardy	7/2012	
Heidi Naylor	7/2012	
Darlene Coles	7/2013	
Jennifer Holub	1/2014	

Board Officers

<u>Name</u>	<u>Position</u>	<u>Year Elected</u>	<u>Year(s) Re-elected</u>
Jodi Juretich	Chair	2013	
Lisa Watts Baskin	Vice-Chair	2013	
Dave Hardy	Secretary	2013	

Officers and Agents of Corporation

Shall be the Chair, Vice Chair, Chief Executive Officer, and Treasurer
Chief Executive Officer and Treasurer shall be elected or confirmed by the Board of Directors annually

<u>Name</u>	<u>Position</u>	<u>Year Elected</u>	<u>Year(s) Re-elected</u>
Jodi Juretich	Chair	2013	
Lisa Watts Baskin	Vice-Chair	2013	
Libby Biittner	Treasurer	2013	
Kelly Peterson	CEO	2007	2013

SCHEDULE B

Corporation Committees

Standing Committees

1. Executive Committee
Chair: Jodi Juretich 07/10/2013
Members: Lisa Watts Baskin
Libby Biittner
Dave Hardy
Dave Webster

2. Finance and Audit Committee
Chair: Jodi Juretich 07/10/2013
Members: Lisa Watts Baskin
Libby Biittner
Dave Hardy
Dave Webster

Ad Hoc Committees

1. Board Recruitment and Nominating Committee
Chair: Michelle Beasley 1/8/2014 Ratified
Members: David Hardy

2. Development Committee
Chair: Kathy Carter 1/8/2014 Ratified
Members: Libby Biittner
Steve Sunday
Darlene Coles
Jennifer Holub