

**AMENDED BYLAWS  
OF  
LDS EARTH STEWARDSHIP  
a Non-Profit Corporation**

*January 9, 2021*

**Article I: Name**

The name of this Corporation shall be LDS Earth Stewardship (hereinafter referred to as the “Corporation”).

**Article II: Type**

The Corporation is a not-for-profit public charity, incorporated under the laws of the State of Utah.

**Article III: Purposes**

**Section 1:** The Corporation is organized for those general purposes set forth in its Articles of Incorporation, and subject to the powers and limitations of those same Articles.

**Section 2:** All purposes of the Corporation will be accomplished in a charitable and educational manner consistent with the meaning of Section 501(c)(3) of the Internal Revenue Code.

**Section 3:** The Corporation’s mission is honoring the Creator by living and testifying of gospel principles of earth stewardship.

**Section 4:** The Corporation will accomplish its mission by fostering a harmonious and supportive association with The Church of Jesus Christ of Latter-day Saints (LDS Church), its representatives, its members and those of other faiths. The Corporation will:

- A. Increase public awareness and understanding of principles of earth stewardship based on the doctrines, publications, teachings, and history of The Church of Jesus Christ of Latter-day Saints.
  
- B. Publicize, celebrate, and promote exemplary earth stewardship initiatives of The Church of Jesus Christ of Latter-day Saints, its subsidiaries, and members.

## **Article IV: Membership**

**Section 1.** Eligibility and Membership Levels. Membership will be defined by the Board of Directors. Membership will be authenticated in a manner consistent with policies adopted by the Board of Directors.

**Section 2.** Termination. Membership termination may occur by (a) the failure to pay renewal dues when due, (b) filing a written termination by the member, or (c) an action of the Board of Directors. Such termination shall not entitle a member to a refund of any portion of any dues or other donations.

**Section 3:** Records. The Secretary shall maintain membership records, including full name, email address, and any contact information on record for all members. The Secretary shall maintain Board minutes to be made available upon request.

**Section 4:** Benefits. Membership benefits may be established by the Board of Directors.

**Section 5:** Responsibilities of members. Members are expected to materially support the Corporation .

## **Article V: Board of Directors**

**Section 1:** Powers. The Board of Directors is authorized to approve financial expenditures. The Board shall appoint Officers and Administrative Committees for the management of the Corporation. The Board of Directors may also hire staff, including an Executive Director, and delegate administrative powers to staff.

**Section 2:** Qualifications. Any member of the Corporation approved by the Board of Directors over the age of 18 years are eligible to serve as Directors or Officers. As representatives of the Corporation, it is essential that the actions of Board members reflect honorably on the Corporation, foster its mission, and work harmoniously with The Church of Jesus Christ of Latter-day Saints. Ideally, the Board of Directors should reflect the diversity of the membership, including geographical diversity.

**Section 3:** Composition and term.

A. Board composition. The Board of Directors shall consist of no fewer than seven (7), nor more than eleven (11) members.

B. The Board of Directors shall be appointed by the existing Board of Directors for a term determined by the Board of Directors at the time of appointment. Terms shall be staggered to facilitate continuity.

C. Vacancy. Appointments to the Board shall be made only after a vote of the majority of Directors then in office.

D. Leave. A member of the Board of Directors may take a leave upon notice to the Board in a manner consistent with policies of the Board. A leave from the Board shall not be considered a vacancy. During a period of leave, a Director on leave shall not be considered when determining the number of Directors needed to form a quorum or when determining a majority for any action of the Board.

E. Board appointment. Board candidates will be appointed in a manner consistent with policies adopted by the Board.

F. Quorum. A Quorum shall consist of more than half of the members of the Board.

**Section 4:** Responsibilities. Members of the Board of Directors are expected to participate in all Board meetings, serve on committees, and generally support the Corporation through contributions of time and resources. In the event that a Board member will not be able to attend a Board meeting, the Board member should give prior notice to the Chair.

**Section 5:** Removal from office. Members of the Board of Directors may be removed from office with or without cause by a vote of two-thirds of the members of the Board. Potential behavior that could lead to removal include but are not limited to: failure to disclose conflict of interest and other actions that could jeopardize the Corporation's non-profit status, or any action that reflects poorly on the Corporation or undermines the purposes of the Corporation. In the event that a Member of the Board is unable to participate on a regular basis, the Board of Directors may consider removal.

## **Article VI: Officers**

**Section 1:** Qualifications and term of office. Officers shall be members of the Board of Directors. The Officers shall be nominated and elected by the Board of Directors, which shall elect said Officers at its regularly scheduled meeting after newly appointed members of the Board take office. The term of office of each Officer shall commence immediately at the end of the Board meeting, and continue approximately one (1) year thereafter, unless the Officer is removed from office by a vote of the Board. Officers may be elected to successive terms. Each Officer shall hold office until a successor has been duly elected. Vacancies may be filled at any meeting of the Board of Directors.

**Section 2:** Responsibilities. The Officers are expected to participate in Board meetings, serve on committees, and generally support the Corporation through contributions of time and resources. In the event that an Officer will not be able to attend a Board meeting, they should give prior notice to the Chair. Officers shall have the following duties and such others as may be specified by policy of the Board of Directors.

A. Chair. The Chair shall be chosen from among the members of the Board. The Chair shall be the principal executive Officer of the Corporation and shall supervise all the business and affairs of the Corporation, subject to the authority of the Board of Directors. The Chair

shall be responsible for setting the Board meeting agendas, securing meeting locations and/or necessary meeting technology, and presiding at all meetings of the members and of the Board of Directors. Unless delegated to another member of the Board or to staff by the Board of Directors, the Chair shall sign, with the Corporate Secretary, or other proper Officers of the Corporation authorized by the Board, any deeds, contracts, or other instruments which the Board of Directors may have authorized to be executed. The Chair is the authorized spokesperson for the Corporation under the direction of the Board and may delegate spokesperson duties to the Executive Director or other authorized Board Members. The Chair may serve on any committee and will be a member of the Executive Committee.

B. Vice-Chair. The Board may elect a Vice-Chair. In the absence, or inability to act, of the Chair, or if the office of Chair be vacant the Vice-Chair shall perform the duties and exercise the powers of the Chair, subject to the right of the Board from time to time to extend or confine such powers and duties, or to assign them to others. The Vice-Chair shall have such other powers and perform such other duties as may be assigned by the Board of Directors or the Chair. The Vice-Chair may serve on any committee and will be a member of the Executive Committee.

C. Treasurer. The Treasurer shall keep and maintain the books of account and shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, and timely deposit all such funds in the name of, and to the credit of the Corporation in such banks, credit unions, or other depositories as shall be selected by the Board of Directors. Unless delegated to another member of the Board or to staff by the Board of Directors, the Treasurer shall also perform such other duties customarily incident to the office including the filing of required state or federal corporate tax returns and such other duties as from time to time may be assigned by the Board of Directors. The Board of Directors will establish policies for handling donations and other funds. The Treasurer is a member of the Finance Committee.

D. Secretary. The Secretary shall maintain a record of all proceedings of the Board of Directors and meetings and will publicize this record for review by the general membership. Duties also include maintaining a permanent correspondence file, and to keep a current list of the Corporation's members, Directors and Officers, and their mailing/emailing addresses and telephone numbers.

E. Executive Secretary. If an Executive Secretary is chosen, unless delegated to another member of the Board or to staff by the Board of Directors, it shall be the duty of the Executive Secretary to file the annual report with the State of Utah, to serve as registered agent for the Corporation, to maintain a file of all Resolutions of the Corporation, to advise the Officers and Directors of the duties of the Corporation as set forth in these Bylaws and any Resolutions of the Board.

## **Article VII: Administrative Committees**

**Section 1:** In addition to being governed by the Board of Directors, the Corporation shall be managed by Standing Committees and Ad Hoc Committees. The actions of each committee shall be reported in regular meetings of the Board of Directors, and will be subject to approval and ratification by the Board.

**Section 2:** Standing Committees. Standing Committees shall exist on a permanent basis and will be responsible for the management, direction and control of the affairs of the Corporation. Each Standing Committee shall consist of no fewer than two (2) members of the Board of Directors. Volunteers from the general membership of the Corporation are allowed to serve on Standing Committees and will be encouraged to do so. The Board will form the following Standing Committees, in addition to others as necessary:

A. Membership. This committee will be responsible for increasing the membership of the Corporation and ensuring the accuracy of membership records.

B. Outreach. This committee will oversee all public communications in all forms of media such as the Internet, newspaper, radio, television and all printed publications. This committee will have specific responsibility for the Corporation's blog, web site, Google group, Facebook group, other social media, etc.

C. Finance. This committee will oversee all matters related to the Corporation's finances, with specific responsibility over the annual budget, fundraising, audits, reimbursements, and financial reports. This committee will be responsible for providing individual members with a record of any donations they have made to the Corporation. The Treasurer shall be a member of the Finance Committee.

**Section 3:** Ad Hoc Committees. Ad Hoc Committees shall be organized by the Board of Directors to accomplish specific tasks on an as-needed basis and will be dissolved by the Board of Directors when these tasks have been accomplished. Each Ad Hoc committee shall consist of no fewer than one (1) member of the Board of Directors. The following Ad Hoc Committees may be formed:

A. Board Ratifications. Under the direction of the Board, this committee may be formed and be responsible for scheduling at the direction of the Board, conducting, and ensuring the integrity of a ratification of Board Appointments.

B. Board Nominating. This committee may be formed and be responsible for identifying and recruiting members of the Board of Directors.

C. Activities. One or more of these committees may be formed as necessary to manage one or an ongoing series of activities, events, or initiatives on behalf of the organization. The committees may be dissolved by the Board of Directors after completing their assigned tasks. All Ad Hoc Activities committees will work in conjunction with standing committees.

D. Miscellaneous. Any other Ad Hoc Committee can be formed or dissolved by the Board of Directors for any purpose on an as-needed basis.

### **Article VIII: Meetings**

**Section 1:** Regular meetings of the Board of Directors. The Board of Directors shall meet at least every other month at locations designated by the Board. Any forum of meeting approved by the Board of Directors can suffice as a meeting, which may include conference calls, video conferencing, email, or other electronic means of communicating may take the place of physical meetings.

**Section 2:** Special meetings of the Board of Directors. Special meetings of the Board may be convened in extraordinary circumstances to address issues that require deliberation or a decision by the Board prior to a regularly scheduled Board meeting. A special meeting must be requested by at least two Board members, and shall be convened within such reasonable time as a quorum can be assembled.

**Section 3:** Electronic voting. The Board may determine to vote on specific items by electronic means, such as email or Internet. In all cases, the results of such voting shall be included as an addendum to meeting minutes for certification and approval by the Board.

**Section 4:** Activities and events. Community events and activities that foster the purposes of the Corporation shall be organized as frequently as practicable, but at least twice each year.

**Section 5:** Annual Membership Meeting. At least one meeting of general members shall be organized annually for fellowship, awards, education, training, or for other purposes.

### **Article IX: Advisory Committee**

**Section 1:** Appointment. The Board may appoint a non-voting Advisory Committee, members of which need not be members of the Corporation.

**Section 2:** Purpose. The purpose of the Advisory Committee will be to provide guidance for the Corporation based on expertise or experience related to earth stewardship.

**Section 3:** Responsibilities. Responsibilities of the Advisory Committee will be determined by the Board.

### **Article X: Political Activity**

**Section 1:** Political parties and candidates. Consistent with 501(c)(3) legal requirements and for other reasons, the Corporation must not ever endorse nor use its financial and other resources to show preferential support for specific political parties or candidates. Board members and general

members of the Corporation must not ever imply Corporate endorsement for specific political parties or candidates. Neither official publications of the Corporation nor the Corporation's web publications or social networking media should imply political endorsement. Personal political preferences must be clearly distinguished from endorsements by the Corporation—especially at official events or meetings sponsored by the Corporation.

**Section 2:** Voter education. Subject to review and approval from the Board of Directors, the Corporation may participate in public education events that are meant to educate voters about issues affecting the environment. The Corporation can only participate in public education events as long as it does not appear to endorse specific political parties or candidates. Approval of such action shall require an affirmative vote of at least three fourths of the Board of Directors. Publicizing information concerning environmental issues does not require Board approval if doing so does not conflict with the outline above.

### **Article XI: Financial Conflict of Interest**

**Section 1:** Establishment of policy. For 501(c)(3) legal compliance and for other reasons, the Corporation has established a Financial Conflict of Interest Policy that includes the following requirements.

**Section 2:** Disclosure. Potential financial conflicts of interest of Officers or Board members must be fully disclosed to the Board of Directors prior to any financial transaction or arrangement by the Corporation.

**Section 3:** Board determination. The Board of Directors will determine whether an Officer or Board member has a financial conflict of interest.

**Section 4:** Recusal. The Board of Directors may authorize financial transactions or arrangements that it determines are in the best interests of the organization, provided that Board members with financial interests in the transaction or arrangement do not participate in such votes.

**Section 5:** Recording. The minutes of all discussion and voting related to conflicts of interests shall be carefully recorded, archived, and provided to auditors upon request.

### **Article XII: Limitation of Liability of Directors**

**Section 1:** Liability. A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Utah. However, nothing contained herein shall eliminate or limit the liability of a Director for:

- A. A breach of Director's duty of loyalty to the Corporation and its members;
- B. An act or omission not in good faith or that involves intentional misconduct or

knowing violation of the law; or

C. A transaction from which a Director received an improper benefit.

### **Article XIII: Indemnification**

**Section 1:** Indemnification of directors, officers, etc. The Corporation hereby declares that any person who serves at its request as a trustee, 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 part or threatened to be made a party to any administrative or investigative action by reason of such service, provided such person acted in good faith and in a manner he or she reasonably believes 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 Article XIV, Section 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 2:** Indemnification against liability to Corporation. No indemnification shall be made in respect of any claim, issue, or matter as to which person covered by Section 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 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 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 4:** Other indemnification. The indemnification provided by this 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 5:** Period of indemnification. Any indemnification pursuant to this Article shall (1) be applicable to acts or omissions which occurred prior to the adoption of this Article, and (2)



continue as to any indemnified party who has ceased to be a trustee, 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:** Insurance. By action of the Board of Directors, notwithstanding any interest of the directors in such action, the Corporation may, subject to Section 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 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: (1) 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; (2) that the Corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, or threatened against the person to be indemnified; and 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 8:** Limitation on indemnification. Notwithstanding any other provisions 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 or would result in liability under Section 4941 of the Internal Revenue Code.

#### **Article XIV: Miscellaneous**

**Section 1:** Amendments to Bylaws and Articles of Incorporation. The Bylaws and the Articles of Incorporation of the Corporation may be approved, amended, or repealed by an affirmative vote of at least three-fourths of the Board of Directors. All changes to the Bylaws or Articles of Incorporation shall be made available upon request.

**Section 2:** Interpretation of Bylaws. In the event of disagreement, interpretation of these Bylaws will be decided by the Board.

**Section 3:** Conveyances of 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 4:** Loans to directors and officers prohibited. No loans shall be made by the Corporation to any of its directors or officers. Any trustee or officer who assents to or participates in the making of any such loan shall be liable to the Corporation of the amount of such loan until it is repaid.

**Section 5:** Approval of expenditures. Policies for approval of expenditures will be set by the Board.

**Section 6:** Employees. The Corporation may hire one or more employees to help it fulfill its mission. Hiring an employee will require an action of the Board. As appropriate, the Board may adopt policies in order to help oversee employees.

**Section 7:** 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 foregoing Bylaws were adopted by resolution of the Board of Directors on January 9, 2021.

**Attested:**

[ORIGINAL SIGNATURE ON FILE]

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**Brigham Daniels, Chair**

[ORIGINAL SIGNATURE ON FILE]

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**Christopher Oscarson, Secretary**