

**Kayenta Arts Foundation
Bylaws
Updated September 24, 2025**

**ARTICLE I
NAME AND OFFICES**

Section 1.1 Name: The name of the corporation is the Kayenta Arts Foundation (herein "Corporation").

Section 1.2 Business Offices: The principal office of the Corporation is located in the city of Ivins and the county of Washington, Utah. The Corporation may have other offices either within or outside Utah, as designated by the governing body or as the affairs of the corporation may require from time to time.

Section 1.3 Registered Office and Agent: The registered office and agent of the Corporation are as stated in the Corporation's Articles of Incorporation or as changed from time-to-time by the Corporation's governing body.

**ARTICLE II
PURPOSES**

Section 2.1 Purposes: The Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code in support of and related to artistic endeavors, including, for such purposes, without limitation,

a.the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code;

b. the solicitation and distribution of funds;

c.all purposes authorized by its governing body and consistent with law; and

d.the exercise of all powers granted to such nonprofit corporations under Utah law.

All acts of the Corporation are to be in furtherance of its charitable purposes and subject to such limitations as set forth herein at Articles X and XI of the Articles of Incorporation and in these Bylaws.

ARTICLE III GOVERNING BODY

Section 3.1 General Powers: The Corporation's governing body is its Board of Directors ("Board"). The Board is responsible for overall policy and direction of the Corporation, delegates responsibility for day-to-day operations to the Corporation's executive director, staff and Board committees, if any. All corporate powers are to be exercised by or under the direction of the Board.

Section 3.2 Number, Election, and Qualifications: The Board is to elect Directors to fill vacancies left by expiring terms at its annual meeting, or other times as deemed by the Board. There shall be no less than three and unless other is set by the Board, no more than thirteen (13) Directors of the Corporation. All Directors are to be at least eighteen years of age and a majority of Directors are to own property in Kayenta.

Section 3.3 Tenure: The initial term of a Director shall be three years; thereafter, they may be elected to subsequent one-year terms at the first annual meeting, or subsequent special meeting called for such purpose.

Section 3.4 Duties: Directors are expected to perform such duties as necessary to the Corporation's business and mission, including, without limitation, attending and participating in the annual meeting and at least six Board meetings per year.

Section 3.5 Vacancies: Any Director may resign at any time by giving written notice to the Corporation's Chair or Secretary. Such resignation shall take effect at the time specified in the notice, or if none is specified, as of the date the notice is received by the Chair or Secretary. The Chair or Secretary is to report the resignation at the next regular meeting of the Board, but no action by the Board is necessary.

Section 3.6 Leaves of Absence: A Director who foresees his/her unavailability for good cause to meet his/her obligations as a Director for two or more consecutive meetings may request the Board to grant a leave. The Director may make such a request at a Board meeting or by submitting a written request (e-mail accepted) to the Secretary who then is to bring the request to the Board for action. The Board has discretion to grant the leave for a period up to 4 months or to request the Director resign from the Board. A Director on leave is deemed to not be serving on the Board and is not counted for purposes of establishing a quorum, but his/her position may not be filled by any other person. A Director on leave who does not return from leave at the end of the granted leave period is deemed to have resigned from the Board as of the last day of the granted leave period.

When a Director has had two consecutive absences from Board meetings, except when on a granted leave of absence, the Board Chair or his/her designee shall contact the Director to discuss the Director's commitment to the Corporation and his/her interest in remaining on the Board. A Director who misses three consecutive Board meetings, except when on a granted leave of absence, is deemed to have resigned from the Board unless he/she provides information to the Board on which an exception is deemed to be in the Corporation's interest and the Board votes in favor of such exception.

Section 3.7 Annual and Regular Meetings:

Annual Meeting: The Board is to hold its annual meeting in September of each year.

Regular Meetings: The Board shall have regular meetings at least 06 times per year at such times and places set by the Board.

Section 3.8 Special Meetings: The Chair or any two Directors may request that the Secretary call a special meeting. Notice of special meetings shall include the date, place, time and purpose of the meeting

Section 3.9 Notice: The Secretary or his/her designee shall give each Director notice of the date, time, place, and agenda/purpose of each regular, special and annual meetings of the Board as follows:

Annual Meeting--no less than 20 days in advance of the meeting by electronic, first class, or registered mail.

Special Meetings--no less than 2 days by electronic mail.

Regular Meetings--via annual schedule of meetings distributed at the annual meeting and/or by electronic means no less than 5 days in advance of the meeting.

If sent by email, such notice shall be deemed to be given when the email is sent. Any Director may waive notice of any meeting before, at, or after such meeting. The attendance of a Director at a meeting constitutes a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not called or convened in accordance with law or these Bylaws.

Any notice required by these Bylaws to be written notice to the Board is to be directed to the attention of the Chair or the Secretary.

Section 3.10 Quorum and Voting: A quorum shall consist of a majority of Directors. If less than such majority is present at a meeting, no vote may be taken or binding business conducted until a quorum is established.

The Board is to take all actions by an affirmative vote of the majority of the Directors present once a quorum is constituted, unless other is required by law or these Bylaws. Voting by proxy is not permitted.

Section 3.11 Meetings by Telephone and Other Means: The Board or any Board committee may permit a Director to participate in a meeting of the Board/committee by means of conference telephone or similar communications equipment by which all persons may hear and be heard by those present at the meeting. Such participation constitutes presence in person at the meeting and the Director is counted in determining the presence of a quorum.

Section 3.12 Action Without a Meeting: Any action that may be taken by the Board at a meeting may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed before such action by a two-third's majority of the Board. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the Directors.

Section 3.13 Presumption of Assent: A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless (a) his/her dissent or abstention is recorded in the minutes of the meeting, or (b) unless he/she files a written dissent or abstention to such action with the person serving as secretary of the meeting before adjournment of the meeting, or (c) he/she forwards such dissent or abstention by registered mail to the secretary of the Corporation immediately after the

adjournment of the meeting. Such right to dissent/abstain shall not apply to a Director who voted in favor of such action.

Section 3.14 Compensation: Directors shall not receive compensation for their services as such although the reasonable expenses of attendance at Board meetings may be paid or reimbursed by the Corporation when authorized by the Board. Directors may receive reasonable compensation for other services rendered to or for the benefit of the Corporation provided that the Board, by an affirmative vote of Directors with no private interest in the matter have authorized or ratified the agreement between the Director or company of the Director and the Corporation.

Section 3.15 Committees: The Board may designate one or more committees of Directors, each of which--to the extent provided in the resolution establishing such committee--shall have and may exercise all the authority of the Board relative to the purposes of the committee, except any committee with voting members who are not Directors may not act on behalf of the Board. The delegation of authority to any committee shall not operate to relieve the Board or any Director from any responsibility imposed by law. Rules governing procedures for meetings of any committee of the Board shall be as established by the Board, or in the absence thereof, by the specific committee involved. The Corporation's Chair or in his/her place the Vice-Chair is to be an ex officio member of all committees with no vote.

ARTICLE IV OFFICERS AND AGENTS

Section 4.1 Officers; Executive Committee Defined: The Corporation is to have a Chair, Vice-Chair, Secretary and Treasurer and such officers constitute the Corporation's Executive Committee. The Board may elect or appoint such other officers, assistant officers and agents, including one or more vice-chairs, a controller, assistant secretaries and assistant treasurers—as it may consider necessary. One person may hold more than one office at a time, except that no person may simultaneously hold the offices of Chair and Secretary. Officers need not be Directors of the Corporation. All officers must be at least eighteen years old.

Section 4.2 Election and Term of Office: The Board shall elect officers in time for its annual meeting or its first regular meeting following the annual meeting. The Board may elect Officers to serve in the same office for no more than two consecutive years unless otherwise decided by the Board.

Section 4.3 Removal: Any officer or agent may be removed by a vote of the Board whenever in its judgment such removal is in the best interests of the Corporation.

Section 4.4 Vacancies: Any officer may resign at any time, subject to any rights or obligations existing under any contract(s) between the officer and the Corporation, by giving written notice to the Board in accordance with these Bylaws. 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 4.5 Authority and Duties of Officers: The officers of the Corporation are to perform the duties specified below and such other duties as may be delegated to them from time-to-time by the Chair or the Board, not inconsistent with law or these Bylaws.

(a) Chair. Subject to the direction and supervision of the Board, the Chair is to (i) serve as the Corporation's Chief Executive Officer until such time that the Board employs such officer with general and active control of the Corporation's affairs and business and general supervision of its officers, agents and employees; (ii) preside at all meetings of the Board; (iii) see that all orders and resolutions of the Board are carried into effect; and (iv) perform all other duties incident to the office of chair and/or as from time to time may be assigned to her/him by the Board.

(b) Vice-Chairs. The Vice-Chair or Vice-Chairs are to assist the Chair and perform such duties as may be assigned to them by the Chair or by the Board. The vice-chair (or if there is more than one, then the Vice-Chair designated by the Board), at the request of the Chair, or in his/her absence or inability or refusal to act, perform the duties of the Chair and when so acting are to have all the powers of and be subject to all the restrictions upon the Chair.

(c) Secretary. The Secretary is to (i) keep the minutes of the proceedings of the Board and any committees of the Board; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the Corporate records and of the seal of the Corporation; 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/her by the Chair or by the Board. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision and direction of the Secretary.

(d) Treasurer. The Treasurer is to (i) be the chief financial officer of the Corporation and have the care and custody of all its funds, securities, evidences of indebtedness, and other personal property and deposit the same in accordance with the instructions of the Board; (ii) receive and give receipts and a quittance for moneys paid on account of the Corporation, and payout of the funds on hand all bills, payrolls, and other just debts of the Corporation of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting officer of the corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of accounts, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the Chair and the Board statements of account showing the financial position of the Corporation and the results of its operations; (iv) upon request of the Board, make such reports to it as may be required at any time; and (v) oversee the selection and purchase of the appropriate types of insurance coverage. Such types and amounts will be approved at least annually by the Board; (vi) perform all other duties incident to the office of treasurer and other such duties as from time to time may be assigned to him/her by the Chair or the Board. Assistant treasurers, if any, shall have the same powers and duties, subject to supervision and direction by the Treasurer.

ARTICLE V MEMBERS

Section 5.1 Members: The Corporation shall have no members.

ARTICLE VI INDEMNIFICATION; INSURANC

Section 6.1 Indemnification of Directors, Officers: To the full extent permitted by law, the Corporation indemnifies any Director, including the executive director (if any) or former Director,

Adopted 02.22.2011; Section 3.5 rev. 09.24.2012; Sections 3.3 and 4.2 rev. 09.24.2013; Sections 3.3, 3.6, 3.8, 3.9, 4.2, 6.1,7.2 and 8.2 rev. 04.23.2019; Section 4.2 rev. 09.27.2025

of the Corporation, or any person who may have served at its request as a director, trustee or officer of another corporation against expenses actually and reasonably incurred by them in connection with the defense of any action, suit or proceeding, civil or criminal, in which they are made a party by reason of being or having been in such service, except in relation to matters as to which they are adjudged in such action, suit or proceeding to be liable for gross negligence in the performance of duty; and to make such other indemnification (including advanced payment of indemnification) as shall be authorized by the Board.

Section 6.2 Insurance: The Corporation is to 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 such person and incurred by such person in the capacity of or arising out of such person's status as an agent of the Corporation, whether or not the Corporation would have the power to indemnify such person against such liability under applicable provisions of law. The Corporation also may 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 6.3 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 or could result in liability under state or federal law.

ARTICLE VII CONFLICTS OF INTEREST, DISTRIBUTIONS, DISSOLUTION

Section 7.1 Conflicts of Interest: If any person who is a Director or officer of the Corporation is aware that the Corporation is about to enter into any business transaction directly or indirectly with said person, any member of said person's family, or any entity in which said person has any legal, equitable or fiduciary interest or position, including without limitation an officer, shareholder, partner, or beneficiary, such person is to (a) immediately inform those charged with approving the transaction on behalf of the Corporation of said person's 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) excuse him/herself from discussions and voting on the matter. All Directors, officers, and staff, if any, are to complete conflicts disclosure statements as reasonably requested by the Board.

Section 7.2 Distributions: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(C) (3) of the Internal Revenue Code, as amended or supplemented, or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 7.3 Dissolution: Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII MISCELLANEOUS

Section 8.1 Account Books, Minutes, and Records: The Corporation is to keep correct and complete books and records of account and minutes of the proceedings of its Board and committees. Any Director or his/her duly appointed agent or attorney may inspect all books and records of the Corporation for any proper purpose at any reasonable time.

Section 8.2 Fiscal Year: The fiscal year of the Corporation is: July 1 to June 30.

Section 8.3 Conveyances and Encumbrances: The Board may assign, convey, or encumber any property of the Corporation and may authorize Directors or officers to execute and deliver any and all instruments of assignment, conveyance and encumbrance. 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 and consistent with requirements of Section 501(c)(3) of the Internal Revenue Code.

Section 8.4 Designated Contributions: The Corporation may accept any designated contribution, grant, bequest, or device consistent with its general tax-exempt purposes as set forth in its Articles of Incorporation. Restricted, donor-designated contributions will be accepted for special funds, purposes or uses; and generally such designations will be honored. However, the Corporation shall reserve all right, title and interest in and to 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 ensure that such funds will be used to carry out the Corporation's tax-exempt purposes.

Section 8.5 Loans to Directors and Officers Prohibited: Loans to any Corporate Directors or officers by the Corporation or by any person on behalf of the Corporation are prohibited.

Section 8.6 Amendments: The Board may alter, amend, or repeal these Bylaws and adopt new By Laws by an affirmative vote of two-thirds of the Directors then serving so long as at least 20 days prior notice has been given to the Directors of the proposed alteration, amendment, or repeal.

Section 8.7 Severability: The invalidity of any provisions 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 provisions were omitted.

I certify that the above revised Bylaws of the Kayenta Arts Foundation, dated September 24, 2025, were adopted by the Board of Directors at a duly constituted meeting of the Board held on September 24, 2025.

Steve Sullivan, Secretary

September _____, 2025