THE BYLAWS

OF THE

NATIONAL SOCIETY OF THE SONS OF UTAH PIONEERS

Article 1 Membership

Article 2 National Board

Article 3 Executive Council

Article 4 Chapters

Article 5 National Officers and Duties

Article 6 Pioneer Magazine

Article 7 Councils

Article 8 Nominations and Elections

Article 9 National Convention

Article 10 Rules of Order

Article 11 Seal

Article 12 Amendment

ARTICLE 1 MEMBERSHIP

Section 1.1 Membership: Male persons of good moral character, principles and ideals, and desirous of perpetuating the goals of the National Society of the Sons of Utah Pioneers (Hereafter "Sons of Utah Pioneers", "National Society" or "SUP") and its programs, may become members of the National Society upon the payment of dues to the national office. A policy statement will set the dues rates for the various membership classes. Membership in the National Society shall be comprised of the following classifications:

1.1.1 Annual Members, Life Members, and Family and Friends Members: Annual members are those members who pay national dues annually. Life members are those members who have paid the life membership fee, and meet other requirements as determined by the National Board. Family and Friends Members are those who join at a reduced rate. Those who are younger than 56 may continue to pay the reduced rate. Those 56 or older must renew either at the Annual or Life Member rate.

1.1.2 Honorary Members: Honorary members may be granted such honor by the National Board. Honorary members will consist principally to the Presidents of The Church of Jesus Christ of Latter-day Saints. Honorary members shall not be entitled to vote in matters concerning the Sons of Utah Pioneers or hold any local or national SUP office.

1.1.3 Distinguished Life Members: Distinguished Life Members may be granted such honor by the National Executive Council. Distinguished Life Members shall not be entitled to vote in matters concerning the Sons of Utah Pioneers or hold any local or national SUP office.

1.1.4 Emeritus Members: Local chapters may nominate Emeritus Members and the National Board will approve such nominations. The chapters may select these members from among the older and/or infirm members that: cannot attend chapter meetings due to such infirmity or age. This membership status will allow members to maintain membership at a different dues rate from the other membership classes.

1.1.5 At Large Members: At large members come from the chapter unaffiliated Annual Members, Family and Friends Members, and Life Members. This classification allows different dues rates and different procedures than for fixed-location chapter affiliates. The Executive Council may nominate an Area Vice President for at large members for the approval of the National Board.

1.1.6 National SUP Heritage Sustaining Membership: Those who donate a fixed amount, regularly in addition to their National Dues, will be designated as National SUP Heritage Sustaining Members.

1.1.7 National SUP Heritage Sustaining Associates: Subject to executive council and board approval any persons or organizations not members of SUP who donate to the SUP may be designated National SUP Heritage Sustaining Associates.

Section 1.2 Membership Rights and Privileges: A member may join any chapter he chooses or as many to which he is willing to pay chapter dues, or he may be a member at- large. All members as defined in Section 1.1 shall receive a subscription to the PIONEER magazine, the official organ of the National Society.

Section 1.3 National Society Dues: The amount of the annual or life membership dues and method of payment thereof shall be approved by the National Board with at least 30 days' notice to all chapters.

ARTICLE 2 NATIONAL BOARD

Section 2.1 Membership of National Board: The National Board shall consist of two categories of members:

2.1.1 Voting members comprising the Executive Council (i.e. the National President, the National President-Elect, and the Immediate Past National President) and all Area Vice Presidents.

2.1.2 Non-voting members consisting of the National Treasurer, Corporate Secretary, Program Directors, and a member from each associated organization.

2.1.3 National Board Dues Requirement: All members of the National Board must be current dues-paying members of the National Society of the Sons of Utah Pioneers.

Section 2.2 Powers, Duties, and Authority: The affairs and business of the National Society shall be managed and conducted by the National Board. The National Board shall approve the appointment of the Treasurer, Corporate Secretary, General Counsel, National Program Directors, and members of national committees. The National Board shall approve all appointments to fill vacancies that may exist in any national office, appointed or elected. The National Board, acting with a majority of National Board members present and following a hearing, may remove from elected or appointed SUP office, anyone who, in the opinion of the National Board, has failed in his duties or is causing irreparable harm to the National Society. The National Board shall establish financial policies to give direction for the administration and investment of SUP funds.

Section 2.3 Terms of Office: The terms for elected officers shall commence on January 1 of the year following election.

2.3.1 The National President shall be elected to a three year term. During the first year he shall serve as the National President-elect, during the second as National President, and during the third as Immediate Past National President.

2.3.2 Area Vice Presidents shall be elected to two year terms.

2.3.3 All appointed officers and staff will serve at the discretion of the Executive Council and National Board.

Section 2.4 Meetings of National Board: The National Board shall meet monthly, or subject to the call of the National President at such time and place as the National President shall direct.

2.4.1 Written notice of all meetings shall be given to each National Board member

stating the day, place, time, and the purpose of said meeting at least one week prior to the meeting.

2.4.2 The board may transact meetings and business via electronic means; e.g., email, telephone, social networking, etc.

Section 2.5 Quorum, Proxies, and Action: A majority of the National Board members shall constitute a quorum for the transaction of business. All voting at National Board meetings shall be only by National Board members present, including those on a live telephone line. No voting by proxy shall be permitted. Any action by a majority of the National Board members present shall be the decision of the National Board.

ARTICLE 3 EXECUTIVE COUNCIL

Section 3.1 Membership of Executive Council: The Executive Council shall consist of the National President, the National President-elect, and the Immediate Past National President. The National President shall conduct the meetings of the Executive Council. The National Treasurer and Corporate Secretary will serve as ad hoc members.

Section 3.2 Duties of Executive Council: The Executive Council shall give direction to the daily operations of the SUP within the established guidelines and policies of the National Board. The Executive Council will advise the National President on the appointment of the Treasurer, Corporate Secretary, the General Counsel, and National Program Directors, subject to the approval of the National Board. The Executive Council shall give supervision to these officers and evaluate their performance. The Executive Council shall train Area Vice Presidents and all approved national officers on a regular basis.

ARTICLE 4 CHAPTERS AND ASSOCIATIONS

Section 4.1 Organization of Membership: The SUP shall function through chapters. A chapter shall be geographically organized, consist of SUP members and shall function as a chapter when approved as such by the National Board. Each chapter shall receive support from the National Board, National Program Directors and Area SUP organization in the form of training, visits, communication and encouragement.

Section 4.2 Chapter Qualifications: Ten or more SUP Members are required to establish a chapter. After an application has been received for a new chapter and approved by the National Board, a charter shall be issued. Where possible, each new chapter shall be sponsored by an active chapter that will give guidance and support to the new chapter. Each chapter may choose its own name. It may fix its own chapter membership dues. Chapters may adopt their own bylaws that must not conflict with the National Bylaws.

4.2.1 Student Chapters: A student Chapter may be established at any institute of higher learning. An active S.U.P. chapter should sponsor the Student Chapter. Permission must be secured from the institute and approval of a faculty advisor obtained. Chapter format would follow the same as a regular chapter, except elections would conform to the school year. Women should be invited to join.

4.2.2 Organizing an Online Chapter: With the approval of the Executive Council and the National Board, the National Society of the Sons of Utah Pioneers may organize online chapters.

Section 4.3 Chapter Officers: Chapter officers must be members of the National Society of the Sons of Utah Pioneers, and be current on their national and chapter dues. Chapter officers normally include a president, president-elect, past president, secretary-treasurer, and such committee chairmen and other chapter board members as will meet the needs of the chapter. Chapter officers shall be elected by chapter members during the month of October and will take office the following January 1.

Section 4.4 Chapter Responsibilities: Each chapter shall conduct its affairs in harmony with and shall comply with and support the SUP Bylaws, Mission Statement, and the programs and goals of the SUP. The chapter officers shall ensure that all SUP dues and fees are collected and paid to the national office within two weeks after collection.

Section 4.5 Division and Dissolution of Chapters: Chapters may be divided to form two or more chapters. Upon the division of a chapter, all funds will be divided pro rata to the number of members in each chapter. If a chapter is dissolved by action of the National Board, all assets, records, and holdings shall be turned over to the National Society. A chapter may be dissolved by the National Board upon a finding of inactivity or loss of membership sufficient to sustain the chapter.

Section 4.6 Organization of Chapters into Areas: To facilitate communications between the chapters and the National Board and to provide for local training of chapter officers, the National Board, with input from the Past National Presidents Council, will establish geographical areas consisting of several chapters. Each area will have an Area Vice President elected by the chapters within the area as described in Section 8.4.3. The area designations will be reviewed by the National Board at least every two years.

Section 4.7 Associate Organizations: The Executive Council with the approval of the National Board may establish an Association relationship with other organizations.

4.7.1 Board representation: The SUP and the Association would have a representative on each others' boards.

4.7.2 Agreements: The SUP will consider all agreements as policy statements as defined under these By-laws.

4.7.3 Relationships: These Associational relationships would allow both or all such organizations to provide a greater pioneer values synergy to the benefit of all.

4.7.4 Gender: This relationship would in no way change the status of women in the Association.

ARTICLE 5 NATIONAL OFFICERS AND DUTIES

Section 5.1 National President: The National President is the chief executive officer of the National Society of the Sons of Utah Pioneers. He shall supervise and direct all business affairs

of the National Society, including meetings of the Executive Council, the National Board, the Chapter Presidents Council, and the business meetings at the National Convention. He shall appoint, with the approval of the National Board, the Treasurer, Corporate Secretary, General Counsel, members of the Finance Committee, and National Program Directors. The National President is responsible for supervision and training of Area Vice Presidents and National Program Directors assisted by the other members of the Executive Council. With the approval of the National Board, he shall appoint persons to fill any vacancy in any SUP national office until a successor is duly elected. He is an ex-officio (non-voting) member of all national councils and committees. He shall supervise the National Convention. The National President shall sign all certificates of membership and official documents. He shall be the agent of the SUP as directed by the National Board. He shall require an annual review of the SUP's financial statement information. He shall furnish the reviewed financial statements to the National Board and to any member in good standing who may request the reviewed statements. He shall make periodic reports to the National Board and the general membership of the National Society, and generally perform all duties incidental to the office of National President.

5.1.1 National Officers: At the discretion of the National President, an appointed National officer may hold more than one office.

Section 5.2 National President-elect: The National President-elect shall perform the duties of the National President in his absence. He shall assume the office of the National President in the event of the National President's death or disability or upon resignation of the National President, or a determination by the National Board that the National President is unable to act. He will then complete the National President's term and his own term. He is a member of the Executive Council and the National Board. He shall represent on the National Board all members in remote chapters and at-large members. He shall perform other duties as may be assigned by the National President.

Section 5.3 Immediate Past National President: The Immediate Past National President of the Sons of Utah Pioneers shall be a member of the Executive Council, the National Board, and the Past National Presidents Council. He shall give such assistance and advice as are inherent in his position. He shall perform such other duties as may be assigned by the National President. He shall serve one year as Chairman of the Past National Presidents Council and as the Chairman of the National Nominating Committee.

Section 5.4 Area Vice Presidents: Area Vice Presidents are members of the National Board and serve as a communication link with the chapters they serve. They represent their designated chapters on the National Board and represent the National Board to their chapters. They are responsible to train officers and board members of their chapters soon after these local officers are elected and continuously throughout the year. Area Vice Presidents shall visit each designated chapter's board meetings at least quarterly and chapter meetings as often as practical. They plan and conduct meetings of the Area Council.

Section 5.5 Treasurer: The Treasurer is the chief financial officer of the SUP, and is the custodian of and responsible for all cash funds and securities of the SUP. He is to execute the financial policies of the National Society as adopted by the National Board. He is chairman of the Finance Committee that shall oversee accounting procedures, initiate the preparation of annual budgets for the National Society, and prudently invest idle operating funds and all endowment funds in accordance with the investment policy established by the National Board.

The Treasurer shall attend meetings of the Executive Council and National Board and make monthly reports of the SUP financial activities to these bodies. He shall prepare and submit all necessary reports to government and taxing authorities.

5.5.1 Finance Committee: The finance Committee shall consist of the Treasurer (as Chairman), Corporate Secretary, the Executive Council, the chair of the Pioneer Magazine Committee, and a member-at-large as determined by the Executive Council. Other members and advisors may be invited as non-voting members and advisors to the committee.

The committee should meet as frequently as deemed necessary by the Treasurer, but at least quarterly. They should review the monthly operating reports, the quarterly investment reports and make recommendations to the Executive Council on matters relating to the financial operation of the National Society.

The Executive Council has the responsibility of establishing the investment policy that is to be followed by the Finance Committee.

Section 5.6 SUP Employees: The National President and Executive Council shall select and hire employees as required for the efficient operation of the Sons of Utah Pioneers. Duties of these employees may include, but are not limited to, office, secretarial, managerial, library, building scheduling, custodial duties, supporting the National Program Directors in the discharge of their duties, regularly updating the SUP's website, certifying the delegates to the National Convention as directed by the National Nominating Committee, and performing such other duties as may be required.

Section 5.7 General Counsel: The General Counsel is the parliamentarian and chief legal officer of the SUP. He shall advise the National President on all legal matters, compliance with government regulatory and taxation matters, and compliance with the Bylaws of the SUP. He shall perform other duties as directed by the National President.

Section 5.8 National Program Directors: National Program Directors shall be assigned areas of responsibility as determined by the Executive Council and the National Board. They may establish committees to help fulfill their functional responsibilities, and may serve as chairmen of their respective committees. They will meet at least monthly with the Executive Council, and will be available to assist the Executive Council and Area Vice Presidents in their training responsibilities for the National Board and Area Councils respectively. They may not hold concurrently another SUP elected office nor be appointed to a SUP national office, nor serve as a chapter president, except under unusual circumstances when approved by the National Board.

Section 5.9 Corporate Secretary: As required by law, the Corporate Secretary ensures that all National SUP Officers, Councils and Boards discharge their fiduciary duties in compliance with applicable state and national laws and regulations. The Corporate Secretary is responsible for ensuring that the records and minutes of the Executive Council and National Board comply with all requirements under law and are kept and preserved for reference as required.

ARTICLE 6 PIONEER MAGAZINE

Section 6.1 The Pioneer magazine is a quarterly publication of the Sons of Utah Pioneers. Its purpose is to publicize and support the Mission Statement of the Sons of Utah Pioneers with

content that recalls the history and values of the pioneers who settled the greater Deseret or Utah Territory. The magazine may also note pioneering events of later times and other places as appropriate if the events and people so noted are consistent with the heritage and values of the founding pioneers of the Utah Territory.

Section 6.2 The Pioneer Magazine Committee oversees the publishing of the quarterly Pioneer Magazine. The Committee consists of the Publisher, the Editor, and other committee members as appointed. The current National President is a standing member of the Committee. The Publisher will be Chairman of the Committee, and in the Publisher's absence, the Editor will preside. The Committee will meet monthly unless there are special circumstances.

Section 6.3 The Publisher is appointed by the National Executive Council and approved by the National Board. The Publisher must be a member of the Sons of Utah Pioneers. The Publisher is also a Program Director as defined by the National By-laws, and is a member of the National Finance Committee. The Publisher will not have a specified term of office, but may be replaced by majority vote of both the Executive Committee and the National Board.

The Editor and other committee members are appointed by the Publisher, and approved by the National Executive Council.

Section 6.4 The Publisher will have responsibility for managing the financial and business affairs of the Pioneer magazine. He will set the dates and times for Committee meetings, and will work to assure that the Pioneer magazine is printed closely to its intended quarterly schedule.

6.4.1 The National Executive Council in conference with the Publisher will determine an annual budget for the Pioneer magazine as part of the annual S.U.P. budget process, and present the annual budget to the National Board for approval before the end of the preceding calendar year. The Publisher is responsible to work within the approved budget.

6.4.2 The Publisher will have final responsibility for matters of content and style of the Pioneer magazine. The Publisher and Editor will work together to make decisions of content and style.

6.4.3 The Editor is responsible for obtaining and organizing content, maintaining style and appearance, and producing the Pioneer magazine according to the intended quarterly schedule.

6.4.4 The Committee members will have assigned responsibilities concerning content, style, production and fund-raising for the Pioneer magazine.

ARTICLE 7 COUNCILS

Section 7.1 Past National Presidents Council: The Past National Presidents Council shall be comprised of all past Presidents of the National Society. The Immediate Past President shall be the chairman. This Council's general responsibility is to give advice to the Executive Council. The Past National Presidents Council shall consider matters brought to it by the Executive Council including the establishment of Areas. It may generate recommendations concerning the operation of the SUP through its chairman to the Executive Council. It shall assist annually in the nomination of the National President-Elect by selecting three of its members to serve for the current year on the National Nominating Committee, and by recommending persons to be

considered for this position. The Past National Presidents Council may make recommendations to the National President for persons to fill vacancies in national appointed positions. It shall meet upon the call of its chairman.

Section 7.2 Chapter Presidents Council: The Chapter Presidents Council shall be comprised of all current chapter presidents. Other chapter officers and National Board members may be invited to attend the meetings depending upon the agenda items. The National President shall establish the time of and preside at meetings of the Council, and may invite a chapter president to conduct. These meetings will be held at least once a year. In addition to receiving training from members of the National Board and National Program Directors the Chapter Presidents Council will consider concerns of local chapters or matters from the National Board and may make recommendations to the National Board.

Section 7.3 National Program Directors Council: The National Program Directors shall comprise the National Program Directors Council. The Directors Council members serve as program specialists to assist the Executive Council to fulfill the mission of the SUP and to train Area Vice Presidents in National Board meetings and counterparts on the chapter boards in Area Training meetings.

> **7.3.1** The National Program Directors Council shall meet monthly or at the call of the National President. The National President shall establish the date and time of and preside at the meetings of the Directors Council. Written notice of all meetings shall be given to each Director at least one week prior to the meeting.

Section 7.4 Area Councils: Each Area Council shall be comprised of the Area Vice President, who shall be the chairman of the Area Council, and the officers and board members of all chapters in the Area. Each Area Council shall meet one or more times per year as determined by the National Board to train chapter officers and board members, discuss local and national SUP issues, and make recommendations through their Area Vice President to the National Board. They may recommend to the National Nominating Committee candidates for National President-elect.

ARTICLE 8 NOMINATIONS AND ELECTIONS

Section 8.1 National Nominating Committee: Nominees for the position of National President-Elect shall be selected by a committee comprised of three (3) members selected from the Past National Presidents Council, three (3) members selected by the National Executive Council and the Immediate Past National President, who will serve as the chairman of this Committee, but will vote only in the case of a tie vote. The chairman shall determine the time and place for the meetings of the Committee and shall give notice of such meetings in a timely fashion. At least three months before the National Convention, the Committee shall consider all candidates proposed for National President-elect by the Past National Presidents Council, the Chapter Presidents Council, and from any other source, and shall nominate for election either one or two Members who meet the requirements for the office of National President-elect as described in Section 3, and are deemed most qualified. If a nominee shall withdraw before the National Convention, the Committee shall nominate another candidate. The Committee shall also recommend to the Executive Council procedures for conducting the national election and shall conduct the election of National President-elect at the National Convention.

8.1.1 Nominations for National President-elect from the floor by certified delegates to the National Convention during the business and election meetings will be accepted providing (1) that the nomination is seconded by a certified delegate who is not the candidate, (2) the nominated candidate meets all of the requirements specified in Section 8.3, and (3) the nominated candidate gives consent to the nomination.

Section 8.2 Selection of Delegates to the National Convention: The delegates present who are certified to represent chapters of the SUP, who are current in their dues or are life members, shall be entitled to vote for the National President-elect and any other SUP business that may be brought to their attention. The delegates present shall constitute a quorum at the National Convention.

8.2.1 Certification of Delegates: Only Delegates officially certified by the Corporate Secretary before the National Convention business meetings will be eligible to vote in the National Convention business meetings and election.

8.2.2 Automatic Delegates: The Executive Council, National Past Presidents, Area Vice Presidents, National Program Directors, Chapter Presidents, Chapter Presidents-elect, and Chapter Immediate Past Presidents shall automatically be certified as official delegates.

8.2.3 Additional Chapter Delegates: Each Chapter shall additionally qualify for one delegate for each ten Chapter members, or portion thereof: for example, a chapter of 22 members will have 3 additional delegates.

Section 8.3 Requirements of Office for National President-Elect: A candidate for the office of National President-Elect must have served for one year in at least one of these offices: Area Vice President, a National Program Director, or Chapter President. He must be an active member of a chapter, be current in the payment of his dues, and must give written consent to his nomination stating that he will be able to discharge the duties of his office.

Section 8.4 Area Vice Presidents: This section details the qualifications, term of office, nomination and election of the Area Vice President.

8.4.1 Qualifications: A candidate for Area Vice President must have served at least one year as a chapter president or in other appropriate manner have demonstrated leadership ability and support of the Mission Statement of the Sons of Utah Pioneers prior to assuming office. He must be an active member of a chapter in the Area where he will serve and be current in the payment of his dues.

8.4.2 Term of Office: An Area Vice President will serve a term of at least 2 years. An Area Vice President may be reappointed effective Jan. 1 after the completion of his term.

8.4.3 Nominating Processes: The National Executive Council shall nominate such Area Vice Presidents, after receiving recommendations for candidates from any member of the Sons of Utah Pioneers in the area to be represented; a candidate may nominate himself. The National Executive Council will present nominated candidates to the National Board for approval by majority vote.

ARTICLE 9 NATIONAL CONVENTION

Section 9.1 National Convention: The SUP shall meet annually in a National Convention at such time and place as may be determined by the National Board. The National President shall give supervision to the chapter organizing the National Convention under the guidelines and

policy approved by the National Board.

Section 9.2 National Convention Host: The National Convention shall be held at a location selected by a chapter whose proposal to host the event has been accepted and approved by the National Board. A chapter desiring to sponsor a future National Convention must submit a proposal to the Executive Council at least 90 days prior to the first day of the current year's National Convention.

Section 9.3 National Convention Expenses: The expenses of the National Convention shall be met by registration fees charged to those who attend. Any profits or losses from the National Convention shall be divided equally between the National Society and the sponsoring chapter. The National Society shall advance an operating fund, the amount to be determined by the National Board, which shall be repaid after the National Convention.

Section 9.4 National Convention Chapter Leadership Meeting: The National Officers and Program Directors will conduct a Chapter Leadership Meeting in association with the National Convention. Those to attend include: All chapter officers including the president, president, elect, secretaries, treasurers, board members, program chairmen, and any committee members.

ARTICLE 10 RULES OF ORDER

Section 10.1 Robert's Rules of Order Revised shall guide the proceedings of the business meetings of the SUP except when the board or committee votes to "suspend the rules."

Section 10.2 Under the auspices of the Executive Council the Headquarters Office will send out business proposals. Discussion may then ensue via email.

Section 10.3 When official action must be taken all votes will occur during a teleconference arrangement, a physical meeting of the board, or a combination of teleconference participants and members in physical attendance in which a quorum is present and all parties can hear the proceedings. [RONR (10th ed.) p. 469, 1.24-24]

ARTICLE 11 SEAL

The seal of the National Society of the Sons of Utah Pioneers shall be affixed to all membership certificates and other documents as prescribed by the Executive Council or as required by these Bylaws. The seal shall bear the inscription "Corporate Seal, National Society, Sons of Utah Pioneers, 1933."

ARTICLE 12 AMENDMENT

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds vote of the National Board members present at any regular or special meeting of the National Board. Notice of intent to amend must be given National Board members two weeks prior to the meeting.

Certified by Corporate Secretary John W Smith

Date June 16 2016

James C. Hurst, National President James C Hurst

John E. Elggren, National President-elect John E Elggren

Thomas G. Alexander, Past National President Thomas G Alexander

2016