

BYLAWS of FAMILYHART, INC.

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ARTICLE I OFFICES

Section 1.1 Business Offices. The principal office of FamilyHart, Inc. (“The Corporation”) shall be located in the city of Bountiful and the county of Davis in the State of Utah. The Corporation may have other offices either within or outside of Utah, as designated by the Board of Directors or as the affairs of The Corporation may require from time to time.

Section 1.2 Registered Office. If a registered office of The Corporation is required to be maintained in Utah, it may be, but need not be, the same as the principal office, if in Utah, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II PURPOSES

Section 2.1 Purposes. This 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.

Section 2.2 Specific Objectives and Purposes. The specific objectives and purposes of this corporation shall be:

- (a) To collect, preserve, and disseminate knowledge and information with reference to genealogy.
- (b) To educate regarding people and culture.
- (c) To encourage interested persons to pursue and preserve genealogical data.
- (d) To provide opportunities for the sharing of genealogical information.
- (e) To prepare and provide information necessary to submit names for LDS Church religious ordinances.

ARTICLE III BOARD OF DIRECTORS

Section 3.1 General Powers. The Board of Directors (aka “Directors”, aka “Trustees”, aka “The Board”) is responsible for overall policy and direction of the day-to-day operations of this corporation and those volunteers associated with it. All corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 3.2 Number, Election, and Qualifications. The number of Directors of The Corporation shall be fixed by the Board of Directors, but in no event shall be less than three and no more than nine. Any action of the Board of Directors to increase or decrease the number of Directors, whether expressly by resolution or by implication through the election of additional Directors, shall constitute an amendment of these bylaws effecting such increase or decrease. Directors shall be elected or re-elected by the

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existing Board of Directors at each annual meeting of the board, and each trustee shall hold office until the next annual meeting.

Section 3.3 Tenure. Trustees are elected for a period of one year. A Trustee may be elected to an unlimited number of consecutive terms as determined by the board.

Section 3.4 Duties. Directors must be participating members. Board Members are expected to attend the annual meeting and at least two board meetings per year. After two consecutive absences, the Board Chair will contact the board member in question to confirm his or her interest in remaining on the board. After three consecutive absences, unless proven otherwise, it will be assumed that said board member desires to resign and has affected his/her resignation.

Section 3.5 Vacancies. Any trustee may resign at any time by giving written notice to the chair of FamilyHart, Inc. Such resignation shall take effect at the time specified therein, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum. A trustee elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 3.6 Annual and Regular Meetings. *Annual Meeting.* The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place. *Regular Meetings.* Regular meetings of the Board shall be held at places and times determined by resolution of the Board and noted in the minutes.

Section 3.7 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or any two Directors. The person or persons authorized to call special meetings of the Board of Directors will provide proper notice and may fix any place, date and time for holding any special meeting of the Board called by them.

Section 3.8 Notice. Notice of each meeting of the Board of Directors stating the place, day and hour of the meeting shall be given to each trustee at his business or home address at least five days prior thereto by mailing a written notice by first class, certified or registered mail, or at least two days prior thereto by personal delivery of written notice or by telephone notice or by email (and the method of notice need not be the same to each trustee). If mailed, such notice shall be deemed to be given when deposited in the United States mail, with prepaid postage. If emailed, such notice shall be deemed to be given when the email is sent. Any trustee may waive notice of any meeting before, at or after such meeting. The attendance of a trustee at a meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute.

Section 3.9 Quorum and Voting. A majority of the number of Directors fixed by section 2 of this Article III shall constitute a quorum, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice than an announcement at the meeting, until a quorum shall be present. No trustee may vote or act by proxy at any meeting of Directors.

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Section 3.10 Meetings by Telephone. Members of the Board of Directors or any other committee thereof may participate in a meeting of the board or committee by means of conference telephone or similar communications equipment. Such participation shall constitute presence in person at the meeting.

Section 3.11 Action Without a Meeting. Any action that may be taken by the Board of Directors at a meeting may take place 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 or committee members.

Section 3.12 Presumption of Assent. A trustee of the FamilyHart, Inc. who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent is entered in the minutes of the meeting, or unless he files his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of The Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a trustee who voted in favor of such action.

Section 3.13 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. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the FamilyHart, Inc. in any other capacity, provided that other members of the board are aware of the agreement between the board member or company of the board member and FamilyHart, Inc.

Section 3.14 Executive and Other Committees. By one or more resolutions, the Board of Directors may designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise all of the authority of the Board of Directors, except as prohibited by statute. The delegation of authority to any committee shall not operate to relieve the Board of Directors or any member of the board from any responsibility imposed by law. Rules governing procedures for meetings of any committee of the board shall be as established by the Board of Directors, or in the absence thereof, by the committee itself.

ARTICLE IV OFFICERS AND AGENTS

Section 4.1 Executive Committee Defined. The officers of the FamilyHart, Inc. shall include Chair, Vice-Chair, and Secretary-Treasurer. The Board of Directors may also elect or appoint such other officers, assistant officers and agents, including an Executive Director, 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-Treasurer. Officers need not be Directors of The Corporation. All officers must be at least eighteen years old, except when acting as a Youth Representative as stipulated by The Board.

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Section 4.2 Election and Term of Office. The Executive Committee or officers of FamilyHart, Inc. shall be elected by the Board of Directors at each regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Officers shall hold office for one year terms, as specified.

Section 4.3 Removal. Any officer or agent may be removed by a majority vote of the Board of Directors whenever in its judgment the best interests of The Corporation will be served thereby.

Section 4.4 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 Board of Directors. 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 shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the chair, the Board of Directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

- (a) **Chair.** The chair shall, subject to the direction and supervision of the Board of Directors: (i) be the chief executive officer of FamilyHart, Inc. and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (ii) preside at all meetings of the Board of Directors; (iii) see that all orders and resolutions of the Board of Directors are carried into effect; and (iv) perform all other duties incident to the office of chair and as from time to time may be assigned to her/him by the Board of Directors. Term is one year but is not limited to the number of consecutive terms served. The chair serves at the discretion of The Board, and is elected at the regular annual meeting of The Board.
- (b) **Vice-Chairs** The vice-chair shall assist the chair and shall perform such duties as may be assigned to him/her by the chair or by the Board of Directors. The vice-chair shall, 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 shall have all the powers of and be subject to all the restrictions upon the chair. Term is one year but is not limited to the number of consecutive terms served. The vice-chair serves at the discretion of The Board, and is elected at the regular annual meeting of The Board.
- (c) **Secretary-Tressurer.** The Secretary-Treasurer acting as secretary shall: (i) keep the minutes of the proceedings of the Board of Directors 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 of Directors. The Secretary-Treasurer acting as treasurer shall: (i) be the principal 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 of Directors; (ii) receive and give receipts and a quittance for moneys paid on account of The Corporation, and pay out of the funds on hand all bills, payrolls and other just debts of FamilyHart, Inc. of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting

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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 account, 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 of Directors statements of account showing the financial position of FamilyHart, Inc. 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) 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 of Directors. Assistants, if any, shall have the same powers and duties, subject to supervision by the Secretary-Treasurer. Term is one year but is not limited to the number of consecutive terms served. The Secretary-Treasurer serves at the discretion of The Board, and is elected at the regular annual meeting of The Board.

ARTICLE V MEMBERSHIP

Section 5.1 Members. The Corporation shall have no members.

ARTICLE VI INDEMNIFICATION

Section 6.1 Indemnification of Directors, Officers, etc. To the full extent permitted by law, The Corporation shall indemnify any trustee or officer, including the executive director (*if applicable*) for purposes of this Section 6.1, or former trustee or officer of the Association, or any person who may have served at its request as a 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 such trustee or officer, except in relation to matters as to which they shall be 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. By action of the Board of Directors, notwithstanding any interest of the Directors in such action, FamilyHart, Inc. may, subject to Section 5.8, 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/her and incurred by him/her in the capacity of or arising out of his/her status as an agent of The Corporation, whether or not The Corporation would have the power to indemnify him/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 FamilyHart, Inc. 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, FamilyHart, Inc. 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. **39**

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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 and business meetings of officers. Any trustee or his accredited agent or attorney may inspect all books and records of The Corporation, for any proper purpose at any reasonable time.

Section 7.2 Fiscal Year. The fiscal year of The Corporation shall operate on the calendar year: January 1 to December 31.

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 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 assure that such funds will be used to carry out The Corporation's tax-exempt purposes.

Section 7.5 Conflicts of Interest. If any person who is a trustee or officer of The Corporation is aware that The Corporation is about to enter into any business transaction directly or indirectly with himself, any member of his family, or any entity in which he has any legal, equitable or fiduciary interest or position, including without limitation as a trustee, officer, shareholder, partner, beneficiary or trustee, such person shall (a) immediately inform those charged with approving the transaction on behalf of The Corporation of his interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within his 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 trustee or officer who assents to or participates in the making of such loan shall be liable to The Corporation for the amount of such loan until it is repaid.

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Section 7.7 Amendments. The power to alter, amend or repeal these bylaws and adopt new bylaws shall be vested in the Board of Directors.

Section 7.8 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 provision were omitted.