



BYLAWS OF THE UTAH CYBERSECURITY SOCIETY, A UTAH NON-PROFIT CORPORATION

ARTICLE I. NAME OF ORGANIZATION

The name of the corporation is Utah Cybersecurity Society, hereinafter referred to as the Society, Corporation, Organization, or UCS. Incorporated in the State of Utah on September 23rd, 2018.

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

The Utah Cybersecurity Society is dedicated to public & professional cyber-security education & training throughout the Intermountain West.

To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers described in the Utah Nonprofit Corporation and Cooperation Association Act, as amended and supplemented.

Section 2. Specific Purpose

The Society may provide for the general promotion, pursuit of excellence, education, professional development, research, and public outreach of any and all interests associated with cybersecurity, computer security, information security and its related

fields and associated members, students, and professionals throughout Utah and the Intermountain West.

The Society does this by means that may include:

- A. Hold regular conferences under the title “BSides SLC,” “BSides Utah,” “BSides Southern Utah,” or other names or marks as established by the Society or licensed to it in pursuit of the Society's purpose and mission.
 - a. This conference may also serve as the annual members meeting.
- B. Support educators, educational programs, educational organizations, and other related pursuits with a peculiar interest in cybersecurity education by means of consultation, event support, volunteerism, or other means as established by the Society.
- C. Provide for the education of the general public on all topics associated with cybersecurity and computer security, or its related fields, by all reasonable means established by the Society.
- D. Provide for the continuous education and professional development of its members, in alignment with its mission and purpose, by all reasonable means established by the Society.
- E. Provide for the pecuniary or general support of any organization the Society determines supports, enables, or extends this purpose or its general mission as established by the Society, pursuant to all applicable laws and regulations defined in Section 1.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Voting membership shall be open to any person that supports the purpose statement in Article II, Section 2. Membership is granted after completion and receipt of a membership application and payment of annual dues as specified in Section 2 of this article. All memberships shall be granted upon a majority vote of the board. Members who have had their membership terminated under Section 4 of this Article shall not be eligible for membership for a period of twelve (12) months from the date of termination.

Section 2. Annual Dues, Term, Proof of Membership

Membership dues for all classes shall be set at one-dollar (\$1.00). The membership period shall begin on the date shown on the membership dues receipt, and shall extend for a minimum of twelve (12) months, or until the next scheduled annual members meeting is adjourned, whichever is longest. All members who paid dues between

September 1st, 2022 and December 17th, 2022 shall have their membership extended retroactively by six (6) months, or until the 2024 annual membership meeting is adjourned, whichever is shortest. Members must provide a copy of dues receipt as proof of membership.

Duly elected board members, and designated volunteers selected by the Chair, may be excluded from paying dues and shall be considered voting members in good standing for the length of the membership terms defined in this section. Such membership shall begin on the date shown on the registration receipt via means established by the Chair and must meet the eligibility requirements in Section 1.

Section 3. Rights of Members

Each member shall be eligible to appoint one voting representative to cast the member's vote in association elections.

Section 4. Resignation and Termination

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member may have their membership terminated by majority vote of either the membership or Board of Directors.

Section 5. Non-voting Membership

The board shall have the authority to establish and define non-voting categories of membership.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Regular Meetings

The Society may hold regular member meetings, subject to change by the Society, via majority vote by the board of directors.

Section 2. Annual Meetings

An annual meeting of the members shall take place at a specific date, time and location designated by the Chair. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

Section 3. Special Sessions

A special session for the purpose of electing a new board or amending these bylaws may be called by the Chair, the Executive Committee, or a simple majority of the board of directors. A petition signed by five percent (5%) of members in good standing may also call a special session. Any such session shall be announced 30 days prior to the proposed session by means of an e-mail sent to members or by prominent display on the Utah Cybersecurity Society or BSides SLC website. The special session may be convened virtually or physically and shall be open to the public.

The special session shall be conducted using Robert's Rules of Order, and shall adopt no action or amendment contrary to these bylaws and the Utah Revised Nonprofit Corporation Act.

Section 4. Notice of Meetings

Notice of each member's meeting shall be stated on the UCS or BSides SLC websites, or associated official meeting schedule linked from these sites, not less than two (2) weeks prior to the meeting.

Section 5. Quorum

A quorum for a meeting of the members shall consist of at least twenty percent (20)% of members in good standing. These quorum requirements are not applicable to the scheduled annual members meeting defined in Section 2, which shall be held in quorum with at least five (5) members present, which may include Board of Directors.

Section 6. Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than fifteen (15) including the following officers: the President and Chair, the Vice-President, the Secretary and Treasurer. The offices of Secretary and Treasurer shall be combined into one office under the terms of ARTICLE VI (6).

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified at the next annual member meeting or special session specified in ARTICLE IV (4). All members of the Board of Directors must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

Each member of the Board of Directors shall be a member of the Corporation whose membership is in good standing as specified in ARTICLE III (3).

The board, as duly elected on the 16th of December, 2022, shall have its term extended until the next annual membership meeting and election in 2024 as scheduled under the terms of ARTICLE V (5) Section 2, or until terminated by members held in special session.

No board term may be extended unilaterally (without election) by the board or officers by means of vote or amendment to these bylaws beyond twenty-four (24) months from the date of the previous election unless approved by twenty-percent (20%) of members held in good standing at the annual membership meeting, or in special-session, as specified by these bylaws and the Utah Revised Nonprofit Corporation Act.

Section 3. Regular and Annual Meetings

An annual meeting of the Board of Directors shall be held at a time, date, and location as designated by the Executive Committee. The Board of Directors may provide by resolution the time and place for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than fourteen (14) days prior to the meeting date.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute 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 is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6. Quorum

The presence, in person or virtually via teleconference, of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 7. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these by-laws.

Section 8. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting, with the Chair receiving one additional vote to break any tie should one so occur. Vacancies may be created and filled according to specific methods approved by the Board of Directors, and as defined in Section 2. The term of any Director that fills such a vacancy shall follow the term limit of the existing board as specified in Section 2.

Section 9. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

Section 11. Confidentiality

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Section 12. Advisory Council

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors.

Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge.

Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council. Members of the Advisory Council may or may not be current or former members of the Society. No person shall be admitted to the Advisory Council if they have been removed by the Board of Directors or general membership as defined in these bylaws in ARTICLE III (3) Section 4, or Sections 7 or 14 in this Article, in the previous twelve (12) months prior to their appointment to the Council.

Section 13. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Section 14. Removal

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 14 of this Article.

ARTICLE VI. OFFICERS

The officers of this Board shall be the President, Vice-President, Secretary and Treasurer. The offices of Secretary and Treasurer shall be combined into one office, and may be separated by the Board of Directors through resolution.

Section 1. President

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. He/She shall preside at all meetings of the Executive Committee.

- b. He/She shall have general and active management of the business of the Advisory Board.
- c. He/She shall see that all orders and resolutions of the Advisory Board are brought to the Advisory Board.
- d. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- e. He/She shall submit a report of the operations of the program for the fiscal year to the Advisory Board and members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program.
- f. He/She shall be an ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

Section 2. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President's duties are:

- a. He/She shall have the duty of chairing their prospective committees and such other duties as may, from time to time, be determined by the Advisory Board or Directors.

Section 3. Secretary

The Secretary shall attend all meetings of the Advisory Board and of the Executive Committee, and all meetings of members, and assisted by a staff member, will act as a clerk thereof. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the President shall make the arrangements for all meetings of the Advisory Board, including the annual meeting of the organization.
- b. Assisted by a staff member, he/she shall send notices of all meetings to the members of the Advisory Board and shall take reservations for the meetings.
- c. He/She shall perform all official correspondence from the Advisory Board as may be prescribed by the Advisory Board or the President.

Section 4. Treasurer

The Treasures duties shall be:

- a. He/She shall submit for the Executive Committee approval of all expenditures of funds raised by the Advisory Board, proposed capital expenditures (equipment and furniture), by the staff of the agency as established by resolution of the Directors.
- b. He/She shall present a complete and accurate report of the finances raised at the annual Directors meeting, or upon request by any Director or Officer.
- c. He/She shall have the right of inspection of the funds resting with the Society's programs including budgets and subsequent audit reports.
- d. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- e. He/She shall perform such other duties as may be prescribed by the Advisory Board or the President under whose supervision he/she shall be.

Section 5. Election of Officers

All non-elected Officers shall be appointed by the duly elected President unless objected to by any Director, which shall then be resolved by majority vote of Directors.

Section 6. Removal of Officer

The Advisory Board with the concurrence of 3/4 of the members voting at the annual members meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 7. Vacancies

The Board of Directors shall be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of the President, and chosen by majority vote. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VII. COMMITTEES

Section 1. Committee Formation

The board may create committees as needed. The board chair appoints all committee chairs unless objected to by any Director, which shall then be resolved by a majority vote.

Section 2. Executive Committee

The Officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3. Finance Committee

The Treasurer is the chair of the Finance Committee. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public upon written request to the Society.

ARTICLE VIII. CORPORATE STAFF

Section 1: Executive Director

The Executive Chair may appoint Corporate Staff as specified in an approved budget by the Board and in accordance with all applicable laws and regulations of the State of Utah.

ARTICLE IX. – CONFLICT OF INTEREST AND COMPENSATION

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

a. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest**
 1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- d. **Violations of the Conflicts of Interest Policy**
 1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually affirm, by verbal statement before the Board of Directors, such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews may be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE X. INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the State of Utah, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in

this Article individually as an “indemnitee”), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys’ fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person’s status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XI. BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE XII. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors or members, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director and member at least

three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors

ARTICLE XIII. ASSETS AND SPENDING LIMITS

Section 1. Assets

Any individual, distinct, physical asset with an estimated monetary value of five-hundred dollars (\$500) or more acquired, purchased, donated, obtained, sold, or dissolved by the Society shall be reported to the Treasurer within thirty (30) days of acquisition, sale, or dissolution.

Section 2. Spending Limits

The Society uses zero-based budgeting. Any and all spending must be approved by the Executive President prior to any purchase or acquisition. The Executive President shall not exceed budgetary spending beyond the annual approved budget by a limit that may be set by the Board of Directors through resolution, or by one-thousand dollars (\$1000) if no such limit is set.

The Board of Directors shall approve any spending beyond this limit by majority vote.

ARTICLE XIV. DIVERSITY, EQUITY AND INCLUSION

The Society is fully committed to supporting equitable and diverse participation at every level of its organization. As such, it shall define and maintain a policy of diversity, equity, and inclusion (DEI) set forth herewith.

Section 1. Discriminatory or Prohibited Practices

The Society may not refuse to hire, promote, discharge, demote, or terminate a person, or to retaliate against, harass, or discriminate in matters of compensation or in terms, privileges, and conditions of employment against a person, officer, director, staff, volunteer, member, or participant otherwise qualified, because of:

- A. Race, Color, and Ethnicity
- B. Sex
- C. Gender Identity
- D. Sexual Orientation
- E. Disability
- F. Age, if older than 40 years old
- G. Religion or Religious Beliefs
- H. National Origin or Heritage
- I. Language or Culture
- J. Political Ideology or Beliefs
- K. Marital Status
- L. Parental Status
- M. Veteran Status
- N. Socioeconomic, Financial, or Income Status
- O. Pregnancy, Childbirth, or Pregnancy-related Conditions or Status

A person may not be considered "otherwise qualified," unless that person possesses the following required by the Society to fulfill a particular job, job classification, or position:

- A. Education
- B. Training
- C. Ability, with or without reasonable accommodation
- D. Moral Character
- E. Integrity
- F. Disposition to Work
- G. Adherence to Reasonable Rules and Regulations
- H. Other job related qualifications required by the Executive, Board, or Society

Section 2. Compliance With Law

The Society shall not adopt, make, or enact any policy that does not comply with the Utah Antidiscrimination Act, Utah Code Ann. §34A-5-101 et seq.

Section 3. Fair Compensation

The Corporation may provide for equitable compensation, and may take measures to ensure any compensated staff are paid a fair and reasonable wage. The Corporation may make no determination of compensation or wage in violation of Section 1 of this Article.

Section 4. Meetings

The Society may make reasonable efforts to provide for the equitable participation of all officers, directors, staff, volunteers, members, or participants in any meeting, event, or activity officially sanctioned by the Society in accordance with this Article.

Section 5. Conduct of Meetings

The Chair may permit any Director or Officer to chair, lead, conduct, or direct any meeting of the Society, for the purposes of promoting equitable participation and inclusion in accordance with this Article.

Section 6. Violations

Any Director, Officer, Member, or Advisory Council Member found in violation of the provisions set forth in this Article may be removed from the Society under ARTICLE III (3) Section 4 or ARTICLE V (5) Sections 7 or 14.

ADOPTION OF BYLAWS

To these ends these bylaws are so adopted on this day 23rd March, 2023 by the duly elected Board of Directors of the Utah Cybersecurity Society, and recorded by the Secretary/Treasurer in the books and records of this corporation.