

BYLAWS
OF
ALLIANCE OF COVENANT ARTISTS, INC.

Adopted and signed by the founding directors on December 29, 2017
(with the original name Alliance of Mormon Artists, Inc.)

Revised with the new name of the organization on August 22, 2018
(with the revised name Alliance of Covenant Artists, Inc.)

Section 6:4 revision approved on January 22, 2020

Changes require prior notice and approval of a majority vote of the Board of Directors

TABLE OF CONTENTS

Article 1: Name	2
Article 2: Location and Offices	2
Article 3: Purposes and Mission	2
Article 4: Members	3
Article 5: Board of Directors	6
Article 6: Officers and Agents	10
Article 7: Limitations of Liability of Directors	15
Article 8: Indemnification	15
Article 9: Dissolution	17
Article 10: Miscellaneous	17

BYLAWS
OF
ALLIANCE OF COVENANT ARTISTS, INC.

ARTICLE I: NAME

The name of the corporation is the “ALLIANCE OF COVENANT ARTISTS,” a 501(c)(3) nonprofit art, cultural, and educational organization, also referred to as “ACA” or “the corporation” in these bylaws.

ARTICLE II: LOCATION AND OFFICES

The principle office of the corporation shall be located in the State of Utah as designated by the Board of Directors. The corporation may have other offices either within or outside the State of Utah as the Board of Directors or the business of the corporation may require from time to time.

ARTICLE III: PURPOSES AND MISSION

Section 3.1 – Purposes and Objectives

The corporation is organized to serve charitable and educational purposes, as set forth under Internal Revenue Code Section 501(c)(3) or corresponding section of any future federal tax code, and in accordance with the laws of the State of Utah, including but not limited to the following:

- to draw all people closer unto Christ through inspired and refined works of art;
- to encourage visual artists who are members of The Church of Jesus Christ of Latter-day Saints to use their artistic skills and talents to create reverential and devotional artworks of significant beauty and superlative quality for the building up of the kingdom of God on the earth today;
- to offer a supportive environment for Latter-day Saint artists furthering their talents and careers;
- to advocate and advance traditional and modern approaches to art (e.g., academicism, idealism, classicism, romanticism, realism, naturalism, impressionism, expressionism, abstraction, and conceptualism) that elevate and edify viewers, and extol the restored gospel of Jesus Christ;
- to inform and enlighten collectors and the public about the value and importance of reverential and devotional fine art, to bolster an appreciation of such works of art, and to promote and publicize these artworks and their ideas through an extensive website, digital media, traditional marketing, exhibitions, books, catalogs, and/or other methods and means;
- to sponsor exhibitions, competitions, conferences, symposia, workshops, educational forums, scholarships and awards, art programs, social activities, and/or other events.

Other objectives are to engage in community activities and fund-raising events; to solicit and receive contributions; lease, purchase, own and sell real and personal property; to support or assist other organizations as may be reasonably related to the stated purposes above; and 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 the Utah Revised Nonprofit Corporation Act.

Section 3.2 – Mission

The Alliance of Covenant Artists is dedicated to encouraging Latter-day Saint visual artists to use their artistic skills and talents to create reverential and devotional artworks of significant quality and superlative beauty for the building up of the kingdom of God on the earth today.

Section 3.3 – Vision

The Alliance of Covenant Artists seeks to share beauty, truth, and light with the world through inspired and refined artworks, that all who look upon them may be uplifted and edified – and come unto Christ.

Section 3.4 – Motto

The motto of ACA is “Worship the Lord in the Beauty of Holiness” (1 Chronicles 16:29).

ARTICLE IV: MEMBERSHIP

Section 4.1 – About ACA Artist Membership

ACA is an organization for the enlightenment and promotion of Latter-day Saint visual artists and art students 18 years of age or older of any medium, style, or subject – of all attainment levels – who support the purposes and objectives of ACA and who seek to develop their artistic abilities to their highest potential through diligent study and application, through the inspiration of the Holy Ghost, and through their testimony and commitment to the restored gospel of Jesus Christ (as expressed in the tenets and covenants of The Church of Jesus Christ of Latter-day Saints and under the guidance of prophets, seers, and revelators of the Church).

Section 4.2 – Member Classification and Rights

The Board of Directors shall establish such general membership categories and/or special designations as the Board shall deem necessary and appropriate. General members may serve on committees or in other capacities but may not vote in the official business of the corporation. Members shall have no ownership rights or beneficial interests of any kind in the assets of the corporation. Membership is not restricted to individuals who reside in the State of Utah or the United States of America.

Section 4.3 – Member Benefits

- Social and professional networking opportunities
- Listing in the online general directory with social media outreach and international exposure
- Artworks of merit showcased on the website with link to artist’s individual website
- Educational opportunities through symposia, workshops, and other ACA activities
- Eligible to submit entries for participation in ACA exhibitions
- Merit program to recognize and reward artistic achievements
- Select artworks referred for reproduction, publication, and/or gallery representation
- Historically significant archive of ACA news, events, and encyclopedia of members

Section 4.4 – Code of Ethics

Members of the Alliance of Covenant Artists agree to the following code of ethics:

- Maintain honesty and respect in all interactions and transactions.
- Strive to achieve the highest standards of artistic excellence.
- Display a cooperative, friendly, and helpful spirit to fellow artists at all times.
- Avoid the use of unfair competitive practices and dealings in all circumstances.

Section 4.5 – How to Join

Membership is requested by application or selected in such other manner as determined by the Board of Directors. A notice of acceptance shall be sent upon approval.

Section 4.6 – Fees and Dues

The Board of Directors shall establish such membership registration fees, periodic dues, and/or other assessments and such rules and procedures for the manner and method of payment as the Board shall deem necessary and appropriate.

Section 4.7 – Transfer and Termination of Membership

Membership in the corporation is not transferable. Membership, including special designations or titles, may be terminated for cause, including for conduct or art deemed contrary to the stated objectives and purposes of the corporation. Any member who is expelled by a vote of the Board of Directors shall remain so until reinstated by the vote of a majority of the Board of Directors.

Section 4.8 – Seal and Logo

The right to use the official seal, logo, emblem, and other types of insignias and membership identification owned by this corporation shall be governed by the Board of Directors.

Section 4.9 – ACA Definitions of Art

- *Fine Art* is a creative endeavor that produces meaningful, beautiful, and excellent visual artworks to be judged and appreciated primarily for their imaginative, aesthetic, and narrative qualities, intellectual content, and technical virtuosity.
- *Reverential Art* portrays an attitude of deep respect and awe of one’s subject matter – be it people, places, or inanimate objects – revealing the essential God-created nature of things; it involves a humbling of the self in acknowledgment of God’s hand.
- *Devotional Art* is made in sincere adoration of the Divine through the inspiration of the Holy Ghost; it is intended to draw the artist and viewer closer to God in an attitude of prayerful contemplation and devoted veneration of Heavenly Father and His Son Jesus Christ.

Section 4.10 – Art Mediums Accepted by ACA

Although a wide range of styles, techniques, and mediums may be employed ACA advocates and advances traditional and modern approaches to art (e.g., academicism, idealism, classicism, romanticism, realism, naturalism, impressionism, expressionism, abstraction, and conceptualism) that elevate and edify viewers, and extol the restored gospel of Jesus Christ in the art it exhibits, acquires for its collection, and promotes through its marketing and publications. Art mediums may include the following and/or others as determined by the Board of Directors:

- painting
- drawing
- sculpture
- printmaking
- photography
- ceramics
- varied arts (computer art, mixed media, glass, metal, fiber, calligraphy, etc.)

Section 4.11 – Conferences and Other Meetings

Conferences and symposia may be held, as determined by the Board of Directors to be practical giving consideration to time constraints and factors such as availability and cost of host venue, to provide an opportunity for fellow artists to come together for education and sociality. Other meetings of the members may be called for any purpose by the Board unless otherwise prescribed by statute. Notice of the meeting’s date, time, and place may be delivered by mail, telephone, email, social media, newsletter, or other method as determined by the Board of Directors.

Section 4.12 – Committees

The Board of Directors may establish from time to time one or more committees of members for any appropriate purposes and may dissolve any such committee. Rules governing procedures for meetings of any such committee and for the conduct of such committee's affairs shall be as established by and under the supervision of the Board of Directors.

Section 4.13 – Affiliated Associations

When approved by the Board of Directors, affiliation status may be extended to local, state, regional, national, or international groups of Latter-day Saints fine artists. Any fine art association for Latter-day Saints may be eligible to become an affiliate without loss of autonomy by approval of the Board of Directors and under such provisions as determined by the Board.

Section 4.14 – Sponsors

ACA greatly appreciates and acknowledges its private and corporate sponsors – the benevolent individuals, businesses, and organizations – who contribute to make ACA programs and events possible. Sponsors shall be included in the guest registry, and if requested, their names and donations shall be recognized on the ACA website and/or in other literature of the corporation.

- Principal Donation of \$10,000 and over
- Platinum Donation of \$5,000 – \$9,999
- Gold Donation of \$2,500 – \$4,999
- Silver Donation of \$1,000 – \$2,499
- Bronze Donation of \$300 – \$999
- Friend Donation of \$100 – \$299

Section 4.15 – Guest Registry

Individuals (Latter-day Saints or otherwise) who sign the email list or who donate any amount to the organization shall be added to the ACA guest registry and receive email notices, news, and special invitations to specified ACA events. (Additional registration fees may apply).

ARTICLE V: BOARD OF DIRECTORS

Section 5.1 – General Powers

The business and affairs of the corporation shall be managed by its Board of Directors, except as otherwise provided in the Utah Revised Nonprofit Corporation Act, the articles of incorporation, or these bylaws.

Section 5.2 – Founding Board of Directors

The founding Board of Directors shall consist of the following persons at the following addresses:

Herman du Toit	55 S. 400 East, Provo, UT 84606
Cynthia Dye	9868 S. Presidential Drive, South Jordan, UT 84095
Guy Trawick	550 S. 400 East, Apt 3408, Salt Lake City, UT 84111

Section 5.3 – Number 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 eleven persons. Any action of the Board 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. The qualifications, duties, terms, authority, and other matters shall be fixed by the Board or these bylaws.

Section 5.4 – Nomination and Election

Any director of the corporation may nominate an individual to be a candidate for the Board of Directors by submitting his/her name (a) at least 30 days prior to the annual or special meeting called for the purpose of electing such directors, or (b) during such other time period as shall be specified by a majority vote of the Board of Directors. It shall then be the responsibility of the Board to orient the potential candidate concerning the duties, terms, and other matters pertaining to directorship of the corporation and to interview the potential candidate to ascertain (1) their commitment to the aims of ACA, (2) their willingness to serve on the Board, and (3) the level of their time commitment. Current Board members not seeking reelection should submit notice of their resignation before this period of selecting potential candidates. The Chair of the Board of Directors shall, at the meeting held for such purpose, present the names of candidates to the Board for voting. Directors shall be elected or reelected by a majority vote of the Board of Directors, which shall be by secret ballot by those present and any written proxies submitted by directors not in attendance.

Section 5.5 – Tenure

Each director shall serve for a one-year term beginning January and ending December of the same year, but may reapply as a candidate to serve for an additional term. No term limits shall be imposed. Care shall be given to provide for staggered terms among Board members. In the absence of the timely election of a successor, a Board member shall continue to hold office until his/her successor shall have been duly elected and qualified, or until his/her earlier death, resignation, or removal.

Section 5.6 – Compensation

Members of the Board of Directors shall not receive compensation for their services as such, although the reasonable expenses of directors in 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 corporation 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 the corporation.

Section 5.7 – Resignation and Removal

Any director may resign at any time, subject to any rights or obligations under existing contracts, by giving written notice to the Board of Directors or Chair of the corporation. Such resignation shall take effect at the time specified therein and the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed with or without cause by a majority vote of the Board, whenever, in its judgment, the best interests of the corporation shall be served thereby, but such removal shall be according to the manner provided by the statutes of the State of Utah.

Section 5.8 – Vacancies

Any vacancy in the Board of Directors, however occurring, shall be filled by the affirmative vote of a majority of the directors then in office. A director so chosen shall hold office until the next election of directors and thereafter until his/her successor shall have been duly elected and qualified, or until his/her earlier death, resignation, or removal.

Section 5.9 – Meeting Attendance

Board members shall be expected to attend the annual meeting, at least three-fourths of the Board meetings per year, and to attend their respective committee meetings. After two consecutive absences, a member of the Executive Committee shall contact the Board member in question to confirm his/her interest in remaining on the Board. After three consecutive absences, unless proven otherwise, it shall be assumed that said Board member desires to resign.

Section 5.10 – Purpose of Annual, Regular, and Special Meetings

The purpose of the annual meeting shall be set by the Board of Directors who shall also set the date, time, and place. Regular meetings of the Board shall be held at dates, times, and places as determined by resolution of the Board and noted in the minutes. Special meetings of the Board of Directors may be called by or at the request of the Chair of the corporation or any two directors. The person or persons authorized to call special meetings of the Board of Directors shall set the purpose, date, time, and place for holding any special meeting of the Board called by them.

Section 5.11 – Notice of Meetings

Notice of each meeting of the Board of Directors, stating the date, time, and place of the meeting, shall be given to each director at his/her address at least five days prior thereto by mailing a written notice, or at least two days prior thereto by personal delivery of written notice, telephone, email, or other electronic means (and the method of notice need not be the same for each director). Any member of the Board of Directors may waive notice of any meeting and no notice of any meeting need to be given to any member thereof who attends such meeting without formal protest as to the impropriety of such meeting or of the notice thereof.

Section 5.12 – 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 by which all persons participating in the meeting can communicate with each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 5.13 – Action without a Meeting

Any action required or permitted to be taken at a meeting of the directors or any committee thereof, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by a majority of the directors or committee members entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts) shall have the same force and effect as the unanimous vote of the directors or committee members.

Section 5.14 – Quorum and Voting

A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. 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. A director may vote by written proxy at any meeting of the directors.

Section 5.15 – Presumption of Assent

A director of the corporation 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/her dissent is entered in the minutes of the meeting.

Section 5.16 – Advisory Board

The Board of Directors may designate advocates, contributors, volunteers, and/or other interested persons as an Advisory Board by a majority vote and shall determine the number to serve at one time and the rules governing length of service. The major function of the Advisory Board shall be to advise the Board and committees, to offer opinions and suggestions, and to pull from various resources to give assistance as they are able regarding policies and programs of the corporation. Members of the Advisory Board may attend Board or other committee meetings as they are able when invited by the Chair or Secretary of the corporation. The delegation of authority to this Advisory Board shall not operate to relieve the Board of Directors or any member of the Board from any responsibility imposed by law.

Section 5.17 – Standing or Other Committees

The Board of Directors may establish standing or other committees as may be necessary for the administration of the corporation or to deal with particular projects, programs, organizational issues

or other matters of current concern to the Board and may dissolve any such committee. A chair of each committee shall be appointed by the Board and such chair shall preside at all meetings of the committee and generally supervise the conduct of the committee's affairs. In the absence of a specific resolution of the Board to the contrary, each committee shall be chaired by a director. Rules governing length of service and procedures for meetings of any such committee shall be as established by the Board of Directors or by the committee chair, consistent with these bylaws. 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.

Section 5.18 – Executive Committee and Other Appointments

The Board of Directors shall elect or employ officers and agents to serve on the Executive Committee and, as it may deem necessary, to serve in other capacities or appointments of the corporation as determined by the Board or provided in Article VI of these bylaws.

ARTICLE VI: OFFICERS AND AGENTS

Section 6.1 – Titles and Authority of the Executive Committee

The Executive Committee shall consist of the offices of Chair, Vice Chair, Secretary, and Treasurer, each of which shall be a member of the Board of Directors, and Executive Director/General Manager, which may, but need not, be a member of the Board. One director may hold more than one office at a time, except that no person may simultaneously hold the appointments of Chair and Secretary. The Board of Directors may designate other persons to serve as assistants to officers as it may deem necessary, and shall fix the duties, terms, and other matters, but only such assistants as are also directors of the corporation shall have voting rights.

The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all of the authority of the Board of Directors except that the Executive Committee shall not have the authority of the Board in reference to providing for the sale, lease, or other disposition of all or substantially all of the property and assets of the corporation otherwise than in the usual and regular course of its business, providing for a voluntary dissolution of the corporation or revocation thereof, or amending the bylaws of the corporation.

Section 6.2 – Meetings of the Executive Committee

Meetings of the Executive Committee may be called by the Chair or any two directors on one day's notice, stating the date, time, and place of the meeting, by personal delivery of written notice to each member of the Executive Committee at his/her address or by telephone, email, or other electronic means. The notice of a meeting need not state the business proposed to be transacted at the meeting. Any member of the Executive Committee may waive notice of any meeting and no notice of any meeting need to be given to any member thereof who attends such meeting without formal protest as to the impropriety of such meeting or of the notice thereof.

A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof, and action of the Executive Committee shall be authorized by a majority of the members present at a meeting at which a quorum is present. The presiding officer shall be the Chair of the Board of Directors, who shall conduct the meeting. The Executive Committee may fix its own rules and procedures, which shall not be inconsistent with these bylaws. It shall keep regular minutes and report directly to the Board of Directors.

Section 6.3 – Officers of the Executive Committee

The Board of Directors shall elect or employ officers, assistants, and appointed agents to serve on the Executive Committee. The qualifications, duties, terms, authority, and other matters shall be fixed by the Board or these bylaws.

1. Chair. The principle role of the Chair is to manage and provide leadership to the Board of Directors. The Chair, accountable to the directors of the corporation, shall have general and active control of its property, business, and affairs, and general supervision of its officers, assistants, and agents (see Section 6.4); shall set the agenda for meetings of the Board of Directors and the Executive Committee; shall preside at all meetings of the Board and the Executive Committee; shall carry into effect all directions and resolutions of the Board; and shall perform all other such customary duties of the office as may be assigned to him/her by the Board of Directors and report directly to the Board.
2. Vice Chair. The Vice Chair shall perform all customary duties of the office as may be assigned to him/her by the Chair or Board of Directors and report directly to the Board. In the absence, disability, or death of the Chair, the Vice Chair shall exercise all powers and perform all duties of the Chair pertaining to the regular course of operation of the corporation and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair.
3. Secretary. The Secretary shall see that all notices for meetings of the Board of Directors and the Executive Committee are duly given in accordance with these bylaws or as required by law; shall keep the minutes of the proceedings of the Board and the Executive Committee; shall have, in concert with the Administrative Director, custody and general charge of the records, documents, papers, social media accounts, and history of the corporation; shall sign or execute contracts with the Chair in the name of the corporation; and shall perform all other such customary duties of the office as may be assigned to him/her by the Board of Directors and report directly to the Board. Assistant Secretaries, if any, shall have the same powers and duties herein, subject to supervision by the Secretary.
4. Treasurer. The Treasurer shall be the principle financial officer of the corporation and shall have the care and custody of all funds, securities, evidences of indebtedness, and other personal property of the corporation, and deposit the same in accordance with the instructions of the Board of Directors; shall receive and give receipts and aittance for moneys paid on account of the corporation, and pay out of the funds on hand all bills, payrolls, and other just debts of the corporation; shall prescribe and maintain the methods 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 an adequate system of internal audit, and prepare and furnish to the Board upon its request statements of account showing the financial position of the corporation and the results of its operations; and shall perform all other such customary duties of the office as may be assigned to him/her by the Board of Directors and report directly to the Board. Assistant Treasurers, if any, shall have the same powers and duties herein, subject to supervision by the Treasurer.

Section 6.4 – Appointed Agents of the Corporation

The Board of Directors shall elect or employ an Executive Director/General Manager and such other persons, as it may deem necessary, to serve as appointed agents of the corporation. Rules governing length of service and procedures for meetings of any such appointed agents shall be as established by the Board of Directors. Appointed agents may, but need not, be a member of the Board of Directors. In the event the appointed agent shall be a member of the Board of Directors the title “Director” shall be used; otherwise, the title “Manager” or “Chair” shall be used as set forth in the following subsections. The qualifications, duties, terms, authority, powers, and other matters shall be fixed by the Board or these bylaws. Directors, Managers, and/or Chairs shall work together with other officers and appointed agents on interrelated or overlapping issues and report directly to the Board.

1. Executive Director/General Manager. The Executive Director/General Manager shall serve as an appointed agent on the Executive Committee. He/she, in concert with the Board, shall oversee the appointing of Administrative Director/Manager, Education Director/Manager, Events Director/Manager, Public Relations Director/Manager, Development Director/Manager, Operations Director/Manager, Curatorial Director/Chair, Finance Director/Chair, Membership Director/Chair, and Archival Director/Chair, and shall work together with such appointed agents in managing the business of the corporation and in overseeing policies, programs, events, and other activities. The Executive Director/General Manager shall perform all other such customary duties of the office as may be assigned to him/her by the Board of Directors.
2. Administrative Director/Manager. The Administrative Director/Manager shall oversee (a) the development and implementation of policies, procedures, and programs to improve operations; (b) the filing, updating, and keeping of all paper and digital business records, documents, accounts, and literature of the corporation, including email, website, and other social media content; (c) the system of communication with members; (d) the system or program to record, manage, and use membership data and records; (e) a historically significant archive of news, events, and other records of the corporation; and (f) a directory or encyclopedia of members.
3. Education Director/Manager. The Education Director/Manager shall oversee (a) the curriculum for educational programs; (b) the selection of presenters, teachers, and speakers for educational programs; (c) the selection of articles, videos, and any other material to be included in the educational forum of the website and in other literature of the corporation; (d) the design, content, and printing of books, periodicals, and other publications; and (e) the development and implementation of an achievement program to recognize artists’ accomplishments and levels.

4. Events Director/Manager. The Events Director/Manager shall oversee (a) events and activities; (b) exhibitions, including method of displaying artworks; (b) the securing of host venues; (c) methods of advertising the event; (d) the layout and printing of exhibition catalogs; (e) the sales of art and art related products; and (f) the method and means to cover expenses of the event.
5. Public Relations Director/Manager. The Public Relations Director/Manager shall oversee (a) all that pertains to the public image, media relationships, and external communications of the corporation, including press releases, marketing, and the advertising of events; (b) the design and content of promotional materials, including traditional methods as well as digital campaigns on social media; and (c) the sending of thank-you cards and gifts.
6. Development Director/Manager. The Development Director/Manager shall (a) oversee the corporation's fund-raising efforts; (b) contact and cultivate potential donors and seek substantial gifts from affluent individuals; (c) pursue grant requests to foundations and other institutional donors; (d) organize and administer a program of annual public giving to the corporation; and (e) establish scholarships or a planned giving program from the corporation.
7. Operations Director/Manager. The Operations Director/Manager shall (a) oversee human resource duties such as seeking talented staff employees and setting training standards and hiring procedures; (b) determine the duties and responsibilities of staff employees and supervise such employees; (c) analyze and work to improve organizational processes, productivity, and efficiency; (d) manage the corporation's office and physical facilities.
8. Curatorial Director/Chair. The Director/Chair of the Curatorial Council shall (a) approve names submitted to serve as jurors on the council; (b) select guest judges for each exhibition; (c) determine judging criteria and train the jurors; (d) judge for awards/certificates and oversee the presentation of such; (e) oversee the selection of artworks for exhibitions; (f) work together with the exhibition curator; and (g) acquire art for the corporation's purposes and/or collection.
9. Membership Director/Chair. The Director/Chair of the Membership Council shall (a) oversee various membership matters; (b) select individuals from among the general membership of the corporation to serve on the council; (c) involve members in decision-making processes for policies and programs, solicit input from members on matters of interest, and address concerns.
10. Finance Director/Chair. The Director/Chair of the Finance Council shall (a) oversee financial matters of the corporation, including the budget for business expenses, programs, promotional materials, and events; (b) select individuals to serve on the council; (c) manage the system for recording income and expenses; and (d) prepare financial contracts, taxes, and audits.
11. Archival Director/Chair. The Director/Chair of the Archival Council shall (a) oversee a history of the corporation by archiving newsletters, magazines, journals, periodicals, publications, records, and/or other documents; (b) select individuals to serve on the council; (c) collect and keep significant memorabilia; (d) catalog contemporary Latter-day Saint artists and their works.

Section 6.5 – Election and Tenure

The officers and agents of the corporation shall be elected or confirmed by the Board of Directors at a regular annual meeting or special meeting of the Board. Each officer or agent shall serve for a one-year term beginning January and ending December of the same year, but may reapply as a candidate to serve for an additional term. No term limits shall be imposed. Care shall be given to provide for staggered terms among Board officers and agents. In the absence of the timely election of a successor, an officer or agent shall continue to hold office until his/her successor shall have been duly elected and qualified, or until his/her earlier death, resignation, or removal.

Section 6.6 – Compensation

The compensation of officers and agents shall be fixed from time to time by the Board of Directors, and no officer or agent shall be prevented from receiving a salary by reason of the fact that he/she is also a director of the corporation. However, during any period in which the corporation is a private corporation as described in Internal Revenue Code Section 509(a), no payment of compensation shall be made in any manner so as to result in the imposition of any liability under Internal Revenue Code Section 4941. The Board of Directors shall review the annual compensation of the officers and agents of the corporation.

Section 6.7 – Resignation and Removal

Any officer or agent may resign at any time, subject to any rights or obligations under existing contracts, by giving written notice to the Board of Directors, Chair, or Executive Director of the corporation. Such resignation shall take effect at the time specified therein and the acceptance of such resignation shall not be necessary to make it effective. Any officer or agent may be removed with or without cause by a majority vote of the Board, whenever, in its judgment, the best interests of the corporation shall be served thereby, but such removal shall be according to the manner provided by the statutes of the State of Utah.

Section 6.8 – Vacancies

Any vacancy in the Executive Committee or appointed agents, however occurring, shall be filled by the affirmative vote of a majority of the Board of Directors. An officer or agent so chosen shall hold office until the next election of officers and thereafter until his/her successor shall have been duly elected and qualified, or until his/her earlier death, resignation, or removal.

Section 6.9 – Surety Bonds

The Board of Directors may require any officer or agent of the corporation to execute to the corporation a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of his/her duties and for the restoration to the corporation of all books, papers, vouchers, money, and other property of whatever kind in his/her possession or under his/her control belonging to the corporation.

ARTICLE VII: LIMITATIONS OF LIABILITY OF DIRECTORS

A director is not liable to the corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Utah. However, nothing contained herein shall eliminate or limit the liability of a director for (a) a breach of a director's duty of loyalty to the corporation and its members, (b) an act or omission not in good faith or that involves intentional misconduct or knowing violation of the law, or (c) a transaction from which a director received an improper benefit.

ARTICLE VIII: INDEMNIFICATION

Section 8.1 – Indemnification of Directors, Officers, etc.

The corporation hereby declares that any person who serves as a director, officer, employee, or member of any committee, or on behalf of the corporation, shall be deemed the corporation's agent for the purpose of the Article and shall be indemnified by the corporation against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement reasonably incurred by such person who was or is a part, or threatened to be made a party, to any administrative or investigative action by reason of such service, provided such person acted in good faith and in a manner he/she reasonably believes to be in the best interests of the corporation and had no reasonable cause to believe his/her conduct was unlawful. Except as provided in Section 8.3, termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not of itself create either a presumption that such person did not act in good faith and in a manner which he/she reasonably believed to be in the best interest of the corporation or, with respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe that his/her conduct was unlawful.

Section 8.2 – Indemnification Against Liability to Corporation

No indemnification shall be made in respect of any claim or matter as to which a person covered by Section 8.1 shall have been adjudged to be liable for gross negligence or misconduct in the performance of his/her duty to the corporation unless and only to the extent that the court in which such action, suit, or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

Section 8.3 – Indemnification in Criminal Actions

No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered by Section 8.1 shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine, upon application, that despite the adjudication of guilt but in view of all the circumstances of the case, such person is entitled to indemnification for such expenses of fines which such court shall deem proper.

Section 8.4 – Other Indemnification

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person may be entitled under the articles of incorporation, any agreement, any other provision of these bylaws, vote of the disinterested directors or otherwise, and any procedure provided for by any of the foregoing, both as an action in his/her official capacity and as to action in another capacity while holding such office.

Section 8.5 – Period of Indemnification

Any indemnification pursuant to this Article shall (a) be applicable to acts of omission which occurred prior to the adoption of this Article, and (b) continue as to any indemnified party who has ceased to be a director, officer, agent, or employee of the corporation and shall inure to the benefit of the heirs and personal representatives of such indemnified party. The amendment of all or any portion of these bylaws which would have the effect of limiting, qualifying, or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such amendment, eliminate, restrict, or otherwise affect the right or power of the corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts of omission which occurred prior to such repeal or amendment.

Section 8.6 – Insurance

By action of the Board of Directors, notwithstanding any interest of the directors in such action, the corporation may, subject to Section 8.8, 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 in his/her capacity 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 the corporation against any liability, including, without limitation, any limitation for the indemnifications provided in this Article.

Section 8.7 – Right to Impose Conditions to Indemnification

The corporation shall have the right to impose, as conditions to any indemnification provided or permitted in the Article, such reasonable requirements as the Board of Directors may deem appropriate in each specific case, including but not limited to any one or more of the following: (a) that any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the person to be indemnified and to the corporation; (b) that the corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, or threatened against the person to be indemnified; and (c) that the corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery, and that the person to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the corporation.

Section 8.8 – Limitation on Indemnification

Notwithstanding any other provisions of these bylaws, the corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code or would result in liability under Section 4941 of the Internal Revenue Code.

ARTICLE IX: DISSOLUTION

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

ARTICLE X: MISCELLANEOUS

Section 10.1 – 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. All books and records of the corporation may be inspected by any director or his/her accredited agent or attorney for any proper purpose at any reasonable time.

Section 10.2 – Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31.

Section 10.3 – Designated Contributions

The corporation may accept any designated contribution, grant, or bequest consistent with its general tax-exempt purposes as set forth in the articles of incorporation. As so limited, donor-designated contributions shall be accepted for special funds, purposes, or uses, and such designations generally shall be honored. However, the corporation shall reserve all right, title, and interest in 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 contributions to assure that such funds shall be used to carry out the corporation's tax-exempt purposes.

Section 10.4 – Conveyance of Encumbrances

Property of the corporation may be assigned, conveyed, or encumbered by such officers of the corporation as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance, and encumbrance; however, the sale, exchange, lease, or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

Section 10.5 – Conflict of Interest

If any person who is an officer or employee of the corporation is aware that the corporation is about to enter into any business transaction directly or indirectly with himself/herself, any member of his/her family, or any entity in which he/she has any legal, equable, or fiduciary interest or position, including without limitation as a director, officer, agent, partner, or beneficiary, such person shall (a) immediately inform those charged with approving the transaction on behalf of the corporation of his/her interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within his/her 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 10.6 – Loans to Directors and Officers Prohibited

No loans shall be made by the corporation to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until it is repaid.

Section 10.7 – Amendments

The power to alter, amend, or repeal these bylaws and adopt new bylaws shall be vested in the Board of Directors, who may pass such amendment or repeal by a majority vote of the directors.

Section 10.8 – Severability

The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provisions were omitted.

Section 10.9 – References to the Internal Revenue Code

All references in these bylaws to provisions of the Internal Revenue Code are to the provision of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

The foregoing bylaws were adopted by resolution of the incorporating directors at the meeting held for such purpose on the 29th day of December 2017. They were revised with the new name of organization on August 22, 2018. Section 6:4 revision approved on January 22, 2020.

ALLIANCE OF COVENANT ARTISTS, INC

Herman du Toit, director

Cynthia Dye, director

Guy Trawick, director