Bylaws

Utah Rural Health Clinic Network

Adopted November 2025

ARTICLE I
Offices

Section 1. Business Offices
The Utah Rural Health Clinic Network. (the “Network”) may have one or more offices at such a place or places within or without the State of Utah as the Board of Directors of the Network (the “Board”) may from time to time determine as the business of the Network may require.

Section 2. Registered Offices
The registered office of the Network shall be as set forth in the Rural Health Association of Utah Article of Incorporation, unless changed as provided by the provisions of the Utah Revised Nonprofit Corporation Act as it may be amended from time to time (the “Act”).

ARTICLE II
Members

Section 1. Classes of Members
There shall be one class of members of the Network.

Section 2. Qualification for Membership
All members of the Network shall be clinics that hold the Rural Health Clinic designation, are controlled by, or are under common control with, directly or indirectly, Rural Health Clinics regardless of whether such control is through equity ownership or contractual management relationships, provided that such Rural Health Clinics and organizations are: (a) recognized by the Internal Revenue Service as exempt from federal income tax under Section 501(a) of the Code by reason of being described in Section 501(c)(3) of the Code; (b) a government entity, or © owned and operated by a governmental entity.

Section 3. Election to Membership
Organizations eligible for membership shall become members upon written request submitted to the Board and approved by the affirmative vote of two-thirds of the directors then in office. An organization so elected to membership shall make contributions of capital, either in cash or property, as prescribed by the Board. The Board shall credit such contributions of capital (and subsequent contributions to capital) to such member’s membership capital account. Upon becoming a member, each member shall become a party to one or more Membership Service Agreements in such form as may be determined by the Board (as amended from time to time, a “Services Contract”).

Section 4. Representation
Each member shall appoint one of its officers or directors to represent that member at meetings of the members of the Network.

Section 5. Transfer of Membership

Membership shall not be transferred except with the approval and consent of two-thirds of the directors then in office, and then only to the transferee who qualifies for membership in the Network.

Section 6. Expulsion of Membership
Any member may be expelled by the affirmative vote of two-thirds of the directors then in office, pursuant to a procedure that is fair and reasonable within the meaning of Section 16-6a-609 of the Act. In such an event, the Board shall cause the Network to redeem the membership capital of such member pursuant to Section 8 below.

Section 7. Resignation
Any member may resign upon a 90 days' written notice thereof to the Executive Director of the Network and to the Chairperson of the Board; provided, however, that no member may resign if such member is obligated under a Service Contract unless such member fulfills its obligations under such Service Contract or pays the liquidated damages provided therein. If a member resigns, the Board shall cause the Network to redeem such member's capital credits as provided in Section 8 below.

Section 8. Redemption of Capital Credits
If a member is expelled or resigns, such membership capital of such member shall be redeemed in the same manner as the remaining members' capital credits are paid, as provided in Article VIII, Section 3 of these Bylaws. Any payment for such redemption shall be made pursuant to a schedule as determined by the Board, with such schedule being no longer than twelve months. The expulsion or resignation of a member shall not, however, relieve such member from its financial obligations accrued or incurred prior to the effective date of such member's expulsion or resignation from membership in the Network.

ARTICLE III
Approved Affiliates and Customers

Section 1. Qualifications
The Network may transact business with (a) an affiliate of a member, meaning any organization that controls, is controlled by, or is under common control with, directly or indirectly, a member regardless of whether such control is through equity ownership or contractual management relationship, approved by a two-thirds vote of the Board ("Approved Affiliates"), and (b) customers that are neither member patrons nor Approved Affiliates ("Customers"), with the approval and consent of two-thirds of the Board members; provided, however, that the Network shall not deal in products, handle supplies, or provided services for Customers in an amount of greater in value than as are provided to member patrons including their Approved Affiliates.

Section 2. Dividends
Any "patronage dividends" based on the volume of business (on a dollar-value basis) Approved Affiliates transact with the Network shall be included with the "patronage dividends" of the

member with whom the Approved Affiliate is affiliated. Customers shall not be eligible for patronage dividends.

Section 3. Voting Rights
Approved Affiliates and Customers shall have no voting rights.

ARTICLE IV
Meetings of Members

Section 1. Annual Meetings
The annual meetings of the members of the Network shall be held each year at such time to be fixed by the Board not less than thirty (30) days prior to such meetings.

Section 2. Special Meetings
Special meetings of members for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, may be called at any time by the Executive Director or Secretary upon the request (which shall state the purpose or purposes shall state the purpose or purposes therefor) of a majority of the Board or of 30% or more of the Network's members entitled to vote at the meeting. Business transacted at any special meeting of members shall be limited to the purpose or purposes stated in the notice.

Section 3. Place of Meetings
Meetings of members shall be held such virtually or in a place or places, within or without the State of Utah, as may be designated in the notice of the meeting, or if no place is designated in the notice, the place of the members' meetings shall be the registered office of the Network.

Section 4. Notice of Meetings
Not less than ten nor more than 60 days prior to each annual or special meeting of members, written notice of the date, time and place of each annual and special members' meeting shall be given to each member entitled to vote at such meeting; provided, however, that if the Act prescribes noticed requirements for particular circumstances (as in the case of the sale, lease or exchange of the Network's assets other than in the usual and regular course of business, or the merger of dissolution of the Network), the provisions of the Act shall govern. Notice may be given in person; by telephone, electronic message, electronically transmitted facsimile, or other form of wire or wireless communication; and, if so given, shall be effective when transmission is completed. Notice may also be given by deposit in the United States mail, postage prepaid, if addressed to the member at the address of such member shown in the Network's current record of members, and, if so given, shall be effective when mailed. The notice of a special meeting shall, in addition, state the meeting's purpose.

Section 5. Voting Record

The Network shall maintain a complete record of the members entitled to vote arranged in alphabetical order and showing the address of each member. Such record shall be open to the inspection of any member for any purpose germane to a meeting of the members.

Section 6. Organization

The Board President shall call meetings of members to order and act as chairman of such meetings. In the absence of said Executive Director, any member entitled to vote at the meeting, may call the meeting to order and a chairman shall be elected by a majority of the members present and entitled to vote at the meeting. The Secretary of the Network or any person appointed by the chairman may act as secretary of such meetings.

Section 7. Agenda and Procedure

The Board shall have the responsibility of establishing an agenda for each meeting of members, subject to the rights of members to raise matters for consideration which may otherwise properly be brought before the meeting although not included within the agenda. The chairman shall be charged with the orderly conduct of all meetings of members.

Section 8. Quorum

Two-thirds of the members entitled to vote at any meeting of the members, when present in person, shall constitute a quorum for the transaction of business at such meeting except as otherwise provided by statute, by the Articles of Incorporation or by these Bylaws. In the absence of a quorum at any member's meeting, a majority of the members present in person and entitled to vote at the meeting may adjourn the meeting from time to time for a period not to exceed 60 days at any one adjournment without further notice (except as provided in Section 9 of this Article IV) until a quorum shall be present or represented for the transaction of business.

Section 9. Adjournment

When a meeting is for any reason adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting, any business may be transacted which might have been transacted at the original meeting. If the adjournment is for more than 30 days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting. Representation by proxy shall be prohibited, but this prohibition shall not prevent a member from being represented as provided in Article II, Section 4 of these Bylaws.

Section 10. Voting

(a) At every meeting of members, or with respect to action by the Network which may be taken without a meeting, every member shall be entitled to one vote regardless of the membership capital owned by such member.

(b) Each member entitled to vote at a meeting of members, or to express consent or dissent to action by the Network in writing without a meeting, may vote in person according to procedures established by the Board.
(c) Voting by proxy shall be prohibited, but this prohibition shall not prevent a member from voting by a representative as provided in Article II Section 4 of these Bylaws.
(d) When a quorum is present at any meeting of members, the vote of a majority of the members having voting power present in person shall decide any question brought before such meeting, unless the question is one upon which by express provision of a statute, or the Articles of Incorporation, or these Bylaws, a different vote is required, in which case such express provision shall govern and control the decision on such question.
(e) Any action that may be taken at any annual or special meeting of members may be taken without a meeting in the manner provided in Section 16-6a-707 of the Act, subject to the limitations set forth in such provision.
(f) The Executive Director shall decide upon the qualifications of voters, accept and count the votes for and against the questions presented, and report the results of such votes.

Section 11: Meeting by Telecommunication
If permitted by the Board, any or all of the members may participate in an annual or special members' meeting by, or the meeting may be conducted through the use of, any means of communication by which all persons participating in the meeting may hear each other during the meeting. A member participating in a meeting by telecommunication in compliance with the terms and conditions established by the Board is deemed to be present in person at the meeting.

ARTICLE V - BOARD OF DIRECTORS

1. General Powers. Except as otherwise provided in the Act, the Articles of Incorporation or these Bylaws, the Network's Board of Directors shall manage the business, property, and affairs of the Network and shall elect all of its officers.

2. Number, Qualification, Election, and Tenure. Each director shall be a natural person and eighteen years of age or older. The number of directors shall be equal to the number of members of the Network, from time to time, but shall consist of not less than three directors. The directors shall be one representative appointed by each member and shall have authority from the member necessary to contractually bind the member. Each director shall hold office until, as applicable, (1) such director's appointing member ceases to be a member, or (2) such director's earlier death, disqualification, resignation, or removal.

ARTICLE VI - BOARD OF DIRECTOR MEETINGS

1. Annual Meetings. An annual meeting of the Board shall be held for the purpose of electing officers of the Network and transacting any other business that may properly come before the meeting. Such annual meeting shall be held as soon as practicable after each annual meeting of the members of the Network, either without notice immediately following that meeting and at

the same place, or at such other time and place as may be specified, either in a written notice given as provided in Article V, Section 7 of these Bylaws or in a written consent signed by all of the directors.

2. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as may be determined by the Board of Directors, for the purpose of transacting such business as may come before the meetings. The Board of Directors may provide by resolution the time and place, either within or outside the State of Utah, for the holding of regular meetings.

3. Special Meetings. Special meetings of the Board may be called by the Executive Director at any time and shall be called by the Director or the Secretary on the written request of any three directors. Notice of special meetings shall be given to each director as provided in Article V, Section 7 of these Bylaws.

4. Place of Meetings. Any meeting of the Board may be held at such place or places either within or without the State of Utah as shall from time to time be determined by the Board and as shall be designated in the notice of the meeting.

5. Notice of Meetings. Notice of each meeting of the Board of Directors stating the place, day and hour of the meeting shall be given to each director at the director's address at least five (5) calendar days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least two (2) business days prior thereto by personal delivery of written notice or by telephonic, telegraphic, electronic or facsimile notice (and the method of notice need not be the same as to each director). If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If transmitted electronically or by facsimile, such notice shall be deemed to be given when the transmission is completed.

6. Quorum. A majority of the voting directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a quorum is present at a meeting, a majority of the voting directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

7. Organization, Agenda and Procedure. The Chairperson, or in the Chairperson's absence, the Chairperson, shall act as chairman of the meetings of the Board. The Secretary, or any other person appointed by the chairman shall act as secretary of each meeting of the Board. The agenda of and procedure for such meetings shall be as determined by the Board.

8. Manner of Acting. The act of a majority of voting directors present at a meeting at which a quorum is present is the act of the Board of Directors unless the act of a greater number of voting directors is required by these Bylaws or the Act.

9. Removal. Except as otherwise provided in the Articles of Incorporation or in these Bylaws, any director appointed by a member may be removed, either with or without cause, at any time,

by the member who appointed such director. A vacancy in the Board caused by any such removal shall be filled by the member who appointed the removed director.

10. Resignation. Any director may resign at any time by giving written resignation notice to the Board or the Executive Director of the Network. Such resignation shall take effect at the date of receipt of such notice, or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

11. Vacancies. Vacancies in the Board shall be filled by the member who appointed the departing director Any directorship to be filled by reason of an increase in the number of directors as a result of new members joining the Network shall be filled by appointment of one representative director by each such new member. A director shall hold office until the director's successor is appointed or until such director's appointing member ceases to be a member or such director's earlier death, resignation or removal.

12. Election of Chairperson and Chairperson. At its annual meeting in each odd-numbered year, the Board shall elect a Chairperson, Chairperson, and such other officers of the Board as it may desire. Any member of the Board shall be eligible to the office of Chairperson or Chairperson. The Chairperson shall serve for a term of two years and until their successors are chosen and qualified and may serve in successive terms if elected to do so. Except as herein otherwise provided, the Chairperson shall call and preside at all meetings of the Board, and shall have the authority and perform the duties usually attached to the office and as may be prescribed by the Board. The Chairperson shall have the authority and perform the duties of the Chairperson in case of the Chairperson's absence or incapacity and such other authority and duties as may be prescribed by the Board or these Bylaws.

13. Executive and Other Committees. The Board, by resolution adopted by a majority of the number of board members, 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 and except as otherwise prescribed by statute, shall have and may exercise all of the authority of the Board in the management of the Network. Rules governing the procedures for meetings of executive or other committees shall be as established by the Board or by such committee.

14. Compensation of Board Members. The Network may pay board members' out-of-pocket expenses, if any, of attendance at each meeting of the Board of Directors, and may pay a fee for attendance at Board meetings and an annual fee for serving as a member of the Board of Directors in accordance with such policies as may be adopted by the Board of Directors from time to time. A board member may also serve the Network in other capacities and may receive reasonable compensation for such services; provided that each specific service and the rate of compensation therefore shall be approved by the Board of Directors in advance in each instance. Any fees or compensation paid hereunder shall be reasonable.

ARTICLE VII - WAIVER OF NOTICE AND ACTION BY CONSENT

1. Waiver of Notice.

Whenever any notice is required to be given under the provisions of a statute or of the Articles of Incorporation, or by these Bylaws, a waiver of such notice either in writing signed by the person entitled to said notice (or such person's agent or attorney in fact thereunto authorized) or by telefacsimile, electronic transmission, or any other available method, whether before, at or after the time stated therein, or the appearance of such person or persons at such meeting in person (unless the person at the beginning of the meeting or promptly upon later arrival objects to the holding of the meeting or the transacting of business at the meeting) shall be deemed equivalent to such notice. By attending a meeting, a person waives objection to consideration at such a meeting of a particular matter not within the purposes described in the meeting notice unless the member objects to considering the matter when it is presented.

2. Action Without a Meeting.

Any action required or permitted to be taken at a Board meeting may be taken without a meeting if each board member in writing email, either (a) votes for the action;(b) votes against the action; or (c) abstains from voting and waives the right to demand that action not be taken without a meeting. Action is taken under this Section only if the affirmative vote for the action equals or exceeds the number of votes that would be necessary to take the action at a meeting at which the directors were present. An action taken pursuant to this Section will not be effective unless the Network receives writings, including email, describing the action taken, signed or emailed by the board members, and not revoked by any board member.

3. Meetings by Telephone or Video Conference.

One or more members of the Board or any committee designated by the Board may hold or participate in a meeting of the Board or such committee by means of conference telephone, video conference, or similar communications equipment, provided that all persons participating can hear each other at the same time.

ARTICLE VIII- OFFICERS

1. Number and Offices.

An officer of the Network shall be a natural person and eighteen years of age or older. The officers of the Network may consist of an Executive Director, one or more Presidents, a Secretary, and a Treasurer. The Board may direct the Network to employ an Executive Director and other officers or may appoint a board member to serve in the role of an officer. The Board may also authorize the hiring of such other personnel as may be deemed necessary. Any two offices, except those of Executive Director and Secretary, may be held by the same person.

2. Resignation, Removal and Vacancies.

Any officer may resign at any time by giving written notice thereof to the Chairperson of the Board. Such resignation shall take effect on the date specified therein and no acceptance of the same shall be necessary to render the same effective. Any officer may at any time be removed by the affirmative vote of a majority of the Board.

3. Executive Director.

The Executive Director shall be the chief executive officer of the Network. The Executive Director shall preside at meetings of the members; shall have general and active management of the business of the Network;shall see that all orders and resolutions of the Board are carried into effect; and shall perform all duties as may from time to time be assigned by the Board.

4. Presidents.

The President(s), if any, shall perform such duties and possess such powers as from time to time may be assigned to them by the Board or the Executive Director. In the absence of the Executive Director or in the event of the inability or refusal of the Executive Director to act, the President (or in the event there be more than one President, the Presidents in the order designated by the Board, or in the absence of any designation, then in the order of the election or appointment of the Presidents) shall perform the duties of the Executive Director and when so performing shall have all the powers of and be subject to all the restrictions upon the Executive Director.

5. Secretary.

The Secretary shall perform such duties and shall have such powers as may from time to time be assigned by the Board or the Executive Director. In addition, the Secretary shall perform such duties and have such powers as are incident to the office of Secretary, including without limitation, the duty and power to give notice of all meetings of members and the Board, to attend such meetings and keep a record of the proceedings, and to be custodian of corporate records.

6. Treasurer.

The Treasurer shall perform such duties and shall have such powers as may from time to time be assigned by the Board or the Executive Director. In addition, the Treasurer shall perform such duties and have such powers as are incident to the office of Treasurer, including without limitation the duty and power to keep and be responsible for all funds of the Network, to deposit funds of the Network in depositories selected in accordance with these Bylaws, to disburse such funds as ordered by the Board, making proper accounts thereof, and to render as required by the Board statements of all such transactions as Treasurer and of the financial condition of the Network.

7. Salaries.

Officers of the Network shall be entitled to such salaries, emoluments, compensation or reimbursement as shall be fixed or allowed from time to time by the Board.

ARTICLE IX - PATRONAGE DIVIDENDS

1. Eligibility for Patronage Dividends.

Members shall be entitled to patronage dividends based on the volume of business transacted by such members and their Approved Affiliates.

2. Distribution of Patronage Dividends.

Patronage dividends shall be paid out of the net income, if any, computed after deduction of operating expenses for the fiscal year (and after deducting any additions to reserves to the extent permitted under Subchapter T of the Internal Revenue Code) derived by the Network from rendering services to the Network's member and such member's Approved Affiliates in excess of additions to reserves and shall be distributed based on the volume of business (on a dollar-value basis) each such member and such member's Approved Affiliates has transacted with the Network ("patronage"). Such patronage dividends may be paid in cash, "written notices of allocation" within the meaning of Section 1388(b) of the Internal Revenue Code (whether qualified or nonqualified), or other property, as the Board may determine; provided, however, that only twenty-five percent of any patronage dividend may be paid in cash or by qualified check if at the time of such payment there remain any outstanding capital credits or unpaid written notices of allocation from prior years. Patronage dividends shall be based on the Network's earnings determined for federal income tax purposes.

3. Payment of Capital Credits and Written Notices of Allocation.

Whenever, in the opinion of the Board, available funds exceed the amounts necessary for the operations of the Network, the Board may authorize the payment of any outstanding capital credits and written notices of allocation. Such payments shall be made on a pro rata basis, commencing with the oldest outstanding capital credits and written notices allocation.

4. Consent as to Written Notices of Allocation.

Membership in the Network shall constitute "consent", as provided in section 1388(c)(1)(B) of the Internal Revenue Code to take qualified written notices of allocation into account at their stated dollar amount in the manner provided in section 1385 of the Internal Revenue Code.

ARTICLE X - OTHER DIVIDENDS

Members shall be entitled to such other dividends (other than patronage dividends) as determined by the Board and consistent with applicable provisions of Utah law, including the Act. Such dividends may be cumulative.

ARTICLE XI - OFFSET AGAINST CAPITAL CREDITS

Membership in the Network shall constitute "authorization" by each member for the Network to offset against the capital credits of each member the amount of any unpaid obligation or liability of each member to the Network.

ARTICLE XII - TREATMENT OF LOSSES

If in any fiscal year the operating expenses of the Network exceed operating revenues, the Board shall (a) allocate the resulting loss pro rata among the members by canceling outstanding written notices of allocation, or (b) carry such losses forward to future years to the extent permitted by law, or a combination thereof, as the Board may determine from time to time.

ARTICLE XIII - INDEMNIFICATION AND LIABILITY

1. To the fullest extent allowed by the Articles of Incorporation and relevant law, the Network shall indemnify any board member or officer of the Network who is successful on the merits or otherwise in the defense of any proceeding, or any claim, issue or matter in the proceeding, to which the board member or officer was a party by reason of having served as a board member or officer, against reasonable expenses incurred in the proceeding or claim, including reasonable attorney fees.

2. The Network may indemnify an individual made a party to a proceeding because the individual is or was a board member, officer, employee, fiduciary or agent of the Network or of any other corporation at the request of the Network, or by reason of any action alleged to have been taken, omitted or neglected as such board member, officer, employee, fiduciary or agent against reasonable expenses incurred in connection with the proceeding, if the Board of Directors authorizes such indemnification after making a determination that: a) the individuals' conduct was in good faith; b) the individual reasonably believed that the individual's conduct was in, or not opposed to, the Network's best interests; and c) in the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful. Any such authorization and determination shall be made (A) by the Board of Directors by majority vote of voting directors present at a meeting at which a quorum is present (for purposes of determining quorum, only those directors who are not parties to a proceeding shall be counted) or (B) as otherwise provided in the Act.

3. The Network shall not indemnify a board member, or officer, employee, fiduciary, or agent in connection with a proceeding in which such individual was adjudged liable to the Network, or in connection with any other proceeding charging that the individual derived an improper personal benefit, whether or not involving action in the individual's official capacity, in which proceeding the individual was adjudged liable on the basis that the individual derived an improper personal benefit.

ARTICLE XIV - EXECUTION OF INSTRUMENTS; LOANS; CHECKS AND ENDORSEMENTS; DEPOSITS

1. Execution of Instruments. The Executive Director or President shall have the power to execute and deliver on behalf of and in the name of the Network any instrument requiring the signature of an officer of the Network, except as otherwise provided in these Bylaws or when the execution and delivery of the instrument shall be expressly delegated by the Board to some other officer or agent of the Network. Unless authorized to do so by these Bylaws or by the Board, no officer, agent or employee shall have any power or authority to bind the Network in any way, to pledge its credit or to render it financially liable for any purpose or in any amount.

2. Borrowing. No loan shall be contracted on behalf of the Network, and evidence of indebtedness shall be issued, endorsed or accepted in its name, unless authorized by the Board or a committee designated by the Board so to act. Such authority may be general or confined to specific instances. When so authorized, an officer (a) may effect loans at any time for the Network from any bank or other entity and for such loans may execute and deliver promissory notes or other evidences of indebtedness of the Network; and (b) may mortgage, pledge or otherwise encumber any real or personal property, or any interest therein, owned or held by the Network as security for the payment of any loans or obligation of this Network, and to that end may execute and deliver for the Network such instruments as may be necessary or proper in connection with such transaction.

3. Loans to Directors, Officers and Employees. The Network may not lend money to, guarantee the obligations of or otherwise assist directors, officers and employees of the Network.

4. Checks and Endorsements. All checks, drafts or other orders for the payment of money, obligations, notes or other evidences of indebtedness, bills of lading, warehouse receipts, trade acceptances and other such instruments shall be signed or endorsed for the Network by such officers or agents of the Network as shall from time to time be determined by resolution of the Board, which resolution may provide for the use of facsimile signatures or signatures conveyed electronically.

5. Deposits. All funds of the Network not otherwise employed shall be deposited from time to time to the Network's credit in such banks or other depositories as shall from time to time be determined by resolution of the Board, which resolution may specify the officers or agents of the Network who shall have the power, and the manner in which such power shall be exercised, to make such deposits and to endorse, assign and deliver for collection and deposit checks, drafts and other orders for the payment of money payable to the Network or its order.

ARTICLE XV - DISSOLUTION

The Network may be dissolved and its affairs terminated by the affirmative vote of two-thirds of the members present and voting at a duly held regular or special meeting, provided that notice of the meeting specified that dissolution would be discussed at the meeting. Notice of said meeting must be given as provided in Article IV. Section 4. The Board shall first adopt a resolution recommending dissolution by the affirmative vote of two-thirds of the directors then in office, and shall submit it to the members. The resolution shall state the reasons why the termination of the affairs of the Network is deemed advisable, the time by which it should be accomplished, and shall name three persons who are members of the Network to act as trustees in liquidation. The liquidation and termination of the affairs of the Network shall thereafter be accomplished as provided by law. Liquidating distributions shall be made to the members in proportion to their respective capital credit balances immediately prior to the dissolution of the Network.

ARTICLE XVI - FISCAL YEAR

The fiscal year of the Network shall be the year established by the Board. The currently established fiscal year is January 1st to December 31st.

ARTICLE XVIII - CORPORATE BOOKS AND RECORDS

1. Corporate Books. The books and records of the Network may be kept within or without the State of Utah at such place or places as may be from time to time designated by the Board.

2. Addresses of Members. Each member shall furnish to the Executive director an address to which notices from the Network, including notices of meetings, may be directed and if any member shall fail so to designate such an address, it shall be sufficient for any such notice to be directed to such member at such member's address last known to the Executive Director.

3. Inspection of Books and Records. Any member has the right, upon written demand stating the purpose thereof, to examine, in person or by agent or attorney, at any reasonable time and for any proper purpose, the Network's books and records of account, minutes and record of membership capital and to make extracts therefrom.

4. Distribution of Financial Statements. Upon the written request of any member of the Network, the Network shall mail to such member its last annual financial statement.

5. Audits of Books and Accounts. The Network's books and accounts shall be audited at such times and by such auditors as shall be specified and designated by resolution of the Board.

ARTICLE XIX - EMERGENCY BYLAWS

Subject to repeal or change by action of the members, the Board may adopt emergency bylaws in accordance with and pursuant to the provisions of the Act.

ARTICLE XX - AMENDMENT OF BYLAWS

Subject to repeal or change by action of the members, the power to alter, amend or repeal the Bylaws or adopt new bylaws shall be vested in the Board. The members may also amend or repeal the Bylaws.

KNOW ALL PERSONS BY THESE PRESENT, that the foregoing bylaws were adopted as the bylaws of the Network by resolution of the Board of Directors on 11/12/25 [date]

IN WITNESS WHEREOF, the following signatures were provided

______________________	November 12, 2025
Board President	Date
Kasey Gefen Shakespeare	November 12, 2025
Executive Director	Date