

**AMENDED AND RESTATED BYLAWS  
OF  
UTAH CLEAN AIR PARTNERSHIP (UCAIR), INC.**

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ARTICLE I  
NAME, REGISTERED OFFICE AND REGISTERED AGENT

1.1 Name. The name of the corporation is Utah Clean Air Partnership (UCAIR), Inc. (the “Corporation”).

1.2 Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Utah a registered office and a registered agent whose office is identical with such registered office as required by the Utah Revised Nonprofit Corporation Act (the “Act”). The address of the registered office and the registered agent may change from time to time by the Board of Directors (the “Board”).

ARTICLE II  
MEMBERS

The Corporation shall have no members.

ARTICLE III  
BOARD OF DIRECTORS

3.1 General Powers. The business and affairs of the Corporation shall be managed by its Board, except as otherwise provided in the Utah Revised Nonprofit Corporations Act, the articles of incorporation or these Bylaws. The Board may adopt such rules and regulations for the conduct of its meetings and the management of the Corporation as it deems proper; provided that such rules and regulations are not in violation of the Corporation’s Articles of Incorporation and applicable law.

3.2 Number and Qualifications. The Board, shall consist of not more than fourteen (14) and not less than three (3) individuals (individuals on the Board shall be referred to herein as “Directors”). Subject to the foregoing limitation, upon any vacancy in the Board, subject to Section 3.3 below, the replacement Director(s) shall be duly appointed by majority vote of the remaining existing Board unless the Director whose office is vacant was appointed by the Executive Director of the Utah Department of Environmental Quality (“DEQ”), in which case, the Executive Director of the DEQ shall appoint a Director to fill such vacancy or if the Director whose office is vacant was appointed by the Utah Governor’s Office, the Utah Governor’s Office shall fill such vacancy. Each Director shall be a citizen of the United States, more than 21 years of age and meet at least one of the following criteria: have a demonstrated knowledge of public health and/or air quality as it pertains to the environment, transportation, energy efficiency, public environmental campaigns and/or communications, economic development or air quality as it relates to the environment.

3.3 Election/Appointment of Directors. Directors shall be elected/appointed at the annual meeting as follows: (1) one Director, regardless of the size of the Board, shall be duly appointed by the Executive Director of DEQ and the Executive Director shall not be precluded from appointing himself or herself to the Board; (2) The Utah Governor’s Office shall duly appoint one Director, regardless of the size of the Board, to serve on the Board; and (3) any remaining Directors shall be duly appointed by majority vote of the remaining existing Board in accordance with the criteria set forth in Section 3.2 hereof.

3.4 Term. The term of each Director shall be for three (3) years; provided that at the annual meeting of the Board, for the purpose of creating consistency in the operations of U-CAIR by creating a staggered Board: (a) three (3) at large Directors shall initially be elected to serve for one (1) year; (b) three (3) at large Directors shall be elected to serve for two (2) years; and (c) the remaining Directors, including, without limitation, the appointments to the Board by the Executive Director of DEQ and the Utah Governor's Office, shall be elected to serve for three (3) years; and provided further that upon the expiration of each foregoing staggered term each Director thereafter shall be elected to serve for three (3) years and until their successors are elected and qualified.

3.5 Annual Meeting. An annual meeting of the Board shall be held each year on a date and time and at the location determined by the Board pursuant to a resolution of the Board. The annual meeting may be held on any other date set pursuant to resolution of the Board provided at least five (5) days notice of the date for the annual meeting is given to each Director.

3.6 Special Meetings. Special meetings of the Board may be called by order of the Executive Director, or by one-third of the Directors. The Executive Director or one-third of the Directors, as the case may be, may fix any place, either within or outside the state of Utah, for holding any special meeting.

3.7 Notice. Notice of each meeting of the Board stating the place, day and hour of the meeting shall be given to each Director at least five days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least two days prior thereto by personal delivery of written notice or by telephonic, electronic mail or facsimile notice (and the method of notice need not be the same to each Director). If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon prepared addressed to the Director at his or her address as it appears on the books and records of the Corporation, unless the Director shall have filed with the Secretary of the corporation a written request that such notice be mailed to some other address, in which case the notice shall be mailed to the address designated in such request. If notice is given by personal delivery, by telephonic or facsimile message or by electronic mail, it shall be deemed delivered upon receipt. Any Director may waive notice of any meeting before, at or after such meeting. The attendance of a Director at a 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 meeting of the Board need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute or these Bylaws.

3.8 Quorum and Voting. A majority of the then serving Directors shall constitute a quorum for the transaction of business at any meeting of the Board, and the vote of a majority of the Directors, each Director having one vote, present in person at a meeting at which a quorum is present shall be the act of the Board, except as otherwise provided in the articles of incorporation or these bylaws. If less than a quorum is present at a meeting, a majority of the 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. No Director may vote or act by proxy at any meeting of Directors.

3.9 Participation Through Telecommunications. The Board may permit any or all Directors to participate in an annual, regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may hear each other during the meeting. A Director participating in a meeting by this means is considered to be present in person at the meeting.

3.10 Presumption of Assent. A Director of the Corporation, other than a Director Emeriti (as defined in 3.15), who is present at a meeting of the Board at which action on any corporate matter is taken shall be

presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Corporation within two days after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

3.11 Removals. Directors may be removed at any time by an affirmative vote for removal of eight of the thirteen members of the Board. Subject to the right of the DEQ and Utah Governor's Office to select two (2) members of the Board, such vacancy shall be filled by the Directors then in office, though less than a quorum, from the appropriate body or entity described in section 3.3 hereof.

3.12 Resignation. A Director may resign at any time by delivering written notification thereof to the Executive Director or Secretary of the Corporation. Resignation shall become effective upon its acceptance by the Board; provided, however, that if the Board has not acted thereon within thirty (30) days from the date of its delivery, the resignation shall upon the thirtieth day be deemed accepted.

3.13 Compensation. Directors shall not receive compensation for their services rendered. Subject to the same restrictions, the reasonable expenses of Directors of attendance at Board meetings may be paid or reimbursed by the Corporation. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Corporation in any other capacity.

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

3.15 Directors Emeriti. In addition to the voting directors provided for hereinabove, the Board by affirmative vote of two-third (2/3rds) of the Board eligible to vote may from time to time designate and appoint any number of Directors Emeriti who shall serve solely in an honorary capacity. Directors Emeriti shall have no vote on the Board of the Corporation and whose presence at meetings of said Board shall neither be required nor be counted toward a quorum. The purpose and function of a Director Emeritus shall be to act as an adviser to the Board of the Corporation and as an advisor to any committee of the Board to which they are appointed.

3.16 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 a consent, in writing and setting forth the action so taken, shall be signed by all of the Directors or committee members entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts or by facsimile) shall have the same force and effect as a unanimous vote of the Directors or committee members.

3.17 Chairman. The Board may elect from its own Board membership a Chairman of the Board, who shall preside at all meetings of the Board, and who shall perform such other duties as may be prescribed from time to time by the Board.

ARTICLE IV  
OFFICERS AND AGENTS

4.1 Number and Qualifications. The Officers of the Corporation shall be an Executive Director, a Secretary and a Treasurer. The Board may also elect or appoint such other officers, assistant officers and agents, including one or more vice-directors, a controller, assistant secretaries and assistant treasurers, as they may consider necessary. One person may hold any two offices, except that no person may simultaneously hold the offices of Executive Director and Secretary. In its discretion, the Board may leave any office unfilled for any period as it may determine.

4.2 Election and Term of Office. The Officers of the Corporation shall be elected by the Board to their specific offices at the annual meeting of the Board. Each officer shall hold office for a term of two years and until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided.

4.3 Compensation. The compensation of the Executive Director shall be as fixed from time to time by the Board, and the Executive Director shall not be prevented from receiving a salary by reason of the fact that he or she is also a Director of the Corporation.

4.4 Resignation. Any Officer may resign at any time by delivering a written resignation either to the Executive Director or to the Secretary. Unless otherwise specified therein, such resignation shall take effect upon delivery.

4.4 Removal. Any officer or agent may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer or agent shall not, in itself, create contract rights. Any such removal shall require a majority vote of the Board, exclusive of the Officer in question.

4.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, or if a new office shall be created, may be filled by majority vote of the Board for the unexpired portion of the term.

4.6 Authority and Duties of Officers. The Officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Executive Director, the Board or these bylaws, except that in any event each Officer shall exercise such powers and perform such duties as may be required by law.

(a) Executive Director. Unless the Board has designated otherwise, the Executive Director shall be the chief executive and administrative officer of the Corporation. He/she shall preside at all corporate meetings, including meetings of the board of directors in the absence of the Chairman of the Board. He/she shall exercise such duties as customarily pertain to the office of Executive Director and shall have general and active supervision over the property, business, and affairs of the Corporation and over its several officers. He/she may appoint agents other than those appointed by the Board. He/she may sign, execute and deliver in the name of the Corporation powers of attorney, contracts, bonds and other obligations, and shall perform such other duties as may be prescribed from time to time by the Board or by the Bylaws.

(b) Secretary. The Secretary shall, subject to the direction of the Executive Director, keep the minutes of the Board and, to the extent ordered by the Board or the Executive Director, the minutes of meetings of all committees. He/she shall have custody of the corporate seal, if any, and general charge of the records,

documents and papers of the Corporation not pertaining to the performance of the duties vested in other officers, which shall at all reasonable times be open to the examination of any Director. He/she may sign or execute contracts authorized in the name of the Corporation with the Executive Director thereunto and affix the seal of the Corporation thereto. He/she shall perform such other duties as may be prescribed from time to time by the Board or by the Bylaws.

(c) Treasurer. The Treasurer shall, subject to the direction of the Executive Director, have general custody of the collection and disbursement of the funds of the Corporation. He/she shall endorse on behalf of the Corporation for collection checks, notes and other obligations, and shall deposit the same to the credit of the Corporation in such bank or banks or depositories as the Board may designate. He/she may sign, with the Executive Director or such other persons as may be designated for the purpose by the Board, all bills of exchange or promissory notes of the Corporation. He/she shall enter or cause to be entered regularly in the books of the Corporation a full and accurate account of all monies received and paid by him/her on account of the Corporation; shall at all reasonable times exhibit his/her books and accounts to any Director of the Corporation during business hours, and, whenever required by the Board or the Executive Director, shall render a statement of his/her accounts. He/she shall perform such other duties as may be prescribed from time to time by the Board or by the Bylaws. If required by the Board, he/she shall give bond for the faithful performance of his/her duties in such sum and with or without such surety as shall be approved by the Board.

(d) Other Officers. Other Officers shall perform such duties and have such powers as may be assigned to them by the Board.

4.7 Surety Bonds. The Board 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 duties and for the restoration to the Corporation of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation. In the Board's discretion, the Corporation may bear the cost of any surety bond required of any Officer or agent.

## ARTICLE V LIMITATION OF LIABILITY OF DIRECTORS

To the fullest extent permitted by the Act or any other applicable law, as now in effect or as may hereafter be amended, a Director of the Corporation shall not be personally liable to the Corporation or its Board members, if any, for monetary damages for any action taken or any failure to take any action as a Director.

## ARTICLE VI RECEIPT OF STATE MONEY

6.1 Conditions to Receipt of State Funds. The Corporation shall comply with Utah Code Ann. Title 63J Chapter 9 (Nonprofit Entity Receipt of State Money Act) and Utah Code Ann. §51-2a-204 and all other Utah laws applicable to the receipt of "State Money" (collectively "Utah Law State Money Requirements"). The Corporation shall comply with the terms of any agreement entered into with a state entity pertaining to the Corporation's receipt of State Money. "State Money" means money that is owned, held, or administered by a state entity and derived from state fee or tax revenues. "State money" does not include contributions or donations received by a state entity.

6.2 Financial Oversight of State Money. Any State Money received by the Corporation shall be segregated from the general funds of the Corporation and accounted for separately from the charitable activities

of the Corporation. The Corporation shall maintain books and records with respect to any State Money it receives sufficient to enable the Corporation, at least annually, to prepare and submit an itemized report detailing the Corporation's expenditures of State Money to the Board of Directors and to the state entity that provided the State Money to the Corporation, if required by such state entity.

6.3 Appointment of State Fund Manager. By vote of a majority of the Directors, the Corporation shall appoint a "State Money Manager" to manage any State Money received by the Corporation, including, without limitation: (a) to ensure that the Utah State Money Requirements are satisfied; (b) to ensure compliance with the terms of any written agreement between the State of Utah and the Corporation pertaining to State Money; (c) to provide financial oversight of the Corporation's expenditure of State Money; and (d) to cause any State Money to be accounted for separately and an itemized report to be prepared with respect to the expenditure of State Money.

6.4 Removal of State Fund Manager. The State Fund Manager may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of a State Funds Manager shall not, in itself, create contract rights. Any such removal shall require a majority vote of the Board, exclusive of the State Fund Manager in question.

6.5 Accounting Requirement for State Money. If the Corporation has received State Money and the Corporation's revenues or expenditures of all funds equals or exceeds \$500,000, the Corporation shall cause to be made an audit of its accounts by a competent certified public accountant. If the Corporation has received State Money and the Corporation's revenues or expenditures of all funds is less than \$500,000, the Corporation shall cause a financial report to be made in the manner prescribed by the state auditor.

## ARTICLE VII

### INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, FIDUCIARIES AND AGENTS

7.1 Indemnification. The Corporation shall indemnify any and all persons who may serve or who have served at any time as Directors, officers, employees, fiduciaries and/or agents of the Corporation and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been Directors, officers, employees, fiduciaries and/or agents of the Corporation to the full extent permitted by the Act. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, Bylaw, agreement or otherwise.

7.2 Right to Impose Conditions to Indemnification. The Corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article VI, such reasonable requirements and conditions as the Board 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, initiated 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.

7.3 Limitation on Indemnification. Notwithstanding any other provision 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 of 1986, as amended.

ARTICLE VIII  
ADVANCEMENT OF EXPENSES

The Corporation may pay for or reimburse the reasonable expenses incurred by a Director, Officer, employee, fiduciary and/or agent who is a party to a proceeding in advance of final disposition of the proceeding, to the fullest extent permitted by the Act.

ARTICLE IX  
PURPOSE CORPORATION AND ENDOWMENT AND INTERPRETATION OF BYLAWS

9.1 Purpose of the Corporation. The Corporation is organized as a nonprofit corporation and is organized and operated under the Utah Revised Non-Profit Corporation Act, Title 16, Chapter 6 of the Utah Code, as the same may be amended from time to time. The purpose of the Corporation is to reduce air pollution emissions throughout the State of Utah, through voluntary actions, to facilitate the provision of cleaner air to breathe, improved health of the citizenry of the State and to foster economic development through: (1) providing funding to business organizations and governmental entities to install environmentally efficient equipment, conversion of fleet vehicles and implementing technology to enhance building efficiency or other technology or strategies that reduce or eliminate air pollution emissions; (2) provide education with respect to emission reduction strategies to be implemented across a broad spectrum of private and public organizations within the State and education and information how to manage personal health during poor air quality episodes; and (3) to coordinate, encourage and leverage initiatives within Utah and in other states to enhance environmental efficiencies. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 as amended (the “Code”) or the corresponding section of any future federal tax code.7.2

9.2 Interpretation. The provisions of the Bylaws and the acts of the Corporation shall all be interpreted and performed and carried out where possible in accordance with the purposes stated in Section 7.1 hereof.

ARTICLE X  
CONTRACTS, LOANS, CHECKS AND DEPOSITS

10.1 Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation; and such authority may be general or confined to specific instances.

10.2 Loans. No loan or advances shall be contracted on behalf of the Corporation, no negotiable paper or other evidence of its obligation under any loan or advance shall be issued in its name, and no property of the Corporation shall be mortgaged, pledged, hypothecated or transferred as security for the payment of any loan, advance, indebtedness or liability of the Corporation, without the approval of the Board.

10.3 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select, or as may be selected by any officer or agent authorized to do so by the Board.

10.4 Checks and Drafts. All drafts, acceptances, checks, and endorsements of the Corporation shall be signed by such officer or officers or such agent or agents of the Corporation and in such manner as the Board from time to time may determine. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories shall be made in such manner as the Board from time to time may determine.

## ARTICLE XI LIMITATIONS OF CORPORATION

11.1 Corporation Net Earnings. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its Directors, Officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in Article VII hereof.

11.2 Legislation and Politics. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office (including the publication or distribution of statements).

11.3 General Restrictions. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Laws.

## ARTICLE XII DISSOLUTION OF THE CORPORATION

Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets exclusively for:

- (a) the purposes of the Corporation in such manner as determined by the Board,
- (b) to such organization or organizations organized and operated exclusively for charitable or educational purposes, as shall at the time qualify as exempt organizations under Section 501 (c)(3) of the Code of 1986 (or corresponding provision of any future federal tax code), or
- (c) to a federal, state, or local government body to be used for exclusively public purposes as the Board shall determine. Any such assets not so disposed shall be disposed of by a court of general jurisdiction in Salt Lake County exclusively for such purposes.

## ARTICLE XIII MISCELLANEOUS

13.1 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 and committees. All books and records of



the Corporation may be inspected by any Director or his accredited agent or attorney, for any proper purpose at any reasonable time.

13.2 Conflicts of Interest. If any person who is a Director or officer of the Corporation is aware that the Corporation is about to enter into any business transaction directly or indirectly with himself, any member of his family, or any entity in which he has any legal, equitable or fiduciary interest or position, including without limitation as a Director, officer, shareholder, partner, or beneficiary, such person shall (a) immediately inform those charged with approving the transaction on behalf of the Corporation of his interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within his knowledge that bear on the advisability of such transaction from the standpoint of the Corporation, and (c) not be entitled to vote on the decision to enter into such transaction.

13.3 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.

13.4 Amendments. These Bylaws may be altered, amended, repealed, or new Bylaws adopted by three-fifths of the entire Board at any annual or special meeting.

13.5 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 provision were omitted.

13.6 Fiscal Year. The fiscal year of the Corporation shall be fixed and may be varied by resolution of the Board.

13.7 Amendment and Restatement. These Amended and Restated Bylaws of the Corporation amend and restate the prior bylaws of the corporation in their entirety and the previously existing bylaws shall be of no further force or effect.

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This is to certify that the foregoing Amended and Restated Bylaws were adopted by the Board of the Corporation on the 8<sup>th</sup> day of September, 2016.

SECRETARY

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Amanda Smith