

BYLAWS
OF
MOUNTAIN WEST MOTHERS' MILK BANK

a Utah nonprofit corporation

PURPOSES

The primary purposes for which Mountain West Mothers' Milk Bank, a Utah nonprofit corporation (the "Corporation") is organized are:

- A. To oversee and facilitate the development of a collection, pasteurization, and distribution service for human donor milk;
- B. To provide training and education for health care providers and community members about the health importance of human milk for neonates and infants; and
- C. To conduct research relative to advance the science of human milk banking.

The Corporation is organized and must be operated exclusively for charitable, scientific, testing for public safety, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

ARTICLE 1
Board of Directors

Section 1.1 Duties and Qualifications. The business affairs of the Corporation shall be managed by the Board of Directors. Each director shall discharge his or her duty as a director in good faith, with the care of an ordinarily prudent person in a like position under similar circumstances, and in a manner the director reasonably believes to be in the best interests of the Corporation.

Section 1.2 Number, Term and Election. The Board of Directors shall consist of the officers of the Corporation and non-officer directors. The officers of the Corporation shall be elected and serve, as more fully set forth in Article II, to manage the daily operations of the Corporation by voting on non-material matters not requiring the entire Board of Directors' approval. The non-officer directors shall take on the roles of committee chairs, or task leads as needed, and are included in voting for major decisions with the officers as the complete Board of Directors. There shall be a range of 13-19 officer and non-officer directors collectively, as determined by the Board of Directors from time to time. These bylaws set forth the type and manner of

decisions that require the Board of Directors' approval, otherwise, all decisions not specified for the Board of Directors are made by the officers. Non-officer Directors shall always have one director selected by Intermountain Healthcare and one director selected by University of Utah Health. In the event of a vacancy, a director selected by the Founding Sponsors may hold an officer position if elected by majority vote.

Section 1.3 Election and Appointment. The non-officer directors are people with expertise and industry knowledge helpful to the vision and mission of the Corporation. These non-officer directors are appointed annually by the vote of a majority of the Board of Directors at the annual meeting or such other time determined by the Board of Directors.

Section 1.4 Term of Officer Director. Each officer director shall hold office for a two (2) year term, The terms shall be staggered such that half of the officer directors are being elected every year and the other half the following year. An officer director is limited to two consecutive terms in the same position and office. For example, the Chairperson of the Board of Directors can serve for two consecutive terms and then may be elected to a vice president position or another office, but cannot serve more than two consecutive terms in the same position and office. The term of an officer filling a vacancy in the office elected by the Board of Director expires at the next election of directors in which the vacant position would have been up for election. A non-officer director can serve for unlimited consecutive terms. An officer director can serve unlimited terms as long as he or she does not serve more than two consecutive terms in the same position and office.

Section 1.5 Vacancies. Any vacancy among the directors arising at any time and from any cause, including the authorization of an increase in the number of directors, may be filled for the unexpired terms at any meeting of the Board of Directors by the affirmative vote of a majority of the Board of Directors. Each director so elected shall hold office until the next election at the following annual meeting of the Board of Directors and the qualification of his or her successor.

Section 1.6 Removal. A director may be removed at any meeting of the Board of Directors, removal can be for egregious acts, failure to fulfill duties, conflict of interest, or any other reason deemed appropriate by the Board of Directors. The removal is accomplished by the affirmative vote of a majority of the Board of Directors. A removed director's successor may be elected at the same meeting, or any successive meeting, to serve the remainder of such position's term.

Section 1.7 Annual Meetings. Unless the Board of Directors determines otherwise, the Board of Directors shall meet annually, on a date designated by the Chairperson of the Board, for the purpose of election of the officer directors and non-officer directors of the Corporation and consideration of any other business that may be brought before the meeting. Notice shall be provided at least 30 days prior to the holding of an annual meeting.

Section 1.8 Other Meetings. Regular meetings of the Board of Directors may be held pursuant to a resolution of the Board of Directors to such effect, and shall be held whenever convenient for the Board of Directors. Meetings of the Board of Directors may be held by any

means of communication by which all directors participating may simultaneously hear or communicate with each other during the meeting. Those whose business or residence is within 30 minutes' drive time should attend in-person. Those at more distance from the meeting or who are unable to attend in person may be considered present if they are able to simultaneously hear and/or communicate during the meeting via other communications. Unless otherwise provided by the Board of Directors, regular meetings shall be held at the Corporation's principal office. Notice shall be necessary for any regular meeting. Special meetings of the Board of Directors may be held upon the call of the Chairperson of the Board of Directors, or of any voting director then in office and upon at least forty-eight (48) hours' notice specifying the date, time, place and purpose or purposes of the meeting, given to each director by e-mail transmission, text or phone communication. Unless otherwise specified by the Board of Directors, meetings are closed to currently serving directors only.

Section 1.9 Quorum; Voting. At each meeting of the Board of Directors, the presence of a majority of the entire Board of Directors shall constitute a quorum for the transaction of business or any specified item of business. When action is taken it shall be necessary to constitute a quorum for the transaction of any business at a meeting of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present when the act is taken shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws. If a quorum is not present at any meeting of the Board of Directors, a majority of the directors present may adjourn the meeting to another time without notice other than by announcement at the meeting, until such a quorum is present, except that notice of such adjournment shall be given to any directors who were not present at the time of the adjournment.

Section 1.10 Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is consented to by a majority of the directors. The action must be evidenced by a written statement in the next meeting minutes or voting may be taken without a meeting via email if such vote is ratified in the minutes of the next Board or Directors' meeting.

Section 1.11 Committees. The Board of Directors may from time to time create and appoint standing, special or other committees to undertake studies, make recommendations, and carry on functions for the purpose of efficiently accomplishing the purposes of the Corporation. Committee Chairs may recruit committee members as needed and without prior approval or vote of the Board of Directors. However, all additions shall be reported to the Chairperson and later ratified by vote of the Board of Directors.

Section 1.11.1 Adjunct Board. The Board of Directors can appoint past members to an adjunct board committee. The adjunct board committee will receive information and updates regarding the Corporation's mission along with requests for support as needed.

Section 1.11.2 Advisory Board. The Board of Directors shall have an advisory board committee consisting of members who have specific knowledge and skills useful to the Corporation's mission. The advisory board committee members will be called upon as needed to guide decisions. There is no minimum nor maximum number of advisory or adjunct board members.

Section 1.12 Compensation. No director of the Corporation shall receive, directly or indirectly, any salary, compensation or similar benefit there from for service as a director. In rare cases, when a member of the Board of Directors is contracted for services due to specialized skills or knowledge, it is appropriate to compensate such individual after a signed conflict of interest form is completed and on file approved by a majority vote of the Board of Directors before compensating such director. During these special circumstances, any directors receiving compensation will forego their voting privileges on any item which would have a conflict of interest.

Section 1.13 Indemnification of Directors. The directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

- (a) Limitations of Liability of Directors. The personal liability of the directors of the Corporation to the Corporation, or to any third person, shall be eliminated or limited to the fullest extent permitted by Utah law.
- (b) Indemnification of Directors. The Corporation shall indemnify and advance expenses to its directors, officers, employees, fiduciaries or agents and to any person who is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, fiduciary or agent of another domestic or foreign corporation or other person or of an employee benefit plan (and their respective estates or personal representatives) to the fullest extent permitted by Utah law.
- (c) Effect of Repeal or Modification of Section 1.13. Any repeal or modification of this Section shall not adversely affect any right or protection of any person existing at the time of such repeal or modification.
- (d) Insurance. The Corporation may purchase and maintain liability insurance on behalf of a person who is or was a director, officer, employee, fiduciary or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary or agent of another foreign or domestic corporation or other person, or of an employee benefit plan, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a director, officer, employee, fiduciary or agent, whether or not the Corporation would have power to indemnify him or her against the liability. Insurance may be procured from any insurance company designated by the Board of Directors, whether the insurance company is formed under the laws of the State of Utah or any other jurisdiction of the United States or elsewhere.

Section 1.14 Conflicts of Interest. No director shall in any way permit his or her position on the Board of Directors, in relation to his or her personal business, to conflict with the activities of this Corporation.

- (a) A director shall be deemed to have a conflict of interest if he or she has a direct or indirect interest in a transaction with this Corporation, including any circumstance in which another entity in which the director has a material interest, or of which he or she is a 10% or more shareholder, a general partner, a director, an officer or a trustee, is a party to the transaction.

- (b) A transaction in which a director has a conflict of interest may be approved:
 - (i) By the affirmative vote of a majority of the directors of the Board of Directors who have no conflict of interest, if all the material facts of the transaction and the interest are disclosed to the Board of Directors prior to any vote on such matter; or

 - (ii) As provided by law.

Section 1.15 Loans. This Corporation shall not lend money to or guarantee the obligation of any director, officer, committee member, or employee.

Section 1.16 Communication. Meeting minutes will be distributed to all members of the Board of Directors. From time to time, a separate communication with the Corporation's updates and highlights may be provided for other committee members and interested parties not serving as directors.

ARTICLE 2

Officers

Section 2.1 Officers and Qualifications. The officers of the Corporation shall consist of a Chairperson, Vice Chairperson, Secretary, Treasurer, Medical Director, and Community Representative (collectively, the "Executive Committee"). The officers shall be chosen by the Board of Directors annually on a staggered basis as set forth in Article I. The Executive Committee will always serve as directors as set forth in Article I. The Executive Committee members are expected to manage the daily operation of the Corporation's activities and make all decisions not otherwise reserved for the Board of Directors as set forth herein.

Section 2.2 Terms of Office. Election of the Executive Committee officers is to be held at the annual meeting on a staggered basis. The officers whose annual terms are expiring shall be elected for a term of two (2) years, it being the intention of the Corporation for consistency that approximately one-half (1/2) of the officers will be elected at each annual meeting to stagger the

terms of officers. The Board of Directors shall elect the officers, however, an officer shall not vote on that officer's own position and office. An officer continues to serve until a successor shall be duly elected and qualified, or until resignation, removal, or death.

Section 2.3 Vacancies. Whenever any vacancies shall occur in any of the offices of the Corporation for any reason, the same may be filled by the Board of Directors, and any officer so elected shall hold office until the expiration of the term of the officer causing the vacancy and until the officer's successor shall be duly elected and qualified.

Section 2.4 Removal. Any officer of the Corporation may be removed, for egregious acts, failure to fulfill duties, or conflict of interest, or similar reasons deemed inappropriate by the Board of Directors at any time.

Section 2.5 Voting Approval. When officer action is taken it shall be necessary to receive written confirmation (via email constitutes written confirmation) from a majority of the officers to take such action. If a majority vote of the officers is not received for any action needing to be taken, the vote of the majority of officers voting on the matter at issue shall govern. The action taken without a majority vote of all officers shall then be ratified by a majority of all the officers within 10 business days. If such ratification is not approved by a majority of officers within 10 business days, the officers shall submit the matter to the Board of Directors for further review.

ARTICLE 3
Powers of Duties of Officers and Key Employees

Section 3.1 Chairperson. The Chairperson, shall preside at all meetings of the Board of Directors. If the Chairperson is unavailable for a meeting then the Vice Chair will assume that duty. Subject to the general control of the Board of Directors, the Chairperson shall perform all of the usual duties of the president of a corporation. Duties of the Chairperson include:

- Works with the Works with the Executive Director or, in the absence of an Executive Director, the Director of Operations to uphold the mission of the organization.
 - Provides leadership to the Board of Directors
- Develops meeting agendas in collaboration with the In collaboration with the Executive Director or, in the absence of an Executive Director, the Director of Operations.
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 - Encourages the Board of Directors' role in strategic planning
 - Appoints chair persons for committees in consultation with other directors
 - Serves ex officio as a member of committees and attends their meetings when invited

Discusses issues confronting the organization with the In collaboration with the Executive Director or, in the absence of an Executive Director, the Director of Operations.

- Helps guide and mediate Board of Director actions with respect to organizational priorities and governance concerns
- Monitors financial planning and financial reports
- Plays a leading role in fundraising
- Annually evaluates the performance of the organization

Once the term of the Chairperson has ended, he or she will remain on the Board of Directors as a one of the non-officer directors for at least one year.

Section 3.2 Vice Chair. Subject to the general control of the Board of Directors, if the Chairperson is not present, the Vice Chair shall discharge all of the usual functions of the Chairperson and such other powers and duties as the Bylaws or the Board of Directors may prescribe.

Section 3.3 Secretary. The Secretary shall attend all meetings of the Board of Directors, and prepare, keep, or cause to be kept, a true and complete record and minutes of the proceedings of such meetings, and shall perform a like duty, when required, for all committees appointed by the Board of Directors. If required, the Secretary shall attest the execution by the Corporation of deeds, leases, agreements and other official documents. The Secretary shall attend to the giving and serving of all notices of the Corporation required by these Bylaws, shall have custody of the books (except books of account) and records of the Corporation, and shall be responsible for authentication records of the Corporation.

Section 3.4 Treasurer. The Treasurer shall keep correct and complete records of accounting, showing accurately at all times the financial condition of the Corporation. The Treasurer shall have charge and custody of, and be responsible for, all funds, notes, securities and other valuables which may from time to time come into the possession of the Corporation and shall deposit, or cause to be deposited, all funds of the Corporation which such depositories as the Board of Directors shall designate. The Treasurer, or the Treasurer's designee, shall furnish, at meetings of the Board of Directors or whenever requested, a statement of the financial condition of the Corporation, and in general shall perform all duties pertaining to the office of Treasurer.

Section 3.5 Medical Director. The position of Medical Director is an appointed position without a term limit, unlike the other officers. The Medical Director shall be a neonatologist. He or she will assist in replacing themselves, when needed. The Medical Director shall primarily oversee the Clinical Committee. The job of the Medical Director and Clinical Committee is to review policies annually, uphold HMBANA policies, make decisions regarding donation eligibility, review medical restrictions, work with the Clinical Committee for complex cases, provide leadership and direction, and work on Continuous Quality Improvement (CQI).

Section 3.6 Community Representative. The position of Community Representative shall be an officer that represents the community at large. This person is expected to bring input from the community and be a person familiar with the local communities in which the Corporation is located.

Section 3.7 Assistant Officers. The Board of Directors may from time to time designate and elect assistant officers at the recommendation of the Executive Committee. Such assistant officers shall have such powers and duties as the Board of Directors may prescribe but shall not be directors.

Section 3.8 Executive Director. The Executive Director will be hired by and report to the Board of Directors. This person will hold the position of Ex Officio on the board. Duties include:

- Uphold the mission and values of MWMMB by overseeing operations in compliance with MWMMB policies and procedures.
- Report operational and financial information to the Board of Directors.
- Act as liaison between Board of Directors and staff of MWMMB.
- All other duties as assigned.

ARTICLE 4 **Committees**

Section 4.1 Formation of Committees. Committees shall be formed when an issue is too complex/numerous/or large to be handled by the entire Board of Directors. Committees will report to the Board of Directors or Executive Committee, as needed.

Section 4.2 Clinical Committee. It is required by HMBANA that a Clinical Committee exist to oversee clinical issues with screening, collection, and distribution of human breast milk. The Clinical Committee will work under HMBANA guidelines to ensure policies, practices, and procedures are being met. The Clinical Committee will consist of the Medical Director and representation from Neonatology, Pediatrics, Pharmacy, Lactation, Nutrition, and other community members. The Clinical Committee shall meet a minimum of 1 time per calendar year in person and may schedule any other meetings as needed. All other meetings, communications, and decisions may be handled via email and/or conference call.

Section 4.3 Fundraising Committee. It is a direct responsibility of the Board of Directors to continually look for additional funding. The Fundraising Committee is primarily expected to meet quarterly to explore fund raising options and plan the annual gala event.

Section 4.4 Finance Committee. The Finance Committee shall review the annual budget and make recommendations to the Board of Directors for the annual budget. The committee shall compare monthly budgets to previous month budgets to monitor revenue and expense trends. The committee will consider long and short-term projections for the Corporations revenue and expenses. The Finance Committee will monitor cash on hand, budget summaries, accounting reports, and other financial items as directed by the Executive Committee and Board of Directors.

Section 4.5 Compensation Committee. The Compensation Committee shall review employee compensation and compare against other similarly situated nonprofit organizations to determine and recommend the appropriate compensation ranges for employees to the Finance Committee and the Board of Directors. If a formal Compensation Committee is not established, compensation will be reviewed by the Finance Committee and presented to the board for discussion.

Section 4.6 Facilities and Planning Committee. The Facilities and Planning Committee shall manage the strategic plan set by the Executive Committee *when needed*. The Facilities and Planning Committee should work to identify and review facilities capacity and capabilities and make recommendations to the Board of Directors for new locations, remodels of existing locations, or other facilities improvements necessary to operate the Corporation efficiently and effectively.

ARTICLE 5

Miscellaneous

Section 5.1 Books and Records. 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 Executive Committee, and other committees having any of the authority of the Board of Directors.

Section 5.2 Approvals. The Executive Committee is authorized to operate the Corporation on a day-to-day basis in the ordinary course of business without the approval of the Board of Directors. Notwithstanding the foregoing, the Corporation's Board of Directors must approve the following actions:

Section 5.2.1 Spending Limits.-Purchases made by any employee, member of the Executive Committee, the Board of Directors, or committee member with purchasing designation or authority may be made up to \$500.00 per transaction without Executive Committee or Board approval. Amounts between \$500.00-\$2,000.00 may only be made after signed or emailed authorization from a single member of the Executive Committee. Purchases between \$2,000.00-5,000.00 may only be made after a majority vote of the Executive Committee. All purchases over \$5,000.00 may only be made after a majority vote from the

Board of Directors. For regular/frequent purchases within the above spending limits, authorization need only be granted for the initial purchase with the understanding that going forward it will be a regular expenditure.

Section 5.2.2 Debt. The Corporation shall not take out any debt or encumber any assets of the Corporation without the prior majority vote of the Board of Directors.

Section 5.2.3 Contracts. The Corporation shall not enter into any contract, lease agreements, vendor agreements, or commit the Corporation to any other obligations without the prior majority vote of the Board of Directors.

Section 5.2.4 Material Decisions. The Corporation shall not enter into any other material decisions for supplying products, obligating the Corporation to purchase or lease assets, hire key employees, agree to sell any assets, or take any other action outside of the normal course of business without the prior written approval of the Board of Directors.

Section 5.3 Corporate Seal. The Corporation may, but need not, have a corporate seal. The form of any such corporate seal may be specified in a resolution of the Board of Directors. A corporate seal, however, shall not be required for any purpose, and its absence shall not invalidate any document or action.

Section 5.4 Fiscal Year. The fiscal year of the Corporation shall begin on January 1 of each year and end on the immediately following December 31.

Section 5.5 Relation of Articles of Incorporation. These Bylaws are subject to, and governed by, the Articles of Incorporation.

Section 5.6 Execution of Contracts and Other Documents. Unless otherwise ordered by the Board of Directors, all written contracts and other documents entered into by the Corporation shall be executed on behalf of the Corporation by the Chairperson, the Vice Chairperson and, if required, attested by the Secretary.

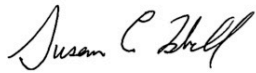
Section 5.7 Capital Equipment. A single item with a purchase price over \$1,500.00 will be considered capital equipment

ARTICLE 6 **Amendments**

Subject to the law and the Articles of Incorporation, the power to make, alter, amend or repeal all or any part of these Bylaws is vested in the Board of Directors. The Corporation must provide notice to the directors of any meeting at which an amendment to the Bylaws is to be considered and voted upon.

ADOPTION OF BYLAWS

The undersigned, Board Chair of the Corporation, hereby certifies that the amended Bylaws were adopted as the Bylaws of the Corporation at a meeting of the Board of Directors held on March 22, 2023

A handwritten signature in cursive script that reads "Susan E. Isbell".

Susan E. Isbell
Board Chair,
Mountain West Mothers' Milk Bank