

**BYLAWS  
OF  
CENTRO HISPANO**

**Article I: Offices**

**Section 1. Principal Office.** The principal office of the corporation shall initially be in the City of Orem, County of Utah, State of Utah.

**Section 2. Other Offices.** The corporation may also have offices at such other places within or without the State of Utah as the Board of Trustees may from time to time determine or the activities of the corporation may require.

**Section 3. Registered Office.** The initial registered office of the corporation shall be established and maintained at 625 South State, in the City of Orem, County of Utah, State of Utah.

**Article II: Meetings of Trustees**

**Section 1. Annual Meetings.** Annual meetings of trustees for the election of trustees and for such other business as may be stated in the notice of the meeting, or as may properly come before the meeting, shall be held at such places, either within or without the State of Utah, and at such times and dates as the Board of Trustees, by resolution, shall determine and as set forth in the notice of the meeting. In the event the Board of Trustees fails to so determine the time, date and place of the meeting, the annual meeting of trustees shall be held at the principal office of the corporation on the tenth day of January at ten o'clock A.M in each year.

If the date of the annual meeting shall fall upon a legal holiday or weekend, the meeting shall be held on the next succeeding business day.

**Section 2. Other Meetings.** Meetings of trustees for any purpose other than the election of trustees may be held at such a time and place, within or without the State of Utah, as shall be stated in the notice of the meeting.

**Section 3. Voting.** Each trustee shall be entitled to one vote, in person or by proxy, but no proxy shall be voted after three years from its date unless such proxy provides for a longer period. Upon the demand of any trustee, the vote for trustees and upon any question before the meeting shall be by ballot. All elections for trustees shall be decided

by plurality vote; all other questions shall be decided by majority vote, except as otherwise provided by the Articles of Incorporation or the laws of the State of Utah.

**Section 4. Membership.** The officer who has charge of the membership ledger of the corporation shall at least ten days before each meeting of trustees prepare a complete, alphabetically addressed, list of the trustees, each of whom is entitled to vote at the ensuing election. Said list shall be open to the examination of any trustee, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall be available for inspection at the meeting.

**Section 5. Quorum.** Except as otherwise required by law, by the Articles of Incorporation or by these Bylaws, the presence, in person or by proxy, of a majority of the trustees of the corporation entitled to vote thereat shall constitute a quorum at a meeting for the transaction of any business if there be an even number of trustees, a quorum shall be equal to one-half of the number of trustees entitled to vote at such meeting.

**Section 6. Special Meetings.** Special meetings of the trustees for any purpose, unless otherwise prescribed by statute or by the Articles of Incorporation, may be called by the managing directors and shall be called by the managing directors or secretary at the request in writing of a majority of the trustees. Such request shall state the purpose of the proposed meeting.

**Section 7. Notice of Meetings.** Written notice, stating the place, date and time of the meeting, and the general nature of the business to be considered, shall be sent to each trustee via their email address as it appears on the records of the corporation, not less than ten nor more than fifty days before the date of the meeting. In lieu thereof, a trustee may request in writing that the notice be sent to their postal mailing address.

**Section 8. Business Transacted.** No business other than that stated in the notice shall be transacted at any meeting without the unanimous consent of all the trustees.

**Section 9. Action Without Meeting.** Except as otherwise provided by the Articles of Incorporation, whenever the vote of trustees at a meeting thereof is required or permitted to be taken in connection with any corporate action by any provisions of the statutes or the Articles of Incorporation or of these Bylaws, the meeting and vote of trustees may be

dispensed with, if all the trustees who would have been entitled to vote upon the action if such meeting were held, shall consent in writing to such corporation action being taken.

**Section 10. Remote Attendance.** Trustees may attend board meetings via remote access methods. They will be considered to be present at the meeting and have all the same rights as trustees attending in person.

### **Article III: Trustees**

**Section 1. Number And Term.** The number of trustees shall be at least three as required by the law of the State of Utah. The trustees shall be elected at a Board of Trustees meeting and each trustee shall be elected until his or her successor shall be elected and shall qualify.

**Section 2. Resignations.** Any trustee, member of a committee or other officer may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the managing directors or secretary. The acceptance of a resignation shall not be necessary to make it effective.

**Section 3. Vacancies.** If the office of any trustee, member of a committee or other officer becomes vacant, the remaining trustees in office, though less than a quorum by a majority vote, may appoint any qualified person to fill such vacancy, and to hold office until a successor shall be duly chosen.

**Section 4. Removal.** Any trustee or trustees may be removed either for or without cause at any time by the affirmative vote of the trustees, at a special meeting of the trustees called for the purpose, and the vacancies thus created may be filled, at the meeting held for the purpose of removal, by the affirmative vote of a majority of the trustees.

**Section 5. Increase In Number.** The number of trustees may be increased by the affirmative vote of a majority of the trustees, though less than a quorum, at the annual meeting or at a special meeting called for that purpose, and by like vote the additional trustees may be chosen at such meeting to hold office until the next annual election and until their successors are elected and qualify.

**Section 6. Compensation.** Trustees shall not receive any stated salary for their services as trustees or as members of committees, but by resolution of the Board a fixed fee and

expenses of attendance may be allowed for attendance at each meeting. Nothing herein contained shall be construed to preclude any trustee from serving the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefore.

**Section 7. Action Without Meeting.** Any action required or permitted to be taken at any meeting of the Board of Trustees, or of any committee thereof, may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board, or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

#### **Article IV: Officers**

**Section 1. Officers.** The officers of the corporation shall consist of managing directors and shall be elected by the Board of Trustees and shall hold office until their successors are elected and qualified. In addition, the Board of Trustees may elect a chairman, one or more secretaries, treasurers, vice-secretaries, and vice-treasurers as it may deem proper. None of the officers of the corporation need be trustees.

**Section 2. Other Officers And Agents.** The Board of Trustees may appoint such officers and agents as it may deem advisable, who shall hold their offices for such terms and shall exercise such power and perform such duties as shall be determined from time to time by the Board of Trustees.

**Section 3. Chairman.** The Chairman of the Board of Trustees, if one be elected, shall preside at all meetings of the Board of Trustees, and he or she shall have and perform such other duties as from time to time may be assigned to him or her by the Board of Trustees.

**Section 4. Managing Director.** The Managing Directors shall be the chief executive officers of the corporation and shall have the general powers and duties of supervision and management usually vested in the office of the chief executive officer of a corporation. In the absence or nonelection of the Chairman of the Board of Trustees he, she or they shall preside at all meetings of the Board of Trustees, and shall have general supervision, direction and control of the affairs of the corporation. Except as the Board of Trustees shall authorize the execution thereof in some manner, he, she or they shall execute bonds, mortgages, and other contracts on behalf of the corporation, and shall cause the seal to be affixed to any instrument requiring it and when so affixed the seal shall be attested by the signature of the secretary or treasurer or an assistant secretary or assistant treasurer.

**Section 5. Treasurer.** The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the corporation. He or she shall deposit all moneys and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Board of Trustees.

The treasurer shall disburse the funds of the corporation as may be ordered by the Board of Trustees, or the managing directors, taking proper vouchers for such disbursements. He or she shall render to the managing directors and Board of Trustees at the regular meetings of the Board of Trustees, or whenever they may request it, an account of all his or her transactions as treasurer and of the financial condition of the corporation. If required by the Board of Trustees, he or she shall give the corporation a bond for the faithful discharge of his or her duties in such amount and with such surety as the Board shall prescribe.

**Section 6. Secretary.** The secretary shall give, or cause to be given, notice of all meetings of trustees, and all other notices required by law or by these Bylaws, and in case of his or her absence, or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the managing directors, or by the trustees, upon whose requisition the meeting is called as provided by these Bylaws. He or she shall record all the proceedings of the meetings of the corporation and of trustees in a book to be kept for that purpose, and shall affix the seal to all instruments requiring it, when authorized by the trustees or the managing directors, and attest the same.

**Section 8. Assistant Treasurers And Assistant Secretaries.** Assistant treasurers and assistant secretaries, if any, shall be elected and shall have such powers and shall perform such duties as shall be assigned to them, respectively, by the trustees.

#### **Article V: Prohibition of Dividends**

**Section 1. Prohibition of Dividends.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable, as dividends or in any other manner, to its trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the Articles of Incorporation.

Further, upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)3 of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Law) as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**Article VI: Fiscal Year**

Section 1. **Fiscal Year.** The fiscal year of the corporation shall be from July 1 to June 30 or as determined by resolution of the Board of Trustees.

**Article VII: Execution Of Corporation Instruments**

Section 1. **Instruments.** All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by officer or officers, agent or agents of the corporation, and in such manner as shall be determined from time to time by resolution of the Board of Trustees.

**Article VIII: Notice And Waiver Of Notice**

Section 1. **Notice.** Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly stated, and any notice so required shall be deemed to be sufficient if given by sending the same via email addressed to the person entitled thereto at his or her email address as it appears on the records of the corporation, and such notice shall be deemed to have been given on the day of such mailing. In lieu thereof, a trustee may request in writing that said notice be sent to a specific postal mailing address.

Section 2. **Waiver Of Notice.** Whenever any notice whatever is required to be given under the provisions of any law, or under the provisions of the Articles of Incorporation of the

corporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed proper notice.

**Article X: Amendments**

**Section 1. Amendments.** These Bylaws may be altered and repealed and Bylaws may be made at any annual meeting of the trustees or any special meeting thereof if notice thereof is contained in the notice of such special meeting, by the affirmative vote of a majority of the trustees, or by the Board of Trustees, at any regular meeting of the Board of Trustees.