

BYLAWS
OF
THE COOK STROBRIDGE ROCKER FAMILY ASSOCIATION

Article I
NAME

The name of this corporation (the "Association") shall be **The Cook Strobridge Rocker Family Association**

Article I
PRINCIPAL OFFICE

The principal office of the Association shall be that of the registered agent of the Association.

Article III
PURPOSES

This Association is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code and as otherwise set forth in the Association's articles of incorporation, as amended.

Article IV
OBJECTIVES

Mission Statement: The Association is intended to be an Internal Revenue Code 501(c)(3) family organization created to identify and preserve the pioneer heritage of Cedar Valley, County of Utah, State of Utah for the benefit of the local community, the posterity of the pioneers and all interested historical institutions.

Objectives: The Association shall (1) contribute to the preservation, restoration and maintenance of sites, structures, artifacts and any other physical object of the pioneers of Cedar Valley and surrounding environs, and (2) identify, gather, preserve, publish and make publicly available their historical narratives, and (3) cooperate with established museums, libraries and other historical holding institutions with an interest in these objects and histories.

Article V
MEMBERSHIP

The Association shall have voting members but no class of stock. The members of the Association are all those persons who wish to be members and who are direct descendants of Henry Freeman Cook who married Sophronia Strobridge and Julia Ann Bercier/Rocker, or the spouse of a descendant, including all of the posterity of any of the marriages of the descendants and will include the posterity in perpetuity.

Article VI
BOARD OF DIRECTORS

Section 1. The board of directors (the "Board") of the Association shall be chosen from among the members.

Section 2. The number of directors of the Association shall be fixed by the Board, but in no event be less than three nor more than twenty.

Section 3. The composition of the Board shall consist of five officers (Chairman of the Board, President, Vice-President, Secretary and Treasurer) and fifteen family representatives (one from each family of the fifteen children of Henry Freeman Cook, Sophronia Strobridge and Julia Ann Bercier/Rocker who have posterity). Directors, other than a director also serving as one of the five officers on the Board, shall be elected at the annual meeting of members.

Section 4. Any action of the Board to increase or decrease the number of directors, whether expressly by resolution or by implication through the election of additional directors, shall constitute an amendment of these bylaws effecting such increase or decrease. Upon the resignation of a director or the expansion of the Board, replacement directors shall be elected by the existing Board and shall hold office until the next annual meeting of members.

Section 5. The Board is responsible for overall policy and direction of the Association. All corporate powers shall be exercised by or under the direction of the Board.

Section 6. Family representatives on the Board shall be nominated and elected by members in their respective families.

Section 7. The Board at any time and from time to time may establish one or more committees of members for any appropriate purposes and may dissolve any such committee. The members of any such committee shall elect a chairperson who shall preside at all meetings of the committee and generally supervise the conduct of the committee's affairs. Rules governing procedures for

meetings of any such committee and for the conduct of such committee's affairs shall be as established by the committee.

Article VII
OFFICERS AND AGENTS

Section 1. The officers of the Association shall include the Chairman of the Board, President, Vice-President, Secretary and Treasurer. The Board may also elect or appoint such other officers as it may consider necessary. One person may hold more than one office at a time. All officers must be at least eighteen years old, and this does not preclude those less than eighteen years old in serving as youth representatives on any committee or of having a youth committee for some purpose designated by the Board.

Section 2. The officers of the Association shall be elected by the Board at each annual meeting of the Board immediately following the annual meeting of members. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter.

Section 3. The officers of the Association shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Chairman of the Board, 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) **Chairman of the Board.** The Chairman of the Board shall, subject to the direction and supervision of the Board (i) be the chief executive officer of the Association and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (ii) preside at all meetings of the Board; (iii) see that all orders and resolutions of the Board are carried into effect; and (iv) perform all other duties incident to the office of chair and as from time to time may be assigned to her/him by the Board.
- (b) **President.** The President shall assist the Chairman of the Board and shall perform such duties as may be assigned to him/her by the Chairman of the Board or by the Board. The President shall, at the request of the Chairman of the Board, or in his/her absence or inability or refusal to act, perform the duties of the Chairman of the Board and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairman of the Board.
- (c) **Vice-President.** The Vice-President shall assist the President and shall perform such duties as may be assigned to him/her by the President or by the Board. He/she shall manage the web site of the Association (<http://www.OurCookFamily.org>) and such other

connected and attendant duties related to the web site as determined by the Board.

- (d) **Secretary.** The Secretary shall: (i) keep the minutes of the proceedings of the Board and any committees of the Board; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the Association; and (iv) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the Chairman of the Board, the Board or the President.
- (e) **Treasurer.** The Treasurer shall: (i) be the principal financial officer of the Association and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board; (ii) receive and give receipts and a quittance for moneys paid on account of the Association, and pay out of the funds on hand all bills, and other just debts of the Association of whatever nature upon maturity; (iii) be the principal accounting officer of the Association and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the Chairman of the Board, Board and President statements of account showing the financial position of the Association and the results of its operations; (iv) upon request of the Board, make such reports to it as may be required at any time; and (v) perform all other duties incident to the office of treasurer and other such duties as from time to time may be assigned to him/her by the Chairman of the Board or President. Assistant Treasurers, if any, shall have the same powers and duties, subject to supervision by the Treasurer.

Article VIII DUES AND FEES

Section 1. The Board may establish such fees or other assessments and such rules and procedures for the manner and method of payment as it shall deem necessary or appropriate.

Section 2. The Association may accept any designated contribution, grant, bequest or device consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally

will be honored. However, the Association shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the Association shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Association's tax-exempt purposes.

Article IX MEETINGS

Section 1. Annual and Regular Meetings.

Annual Meeting. The date of the regular annual meeting shall be set by the Board, which shall also set the time and place.

Regular Meetings. Regular meetings of the Board shall be held at places and times determined by resolution of the Board and noted in the minutes.

Section 2. Notice of each meeting of the Board stating the place, day and hour of the meeting shall be given to each member requesting notice at least five days prior thereto by mailing a written notice, telephone notice, email, or posting notice on the Association's web site (and the method of notice need not be the same to each member).

Article X INDEMNIFICATION

Section 1. To the full extent permitted by law, the Association shall indemnify any director, officer or agent of the Association, or former director, officer, or agent of the Association, or any person who may have served at its request as a director, officer, or agent of another corporation against expenses actually and reasonable incurred by them, in connection with the defense of any action, suit or proceeding, civil or criminal, in which they are made a party by reason of being or having been such director, officer or agent of the Association, except in relation to matters as to which they shall be adjudged in such action, suit or proceeding to be liable for gross negligence in the performance of duty, or as otherwise limited by law, and to make such other indemnification (including advanced payment of indemnification) as shall be authorized by the Board.

Section 2. Notwithstanding any other provision of these bylaws, the Association 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 Association as an organization described in section 501(c)(3) of the Internal Revenue Code.

Article XI
AMENDMENTS – INVALIDITY

Section 1. The power to alter, amend or repeal these bylaws and adopt new bylaws shall be vested in the Board.

Section 2. The invalidity of any provisions 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.

Article XII
DATE OF ADOPTION OR AMENDMENT

These bylaws were adopted on October 9, 2008, and ratified by the Board*
October 9, 2008, 2008.

* “Board” consisted of all who where in attendance at the October 9, 2008 Association meeting (See October 9, 2008 Cook Storbridge Rocker Association Meeting Report).