

AMENDED AND RESTATED BYLAWS

OF

THE SALT LAKE TRIBUNE, INC.

SECTION 1 THE CORPORATION

1.1 Name and Organizational Structure. The Salt Lake Tribune, Inc. (the “Corporation”) is a nonprofit corporation organized and existing under the Utah Revised Nonprofit Corporation Act (the “Act”) in compliance with Title 16, Chapter 6a of the Utah Code Annotated.

1.2 Tax Status and Purposes. In accordance with the status of the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States internal revenue law)(the “Code”), the Corporation is organized and shall be operated exclusively for the purposes set forth in the articles of incorporation. The Salt Lake Tribune (the “Publication”) is Utah’s independent community voice. Building on a legacy of courageous, watchdog journalism, the Publication strives to tell stories that are interesting, important and inclusive in an accurate, fair and contextual manner. The Publication aims to engage, educate and empower its readers with reporting that informs and advances healthy public discourse.

SECTION 2 DIRECTORS

2.1 Powers. The Board of Directors (the “Board”) shall exercise, or delegate, or otherwise authorize the exercise of all corporate powers and shall direct the management of the Corporation’s affairs, subject to any limitations provided by law or set forth in the articles of incorporation. The Board shall retain authority over and shall exercise all of the corporate powers that the Board delegates or authorizes under this Section 2.1.

2.2 Qualifications. All directors must be individuals 18 years of age or older. Directors need not be residents or citizens of the State of Utah or of the United States of America. The Board may establish written policies that include additional criteria for qualifications of directors and composition of the Board.

2.3 Number. The Board shall consist of a minimum of 3 and a maximum of 11 persons. The number of directors may be fixed or changed periodically within the minimum and maximum by the Board.

2.4 Tenure of Office. Directors serve for terms of 3 years. Directors terms shall be staggered such that not all of the directors’ terms expire in the same year. Directors may serve for a maximum of 3 consecutive terms. After at least one year off the Board, a director who has served the maximum number of consecutive terms under this Section 2.4 may be elected to a new term. Despite the expiration of a director’s term, the director shall continue to serve until the director’s successor is elected, or until there is a decrease in the number of directors.

Notwithstanding the forgoing, the chair shall serve as a director for as long as the Board of Directors continues to reelect the chair.

2.5 Election. The Board shall elect directors at its annual meeting, or if action is not taken then, or if there is a vacancy, the election may be made at any regular or special meeting of the Board for which notice is properly given as provided in Section 4.3. The term of a director elected at an annual meeting shall begin on the date of the annual meeting, and the term of a director elected outside of the annual meeting shall begin as of the date specified in the resolution to elect the director.

2.6 Resignation. A director may resign at any time by delivering written notice to the Board of Directors. The resignation is effective as of the date thereof unless the notice specifies a later effective date. If a resignation specifies a later effective date and the Corporation accepts the later effective date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board.

2.7 Removal. A director may be removed, at any time, with or without cause, by a vote of a majority of the directors then in office at a meeting called for that purpose.

2.8 Vacancies. A vacancy or vacancies on the Board shall exist if the actual number of directors for any reason is less than the number of directors appointed at the most recent annual meeting. A vacancy in the Board may be filled by the Board at any meeting. The term of a director elected during the year to fill a vacancy shall begin as of the date specified in the resolution to elect the director. Each director so elected shall hold office for an initial term specified in the resolution to elect the director, in the event the directors determine to stagger director's terms as provided in Section 2.4.

2.9 Board Committees. The Board may, from time to time, create one or more Board committees, including but not limited to an audit committee. The creation of a Board committee and either the appointment of directors to the Board committee or the designation of a method of selecting Board committee members must be approved by the Board. Each Board committee must consist of two or more directors, who serve at the pleasure of the Board. Only a director may serve as a voting member of a Board committee. Except as may be contemplated by resolution of the Board, the provisions of these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board shall apply to committees and their members as well. The Board may delegate the authority of the Board to a Board committee; provided, however, no committee may:

(a) Authorize the payment to a person from the income or assets of the Corporation, other than a payment of reasonable value for property received or services performed or payment that furthers the Corporation's purposes;

(b) Approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets;

- (c) Elect, appoint, or remove directors or fill vacancies on the Board or on any board committees;
- (d) Adopt, amend, or repeal the articles of incorporation or bylaws; or
- (e) Appoint or remove officers.

2.10 Advisory Committees. The Board may, from time to time, create one or more advisory committees. The Board may appoint individuals to serve on an advisory committee or specify a method for selecting members. Members of these committees need not be members of the Board, but at least one director shall serve on each such committee. Advisory committees shall have no power to act on behalf of, or to exercise the authority of, the Board, but may make recommendations to the Board or to Board committees and may implement Board or Board committee decisions and policies under the supervision and control of the Board or a Board committee.

2.11 Compensation. Directors shall not be compensated for service in their capacity as directors. A director may receive reimbursement of actual reasonable expenses incurred in carrying out their duties as a director.

2.12 Director Conflict of Interest. A conflicting interest transaction is a transaction with the Corporation in which a director of the Corporation has a direct or indirect interest, as defined in Section 16-6a-825 of the Utah Revised Nonprofit Corporation Act. The Board shall adopt a policy that (a) requires directors, officers, and key employees to disclose any interest that constitutes or could result in a conflicting interest transaction and (b) sets out procedures for reviewing and resolving such matters in accordance with law. The purpose of the conflict of interest policy is to protect the interest of the Corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director, officer, or employee of the Corporation or might result in a possible excess benefit transaction. The conflict of interest policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 3 OFFICERS

3.1 Designation. The officers of the Corporation shall be a chair, a vice chair, an executive editor, vice-presidents, a secretary, a treasurer, and such other officers as the Board may from time to time designate. The same individual may be elected to more than one office.

3.2 Election; Term of Office. Officers shall be elected by the Board at the annual meeting of the Corporation for a term of one year (or such other term as the Board may designate) unless sooner removed by the Board. Officers may be elected to any number of consecutive terms.

3.3 Removal. Any officer may be removed, either with or without cause, at any time by action of the Board.

3.4 Resignation. An officer may resign at any time by delivering notice to the Board, the chair, the executive editor or the secretary. The resignation is effective as of the date thereof, unless the notice specifies a later effective date. If a resignation specifies a later effective date and the Corporation accepts the later effective date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date. Once delivered, a notice of resignation is irrevocable, unless revocation is specifically permitted by the Board.

3.5 Chair. The chair shall preside at meetings of the Board, shall ensure that the Board is advised on all significant matters of the Corporation's business, and shall be responsible for overseeing the plans and directives of the Board. The chair also shall have such other powers and perform such other duties as may be prescribed by the Board.

3.6 Vice Chair. The vice chair, if any, shall preside at meetings of the Board at which the chair is absent and in the absence of the chair shall have the other powers and perform the other duties of the chair. The vice chair also shall have such other powers and duties as may be prescribed by the Board.

3.7 Executive Editor. The executive editor shall have general supervision, direction and control of the day-to-day management of the Corporation and the Publication, with the executive powers and duties of management usually vested in the office of chief executive officer of a Corporation. The executive editor shall oversee all of the assistant or department editors of the Publication and shall have final approval over the content of the Publication. The executive editor shall not be a member of the Board, although he or she shall attend all Board meetings unless excused by the chair of the Board. The executive editor shall be compensated.

3.8 Vice Presidents. The Board of Directors may appoint one or more vice presidents. The vice presidents, in the order designated by their titles at the time of their election (i.e., senior vice president or vice president), or in the absence of any designation, then in the order of their appointment, shall perform the duties as may be assigned to him or her by the Board of Directors. Vice presidents shall be compensated.

3.9 Secretary. The secretary shall prepare minutes of meetings of the Board and authenticate records of the Corporation. The secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, the minutes of all Board meetings. The secretary also shall have such other powers and perform such other duties as may be prescribed by the Board. The Board may appoint or authorize the appointment of an assistant who may perform such duties as are prescribed by the secretary or the Board. If an employee of the Corporation, the secretary or assistant secretary shall be compensated.

3.10 Treasurer. The treasurer shall lead the Board's oversight of the Corporation's budgeting and planning process, financial performance, and financial condition. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation. The treasurer shall have such other powers and duties as may be prescribed by the Board. The Board may appoint or authorize the appointment of an assistant who may perform such duties as are

prescribed by the treasurer or the Board. If an employee of the Corporation, the treasurer or assistant treasurer shall be compensated.

SECTION 4 MEETINGS

4.1 Meetings of Directors.

(a) Annual Meeting. An annual meeting of the Board shall be held during the first calendar quarter of the year at a time and place designated by the Board. If the time and place of any other directors' meeting is regularly scheduled by the Board in a manner that informs all directors of the time and place without additional notice, the meeting is a regular meeting. All other meetings are special meetings. The Board may hold annual, regular or special meetings in or out of the State of Utah.

(b) Regular Meetings. Regular meetings of the directors, including the annual meeting, shall be at such place (within or without the State of Utah), date and time as may be fixed by the Board of Directors or by the Chair as authorized by the Board.

(c) Special Meetings. Special meetings of the Board of Directors may be called by the Chair or by 2 directors who deliver a written request to the secretary for the calling of a meeting at least 5 business days prior to the minimum notice period (as provided in Section 4.3) for the meeting to be called.

4.2 Participation. The Board may permit any or all of the 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 each director participating in the meeting can communicate with all of the other directors simultaneously. A director participating in a meeting in accordance with this Section 4.1(b) is, for the purposes of transacting any official business, present in person at the meeting.

4.3 Notice of Meetings. Notice of the place, date and time of each meeting of the Board of Directors shall be given to each director not more than 30 days nor less than 2 days before the date of such meeting. Any notice referred to in this Section 4.3 may be given by any reasonable means and need not specify the purposes of the meeting, except that if an amendment to the articles of incorporation or these bylaws is proposed a copy of such proposed amendment shall accompany said notice, and except with respect to a proposed action to elect or remove a director or officer. Notice of any meeting shall be considered given if mailed or otherwise sent or delivered to the director at his or her physical or email address specified in the records of the Corporation. The giving of notice shall be deemed to be waived by any director who shall attend such meeting, other than to protest the lack of proper notice at or prior to such meeting, and notice of a meeting may be waived, in writing, by any director either before, at or after such meeting. Such writing shall be filed with or entered upon the records of the meeting.

4.4 Quorum. A quorum of the Board shall consist of a majority of the number of directors then serving and present at the meeting immediately before the meeting begins. A director is considered present regardless of whether the director votes or abstains from voting.

4.5 Voting. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present at the meeting when the action is taken is the act of the Board, except to the extent that the articles of incorporation, bylaws, or applicable law require the vote of a greater number of directors. Each director (including the chair and any vice chair) has one vote and may not vote by proxy.

4.6 Presumption of Assent. A director who is present at a meeting of the Board when corporate action is taken is deemed to have assented to the action taken unless:

(a) The director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting the business at the meeting;

(b) The director's dissent or abstention from the action taken is entered in the minutes of the meeting; or

(c) The director delivers written notice of dissent or abstention to the presiding director of the meeting before the meeting's adjournment or to the Corporation immediately after the meeting adjourns. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

4.7 Action Without Meeting. Any action required or permitted to be taken at a Board meeting may be taken without a meeting if the action is taken a majority of directors. The action must be evidenced by one or more written consents describing the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section 4.7 is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date. For purposes of this Section 4.7, an affirmative email sent by a director in response to a written consent is deemed to be a writing by the director. A unanimous written consent under this Section 4.7 has the effect of a meeting vote and may be described as a meeting vote in any document.

SECTION 5 INDEMNIFICATION AND INSURANCE

5.1 Indemnification of Directors and Officers. The Corporation shall indemnify the directors, officers, employees and agents of the Corporation.

5.2 Insurance. The Corporation may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a director, officer, employee, or agent of the Corporation, or who, while a director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise; provided, however, that the Corporation may not purchase or maintain such insurance to indemnify any director, officer, employee or agent of the Corporation in connection with any proceeding charging improper personal benefit to the director, officer, employee or agent in which the director, officer, employee or agent was adjudged liable on the basis that personal benefit was improperly received by the director, officer, employee or agent.

5.3 Advance Payment of Expenses. Unless otherwise provided in the articles of incorporation, the Corporation may pay for or reimburse in advance of the final disposition of any proceeding the reasonable expenses incurred by an individual who is a party to a proceeding because he or she is or was a director, officer, employee or agent of the Corporation if (i) in accordance with the procedures and standards set forth in Section 16-6a-906(4) of the Act, an authorization of payment is made, and (ii) in accordance with the procedures of Section 16-6a-904 of the Act, a determination is made that the following has occurred:

(a) Written Affirmation. The individual has furnished to the Corporation a written affirmation of the individual's good faith belief that the individual's conduct was in good faith; the individual reasonably believed that his or her conduct was in, or not opposed to, the Corporation's best interests; and in the case of any criminal proceeding, the individual had no reasonable cause to believe that his or her conduct was unlawful.

(b) Written Undertaking. The individual has furnished to the Corporation a written undertaking, executed personally or on the individual's behalf, to repay the advance if it is ultimately determined that the individual did not meet the standard of conduct (which undertaking must be an unlimited general obligation of the individual but need not be secured and may be accepted without reference to financial ability to make repayment).

(c) Factual Determination. A determination has been made that the facts then known to those making the determination would not preclude indemnification under this Section 5.3 or Part 9 of the Act.

SECTION 6 NONDISCRIMINATION

The Corporation shall not discriminate in providing services, hiring employees, or otherwise, upon the basis of gender, gender identity, race, creed, marital status, sexual orientation, religion, color, age, national origin, veteran status, or disability.

SECTION 7 GENERAL PROVISIONS

7.1 Amendment or Restatement of Bylaws. The Board may amend or restate these bylaws at any time by majority vote. The date of approval of any amendment to the bylaws or a restatement of the bylaws shall be noted in the corporate records.

7.2 Inspection of Books and Records. All books, records, and accounts of the Corporation shall be open to inspection by the directors in the manner and to the extent required by law.

7.3 Checks, Drafts, Etc. All checks, drafts, and other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the Corporation shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board.

7.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in those banks, trust companies, or other depositories

as the Board or officers of the Corporation designated by the Board select or be invested as authorized by the Board.

7.5 Loans or Guarantees. The Corporation shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the Board. This authority may be general or confined to specific instances. The Corporation shall not make a loan, guarantee an obligation or modify a pre-existing loan or guarantee to or for the benefit of a director, officer, employee or agent of the Corporation.


7.6 Execution of Documents. The Board may, except as otherwise provided in these bylaws, authorize any director, officer, employee or agent to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer, employee or agent shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

7.7 Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

7.8 Severability. A determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these bylaws.

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The foregoing bylaws were duly adopted by the Board of Directors on May 22, 2020.



Ronald G. Moffitt, Secretary