

**Capitol Hill Neighborhood Council
Bylaws**

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CITY RECORDER

Article I ~ Name / Office

1.1. Name

The name of the Corporation is the Capitol Hill Neighborhood Council, d.b.a., Capitol Hill Community Council or Capitol Hill Neighborhood Community Council.

1.2. Office

The principal office of the corporation incorporated as Capitol Hill Community Council, (CHNC) shall be located at such place in Salt Lake City, Salt Lake County, as the Board of Directors may determine.

Article II ~ Mission / Purpose

2.1. Organization

CHNC is organized as a non-profit corporation under the Laws of the State of Utah and Salt Lake City under Title 2, Ordinance 63-90 1 (part), 1990 and Ordinance 64-90 1 (part), 1990.

2.2. Purpose / Mission

2.2.1. Purpose

The organization is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

2.2.2. Mission

The mission of the organization shall include:

- To provide a forum to discuss issues of mutual concern,
- Establish working groups/committees to facilitate issue resolution,
- Promote activities that enhance and enrich the community,
- Provide and expand communication links with governmental, civic and community organizations, and
- Work together as a unified whole Council for the betterment of the overall area and its residents.

Article III ~ Location

3.1. Location

The Capitol Hill Neighborhood Council is formed by five (5) residential neighborhoods and one (1) industrial area in Salt Lake City

- DeSoto
- Ensign
- Kimball
- West Capitol Hill
- Marmalade
- Industrial Area

Article IV ~ Council Membership

4.1. Council Membership

Council membership shall be open to any person 18 years of age or older who is a resident, property owner, or owner of a licensed business operating in the boundaries of the Capitol Hill Council Community. All Council members present are entitled to one vote. CHNC does not discriminate based on race, religion, sex, national origin, disability, age or sexual orientation.

Article V ~ Dues / Financial

5.1. Dues / Financial

The CHNC Board of Directors may not impose dues, assessments or other charges upon members of CHNC but shall secure its funds by donations, grants, gifts and contributions of real and personal property (from the State of Utah or any subdivision or agency thereof, Salt Lake City, or any charitable organization, person, firm or corporation for use in furthering its purposes).

5.2. Deposits and Withdrawals of Funds

All funds of CHNC shall be deposited in such banks, trust companies, or other reliable depositories as the Executive Committee may direct. Any withdrawal of funds over One Hundred Dollars (\$ 100.00) must be authorized by the Treasurer and two (2) Board members. All checks, drafts, orders for payment over One Hundred One Dollars shall be signed by two officers of CHNC and in such a manner as shall from time to time be determined by resolution of the Board of Directors.

5.3. Accounting

Proper accounting methods and safeguards will be established to protect CHNC

Article VI ~ Designated Contributions

6.1. Designated Contributions

CHNC may accept any designated contribution, grant, bequest or device consistent with its general tax-exempt purposes, as set forth in the articles of Corporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, CHNC 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 corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the corporation's tax-exempt purposes.

Article VII ~ Meetings

7.1. Meetings

All Council meetings should be held in a public building that provides for access for CHNC members. CHNC monthly and annual meetings shall comply with the provisions of the open meeting laws of the state of Utah and Salt Lake City. [Ord. 69-90, Section 1 (part), 1990]. Participation in Council meetings shall be open to anyone residing, owning

property, or doing business within the boundaries of CHNC, as described in the map attached hereto as Attachment "A."

7.2. Robert's Rules of Order

All meetings may be conducted in accordance with Robert's Rules of Order or other special rules adopted by the Board.

7.3. Public Meetings

These are meetings open to the Council membership where the Board of Directors makes a formal presentation on a policy, project or issue and the public is given the opportunity to react with questions and comments

7.3.1. Monthly Council Meetings

The Board of Directors shall hold a regular meeting as described on the third Wednesday of every month or at a time and place in Salt Lake City, Utah, as determined by the Board of Directors, as indicated by notice in accordance with provisions of these Bylaws.

7.3.2. Annual Meeting

One of the monthly meetings of the Council membership shall be designated as the annual meeting for the purposes of organization, election of officers, and the transaction of other business. The Annual Meeting shall generally occur in the month of November. If the Annual Meeting cannot be held in November, the Annual Meeting shall be held as soon as convenient thereafter.

7.4. Meetings of the Board of Directors

7.4.1. Regular Meetings

The Board of Directors shall meet at such time and in such places as may be determined by the Chair of the Board, upon written notice of the hour, date, and place of meetings to each director not less than seven (7) days prior to the meeting date. Notice shall be given in accordance with provisions of these Bylaws.

7.4.2. Special Meetings

The Chair may call, or a third of the current Board may ask the Chair to call, a Special Meeting of the Board by providing written notice to each Board member, not less than seven (7) days prior to the meeting date of the hour, date, and place of the meeting in accordance with provisions of these Bylaws.

7.4.3. Closed Meetings

These are meetings that are closed to the Council membership where the Board of Directors converse about policy, project or other community issues.

7.4.4. Participation by Telecommunications

If possible, Board members or Committee members may participate in a meeting by any means of communication by which all persons participating in such meeting can hear one another. Participation in a board meeting through electronic means shall constitute presence in person at such meetings.

7.5. Notices

Notice of meetings stating the place, date, and hour of the meeting shall be given by electronic means, to Council members and Board members at least seven (7) days prior to the meeting. The notice may also be in the form of an electronic message that contains a link to the location of a web page with the meeting notice information. Such notice shall be deemed to be given when the electronic message is delivered to the Internet service provider.

7.6. Quorums

A minimum of nine Council members present in person at any regularly scheduled public Council meeting shall constitute a quorum. The vote of a majority of the members of the Council present shall be necessary for the adoption of any matter voted on by the members. A quorum of the board of directors shall be a simple majority.

7.7. Presumption of Assent

A member who is present at a meeting of CHNC at which action on any matter of the Council is taken shall be presumed to have assented to the action taken unless dissent is entered into the minutes of the meeting, or unless that member has filed written dissent to such action with the Secretary before the meeting's adjournment. Such right to dissent shall not apply to a member who voted in favor of such action.

Article VIII ~ Board of Directors**8.1. Structure / Terms**

The Board of Directors shall consist of no less than seven (7) and no more than seventeen (17) members. A member of the Board of Directors shall serve a term of two (2) years, or until a successor is elected. However no one may serve more than two terms total or four (4) years. Absence from the board for a minimum of one (1) year is required before that person may again serve on the Board.

8.2. Restrictions

Only one member of a household in the boundaries of CHNC can serve as a Board of Director at one time. No members of the Board can be related to each other.

8.3. Rotation

Rotation of one-half (½) of the members of the Board will occur each year, based on a two (2) year term.

Article IX ~ Board Elections**9.1. Elections**

Election to the Board of Directors shall be by secret ballot. Only residents of the CHNC can nominate and elect Board members. Voting members must show proper identification of residence or ownership of business in the CHNC neighborhoods to vote for the Board of Directors.

9.2. Notice

Area-wide notifications of day, time, and place of elections shall be given at least 7 days prior to the meeting.

9.3 Candidates for the Board

Candidates for the Board of Directors must be 18 years of age or older, and a member of CHNC. Names of candidates must be submitted no later than the October Council meeting.

Article X ~ Executive Officers**10.1. Election of Officers**

At their first meeting following the annual meeting, the Board of Directors shall elect Officers of the CHNC. Executive Officers shall hold office for a term of one year, unless as specified. Elections of officers shall take place as determined by a majority of the board at that meeting.

10.2. Officers

The Executive Officers of the CHNC shall be Chair, Vice-Chair, Secretary and Treasurer. No person shall hold two Executive offices, at the same time.

10.3. Removal

An Officer or a Board member may be removed by a majority vote of the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby. Once removed that person may not hold an Executive Office (if removed from an Office), or Board position (if removed from the Board) for a one year period from date of removal.

10.4. Vacancies

Any officer or board member may resign at any time by giving written notice to the Chair of the Board of Directors. A resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any position, however occurring, may be filled by the Board of Directors for the remainder of the unexpired portion of the term. If an Executive Officer or a Board member wishes to return to the position that they held, and that position is open, that person shall submit in writing to the Chair why they wish to return to the position. The Board of Directors would vote, with a majority required for an approval. If approved, the appointment will for the duration of the term.

10.5. Absences

Any board member who has three (3) unexcused absences from regularly scheduled Monthly membership Council meetings or three (3) board meetings during any twelve (12) month period will be automatically removed from the Board. Each board member's absence shall be recorded in the CHNC meeting minutes or other manner of record keeping. Written notification of removal will be given to the Board member within seven (7) days of the next scheduled monthly membership meeting.

10.6. Leaves of Absence

Board members may request a leave of absence of up to three (3) months, subject to approval by the majority of the Board. A Board member may not exceed three (3) months of total leave in any two-year term. The Board may, at its discretion, appoint an interim replacement for the length of the leave. During an approved leave of absence, the board member shall be excused from the attendance requirements outlined above.

10.7. Authority and Duties of Officers

The Executive Officers of the CHNC shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Chair, the Board of Directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law. Term is limited to one year, renewable by vote.

10.7.1. Chair

The Chair shall, subject to the direction and supervision of the Board of Directors, (i) be the chief executive officer of the CHNC and have general and active control of its affairs and business and general supervision of its officers, (ii) preside at all meetings of the Board of Directors; (iii) see that all orders and resolutions of the Board of Directors 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 by the Board of Directors.

10.7.2. Vice-Chair(s)

The Vice-Chair(s) shall assist the Chair and shall perform such duties as may be assigned to them by the Chair or by the Board of Directors. The Vice-Chair shall, at the request of the Chair, or absence, inability, or refusal to act, perform the duties of the Chair and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair.

10.7.3. Secretary

The Secretary shall: (i) keep the minutes of the proceedings of the Council, the Board of Directors 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 CHNC records. (iv) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board of Directors. The Secretary shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and committees and business meetings of Executive Officer's meetings.

10.7.4. Treasurer

The treasurer shall: (i) be the principal financial officer of the CHNC and have the care and custody of all its funds, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board of Directors; (ii) receive and give receipts for moneys paid on account of the CHNC, and pay all bills, and other debts of the CHNC. (iii) be the principal accounting officer of the CHNC 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 filings and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the Chair and the Board of Directors statements of account showing the financial position of the CHNC 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 by the Chair or the Board of Directors

Article XI ~ Conflicts of Interest

11.1. Conflicts of Interest

A conflict of interest shall be deemed to exist if a relative of a board member is involved with an organization, project or development where a vote is required by the CHNC. That board member shall abstain from voting on any related issues.

11.2. Policy and Statement

In addition to the above, all board members must agree to, sign, and comply with the CHNC Conflict of Interest Policy and Statement within 30 days of becoming a board member.

Article XII ~ Committees

12.1. Committees

The Chair, at any time, may establish one or more committees or projects of CHNC members for any appropriate purpose, and may dissolve any such committee. The Chair shall select a chairperson who shall preside at all meetings of the committee and generally supervise the conduct and activities of the committee and its members.

12.2. Reporting

Project or Committee Chairs shall report the full details of activities pertaining to their committee or projects to the Board of Directors. Any decisions or actions shall be determined by the Board of Directors in a regular meeting of the Board of Directors or Council.

Article XIII ~ Amendments of Bylaws

13.1. Amending These Bylaws

The CHNC may amend its bylaws from time to time as needed to comply with the best practices of nonprofits and community Councils, legal standards, codes of ethics and other issues deemed important to the corporation. Revisions to the bylaws shall be raised by any board member at a board meeting by providing 30 days written notice to the Council of the intention to request an alteration, amendment, repeal or adoption of new bylaws at such meeting. Adoption of any changes or revisions to the bylaws must be approved by a 2/3 majority vote of the Board. All changes or revisions to the bylaws must meet all state and federal requirements for non-profit organizations.

13.2. Audit

The above bylaws should be audited every five years.

Article XIV ~ Dissolution

14.1. Dissolution

Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

