

**DOWNTOWN ALLIANCE
BYLAWS**

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ARTICLE I – GENERAL

CITY RECORDER

Section 1. Name. The name of the organization shall be the "Downtown Alliance."

Section 2. Purpose. The Downtown Alliance is incorporated under the laws of Utah. It is an affiliate of the Salt Lake Chamber and subject in all respects to the policies and procedures of the Salt Lake Chamber and other policies as provided in the Salt Lake Chamber's Bylaws. It is organized as a nonprofit corporation to engage in any lawful act for which a nonprofit corporation may be organized under the laws of Utah and the laws of the United States. It is not organized for profit and is not organized to engage in a regular business of a kind ordinarily carried on for profit. No part of the net earnings of the Downtown Alliance may inure to the benefit of any private shareholder or individual.

Section 3. Mission. Under the auspices of the Salt Lake Chamber, the mission of the Downtown Alliance is to build a dynamic and diverse community that is the regional center for culture, commerce, and entertainment and to create a downtown in Salt Lake City that is embraced by visitors and residents throughout the Intermountain West.

Section 4. Salt Lake Chamber Executive Board. The policymaking powers of the Downtown Alliance shall be vested in the Executive Board of the Salt Lake Chamber, as those powers may be determined from time to time in the Bylaws of the Salt Lake Chamber. The Executive Board of the Salt Lake Chamber shall consist of members in a number, for terms, and for eligibility as determined from time to time in the Bylaws of the Salt Lake Chamber, except that the Board shall consist of the following seven (7) members of the Downtown Alliance:

- A. Chair of the Downtown Alliance
- B. Vice Chair of the Downtown Alliance
- C. Immediate Past Chair of the Downtown Alliance
- D. President/CEO of the Salt Lake Chamber and Downtown Alliance
- E. Three (3) additional members of the Downtown Alliance Board of Trustees.

Section 5. Office. The principal office of the Downtown Alliance shall be within the Central Business Improvement District in Salt Lake City.

Section 6. Limitation. The Downtown Alliance shall observe all local laws, Laws of the state of Utah, and federal laws which apply to a non-profit organization as defined in section 501 (c) (6) of the Internal Revenue Code. The Downtown Alliance, in all of its activities, shall be nonsectarian and nondiscriminatory.

ARTICLE II - MEMBERSHIP

Section 1. Members. The Downtown Alliance shall consist of members. The Board of Trustees, in consultation with the Salt Lake Chamber Executive Board and the President/CEO, may provide from time to time for other conditions for eligibility, admission, application, dues, investment, resignation, termination, expulsion, and reinstatement of members, consistent with the Articles of Incorporation or the laws of the state of Utah.

Section 2. Eligibility. All of the commercial property owners, and the business owners who lease from them, that are located within the Commercial Business District and on whom a special property tax assessment is imposed from time to time by the Salt Lake City Council under the laws of the state of Utah, are members of the Downtown Alliance. All other persons, firms, and

corporations that are interested in the economic well being of Downtown Salt Lake City and that desire to promote the objectives of the Downtown Alliance are also eligible for membership. No person may be denied membership on the basis of race, creed, color, or gender.

ARTICLE III - MEETINGS

Section 1. Annual Member Meeting. An annual meeting of the members of Downtown Alliance shall be held at such time and place as determined by the Board of Trustees. Notice of the annual meeting shall be given to Downtown Alliance members in good standing whose names appear on the rolls of the Downtown Alliance prior to the annual meeting in a manner reasonably calculated to ensure optimum attendance.

Section 2. Regular Board Meetings. The Board of Trustees shall hold regular and special meetings at such times and places as determined by the Chair in consultation with the President/CEO and the Executive Director.

Section 3. Quorums. Eight (8) members of the Board of Trustees constitute a quorum at any regular or other meeting of the Board.

Section 4. Agenda and Minutes. An advance agenda and minutes shall be prepared for all annual meetings and all board meetings.

ARTICLE IV - BOARD OF TRUSTEES

Section 1. Authority. A Board of Trustees for the Downtown Alliance shall advise the Salt Lake Chamber Executive Board, the President/CEO, and the Executive Director on policies, events, and other activities and functions of the Downtown Alliance and on other ways to accomplish the mission of the Downtown Alliance.

Section 2. Composition. The Board of Trustees shall consist of up to sixteen (16) members as follows:

- A. Seven (7) members appointed by the Chair of the Salt Lake Chamber Executive Board, in consultation with the President/CEO and the Executive Director, who represent the commercial property owners, and the business owners who lease from them, that are located within the Commercial Business District and on whom a special property tax assessment is imposed, or who represent long-term, institutional downtown interests
- B. President/CEO of the Salt Lake Chamber and Downtown Alliance
- C. Eight (8) *ex officio* members as follows
 - i. Executive Director of the Downtown Alliance
 - ii. Chair of the Salt Lake City Council or his or her designee
 - iii. Salt Lake City Mayor or his or her designee
 - iv. President of the Salt Lake Convention & Visitors Bureau
 - v. President of the Downtown Retail Merchants Association
 - vi. Executive Director of the Redevelopment Agency of Salt Lake City
 - vii. Representative from a cultural arts group in Salt Lake County who oversees county facilities in downtown Salt Lake City
 - viii. President of the Utah Jazz

Section 3. Terms. Each member of the Board of Trustees shall serve a three-year term. There are no limits on the number of terms a member of the Board of Trustees may serve. Each

member of the Board of Trustees shall hold office until the end of the fiscal year or until his or her successor is appointed.

Section 4. Eligibility. Each member of the Board of Trustees, except the President/CEO, shall be a commercial property owner or business owner within the Commercial Business District and shall:

- A. Represent diverse downtown industries
- B. Direct and advise the President/CEO and the Executive Director in order to meet the objectives of the Downtown Alliance
- C. Direct and advise the President/CEO and the Executive Director in order to help build a stronger, more dynamic, and inclusive community
- D. Represent the taxation interests of the commercial property owners and business owners within the Commercial Business District.

Section 5. Salt Lake Chamber Board of Governors. Each member of the Board of Trustees shall also be a member of the Board of Governors of the Salt Lake Chamber.

Section 6. Vacancy. If a vacancy occurs in the membership of the Board of Trustees, the Chair of the Salt Lake Chamber Executive Board, in consultation with the President/CEO and the Executive Director, shall appoint a member to fill that vacancy. The member appointed to fill a vacancy shall hold office for the unexpired term and until a successor is elected.

ARTICLE V - OFFICERS

Section 1. Officers, Appointment, Term, Vacancy. The officers of the Downtown Alliance shall include a Chair, a Vice Chair, the President/CEO, and such other officers as the Board determines.

All officers, except the President/CEO, shall be appointed annually by the Board of Trustees and shall hold office until the end of the fiscal year or until their successors are duly qualified and appointed. All officers serve at the pleasure of the Board of Trustees.

If a vacancy occurs in any of the aforementioned offices, except the President/CEO, the Chair shall, with the advice and counsel of the President/CEO, appoint a member to fill the vacancy for the unexpired term of the vacating officer.

Section 2. Chair. Prior to beginning of each new fiscal year, Board of Trustees shall appoint a member from among its ranks as the incoming Chair.

The Chair of the Board shall:

- A. Preside over and conduct the Annual Meeting and all meetings of the Board of Trustees
- B. At the annual meeting and at such other times as he or she deems proper, communicate to the Downtown Alliance and to the Board of Trustees such matters and make such suggestions as may tend to promote the mission and increase the effectiveness of the Downtown Alliance
- C. Serve as the official representative of and spokesperson for the Downtown Alliance, along with the President/CEO and the Executive Director
- D. Assign the Vice Chair those areas of responsibility he or she considers appropriate, in consultation with the President/CEO and the Executive Director
- E. Determine the need for committees, task forces, and working groups, and approve the appointment of the chairs of all committees, task forces, and working groups, all in consultation with the President/CEO and the Executive Director

Section 3. Vice Chair. Prior to the beginning of each new fiscal year, the Board of Trustees shall appoint a member from among its ranks as the incoming Vice Chair.

The Vice Chair shall perform the duties and exercise the powers of the Chair in the Chair's absence. The duties of the Vice Chair shall be those that may be assigned by the Chair with the advice and counsel of the President/CEO and the Executive Director.

Section 4. President/CEO. The President/CEO of the Salt Lake Chamber shall serve as Chief Executive Officer of the Downtown Alliance, and shall serve at the pleasure of the Executive Board of the Salt Lake Chamber. The President/CEO shall also be a voting member of the Board of Trustees and all committees, task forces, and working groups. In addition, the President/CEO shall:

- A. Report to the Downtown Alliance Board of Trustees on matters of Alliance policy, procedures, organization, staffing, objectives, activities, functions, and other matters the Chair considers appropriate
- B. Employ an Executive Director for the Downtown Alliance with the advice and consent of the Board of Trustees
- C. Cause to be prepared notices, agendas, and minutes of meetings to the Boards
- D. In consultation with the Executive Director, be responsible for hiring, discharging, directing, and supervising all Downtown Alliance employees and determining their salaries and other considerations of employment
- E. Cause to be prepared an operating budget covering all activities of the Downtown Alliance, subject to approval of the Executive Board of the Salt Lake Chamber in consultation with the Treasurer of the Salt Lake Chamber and the Executive Director
- F. Be responsible for all expenditures within the approved budget allocation
- G. Provide support necessary for the Board of Trustees, and all Alliance committees, task forces, and working groups
- H. Along with the Executive Director, serve as advisor to the Chair and to the Board of Trustees on all Alliance matters
- I. Serve as the official representative of and spokesperson for the Chamber, along with the Chair of the Board of Trustees and the Executive Director
- J. Maintain personal liaison with business, government, and community leaders within Salt Lake City, Salt Lake County, and the surrounding areas
- K. Assemble information and prepare special reports on any matters designated by the Chair
- L. Along with the Executive Director, advise the Chair in selecting the chairs of all committees, task forces, and working groups and appoint personnel for these committees
- M. In consultation with the Executive Director, appoint other key employees and staff of the Downtown Alliance and delegate to any of these key employees and staff any duties and responsibilities of the President/CEO that the President/CEO considers necessary or proper
- N. Perform such other responsibilities as may be assigned by the Chair and the Board of Trustees.

ARTICLE VI - COMMITTEES

Section 1. Creation. The Chair, in consultation with the President/CEO and the Executive Director, may create committees, task forces, and working groups as the Chair may determine. The Chair, in consultation with the President/CEO and the Executive Director, shall appoint the chairs of all committees, task forces, and working groups as the Chair may create. All such chairs shall serve at the will and pleasure of the Chair.

Section 2. Authority. The committees, task forces, and working groups shall make investigations, conduct studies and hearings, and make recommendations to the Board of Trustees and shall conduct any other activity that may be delegated to them by the Chair in consultation with the President/CEO and the Executive Director.

ARTICLE VII - FINANCE

Section 1. Funds. The Downtown Alliance shall use proceeds from Central Business District property tax assessment funds to accomplish the purposes specified in the Salt Lake City ordinances and contracts that govern the use of such funds. The Downtown Alliance may use any of its other funds to accomplish the purposes stated in these bylaws and in accordance with the Bylaws of the Salt Lake Chamber, the Downtown Alliance Articles of Incorporation, the laws of the state of Utah, and the law of the United States. Downtown Alliance funds may not be distributed to the members.

Section 2. Revenue. Upon approval of the budget, the President/CEO is authorized to make disbursements from Downtown Alliance funds provided for in the budget without additional approval of the Executive Board of the Salt Lake Chamber.

Section 3. Budget. The Executive Board of the Salt Lake Chamber has the responsibility for approving the budget and other financial matters of the Downtown Alliance, including compensation. The Board of Trustees shall rely on the Finance Committee of the Salt Lake Chamber for recommendations on all budget and financial matters of the Downtown Alliance, including compensation.

Section 4. Salt Lake Chamber Finance Committee. The Finance Committee of the Salt Lake Chamber shall consist of not more than five members of the Executive Board of the Salt Lake Chamber, including the Chair and Vice Chair of the Executive Board of the Salt Lake Chamber, and the Chair and Vice Chair of the Downtown Alliance Board of Trustees.

Section 5. Finance Committee Duties. The Finance Committee of the Salt Lake Chamber shall study the Downtown Alliance's financial condition and related matters. In addition, the Finance Committee shall:

- A. Review the annual budget and recommend to the Executive Board of the Salt Lake Chamber any necessary adjustment to the Downtown Alliance budget
- B. Provide for an annual external audit of the Downtown Alliance's financial statements by a certified public accountant and make the audit report available to members of the Downtown Alliance
- C. Advise the Board of Trustees on general policy and administrative issues dealing with their areas of expertise
- D. Review the compensation of the Executive Director and other key employees.

Section 6. Bond. Bonds in a sum to be determined from time to time by the Executive Board of the Salt Lake Chamber may cover the Downtown Alliance officers and staff and any volunteers designated by the Executive Board to sign checks or handle monies in any manner individually and collectively. The bonds shall be executed through an approved indemnity company with the cost of such bonds paid for by the Chamber.

Section 7. Fiscal Year. The fiscal year of the Downtown Alliance shall be from July 1 through June 30.

ARTICLE VIII – LIABILITY

Section 1. Director and Governor Liability. To the extent permitted by Utah law, members of the Board of Trustees are not liable to the Downtown Alliance for monetary damages for any action taken, or any failure to take any action, unless the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

Any repeal, amendment, or modification of this Article shall be prospective only and shall not increase, but may decrease a Trustee's liability with respect to actions or failures to act occurring prior to such change.

Section 2. Volunteer Liability. Persons providing services to the Downtown Alliance without compensation, whether as a member of the Board of Trustees, a member of a committee or task force or working group, or a member at large or otherwise, shall be considered as "volunteers" within the meaning of the laws of the state of Utah providing for the limitation of personal liability of volunteers to nonprofit organizations. This provision shall not require the Downtown Alliance to maintain liability insurance or other financially secure source of recovery, and the Downtown Alliance shall incur no liability to the volunteer for its failure to do so.

Section 3. Indemnity. To the extent permitted by Utah law, the Downtown Alliance shall purchase and maintain insurance to indemnify the members of the Board of Trustees and its officers, employees, and agents against any liability asserted against such persons arising out of their status with the Downtown Alliance. The determination to obtain such insurance, and the amount and scope of coverage, shall be within the sole discretion of the Board of Trustees.

To the extent permitted by Utah law, the Downtown Alliance may indemnify any member of the Board of Trustees, any member of a committee or task force or working group, or any member at large or other volunteer who is successful on the merits in an action brought by persons other than the Downtown Alliance asserting liability arising out of their status with the Downtown Alliance, but only to the extent the Board of Trustees determines that such indemnity is in the best interests of the Downtown Alliance and that the person to be indemnified has satisfied applicable standards of conduct.

ARTICLE IX – ETHICS

Section 1. Conflict of Interest. Members of the Board of Trustees, officers, and key employees may not engage in any Downtown Alliance or non-Alliance misconduct or conflict of interest, which may adversely affect the person's ability to effectively and appropriately carry out his or her duties related to the Alliance.

Section 2. High Ethical Standards of Behavior. Members of the Board of Trustees, officers, and key employees of the Downtown Alliance shall adopt and adhere to high ethical standards of behavior and a conflict of interest policy.

Section 3. Compliance. Compliance with any conflict of interest policy or ethical standards adopted by the Executive Board of the Salt Lake Chamber or the Downtown Alliance Board of Trustees shall be designed to permit the Executive Board of the Salt Lake Chamber or the Downtown Alliance Board of Trustees to determine the nature and severity of any Downtown Alliance or non-Alliance misconduct or conflict of interest on a case-by-case basis and to make Salt Lake Chamber Executive Board or the Downtown Alliance Board of Trustees involvement decisions based upon that analysis.

Section 4. Review. The Executive Board of the Salt Lake Chamber and the Downtown Alliance Board of Trustees have the right to review misconduct or conflicts of interest based upon generally accepted standards of ethical behavior upon any ethical standards or conflict of interest

policy adopted by the Executive Board of the Salt Lake Chamber and the Downtown Alliance Board of Trustees, and make continued Board of Trustees membership or Alliance employment dependent upon the evaluation of any misconduct pursuant to the ethical standards and conflict of interest policy adopted under this Section.

ARTICLE X - DISSOLUTION

Section 1. Procedure. The Downtown Alliance shall use proceeds from Central Business Improvement District property tax assessment to accomplish the purposes specified in the Salt Lake City ordinances and contracts that govern the use of such funds, and no part of said proceeds shall be distributed to the members of the Downtown Alliance. The Downtown Alliance shall use its other funds only to accomplish the objectives and purpose specified in these Bylaws, and no part of said funds shall be distributed to the members of the Downtown Alliance. On dissolution of the Downtown Alliance, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization to be selected by the Executive Board of the Salt Lake Chamber.

ARTICLE XII - AMENDMENTS

Section 1. Procedure. The Board of Trustees may adopt new Bylaws or amend these Bylaws by the affirmative vote of a majority of the Board of Trustees at any regular meeting of the Board of Trustees or at a special meeting of the Board of Trustees called for that purpose, provided that each Trustee is given notice of the proposed changes prior to the date of such meeting.

Section 2. Conflict. Notwithstanding the above, any new Bylaws or any amendments to these Bylaws may not conflict with any provision of the Bylaws of the Salt Lake Chamber.

Section 3. Substantive Change. Notwithstanding the above, any new Bylaws or any amendments to these Bylaws may not substantively change the rights of members with respect to voting, forfeiture of their memberships, or other matters required by Utah law.