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BYLAWS

OF

DOWNTOWN COMMUNITY COUNCIL,

A UTAH NONPROFIT CORPORATION

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BYLAWS
OF
DOWNTOWN COMMUNITY COUNCIL

ARTICLE I: OFFICES

Section 1.1 Business Offices. The principal office of the corporation will be located in Salt Lake City, Utah, and its principal office is located at 336 West Broadway #308, Salt Lake City, Utah 84101. The corporation may have such other offices, either within or outside Utah, as the board of directors may designate or as the affairs of the corporation may require from time to time.

Section 1.2 Registered Office. The registered office of the corporation required by the Utah Revised Nonprofit Corporation Act (the “Act”) may be, but need not be, the same as the corporation's principal business office in Utah. The registered office is 336 West Broadway #308, Salt Lake City, Utah 84101, and the name of the corporation's registered agent at that address is D. Christian Harrison. The corporation's registered office and registered agent are subject to change from time to time by the board of directors, by the officers of the corporation, or as otherwise provided by the Act.

ARTICLE II: MEMBERS

Section 2.1 Class of Members. The corporation will have two classes of members: Residential Members and Commercial Members.” The Residential Members will be comprised of individuals residing within the then-current geographic boundaries served by the corporation, as set forth on Appendix A (the “Boundaries”). The Commercial Members will be comprised of all owners (or, with the owner’s consent, the lessee or other representative of an owner) of real property within the Boundaries. If a Commercial Member owns residential real property, it may be a Commercial Member even though individuals residing on such property are Residential Members.

Section 2.2 Place of Meeting. All meeting of the Members will be held in Salt Lake City, Utah, or at such other place within the State of Utah as the board of directors in the notice of such meeting.

Section 2.3 Annual Meeting. The board of directors may fix the date and time of the annual meeting of the Members, but if no such date and time is fixed by the board of directors, the meeting for any calendar year will be held on the 1st day of May, if it is a weekday, and if it is not a week day, then on the next succeeding day that is a weekday. At the annual meeting, the Members then entitled to vote will elect by written ballot the board of directors and will transact such other business as may properly be brought before the meeting.

Section 2.4 Special Meetings. Except as provided in the articles of incorporation, special meetings of the Members for any purpose for which meetings may lawfully be called, may be called at any time by the board of directors or by any person or committee expressly so authorized by the board of directors and by no other person or person. At any time, upon written request of any person who has duly called a special meeting, which written request shall state the purpose of the meeting, it will be the duty of the Secretary to fix the date of the meeting to be held at such date and time as the Secretary may fix, not less than 10 nor more than 60 days after the receipt of the request, and to give due notice thereof. If the Secretary neglects or refuses to fix the time and date of such meeting and give notice thereof, the person calling the meeting may do so.

Section 2.5 Notice of Meetings. Written notice of the place, date and hour of every meeting of the Members must be given not less than 10 nor more than 60 days before the date of the meeting. Notice will be provided by such method as is determined by the board of directors. Every notice of a special meeting must state the purpose thereof.

Section 2.6 Quorum, Manner of Acting and Adjournment. The Members present at a meeting of the Members, in person or represented by proxy, will constitute a quorum for the transaction of business except as otherwise provided by statute, the articles of incorporation or these bylaws. The vote of a majority of the members present in person or represented by proxy will decide any question brought before such meeting, unless the question is one upon which, by express provision of the applicable statute, the articles of incorporation or these bylaws, a different vote is required, in which case such express provision will govern and control the decision of such question.

Section 2.7 Organization. At every meeting of the Members, the President, or in the case of vacancy in office or absence of the President, such person as may be designated by the board of directors, will act as Chairman of such meeting, and the Secretary, or, in the Secretary's absence, the assistant secretary, or in the absence of both the Secretary and the assistant secretary, a person appointed by the Chairman of the meeting shall act as Secretary.

Section 2.8 Voting; Proxies. Each Member will at every meeting of the Members be entitled to one vote in person or by proxy. All elections of members of the board of directors will be by written ballot, unless waived by the Members present. The Residential Members will elect to members of the board of directors and the Commercial Members will elect two members of the board of directors; such election will be by the majority vote of each such class, respectively. The vote upon any other matter need not be by ballot. No proxy will be voted after three years from its date, unless the proxy provides for a longer period. Every proxy must be executed in writing by the Member or by his duly authorized attorney-in-fact and filed with the Secretary of the corporation. A proxy, unless coupled with an interest, will be revocable at will, notwithstanding any other agreement or any provisions in the proxy to the contrary, but the revocation of a proxy will not be effective until notice thereof has been given to the Secretary of the corporation. A duly executed proxy will be irrevocable if it states that it is an irrevocable power. A proxy will not be revoked by the death or incapacity of the maker unless, before the

vote is counted or the authority is exercised, written notice of such death or incapacity is given to the Secretary of the corporation.

ARTICLE III: BOARD OF DIRECTORS

Section 3.1 General Powers. The business and affairs of the corporation will be managed by its board of directors, except as otherwise provided in the Act, the articles of incorporation or these bylaws.

Section 3.2 Number, Composition, Election, Tenure and Qualifications.

(a) The number of directors of the corporation will be five. The two directors elected by the Residential Members and the two directors elected by the Commercial Members will elect, by majority vote, the fifth member of the board of directors. Directors will serve until his or her successor is elected and qualified. Upon the removal or resignation of a director, the class which elected such removed or resigned director will elect his or her replacement. Directors need not be residents of Utah.

(b) The term of each director elected by the Commercial Members or the Residential Members will be two years, staggered annually within each category of membership. The term of the fifth member of the board will be one year. Directors may be elected for successive terms, and the terms of the initial directors of the corporation expire at the first meeting at which directors are elected or appointed. A decrease in the number of directors or in the term of office does not shorten an incumbent director's term.

Section 3.3 Resignation of Directors. A director may resign at any time by giving written notice of resignation to the corporation. A resignation of a director is effective when the notice is received by the corporation unless the notice specifies a later effective date. A director who resigns may deliver to the Utah Division of Corporations and Commercial Code for filing a statement that the director resigns pursuant to Section 16-6a-1608 of the Act. The failure to attend board meetings or meet obligations will be effective as a resignation at the time of the board of directors' vote to confirm the failure if at the beginning of a director's term on the board, these bylaws provide that a director may be considered to have resigned for failing to attend a specified number of board meetings, meet other specified obligations of directors; and the failure to attend or meet obligations is confirmed by an affirmative vote of the board of directors.

Section 3.4 Removal of Directors. A director may be removed with or without cause by the vote of a majority of the directors then in office. A director elected by the board of directors to fill the vacancy of a director elected by the voting members may be removed without cause by the voting members but not the board of directors. A director who is removed pursuant to this Section 3.4 may deliver to the Utah Division of Corporations and Commercial Code for filing a statement to that effect pursuant to Section 16-6a-1608 of the Act.

Section 3.5 Meetings. The board of directors may hold regular or special meetings in or out of this state. The board of directors may permit any director to participate in a regular or

special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting. A director participating in a meeting by a means permitted under this Section 3.6 is considered to be present in person at the meeting.

Section 3.6 Action Without Meeting.

(a) Any action required or permitted by the Act to be taken at a board of directors' meeting may be taken without a meeting if each and every member of the board in writing either

- (1) votes for the action, or
- (2) (i) votes against the action or abstains from voting; and
(ii) waives the right to demand that action not be taken without a meeting.

(b) Action is taken under this Section 3.6 only if the affirmative vote for the action equals or exceeds the minimum number of votes that would be necessary to take the action at a meeting at which all of the directors then in office were present and voted. An action taken pursuant to this Section 3.6 is not be effective unless the corporation receives writings describing the action taken, otherwise satisfying the requirements of this Subsection (a) above, signed by all directors; and not revoked pursuant to this Section 3.6.

(c) Unless otherwise provided herein, a writing described in Subsection (b) above may be received by the corporation by electronically transmitted facsimile or other form of wire or wireless communication providing the corporation with a complete copy of the document, including a copy of the signature on the document.

(d) A director's right to demand that action not be taken without a meeting will be considered to have been waived if the corporation receives a writing satisfying the requirements of Subsection (a) that has been signed by the director and not revoked pursuant to this Section 3.6.

(e) Action taken pursuant to this Section 3.6 will be effective when the last writing necessary to effect the action is received by the corporation, unless the writings describing the action taken set forth a different effective date. If the writing is received by the corporation before the last writing necessary to effect the action is received by the corporation, any director who has signed a writing pursuant to this Section 3.6 may revoke the writing by a writing signed and dated by the director describing the action and stating that the director's prior vote with respect to the writing is revoked.

(f) Action taken pursuant to this Section 3.6 has the same effect as action taken at a meeting of directors.

Section 3.7 Notice of Meeting. Regular meetings of the board of directors may be held without notice of the date, time, place, or purpose of the meeting. Special meetings of the board of directors must be preceded by at least two days notice of the date, time, and place of the meeting. The notice required by this Section 3.7 need not describe the purpose of the special meeting unless otherwise required by the Act.

Section 3.8 Waiver of Notice. A director may waive any notice of a meeting before or after the time and date of the meeting stated in the notice. Except as provided by this Section 3.8, the waiver must be in writing, signed by the director entitled to the notice, and be delivered to the corporation, although such delivery will not be a condition of the effectiveness of the waiver. A director's attendance at or participation in a meeting waives any required notice to that director of the meeting unless at the beginning of the meeting or promptly upon the director's later arrival, the director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and after objecting, the director does not vote for or assent to action taken at the meeting; or if special notice was required of a particular purpose under the Act or herein, the director objects to transacting business with respect to the purpose for which the special notice was required, and after objecting, the director does not vote for or assent to action taken at the meeting with respect to the purpose.

Section 3.9 Quorum and Voting.

(a) Unless a greater or lesser number is required by these bylaws, a quorum of a board of directors consists of a majority of the number of directors in office immediately before the meeting begins.

(b) If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board of directors unless the vote of a greater number of directors is required by the Act or herein. For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a director may be considered to be present at a meeting and to vote if the director has granted a signed written proxy to another director who is present at the meeting and authorizing the other director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy. Except as provided in this Section 3.9 and as permitted by Section 16-6a-813 of the Act, directors may not vote or otherwise act by proxy. Except as otherwise provided herein, a director may grant a proxy to a person who is not a director if permitted by the bylaws.

(c) A director who is present at a meeting of the board of directors when corporate action is taken is considered to have assented to all action taken at the meeting unless the director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting business at the meeting, and after objecting, the director does not vote for or assent to any action taken at the meeting, the director contemporaneously requests that the director's dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or the director causes written notice of the director's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before adjournment of the

meeting or the corporation promptly after adjournment of the meeting. The right of dissent or abstention as to a specific action is not available to a director who votes in favor of the action taken.

Section 3.10 Committees of the Board. Subject to Section 16-6a-906 of the Act, the board of directors may create one or more committees of the board and appoint one or more directors to serve on such committees. The creation of a committee of the board and appointment of directors to it must be approved by the greater of a majority of all the directors in office when the action is taken or the number of directors required by the bylaws to take action under Section 16-6a-816 of the Act. A committee of the board and the members of the committee are subject to Sections 3.6 through 3.9. To the extent specified herein or by the board of directors, each committee of the board will have the authority of the board of directors under these bylaws. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a director with the standards of conduct described in Section 16-6a-822 of the Act. Nothing in this Section 3.10 prohibits or restricts the corporation from establishing in its bylaws or by action of the board of directors or otherwise one or more committees, advisory boards, auxiliaries, or other bodies of any kind having the members and rules of procedure as the bylaws or board of directors may provide, established to provide the advice, service, and assistance to the corporation as may be specified herein the bylaws or by the board of directors, and established to carry out the duties and responsibilities for the corporation as set forth herein or by the board of directors. Notwithstanding the preceding sentence, if any committee or other body established under has one or more members who are entitled to vote on committee matters and who are not then also directors, the committee or other body may not exercise any power or authority reserved to the board of directors in the Act or these bylaws.

Section 3.11 Compensation. Directors may not receive compensation for their services as such, although the reasonable expenses of directors of attendance at board meetings may be paid or reimbursed by the corporation. Directors will not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the corporation in any other capacity.

Section 3.12 Emergency Powers.

(a) In anticipation of or during an emergency defined in this Section 3.12, the board of directors may modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent; adopt bylaws to be effective only in an emergency; and relocate the principal office, designate an alternative principal office or regional office, authorize officers to relocate or designate an alternative principal office or regional office.

(b) During an emergency as defined this Section 3.12, unless emergency bylaws provide otherwise, notice of a meeting of the board of directors need be given only to those directors whom it is practicable to reach, and may be given in any practicable manner, including by publication or radio; and the officers of the corporation present at a meeting of the board of directors may be considered to be directors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

(c) Corporate action taken in good faith during an emergency under this Section 3.12 to further the ordinary business affairs of the corporation binds the corporation and may not be the basis for the imposition of liability on any director, officer, employee, or agent of the corporation on the ground that the action was not an authorized corporate action.

(d) An emergency exists for purposes of this section if a quorum of the directors cannot readily be obtained because of a catastrophic event.

ARTICLE IV: OFFICERS AND AGENTS

Section 4.1 Number and Qualifications. The elected officers of the corporation will be a chairman of the board, a president, a secretary and a treasurer. The board of directors may also elect or appoint such other officers, assistant officers and agents, including an executive director, one or more vice-presidents, a controller, assistant secretaries and assistant treasurers, as it may consider necessary. An officer may appoint one or more assistant officers or other officers if granted such appointment authority herein or by a resolution of the board of directors. One person may hold more than one office at a time. Officers need not be directors or members of the corporation.

Section 4.2 Election and Term of Office. The elected officers of the corporation will be elected by the board of directors at each regular annual meeting. If the election of officers is not held at such meeting, such election will be held as soon as convenient thereafter. Each officer will hold office until the officer's successor is duly elected and qualified, or until the officer's earlier death, resignation or removal.

Section 4.3 Compensation. The compensation of the officers will be as fixed from time to time by the board of directors, and no officer will be prevented from receiving a salary by reason of the fact that such officer is also a director of the corporation. However, during any period in which the corporation is a private foundation as described in section 509(a) of the Internal Revenue Code, no payment of compensation (or payment or reimbursement of expenses) will be made in any manner so as to result in the imposition of any liability under section 4941 of the Internal Revenue Code.

Section 4.4 Resignation and Removal.

(a) An officer may resign at any time by giving written notice of resignation to the corporation. A resignation of an officer is effective when the notice is received by the corporation unless the notice specifies a later effective date. If a resignation is made effective at a later date, the board of directors may permit the officer to remain in office until the effective date and fill the pending vacancy before the effective date if the successor does not take office until the effective date, or remove the officer at any time before the effective date and fill the vacancy created by the removal.

(b) Unless otherwise provided herein, the board of directors may remove any officer at any time with or without cause.

(c) An officer who resigns, is removed, or whose appointment has expired may deliver to the Utah Division of Corporations and Commercial Code for filing a statement to that effect pursuant to Section 16-6a-1608 of the Act.

Section 4.5 Contract Rights with Respect to Officers. The appointment of an officer does not itself create contract rights. An officer's removal does not affect the officer's contract rights, if any, with the corporation. An officer's resignation does not affect the corporation's contract rights, if any, with the officer.

Section 4.6 Authority and Duties of Officers. The officers of the corporation will have the authority and will exercise the powers and perform the duties specified below and as may be additionally specified by the president, the board of directors or these bylaws, except that in any event each officer will exercise such powers and perform such duties as may be required by law, including without limitation the duties according to the standards of conduct for officers set forth in Section 16-61-822 of the Act.

(a) Chairman of the Board. The chairman of the board will (i) preside at all meetings of the board of directors; (ii) see that all orders and resolutions of the board of directors are carried into effect; and (iii) perform all other duties incident to the office of chairman of the board and as from time to time may be assigned to the chairman by the board of directors.

(b) President. The president will, subject to the direction and supervision of the chairman of the board and the board of directors, (i) be the chief executive officer of the corporation and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (ii) in the absence of the chairman of the board, 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 president and as from time to time may be assigned to the president by the board of directors.

(c) Executive Director. The executive director, if one is elected, will, subject to the direction and supervision of the chairman of the board, the president and the board of directors: (i) be the chief administrative officer of the corporation with general responsibility for all day-to-day operations of the corporation; (ii) propose, prepare and present to the president and the board of directors specific programs and activities that will further the corporation's purposes; (iii) direct and supervise the implementation of the programs and activities approved by the president or the board of directors; (iv) perform all other duties and responsibilities as may from time to time be assigned to the executive director by the president or the board of directors; and (v) attend meetings of the Board at the Board's request.

(d) Vice-Presidents. The vice-president or vice-presidents will assist the president and will perform such duties as may be assigned to them by the president or by the board of directors. The vice-president (or if there is more than one, then the vice-president designated by the board of directors, or if there be no such designation, then the vice-presidents in order of their election) will, at the request of the president, or in the president's absence or inability or refusal to act, perform the duties of the president and when so acting will have all the powers of and be subject to all the restrictions upon the president.

(e) Secretary. The secretary, or such other officer as may be appointed by the board of directors to perform such tasks will prepare and maintain minutes of the directors' and members' meetings and other records and information required to be kept by the corporation under Section 16-6a-1601 of the Act, and authenticate records of the corporation. Assistant secretaries, if any, will have the same duties and powers, subject to supervision by the secretary.

(f) Treasurer. The treasurer will: (i) be the principal financial officer of the corporation 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 of directors; (ii) receive and give receipts and acquittances for moneys paid in on account of the corporation, and pay out of the funds on hand all bills, payrolls and other just debts of the corporation of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting officer of the corporation 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 president and the board of directors statements of account showing the financial position of the corporation 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 such other duties as from time to time may be assigned to the treasurer by the president or the board of directors. Assistant treasurers, if any, will have the same powers and duties, subject to supervision by the treasurer.

Section 4.7 Surety Bonds. The board of directors may require any officer or agent of the corporation to execute to the corporation a bond in such sums and with such sureties as will be satisfactory to the board, conditioned upon the faithful performance of such person's duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the corporation.

ARTICLE V: INDEMNIFICATION

Section 5.1 Authority to Indemnify Directors. Except as otherwise provided in this Section 5.1, the corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, against liability incurred in the proceeding if the individual's conduct was in good faith, the individual reasonably believed that the individual's conduct was in, or not opposed to, the corporation's best interests (or with respect to an employee benefit plan for a purpose the director reasonably believed to be in or not opposed to the interests of the participants in and beneficiaries of the plan), and in the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this Section 5.1. The corporation may not indemnify a director in connection with a proceeding by or in the right of the corporation in which the director was adjudged liable to the corporation, or in connection with any other proceeding charging that the director derived an improper personal benefit, whether or not involving action in the director's

official capacity, in which proceeding the director was adjudged liable on the basis that the director derived an improper personal benefit. Indemnification permitted under this Section 5.2 in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding.

Section 5.2 Mandatory Indemnification of Directors. The corporation will indemnify a director described in this Section 5.2 against reasonable expenses incurred by the director in connection with the proceeding or claim with respect to which the director has been successful. This Section 5.2 applies to a director who was successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because the director is or was a director of the corporation, or any claim, issue, or matter in the proceeding, to which the director was a party because the director is or was a director of the corporation.

Section 5.3 Advance of Expenses for Directors. The corporation may pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if the director furnishes the corporation a written affirmation of the director's good faith belief that the director has met the applicable standard of conduct described in Section 5.1, the director furnishes the corporation a written undertaking, executed personally or on the director's behalf, to repay the advance, if it is ultimately determined that the director did not meet the standard of conduct, a determination is made that the facts then known to those making the determination would not preclude indemnification under this Section 5.3. The undertaking required by this Section 5.3 will be an unlimited general obligation of the director, need not be secured, and may be accepted without reference to financial ability to make repayment. Determinations and authorizations of payments under this Section 5.3 will be made in the manner specified in Section 5.1.

Section 5.4 Determination and Authorization of Indemnification of Directors. The corporation may not indemnify under a director under Section 5.1 unless authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because the director has met the standard of conduct set forth in Section 5.1. The corporation may not advance expenses to a director under Section 5.3 unless authorized in the specific case after the written affirmation and undertaking required by Section 5.3 are received and the determination required by Section 5.3 has been made.

(a) The determinations required by this Section 5.4 will be made by the board of directors by a majority vote of those present at a meeting at which a quorum is present if only those directors not parties to the proceeding are counted in satisfying the quorum, if a quorum cannot be obtained under this Section 5.4, by a majority vote of a committee of the board of directors designated by the board of directors and consisting of two or more directors not parties to the proceeding, or by persons listed in Subsection (b). The directors who are parties to the proceeding may participate in the designation of directors for the committee described in this Subsection (a).

(b) The determination required to be made by Subsection (1) will be made by a person described in this Subsection (b) if a quorum cannot be obtained in accordance with Subsection (a) and a committee cannot be established under Subsection (a), or even if a quorum

is obtained or a committee is designated, a majority of the directors constituting the quorum or committee directs. If a condition described in Subsection (a) is met, the determination required to be made this Section 5.4 will be made:

(i) by independent legal counsel selected by a vote of the board of directors or the committee in the manner specified in Subsection (a), or if a quorum of the full board cannot be obtained and a committee cannot be established, by independent legal counsel selected by a majority vote of the full board of directors; or

(ii) by the voting members, but a voting member may not vote on the determination if the voting member is a director and at the time seeking indemnification.

(c) An authorization of indemnification and advance of expenses will be made in the same manner as the determination that indemnification or advance of expenses is permissible; provided, however that if the determination that indemnification or advance of expenses is permissible is made by independent legal counsel, authorization of indemnification and advance of expenses will be made by the body that selected the independent legal counsel.

Section 5.5 Indemnification of Officers, Employees, Fiduciaries and Agents. To the same extent as a director, an officer of the corporation is entitled to mandatory indemnification under Section 5.2. The corporation may indemnify and advance expenses to an officer, employee, fiduciary, or agent of the corporation to the same extent as to a director, and the corporation may indemnify and advance expenses to an officer, employee, fiduciary, or agent who is not a director to a greater extent if provided for herein, by a general or specific action of its board of directors; or by contract.

Section 5.6 Insurance. The corporation may purchase and maintain liability insurance on behalf of a person who is or was a director, officer, employee, fiduciary, or agent of the corporation, or while serving as a director, officer, employee, fiduciary, or agent of the corporation at the request of the corporation, is or was serving as a director, officer, partner, trustee, employee, fiduciary, or agent of another foreign or domestic nonprofit corporation, other person, or an employee benefit plan; and against liability asserted against or incurred by the person in that capacity or arising from the person's status as a director, officer, employee, fiduciary, or agent, whether or not the corporation would have power to indemnify the person against the same liability under this Article 5. Insurance may be procured from any insurance company designated by the board of directors, whether the insurance company is formed under the laws of this state or any other jurisdiction of the United States or elsewhere, including any insurance company in which the corporation has an equity or any other interest through stock ownership or otherwise.

Section 5.7 Limitation on Indemnification. Notwithstanding any other provision of these bylaws, the corporation will neither indemnify any person nor purchase any insurance in any manner or to any extent that would violate the Act or jeopardize or be inconsistent with qualification of the corporation as an organization described in section 501(c)(3) of the Internal Revenue Code or would result in liability under section 4941 of the Internal Revenue Code.

ARTICLE VI: LIMITATION ON LIABILITY

No director or officer of this corporation will be personally liable to the corporation for civil claims arising from acts or omissions made in the performance of such person's duties as a director or officer, unless the acts or omissions are the result of such person's intentional misconduct.

ARTICLE VII: MISCELLANEOUS

Section 7.1 Account Books, Minutes, Etc. The corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its board of directors and committees. All books and records of the corporation may be inspected by any director or such director's authorized agent or attorney, for any proper purpose at any reasonable time.

Section 7.2 Fiscal Year. The fiscal year of the corporation will be as established by the board of directors.

Section 7.3 Conveyances and Encumbrances. Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the board of directors, and such authorized persons will have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation will be authorized only in the manner prescribed by applicable statute.

Section 7.4 Designated Contributions. The corporation may accept any designated contribution, grant, bequest or devise consistent with its general charitable and 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 corporation reserves 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 will acquire and 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.

Section 7.5 Conflicts of Interest. As used in this Section 7.5, "conflicting interest transaction" means a contract, transaction, or other financial relationship between the corporation and a director of the corporation, a party related to a director, or an entity in which a director of the corporation is a director or officer or has a financial interest. The corporation may not enter into a conflicting interest transaction unless the material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members entitled to vote on the conflicting interest transaction and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon, or the conflicting interest transaction is fair as to the corporation. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the

board of directors or of a committee that authorizes, approves, or ratifies the conflicting interest transaction.

Section 7.6 Loans to Directors and Officers Prohibited. No loans will be made by the corporation to any of its directors or officers.

Section 7.7 References to Internal Revenue Code and the Act. All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and will include the corresponding provisions of any subsequent federal tax laws. All references in these bylaws to the Act are to the Utah Revised Nonprofit Corporation Act, as amended, and will include the corresponding provisions of any subsequent revisions or provisions of the Act.

Section 7.8 Amendments. The board of directors may alter, amend or repeal these bylaws and adopt new bylaws at any time. Action by the board of directors to adopt or amend bylaws that change the quorum or voting requirement for the board of directors must meet the greater of the quorum and voting requirement for taking the action then in effect or proposed to be adopted.

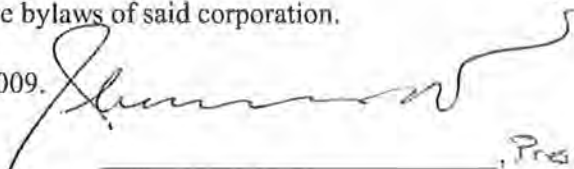
Section 7.9 Severability. The invalidity of any provision of these bylaws will not affect the other provisions hereof, and in such event these bylaws will be construed in all respects as if such invalid provision were omitted.

(END)

BYLAWS CERTIFICATE

The undersigned certifies that she is the Secretary of **Downtown Community Council**, a Utah nonprofit corporation, and that, as such, he or she is authorized to execute this certificate on behalf of said corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective bylaws of said corporation.

Dated: Jan 1st, 2009.


_____, President
Christian Harrison