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JAN 30 2014
CITY RECORDER

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of the University Gardens Neighborhood Council (organization) were approved by the General Membership of the University Gardens Neighborhood Council on 3/15/2012 and constitute a complete copy of the Bylaws of the organization.

Officer of Organization (Print) Esther Hunter

Signature of above person *Esther E. Hunter*

Date: 1/30/2014



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Amended and Restated BYLAWS OF THE
UNIVERSITY GARDENS NEIGHBORHOOD COUNCIL
("UNC" or "UNIVERSITY GARDENS")

ARTICLE I
NAME

The name of the nonprofit corporation shall be:

UNIVERSITY GARDENS NEIGHBORHOOD COUNCIL ("University Gardens" or "UNC").

The period of duration of the corporation shall continue perpetually unless sooner terminated according to law.

ARTICLE II
MISSION AND PURPOSES

The University Gardens is a safe, vibrant, historic and beautiful neighborhood. The mission of UNC is to preserve and enhance the quality of life within the neighborhood through citizen participation.

The objects, purposes, and scope of the corporation shall be to promote the special interests of the neighborhood as follows:

1. To combat neighborhood and community wide deterioration and to promote activities which enhance and enrich the community. The University Gardens supports policies that promote it's mission including: neighborhood preservation, historic preservation, access to neighborhood business, variety of housing options, residential quality of life,
2. pedestrian safety/walkability, sustainable energy development, sustaining and enhancing the urban forest and islands, more trees gardens, parks and open space, maintained yards and gardens, improved lighting, adequate number of law/safety officers to meet the needs of the neighborhood, enhanced infrastructure to meet the needs of the neighborhood, well thought out traffic control/planning and the utilization of public transportation while protecting and mitigating neighborhood impacts.



3. To establish working groups/committees to facilitate issue resolution regarding any concerns that would adversely affect the quality of life or have negative impact on the neighborhood success such as encroachments, failure of any property owner to maintain their property or cause harm that would adversely affect the neighborhood,
3. To implement methods of community action that plans, upgrade and beautify the area as well as changes incompatible land uses.
4. To provide a forum and create a network of communication/information to discuss issues of mutual concern, establish working groups/committees to facilitate issue resolution, promote activities that enhance and enrich the community and make recommendations of matters affecting our neighborhood.
5. To educate the general membership about issues and activities concerning the neighborhood.
6. To receive, invest, and disburse funds; to hold property for UNC purposes and to receive gifts and contributions of real and personal property for use in furthering the UNC purposes.
7. To preserve and improve the UNC as a residential area desirable for family living.
8. To restore, rehabilitate, or rebuild housing for residents in the community.
- 9.. To formulate opinions and advise Salt Lake City Corporation and Salt Lake County or other agencies public or private on policy and matters affecting residents, property owners, institutions and business owners of the neighborhood. To interface with governmental, community leaders, businesses, corporations, business districts, schools and individuals to work towards the preservation and enhancement of the UNC by promoting success and quality of work/school life while at the same time working in harmony with neighborhood goals and quality of residential living. . The UNC is concerned with the mutual protection of residential and commercial properties.
10. To do all of the aforesaid without contemplation of any pecuniary gain or profit to the members so that no part of the net earnings or property of any kind belonging to the corporation shall inure to the benefit of any member or individual.



The foregoing enumeration of specific purposes and objects shall not be held to limit or restrict the activities of UNC.

ARTICLE III MEMBERSHIP

University Gardens membership shall be open to any resident, owner of real property, or owner of a licensed business, institution or utility operating within the University Gardens neighborhood. No person shall be denied membership in University Gardens on the basis of race, color, religion, ancestry or national origin, age, disability, gender, or sexual orientation.

The boundaries of the University Gardens are defined as follows: 900 East and University Street (approximately 1400 East), South Temple and 500 South from 1400 East to 1000 East, 400 South 1000 East to 900 East.

A person shall cease to be a member of the University Gardens if that person: resigns in writing from the University Gardens or ceases to meet the membership criteria.

ARTICLE IV GOVERNANCE

The affairs of the University Gardens shall be managed by an Executive Board consisting of a Chair, 2 Vice Chairs and a Secretary, each of whom shall be elected by the University Gardens and chosen from its membership. Such other officers as may be deemed necessary may be elected or appointed by the Executive Board.

The University Gardens shall have an advisory Board of Directors which shall consist of representatives of various interests within the neighborhood.

The Executive Board may maintain Standing Committees and or appoint other Special Committees as they are deemed necessary as well as appoint chairs of these committees.

Executive Board meetings are open to any member of University Gardens but voting is restricted to Executive Board members.



All members of the Executive Board shall reside within the University Gardens boundaries.

The Members of the University Gardens, the Executive Board or Advisory Board of Directors shall not be personally liable for any obligations of the University Gardens or for any duties or obligations arising out of any acts or conduct performed in good faith for or on behalf of University Gardens.

ARTICLE V MEETING AND VOTING

As determined by the Executive Board, a general membership meeting of University Gardens shall be held, pursuant to notice, but no less than once annually. Notices of the general membership meetings and a copy of the planned agenda shall be provided 5 days in advance of the meeting by whatever means deemed appropriate by the Executive Board.

Special meetings of University Gardens or the Executive Board may be called by the Chair provided that appropriate notice is given to the University Gardens membership with at least 3 days advance notice of the meeting and provide the date, time, place and purpose of the special meeting. The three-day notice shall be waived in the event of an emergency event or land use issues requiring expedited action by University Gardens. Exceptions shall be approved by the Chair and at least 2 additional members of the Executive Board.

Each member of University Gardens over 18 years of age shall have one vote. Each operating and licensed business within the University Gardens boundaries shall have one vote. No person shall have more than one vote. There shall be neither absentee nor proxy voting at Membership meetings or Executive Board meetings. Voting by the Executive Board and the membership may be conducted by e-mail, telephone or fax when the circumstances warrant. Decisions of University Gardens, unless otherwise stipulated in the bylaws, shall be made by a two-thirds (2/3) vote.

In the event a conflict of interest exists for a member regarding an issue being brought before University Gardens, the Executive Board, or the Advisory Board of Directors, the member shall disclose his/her relationship to the issue, prior to any discussion. A conflict of interest is one in which a member has an interest or loyalty or stands to gain or lose financially, either as an individual or as a business, from decisions made by the University Gardens. Such potential conflict may be raised by any member present. The affected member may be asked to



recuse himself/herself from the meeting until discussion on the issue concludes. Following discussion, members attending the Membership, Advisory Board meeting or the Executive Board meeting shall vote, and the conflict shall be confirmed by a two-thirds (2/3) vote.

Unless specified, all meetings of University Gardens shall be conducted according to the most current edition of Roberts Rules of Order. All meetings shall be held in compliance with the Open Meeting Laws of Salt Lake City and the State of Utah and the Americans with Disabilities Act.

ARTICLE VI OFFICERS

The officers of the University Gardens shall be a Chair, 2 Vice-Chairs, and a Secretary. Terms are five years. Officers shall hold office until their successors are duly qualified and elected. An officer may be re-elected or elected to another office. In the event of a vacancy in an office, notice shall be issued by listing the vacancy as an agenda item for the next University Gardens Membership meeting where nominations will be accepted from the floor. Election shall be by a two-thirds (2/3) vote. If no candidate has received a two-thirds (2/3) vote by the third balloting, a fourth balloting will be held. At that time election shall be by a simple majority vote.

The executive board consisting of the University Gardens, 2 Vice Chairs, Secretary will provide guidance and structure to the UNIVERSITY GARDENS. The Executive Board is charged with determining the issues and concerns to be addressed by. The Executive Board will meet as needed and is charged with setting the General Meeting dates and agendas.

Chair: The Chair is the chief executive officer of the University Gardens and, shall provide general direction of the Council. The Chair will preside or appoint an Executive Board Member to preside over meetings of the Executive Board, the Advisory Board of Directors and the General Membership Meeting. The Chair shall represent the in meetings with Salt Lake City /County officials and the media. In specific cases, this responsibility may be delegated to committee chairs or other Executive/ Advisory Board Members.

Vice Chairs: The Vice Chairs will perform duties assigned by the Chair or Executive Board.

Secretary: The Secretary will keep or cause to be kept, all minutes of the UNC. Minutes will be available at the UNC meetings and made available to any member with reasonable notice.



ARTICLE VII
PARLIAMENTARIAN, STANDING AND SPECIAL COMMITTEES

The Executive Board shall appoint a Parliamentarian who shall be one of the members of the Executive Board and who shall supervise the parliamentary procedures of each meeting.

Committees are established to address general and long-term issues. They may be created at the discretion of the Executive Board and exist until specifically dissolved.

The Community Development/Land Use Committee shall be responsible for recommendations to the Executive Board on matters concerning community development and land use including transportation.

Special Committees are established at the discretion of the Chair to address specific or short-term issues of University Gardens and are automatically reviewed at the beginning of each new calendar year based on the organizational goals established by the Executive Board. Newly created or disbanded special committees shall be announced at the next Executive Board, Advisory Board and General Membership meeting.

The Chair with advise from the Executive Board has the discretion to appoint the chairs of committees. The appointment of committee members may be delegated to committee chairs. Chairpersons and committee members of Standing Committees shall be at the first annual Membership meeting.

The Chair of each committee shall present a report of the committee activities on a quarterly basis to the Executive Board. The Chair of each committee shall be responsible for submitting a report of each committee meeting to the Executive Board. The report shall indicate the time, date, and location of the meeting and provide a list of those attending as well as items discussed/recommendations made.

ARTICLE VIII
NOMINATIONS AND ELECTIONS

Nomination of officers shall be made by a Nominations and Elections Committee



appointed by the Executive Board, confirmed by the advisory Board of Directors and to the University Gardens Membership as needed. Elections of officers will be held at a regularly scheduled or special meeting of the General Membership.

The Chair of the Nominations and Elections Committee shall invite the University Gardens Membership to recommend to the Nominations and Elections Committee potential nominees for officers in the agenda for the General Membership meeting. At this time,

nominations may be taken from the floor. Any University Gardens member may nominate candidates from the floor for any position provided that the candidate is in attendance and agrees to the nomination.

One or more candidates may be nominated for each position to be filled by election. The Nominations and Elections Committee shall prepare a slate of candidates for the election by researching the University Gardens membership for individuals with qualifications to serve, verifying the residency, skills and participation requirements of the candidates and shall report at the General Membership meeting, as part of the meeting agenda, the identity of each nominee.

Election of officers shall be by ballot. The names of the offices and the names of candidates shall appear on the ballot. Election shall be by two-thirds (2/3) vote. If no candidate has received a two-thirds (2/3) vote by the third balloting, a fourth balloting will be held at that time election shall be by a simple majority vote. .

ARTICLE IX FINANCIAL

University Gardens shall issue no shares of stock and none shall be required for membership. University Gardens shall not incur any debt or liabilities. Ultimate control and responsibility for management of the assets of University Gardens shall rest with the membership of the UNC. The assets of the UNC shall be managed with a view to achieving the objectives set out by these bylaws.

Expenditures of UNC funds shall be made as follows: All expenditures must align with the annual and long range goals and objectives of University Gardens. The Executive Board shall prepare an annual budget that includes an operational fund for the year, including proposed fund raising options and long term reserve holdings. Expenditures under \$200.00 shall be



approved by the Chair. Expenditures above \$200.00 shall be approved by the Executive Board, while expenditures over \$2000.00 shall be put on the agenda of a duly noticed Advisory Board

meeting and presented to and discussed by the University Gardens Membership. A vote on the expenditure shall be taken at the next duly noticed Membership meeting and shall be ratified by two-thirds (2/3) vote. Expenditure requests shall be submitted in writing. This provision shall not apply to grants, donations and other sources of funds that are governed by the rules of the funds or donation.

ARTICLE X
AMENDMENTS

Actions to amend these bylaws shall be presented to members for their study at a General Membership meeting, a vote shall be taken and must be affirmed by two-thirds (2/3) vote. The number of voting members in attendance shall be no less than 15.

Esther Hunter
Chair

Arla Funk
1st Vice Chair

Fary Felt
2nd Vice Chair

Rosemary Emery
Attest:

- Record:
Articles of Incorporation of Central East Neighborhood Council August 13, 1979.
Policy and Criteria for the Expenditure of University Neighborhood Council Funds November 12, 1997.
University Neighborhood Organization Bylaws March 3, 1998.
Revised Bylaws of the University Neighborhood Organization adopted April, 2004.
Revised and adopted at the UNC General Membership meeting March 23, 2007.
Name change from University Neighborhood Organization to University Neighborhood Council December 2008.
Restated Bylaws adopted March 26, 2012

Restated Bylaws of the University Gardens Neighborhood
July 10, 2012