

09-13

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ARTICLES OF INCORPORATION (Nonprofit)

Utah Div. Of Corp. & Comm. Code

1. Name of the Nonprofit Corporation:

Wasatch Hollow Community Council



2. Purposes:

The corporation is organized as a nonprofit corporation under the Utah Revised Nonprofit Corporation Act and is formed exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code.

Notwithstanding the foregoing or any other provision of these Articles of Incorporation, the Corporation shall not at any time engage in an activity ordinarily carried on for profit, nor shall it carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3. Registered Agent Name, Street Address, and Signature:

Glenda Cotter
1339 Emerson Ave
Salt Lake City, UT 84105

I hereby accept appointment as Registered Agent for the above named corporation.

Glenda Cotter
Glenda Cotter

2/23/2009
Date

4. Name, Address, and Signature of Incorporator:

Mark Brinton
1869 Logan Ave
Salt Lake City, UT 84108

Mark Brinton
Mark Brinton

2/23/09
Date

02-25-09A09:39 RCVD

Date: 02/25/2009
Receipt Number: 2770140
Amount Paid: \$22.00

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5. Voting Members:

The corporation will have voting members. Membership shall be open to any resident, owner of real estate, or owner of a licensed business operating in the community's boundaries and is at least 18 years of age. The community is in Salt Lake City, Utah, with the following boundaries: 1300 South on the north, 1900 East on the east, 1700 South on the south, and 1300 East on the west.

6. Shares:

The corporation will not issue shares evidencing membership.

7. The names and addresses of the initial Directors:

Gregg Morrow
1360 Bryan Ave
Salt Lake City, UT 84105

Mark Brinton
1869 Logan Ave
Salt Lake City, UT 84108

Dan Jensen
1670 Emerson Ave
Salt Lake City, UT 84105

Glenda Cotter
1339 Emerson Ave
Salt Lake City, UT 84105

Anne Cannon
1647 Kensington Ave
Salt Lake City, UT 84105

8. Principal office.

The principal office of the corporation is to be located in Salt Lake City, Utah.

9. Dedication of Assets

The assets of the corporation are permanently dedicated for purposes that are exempt under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding provision of any future Federal tax code.

10. Activities Restricted

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements of) any political campaign on behalf of or in opposition to any candidate for public office.

11. Dissolution.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, distribute all of the assets remaining for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future Federal tax code, or to such charitable, educational, or scientific organizations as shall then qualify as exempt organizations pursuant to Section 501 (c)(3) of the Internal Revenue Code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

WASATCH HOLLOW COMMUNITY COUNCIL BYLAWS
(Adopted December 4, 2008)

Article I: Name & Purpose

1.1 The name of this organization is Wasatch Hollow Community Council, a not-for-profit corporation under the laws of the State of Utah, with boundaries as follows: *North*: 1300 South, *South*: 1700 South, *East*: 1900 East, *West*: 1300 East.

1.2 The purpose of the Wasatch Hollow Community Council is to involve citizens in identifying issues, plans, and projects that enhance the beauty, safety, vibrancy, and retain the character of Wasatch Hollow neighborhoods, businesses, and historical and natural resources. The Community Council sponsors, supports, and provides a voice on such issues to governing bodies, public and private service agencies, the community at large, and any other organization or individual that may directly affect the vitality of the Wasatch Hollow area and its residents.

Article II: Membership

2.1 Any resident, property owner, or owner of licensed business operating in the Wasatch Hollow Community, which is situated within the boundaries listed above in section 1.1, and is 18 years of age or older is a member, unless 2.2 applies.

2.2 A person shall cease to be a member of the Council if that person (a) resigns in writing or (b) ceases to be a resident, property owner, or business owner in the Wasatch Hollow Community Council district.

2.3 No person shall be denied membership in the Council on the basis of race, color, sex, religion, ancestry, national origin, or sexual orientation.

Article III: Meetings and Voting

3.1 The annual meeting shall be held in February.

3.2 The Council shall meet on the fourth Wednesday of each month, unless otherwise agreed in advance at a prior monthly meeting. The Council shall provide quarterly notice of its scheduled meetings to its members. A copy of the planned agenda will be posted at least one week prior to the monthly meetings in a manner determined at the annual meeting. To the extent that it is financially feasible and approved in the Council's annual budget, the Council will send the notice and agenda to every household within the Council's boundary.

3.3 Any community matter or business that will be brought to a vote must be on the meeting agenda.

3.4 Special meetings of the Council may be held at any time, at a time and place designated by the Executive Board. The Executive Board shall give all the members at least two weeks' notice of the date, time, place, and purpose of the special meeting.

3.5 The members of the Council present at any given membership meeting shall constitute a quorum for the transaction of business. All matters coming before any meeting of the Council shall be determined by the majority vote of the members present with a complete vote (including total votes cast and outcome) reported in the minutes. There shall be neither absentee nor proxy voting.

3.6 The agenda for the monthly meetings of the Council shall provide time for reports from standing and ad hoc committees of the Council and other matters as the Chair of the Council deems appropriate. The Agenda of all meetings, including special meetings, shall be reasonably related to those matters of which notice has been given in accordance with section 3.2 or 3.4 of these by-laws, but may include matters of interest to the Wasatch Hollow Community Council, which are of an emergency nature, or for which a deadline has been imposed, so that expedited discussion is warranted.

3.7 The Council Chair shall preside at all meetings of the Council, in the absence of the Chair, the Vice Chair shall preside and, in the absence of both the Chair and Vice Chair, the presiding officer shall be appointed by the Chair. If the designated presiding officer fails to appear, the presiding officer of that meeting shall be selected by a majority of the members present.

3.8 All meetings shall be held in compliance with the Open Meeting Laws of the City and the State of Utah and the Americans with Disabilities Act.

Article IV: Officers

4.1 The officers of the Council shall be the Chair, the Vice Chair, the Second Vice Chair, the Treasurer, and the Secretary. They constitute the Executive Board.

4.2 The Chair shall preside at all meetings of the Council and of the Executive Board. Except as otherwise specifically provided in sections 6.2 and 7.1 of these by-laws, the Executive Board shall appoint the Chairs of all committees of the Council. The Chair shall plan and supervise the activities of the Council, subject to the direction and approval of the Executive Board. The Chair shall keep the Executive Board informed of the activities of the Council and shall implement decisions of the Executive Board.

4.3 The Vice Chair shall assist the Chair in the performance of the Chair's duties to the extent the Chair requests. In the absence of the Chair, the Vice Chair shall perform the Chair's duties.

4.4 The Second Vice Chair shall assist the Chair and Vice Chair in the performance of their duties to the extent the Chair or Vice Chair requests. In the absence of the Vice Chair, the Second Vice Chair shall perform the Vice Chair's duties.

4.5 The Treasurer shall administer the funds of the Council and be answerable to the Executive Board and Council. The Treasurer shall give an annual accounting of the Council's financial status to be presented at the annual meeting. The treasurer shall present a proposed budget for the current fiscal year, to be presented at the monthly meeting after the annual meeting. The treasurer shall be responsible to prepare all necessary tax returns for the organization in a timely manner.

4.6 The Secretary shall assist the Chair and Vice Chairs in the performance of their duties to the extent requested. The Secretary shall keep a true record of the proceedings of all meetings of the Council and of the Executive Board and of the Council meeting attendance. The meeting minutes will be posted prior to the next meeting.

4.7 Every year, at the annual meeting, the officers shall be elected as provided in Article Six of these by-laws.

4.8 If a vacancy occurs in the office of Chair, the Vice Chair shall become Chair for the balance of the term. If the Vice Chair is unable to fill such vacancy in the office of Chair, the Executive Board shall appoint a Chair Pro Tem to fill the unexpired term of the Chair.

4.9 If a vacancy occurs in the offices of Vice Chair, Second Vice Chair, Treasurer or Secretary, the Executive Board shall appoint a Council member to serve until the following annual meeting.

4.10 If an officer attends no meetings of the Executive Board or the Council during the first three months after election, or attends less than 50 percent of the meetings of the Executive Board and the Council six months or more after election, the other members of the Executive Board may, by majority vote, declare that officer's position vacant, with the vacancy to be filled according to section 4.8 or 4.9.

4.11 At the annual meeting, the Executive Board shall report to the Council the percentage of Executive Board and Council meetings attended by each officer in the preceding year.

Article V: Committees

5.1 The Executive Board may decide from time to time what standing committees will benefit the council in achieving its goals within the Wasatch Hollow Community, and may also direct the creation and termination of ad hoc committees, as the occasion may require.

5.2 The Executive Board has discretion to appoint the members of any committee or to delegate appointment of the members of the Chair of that committee.

5.3 The Chair of each committee shall submit, upon request by the Executive Board, a short oral report of the committee's activities at the monthly Council meetings.

Article VI: Nominations and Elections

6.1 An election shall be held at the annual meeting. Any council member may nominate from the floor another candidate for any position to be filled by election. No nomination from the floor may proceed unless the individual nominated is present and agrees to the nomination.

6.2 If more than one candidate is nominated for any of the positions to be filled, the election for that position shall be by written ballot and shall be decided by a majority of the votes cast. A run-off election to choose between the two leading candidates shall be held if a majority vote is not initially obtained by any candidate.

Article VII: Financial Management

7.1 Ultimate control and responsibility for management of the assets of the Council rests with the members of the Council. The assets of the Council shall be managed with a view to achieving the objectives set out in paragraph 1.2 of these by-laws. The Council shall not incur any debt or liability, or any combination of debts or liabilities, exceeding the net assets of the council.

7.2 The treasurer shall pay all expenses incurred in the normal operation of the council's month-to-month affairs, such as dissemination of monthly meeting agenda, rentals for facilities to hold its monthly meetings, postage for correspondence in furtherance of its objectives, and other expenses as they may become due on a regular basis.

7.3 Requests for approval of extraordinary expenses shall be presented to the Executive Board and placed on the Council's monthly meeting agenda for approval by a majority of council members in attendance. "Extraordinary expenses" are those which may arise from time to time outside the regular operation of the Council's affairs and which are not reflected in the Council's budget.

Article VIII: Amendments

8.1 These by-laws may be amended at any meeting of the Council by a majority vote of the members of the Council present at voting, provided that any proposed amendment shall first have been approved by a majority of the Executive Board and written notice of the proposed amendments made available to the Council.

Original Bylaws were adopted March 11, 1990.

Updated January 28, 2004

Revised December 4, 2008