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CITY RECORDER

**BYLAWS OF  
WESTPOINTE COMMUNITY COUNCIL  
(As amended January 14, 2020)**

**ARTICLE I NAME and LOCATION OF COMMUNITY COUNCIL**

- Section 1      The name of this organization shall be the Westpointe Community Council, which will be referred to in these bylaws as the COUNCIL or WCC.
- Section 2      The area served by the COUNCIL is situated within the following boundaries: On the North is the Salt Lake City limit, on the South is 700 North, on the West is the Salt Lake City limit and on the East is Redwood Road including the Earnshaw Lane development on the East side of Redwood Road at approximately 1770 North.

**ARTICLE II PURPOSE & OBJECTIVES OF COMMUNITY COUNCIL**

- Section 1      The organization's purpose is to promote, through resident participation, the well-being and interests of the Community while developing a positive cultural and physical environment within a meaningful geographic identity.
- Section 2      The organization can study, make recommendations, support and take action upon community measures and policies that further the best interests of the Community

**ARTICLE III COUNCIL MEMBERSHIP**

- Section 1      There shall be two types of COUNCIL membership. Individual membership shall be granted to any resident of the area served by the Council who is at least 18 years old. Organizational membership shall be granted to any property owner, civic organization, business, service agency or institution located in the area served by the COUNCIL.
- Section 2      No person shall be denied membership or office in the COUNCIL on the basis of age, ancestry, color, disability, gender, marital status, medical condition, national origin, physical limitation, race, religion or sexual orientation.
- Section 3      COUNCIL membership shall determine the general policy of the organization, elect a Board of Directors and delegate to it the management of the COUNCIL's activities.

**ARTICLE IV BOARD OF DIRECTORS**

- Section 1      The Board of Directors or the BOARD shall be composed of the OFFICERS (Chair, Vice Chairs, Treasurer, and Secretary) and up to 5 additional people elected by and from the COUNCIL membership. The BOARD may include others as voting board Members if they have been appointed and approved as chair of a standing committee. In addition, the immediate Past Chair is a voting ex-officio member of the BOARD. The BOARD may also appoint a Social Media Director. If the Social Media Director is a member of the COUNCIL then the person is a voting member of the BOARD. Otherwise, the person is a non-voting ex-officio member.

- Section 2 The BOARD shall conduct the business of the Council under the direction of the membership. The BOARD will actively reach out to the community to ensure the interests of all members of the community are heard. The BOARD shall provide direction, structure, and supervision in furthering the COUNCIL's purpose and objectives. The BOARD may also provide informal input and feedback to those seeking to bring matters before the COUNCIL.
- Section 3 The BOARD will vote on administrative issues including the substance of the COUNCIL's monthly meeting agenda. The BOARD may make such rules as it deems necessary for the conduct of its affairs provided they do not conflict with the bylaws or any future amendments.
- Section 4 OFFICERS are elected for two year terms with half of the officers elected each year. Other BOARD members have one year terms. All BOARD members are eligible for re-election.
- Section 5 In order for the BOARD to conduct business, a quorum must be present. A quorum shall consist of at least four 4 voting members. All matters before the BOARD shall be determined by a majority vote of the members present at the meeting with neither absentee nor proxy voting. A member who electronically attends a meeting is considered "present" and able to vote.
- Section 6 BOARD members may be removed for cause by a 2/3 vote taken at a duly noticed COUNCIL meeting.
- Section 7 The BOARD shall meet monthly preceding each regular COUNCIL meeting at a date, time, and location determined by the BOARD and announced to the membership of the COUNCIL. Such meetings are open to any community member.
- Section 8 The BOARD shall designate at least one of their members to represent the COUNCIL as a member of the Salt Lake Community Network (SLCN). This organization is comprised of at least one member from each of the Community Councils in Salt Lake City. The designated member will participate in the meetings and committees of the SLCN and report back to the BOARD.
- Section 9 The BOARD shall designate one of their members to represent the COUNCIL as an alternate member of the Board of the Westside Coalition (WSC). The board of this organization includes two members, the chair and the alternate, from each of the community councils on the west side of Salt Lake City. The two Westpointe members will participate in the WSC meetings and committees in accordance with WSC bylaws.
- Section 10 The members of the BOARD shall not be personally liable for any obligations of the WCC or for any duties or obligations arising out of any acts or conduct performed in good faith on behalf of WCC.

#### **ARTICLE V OFFICERS AND THEIR DUTIES**

- Section 1 The OFFICERS shall be a Chair, two Vice-Chairs, a Secretary, and a Treasurer, who shall be elected for two-year, staggered terms by the membership of the COUNCIL in a general election. All such officers must be residents within the Westpointe Community Council area.
- Section 2 The CHAIR shall preside at all meetings of the COUNCIL and of the BOARD. The Chair shall represent the COUNCIL in meetings with Salt Lake City/County officials and the media. In specific cases, this responsibility may be delegated to other BOARD members as the Chair deems appropriate. The Chair shall have the usual powers of

supervision and management as may pertain to the chair of a community council and shall perform such other duties as may be designated by the membership of the BOARD or COUNCIL.

Section 3 The VICE CHAIR shall assist the Chair as needed or act in place of the Chair when delegated by the Chair. The BOARD, in concert with elected officers, may also delegate specific duties and responsibilities to each Vice Chair. In the event of resignation, absence, disability or death of the Chair, the Vice-Chair designated by the BOARD shall have all the powers and perform all the duties of the Chair until a replacement is elected.

Section 4 The TREASURER shall administer the funds of the organization and be answerable to the BOARD and COUNCIL. Annually the Treasurer shall prepare a proposed budget for the fiscal year and present it to the BOARD for their review, modification, and final approval. The Treasurer shall pay all budgeted expenses incurred in the normal operation of the organization's month-to-month affairs as well as all approved expenses incurred in setting up special events. The Treasurer shall collect, deposit, and disburse funds while keeping detailed records of all monies received and expended. At the end of the fiscal year the Treasurer shall present to the COUNCIL an accounting of the preceding year's finances.

Section 5 The SECRETARY shall keep an accurate record of the proceedings of all meetings of the COUNCIL and of the BOARD including the historical record of past years. Such records shall be made available to the public. The Secretary shall notify all members of meetings and retain an attendance record at all COUNCIL and BOARD meetings. The Secretary will also work with other BOARD members and any committee chairs to ensure appropriate records are maintained. The Secretary will perform such other functions as may be incident to the office.

If the Secretary is unavailable at any meeting of the COUNCIL or the BOARD, the Secretary or the Chair may delegate the taking of minutes and attendance to any Council member present.

Section 6 THE PAST CHAIR shall provide consultation and assistance to the BOARD in order to provide expertise and continuity. This person is also the "ex officio" Chair of the Nominating & Election Committee and is a voting member of the BOARD.

Section 7 The SOCIAL MEDIA DIRECTOR, when appointed, will assist the BOARD with its community outreach and communication responsibilities. The Social Media Director may also assist the Secretary with the responsibilities of that office as requested.

## ARTICLE VI COMMITTEES

Section 1 The BOARD is charged with creating or eliminating Standing or Special Committees as deemed necessary for the proper function of the COUNCIL. Standing Committees address general or long-term issues and exist until specifically dissolved. Standing Committees may include, but are not limited to, an *Outreach Committee* to increase community involvement and business sponsorships; an *Events Committee* to plan, develop and conduct special events including the Annual Night Out Celebration; and a *Community Development and Land Use Committee* responsible for evaluating details of any new land or business development or zoning changes in the area.

- Section 2      The Chairs of Standing Committees are appointed by the BOARD, with the approval of the COUNCIL membership, and are voting members of the BOARD. OFFICERS are not prevented from serving on or chairing Standing Committees. Committee members may be appointed by the BOARD or be volunteers from the membership of the COUNCIL.
- Section 3      Special Committees address specific or short-term issues and are dissolved within a twelve month period. The Chair has the discretion to appoint the members of any Special Committee except the Nominations & Elections Committee (see Article IX). The appointment of special committee members may be delegated to the chair of that committee.

## **ARTICLE VII      COUNCIL MEETINGS**

- Section 1      COUNCIL meetings shall be held on the second Wednesday of each month (except August and December) or as determined by the BOARD with the approval of the membership of the COUNCIL. Exact meeting times and locations to be determined by the BOARD.
- Section 2      The monthly agenda for COUNCIL meetings shall include an "Open Forum" where issues from the floor will be accepted for future consideration. Any member of the COUNCIL may propose topics for the agenda.
- Section 3      The Chair and/or the BOARD (along with the appropriate committee chair) has authority to call an emergency meeting to handle issues needing immediate action or resolution which cannot wait until the next monthly BOARD or COUNCIL meeting.
- Section 4      Other special meetings of the COUNCIL may be held as needed, at a time and place designated by the Chair. The Chair shall announce such meetings at a regular monthly COUNCIL meeting giving the members at least one week notice of the date, time, place, and purpose of the special meeting.
- Section 5      At least 4 members of the COUNCIL present at any given meeting shall constitute a quorum for the transaction of business.
- Section 6      Meetings will be conducted in accordance with Robert's Rules of Order Newly Revised or other special rules adopted by the Board. 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.
- Section 7      In the event a member has a conflict of interest regarding an issue being brought before the Council or the Executive Board, the member shall disclose the relationship to the issue, prior to discussion. A conflict of interest is one in which a member stands to gain or lose financially, either as an individual or as an organization, from decisions made by the COUNCIL or the BOARD. Such potential conflict may be raised by any member present.

## **ARTICLE VIII      VOTING PROCEDURES**

- Section 1      COUNCIL members shall vote on matters and issues brought before them at COUNCIL meetings. COUNCIL members shall also vote for OFFICERS and other positions on the

BOARD at the annual election meeting held in November of each year. However, when the COUNCIL members determines there is just cause, the annual election meeting may be postponed until the following January.

Section 2 All matters coming before any meeting of the COUNCIL shall be determined by majority vote of the members present with neither absentee nor proxy voting. Exceptions to the requirement for prior notice and discussion include those matters of interest to the community which are of an emergency nature or for which a deadline has been imposed requiring expedited action by the COUNCIL. Such exceptions shall be approved by a majority vote of the BOARD.

Section 3 Each member of WCC over 18 years of age shall have one vote. Each operating and licensed business within the WCC boundaries shall have one vote. No person shall have more than one vote. There shall be neither absentee nor proxy voting at COUNCIL or BOARD meetings.

#### **ARTICLE IX NOMINATIONS, ELECTIONS, AND VACANCIES**

Section 1 A Nomination & Election Committee may be formed to develop a pool of members willing to serve on the BOARD. The immediate Past Chair of the COUNCIL shall chair this special committee.

Section 2 In developing potential candidates, the Nominations & Elections Committee shall actively reach out to the community as well as take nominations from the floor at the COUNCIL meeting. The Committee will then prepare a slate of qualified candidates.

Section 3 If no person accepts nomination for any one of the BOARD positions, a motion and second may be made from the COUNCIL members during the election meeting for the existing officer to retain the office for one more term. Such a motion must be approved by a majority vote of the COUNCIL for the motion to carry. If there is not a majority approval, the BOARD, as a body, shall function in the official position until a replacement official is appointed by the BOARD, with approval by the COUNCIL, or until the next election.

Section 4 BOARD members selected at the annual election meeting shall be installed in January and serve through December.

Section 5 In the event of a BOARD vacancy, notice shall be given in the agenda of the next COUNCIL meeting. If a vacancy occurs in the office of Chair, nominations to fill the position will be accepted from the floor. A vote will then be taken at the following COUNCIL meeting to elect a replacement to fill the office until the next annual election. If a vacancy occurs in the offices of Vice-Chair, Treasurer or Secretary, the BOARD shall appoint an eligible person, with the approval of the COUNCIL, to serve until a replacement is selected at the next annual election. In such instances where the BOARD appoints a board member to fill an officer vacancy, the BOARD may appoint an eligible person, with the approval of the COUNCIL, to serve until the next annual election.



- Section 6 If other vacancies on the BOARD result in fewer than five voting members, the BOARD may also appoint up to three BOARD members to serve until the next annual election. If not enough volunteers come forward, the BOARD is still empowered to conduct business. In the event all elected positions are not filled, the BOARD is still empowered to conduct business unless the number of BOARD members falls below four members. If this occurs BOARD responsibilities shall revert to the COUNCIL membership until there is more than four voting BOARD members.

## **ARTICLE X FINANCIAL MANAGEMENT**

- Section 1 The organization's fiscal year runs from January 1<sup>st</sup> through December 31<sup>st</sup> of each year.
- Section 2 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 these bylaws.
- Section 3 The organization shall not incur any debt or liabilities, exceeding its net assets.
- Section 4 No BOARD member shall receive compensation for services, other than reimbursement for direct costs incurred.
- Section 5 The Treasurer shall sign all checks for approved expenditures unless the Treasurer is being reimbursed in which case the Chair shall sign. No checks payable to a family member may be signed by another family member
- Section 6 The BOARD shall adopt additional fiscal policies and procedures which implement sound fiscal practices. Such practices shall address, but not be limited to, auditing, co-signing, and approval of extraordinary expenses. "Extraordinary expenses" are those which may arise from time to time outside the COUNCIL's regular operation, are not reflected in the COUNCIL's approved budgets and are of a significant dollar amount.

## **ARTICLE XI AMENDMENTS**

- Section 1 Bylaws may be amended or repealed by the vote of two-thirds majority of the membership of the COUNCIL in attendance and voting, provided that notice of the meeting was freely available, distributed widely, posted at the meeting place, and included as a specific agenda item.

