

**AMENDED AND RESTATED BYLAWS  
OF THE  
CENTRAL 9<sup>TH</sup> COMMUNITY COUNCIL**

**RECEIVED  
AUG 26 2019  
CITY RECORDER**

**ARTICLE I: GENERAL**

The name of the corporation shall be the Central 9<sup>th</sup> Community Council. The principal and registered office of the Council shall be located at 161 West 900 South, Salt Lake City, Utah 84101. The Council may have other offices as designated by the Board of Directors or as the affairs of the Council may require from time to time.

**ARTICLE II: PURPOSES**

**Section 2.1 Purposes.** The Council is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

**Section 2.2 Specific Objectives and Purposes**

The specific objectives and purposes of the Council shall be:

- (a) To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Utah on issues affecting the Central 9<sup>th</sup> Community, the boundaries of which shall be as follows:

On the East: The east side of Main Street  
On the North: The middle of 600 South  
On the West: The middle of 300 West  
On the South: The middles of Brooklyn Avenue to Mead Avenue to Fayette Ave.

- (b) To preserve and enhance the quality of life of residents of the Central 9<sup>th</sup> Community, and to promote the improvement of the Central 9<sup>th</sup> Community.
- (c) To provide forums for residents and businesses in the Central 9<sup>th</sup> Community to communicate and address issues affecting the Central 9<sup>th</sup> Community as a whole and the individuals and businesses residing therein.
- (d) To represent the interests and concerns of the Central 9<sup>th</sup> Community before elected officials and all governing commissions, boards and agencies of governmental and private organizations whose services or activities may affect the Central 9<sup>th</sup> Community and the individuals and businesses residing therein.

## **ARTICLE III: BOARD OF DIRECTORS**

### **Section 3.1 Number, Election, and Qualifications**

The number of Directors of the Council shall be five, or as otherwise fixed by the Board of Directors, but in no event less than three. Directors shall be volunteers not employees, and shall not receive compensation for their services.

- (a) The initial Board of Directors shall be comprised of the founding directors set forth in the Council's Articles of Incorporation.
- (b) Upon the expiration of the terms of the initial Board of Directors, the Board of Directors shall be comprised of individuals who reside or own or operate a business within the Council's boundaries. No more than 75% of the Board of Directors may be either residents or business owners/operators at any one time. The Ad Hoc Director may be an individual who resides, or owns or operates a business, within the Council's boundaries, however that director's status as a resident or business owner/operator will not be included in any calculation of the 75% limit set forth in this paragraph. In the event the number of Board of Directors is three, there shall be one resident, one business and one Ad-Hoc director.

### **Section 3.2 Tenure**

- (a) The initial Board of Directors shall serve one-year terms. Of the Directors elected at the first Annual Meeting, half the Directors shall serve one year terms and half shall serve two-year terms, according to such division as is determined at such Annual Meeting. Thereafter, the directors shall serve two-year terms, staggered such that the terms of each director in each category expires in alternate years. Directors shall be elected or re-elected by the Members at the Annual Meeting in the year in which such director's (or such director's predecessor's) term expires.
- (b) The Ad-Hoc director shall serve a one-year term, and shall be elected or re-elected by the Members at the Annual Meeting. In the event an Ad-Hoc director is not elected by the Members, resigns or is removed from the Board of Directors, the Directors may appoint an Ad-Hoc director by unanimous consent.

**Section 3.3 Vacancies.** Any director may resign at any time by giving written notice to the chair of the Council. Such resignation shall take effect at the time specified therein, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. Subject to Section 3.2(b), any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

**Section 3.4 Meetings.** Regular meetings of the Board shall be held at places and times determined by resolution of the Board and noted in the minutes. Special meetings of the Board of

Directors may be called by or at the request of the Chair or any two Directors. The person or persons authorized to call special meetings of the Board of Directors will provide proper notice and may fix any place, date and time for holding any special meeting of the Board called by them.

**Section 3.5 Notice.** Notice of each meeting of the Board of Directors stating the place, day and hour of the meeting shall be given to each director via email. Such notice shall be deemed to be given when the email is sent. Any director may waive notice of any meeting before, at or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute.

**Section 3.6 Quorum and Voting.** A majority of the number of Directors fixed by section 2 of this Article III shall constitute a quorum, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice than an announcement at the meeting, until a quorum shall be present. No trustee may vote or act by proxy at any meeting of Directors.

**Section 3.7 Meetings by Telephone.** Members of the Board of Directors or any other committee thereof may participate in a meeting of the board or committee by means of conference telephone or similar communications equipment. Such participation shall constitute presence in person at the meeting.

**Section 3.8 Action Without a Meeting.** Any action that may be taken by the Board of Directors at a meeting may take place without a meeting if consent in writing, setting forth the action to be taken, is approved before such action by a two-third's majority of the board. Such consent shall have the same force and effect as a unanimous vote of the Directors. For purposes of this section, a "writing" includes email, text message or other digital means of written communication.

#### **ARTICLE IV: OFFICERS**

**Section 4.1 Executive Committee.** The officers of the Council shall include the Chair, Vice-Chair, Secretary and Treasurer. One person may hold more than one office at a time, except that no person may simultaneously hold the offices of Chair and Secretary.

**Section 4.2 Election and Term of Office.** The officers of the Council shall be elected by the Board of Directors. Officers shall hold office until their resignation or removal.

**Section 4.3 Vacancies.** Any officer or agent may be removed by a majority vote of the Board of Directors. Any officer may resign at any time by giving written notice to the chair or the Board of Directors. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to

make it effective. A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 4.4 Authority and Duties of Officers.** The officers of the Council shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the chair, the Board of Directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

- (a) Chair. The chair shall, subject to the direction and supervision of the Board of Directors:
  - (i) be the chief executive officer of the Council and have general and active control of its affairs and business; (ii) preside at all meetings of the Board of Directors; and (iii) see that all orders and resolutions of the Board of Directors are carried into effect.
- (b) Vice-Chair. The vice-chair shall assist the chair and shall perform such duties as may be assigned to them by the chair or by the Board of Directors. The vice-chair shall, at the request of the chair, or in the chair's absence or inability or refusal to act, perform the duties of the chair and when so acting shall have all the powers of and be subject to all the restrictions upon the chair.
- (c) Secretary. The secretary shall: (i) keep the minutes of the proceedings of the Board of Directors and the meetings of the Members; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records.
- (d) Treasurer. The treasurer shall be the principal financial officer of the corporation and have the care and custody of all its funds and other personal property and deposit, hold and disburse the same in accordance with the instructions of the Board of Directors and generally accepted accounting principles.

## **ARTICLE V: MEMBERSHIP**

**Section 5.1 Qualification.** Membership in the Council shall be open to anyone living or owning or operating a business within the Council's boundaries, without regard to race, religion, gender, age, physical ability, national origin, sexual preference or gender identity. Residents or owners or operators of businesses located within two blocks of the Council's boundaries may also be a member of the Council if they so self-identify. Members shall be volunteers not employees.

**Section 5.2 Meeting of Members.** Regular meetings of the members shall be held on the 1<sup>st</sup> Monday of each month, or as otherwise established by the Board of Directors. The September meeting shall be known as the Annual Meeting. Regular meetings shall be open to attendance by all, including non-members, however only members may make motions from the floor and vote on motions or issues before the Council.


**Section 5.3 Notice of Meeting.** Except as otherwise prescribed by statute, written notice of each meeting of the members stating the place, day and hour of the meeting shall be delivered not less than one week nor more than two weeks before the date of the meeting, by

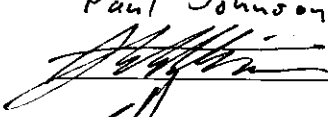
publication on the Council's Facebook or Instagram page or via email. Such notice shall be deemed delivered when posted or emailed. The attendance in person or by proxy of a member at a meeting shall constitute a waiver of notice of such a meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.


**Section 5.4 Committees.** The Board of Directors at any time and from time to time may establish one or more committees of members for any appropriate purposes and may dissolve any such committee. The members of any such committee shall elect a chairperson who shall preside at all meetings of the committee and generally supervise the conduct of the committee's affairs. Rules governing procedures for meetings of any such committee and for the conduct of such committee's affairs shall be as established by the committee.

**Section 5.5 Amendment of Bylaws.** These bylaws may be amended by the vote of two-thirds of the members present at a regular meeting, providing that such amendment has been submitted in writing at the prior regular meeting, and specific notice of the agenda item calling a vote on such amendment is included in the notice of the meeting at which such vote is to be called.

These Amended and Restated Bylaws were approved and adopted by the Board of Directors this 7 day of August, 2019.

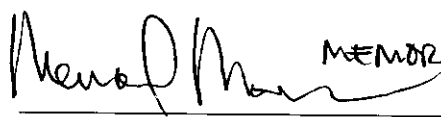
  
Paul Johnson, Chair

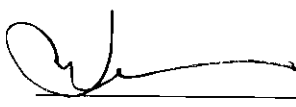
  
ANDREW MIDDLETON


  
JESSE HULSE

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MEMORIE MORRISON

  
Tamara Matans

  
JORDAN KATCHER

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