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CITY RECORDER

**AMENDED AND RESTATED BYLAWS OF THE  
EAST CENTRAL COMMUNITY COUNCIL**

**ARTICLE I  
NAME**

The name of the nonprofit corporation shall be:

**EAST CENTRAL COMMUNITY COUNCIL ("ECC")**

*Salt Lake's Garden Community*

which shall be referred to in these bylaws as the ECC.

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

**ARTICLE II  
MISSION AND PURPOSES**

The mission of the ECC is to maintain and improve the quality of life within the community through citizen participation.

1

The objects, purposes, and scope of the corporation shall be as follows:

1. To combat neighborhood and community wide deterioration and to promote activities which enhance and enrich the community.
2. To provide a forum for and create a network of communication & information to
  - a. set community wide goals
  - b. discuss topics of mutual interest and concern
  - c. establish working groups/committees to facilitate issue resolution
  - d. promote activities that enhance and enrich the community
  - e. make recommendations on matters affecting our community.
3. To implement methods of community action that plan, upgrade and beautify the area as well as change incompatible land uses.
4. To receive, invest, and disburse funds and to hold property for ECC's purposes and to receive gifts and contributions of real and personal property.
5. To preserve and improve the ECC as a residential area desirable for family living.

Amended and restated Bylaws of the  
East Central Community Council  
*Salt Lake's Garden Communities*  
Adopted: June 14, 2018



6. To provide a common voice in behalf of all members with governmental, community leaders and the media in furthering the goals of the ECC.
7. To preserve and improve the designated business districts, residential, recreational areas and facilities of the East Central Community area.
8. To interface with neighborhood businesses, institutions, schools, hospital, land developers, utilities, business districts and any other type of land or business owner, to promote success and quality of work life while at the same time working in harmony with neighborhood goals and quality residential living.
9. 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 ECC.

### **ARTICLE III** **MEMBERSHIP**

2

ECC membership shall be open to any resident, owner of real property, or owner of a licensed business, operating within the ECC boundaries. Each high school within the boundaries of ECC shall be allowed one student member regardless of age or residence. No person shall be denied membership in the ECC on the basis of race, color, religion, ancestry or national origin, age, disability, gender, or sexual orientation.

A person shall cease to be a member of the ECC if that person resigns in writing or they cease to meet the criteria established in this article.

The boundaries of the ECC are defined as follows:

Northern Boundary:

Rear property line of the north side of South Temple

Southern Boundary:

Real property line of the south side of 900 South

Western Boundary:

Rear property line of the west side of 700 East

Eastern Boundary:

Rear property line of the east side of 1400 East

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East Central Community Council

*Salt Lake's Garden Communities*

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The neighborhood areas that fall within the boundaries of the ECC are: Bennion, Bryant, Douglas and University Gardens.

The 3 Neighborhood Business Districts are 9<sup>th</sup> & 9<sup>th</sup>, University Business District & Trolley Business District.

#### **ARTICLE IV** **GOVERNANCE**

The business of the ECC shall be managed by the officers of the ECC. The officers shall consist of the Chair, Vice-Chair, Communications Officer & Financial Officer. The Executive Board shall consist of the officers of the Council, the immediate past Chair of the Council and ideally no fewer than 6 people from the ECC area including neighborhood representatives from the ECC neighborhood areas, a development representatives and business district representatives. In the event sufficient volunteers do not come forward to serve, the Executive Board is nonetheless empowered to conduct the business of the ECC as provided herein.

The Chair shall plan and supervise the day to day activities of the ECC, 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.

3

Annually, the Chair may appoint an executive board member as a designated representative to the Salt Lake Community Network to represent the interests of the ECC.

In order for the Executive Board to conduct business, it shall be established that a quorum is present. A quorum shall consist of five voting members. All matters of the Executive Board shall be determined by a majority vote of those present unless specified in these bylaws.

Each neighborhood area that is recognized by and in good standing with the ECC may elect their representative (chair) to serve on the ECC Executive Board. In the absence of this appointment, and for all other neighborhood areas, the Nominations and Election Committee of the ECC shall nominate a representative(s) to be elected at the appropriate General Membership meeting of the ECC by a two-thirds vote. If no candidate has received a two-thirds (2/3) vote by the third balloting, election shall be by a simple majority vote.

In the event that a neighborhood representative is unable to serve between elections, the Chair or Executive Board shall appoint a neighborhood representative to be sustained at the next duly noticed Membership meeting by a two-thirds (2/3) vote.

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East Central Community Council  
*Salt Lake's Garden Communities*  
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The Chair or Executive Board shall appoint a business representative to represent the interests of the businesses in the ECC/

The Chair or Executive Board may appoint a group of advisors (Kitchen Cabinet) that may include Founding Members, Trustees, Advisors, Topic Experts and Past Chair of the ECC.

The Chair or Executive Board shall maintain Standing Committees and shall appoint other Special Committees or Special Interest Representatives to accomplish the purposes of the ECC as they are deemed necessary. Chairs of these committees or Topic Representatives may be recommended by the Nomination and Election Committee but are selected by the Chair.

Executive Board meetings are open to any member of the ECC but voting is restricted to elected Executive Board members as specified in these Bylaws. The voting rights of officers serving on the Executive Board are set forth in ARTICLE VI - OFFICERS. Voting privileges can be extended to the Kitchen Cabinet, Chairs or members of Standing and Special Committees if so deemed in the best interest of the ECC mission. This determination is made by the Executive Board.

The majority of members of the Executive Board shall reside, own property or a business within the ECC boundaries.

4

The Executive Board shall not be personally liable for any obligations of the ECC or for any duties or obligations arising out of any acts or conduct performed in good faith for or on behalf of ECC.

#### **ARTICLE V** **MEETING AND VOTING**

Membership meetings of the ECC shall be held, pursuant to notice, shall be scheduled as determined by the Executive Board but no less than annually. Executive Board meetings shall be held as determined by the Chair but no less than quarterly. Notices of meetings shall be provided in advance of the meetings by whatever means deemed appropriate by the Executive Board.

Special meetings of the ECC or the Executive Board may be called provided that appropriate notice is given to the ECC membership in advance of the meeting that provide the date, time, place and purpose of the special meeting. The notice shall be waived in the event of an emergency or event requiring expedited action by the ECC as determined by the Chair or the Executive Board.



Actions taken utilizing this special provision of the bylaws will be reported in the next duly noticed membership meeting. 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 ECC.

Each member of the ECC over 18 years of age shall have one vote. Each operating and licensed business within the ECC 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 may be conducted by e-mail, telephone or fax when the circumstances warrant. Decisions of ECC, unless otherwise stipulated in the bylaws, shall be made by a majority vote.

In the event a conflict of interest exists for any member regarding an issue being brought before ECC or the Executive Board, the member shall disclose his/her relationship to the issue, prior to the discussion. A conflict of interest is one in which a member stands to gain or lose financially, either as an individual or as a business, from decisions made by ECC or the Executive Board. Such potential conflicts may be raised by any member present. The affected member may be asked to recuse themselves from the meeting until discussion of the topic or conflict is concluded. Following discussion, members attending the Membership meeting or the Executive Board meeting may vote.

5

All meetings of ECC shall be conducted according to the most current edition of Roberts Rules of Order unless specified in these By Laws. 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 ECC shall be Chair, Vice Chair, Communications Officer and Finance Officer.

Standard term of office for the ECC is 5 years. Elected officers shall hold office until their successors are duly qualified and elected/appointed. Whenever possible, board positions are staggered to maintain continuity. An officer may be re-elected or elected to another office. In the event of a vacancy in an office, notice shall be given. In the event sufficient volunteers do not come forward to serve, the Executive Board is empowered to conduct the business of ECC, as herein provided, as fully as if all neighborhoods and offices were properly represented unless the number of Executive Board members falls below four voting members, at which time Executive Board responsibilities shall revert to the general membership.

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East Central Community Council  
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The duties of the officers are as follows:

The Office of the Chair

1. Chair the day to day business of the ECC
2. Implement decisions as instructed from ECC or the Executive Board
3. Act as the official spokesperson of ECC and its Executive Board to other community councils, government agencies, private entities, and any other groups, public or private and the press.
4. Preside over General Membership meetings of ECC, Executive Board meetings of ECC, and any special meetings convened by ECC or the Executive Board.
5. Report to the Membership and the Executive Board any actions or positions taken on their behalf.
6. If unable to attend City/County/State meetings, delegate the responsibility to an Executive Board member or committee chair, as appropriate, who shall abide by guidelines of conduct in the same manner at the Chair.
7. Set the agendas for the Executive Board meetings.
8. Act as the official signatory on all matters and documents to be executed on behalf of ECC or its Executive Board.
9. Chair the ECC Community Development and Land Use Committee (CD/LU).
10. Report to Membership meetings regarding the agenda items of the Executive Board.
11. Prepare and file, in a timely manner, any reports required of the ECC.
12. Act as a voting member of the Executive Board.



The Vice Chair shall:

1. The Vice Chair shall assist the Chair in 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.
2. Act as the parliamentarian for all official meetings of the ECC.
3. Participate in the ECC, Executive Board meetings, in each of the standing committees and special committees.
4. Act as a voting member of the Executive Board

The Communications Officer shall:

1. Establish and implement the communication strategy for the ECC in all forms, act as Secretary and Historian as directed by the Chair or Executive Board.
2. Act as a voting member of the Executive Board
3. Keep a true record of the proceedings of all meetings of the ECC and Executive Board. The secretary shall retain a record of attendance of Board members and elected officers at all ECC meetings. Be custodian of the records of the ECC including, but not limited to, the membership rolls, ECC Membership meeting and Executive Board meeting minutes, reports of officers and committees, official ECC or Executive Board correspondence.
4. Keep a file-stamped copy of the Articles of Incorporation, and a copy of any amendments to the Articles filed with the Utah Division of Corporations and Commercial Code, and a copy of the Bylaws and any amendments to the Bylaws, to be made available at the reasonable request of any ECC member.
5. Coordinate proper notices to be given for all meetings of the ECC.
6. Record and distribute minutes of all ECC meetings to be made available at the reasonable request of any member of ECC.



7. Keep the names and current addresses of all ECC officers, Committee Chair and Committee Members.
8. Perform all duties incident to the office of Secretary subject to control of the ECC.
9. Act as a voting member of the Executive Board.

The Finance Officer shall:

1. Serve as treasurer.
2. Prepare, present and be prepared to discuss the proposed operating budget for the upcoming year, based on the goals and objectives set forth by ECC and the Executive Board, to the ECC membership for approval.
3. Exercise financial responsibility for ECC monies.
4. Prepare and maintain accountings of monies received and expended, filing appropriate reports as needed.
5. Pay all expenses incurred in the normal operation of ECC affairs as approved by the Executive Board or the ECC membership.
6. Sign, along with the Vice Chair, all checks issued by the ECC, unless the Finance Officer are being reimbursed.
3. Chair the ECC finance committee.
8. Act as a voting member of the Executive Board.

The Neighborhood Council Representative(s) shall:

1. Reside or own property in the neighborhood he/she represents.
2. Facilitate the distribute ECC agendas and information from the ECC to the neighborhood he/she represents including organizing informational meetings if deemed appropriate.



3. Actively and accurately recruit appropriate feedback on all issues facing the ECC.
4. Provide information at Membership and Executive Board meetings regarding issues within the boundaries of the neighborhoods they represent as well as represent information from the ECC to the neighborhood.  
Actively recruit contact information for the neighborhood which they represent.
5. Act as the CD/LU member for all issues within the neighborhood which they represent.
6. Act as a voting member of the Executive Board.

In the event there is more than one neighborhood representative, the representatives shall share one vote for all votes taken by the Executive Board.

Community Development Representative

1. Work to strengthen the relationship between the developer community, the RDA and the ECC.
2. Participate as an active member of CD/LU
3. Actively provide feedback and gather feedback as well as work to resolve issues that impact development needs but at the same time maintain neighborhood and community goals within the ECC.
4. Actively recruit contact information for all businesses and land owners in the ECC.
5. Along with the Chair, act as an integral point of contact for issues affecting development and the neighborhoods within the ECC.
6. Act as a voting member of the Executive Board.

9

In the event there is more than one development representative, the representatives shall share one vote for any vote taken by the Executive Board.

The Community Business Representative(s) shall:

1. Own real property or a business in the area he/she represents.



2. Organize information meetings and/or assist in the organization of neighborhood business districts where none exist.
3. Continue active participation in the neighborhood business district organizations, where they exist, and actively help to solve issues facing the neighborhoods and businesses within the ECC.
4. Provide information at Membership and Executive Board meetings regarding business issues within the boundaries of the neighborhood business district they represent.
5. Along with the Chair, act as an integral point of contact for issues affecting the neighborhood businesses and business districts they represent.
6. Act as a voting member of the Executive Board.

In the event there is more than one neighborhood business representative, the representatives shall share one vote for any vote taken by the Executive Board.

10

The Kitchen Cabinet shall:

1. Provide consultation and assistance to the Executive Board in order to provide advice, continuity and institutional knowledge to the officers.

Removal of officers:

Any officer may be removed for cause by the General Membership whenever, in the best judgment, the interests of the ECC are thereby served. Removal is made by a two-thirds vote, taken at a duly noticed Membership meeting for causes listed herein.

Cause: Any officer who fails to attend 50% of the monthly Membership and Executive Board meetings during his/her term shall not be considered active and shall not be eligible for nomination to any office during the next annual election nor be appointed a Standing Committee Chair during the next year unless the Executive Board votes to reinstate him/her.

**ARTICLE VII**  
**PARLIAMENTARIAN, STANDING AND SPECIAL COMMITTEES**



The Vice -Chair shall serve as the Parliamentarian supervising the parliamentary procedures of meetings. If excused, the Chair or Executive Board shall appoint a member of the Executive Board to fulfill these duties.

Standing or Ad hoc committees may be created at the discretion of the Chair or Executive Board and exist until specifically dissolved. The Standing Committees are, but are not limited to: Bylaws, Community Development/Land Use, Nominating and Elections Committee.

The Bylaws Committee shall be responsible for recommending and maintaining any changes to the bylaws and standing rules to the Membership and or to the Executive Board.

The Community Development/Land Use Committee (CD/LU) is Chaired by the Chair of the ECC. CD/LU shall be responsible for recommendations to the Membership and or to the Executive Board as well as taking positions on behalf of the ECC on all matters concerning community development and land use. This includes matters of development, housing, preservation, transportation activities (policies, and impacts related for all transportation modes on private, city and state roads, bike paths, pedestrian safety, streetcars, transit, traffic impacts, impact mitigation, zoning, implementation of the master plan, the urban forest, special exceptions, beautification, trails, parks, sustainable practices and sustainability, policy development, project implementations, etc.

11

The Nominating and Elections Committee shall be responsible for recommendations to the Membership and or to the Executive Board on matters concerning the slate of nominations and appointments for the ECC officers, Neighborhood Representatives, Neighborhood Business Representative and Committee Chair. All candidates who are nominated must be in good standing with the ECC and have demonstrated skills and knowledge for each position.

Special Committees and Interest Topics are established at the discretion of the Executive Board to address specific or short-term issues of ECC. Newly created or disbanded special committees shall be announced at the next Membership meeting.

The Mobile Watch and Safety Committee shall make recommendations to the Membership and or the Executive Board on issues involving crime reduction in all areas of the ECC.

The Communication and Education Committee shall administer and make recommendations to the Membership and or the Executive board on matters relating to communication to the membership at large. This includes community outreach including, mailings, signs, Social media, Google groups, email, the ECC web page, newsletters, etc.



The Chair had the discretion to appoint the Chair of committees (who may be members of the Executive Board). The appointment of committee members may be delegated to committee Chair. Chairpersons and committee members of Standing Committees shall be announced at they are formed.

The Chair of each committee shall present a report to the Executive Board of the committee activities on an annual basis. The Chair of each committee shall be responsible for keeping meeting minutes that include actions taken and in the Executive Board informed.

Any Standing Committee or Special Committee Chair who fails to attend 50% of the committees' meetings shall not be considered active and shall not be eligible for reappointment to chair of the committee or as an officer for the following year. Committee members' participation and eligibility for reappointment is at the discretion of the committee Chair.

#### **ARTICLE VIII** **NOMINATIONS AND ELECTIONS**

Nomination of officers (Chair, Vice -Chair, Communications, Public Relations and Finance Officer) shall be made by the Nominating and Elections Committee. The Nominations and Elections Committee shall be appointed by the Chair or the Executive Board and announced to the ECC Membership when needed. The Nominations and Elections Committee shall include the out- going Chair, one member of the Kitchen Cabinet, one additional member of the Executive Board and one member at large of the ECC. The committee shall be chaired by the outgoing Chair.

The Chair of the Nominations and Elections Committee shall invite the ECC Membership to recommend potential nominees for officers in the agenda mailed for the September Membership meeting. At this time, nominations may be taken from the floor. Any ECC member may nominate candidates from the floor for any position provided that the candidate is in good standing, in attendance and agrees to the nomination. One or more candidate may be nominated for each open position.

The Nominations and Elections Committee shall prepare a slate of candidates by searching the ECC membership for individuals with qualifications to serve, verifying the residency and participation of the candidates and shall report at the October Membership meeting, as part of the meeting agenda, the identity of each nominee. Nominations from the floor will be closed after the October Membership meeting.



The office of Chair, is critical to the continuity of on-going activities and the long term leadership of the ECC. Any candidates for Chair must reflect a demonstrated history of involvement with the ECC. Involvement is demonstrated through membership on the Executive Board, participation in any of the various ECC committees for one year. If the individual has been active in that capacity or in attending general meetings for a period 8 out of 12 of the past months this will qualify.

The election of officers shall be held at the November meeting. The Chair of the Nominations and Elections Committee, or the Chair's designee, shall present the slate of nominees.

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. The number of voting members in attendance shall be no less than 25.

Officers elected at the November Membership meeting or corresponding neighborhood meetings shall participate in the December Executive Board meeting but shall be installed in January 1 of the following year.

13

## **ARTICLE IX** **FINANCIAL**

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

Expenditures of ECC funds shall be made by the Executive Board or the Membership as follows: All expenditure requests shall be submitted in writing and align with the annual goals and objectives of ECC. The Executive Board and the Financial Officer shall prepare an annual budget that includes an operational fund for the year, including proposed fund raising options to cover the proposed annual budget.

The annual budget and financial goals must be presented and endorsed by the Membership with a two-thirds vote. Once the annual budget is endorsed, the Chair is empowered to expend the funds as outlined in the budget.

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Additional expenditures beyond the budget or expenses that are beyond the allotted budget must be approved in advance. Expenditures under \$250.00 shall be approved by a majority of the Executive Board using a roll call vote while expenditures over \$250.00 shall be approved by a two-thirds (2/3) vote of the Executive Board using a roll call vote. Expenditures over \$500.00 shall be put on the agenda of a duly noticed Membership meeting and presented to and discussed by the ECC Membership. Pursuant to ARTICLE V, MEETING AND VOTING, a vote on the expenditure shall be taken and shall be ratified by two-thirds (2/3) vote. The number of voting members in attendance shall be no less than 25.

This provision does not apply when funds are granted and the funds are governed or supervised by the grants or outside of the purview of the ECC.

#### **ARTICLE X** **AMENDMENTS**

Actions to amend these bylaws shall be presented to members for their study at a Membership meeting, a vote shall be taken and affirmed by two-thirds (2/3) vote provided that any proposed amendment shall first have been approved by the majority of the Executive Board. The number of voting members in attendance shall be no less than 20.

14

\_\_\_\_\_  
Esther E. Hunter Chair/Director

\_\_\_\_\_  
Taylor Parkin Financial Officer/Director

Attest:

\_\_\_\_\_  
Niki Nielsen Communications Officer/Director