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## BYLAWS OF Rose Park Community Council

### ARTICLE I OFFICES

**Section 1. Registered Office.** The **Rose Park Community Council** (“Council”) shall at all times maintain in the State of **Utah** a registered agent, whose business office shall be the registered office of the **Council**. The Council may from time to time change the Registered and designated office.

**Section 2. Other Offices.** The **Council** may also have such other offices within or without the State of **Utah** as the Board of Trustees may, from time to time, designate, and as the business and affairs of the **Council** may require.

### ARTICLE II PURPOSES

**Section 1. Nature of Corporation.** The **Council** is a nonprofit corporation formed under the state of Utah’s statute, which is organized and shall be operated in accordance with that certain Internal Revenue Service Determination Letter ID#31452, as issued to the Corporation, dated July 28, 2016 within the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued there under.

**Section 2. Primary Purposes.** The **Council** is organized for the purposes set forth in its Articles of Incorporation, which are filed with the State of Utah

### ARTICLE III BOARD OF TRUSTEES

**Section 1. General Powers.** The Board of Trustees shall have the general power to manage and control the affairs and property of the **Council**, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Trustees as presented to and ratified by the community.

**Section 2. Number of Trustees.** The Board of Trustees shall consist of up to 11 Trustees, but no fewer than 7. The eleven possible positions shall be lettered a through k. A current list of the names and addresses of the Board of Trustees shall be verified upon request.

**Section 3. Term of Office and Seats.** The term of office for the Trustees of the Board shall be

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two (2) years with elections being held on the first Wednesday in June at the regular meeting of the Members and continue for two years thereafter. A trustee may seek re-election as many times as desired trustee seats (a), (c), (e), (f) and (g) will be up for election in odd numbered years and seats (b), (d), (h), (i), (j) and (k) will be up for election in even numbered years.

**Section 4. Vacancies.** In the event of a resignation or the inability of a Trustee to perform his or her duties, the Board may appoint, by a majority vote of the remaining Trustees, an interim Trustee to fill the vacant seat on the Board of Trustees for the remainder of that Trustee position.

**Section 5. Qualifications** Only those who are 18 years of age or older and reside in or own property within the boundaries of Rose Park may vote in elections or seek nomination to the board of Trustees. Rose Park boundaries are defined by Salt Lake City as I-15 on the East, 600/700 North on the South, Redwood Road on the West (excluding Earnshaw Lane) to the Salt Lake City boundary on the North.

**Section 6. Elections.** Nominations for office may be made by written declaration, submitted to a member of the Council in person or by electronic communication, that states the name of the candidate, address, and the office being sought no later than one week prior to elections. Nominations from the floor and write-in candidates will not be allowed. Voting will be by secret ballot (in person and/or virtually) if more applicants apply than there are available offices, otherwise they may be elected by acclamation. For those open seats, election to the Board of Trustees shall be by majority vote of the members of the community, which shall occur, except in the case of filling vacancies, at each annual June meeting thereof. In the event of a tie between any number of candidates, the current board will vote between the candidates on who shall fill the seat. If any of the tied candidates is a current trustee, they will be excluded from the deciding vote. Ballots will be counted by a minimum of two (2) trustees and who are not up for reelection and one additional community member at-large.

**Section 7. Ad Hoc Committees.** The Board is empowered to appoint as many ad hoc committees as may be necessary to carry out the requirements of the Community. The length of service will be commensurate with the duties to be performed.

**Section 8. Regular Meetings.** The Board of Trustees shall hold a regular Meeting of the Board of Trustees monthly each month from September to June. The Board Chair shall set the day, time and place (both physical and/or virtual) of the regular meetings and provide notice thereof to the Trustees. Regular meetings shall be conducted using modified Robert's Rules of Order, as deemed reasonable and practical by the meeting Chair.

**Section 9. Special Meetings.** Special meetings of the Board of Trustees may be called by or at the request of the Chair or any two Trustees. The person or persons authorized to call special meetings of the Board of Trustees may fix any reasonable date, hour and place.

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**Section 10. Notice.** Notice of any special meeting of the Board of Trustees shall be given at least Six (6) calendar days notice of regular meetings or two (2) days notice for emergency situations previously thereto by written notice delivered personally or sent by U.S. Mail, email, text message or other form of electronic communication to each Trustee at their email or home address as shown in the records of the **Council**. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any 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 is not lawfully called or convened. The business to be transacted at, and the purpose of, any annual meeting of the Board of Trustees need not be specified in the notice or waiver of notice of such meeting.

**Section 10. Quorum and Proxies.** A majority of the total number of Trustees in office shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees; but, if less than a majority of the Trustees are present at said meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

**Section 11. Manner of Acting.** The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these Bylaws. Proxies shall not be permitted.

**Section 12. Compensation.** Trustees as such shall not receive any stated salaries for their services but may be reimbursed for reasonable expenses. Nothing herein shall be construed to preclude any Trustee from serving the **Council** in any other capacity and receiving compensation therefore.

**Section 13. Informal Action.** Any action may be taken without a meeting of the Trustees if consent in writing setting forth the action so taken shall be signed by all of the Trustees.

**Section 14. Resignation; Removal.** (a) A Trustee may resign from the Board of Trustees at any time by giving notice of his/her resignation in writing addressed to the Chair or Secretary of the **Council** or by presenting his/her written resignation at an annual, regular, or special meeting of the Board of Trustees. (b) Except as otherwise provided by law, at any meeting of the Board of Trustees called expressly for that purpose, any Trustee may be removed, with or without cause, by the vote of a majority of the Trustees then in office.

**Section 15. Non-discrimination Policy.** This Corporation seeks the participation and input from all residents and property owners, regardless of sex, age, race, sexual or gender identity, culture, religion or national origin.

## ARTICLE IV

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## EXECUTIVE OFFICERS

**Section 1. Officers.** The Executive Officers of the Board of Trustees shall consist of a Chair, two (2) Vice Chairs, Secretary, Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article. Not more than one office may be held simultaneously by the same person.

**Section 2. Election and Term of Office.** The Officers of the Board of Trustees shall be elected by a majority vote of the Board of Trustees of the **Council** within sixty (60) days after the Annual meeting of the Members. The Officers shall be presented at the next interim meeting of members. Replacement officers may be created and filled at any meeting of the Board of Trustees and extend until the end of the term of the replaced officer. Each Officer shall hold office for a term of two (2) years beginning with the Annual Meeting of the Members and thereafter until his or her successor shall have been duly elected. Any Trustee may submit for consideration as an Executive Officer. All candidates for a position shall be presented to the full Board for a vote. A candidate may vote for him/herself. In the event that any candidate does not receive a majority vote, a run-off of the top two candidates shall be resubmitted for a majority vote. In the event of a tie, then the current Chair shall cast the deciding vote.

**Section 3. Removal.** Any Officer may be removed upon an affirmative vote of two-thirds of the entire Board of Trustees, whenever in its judgment the best interests of the **Council** would be served thereby.

**Section 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

**Section 5. Chair.** The Chair shall be the chief executive officer of the **Council** and, in general, shall supervise and control all of the business and affairs of the **Council**. He or she may sign, with the Secretary or any other proper Officer of the **Council** authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board of Trustees has authorized to be executed; and he/she shall perform all such other duties as may be prescribed by the Board of Trustees from time to time.

**Section 6. Vice Chairs.** In the event of the death, resignation or removal of the Chair, the Board of Trustees shall appoint one of the Vice Chairs to assume the office of Chair for the remainder of term.

**Section 7. Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Trustees; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the corporate records and seal; and perform such other duties as from time to time may be assigned to him/her by the Chair or by the Board of Trustees.

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**Section 8. Treasurer.** The Treasurer shall be responsible for all funds and securities of the **Council**; receive and give receipts for monies due and payable to the **Council** and deposit all such monies in the name of the **Council** in such banks, credit unions, trust companies or other depositories as shall be selected in accordance with the provisions of the Bylaws; and perform such other duties as from time to time may be assigned to him by the Chair or by the Board of Trustees. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties, as the Board of Trustees shall determine.

**Section 9. Meetings.** The Executive Officers may, but are not required, to hold a meeting of the Executive Officers. The notice required shall be the same as the notice for Special Meetings of the Board of Trustees.

## ARTICLE V MEMBERS

**Section 1. Members.** Community Members shall be residents and property owners that constitute the area of Salt Lake City, Utah known as Rose Park. Any resident or property owner (age 18 or older) may submit for board nomination and council membership. All Regular Meetings are open to the public, community members are invited to attend and shall have all the rights contained in these Bylaws.

**Section 2. Annual and Regular Meetings.** The Board of Trustees shall cause to be held regular Meetings of the Members on the first Wednesday of each month from September to June. The meeting in the month of June shall be the Annual Meeting for purposes herein. These meetings will be held from 6:30 PM to 8:00 PM at a convenient location. The Board shall attempt to remain consistent in the location of the Regular Meetings and, in the event of a change of venue, provide notice to the Members at least one (1) month prior to the change in venue.

**Section 3. Quorum and Manner of Acting.** Any number of Members may constitute a quorum and an affirmative vote of a majority of those present members shall constitute an act of the Members of the **Council**.

## ARTICLE VI REGULAR COMMITTEES

**Section 1. Purposes.** The Board of Trustees may establish such regular committees to assist it in the performance of its duties, as it considers appropriate.

**Section 2. Number, Election, and Term of Office.** The number of members of each regular committee shall be determined by the Board of Trustees. Members of each regular committee

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shall be elected by the affirmative vote of a majority of the Board of Trustees and shall serve until resignation or removal by the affirmative vote of a majority of the Board of Trustees.

**Section 3. Officers.** The Chair may designate from among the members of each regular committee a Chairman and Vice Chairman of such committee, and such other officers as the Chair may determine. The Chairman and any other officers of each such committee shall have such duties as the Chair prescribes.

**Section 4. Vacancies.** Vacancies in the membership of any committee shall be filled by the Board of Trustees.

**Section 5. Quorum.** Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

**Section 6. Rules.** Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Board of Trustees.

**Section 7. Powers.** Each regular committee shall have such powers as the Board of Trustees may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

## ARTICLE VII ADVISORY COMMITTEES

**Section 1. Purpose.** The Board of Trustees may establish an Advisory Board of no less than 3 and no more than 5 members and such other advisory committees, as it considers appropriate. The purpose of all such committees shall be to advise the Board of Directors on such matters relating to the **Council** as the Board of Trustees designates.

**Section 2. Number, Election, and Term of Office.** The number of members of each advisory committee shall be as determined by the Board of Trustees. Members of each advisory committee shall be elected by the affirmative vote of a majority of the Board of Trustees and shall serve until resignation or removal by the affirmative vote of a majority of the Board of Trustees.

**Section 3. Powers.** Each advisory committee shall have the power to advise the Board of Trustees and such other powers as the Board of Trustees may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

## ARTICLE VIII

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## CONTRACTS, CHECKS, DEPOSITS AND FUNDS

**Section 1. Contracts.** The Executive Board may authorize any Officer or Officers, agent or agents of the **Council** in addition to or in place of the Officers so authorized by the Bylaws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of the **Council**, and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, and Similar Documents.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the **Council**, shall be signed by such Officer or Officers and/or agent or agents of the **Council** and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

**Section 3. Deposits.** All funds of the **Council** shall be deposited from time to time to the credit of the **Council** at a legally chartered and insured financial institution.

**Section 4. Gifts and Contributions.** The Board of Trustees may accept on behalf of the **Council** any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the **Council**. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of Utah and any other relevant jurisdiction.

**Section 5. Funds allocation upon Dissolution.** All funds and assets of the Council, upon dissolution and winding up, must be allocated and used exclusively for exempt purposes.

## ARTICLE IX BOOKS AND RECORDS

The **Council** shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Trustees and committees having any of the authority of the Board of Trustees.

## ARTICLE X FISCAL YEAR

The fiscal year of **Council** shall begin on the first day of January and end on the last day of December in each year.

## ARTICLE XI WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the law of Utah or under the provisions of the Articles of Incorporation or the Bylaws of the **Council** a waiver thereof in

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writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE XII AMENDMENTS TO BYLAWS

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by majority vote of the Board of Trustees present at any annual, regular or special meeting, if at least fifteen (15) days written notice is given of intention to alter, amend or repeal the Bylaws or to adopt new Bylaws at such meeting. Amendments will be presented to members.

## ARTICLE XIII SIGNATURES

After an affirmative vote of the Board of Trustees adopting these Bylaws and such vote recorded in the meeting minutes, the Executive Officers shall sign below.

\_\_\_\_\_  
Kevin S. Parke, Chair

\_\_\_\_\_  
Date

\_\_\_\_\_  
Katherine Torres, Vice-Chair

\_\_\_\_\_  
Date

\_\_\_\_\_  
Heidi Steed, Vice-Chair

\_\_\_\_\_  
Date

\_\_\_\_\_  
Craig Thomas, Treasurer

\_\_\_\_\_  
Date

\_\_\_\_\_  
Bryce Williams, Secretary

\_\_\_\_\_  
Date

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Accepted and approved, for ratification by the community, by all 9 Trustees present (two members were absent) at the interim planning meeting of the Rose Park Community Council held virtually, via Zoom, on Monday February 15, 2021.

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## **Exhibit "A"**

### **ROSE PARK COMMUNITY COUNCIL Current Board of Trustees**

#### Seat/Name

- (a) Kevin Parke
- (b) Heidi Steed
- (c) Katherine Torres
- (d) Craig Thomas
- (e) Bryce Williams
- (f) Tonya Allred
- (g) Blake Bratcher
- (h) Courtney Reeser
- (i) Brent Guymon
- (j) Megan Lopez
- (k) Jason Wessel

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## Exhibit “B”

### **ROSE PARK COMMUNITY COUNCIL CODE OF CONDUCT**

Respect for Process- Duties shall be performed in accordance with the processes and rules of order established by the Rose Park Community Council bylaws.

Conduct of Public Meetings- Everyone shall inform themselves of public issues, listen attentively to public discussions before the body and focus on the business at hand. All participants shall act with due regard to the principle that there should be equality of opportunity for all people, regardless of their gender identity, race, disability, sexual orientation, socio-economic status, age, caste or religion; show respect and consideration for others; not use bullying behavior or harass any person; and shall support the maintenance of a positive and constructive environment for all those who participate in the RPCC.

Conduct of Board of Trustees-

To the best of their ability, everyone serving on the executive board, shall make every effort to attend scheduled meetings or, when unable to do so, give timely notice.

To the best of their ability, when presenting their personal opinions or positions, everyone serving on the board of Trustees shall explicitly state that they do not represent the Council or executive board.

Conflict of Interest-In order to assure their independence and impartiality on behalf of the public good, board members shall not use their position when considering decisions in which they have a financial interest where they have an organizational

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responsibility or a personal relationship that would present a conflict of interest. It is the responsibility of everyone to publicly share substantive information that is relevant to a matter under consideration that they received from sources outside of the public decision-making processes.

Confidentiality- Everyone shall respect and preserve the confidentiality of information provided to them. They shall neither disclose confidential information or information which should reasonably be regarded as being of a confidential nature, without the express consent to do so; nor use such information to advance their person's financial or private interests.