

BILAWS OF CAPITOL HILL NEIGHBORHOOD COUNCIL
PROPOSED REVISION - February 21, 1992

Article I

1 Office

1.1 Office. The principal office of the corporation incorporated as Capitol Hill Neighborhood Council, (CHNC) shall be located at such place in Salt Lake City, Salt Lake County, as the Board of Trustees may determine.

Article II

2 Purpose

2.1 Mission. CHNC is organized as a non-profit Corporation under the Laws of the State of Utah and Salt Lake City under Title 2, Ord. 63-90 1(part), 1990 and Ord.64-90 1 (part), 1990. The object, purpose and scope of the Corporation shall be as follows:

- a. To combat neighborhood and community wide deterioration.
- b. To implement methods to upgrade and beautify the area for a good quality of life for all residents.
- c. To change incompatible land uses in the Capitol Hill Planning District which have the same boundaries as the Council.
- d. To establish a historic district or districts, special improvement districts, and industrial parks of merit.
- e. To restore, rehabilitate, or rebuild 'Housing' for all residents, with special emphasis upon the underprivileged.
- f. To form a network of communication in order to educate residents as to the causes of neighborhood deterioration, such as neglect of absentee owners, zoning, highways bisecting communities, impact of large complexes, school closures, and to implement change for improvement.
- g. To increase open space by means of small parks, and to preserve the Ensign Peak mountain range to the north.
- h. To create a framework for job assignments for continuing maintenance of the area.
- i. To implement means of combating crime.
- j. To involve all area residents in participation of projects.
- k. To receive, invest and disburse funds and to hold property for its purposes.
- l. To inform, evaluate and assist residents regarding public (city, state, federal) policies which relate to them, long and short range plans designed by government which affect them, and to find and use resources in combating poverty, unfair actions, and lack of representation in decision making.
- m. To receive gifts and contributions of real and personal property from the United States of America or any agency thereof, from the State of Utah or any subdivision or agency thereof, or from any charitable organization, person, firm or corporation for use in furthering its purposes.
- n. To do all of the aforesaid without contemplation of any pecuniary gain or profit to the members thereof so that no part of the net earnings or property of any kind belonging to this corporation shall inure to the benefit of any private shareholder, member or individual.
- o. To work together as a unified whole council for the betterment of a total area and its residents.

Article III

3 Membership

3.1 Membership. Membership in CHNC shall be open to all persons *without regard to race, creed, national origin*, who are eighteen years of age or older, residents or owners of property within the area of Salt Lake City bounded on the east by *State Street*, north to Canyon Road, then north along City Creek to the City limits. On the south by South Temple Street. On the west by 500 West and, commencing to 600 North, and then north along Interstate-15 to the City limits. On the North by the City Limits.

Article IV

4 Dues, Assessments or other Charges

4.1 Monetary costs. The Board of Trustees may not impose dues, assessments or other charges upon members of CHNC but shall secure its funds by donation or other means.

Article V

5 Meetings and Elections

5.1 Annual Meeting. The annual meeting of the membership shall be held in the month of October at a place to be determined by the Board of Trustees. The annual meeting and all other meetings of the membership shall be held at such hour and place in Salt Lake City as the Board of Trustees shall designate. The election of trustees shall be conducted at the Annual meeting as hereinafter provided.

5.2 Other Meetings. The Board of Trustees, if it so desires, may by resolution provide for the holding of regular meetings at such times and at such places as the Board of Trustees may provide in said resolution. Special meetings of CHNC may be called at such times and at such places in Salt Lake City and for such purposes as the Board of Trustees or the Chair of CHNC may provide.

5.3 Quorum. A minimum of nine members present in person at any regularly scheduled meeting of the members of the Council shall constitute a quorum. The vote of a majority of the members of the Council present shall be necessary for the adoption of any matter voted on by the members. Each member shall be entitled to one vote on each matter submitted to a vote of members.

5.4 Presumption of Assent. A Member of CHNC who is present at a meeting of CHNC at which action on any matter of the Council is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered into the minutes of the meeting or unless he/she has filed his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary-treasurer of CHNC immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Member who voted in favor of such action.

5.5 Notice of Meetings. Notice stating the place, day and hour of all meetings of members and in the case of a special meeting the purpose or purposes for which the meeting is called shall be given by publication or by mail or by delivery as the Board of Trustees or Chair shall determine. Notice of at least seven days shall be given unless otherwise indicated in these bylaws. Provisions will be made to provide access for the handicapped.

5.6 Candidates. Candidates for Trustees must be 18 years of age or older, and a member of CHNC. Names of candidates for Neighborhood District Trustees, area leaders and officers shall be submitted at least 25 days prior to the date of the election. Neighborhood District Trustees shall reside in the Neighborhood so represented. The ten Districts are: Capitol; DeSoto/Cortez; Ensign Kimball; St. Marks; Swede-Town; Temple; Warm Springs; Washington; and West High

5.7 Elections. Election of Trustees shall be by secret ballot. A majority of all members present, in the Neighborhood District sub-group or general assemblage as is appropriate, shall be necessary to elect any candidate. Area-wide notification of day, time, place of elections shall be given at least 7 days prior to the meeting. At the election meeting the membership in attendance may separate into sub-groups in accordance with the ten Neighborhood District boundaries and the membership of each Neighborhood District shall elect a trustee to represent them. The number of Board members elected from each Neighborhood District shall be one, exclusive of officers of CHNC. Area leaders should be elected in the same manner as Neighborhood District Trustees.

The number of area leaders from each district shall be one or more.

5.8 Area Leaders. Area leaders may serve as alternates to the Neighborhood District Trustees when necessary. They are not members of the Board of Trustees but may vote if serving as an alternate.

5.9 At Large Trustees. At large Board of Trustees members will be nominated by the Board of Trustees and elected by the general membership to fill Board of Trustees vacancies when an officer holds more than one position of office, or for any other reason the Board of Trustees position remains unfilled. The at large member's term of office is one year.

5.10 Voting. The vote of each member entitled to vote at any election shall be cast by secret ballot. On all other matters to be voted upon at any meeting of the CHNC, the officer presiding may at their discretion provide that such vote may be taken by voice vote, by a show of hands, or by the casting of a ballot. An absentee vote of a member of the Board of Trustees must be submitted in writing and be signed by the trustee making such vote and be delivered to the chair before the start of the meeting.

Article VI

6 Community Representatives, Project Leaders and Committee Chairs

6.1 Appointment. The Board of Trustees may appoint Community Representatives, Project Leaders and Committee Chairs to supervise any special or emergency project that might arise.

6.2 Reporting. Project Leaders or Committee Chairs shall report full details of activities pertaining to such special or emergency projects to the Board of Trustees and any decisions or actions shall be determined by the Board of Trustees in a regular meeting of the Board of Trustees.

6.3 SLACC. CHNC shall participate in the affairs of SLACC. The designated number of SLACC representatives will be appointed by the Board of Trustees and ratified by the members. All CHNC members can serve on the various SLACC committees.

Article VII

7 General Powers of Trustees

7.1 General Power. The business and affairs of CHNC shall be managed by its Board of Trustees which shall be composed of the officers and the Neighborhood District Trustees.

7.2 Number and Qualifications. The Board of Trustees contains seventeen members, consisting of the Neighborhood District Trustees as described in Article V, paragraph 5.7, at large Trustees as described in Article V, paragraph 5.9, and officers as described in Article VIII, paragraph 8.1. A trustee may be removed from office by the Board of Trustees for three consecutive, unexcused absences from regularly scheduled meetings.

7.3 Tenure. Each Neighborhood District Trustee shall hold office for a term of three years, the tenure of officers as Trustees will be one year, without preclusion of extension in both cases, and until his/her successor shall have been duly elected and qualified or until his/her death, or until he/she shall resign or shall have been removed by these bylaws or as provided by law.

7.3.1 Commencing in the year of 1992; terms of the Board of Trustees may be staggered by drawing lots or may be staggered as follows: one year, two years and three years from the effective date of the original election of Board of Trustees under these Bylaws. Washington, Capitol and Temple area members will serve one year terms; DeSoto/Cortez, West High and Warm Springs areas two years terms and St. Marks, Swede-town, Ensign and Kimball three years terms. Review in 1995.

7.4 Regular Meetings. A regular meeting of the Board of Trustees may be held at least once each calendar month at such time and place in Salt Lake City as the Board of Trustees may decide.

7.5 Special meetings. Special meetings of the Board of Trustees may be called by or at the request of the Chair of CHNC or any two Trustees. The person or persons authorized to call special meetings of the Board of Trustees may fix any place in SLC as the place for holding any special meetings of the Board of Trustees. For any special meeting of the Board of Trustees at least 24 hours notice shall be given thereto by telephone or by delivering written notice thereof to each Trustee or by mailing the same to him/her at his/her residence in a good faith effort. Any Trustee may waive notice of any meeting. The attendance of the Trustee at a meeting shall constitute a waiver of notice of such meeting except where a Trustee attends a meeting with the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

7.6 Quorum. A majority of a number of Trustees fixed by these Bylaws constitute a quorum for the transaction of business at any meeting of the Board of Trustees, but if less than such majority is present at a meeting a majority of the Trustees present may adjourn the meeting from time to time without further notice, provided, however, that the Chair or the two members calling the meeting shall certify that a conscious attempt was made to notify members of the Board as indicated in Article VII paragraph 7.5.

7.7 Manner of Acting. The act of a simple majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

7.8 Vacancies. Any vacancy occurring in the Board of Trustees may be filled by implementing the process defined in Article V paragraph 5.7 or paragraph 5.9, as is applicable. A trustee elected to fill a vacancy shall continue in office until the next annual meeting of the membership of CHNC. At such annual meeting of the membership of CHNC, shall elect a Trustee to fill said vacancy for the unexpired term thereof using the process defined in Article V paragraphs 5.7 or 5.9 as is applicable.

7.9 Presumption of Assent. A Trustee of CHNC who is present at a meeting of the Board of Trustees at which action on any matter of the Council is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered into the minutes of the meeting or unless he/she has filed his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary-treasurer of CHNC immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Trustee who voted in favor of such action.

7.10 Annual Report. The Board of Trustees shall make and present to the members of CHNC at each annual meeting of the membership of the Council a report showing in reasonable detail the assets and liabilities of the Council and a general statement of its transactions and condition.

7.11 Removal. Any member of the Board of Trustees may be removed by a two-thirds vote of the members of CHNC who are eligible to vote.

7.12 Order. Roberts Rules of Order, Newly Revised Edition, can be applied in general at the predilection of the chair in situations and proceedings not specifically covered in the Articles of Incorporation and/or these Bylaws.

Article VIII

8 Officers

8.1 Number. Shall be a Chair, Vice Chairs, the number to be determined by the membership of CHNC, a Secretary, a Treasurer, and representatives to SLACC, (the number as determined by SLACC), one to be elected as Trustee, one to serve as alternate trustee. The officers are nominated by the Board of Trustees and are elected by the membership of CHNC. The vice chairs, if more than one, shall be elected to defined positions, such as 1st Vice Chair, 2nd Vice Chair and so forth.

8.2 Election and term of office. The officers are elected by the members at the annual meeting of the CHNC. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as possible. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or shall have been removed in the manner as provided in these Bylaws.

8.3 Removal. Any officer or agent appointed or elected by the Board may be removed by the Board of Trustees whenever in its judgment the best interest of CHNC would be served thereby.

8.4 Vacancies. A vacancy in the office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Trustees for the unexpired portion of the term. Such action shall be ratified by the general membership as soon thereafter as conveniently may be.

8.5 Chair. The Chair shall be the principal executive officer of CHNC and subject to the control of the Board of Trustees and shall, when present, preside at all meetings of the members of the Council and of the Board of Trustees unless he/she deems otherwise. He/she shall enforce observance of the Articles of Incorporation and By-laws of the CHNC and see that the officers of the Council and members of committees perform their respective duties. He/she shall sign with the secretary or any other proper officer of the Council, thereunto authorized by the Board of Trustees, all checks, contracts or other instruments which have been authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these By-laws to some other officer or agent of the Council or shall be required by law to be otherwise signed or executed. The Chair shall in general perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Trustees from time to time. He/she shall create all committees provided for in these Bylaws or as he/she may otherwise deem appropriate and necessary for the conduct of the affairs of the Council and he/she may appoint such sergeants at arms to assist the Chair in maintaining order at meetings of the members and to inspect and announce the result of any voting of Council.

8.6 Vice Chairs. In the absence of the Chair or in the event of his/her death, inability or refusal to act, the vice Chair (in the order designated at the time of their election) shall perform the duties of the Chair and when so acting shall have all the powers and be subject to all the restrictions upon the Chair and shall perform such other duties as from time to time may be assigned to him/her by the Chair or by the Board of Trustees.

8.7 Secretary. The secretary shall:

a. attend all meetings of the membership of CHNC and the Board of Trustees and keep the minutes of the meetings of the Council and the Board of Trustees in one or more books provided for that purpose;

b. see that all notices are duly given in accordance with the provisions of these By-laws or as required by law;

c. be a custodian of CHNC's records and books;

d. sign with the Chair or such other persons as may be designated by the Board of Trustees.

8.8 Treasurer. The treasurer shall:

a. have charge and custody of and be responsible for all funds and securities of CHNC;

b. receive and give receipts for monies due and payable to the Council from any source whatsoever, and deposit all such monies in the name of CHNC in such banks, trust companies or other depositories as shall be selected in accordance with their By-laws; and

c. in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Trustees. If required by the General Membership or the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as shall be determined.

Article IX

9 Amendment of By-laws

9.1 Amendment. These By-laws may be altered, amended or repealed and new By-laws may be adopted by the Board of Trustees at any regular or special meeting of the Board of Trustees and must receive at least a two-thirds majority. Prior notice of at least 30 days must be provided of such potential action.

9.2 Non limiting. In addition to the provisions of these By-laws the Board of Trustees may adopt resolutions for the regulation and management of the affairs of CHNC not inconsistent with law, the Articles of Incorporation or applicable By-laws.

Pam Richardson-Card, Chair _____

Hermoine Tracy Jex, Secretary Hermoine Tracy Jex

PASSED by Capitol Hill Neighborhood Council Board of Trustees, 8 February 1997

Keith Widdison, Bylaws Committee Chair