

**PROPOSED BYLAWS OF
EAST CENTRAL COMMUNITY COUNCIL**

**ARTICLE I
NAME**

The name of the nonprofit corporation shall be:

EAST CENTRAL COMMUNITY COUNCIL (“ECCC”).

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

**ARTICLE II
MISSION AND PURPOSES**

The mission of ECCC is to improve the quality of life within the neighborhoods through citizen participation.

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 implement methods to upgrade and beautify the area and change incompatible land uses.
3. To form a network of communication and information, and provide a forum to discuss issues and make recommendations on matters affecting our neighborhoods.
4. To receive, invest, and disburse funds and to hold property for ECCC’s purposes and to receive gifts and contributions of real and personal property.
5. To preserve and improve ECCC as a residential area desirable for family living.
6. To interface with governmental and community leaders in furthering the goals of ECCC.

7. 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 ECCC.

ARTICLE III MEMBERSHIP

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

The boundaries of the ECCC are defined as follows:

Northern Boundary:

the center of South Temple Street

Southern Boundary:

the center of 1700 South Street

Western Boundary (North to South):

- From South Temple to 900 South Street - the center of 700 East Street
- From 900 South Street to 900 East Street - the center of 900 South Street
- From 900 South Street to 1300 South Street - the center of 900 East Street
- From 900 East Street to 700 East Street - the center of 1300 South Street
- From 1300 South Street to 1700 South Street - the center of 700 East Street

Eastern Boundary (North to South):

- From South Temple Street to 100 South Street - the center of University Street from the Intersection of the real lot line from the westernmost house on the north side of Butler Avenue to South Temple Street
- From 100 South Street to 400 South Street - the center of University Street
- From 400 South Street to 500 South Street - the center of the one-way street east of University Street and just west of the Rice-Eccles Stadium parking lot
- From 500 South Street to 800 South Street - the western boundary of Mount Olivet Cemetery, coinciding in places with University Street

- From 800 South Street to 1700 South Street - the center of 1300 East Street

The neighborhoods that fall within the boundaries of ECCC are: Bennion, Bryant, Douglas, Emerson, Gilmer, and University. The boundaries of the neighborhoods are defined by the center of the following streets unless otherwise noted:

Bennion: 700 East and 1000 East, 400 South and 900 South

Bryant: 700 East and 1000 East, South Temple and 400 South

Douglas: 1000 East and University Street (1335 East), 500 South and 900 South

Emerson: 700 East and 1300 East, 1300 South and 1700 South

Gilmer: 1100 East and 1300 East, 900 South and 1300 South

University: 1000 East and University Street (1350 East), South Temple and 500 South (see “Eastern Boundary” above bullets one through three.)

ARTICLE IV GOVERNANCE

The business of ECCC shall be managed by its Executive Board. The Executive Board shall consist of a Chair, a Chair-Elect, a Vice-Chair, a Secretary, a Finance Officer, and a Neighborhood Representative(s) from each of the ECCC neighborhoods, the Past Chair, and a Parliamentarian.

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.

Each neighborhood association shall elect a representative(s). In the absence of any neighborhood association, or any ECCC recognized neighborhood association, the Nominations and Election Committee shall nominate a neighborhood representative(s) for that neighborhood, to be elected at the November Membership meeting by a two-thirds vote. In the event that a neighborhood representative is unable to serve between elections, the Executive Board shall nominate a neighborhood representative to be elected at the next duly noticed Membership meeting by a two-thirds (2/3) vote. If no candidate has received a two-thirds (2/3) vote by the second balloting, a third ballot shall be held and election shall be by a majority vote.

The Executive Board shall maintain Standing Committees and appoint other Standing and Special Committees as they are deemed necessary and appoint chairs of these committees.

Executive Board meetings are open to any member of ECCC but voting is restricted to elected Executive Board members. The voting rights of officers serving on the Executive Board are set forth in ARTICLE VI - OFFICERS. Voting privileges are not extended to the Chair-Elect, the Past Chair, the Parliamentarian, and chairs or members of Standing Committees and Special Committees.

All members of the Executive Board shall reside within the ECCC boundaries.

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

ARTICLE V MEETING AND VOTING

Membership meetings of ECCC shall be held, pursuant to notice, on the second Wednesday of every month with the exception of the month of July. Executive Board meetings shall be held on the third Wednesday of each month beginning in January and continuing through December. Notices of meetings and a copy of the planned agenda shall be provided 10 days in advance of Membership meetings by whatever means deemed appropriate by the Board.

Any issue requiring a vote of the ECCC membership, excluding administrative items, shall appear on the agenda of the prior ECCC meeting or special meeting with an open discussion on the issue prior to a duly noticed membership or special meeting at which a vote is requested.

Special meetings of ECCC or the Executive Board may be called provided that appropriate notice is given to the ECCC membership at least seven days in advance of the meeting and provide the date, time, place and purpose of the special meeting. The seven-day notice shall be waived in the event of an emergency or event requiring expedited action by ECCC. Exceptions shall be approved by a two-thirds (2/3) vote of the Executive Board

Each member of ECCC over 18 years of age shall have one vote. Each operating and licensed business within the ECCC 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 ECCC, unless otherwise stipulated in the bylaws, shall be made by a two-thirds (2/3) vote.

In the event a conflict of interest exists for a member regarding an issue being brought before ECCC or the Executive Board, the member shall disclose his/her 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 a business, from decisions made by ECCC or the Executive Board. Such potential conflict may be raised by any member present. The affected member may be asked to recuse himself/herself from the meeting until discussion on the conflict concludes. Following discussion, members attending the Membership meeting or the Executive Board meeting shall vote, and the conflict shall be confirmed by a two-thirds (2/3) vote.

All meetings of ECCC shall be conducted according to the most current edition of Roberts Rules of Order. 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 elected officers of ECCC shall be a Chair, a Chair-Elect, a Vice-Chair, a Secretary, a Finance Officer, and a Neighborhood Representative(s) who shall be duly elected from the active body of the Membership or the applicable neighborhood association (in accordance with the provisions of ARTICLE IV - GOVERNANCE and ARTICLE VIII - NOMINATIONS AND ELECTIONS). Elected officers shall hold office for one year or until their successors are duly qualified and elected. An officer may be re-elected or elected to another office. In the event of a vacancy in an office, notice shall be issued by listing the vacancy as an agenda item for the next ECCC Membership meeting where nominations will be accepted from the floor or if a Neighborhood Representative, the Neighborhood Association shall provide the name of the new Neighborhood Representative. A vote will be taken at the next ECCC meeting to elect or sustain the replacement. Election shall be by a two-thirds (2/3) vote. If no candidate has received a two-thirds (2/3) vote by the second balloting, a third ballot shall be held and election shall be by a majority vote. In the event sufficient volunteers do not come forward to serve, the Board is nonetheless empowered to conduct the business of ECCC, as herein provided, as fully as if all neighborhoods and offices were properly represented. In the event all elected positions are not filled, the Executive Board is empowered to conduct ECCC business unless the number of Executive Board members falls below five voting members, at which time Executive Board responsibilities shall revert to the membership until the number of Executive Board members who are eligible to vote again exceeds five.

The duties of the officers are as follows:

The Chair shall:

1. Preside over Membership meetings of ECCC, Executive Board meetings of ECCC, and any special meetings convened by ECCC or the Executive Board.
2. Implement decisions and take instructions from ECCC or the Executive Board as the official spokesperson of ECCC and its Executive Board to other community councils,

government agencies, private entities, and any other groups, public or private. The Chair, without express ECCC or Executive Board authorization, is not authorized to obligate ECCC in any manner.

3. Report to the Membership and the Executive Board any actions or positions taken on their behalf.
4. If unable to attend City/County meetings, delegate the responsibility to an Executive Board member or committee chair, as appropriate, who shall abide by and adhere to all conduct in the same manner at the Chair.
5. Prepare agenda for the Executive Board meetings and Membership meetings with assistance from the Secretary as instructed by the Executive Board.
6. Act as the official signatory on documents to be executed on behalf of ECCC or its Executive Board.
7. Report at Membership meetings regarding the agenda items of the Executive Board.
8. Have authority to vote on matters brought before the Executive Board only if necessary to decide an issue.

The Chair-Elect shall:

1. Acknowledge that the position requires a three-year commitment.
2. Participate in the ECCC, Executive Board meetings, in each of the standing committees and special committees as well as participate in other governmental meetings, as appropriate, for the purpose of training and development in matters pertaining to ECCC.
3. Succeed to the position of Chair.
4. Act as a non-voting member of the Executive Board.

The Vice-Chair shall:

1. Act in place of the Chair if the Chair is absent and assist the Chair as requested.
2. Be responsible for pursuing grants, fund raising activities, and supporting similar initiatives in individual neighborhood associations.
3. Serve on the Finance Committee.

4. Act as a voting member of the Executive Board.

The Secretary shall:

1. Be custodian of records of the ECCC including, but not limited to, the membership rolls, ECCC Membership meeting and Executive Board meeting minutes, reports of officers and committees, official ECCC or Executive Board correspondence.
2. 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 ECCC member.
3. Arrange for proper notices to be given for all meetings of the ECCC.
4. Record and distribute minutes of all ECCC meetings to be made available at the reasonable request of any member of ECCC.
5. Keep the names and current addresses of all ECCC officers and Committee Chairs.
6. Record the dates of the election of officers.
7. Assist the Chair as requested with preparation of meeting agenda with input from the Executive Board.
8. Prepare and file, in a timely manner, any reports required of the ECCC.
9. Perform all duties incident to the office of Secretary subject to control of ECCC.
10. Act as a voting member of the Executive Board.

The Finance Officer shall:

1. Serve as treasurer.
2. Report at each Membership and each Executive Board meeting.
3. Exercise financial responsibility for ECCC monies.
4. Prepare and maintain accountings of monies received and expended.
5. Pay all expenses incurred in the normal operation of ECCC affairs as approved by the Executive Board or the ECCC membership.

6. Sign, along with one other Executive Board member the Chair, all checks issued by ECCC, unless the Finance Officer or the Chair is being reimbursed, in which event the Vice-Chair shall be the second signatory.

7. Prepare, present and be prepared to discuss the proposed operating budget for the upcoming year, based on the goals and objectives set forth by ECCC and the Executive Board, to the ECCC membership for approval.

8. Act as a voting member of the Executive Board.

The Neighborhood Representative(s) shall:

1. Reside in the neighborhood he/she represents.
2. Serve as a member(s) of the Executive Board.
3. Organize information meetings and/or organize neighborhood associations where none exist.
4. Continue active participation in the neighborhood organizations, where they exist, and actively recruit appropriate feedback on all issues facing ECCC.
5. Provide information at Membership and Executive Board meetings regarding resident issues within the boundaries of the neighborhoods they represent as well as represent information from ECCC to the neighborhood.
6. Act as the initial or integral point of contact for issues affecting the neighborhoods they represent.
7. 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 of any vote taken by the Executive Board.

The Past Chair shall:

1. Provide consultation and assistance to the Executive Board in order to provide continuity.
2. Be the ex officio Chair of the Nominating and Elections Committee.
3. Act as a non-voting member of the Executive Board.

Removal of officers:

Any officer may be removed for cause by the Membership by vote, taken at a duly noticed Membership meeting, of two-thirds (2/3) whenever, in its best judgment, the interests of ECCC are served thereby.

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 Executive Board shall appoint a Parliamentarian who shall be a non-voting member of the Executive Board and who shall supervise the parliamentary procedures of meetings. The Parliamentarian shall be a member of the Nominating and Elections Committee.

The Finance Committee shall consist of the Vice-Chair and two Executive Board members designated by the Executive Board at the beginning of each calendar year. The Finance Committee shall review the expenditures, assets or holdings of ECCC and shall serve as an auditor of ECCC's financial matters, The Finance Committee shall give a report to ECCC in February and August of each year.

Standing Committees are established to address general and long-term issues. They may be created at the discretion of the Executive Board and exist until specifically dissolved. The Standing Committees are, but are not limited to: Bylaws, Community Development/Land Use, Transportation, Mobile Watch/Safety, and Communication/Education.

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 shall be responsible for recommendations to the Membership and or to the Executive Board on matters concerning community development and land use.

The Transportation Committee shall be responsible for making recommendations to the Membership and or the Executive Board on transportation activities and objectives related to the issues of transportation including city and state roads and pedestrian safety.

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

The Communication and Education Committee shall make recommendations to the Membership and or the Executive board on matters relating to community outreach.

Special Committees are established at the discretion of the Executive Board to address specific or short-term issues of ECCC and are automatically dissolved at the beginning of each new year unless specifically renewed by the Executive Board. Newly created or disbanded special committees shall be announced at the next Membership meeting.

The Executive Board has the discretion to appoint the chairs of committees. The appointment of committee members may be delegated to committee chairs. Chairpersons and committee members of Standing Committees shall be announced at the January Membership meeting and are subject to affirmation by the Membership.

The Chair of each committee shall present a report of the committee activities on a quarterly basis to the Executive Board. The Chair of each committee shall be responsible for submitting a report of each committee meeting to the Secretary within 30 days of any meeting. The report shall indicate the time, date, and location of the meeting and provide a list of those attending.

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

ARTICLE VIII NOMINATIONS AND ELECTIONS

Nomination of officers (Chair-Elect, Vice-Chair, Secretary and Finance Officer) shall be made by the Nominating and Elections Committee. The Nominations and Elections Committee shall be appointed by the Executive Board and announced to the ECCC Membership in August of each calendar year. If confirmed by majority vote of the Membership, the Nominations and Elections Committee shall include the Past Chair, the Parliamentarian, one neighborhood representative and two members of ECCC. No other present officer shall be appointed to the committee and no member of the committee may be chosen by it as a candidate for election as an officer.

Neighborhood Representative(s) are elected by the neighborhood organizations that they represent. In the election/nomination process, Neighborhood Representatives are part of the Executive Board and as such are included in the election process in the form of a confirming vote of the ECCC Membership.

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

One or more candidates may be nominated for each position to be filled by election. The Nominations and Elections Committee shall prepare a slate of candidates for the November election by researching the ECCC membership for individuals with qualifications to serve, verifying the residency and participation requirements 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 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 second balloting, a third ballot shall be held and election shall be by a majority vote.

Officers elected at the November Membership meeting or corresponding neighborhood meetings shall be installed in January of the following year and serve through December.

ARTICLE IX FINANCIAL

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

Expenditures of ECCC funds shall be made by the Executive Board or the Membership as follows: All expenditures must align with the annual goals and objectives of ECCC. The Executive Board and the Financial Officer shall prepare an annual budget that includes an

perational fund for the year, including proposed fund raising options and long term reserve holdings. The annual budget and financial goals must be presented and endorsed by the Membership via a straw vote. The ECCC and the Executive Board, whenever possible, shall actively pursue funds for annual operation and neighborhood organization activation so that each year's operating and program costs are funded annually rather than using the long term reserve. 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 ECCC Membership. Pursuant to ARTICLE V, MEETING AND VOTING, a vote on the expenditure shall be taken at the next duly noticed Membership meeting and shall be ratified by two-thirds (2/3) vote. Expenditure requests shall be submitted in writing.

ARTICLE X
AMENDMENTS

The Executive Board shall not be vested with any power to adopt, amend, or repeal Articles of Incorporation and Bylaws, such powers being reserved in the ECCC Membership. Actions to amend shall be presented to members for their study at a Membership meeting, and at the next duly noticed Membership meeting, a vote shall be taken by ballot and must be affirmed by two-thirds (2/3) vote. The number of voting members in attendance shall be no less than 25.

Duly adopted at a regular Membership meeting of ECCC held on the _____ day of _____, 2007.

Chair

ATTEST:

Secretary

Record:

Articles of Incorporation of Central East Neighborhood Council August 13, 1979.
Policy and Criteria for the Expenditure of East Central Community Council Funds November 12, 1997. East Central Community Council Bylaws March 3, 1998. Bylaws of the East Central Community Council adopted April, 2004.