

Bylaws of the Capitol Hill Neighborhood Council

Amended and restated October 8, 2025

Article I. Incorporation and Governance

Section 1. Nonprofit corporation. The Capitol Hill Neighborhood Council (CHNC), a Utah nonprofit corporation, is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Under its articles of incorporation, the organization shall serve as an advisory neighborhood group for the community in and around Capitol Hill in Salt Lake City, Utah.

Section 2. Governing bodies, boundaries. The organization shall be jointly governed by (a) the general assembly of its members (the Council) and (b) the Board of Directors (the Board), as set forth in these Bylaws. The geographic area of the Capitol Hill Neighborhood Council shall be all land and property contained within the following boundaries:

- a. The *southern boundary* follows North Temple Street east from 500 West to State Street.
- b. The *eastern boundary* proceeds north along State Street to East Capitol Street, including all properties accessible from State Street, then proceeds along East Capitol Street and the rim of City Creek Canyon north and east to the Salt Lake City limits.
- c. The *northern boundary* follows the Salt Lake City municipal limits.
- d. The *western boundary* follows Interstate 15 (I-15) south from the city limits to 600 North, along 600 North to 500 West, then follows 500 West south to North Temple Street.
- e. Given the connectivity of the region between 500 West and I-15 to Capitol Hill, the organization will consider this area as within its boundaries, should it receive written consent from Fairpark Community Council, amending the *western boundary* to follow Interstate 15 south from the city limits to North Temple Street.

Section 3. Powers of the Council. The fundamental authority to govern and direct the organization's activities lies with the general membership acting through a duly convened meeting where a quorum is present. The Council shall have sole authority to amend the Articles of Incorporation and to amend the Bylaws. The Council shall also have sole authority over the following business, which it shall exercise only for the impartial benefit of the community of its members while upholding the integrity of the organization and advancing its mission:

- a. Electing and removing directors;
 - b. Adopting official statements in the name of the Council; and
 - c. Overseeing and directing engagement with government and civic entities on behalf of the organization.
- In any instance where a specific provision of these bylaws conflicts with these general grants of power, the specific provisions shall apply.

Section 4. Powers of the Board of Directors. The Board of Directors manages the organization's operations and has full authority over its affairs, except for those powers reserved to the Council. The Board shall report its activities, particularly any decisions made, and the state of the organization's affairs and finances at each regular meeting of the Council.

Article II. Mission and Purpose

Section 1. Vision. We envision a Capitol Hill where all people feel a sense of value and belonging and are empowered to contribute to the civic life and well-being of the community.

Section 2. Mission. Our mission is to strengthen the community by educating, engaging, and uniting residents through inclusive dialogue and programs that improve the quality of life in the neighborhood and in the broader community.

Section 3. Recognized Community Organization. The organization shall serve as a Recognized Community Organization under Salt Lake City Code Chapter 2.60 or the corresponding section of any future city code. As such, the organization shall fulfill all associated requirements and perform the minimum following activities:

- a. Establish orderly and democratic means for forming representative public input through civil and respectful dialogue.
- b. Establish and follow a clear method for reporting to the city actions that accurately reflect their position. Include the means by which a recommendation or decision was reached, how many members were involved and what the outcome was.

c. By interaction with its members, residents, and the city, foster open and respectful communication between the recognized community organization and representatives of city departments on plans, proposals and activities affecting the interests of the recognized community organization.

Section 4. Additional activities. In furtherance of its mission, the organization may conduct any other activities consistent with its charitable purpose and permissible under applicable law.

Article III. The Council

Section 1. Eligibility. The following individuals shall be considered members of the organization:

- a. Residents age 16 and over, including renters, lessees, and homeowners, who maintain their primary residence within the Council's boundaries.
- b. The primary owner or operator of a licensed business, physically located within the Council's boundaries.
- c. The primary leader or director of a nonprofit, educational institution, or religious organization physically located within the Council's boundaries, or their designee.

Section 2. Rights of members. Each member has the right to attend, participate in discussion, and vote at general meetings, and to introduce new business for the organization. No member shall be entitled to more than one vote or to vote by proxy.

Section 3. General conduct of meetings. All Community meetings shall be open to the general public, allow open participation of all members of the organization, and provide opportunity for public input. Meetings shall be held in a publicly accessible place within the Council's geographic boundaries.

Section 4. Regular meetings. The general membership shall meet monthly at a time and place fixed by the Board with seven days' public notice.

Section 5. Annual meetings. The regular meeting in November is the annual meeting.

Section 6. Special meetings. Special meetings may be called by the Board or at the written request of a majority of the directors or of fourteen members. Seven days' public notice shall be given of the date, time, place, and purpose of the meeting; business shall be limited to the items specified in the notice.

Section 7. Quorum, meeting requirement. A quorum of the Council shall be nine members present. The Council shall not transact business except at a properly convened meeting where a quorum is present.

Section 8. Manner of meeting. Business meetings are held at a central in-person location, but members who are not present in person have the right to participate remotely via an internet meeting service that allows for the identification of participants and those seeking recognition. A meeting may be held by internet meeting service alone if approved by a two-thirds vote of the Board, or by those calling a special meeting.

Article IV. The Board of Directors

Section 1. Composition. The Board of Directors shall be composed of at least seven and not more than seventeen directors, whose qualifications and election are described in subsequent articles.

Section 2. Meetings, quorum. Regular meetings of the Board shall be held monthly at a time fixed by the Board. Special meetings may be called with seven days prior notice by the Chair, the Chair-Elect, or one-third of the directors. A majority of the directors constitutes a quorum.

Section 3. Executive committee. The Executive Committee facilitates the work of the organization by monitoring the progress of organizational goals and committees, evaluating the organization's performance and reporting findings to the Board, and facilitating Board decisions on time-sensitive matters. The officers of the organization shall constitute the Executive Committee. The Executive Committee has no authority to act for the Board except as explicitly delegated, and shall be governed by all other provisions applicable to the organization's committees.

Article V. Directors, Officers, and Committee Chairs

Section 1. Directors.

a. *Responsibilities.* Directors shall act in the best interests of the organization, prudently deploy its resources, and observe high standards of ethical conduct. Each director shall attend and participate in meetings of the Board, the Council, and of their assigned committees, and shall fulfill the responsibilities required by these Bylaws and by applicable law. The Chair shall see that all directors serve on at least one committee.

b. *Terms and eligibility.* Any individual age 18 or older eligible for membership is eligible to serve as a member of the Board of Directors. Directors serve staggered two-year terms, with approximately half of the directors' terms expiring each year. No one may serve more than four consecutive years as a member of the Board of Directors. An individual who has reached the term limit may only be elected as a director following a

gap in board service of at least one year. Only one member of a household may serve as a director at any given time, and no two members of the Board may be second-degree relatives or closer.

c. *Special terms for Chair-Elect.* The Chair-Elect becomes Chair and remains a director until they complete their term as Chair or otherwise leave that office, expiration of their term as director and term limits for directors notwithstanding. Upon leaving the office of Chair, they are subject to all the usual requirements, including a one year gap before being again elected to the board as applicable.

Section 2. Election of directors. At each annual meeting, the Council elects directors up to the number of seats available on January 1 next following the election. The Chair-Elect shall ensure that the election takes place, and shall solicit nominations from the public in advance and see that a good-faith effort is made to secure geographically representative nominations. Elections are conducted by ballot, with a majority required for election. If seats with differing term lengths are filled, such as to maintain approximately staggered terms or in the event of a vacancy, the longer terms are allocated among those receiving a majority vote in descending order by vote count.

Section 3. Officers. Only directors may serve as officers for the organization. Officers shall perform the duties prescribed in these bylaws, the parliamentary authority, the policies of the organization, and applicable law. The organization's officers are:

- a. A *Chair*, who is the chief executive of the organization and presiding officer of the governing bodies;
- b. A *Chair-Elect*, who assists the Chair in their duties, presides during the Chair's absence, administers the organization's elections, and shall become Chair upon vacancy in that office or expiration of the Chair's term;
- c. A *Treasurer*, who is the financial officer of the organization, custodian of its financial records, and administers Article IX of these bylaws;
- d. A *Recording Secretary*, who is the recording officer of the governing bodies, records the minutes of meetings of the governing bodies and attendance at Board meetings, and is custodian of all corporate records; and
- e. A *Corresponding Secretary*, who manages the general correspondence of the organization and sees that all notices required by these bylaws are properly conducted.

Officers serve for terms of one year, with terms beginning January 1. No one may serve more than two consecutive terms in the same office. No one may serve as Chair or Treasurer at the same time that they serve as any other officer, chair of a committee, or the Board's liaison to a committee; other offices may be combined if necessary.

Section 4. Committee Chairs. The chair of each committee leads and oversees the work of their committee, ensures committee business is conducted fairly and with respect for all the committee's members and volunteers, provides reports on committee activities to the governing bodies, and participates in the budget process on behalf of their committee. Any individual eligible for membership is eligible to serve as a Committee Chair. Committee chairs serve for terms of one year, with terms beginning January 1. No one may serve more than three consecutive terms as committee chair.

Section 5. Director Transition, Election of Officers and Committee Chairs.

a. *Director Transition.* Following their election at the annual meeting, directors-elect shall attend meetings of the Board prior to the start of their term on January 1. At such meetings, directors-elect have the right to participate in discussion but shall not vote on matters before the sitting board.

b. *Election of Officers and Committee Chairs.* At a board meeting held after the annual meeting and before January 1, the officers and committee chairs for the upcoming term shall be elected, except that the Chair-Elect shall ascend to the office of Chair in the new term without further election. The election shall be conducted by the body of individuals who will serve as directors in the new term (i.e., directors-elect and continuing directors). The election shall be by ballot, with a majority required for election, and the public shall be notified of the result.

c. *Eligibility.* Only directors who will serve in the upcoming term are eligible for election as officers. Any member of the Council is eligible for election as a committee chair.

Section 6. Vacancies.

a. *Directors.* Vacant director seats may be filled for the remainder of their term only by special election. Such election shall take place at a meeting of the Council with 14 days public notice, including an opportunity for nominations from the public.

b. *Emergency appointments.* If at any time there are fewer than the required number of directors, the remaining directors shall, by majority vote, make temporary appointments to fill vacant director positions up to the required number, quorum and occupancy requirements notwithstanding, and shall notify the public of the

action taken. After making the required temporary appointments, a special election of Directors shall be held as in (a).

c. *Chair*. If the office of Chair becomes vacant, the Chair-Elect immediately assumes that office for the remainder of the term, whereafter they continue in the office of Chair for a term of one year. The resulting vacancy carries the title of Vice Chair, who does not become Chair at the end of the term but otherwise fulfills the duties of Chair-Elect; such vacancy is filled as in (d).

d. *Officers and Committee Chairs*. A vacancy in an office other than Chair or in a committee chair position is filled by special election at a meeting of the Board with at least 7 days notice. The public shall be notified of the results of the election.

Article VI. Resignation, Removal, and Discipline

Section 1. Resignation. Any individual may resign their position by writing to the Recording Secretary, which is effective upon receipt of the writing unless a later effective date is specified therein.

Section 2. Forfeiture. Board members are expected regularly to attend all meetings of the governing bodies. A director automatically forfeits their position if their attendance falls below a certain threshold. Forfeiture is effective at the close of the meeting at which any of the following conditions are met, and the Board shall notify the director that their seat has been declared vacant. A director's position is forfeited upon:

- a. Three absences from regular Board meetings in a one-year period without prior notice to the Board;
- b. Six total absences from regular Board meetings in a one-year period, regardless of whether notice was provided; or
- c. Six absences from regular Council meetings in a one-year period.

Section 3. Removal. A director may be removed at the discretion of the Council by a two-thirds vote. An officer or committee chair may be removed at the discretion of the Board by a two-thirds vote.

Section 4. Discipline. Any individual serving in the organization may be disciplined for conduct tending to injure the good name of the organization, disturb its well-being, or hamper it in its work. The Board shall oversee disciplinary proceedings, following the procedures in the parliamentary authority. Restitution shall be required in instances of financial misconduct.

Article VII. Committees

Section 1. Membership. All Council members are eligible to serve as voting committee members. Those who are not eligible for membership in the Council may serve as voting members of a committee with the consent of the Board. A committee's chair is selected as described in [Article V](#) and is a voting member of that committee; the Council Chair appoints the other voting members subject to the oversight of the Board, which may establish related requirements and modify committee membership. Non-voting members may be included on a committee unless directed otherwise.

Section 2. Council Chair's ex officio membership. The Council Chair is ex officio a voting member of all committees except any nominating or disciplinary committees. When operating in this capacity, the Chair has the right, but not the duty, to participate in the work of the committee, and is not counted in determining the number required for a quorum or whether a quorum is present at a meeting.

Section 3. Administrative committees. The following standing committees are established to support the general operations of the organization and shall report to the Board:

- a. The *Finance & Development Committee* manages the organization's fundraising activities, prepares the organization's budget, oversees the responsible use of funds, and supports the Treasurer in their duties;
- b. The *Governance Committee* manages the organization's governing documents and policies, promotes ethical and effective governance, oversees compliance with these bylaws and applicable law, and facilitates the election of qualified and representative leadership.

All business related to the purpose of an administrative committee, wherever originating, shall be referred to it, although this rule may be suspended for a specific matter by a two-thirds vote of either governing body.

Section 4. Other committees. Either governing body may appoint additional standing and special committees to meet the needs of the organization.

Section 5. Meetings, quorum. A committee meets at the request of its chair or one-third of its members. A majority of the committee's voting membership constitutes a quorum. Administrative committees shall meet at least once per quarter; all other committees shall meet at a cadence to be fixed by the Board, or at least quarterly if not so fixed.

Section 6. Reporting. Each committee shall report on their activities and proceedings at regular meetings of the Board, and at meetings of the Council as the Board may recommend or these bylaws may require.

Section 7. Board liaison. For each committee whose committee chair is not a member of the Board of Directors, the Board shall select by ballot an eligible director to serve as the Board's liaison to that committee. The liaison is responsible for facilitating the ongoing functioning and success of the committee, ensuring organizational compliance, and otherwise serving as a link between the Committee and the Board.

Article VIII. Rules, Policies, and Procedures

Section 1. Parliamentary authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the organization may adopt.

Section 2. Board and committee rules. The following provisions apply to the transaction of business by the Board and by committees:

- a. These bodies may adopt such procedural rules as they deem necessary to conduct their business, so long as those rules do not conflict with these bylaws or any other acts of the organization;
- b. These bodies may conduct meetings virtually or in-person, as they may determine; and
- c. These bodies may take action without meeting in accordance with procedures the Board shall establish.

Section 3. Handbook. The Governance Committee shall maintain a handbook that includes the organization's bylaws, special rules of order, and policies; information on required disclosures and ongoing compliance; the responsibilities of each standing committee; and other information that may assist in the perpetual operation of the organization.

Section 4. Nondiscrimination. This organization shall not discriminate on the basis of race, color, religion, national origin, sex, sexual orientation, gender identity/expression, age, or status as an individual with disability, or as a protected veteran, or any other status protected by law.

Section 5. Conflict of interest. The Board shall adopt procedures for identifying, disclosing, and managing conflicts of interest in accordance with applicable legal and ethical standards. An individual with voting power in any body shall abstain from voting on matters in which they have a direct personal or financial interest not common to the membership as a whole.

Section 6. Whistleblower protections. The organization shall not retaliate against any individual who in good faith has reported a possible violation of law or policy, or who has sought advice on how to report such a violation. The Board shall adopt a formal whistleblower policy that establishes procedures for receiving and resolving reports and protecting the confidentiality of reporters.

Section 7. Recordkeeping. The organization shall keep accurate and complete books and records of account and shall also keep minutes of the proceedings of its governing bodies and committees. The organization's records are subject to review by relevant parties as provided by law. The Board shall adopt a document retention policy that provides for the systematic review, retention, and destruction of documents received or created by the organization in connection with its business.

Section 8. Notice and writings. Public notice of a meeting or other action shall be deemed to have been properly given when the organization has both (a) transmitted the notice via electronic mail to all subscribers of the organization's public mailing list, and (b) published the notice, including a meeting agenda where applicable, on the organization's website. Such notice shall be given at least 24 hours in advance, unless a longer period is specified. Other notices and writings are properly given when sent by electronic mail to an individual's email address of record.

Section 9. Ballot voting. A ballot vote may be conducted electronically so long as members can vote for any eligible candidate or choice, even if not on the ballot, without revealing how they voted.

Section 10. Presumption of Assent. A director who is present at a meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent is entered into the minutes of the meeting or they file a written dissent with the Recording Secretary before the meeting's adjournment. This right to dissent shall not apply to a director who voted in favor of such action.

Article IX. Finances

Section 1. Fiscal Year. The organization shall use the calendar year as its fiscal year.

Section 2. Financial Control Policy. All financial activities shall be conducted in accordance with applicable legal and ethical standards. The Board shall adopt a Financial Control Policy for the management of the organization's financial resources, and no funds shall disburse from the treasury except in accordance with this policy. The policy shall, at a minimum, define a specific threshold above which any single expenditure or

withdrawal requires prior authorization from the Board. The Board shall retain discretionary authority over all disbursements to ensure each expenditure is consistent with the purpose of its appropriation and with the organization's exempt purpose.

Section 3. Budget. Before the start of a new fiscal year, the Board shall adopt revenue projections and spending appropriations for that year, with spending not exceeding projected revenue. Appropriations shall expire at the fiscal year's end; unexpended funds shall return to the general treasury unless otherwise specified. The budget may be amended by a two-thirds vote of the Board, or by a majority vote if the amendment is recommended by the Finance Committee.

Section 4. Financial Reporting. A financial report shall be presented at each regular Council meeting, and an annual financial report at a regular Council meeting within three months of the close of the fiscal year.

Section 5. Compensation. No voting member of any body shall receive compensation for their service as such, but may be reimbursed for approved expenses in accordance with the Financial Control Policy. Any amendment authorizing compensation for such service shall also establish standards for determining reasonable compensation consistent with nonprofit best practices.

Section 6. Dues and assessments. The organization shall not impose dues, assessments, or other mandatory charges upon the members of the Council.

Section 7. Distributions. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Articles I and II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, as evaluated using the expenditure test under section 501(h). The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 8. Dissolution. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article X. Indemnification

The organization shall indemnify any director, officer, or other agent to the fullest extent authorized by law against expenses incurred in connection with any legal proceeding to which they are a party because of their service to the organization. This indemnification shall not extend to any matter in which the individual is adjudged liable for gross negligence, willful misconduct, or a breach of the duty of loyalty to the organization. The organization may advance legal expenses and maintain liability insurance on behalf of such persons. The Board shall have full power and authority to execute this article.

Article XI. Amendment

These bylaws may be amended only by a two-thirds vote of the Council with fourteen days public notice. These bylaws shall be reviewed by the Governance Committee at least once every four years to ensure they remain compliant with applicable laws and best practices of nonprofit governance.