



BYLAWS OF THE YALECREST NEIGHBORHOOD COUNCIL, Revised December 14, 2023

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**AMENDED BY-LAWS
YALECREST NEIGHBORHOOD COUNCIL**

ARTICLE I Organization

- 1.0 Organization.** The Yalecrest Neighborhood Council (YNC) is organized as a nonprofit under the laws of the State of Utah Nonprofit Corporation Act. (U.C.A. Section 16-6a-201). The Council's office for registration and mailing purposes shall be the home address of the chair.
- 1.1 Mission.** The mission of the YNC is to promote a safe and vibrant community in this historic neighborhood with its iconic architecture, tree-lined streets, parks and open spaces. The YNC will also advance a positive, welcoming and inclusive cultural, social and physical environment to all who live or visit Yalecrest, as well as build community identity and unity.
- 1.2 Objectives. General**
- a. Educate and inform residents about government policies or private initiatives that may directly affect the neighborhood or have a significant impact on the city as a whole.
 - b. Promote events and activities that enrich the neighborhood.
 - c. Serve as a forum for the civil exchange of ideas and public opinion.
 - d. Take positions on city issues that reflect the interests of the community.
 - e. Create partnerships or coalitions that advance common neighborhood goals.
 - f. Support community improvements and good stewardship practices that protect and enhance Yalecrest parks, lands, property and open spaces.

ARTICLE II Membership

- 2.0 Membership.** Council membership shall be open to all persons 18 years or older who reside as a renter, property owner, or an owner of a licensed business operating and situated in Salt Lake City within the following boundaries:
- Beginning at the southeast corner of Sunnyside Avenue and the west side of 1900 East, proceeding south along 1900 East to the corner of 1300 South; proceeding west along 1300 South to the corner of 1300 East; proceeding north along 1300 East to the corner of Sunnyside Avenue, and finally proceeding east along the south side of Sunnyside Avenue to the point of beginning at the corner of 1900 East. **Note:** The YNC has had an historic and geographical relationship with Sunnyside Park -- bordering on community guardianship -- which is on the north side of Sunnyside Avenue from Guardsman Way east to the LDS Church building at 1851 Sunnyside Avenue.
- 2.1 Inclusion Clause.** No person meeting requirements 2.0 may be denied membership on the basis of age, ancestry, color, race, culture, disability, ethnicity, gender, faith or religion, medical condition, national origin, or sexual orientation.
- 2.2 Suspension.** Any person shall cease to be a Council member if that person resigns or fails to meet the criteria in 2.0.

ARTICLE III Board of Directors

- 3.0 **Board of Directors. Powers.** The governing body of the Council shall be the Board of Directors (Board) which shall be vested with all powers, privileges, and rights of a governing board under the State of Utah Nonprofit Corporation Act code. The Board shall be the final authority to establish and resolve all matters and questions of policy. The business and affairs of the Council shall be managed by the Board and the Board may adopt such rules and regulations for the conduct of their meeting and the management of the Council.
- 3.1 **Duties. General.** The Board shall be responsible for hosting all monthly Council meetings, preparing agendas, making collective decisions about when and if to respond to policy proposals or issues proposed by Salt Lake City government, having fiscal oversight of the YNC budget, and determining annual goals and objectives. The Board shall also direct the affairs of the Council. It may appoint committees or create other organizational positions as needed.
- 3.2 **Numbers and Terms.** The desired representation of the Board shall consist of not less than five (5) nor more than eleven (11) individuals. The preferred minimum representation on the Board shall include a Chair, two Co-Vice Chairs, a Secretary-Treasurer and Past Chair. The maximum representation may include the minimum positions described or separate treasurer and secretary positions, with as many as 5 or 6 at-large representatives to reach the 11 maximum.
- The term of all elected YNC board officers shall be two years. Terms begin in September after elections in August and continue two full years afterwards until the next August election. There are no term limits.
- If the Board falls below five members, the Board may appoint Council Members to fill positions until the following biennial election. Those changes to the Board shall be reported at the next scheduled Council Meeting for affirmation.
- 3.3 **Eligibility.** To be eligible to serve on the YNC governing board an individual must meet the requirements outlined in 2.0 and be a homeowner, or a renter who has lived in the Yalecrest boundaries for at least five years.
- 3.4 **Vacancies.** If a vacancy occurs in the office of Chair, one of the Co-Vice Chairs shall become Chair for the balance of the vacated term and shall then serve the regular term as Chair. If there is not a Co-Vice Chair to fill such vacancy, the Board shall appoint a Chair pro tem to fill the unexpired term of the Chair. If a vacancy occurs in the offices of Co-Vice-Chair, Secretary, Treasurer, Secretary-Treasurer or At-Large, the Board may appoint a Council member to fill the unexpired term of that officer. New appointments will be presented to the Council for affirmation.
- 3.5 **Attendance.** Any officer who fails to attend 50% of the regular monthly Council and Board meetings during their term – without excused absences -- shall not be considered active and will not be eligible for nomination to any office or to the Board at the next biennial election unless the Board votes to reinstate them. Failure to meet this requirement will also be grounds for removal.

ARTICLE IV Officers

4.0 Chair. The chairperson shall:

- a. Serve as the board's chief operating officer and ensure the board meets all of its fiduciary, operational and legal obligations.
- b. Preside over Council meetings, plan meeting agendas and give proper and timely notification of all Council meetings.
- c. Represent the Council on all committees and organizations to which the Council is granted representation. May delegate this role to another Board or Council member.
- d. Keep the Council informed of actions taken on behalf of the Board between monthly meetings.
- e. Prepare position statements and/or give testimony at city boards and commissions about initiatives or issues deemed important to the YNC.
- f. Oversee communication efforts including the website, the YNC newsletter and social media.
- g. Suggest candidates to fill board vacancies.

4.1 Co-Vice-Chairs. The Co-Vice-Chairs shall:

- a. Support the Chair at the monthly YNC meetings and assist in preparing the monthly YNC meeting agenda.
- b. In the absence of the Chair, conduct the monthly YNC meeting.
- c. Attend and participate in meetings associated with community, civic or government initiatives.
- d. Represent the Chair at government and community meetings when the Chair is unable to attend.
- e. When appropriate, prepare position statements or give testimony on government policies or initiatives at city boards or commissions.
- f. Assist in shaping YNC policy positions and helping fill board vacancies.

4.2 Secretary. The Secretary shall:

- a. Ensure that the minutes are publicly posted or the recording from the YNC monthly meeting is publicly posted on the YNC website within 7 days.
- b. Ensure that seven (7) days prior to the monthly Board meeting, an agenda is publicly posted.
- c. File annual reports with the State of Utah and the Salt Lake City Recorder to keep the YNC's status as a non-profit organization active and to maintain the Council's good standing.
- d. Help promote the August election and work cooperatively with the Nominating Chair to provide assistance to the nomination process, as needed two months before the annual August election.
- e. Prepare election ballots for the August elections, unless it is decided that a voice vote will be taken.
- f. Offer assistance to the Nominating Chair and Nominating Committee during the August election process, as needed.
- g. Reserve the room location and ZOOM access for all YNC monthly meetings in advance.
- h. See treasurer duties if the position is combined.

4.3 **Treasurer.** The Treasurer shall:

- a. Serve as the Board's principal financial officer and maintain financial records of the organization.
- b. Assist with grant applications.
- c. Present expenditures greater than \$500 to the Board for a majority vote approval.
- d. Be responsible for all monies received and expended by the Council.
- e. Make monthly reports to the board about income over expenses and report on any requests for funds.
- f. Write checks and maintain signature cards for banking and/or credit union accounts and ensure there are two signatures on checks. If the treasurer is being reimbursed, two other board members must sign the check.

4.4 **At-Large Members.** At-Large members shall:

- a. Serve as mission-centric leaders establishing a communication and problem-solving conduit between Council members, the Board and other assigned organizations and entities.
- b. Support interests, activities and programming in localized neighborhood areas.
- c. Fill special assignments as designated by the Chair.
- d. Chair committees as needed.

4.5 **Past Chair.** The Past Chair shall:

- a. Support the directives of the Board.
- b. Be an advisor to the Chair and Board.
- c. Serve as the Nominating Committee Chair during election years.
- d. Fill special assignments as needed.

ARTICLE V Meetings

5.0 **Monthly Meetings** Regular meetings shall be held on the second Thursday of each month at a location within Salt Lake City and at a time considered to be convenient for the largest number of members. No meeting is held in July. Other meetings may be canceled if warranted but the Council must be notified at least seven (7) in advance unless of an emergency.

Meetings shall be announced on the YNC website, the YNC newsletter, social media or other communication channels at least seven (7) days prior to a scheduled meeting. The Council's program year for regular meetings will begin in September of each year and shall end in August of the following year.

Members of the Council present at any given meeting shall constitute a quorum for the transaction of business. All matters coming before any meeting of the Council shall be determined by majority of the votes cast.

All meetings of the Council shall be conducted according to the most current edition of Roberts Rules of Order. Unless otherwise provided in the Council's Articles or these Bylaws, all meetings shall be held in compliance with the Open Meeting Laws of the City of Salt Lake, the State of Utah and the Americans with Disabilities Act.

Meetings shall provide an opportunity for public input and may be held in person in a building accessible to the public, or via electronic means accessible to the public, or via combination of in-person and electronic means. Participation in meetings shall be open to all members of the Council, to anyone invited to attend by an officer of the Council, and to anyone residing, owning property, or doing business within the boundaries of the YNC, as described 2.0.

- 5.1 **Special meetings.** Special meetings may be called by the Board provided that written or electronic notice is provided at least seven (7) days prior to the meeting and provides date, time, place, plus purpose of the special meeting.

ARTICLE VI Nominations and Elections

- 6.0 **Nominations.** A Nominating Committee will be formed in June consisting of the Nominating Chair (Past Council Chair), and one or two other individuals unaffiliated with the board or potential board candidates. No present officer shall be appointed to the committee and no member of the committee may be chosen as a candidate for election as an officer. The committee shall prepare a slate of candidates for the August election by:

- a. Researching the council membership for individuals with interest and qualifications to serve.
- b. Verifying the residency and participation requirements of the candidates.
- c. Working with the YNC Board to promote candidate participation and the election during June, July and August through the YNC website, newsletter and social media, with assistance from the Board Secretary.

- 6.1 **Candidates.** One or more candidates may be nominated for each position to be filled by election. Currently serving Board members may also be nominated.

- 6.2 **Elections.** At the August Council meeting, the Chair of the Nominating Committee, or the designated representative, shall announce a tentative slate of candidates. Additional nominations may be taken from the floor if those candidates meet all the residency and participation requirements.

Each Council member is eligible to exercise one vote for each Board office and must be present to vote. No virtual voting, email voting or proxy voting is allowed. A candidate will win office by a simple majority vote.

Voting shall be conducted by a member of the Nominating Committee and shall be held by secret, written ballot, or by raise of hands. If ballots are used, they must be counted by at least two members of the Nominating Committee. Ballots shall be available for inspection at the meeting.

Should an office not be filled by an election, then the incoming Governing Board will appoint individuals per the YNC Bylaws.

- 6.2 **Ties.** In the event of a tie, the following rules shall apply:
- a. If only two candidates received votes, the results will be determined by coin toss conducted by the Nominating Committee.
 - b. If more than two candidates received votes, the results will be determined by a run-off ballot between the tied candidates.

ARTICLE VII Conflict of Interest

- 7.0 **Policy.** Leaders must avoid and minimize activities and situations which actually, potentially or apparently conflict with the Council's interests or interfere with the Board's duty to serve the Council with undivided loyalty.
- 7.1 **Fiduciary Duty.** Board members shall stand in fiduciary relation to the Council. Their fiduciary responsibilities are to perform their duties as members of the Board and members of a Council, in good faith, in a manner reasonably believed to be in the best interest of the organization and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.
- 7.2 **Disclosure.** Board members must disclose all conflicts to the Board at (1) the first annual meeting of the Board, and (2) at any other time immediately following discovery of a conflict. Disclosures must be written and include sufficient detail as to allow a complete and objective assessment of the conflict.
- 7.3 **Resolution.** If the board determines that a conflict-of-interest interferes with a board officer's ability to fulfill a fiduciary responsibility, a vote will be taken by the Board to remove that person from the Board or prevent that person from having an active role in a matter where the conflict of interest is present. Either action can be taken by a simple majority vote of the Board.

ARTICLE VIII Amendments

- 8.0 **Amendments.** The Board shall not be vested with any power to adopt, amend, or repeal Articles or Bylaws of the Council such power being reserved in the Council members. Such action shall be presented to the members of the Council for their study at a regular meeting and at the future regular Council meeting such action may be voted on by the Council members and must be affirmed by sixty (67%) percent of the eligible voting members in attendance.

Major revisions to the Bylaws may be initiated by the Board. An independent committee, unaffiliated with the board or a board member, will be given responsibility to craft revisions. Those revisions will be presented to the board for review and further refinement and approval. Once a draft is approved by the Board it will be presented to the Council for approval.

Prior to a formal Council vote, the amendments shall be posted publicly on the YNC website for a period of at least thirty (30) days for Council review.