

DRAFT – FOR RATIFICATION

LIBERTY WELLS COMMUNITY COUNCIL
Salt Lake City, Utah
BYLAWS

ARTICLE I.	NAME	2
ARTICLE II.	PURPOSE	2
ARTICLE III.	BOUNDARIES	2
ARTICLE IV.	MEMBERSHIP	2
ARTICLE V.	NONDISCRIMINATION	3
ARTICLE VI.	BOARD OF DIRECTORS	3
ARTICLE VII.	TERMS OF SERVICE FOR OFFICERS AND BOARD	3
A.	Chairperson	4
B.	Vice Chairperson	5
C.	Secretary	5
D.	Treasurer	5
E.	Parliamentarian	6
ARTICLE IX.	ELECTIONS	6
ARTICLE X.	REMOVAL OF DIRECTORS FROM THE BOARD	7
ARTICLE XI.	FILLING VACANCIES ON THE BOARD	8
ARTICLE XIII.	BLOCK LEADERS	8
ARTICLE XIV.	MEETINGS AND MEETING PROCEDURES	8
A.	Council meetings.	8
B.	Board meetings	9
C.	Robert’s Rules of Order.	10
D.	Meeting Procedures.	10
ARTICLE XV.	COMMITTEES	12
ARTICLE XVI.	BUSINESS YEAR AND ANNUAL CYCLES	13
ARTICLE XVII.	AMENDMENTS	13

ARTICLE I. NAME

The name of this organization is Liberty Wells Community Council, which will be referred to in these bylaws as “Council” or “the Council.”

ARTICLE II. PURPOSE

- A. The general purposes of the Council shall be to support and promote the general well-being of the neighborhood and community. More specifically, these purposes shall be:
1. To provide an opportunity for local residents to participate in meeting community needs;
 2. To assist participants in mobilizing all local, state, private and federal resources so the participants may carry out Council goals.

ARTICLE III. BOUNDARIES

- A. North: the North boundary is the center of 900 South
B. South: the South boundary is the center of 2100 South
C. East: the East boundary is the center of 700 East
D. West: the West boundary is the center of State Street

ARTICLE IV. MEMBERSHIP

- A. Council membership is open to the following individuals within Council boundaries:
1. Resident, including renter, lessee and homeowner;
 2. Property owner;
 3. Business owner or business owner’s agent.

ARTICLE V. NONDISCRIMINATION

The Council seeks and invites participation of all individuals who meet the definition of Council membership, regardless of age, gender, gender identification, sexual orientation, disability, economic status, religion, color, race, ethnicity and national origin.

ARTICLE VI. BOARD OF DIRECTORS

The Council shall have a Board of Directors, as described in the articles of incorporation and referred to in these bylaws as “Board” or “the Board.”

1. All Officers are members of the Board of Directors.
2. Elected Directors (not including Officers) shall be no fewer than six (6) and no more than fourteen (14).
3. The Council shall strive to have Board representation equally from all areas of the neighborhood.
4. The Council shall have the following Officers:
 - a. Chairperson
 - b. Vice Chairperson
 - c. Secretary
 - d. Treasurer
 - e. Parliamentarian.
5. The Board may appoint up to four Community-at-Large Representatives.

ARTICLE VII. TERMS OF SERVICE FOR OFFICERS AND BOARD

A. Officers

1. The term of service for an Officer is one year.
2. No officer shall serve more than three consecutive terms in the same office

B. Elected directors

1. The term of service for an elected Director is one year.

C. Appointed Community-at-Large Directors

1. The term of service for an appointed Community-at-Large Director is one year

ARTICLE VIII. DUTIES OF COUNCIL OFFICERS

A. Chairperson

1. To preside over Council meetings.
2. To cause the Council to set a date, time and place for regular meetings of the Council.
3. At the request of ten (10) or more members of the Council, to call a special meeting of the Council.
4. To plan the agenda of all regular meetings and special meetings of the Council.
5. After questions of policy have been determined by the Council, to issue statements concerning this policy.
6. To represent, or appoint with Council approval a representative of, the Council on all boards and committees on which the Council is granted representation.
7. To appoint or cause to be appointed with Council approval, representative(s) of the Council:
 - a. To all standing and special committees of the Council;
 - b. In the absence of the Secretary, a substitute to keep the records and take the minutes;
 - c. In the absence of the Parliamentarian, a substitute to act on and advise the Chair on parliamentary procedure;
 - d. To cooperate with other organizations or with branches of the city, state or federal government in projects or groups to further the objectives of the Council.
8. To carry out the directives of the Council and of the Board consistent with these bylaws.

B. Vice Chairperson

1. To serve as an assistant to the Chairperson.
2. In the event of an absence of the Chairperson or of his/her capacity to serve, to assume the duties of the Chairperson.
3. In the event of the Chairperson's resignation, or of his/her moving from the area, or his/her permanent incapacity to serve, or of his/her removal from office, to assume the office of Chairperson for the balance of the term, pursuant to the Article: Filling Vacant Offices.
4. To carry out the directives of the Council and of the Board consistent with these bylaws.

C. Secretary

1. To keep a record of all actions taken by the council and by the Board and to have this record open to inspection by any member at any reasonable time.
2. To prepare and preserve minutes of every meeting of the Council and of the Board.
3. To keep attendance records for the meetings of the Board and to notify in writing any Director who has had two (2) consecutive unexcused absences from regularly scheduled Board meetings.
4. To notify members of the Council and the Board of all meetings and elections in accordance with procedures determined by the Board
5. To carry out the directives of the Council and of the Board consistent with these bylaws.

D. Treasurer

1. To receive, keep safe and deposit all funds of the Council in a banking account. This bank account requires at least three (3) signatures (Chairperson, Vice Chair, Secretary and Treasurer), only two (2) of which are required for signing check and withdrawals.

2. To keep a written record of all funds of the Council, such records to be open to inspection by any member of the council at any reasonable time.
3. To present a report of the finances of the Council at each meeting of the Board.
4. At the request of the Chairperson or of the Board, to present a report of the finances of the Council at any Council meeting.
5. To carry out the directives of the Council and of the Board no inconsistent with these bylaws.

E. Parliamentarian

1. Advise the Chair on the procedure and conduct of the meeting.
2. Impartially clarify meeting procedures according to:
 - a. These bylaws and
 - b. Parliamentary authority stated in these bylaws.
3. Maintain an advisory and consultative role with the Chair, since parliamentary law gives the Chair alone the power to rule on questions of order or to answer parliamentary inquires.
4. Carry out the directives of the Council and Board consistent with these bylaws.

ARTICLE IX. ELECTIONS

A. Election meeting

1. The Chair shall announce the upcoming election and qualifications to vote two (2) Council meetings prior to the election. The Chair shall open nominations two (2) Council meetings prior to the election.

B. Election procedures

1. Candidates are encouraged to make a statement immediately prior to the election outlining why they wish to serve in the position.
2. In the event of an uncontested election, voting shall be conducted by acclamation.

3. In the event of a contested election, or at the discretion of the Chairperson, voting may be conducted by secret ballot.
4. Any candidate may appoint a watcher to observe the conduct of the election and counting of the ballots.

ARTICLE X. REMOVAL OF DIRECTORS FROM THE BOARD

- A. Any member on the Board who ceases to live or own property in the area, or who may have any other substantial change of representation or involvement from the time of the election, may have his/her directorship subject to review by the Board.
- B. Directors are encouraged to serve on committees and participate in Council volunteer projects.
- C. If any Director has failed to appear at regularly scheduled Board meetings, Council meetings and/or volunteer projects without excused absence, the Secretary shall send him/her written notice that the next absence will make him/her subject to removal from office.
- D. Any Director who shall fail to appear at regularly scheduled Board meetings, Council meetings and/or volunteer projects over the span of three (3) months, excepting only leave of absence granted by the Board for good cause shown, may be removed from office by a two-thirds vote of the Board following notification twenty-four (24) hours prior to a meeting called for that purpose.
- E. Any Director who shall fail to attend three (3) consecutive, regularly scheduled meetings of the Board, excepting only leave of absence granted by the Board for good cause shown, may be removed from office by a two-thirds vote of the Board following notification twenty-four (24) hours prior to a meeting called for that purpose.

ARTICLE XI. FILLING VACANCIES ON THE BOARD

- A. Vacancies on the Board, or of Officers exclusive of the Chairperson, shall be filled for the remainder of the term by a majority vote of the Board during a regular meeting.
- B. A vacancy in the office of Chairperson resulting from death, incapacity to serve, resignation or removal shall be filled by the Vice Chairperson for the remainder of the term.

ARTICLE XIII. BLOCK LEADERS

- A. The Board may appoint a Block Leader in each square block or designated street of the Council area, who shall serve as a contact for the block's Neighborhood Watch, Community Emergency Response Team or for other purposes as designated by the Board.
- B. Whenever possible, each Block Leader shall be a resident of the block in which s/he serves.

ARTICLE XIV. MEETINGS AND MEETING PROCEDURES

- A. Council meetings.
 - 1. Regular Council meetings
 - a. The business of the Council shall be conducted at regular meetings of the Council at such time and place within the Council area as the Board shall determine.
 - b. Notice of meeting dates, locations and agendas will be given within a reasonable period prior to each meeting.
 - 2. Special Council meetings
 - a. A special meeting of the Council may be called at the request of the Board or at the request of ten (10) or more members of the Council.

- b. Notice of meeting dates, locations and agendas will be given within a reasonable period prior to each meeting. Purposes shall be stated.
- 3. Quorum
 - a. No official business shall be conducted at any meeting of the Council unless such meeting is attended by a quorum of at least one-half plus one of the total elected Officers and Directors.
 - b. Note that appointed Community-at-Large Representative Directors are not counted for Board quorum.
- 4. Voting
 - a. Only members of the Council age 18 and over shall be allowed to vote in any regular and/or special Council meeting.

B. Board meetings

- 1. The Board shall meet at least quarterly.
 - a. The business of the Board shall be conducted at regular meetings of the Board at such time and place within the Council area as the Board shall determine.
 - b. At the discretion of the chair, additional business may be conducted by electronic communication between regularly scheduled board meetings.
 - c. Notice of meeting dates, locations and agendas will be given within a reasonable period prior to each meeting.
- 2. Special Board meetings
 - a. A special meeting of the Board may be called at the request of the Chairperson or at the request of three (3) or more members of the Board.
 - b. Notice of meeting dates, locations and agendas will be given within a reasonable period prior to each meeting. Purposes shall be stated.

3. Quorum

- a. No business shall be conducted at any meeting of the Board unless such meeting is attended by a quorum of at least one-half plus one of the total elected Officers and Directors.
- b. Note that appointed Community-at-Large Representative Directors are not counted for Board quorum.

4. Voting

- a. Only members of the Board shall be allowed to vote in any regular and/or special Board meeting.
- b. Official positions of the Council shall be taken by a majority vote of the board, either at board meetings or by electronic communications at the discretion of the Chair.

C. Robert's Rules of Order.

1. Except as otherwise stated in these bylaws, all meetings of the Council, Board and committees shall be conducted according to Robert's Rules of Order, Newly Revised 10th Edition, copyright 2000 by Henry M. Robert III, Trustee for the Robert's Rules Association.

D. Meeting Procedures.

The following procedures apply to both Council meetings and Board meetings:

1. Motions. Business is brought before the body by the motion of a member; a motion is a formal proposal by a member in a meeting, that the assembly take certain action.
 - a. Making motions. Any member of the Council but the Chair may make or second a motion.
 - b. Second required. A 'second' is a vote of support by someone, other than the author of the motion, to put the motion to a vote. In order to put a motion to a vote, the motion must be seconded

by a member of the Council (except for motions to amend a motion and motions to adjourn the meeting).

- c. Amending motions. When a motion is pending before the Council, any member may suggest an amendment without a second, at any time prior to the vote of the motion. The amendment, however, must be accepted by the author and the second of the original motion in order for it to carry. The author and the second may choose not to accept the amendment.
 - d. Substitute motions. A substitute motion, which shall replace the original motion, may be made prior to a vote on the original motion. Substitute motions must be seconded before it can replace the original.
 - e. Withdrawing a motion. After a motion is stated, the motion shall be in the possession of the Council but may be withdrawn by the author.
 - f. Motion to table. A motion to table an agenda item for further study should be accompanied by specific reasons for continuing the matter and, whenever possible, a specific date to rehear the matter should be scheduled.
 - g. Motion to adjourn. A motion to adjourn the meeting shall be made at the end of each Council meeting. No second is required to the motion to adjourn.
2. The steps of a motion.
- a. The Chairperson recognizes a member and the member makes a motion.
 - b. Another member seconds the motion.
 - c. The Chairperson opens discussion by restating the motion to be noted by the Secretary; the motion is then ‘pending.’
 - d. One by one, the Chair recognizes individuals who wish to discuss the pending motion. The person recognized by the Chair and taking a turn to speak is said to ‘have the floor.’
 - e. The Chair should call to order any person who interrupts or questions an individual who has the floor.
 - f. For the good of the meeting, the Chair has the authority to formalize discussion by requiring individuals to be recognized

and given the floor before asking a question to another Council member or to a visitor whose business is before the Council. In some situations, it may be appropriate for a Council member to ask the Chair to exercise this authority; this request should be made informally or as a motion.

- g. Transition from discussion to vote.
 - a. When discussion appears to be closed, the Chair should inquire of the meeting, “Are you ready for the question?” If none seeks recognition to speak, the Chair should read aloud or have the Secretary read aloud the motion in preparation for vote.
 - b. When discussion becomes redundant or seems not to be progressing toward closure, a Council member may focus group process by getting recognition from the Chair and then stating, “I call the question.” The Chair should then inquire of the meeting, “Are you ready for the question?” If none seeks recognition to speak, the Chair should read aloud or have the Secretary read aloud the motion in preparation for a vote.

ARTICLE XV. COMMITTEES

- A. The Board may create permanent and temporary committees of the Board to facilitate the work of the Board, assign responsibilities to the Committees and delegate sufficient authority to fulfill those responsibilities. The Chairperson may select a chairperson for each committee created. Each committee chairperson may select committee members subject to approval of the Board. Committee chairpersons must arrange to notify all committee members. These committees will report directly to the Board.
- B. The standing committees are:
 - 1. Executive Committee, composed of the Officers
 - 2. Finance Committee
 - a. Treasurer will chair the Finance Committee.

- b. The Finance Committee shall establish finance and accounting policies to be reviewed and approved by a majority vote of the board.
 - c. The Board may appoint an Audit Committee, not to include the Treasurer and Assistant Treasurer, to conduct an annual audit.
- 3. Marketing and Communications Committee
- 4. Community Planning and Facilities
- 5. Safety and Preparedness Committee

ARTICLE XVI. BUSINESS YEAR AND ANNUAL CYCLES

- A. Midnight 30 June shall end the Council Business Year; and
- B. 1 July shall begin the Council Business Year.
- C. Annual business cycles
 - 1. Term of service for Officers and Directors
 - a. Terms for outgoing Officers and Directors shall end concurrent with the installation of incoming Officers and Directors.
 - b. Terms for incoming Officers and Directors shall begin on the first day of the business year.
 - 2. Annual elections
 - a. Elections shall take place at the regular Council meeting in June, which will be referred to in these bylaws as ‘the election meeting’ and described in more detail in the elections article.
 - b. It will be announced at the regular Council meeting in April that nominations will take place at the regular Council meeting in May and June.

ARTICLE XVII. AMENDMENTS

- A. These bylaws may be proposed for amendment at any regular meeting of the Board by not less than a two-thirds vote of the Board.

- B. A copy of the proposed amendment(s) and a copy of the original bylaws will be distributed to all members at the next Council general meeting for ratification, by a majority vote, at the subsequent Council general meeting.
- C. Action taken on the amendment shall be reported at the next regular meeting of the Council.

BYLAWS AMENDMENT DATE, Chairperson, Secretary