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Approved 6-15-9

BY LAWS OF  
SALT LAKE CITY ARTS COUNCIL  
AND  
SALT LAKE ARTS COUNCIL FOUNDATION

ARTICLE I

Name, Authority and General Powers of Council

Section 1. Name. The name of this organization shall be the Salt Lake City Arts Council.

Section 2. Authority. The Salt Lake City Arts Council was established by city ordinance, passed by the Board of Commissioners August 24, 1976, which added a new Chapter 20 to Title 25 of the Revised Ordinances of Salt Lake City, Utah, 1965.

Section 3. General Powers. The affairs of the Council shall be managed in accordance with the provisions of the enabling ordinance, these bylaws and all applicable law.

ARTICLE II

The Salt Lake Arts Council Foundation

Section 1. Authority, Bylaws and General Powers. The Salt Lake Arts Council Foundation, a nonprofit corporation, was established by Articles of Incorporation approved and filed with the Secretary of State of the State of Utah on November 28, 1979.

The Salt Lake Arts Council Foundation shall be organized and governed in accordance with the provisions of the Articles of Incorporation of the Foundation, these bylaws of the Salt Lake City Arts Council and all applicable law. When applying these bylaws to the Foundation, the following substitutions of terms may be made as appropriate to the particular context within which they occur.

| <u>Council Terms</u>               | <u>Foundation Terms</u>   |
|------------------------------------|---|
| Arts Council/Council               | Arts Council Foundation/Foundation Corporation<br>Board of Trustees/Board |
| Council Member                     | Trustee   |
| Council Members/Council Membership | Board of Trustees   |

The affairs of the Foundation shall be managed by a Board of Trustees. The trustees shall be the members of the Salt Lake City Arts Council. The officers of the corporation shall be the officers of the Council.

Section 2. Special Powers. The Foundation shall have the authority to raise funds from the private sector and to manage and disburse those funds in accordance with the provisions of the Articles of Incorporation, in furtherance of the objectives of the Salt Lake City Arts Council.

ARTICLE III

Objectives

The primary objectives of the Salt Lake City Arts Council, as stated in the enabling ordinance, shall include, but not be limited to, the following:

(a) to promote and encourage public artistic programs;

(b) to further the development and public awareness of and interest in the fine and performing arts;

(c) to provide for the assessment of the artistic needs of the community;

(d) to provide the means for the development of a comprehensive city-wide plan to encourage and strengthen artistic and cultural resources;

(e) to develop programs in the arts which shall seek to introduce the visual and performing arts to city residents who have previously not participated in such activities and encourage existing organizations to develop new ways of reaching the community;

(f) to provide a forum of communication between representatives of the community and the city government; and

(g) to act as an advisory body to the city in all matters pertaining to the arts and the cultural development of the city.

#### ARTICLE IV

##### PURPOSES FOR FOUNDATION

The Foundation is organized and formed as a nonprofit corporation exclusively for charitable, education or scientific purposes.

The Foundation may engage in any and all lawful activities for such charitable, education or scientific purposes as from time to time determined by the Board of Trustees and as allowed by the Utah Nonprofit Corporation and Co-operative Association Act as presently enacted or hereafter amended and which are not proscribed by Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States internal revenue law).

Notwithstanding any other provision of these Articles, no trustee, officer, employee, member or representative of the Foundation shall take any action or carry on any activity by or on behalf of the Foundation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States internal revenue law),

or by an organization contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provisions of any future United States internal revenue law). No member, trustee, officer, employee or representative of the Foundation, or any other private individual shall receive at any time any of the net earnings or pecuniary profits from the operations of the foundation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Foundation, or reimbursements of expenses incurred in effecting any of the Foundation's purposes, as shall be fixed by the Board of Trustees; and no such person or persons shall be entitled to share in the distribution of any corporate assets upon the dissolution of the Foundation.

## ARTICLE V

### Offices

Section 1. Principal Office. The principal office of the Council shall be in Salt Lake City, County of Salt Lake, State of Utah.

Section 2. Registered Office. The registered office of the Council shall be in Salt Lake City, County of Salt Lake, State of Utah. The registered office need not be identical with the principal office of the Council and may be changed from time to time by action of the Council.

Section 3. Other Offices. The Council may have other offices at such other places within and without the State of Utah as the Council may from time to time determine.

## ARTICLE VI

### Council Membership

Section 1. Number, Tenure, Qualifications and Compensation.

(a) Number. The number of Council members shall be not fewer than fifteen (15) nor more than twenty-five (25).

(b) Tenure. Council members shall be appointed to a term of office not to exceed three (3) years.

Appointments shall be made such that the term of office of approximately one-third of the Council membership will expire each year. Any Council member appointed to fill a vacancy occurring during the unexpired term of an incumbent shall hold office for the balance of that unexpired term.

(c) Qualifications. Any adult who is a resident of or is employed in or does business in Salt Lake County, shall be eligible for membership on the Council. The selection of members shall be made without respect to race, color, religion, sex, or national origin. The Council shall include, but need not be limited to, representatives from the following three broad categories: (1) community organizations; (2) the

arts, which shall include the professional field of the arts as well as amateur art organizations, artists and art administrators; (3) the community at large.

(d) Compensation. Members of the Council shall receive no compensation for their services as Council members, but this shall not restrict the payment of reasonable compensation to a member when s/he renders administrative, professional or other bona fide services to the Council in a capacity other than as a Council member.

Section 2. Selection. All members of the Arts Council are appointed by the mayor with the approval of the City Council. When vacancies on the Arts Council occur, the Council chair, at a meeting of the Council, shall request nominations to fill the vacancies. The executive committee shall thereafter select, in consultation with the executive director, from among those nominations or others as may be suggested to the executive committee formally or informally and shall present that list to the Council membership for approval. Upon approval by the Council, the list of nominees shall be forwarded by the executive director to the mayor for consideration.

Section 3. Resignation. Any member may withdraw from the Council by giving written notice of resignation to the

executive director or to any member of the executive committee. The resignation will be effective immediately upon receipt of such notice.

Section 4. Removal. Any member of the Council who shall miss one-half of the meetings of the Council in any consecutive 12-month period may be removed from the Council by resolution of the Council, but not without full opportunity to explain the reasons for such absences.

If any member of the Council engages in conduct which, in the opinion of the Council, is prejudicial to the best interests of the Council, such member may be removed from the Council at any meeting thereof, by the vote of two-thirds of its members voting thereat, provided notice of such proposed action has been given to all Council members at least ten (10) days prior to the meeting at which such removal is to be considered.

## ARTICLE VII

### Meetings

Section 1. Annual Meeting. There shall be an annual meeting of the Council at such time and place as may be designated by the Council for the election of the officers of the Council and for the receiving of annual reports of officers and committees.



Section 2. Regular Meetings. The Council shall hold regular meetings, at least one monthly, to review the business of the Council.

Section 3. Special Meetings. Special meetings may be called by the chair at his/her discretion, by the executive committee, or upon written request of six (6) Council members.

Section 4. Notice. Notice of any regular or special meeting of the Council shall be mailed to each Council member at least five (5) days before the meeting or telephoned to each member at least two (2) days before the meeting. Any member may waive notice of any meeting. The attendance of a Council member at any meeting shall constitute a waiver of notice of such meeting, unless that member's attendance is for the express purpose of objecting to the transaction of business on grounds that the meeting is not lawfully called or convened.

Section 5. Quorum. A majority of the Council membership shall constitute a quorum for conducting business of the Council. Neither the executive director nor any member of the staff may vote nor be counted in a determination of the presence of a quorum. In the absence of a quorum, the executive committee is empowered to act within the terms set forth in Article VII, Section 1, of these bylaws. Under exceptional circumstances, the chair may authorize the executive director to poll the Council by telephone.

Section 6. Voting. Each member of the Council shall be entitled to vote on any issue presented to the Council; provided, however, that there shall be no proxy votes allowed.

## ARTICLE VIII

### Officers

Section 1. Offices and Terms. The officers of this Council shall be a chair, vice-chair, secretary, and treasurer. The term of the chair shall be two years. The terms of the vice-chair, the secretary, and the treasurer shall be one year. Officers may be reelected one or more times successively.

There shall be no automatic succession of the vice-chair to the chair.

Representatives of major arts organizations shall not be allowed to serve as chair.

Section 2. Nomination and Election. Each year at the May meeting of the Council, the nominating committee shall present its recommended slate of nominees, which shall include at least one nominee for each office for which the term is expiring, and for one executive committee position.

If there are no nominations from the floor, the vote will be taken at the May meeting. Election shall be by written ballot only if there are nominations from the floor. If there are nominations from the floor, following the May Council meeting, the executive director shall mail to all Council members a ballot listing all nominees for all positions. Ballots, in order to be counted, must be returned to the Council office prior to the convening of the Council at its June meeting. Proxy votes shall not be allowed. Results of the balloting shall be announced at the June meeting. The officers and the elected executive committee member shall assume office on July 1.

Section 3. Duties. The duties and powers of the officers of the Council shall be as follows:

(a) Chair. The chair shall preside at the meetings of the Council and of the executive committee and shall be a member ex officio with right to vote of all committees. S/he shall also, at the annual meeting of the Council and at such other times as s/he deems proper, communicate to the Council such matters and make such suggestions as may in his/her opinion tend to promote the prosperity and welfare and increase the usefulness of the Council, and shall perform such other

duties and have such other powers as are necessarily incident to the office of chair or as may from time to time be directed by the Council.

(b) Vice-Chair. In case of the absence or incapacity of the chair or of his/her inability from any cause to act, the vice-chair shall perform the duties of the office of chair. The vice-chair shall perform such other duties and have such other powers as may from time to time be directed by the Council.

(c) Secretary. The secretary shall assure that notice is given of all meetings of the Council and that a record of the proceedings is kept. S/he shall perform such other duties and have such other powers as the Council may from time to time direct.

(d) Treasurer. The treasurer shall keep an account of all monies received and expended for the use of the Council and make a report at the annual meeting or when called upon by the chair. The books and information in his/her hands shall at all times be under the supervision of the executive committee and subject to its inspection and control. The treasurer shall perform such other duties and have such other powers as may from time to time be directed by the Council. In case of the absence or disability of the treasurer, the chair may appoint a treasurer pro tem. The offices of secretary and treasurer may be held by the same person.

Section 4. Removal and Vacancies. Any officer or executive committee member elected or appointed by the Council may be removed by the vote of a majority of the full Council membership. Any vacancy so created shall be filled without undue delay at a regular meeting of the Council or at a special meeting called for that purpose. The nominating committee shall provide a nominee for such vacancy, and nominations from the floor also shall be accepted. All nominees under these circumstances shall have been contacted and shall have stated their availability and willingness to serve prior to their being placed in nomination. Election shall be by a majority vote of a quorum of the Council in attendance.

## ARTICLE IX

### Committees

Section 1. Executive Committee. The executive committee shall be comprised of five (5) members, including the four elected Council officers and one (1) additional member. The executive committee may carry out Council business between regular Council meetings or in the absence of a quorum at a Council meeting with their action subject to ratification at the next regular Council meeting or at a special meeting called for

the purpose. A simple majority shall constitute a quorum for the transaction of executive committee business. Meetings may be called by the chair or by three committee members.

Section 2. Grants Committee. The grants committee shall be appointed annually by the executive committee and shall develop criteria for a review of applications for funding and shall submit its recommendations to the Council for approval or modification. The grants committee shall consist of at least five (5) Council members.

Section 3. Nominating Committee. The nominating committee shall be chaired by the immediate past chair of the Council. The chair shall select two additional committee members from the Council. These two members shall be from (a) the arts, which shall include the professional field of the arts as well as amateur arts organizations, artists and art administrators; and (b) the community at large.

Section 4. Other Committees. Additional standing or special committees shall be appointed as required and dissolved by the Council chair in consultation with the executive committee, and shall also designate one member of each such

committee as its chair. The chair of each committee must be a member of the Council. Each committee chair may, with the approval of the Council, appoint committee members who are not Council members. A majority of a committee shall constitute a quorum. A quorum shall be necessary for committee action.

Section 5. Minutes. The chair of every committee shall be responsible that a written record is kept of the activities and recommendations of each committee meeting.

## ARTICLE X

### Staff

Section 1. Executive Director. The chief administrative officer of the Salt Lake City Arts Council shall be an executive director appointed by the mayor of Salt Lake City with the concurrence of the Council and the approval of the Salt Lake City Council.

Section 2. Administrative Assistant. The executive director shall designate a staff member to serve as administrative assistant, who shall administer internal duties of the office, and shall perform all duties of the executive director during the latter's absence or disability.

Section 3. Other Positions. The Council or the executive director may recommend the establishment of other positions. The establishment of any other position so recommended must be approved by the Council.

ARTICLE XI

Fiscal Year

The fiscal year of the Council shall be fixed and may be varied by resolution of the Council.

ARTICLE XII

Annual Audit

The executive committee shall annually designate a firm of certified public accountants to conduct an audit of the books of the Council and report its findings to the Council.

ARTICLE XIII

Indemnification

To the full extent permitted by applicable law, this Council shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever brought, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Council, by reason of the fact that such person is or was a member, officer, employee, or member of a committee of this Council, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding.



Indemnification provided by this bylaw shall be in addition to and independent of and shall not be deemed exclusive of any other rights to indemnification to which any person may be entitled by contract or otherwise under law. Indemnification provided by this bylaw shall continue as to a person who has ceased to be a member, officer, employee or committee member of this Council, shall inure to the benefit of the heirs, executors and administrators of such person and apply whether or not the claim against such person arises out of matters occurring before the adoption of this bylaw. However, any indemnification realized other than under this bylaw shall apply as a credit against any indemnification provided by this bylaw.

This Council may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a member, officer, employee or committee member of this Council against any liability asserted against such person and incurred by such person in any such capacity.

#### ARTICLE XIV

##### DISSOLUTION OF THE FOUNDATION

Upon dissolution of the Foundation, all funds and property remaining after paying or adequately providing for the

debts and obligations of the Foundation shall be distributed to such organization or organizations organized and operating exclusively for education, charitable, scientific, literary, or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States internal revenue law), as the Board of Trustees shall then determine by a majority vote.

#### ARTICLE XV

##### Amendments

These bylaws may be altered, amended, repealed, or new bylaws adopted by a majority vote of the Council at any regular or special meeting.

CERTIFICATION

I, BETSY SUTHERLAND, in my capacity as Chairman of the Salt Lake City Arts Council and the Board of Trustees of the Salt Lake Arts Council Foundation do hereby certify that the foregoing document is a complete, accurate and current copy of the Bylaws of the Salt Lake City Arts Council and the Salt Lake Arts Council Foundation as revised and adopted by the board of the Salt Lake City Arts Council at its regular meeting held on June 15, 1994.

Betsy Sutherland  
BETSY SUTHERLAND

STATE OF UTAH            )  
                                  :    ss.  
COUNTY OF SALT LAKE )

On the 8<sup>th</sup> day of February, 1995, personally appeared before me Betsy Sutherland, who being by me duly sworn, did say that she has read the foregoing document and has executed the same.

Beverly C. Whitney  
NOTARY PUBLIC  
Residing at: Salt Lake County

My Commission Expires:

Sept 16, 1997

