

**AMENDED AND RESTATED**  
**BYLAWS**  
**OF**  
**SALT LAKE ARTS COUNCIL FOUNDATION**  
**A Utah Nonprofit Corporation**

**ARTICLE 1**  
**NAME AND OFFICES**

**Section 1      Name.** The name of this nonprofit organization is Salt Lake Arts Council Foundation (the “Foundation”).

**Section 2      Principal Office.** The principal place of the Foundation is 54 Finch Lane, Salt Lake City, Utah 84102. The Salt Lake City Arts Council Board (the “Arts Council Board”) may from time to time change the principal office of the Foundation in the State of Utah.

**Section 3      Other Offices.** The Arts Council Board may at any time establish branch or subordinate offices at those places where the Foundation is qualified to conduct its activities.

**ARTICLE 2**  
**ARTS COUNCIL BOARD**

**Section 1      General Power.** The Arts Council Board will manage the property and business affairs of the Foundation. The Salt Lake City Arts Council Board was established by City ordinance, passed by the board of Commissioners August 24, 1976. The Salt Lake Arts Council Foundation, a nonprofit corporation, was established by Articles of Incorporation approved and filed with the Division of Consumer Protection 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 Arts Council Board, and all applicable law. The trustees shall be members of the Arts Council Board. The officers of the corporation shall be the officers of the Council.

When applying the bylaws to the Foundation, the following substitutions of terms may be made as appropriate to the particular context in which they occur.

<b><u>Council Terms</u></b>	<b><u>Foundation Terms</u></b>
Arts Council/Council	Arts Council Foundation/Foundation Corporation
Arts Council Board	Board of Trustees/Board
Council Member	Trustee

**Section 2 Objectives and Purpose.**

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 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.

The Foundation's purpose is organized and formed as a nonprofit corporation exclusively for charitable, educational or scientific purposes. The Foundation may engage in any and all lawful activities for such charitable, educational or scientific purposes as from time to time determined by the Board of Trustees and as allowed by the Utah Revised Nonprofit Corporation Act as presently enacted of hereafter amended and which are not proscribed by Section 501(c) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States internal revenue law).

**Section 3 Number of Members.** The number of authorized members of the Arts Council Board shall consist of no less than fifteen (15) or more than twenty (20) members unless changed by an amendment to Chapter 2.32 of the Salt Lake City ordinance.

**Section 4 Selection and Term of Office.** All members of the Arts Council Board are appointed by the Mayor of Salt Lake City, Utah (the "Mayor") with the approval of the City Council, in accordance with Chapter 2.32 of the Salt Lake City ordinance. When vacancies on the Arts Council Board occur, the Council Chair, at a meeting of the Council, shall request

nominations to fill the vacancies. The Nominating & Governance Committee shall 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 for approval. Upon approval by the Council the list of nominees shall be forwarded by the Executive Director to the Mayor for consideration. In making such appointments, the Mayor may request and consider recommendations submitted by the Arts Council Board's Executive Director or designee. The Mayor may also directly appoint members in accordance with chapter 2.07 of the Salt Lake City ordinance. All appointments shall be made for a three (3) year term. Appointments shall be made with the goal that approximately one-third of the Arts Council Board membership will expire each year. Members of the Arts Council Board shall be limited to two consecutive full terms or six (6) years, whichever is greater.

**Section 5      Vacancies and Unexpired Terms.** Any vacancy occurring on the Board of Directors, whether due to resignation, removal, incapacity, or other reason, may be filled by a recommendation and approval from the Mayor and City Council. A Director elected to fill a vacancy shall serve only for the remainder of the unexpired term of their predecessor. Completion of an unexpired term shall not count as a full term for the purpose of term limits.

**Section 6      Resignation.** Subject to the provisions of Utah law, any member of the Arts Council Board may resign by giving written notice through registered, certified, or electronic mail, to the Executive Director or to any member of the Executive Committee. The resignation shall be effective when notice is received by the Executive Director or Executive Committee unless the notice specifies that the resignation will be effective at a later time. If the resignation is effective at a later time, a successor may be elected before that date, but they shall not take office until the resignation becomes effective.

**Section 7      Removal.** A member of the Arts Council Board may be removed for cause by two-thirds (2/3) vote of all members then in office. The action shall be taken at a regular meeting of the Arts Council Board or at a special meeting of the Arts Council Board, which may include a closed session, called for that purpose. The proposed removal must be announced in the notice and sent to the members at least seven (7) days prior to the meeting. Any member of the Council who misses two of the meetings of the Council without advance notice in any consecutive 12 month period may be removed by the Council by resolution of the Council, but not without full opportunity to explain the reasons for such absences.

**Section 8      Compensation.** No stated salaries shall be paid to the members of the Arts Council Board for their services. A fixed sum, established by resolution of the Executive Committee or Mayor may be allowed for attendance at each annual, regular, or special meeting of the Arts Council Board and the Foundation shall pay said fixed sum whether or not a meeting is adjourned because the meeting lacks a quorum. Nothing in this Section shall be construed to preclude any member from serving the Foundation in any other capacity and receiving compensation for their service in that capacity.

**Section 9      Salt Lake City Ordinance.** All members of the Arts Council Board are subject to Chapters 2.07 and 2.32 of the Salt Lake City ordinance unless otherwise specified herein.

**Section 10      Qualifications.** Any adult who is a resident of Salt Lake City shall be eligible for membership on the Council. Members should represent diverse geographic areas of the City. The Council shall include but not be limited to representatives of the three broad categories: a. community organizations; b. the arts, which shall include emerging and professional organizations, artists, and arts administrators; c. the community at large. Membership should include cultural equity in its values, policies, and practices that ensure that all people, including but not limited to those who have been historically under-represented based on race/ethnicity, age, disability, sexual orientation, gender identity, socioeconomic status, geography, citizenship status, or religion are represented. Equal opportunity principles should be recognized in appointments.

### **ARTICLE 3** **MEETINGS**

**Section 1      Place of Meeting.** Meetings of the Board of Directors, or any committee thereof, may be held in person, by means of conference telephone, video conferencing, or other electronic communications technology that allows all participants to hear and be heard by each other at the same time. Participation by such means shall constitute presence in person at the meeting. According to the Open Public Meetings Act, there must be a published anchor location which may be the Art Barn located at 54 Finch Lane Salt Lake City, 84102 or any other place selected by and given due public notice.

**Section 2      Annual Meeting.** The Arts Council Board shall hold an annual meeting at such time and place as designated by the Executive Director or as established by the Arts Council Board for the purpose of electing members of the Arts Council Board for the ensuing year and to transact other business that may properly be brought before the Arts Council Board.

**Section 3      Regular Meetings.** The Arts Council Board shall hold regular meetings as determined by the Executive Director or by the majority resolution of the Arts Council Board. The resolution may authorize the Executive Director to fix the specific date and place of each regular meeting, in which case notice of the meeting date and place must be given in the manner provided in these bylaws.

**Section 4      Special Meetings.** Special meetings of the Arts Council Board may be called by the Arts Council Board Chair or by the Executive Director at the direction of the Executive Committee or as otherwise provided by law. The Arts Council Board may only transact the specific corporate business announced in the notice for the special meeting.

**Section 5      Notice of Meetings.** Except as may be otherwise specifically provided in these bylaws, Arts Council staff shall give at least one day (24 hours) written notice of each regular or seven (7) day notice of any special meeting to all members of the Arts Council Board at their post office or electronic mail address as shown by the Foundation's records. Any person entitled to notice of a meeting may waive notice in writing either before or after the time of the meeting.

**Section 6      Quorum.** The presence of a majority of the members of the Arts Council Board then in office shall constitute a quorum to transact business at all meetings of the Arts Council Board. If, however, at any meeting less than a quorum is present, a majority of those present may

adjourn the meeting to a different place and time until a quorum can be met. The body may continue a meeting, but cannot take action without a quorum.

**Section 7 Required Vote.** Except as may be provided otherwise in these bylaws or the articles of incorporation, the action of a majority of the members of the Arts Council Board at a meeting at which a quorum is present shall be the action of the Arts Council Board. Each member of the Council shall be entitled to vote on any issue presented to the Council when present by permissible means; provided however, there shall be no proxy votes allowed. All votes, for, against, or recusals shall be recorded in the meeting minutes.

**Section 8 Compliance with Open and Public Meetings Act.** Every meeting shall conform with the Open and Public Meetings Act, as set forth in chapter 4, title 52, Utah Code or its successor, including, but not limited to, the requirements for public notice, open meetings, closed meetings, meeting minutes, chance or social meetings, electronic meetings, and electronic message transmissions.

For the purposes of determining when a quorum is present during an electronic meeting, a member attending the meeting remotely is considered present when they are otherwise connected to the meeting via electronic means and makes their presence known.

## **ARTICLE 4**

### **OFFICERS**

#### **Section 1 Election, Tenure, and Compensation.**

(a) The officers of the Foundation are the Chair, Vice Chair, Secretary, and Treasurer. Officers may be re-elected one or more times successively. There shall be no automatic succession of the Vice-Chair to Chair. The term of the Chair of the Arts Council Board is two years. The term of the Vice-Chair, Secretary and the Treasurer shall be one year.

(b) The Executive Director shall be appointed by the Mayor. The Executive Director is the principal Executive officer of the Foundation and has general charge and control over all of the business affairs and properties of the Foundation. The Executive Director may sign and execute all authorized bonds, contracts, or other obligations in the name of the Foundation. Unless otherwise specifically limited by the articles of incorporation and these bylaws, the Executive Director shall have all powers and authority otherwise permitted to the president of a nonprofit corporation under Utah law. The Executive Director is an ex officio member of all the standing committees and shall perform any other duties assigned to them from time to time by the Arts Council Board.

(c) The Arts Council Board Nominating & Governance Committee and Executive Director shall present recommended nominees for Officers, and the Board shall elect the officers at each annual meeting of the Arts Council Board. The Chair may be appointed by the Mayor. If no election is held at the annual meeting, the election shall be held as soon as is conveniently possible after the scheduled meeting date. Each officer shall serve until their successor has been elected or until resignation, or removal. If there are no nominations from the floor, the vote can

be taken at the May meeting. Election shall be by written ballot (electronic means accepted) only if there are additional 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 mailed/emailed prior to the next convening of the Council. Proxy votes shall not be allowed. Results of the balloting shall be announced in the subsequent meeting. Officers and the elected Executive Committee member shall assume office in July.

(d) Any two or more of the offices, except those of Chair and Secretary, may be held by the same person. No officer, however, may execute, acknowledge, or verify any instrument in more than one capacity if the instrument is required by law or by these bylaws to be executed, acknowledged, or verified by any two or more officers.

(e) If any office (other than an office required by law) is not filled by the Arts Council Board, or, once filled, subsequently becomes vacant, then the office and all references to the office in these bylaws shall be treated as inoperative until the office is filled as provided in these bylaws.

(f) All corporate officers and agents are subject to removal at any time by the majority vote of the Arts Council Board, except employees whose term is defined by written contract between the employee and Salt Lake City Corporation in which case the removal shall be governed by such employment contract.

**Section 2 Powers and Duties of the 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 in all committees. They shall also, at the annual meeting of the Council and at such other times as they deem proper, communicate to the Council such matters and make such suggestions as may in their 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. The Chair shall perform any other duties assigned to they/them from time to time by the Arts Council Board or by the Executive Director. In case of a designation, absence, or disability of the Executive Director, the Deputy Director shall perform the duties of the Executive Director and be subject to all restrictions and powers of the Executive Director.

**Section 3 Power and Duties of the Vice Chair.** In the case of the absence or incapacity of the Chair or of their 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 as directed by the Council.

**Section 4 Powers and Duties of the Secretary.** The Secretary shall be responsible for minutes, attendance, and votes of the board and perform all duties that may be assigned to them from time to time by the Arts Council Board or the Executive Director.

**Section 5 Powers and Duties of the Treasurer.** The Treasurer shall keep an account of all monies received and expended for the use of the Council and participate in a report at the annual meeting. The financial information in their hands shall at all times be under the supervision of

the Executive Committee and subject to its inspection and control. The Treasurer shall perform all duties that may be assigned to them from time to time by the Arts Council Board or the Executive Director.

## **ARTICLE 5** **COMMITTEES**

**Section 1 Committees of the Arts Council Board.** The designation of committees and delegation of authority to the committees will not operate to relieve the Arts Council Board or any individual member of any responsibility imposed on the Arts Council Board or any individual member by law.

**a. Executive Committee.** The Executive Committee shall be comprised of five (5) members, including the four (4) elected Council Officers and one (1) additional at-large member. Additionally, the Executive Director shall be a non-voting member of the Executive Committee. The Executive Committee may carry out Arts Council Board business between regular Arts Council Board meetings, with their action subject to ratification or rejection by the Arts Council Board. A simple majority of voting members shall constitute a quorum for the transaction of Executive Committee business. 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 special meeting.

**b. Grants Committee.** The Grants Committee shall be appointed annually by the Executive Committee and Executive Director and shall develop criteria for the review of applications for funding and shall submit recommendation to the Council for approval or modification. The grants committee shall consist of at least three (3) Council members. In addition to the grants committee, all board members will be invited to review grants annually, with a minimum of 9 Council reviewers annually. The responsibility of reviewing grants will be in addition to any other committee assignment.

**c. Nominating & Governance.** The Nominating & Governance Committee shall consist of two (2) or more members and shall be appointed annually by the Executive Committee and Executive Director. The Nominating and Governance Committee shall be responsible for: (a) identifying, cultivating, and recommending candidates for election to the Board of Directors and for filling board vacancies; (b) overseeing board orientation in cooperation with professional staff; (c) conducting periodic evaluations of the Board and its members. The Committee shall perform such other duties as may be assigned by the Executive Committee or Executive Director.

**d. 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 Executive Director. Any other committees shall designate one member of each such committee as its Chair. The Chair of each committee must be a member of the Council.

**e. Non-Council Member Participation.** Each committee Chair may, by majority vote of the Council, appoint committee members who are not Council Members.

**Section 2 Term of Office.** Each committee member shall serve a term of one (1) year and may be reappointed for additional terms. The board member may serve on a committee until the end of their term or until their successor is appointed unless the committee is terminated sooner by the Arts Council Board or the member is removed or resigns from the committee.

**Section 3 Chair.** Unless otherwise provided in the resolution of the Arts Council Board designating a committee, each committee shall appoint a chairperson by majority vote of the committee.

**Section 4 Vacancies.** Vacancies in the membership of any committee may be filled by appointments in the same manner as the original appointments were made. Vacancies shall be filled without undue delay at a regular meeting of the Council or special meeting called for that purpose. The Executive Committee shall provide a nominee for such vacancy, and nominations from the floor shall also 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 a nomination. Election shall be by a majority vote of a quorum of the Council in attendance. In the case of the absence or the disability of the Treasurer, the Chair may appoint a Treasurer pro tem.

**Section 5 Quorum.** Unless otherwise provided in the resolution of the Arts Council Board designating a committee, a majority of committee members shall constitute a quorum to transact business at all meetings of a committee. No committee should consist of a quorum of the entire Council Board.

**Section 6 Rules.** Each committee may adopt rules for its own governance not inconsistent with the articles of incorporation and these bylaws.

## **ARTICLE 6**

### **LIABILITY AND INDEMNIFICATION**

**Section 1 Liability.** No member of the Arts Council Board or officer of the Foundation shall be personally liable for the payment of the Foundation's debts and liabilities except as such member or officer may be liable by reason of their own conduct or acts. Relief from liability for the Foundation's debts shall not, however, apply in any instance where that relief is inconsistent with any provisions of the Internal Revenue Code applicable to organizations described in Internal Revenue Code Section 501(c)(3).

**Section 2 Indemnification.** Subject to Section 1 of this Article, the Foundation shall indemnify every member of the Arts Council Board, every officer, and their heirs, executors, and administrators against expenses actually and reasonably incurred by such indemnitee, as well as any amount paid upon judgment, in connection with any action, suit, or proceeding, civil or criminal, to which such indemnitee may be made a party by reason of such member or officer having been a member or officer of the Foundation. This indemnification is given because the members and officers will be requested to act by the Foundation for the benefit of the Foundation. This indemnification is exclusive of all other rights to which a member or officer may be entitled. Indemnification shall not extend to any matter in which the board member is found to have engaged in gross negligence, willful or intentional misconduct, bad-faith actions,



or conduct outside the scope of their authorized board duties, nor to any settlement entered into without the approval of the Board.

## **ARTICLE 7**

### **FINANCIAL MATTERS**

**Section 1      Delegation by Arts Council Board.** Per the Financial Management Policies and Procedures of the Foundation, the Arts Council Board may authorize any officer, employee, or agent to enter into any contracts or execute and deliver any instruments in the name of the Foundation. The authority granted by the Arts Council Board may be general or confined to specific instances.

**Section 2      Authority Over Certain Funds.** If at any time the Foundation is a beneficiary of a charitable lead trust, a charitable remainder trust, or other similar trust (a “Charitable Trust”), and the Charitable Trust was established by a member of the Arts Council Board, an officer, or a substantial contributor to the Foundation, the member, officer, or substantial contributor who established the Charitable Trust is prohibited from acting on matters concerning funds coming to the Foundation from the Charitable Trust. The member of the Arts Council Board who establishes a Charitable Trust for the benefit of the Foundation may not be counted when establishing a quorum to vote on matters relating to those funds, and the member shall be prohibited from voting on any matters relating to the funds received or anticipated to be received from the Charitable Trust, including voting on any disbursements or grants of such funds. Any funds received from a Charitable Trust are to be segregated into a separate account in the Foundation’s books as provided in Section 8.07. For all purposes concerning any funds received from a charitable trust described above, the term “substantial contributor” has the same meaning as provided in Internal Revenue Code Section 507(d)(2)(A).

**Section 3      Deposits.** All Foundation funds will be deposited to the credit of the Foundation at such banks, trust companies, or other depositories selected by the Arts Council Board. The Arts Council Board may, however, authorize any officer, employee, or agent to select the banks, trust companies, or other depositories into which the funds of the Foundation will be deposited.

**Section 4      Checks and Drafts.** All checks, drafts, and other orders for payments of money, notes, or other evidences of indebtedness by the Foundation must be signed by the Executive Director or employees designated or in accordance with the Financial Management Policies and Procedures of the Salt Lake Arts Council Foundation.

**Section 5      Loans.** The Foundation is prohibited from making any loans or borrowing any funds unless specifically authorized by a resolution of the Arts Council Board. The authority granted by the Arts Council Board may be general or confined to specific instances. The Foundation shall not make any loans to its members of the Arts Council Board or officers.

**Section 6      Investments.** The Foundation’s funds may be invested in any investments selected by the Arts Council Board or any investment manager appointed by the Arts Council Board for that purpose. In making any investments, the Arts Council Board or investment manager (as the case may be) should give due regard to balancing the need to preserve principal, produce income and capital gains, and achieve long-term growth of the Foundation’s assets.

**Section 7      Separate Account.** The Foundation must segregate any funds received from a Charitable Trust established by a member of the Arts Council Board, an officer, or a substantial contributor to the Foundation into a separate account in the Foundation's books. The Foundation shall administer the separate account in such a manner as to allow tracing of the funds into and out of that account. The separate account shall be administered and distributed by a separate fund committee, and the member of the Arts Council Board, the officer, or the substantial contributor who established the Charitable Trust from which the Foundation received the funds may not possess any power over such account or such separate fund committee.

**Section 8      Annual Audit.** The Executive Director in consultation with the Executive Committee shall annually designate a firm of certified public accountants to conduct and audit of the books of the Council and report its finding to the Council.

## **ARTICLE 8**

### **MISCELLANEOUS PROVISIONS**

**Section 1      Fiscal Year.** The fiscal year of the Foundation is July through June unless otherwise determined by recommendation of the Executive Committee and a majority vote of the Council.

**Section 2      Singular and Plural and Gender.** Unless the context requires otherwise, words denoting the singular may be construed as the plural and words denoting the plural may be construed as the singular. Words of one gender may be construed as denoting another gender as is appropriate within the context. The word "or" when used in a list of more than two items may function as both a conjunction and a disjunction, as the context requires or permits.

**Section 3      Headings.** The headings used in these bylaws are included solely for the convenience and reference of the reader and have no significance in the interpretation or construction of these bylaws.

**Section 4      Waiver of Notices.** Whenever any notice is required to be given under federal or state law or under the articles of incorporation and these bylaws, a waiver of the notice in writing signed by the person or person entitled to the notice, whether before or after the time stated in the notice, shall be treated as the equivalent to the giving of the required notice.

**Section 5      Reference to Laws.** All general or specific references to the Internal Revenue Code are to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States revenue law. Similarly, any general or specific references to the laws of the state of Utah are to the laws of the state of Utah as now in force or hereafter amended.

**ARTICLE 9**  
**DISSOLUTION**

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 10**  
**AMENDMENTS**

The Arts Council Board may amend, alter, or repeal the bylaws or any specific provision of the bylaws, and may from time to time make additional bylaws.

These Bylaw were officially adopted by the Arts Council Board on date: \_\_\_\_\_

Name: \_\_\_\_\_

Title: Executive Director

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: Arts Council Board Chair

By: \_\_\_\_\_