

Salt Lake City Department of Economic Development (DED) Economic Development Loan Fund (EDLF)

EDLF Loan Committee Bylaws

A. Organization

1. **Election of Chair and Vice Chair:** The DED Director shall designate a Chair and Vice Chair, who shall serve for a term of two (2) years each. The Chair and Vice Chair may not be appointed to serve consecutive terms in the same office.
2. **Orientation:** All new Loan Committee members are required to have an orientation meeting with DED staff.
3. **Required Training:** DED staff shall schedule an annual training for Loan Committee members on compliance with the Utah Open and Public Meetings Act (OPMA).
4. **Duties of the Chair:** The Chair is to preside at Loan Committee meetings and shall provide general direction for the meetings. In addition to being the presiding member, the Chair shall have the following duties:
 - a. To call the meeting to order on the day and the hour scheduled and proceed with the order of business in accordance with the posted agenda. The Chair shall announce each item of business in the agenda, in the order in which it is to be acted upon. Upon the completion of consideration of all agenda items, the Chair shall adjourn the meeting.
 - b. To put to vote all questions which are presented by Loan Committee members that require Loan Committee vote.
 - c. To move the agenda along, maintain order, set guidelines for public input, if permitted, and reference handouts and procedures during Loan Committee meetings.
 - d. To recognize speakers prior to receiving comments and presentations.
5. **Duties of the Vice Chair:** During the absence of the Chair, the Vice Chair shall have and perform all of the duties and functions of the Chair. Should the Chair resign from the Loan Committee, the Vice Chair shall serve as Chair until elections are held at the next available meeting.
6. **Secretary:** A DED staff member shall serve as Secretary of the Loan Committee.

7. Secretary's Duties relating to the Loan Committee:

- a. To post public notices of Loan Committee meetings in accordance with the noticing requirements of OPMA.
- b. To attend every meeting of the Loan Committee, to take and record the roll, and to advise the Loan Committee of any administrative updates related to the meetings.
- c. To keep the minutes of the Loan Committee meetings and to record them in accordance with state law.
- d. To keep and maintain a permanent record of all documents and papers pertaining to the Loan Committee meetings in accordance with state law.
- e. To ensure Loan Committee members receive materials pertinent to Loan Committee meetings at least four (4) business days prior to such scheduled meetings.

B. Rights and Duties of Loan Committee Members

1. **Meeting Attendance:** Every member of the Loan Committee shall make an effort to attend each Loan Committee meeting either in person or virtually (if available), unless unable to attend due to extenuating circumstances. Any member desiring to be excused from the Loan Committee shall notify the Secretary. The Secretary shall inform the Chair and the Vice Chair of the resignation.
 - a. If a Loan Committee member misses three (3) consecutive Loan Committee meetings, the Chair shall confer with the member regarding the ability, interest, and commitment of the member to continue membership on the Loan Committee.
 - b. If the Loan Committee member continues to miss meetings, the Chair shall bring the matter to DED staff and the DED Director. The DED Director shall decide whether the Loan Committee member shall be removed.
2. **Conflict of Interest:** No member of the Loan Committee shall participate in or be present in the determination of any EDLF loan application or any other matter in which that member has any conflict of interest prohibited by Chapter 2.44 of the Salt Lake City Code. If a Loan Committee member suspects they may have an actual, apparent, or reasonably foreseeable conflict of interest with any EDLF loan applicant business or the business' partners or owners, the Loan Committee member shall alert the Chair, Vice Chair, and Secretary of the potential conflict in writing. The DED Director shall make a

determination as to whether a conflict of interest exists to disqualify such member from participating in the Loan Committee discussion of the applicant. Upon a determination of a conflict of interest, the Loan Committee member shall not participate in the discussion, vote on the application, or attempt to use influence with other Loan Committee members before, during or after the meeting, or during any consideration period. The following are additional guidelines for conduct:

- a. There may be a conflict of interest if there are personal, familial, or financial ties between a Loan Committee member and any partner, owner, guarantor, or executive of an EDLF loan applicant.
- b. A Loan Committee member must not sell or offer to sell services or solicit prospective clients or employment by stating an ability to influence the Loan Committee's decisions.
- c. A Loan Committee member must not use the power of membership to seek or obtain a special advantage that is not in the public interest, nor any special advantage that is not a matter of public knowledge.
- d. A Loan Committee member shall not have any ex parte discussions regarding an EDLF loan application to be heard by or in consideration with the Loan Committee. For the purpose of these bylaws, ex parte discussions include any communication regarding an applicant business with interested parties of the EDLF loan application prior to issuance of the final decision.
- e. An applicant or a member of the public may raise a question of a conflict of interest, after first obtaining the Chair's permission to speak.

C. Meetings

1. **Place:** All meetings of the Loan Committee shall be held in a room as determined appropriate in the City and County Building, located at 451 South State Street, Salt Lake City, Utah, or at such other place, or by means of an electronic meeting held in accordance with OPMA. Proper notice of the meeting location, including any publicly accessible electronic link in the event of an electronic meeting, shall be posted for the general public.
2. **Notice and Agenda:** The Secretary shall publicly notice the time and purpose of every meeting of the Loan Committee at least twenty-four (24) hours prior to such meeting. Such notice shall be delivered to each member of the Loan Committee via email. The Secretary shall publicly post a written agenda for each meeting and send it to the Loan Committee via email in conjunction with notice of each meeting.

- a. Where written minutes of a prior meeting are ready for Loan Committee approval, the agenda shall include an item to review and vote for approval of the prior meeting minutes.
3. **Quorum:** A quorum of the Loan Committee shall be a simple majority of the Loan Committee, or at least five (5) Loan Committee members. Any member disqualified because of a conflict of interest shall not be considered when determining whether a quorum is constituted.
4. **Voting:** Where a vote is required of the Loan Committee, such action set to a vote shall pass upon a simple majority of the quorum present at the meeting.
5. **Loan Application Evaluation:** Loan Committee approvals or denials can only be made when a minimum supermajority of seven (7) Loan Committee members submit evaluations/scores to DED staff.

D. Notification of Decision

1. After the Loan Committee submits its scores on the EDLF loan application, DED staff shall compile the results and take actions to finalize the determination. DED staff shall communicate with applicant identifying the determination and outlining any subsequent action the applicant must take.
2. The EDLF loan application results shall be a noticed agenda item to be announced at a future Loan Committee meeting.

E. Approval and Amendment of Bylaws

1. These bylaws may be amended at any meeting of the Loan Committee held upon a vote of a simple majority of the quorum present at the Loan Committee meeting.

F. Recording of Bylaws

1. These bylaws and all subsequent amendments shall be recorded by the Loan Committee Secretary and copies shall be furnished to each member of the Loan Committee in electronic form.

Approved by the EDLF Loan Committee on _____, 2022.