

# EPICENTER

## **Bylaws as Adopted on 15 October 2014**

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## **Article I- Name and Offices**

1.1 The name of the organization shall be 'Epicenter.'

1.2 The principal office of Epicenter shall be located in Green River, Emery County, Utah.

## **Article II- Purposes**

2.1 The Epicenter is organized as a nonprofit corporation and will act and operate as a nonprofit corporation for charitable purposes pursuant with the laws of the State of Utah and those powers described in the Utah Nonprofit Corporation and Cooperation Association Act and with the meaning of section 501(c)(3) of Internal Revenue Code.

### **2.2 Specific Purposes and Objectives**

2.2.1 The corporation will establish a more stable and diversified community through its economic and community development pursuits by: improving existing housing and developing new affordable housing; providing business and tourist resources; promoting arts and culture.

2.2.2 The corporation will support and assist partner organizations pursuing activities reasonably related to the corporation's purposes and objectives including: improving current systems of communication; expanding opportunities for community residents; improving the quality of life through design solutions; educating those served about the positive potential of the build environment; providing outreach to promote environmentally and socially aware design; providing free or reduce fee design and construction services to groups, individuals, and businesses who could not otherwise afford professional design services.

2.2.3 The corporation will raise funds through grants, private contributions, activities and projects to support and promote its various charitable activities.

2.2.4 The corporation will collect, monitor and report information, both financial and statistical, for all governments, organizations, and institutions requiring such.

## **Article III- Board of Directors**

### **3.1 General Powers**

The Board is responsible for overall policy and direction of Epicenter, and will delegate responsibility for day-to-day operations to qualified employees, volunteers, or committees as determined by them to be in the best interest of the purpose and objectives of Epicenter.

### **3.2 Composition**

The Epicenter Board of Directors shall consist of five or more than five trustees as from time to time fixed by the Board. Citizens from Green River's area of influence shall comprise no less than 50% of the Board of Directors. It is the intent of the corporation that the composition of the Board of Directors shall represent a diversity of technical skills to enable the Board of Directors to make informed, well-balanced decisions on the economic viability and social impact of its activities.

### **3.3 Nomination and Selection**

Public notice shall be given of Epicenter's intent to fill existing vacancies on its Board of Directors, listing the vacancies to be filled and the qualifications established for those positions. Interested candidates shall submit a résumé and other pertinent information by the deadline date stated in the notice. At a regularly scheduled and duly noticed meeting of Epicenter, the applicants shall be interviewed by the Board. Applicants shall then be excused and have their candidacy discussed and their qualifications rated. Selection of new Board members shall be determined and announced at the meeting subsequent to the initial interview and discussion.

### **3.4 Tenure**

The term for a Board member is four years. Each Board Member shall be limited to two consecutive terms for a total of eight years.

### **3.5 Officers**

Officers of the Board shall include the Board Chair, Strategist, Visionary, and Treasurer. Board approved job descriptions shall delineate the duties and responsibilities of each officer. Nominated individuals must accept appointment at the election. Officers' terms shall be two years in length. One year shall consist of elections for the Board Chair and Visionary while the second shall consist of elections for the Strategist and Treasurer.

### **3.6 Officer Elections**

At the regularly scheduled October meeting, officers shall be nominated by members of the board. In order to be a candidate in officer elections, the board member must accept the nomination. The board, excluding those nominated, will then vote for each officer position. Elections will proceed from Chair to Strategist to Treasurer to Visionary. A simple majority of those not nominated is required for an officer to be elected. The top two candidates will have a run-off if no candidates receive a simple majority vote. Officers will be elected in October and take office in January, taking the interim period to learn about the position from prior officers.

### **3.7 Compensation**

Board members shall receive no salary or stipend for service on the Epicenter Board of Directors. Directors may be compensated for reasonable and approved expenses incurred while in direct service to Epicenter.

### **3.8 Removal from Office**

Any Director may resign at any time effective upon the delivery of a written resignation to the Board Chair or Visionary of the Corporation, unless the notice specifies a later time for the effectiveness of the resignation.

Any Director may be removed by an affirmative vote of three-fourths (3/4) of the Directors then in office and voting, for conduct materially and seriously prejudicial to the purposes and interests of the Corporation. Such action shall be taken only at a meeting of the Directors at which the wrongful conduct of the Director has been described and the Director has been given an opportunity to be heard.

Any Director may be removed by the Board of Directors for missing three (3) consecutive meetings of the Board of Directors without reasonable excuse.

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

### **3.9 Regular Meetings**

Meetings shall be held bi-monthly. Board members are expected to attend, either physically or by teleconference, a minimum of four out of the six annual meetings. The Board Chair shall establish the agenda for the meeting and disperse it at least two days before the scheduled meeting. Notice of regular meetings shall be given to Board members at least one full week before the scheduled meeting.

### **3.10 Special Meetings**

A special meeting may be called by the Board Chair or upon concurrence of two members of the Board by giving at least 24 hours notice to all other Board members.

### **3.11 Quorum**

A majority of the then current membership of the Board of Directors is necessary for calling a meeting of the Board to order. Only once the quorum is established may business be transacted.

### **3.12 Board Decisions**

A majority of the Directors present at a meeting constitutes an act of the Epicenter Board of Directors unless otherwise required by these Bylaws or by law. No trustee may vote or act by proxy at any meeting of the Board of Directors.

### **3.13 Committees**

The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees, each of which shall consist of one or more directors and may also include members who are not on the Board of Directors, to serve at the pleasure of the Board. The Board of Directors shall determine the purpose and duration of the committee(s), the available seats on a committee(s), and appoint the members of the committee(s). The committee shall elect, by simple majority, a chairperson to conduct the affairs of the committee. Committees shall report to the Board of Directors at a frequency requested by the Board. The appointment of members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. Any committee that includes voting members who are not on the Board of Directors may not be delegated the authority or power of the Board of Directors. Any committee whose voting members consist of only directors, to the extent of the powers specifically delegated in the resolution of the Board of Directors or in these Bylaws, may have all or a portion of the authority of the Board of Directors, except that no committee, regardless of Board resolution, may:

- a) Fill vacancies on the Board of Directors or in any committee that has the authority of the Board.
- b) Fix compensation of the directors for serving on the Board or on any committee.
- c) Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws.
- d) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or can be repealed.
- e) Appoint any other committees of the Board of Directors or the members of such committees.
- f) Approve a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of the corporation other than in the usual and regular course of its business; or revoke any such plan.
- g) Approve any transaction between the corporation and one or more of its directors in which the director or directors have a material financial interest.
- h) Bind the corporation in a contract or agreement.

## **Article IV- Principals and Managers**

### **4.1 Principals**

There will be three Principals of Epicenter. Each of the Principals will lead one of the major legs of Epicenter as described below. The Board will be responsible for creating and modifying job descriptions for each of the following positions. All Principals will be responsible for making a report at each Board meeting.

- 4.1.1 Principal of Housing
- 4.1.2 Principal of Arts & Culture
- 4.1.3 Principal of Economic Development

### **4.2 Managers**

There will be three Managers of Epicenter. Each Principal will also take on a Manager's role. This will help ensure that the administrative tasks of Epicenter are distributed fairly amongst the Principals of Epicenter. Specific Manager's positions are not necessarily tied to a single Principal's position. The Board will be responsible for creating and modifying job descriptions for each of the following positions. All Managers will be responsible for making a report at each Board meeting.

- 4.1.1 Public Relations Manager
- 4.1.2 Human Resources Manager
- 4.1.3 Financial Manager

#### **4.3 Checks & Balances**

Epicenter, in its founding and operation, has maintained a level of equivalency among staff members. This model is desirable in order to facilitate free and creative thinking, thereby promoting innovative solutions in fulfillment of Epicenter's mission. A triumvirate management structure promotes the equal standing of all three departments, ensures that the Principals/Managers of each department maintains an equal relationship before the Board, and ensures that the Board is best informed of the progress of each department. However, such a management structure also necessitates a higher level of communication between the Principals/Managers themselves. In light of this the following is required:

##### **4.3.1 Monthly Principals and Managers Meeting**

The Principals/Managers will meet once per month to discuss the progress within their departments as well as to seek and offer suggestions to the other Principals/Managers

##### **4.3.2 Cross Training**

The Principals/Managers will be required to maintain working knowledge of each other's departments. This will prevent a lapse in service should a Principal/Manger be absent for an extended period.

##### **4.3.3 Yearly Board Evaluation of Principals and Managers**

Principals/Managers will undergo a yearly evaluation by the Board of Directors in December.

#### **Article V- Membership**

There shall be no members of Epicenter.

#### **Article VI- Indemnification**

To the full extent permitted by law, Epicenter shall indemnify any trustee or officer, or former trustee or officer of Epicenter, or any person who may have served at Epicenter's request as a trustee or officer of another corporation against expenses actually and reasonably incurred by them, in connection with the defense of any action, suit, or proceeding, civil or criminal, in which they are made a party by reason of being or having been such trustee or officer, except in relation to matters as to which they shall be adjudged in such action, suit, or proceeding to be liable for gross negligence in the performance of duty, and to make such other indemnification (including advanced payment of indemnification) as shall be authorized by the Board.

#### **Article VII- Account Books, Minutes, Etc.**

Epicenter shall maintain correct and complete books and records of account. Minutes shall be kept of the proceedings of Epicenter's Board of Directors and committees and business meetings of officers. Any trustee or accredited agent or attorney may inspect all books and records of Epicenter, for any proper purpose at any reasonable time. Epicenter shall retain these records for a period of not less than seven years from their date of origination.

#### **Article VIII- Fiscal Year**

The fiscal year of Epicenter shall begin the first day of July and end the last day of June.

### **Article IX- Designated Contributions**

Epicenter may accept any designated contribution, grant, bequest or device consistent with its general tax-exempt purposes.

Limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations will generally be honored. However, Epicenter shall reserve all right, title and interest in and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, Epicenter shall retain sufficient control over all donated funds to assure that such funds will be used to carry out Epicenter's tax-exempt purposes.

### **Article X- Conflict of Interest**

A conflict of interest, for purposes of these by-laws, is considered to exist when a real, perceived, or potential business arrangement or relationship outside of Epicenter may have a real, perceived, or potential positive or negative impact upon Epicenter, its business activities, employees, or Board of Directors. If any member of the Board of Directors, officer, committee member, or staff member becomes aware of a conflict, the appearance of a conflict, or a potential conflict with himself/herself, any member of his/her family, or any entity in which he/she has any legal equitable or fiduciary interest or position, including without limitation as a trustee, officer, shareholder, partner, beneficiary, or trustee, such person shall:

- immediately inform those charged with approving the transaction on behalf of Epicenter of his/her interest or position,
- aid the persons charged with making the decision by disclosing any material facts within his/her knowledge that bear on the advisability of such transaction from the standpoint of Epicenter, and
- not be entitled to vote on the decision to enter into such transaction.

The Board of Directors shall solicit at its annual meeting written disclosures of any conflicts of interest from members of the Board of Directors, officer, committee members, and staff members. All conflict of interest statements shall be made part of the permanent minutes for the annual meeting of Epicenter.

### **Article XI- Severability**

The invalidity of any provisions of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

### **Article XII- Amendments**

The power to alter, amend or repeal these bylaws and adopt new bylaws shall be vested in the Board of Directors. Amendments shall be made by at least 2/3 vote of current board members.