

Adopted by the Epicenter Board of Directors on 5/22/18

Article I Name and Offices
Article II Purposes
Article III Board of Directors
Article IV Employee Structure
Article V Membership
Article VI Indemnification
Article VII Account Books, Minutes, Etc.
Article VIII Fiscal Year
Article IX Designated Contributions
Article X Conflict of Interest
Article XI Severability
Article XII Amendments

Article I- Name and Offices

1.1 Name

The name of the organization shall be 'Epicenter.'

1.2 Principal Office

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

Article II- Purposes

2.1 Non-profit Status

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 Objectives and Roles Within the Community

The corporation will work to establish a more stable and diversified Green River by improving existing housing stock and developing new housing options; fostering economic development by providing assistance to the city and local businesses; and promoting the role of the arts within the community.

2.2.2 Activities and Programming

The corporation will support and assist partner organizations pursuing activities reasonably related to the corporation's purposes and objectives in the city of Green River, 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 reduced fee design and construction services to groups, individuals, and businesses who could not otherwise afford professional design services.

2.2.3 Funding

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

2.2.4 Compliance

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 the overall policy and direction of Epicenter, and will delegate responsibility for day-to-day operations to the Executive Director, qualified employees, volunteers, or committees as determined by the board to be in the best interest of the purpose and objectives of Epicenter.

3.2 Duties

Board members are expected to:

- Implement Epicenter's Mission.
- Serve a supportive role to the Executive Director and programs of Epicenter.
- Attend Epicenter events when possible.
- Provide advice in their area of expertise to the Executive Director in fulfilling his/her vision for Epicenter.
- Attend and participate in at least three of the four quarterly meetings.
- Review and approve the budget each fiscal year and review and approve amendments to the budget if necessary.

3.3 Number of Directors

The number of Board members of the Corporation shall be fixed by the members of the Board, but in no event shall be less than three or more than seven. Any action of the Board of Directors to increase or decrease the number of members, whether expressly by resolution or by implication through the election of additional members, shall constitute an amendment of these bylaws affecting such increase or decrease.

3.4 Composition

Local representation on the board of directors is a priority for Epicenter. "Local" is defined as those residing a majority of their time in Green River or in neighboring communities within 70 miles of Green River. A minimum of one (1) board seat must be held by a local, only then will seats be made available to non-locals. Priority will then be given, in the following order, to candidates residing: regionally, nationally, internationally.

3.5 Public Notice

In the interest of ensuring local and regional representation, Epicenter shall give public notice of the intent to fill existing vacancies on its Board of Directors, listing the vacancies to be filled and the qualifications established for those positions. This shall be done by posting notice on the Epicenter website/blog, social media, flyers around town, and in the form of an announcement in a local public forum (e.g. Green River City Council meeting).

3.6 Expertise

Specific consideration should be given to candidates with experience in at least one of the following areas of expertise:

- Housing and architecture
- Business and economic development
- Arts administration
- Event planning and fundraising
- Local/regional government
- Legal expertise
- Financial expertise
- Previous non-profit experience

3.7 Candidate Interviews

Candidates for Board vacancies shall submit to the Board for review a resume, other pertinent information, and any information requested by the Organization prior to an interview. Candidates may be invited to attend a board meeting, or a specially called meeting, for the purpose of interviewing. Candidates shall not be present for Board discussions regarding their candidacy.

3.8 Tenure

The term for a Board Member is ~~four~~ two (2) years. Each Board Member shall be limited to two consecutive terms for a total of ~~eight~~ four (4) years. After two (2) consecutive terms as a Member of the Board an individual may rejoin the Board after a period of one (1) year.

3.9 Officers

Officers of the Board shall include the Board Chair, ~~Strategist, Visionary~~, Vice Chair, Secretary, 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~~ one year in length. Incumbent Officers may serve consecutive terms, if re-nominated and re-elected by Board majority.

3.10 Duties of Officers

3.10.1 Chair

The Board Chair works in coordination with Epicenter's Executive Director (ED) and the entire Epicenter Board to guide Epicenter in the fulfillment of its mission.

3.10.2 The Chair shall:

- Establish agenda for board meetings in collaboration with ED
- Distributing agenda in accordance with by-laws and policies
- Presiding over board and executive committee meetings
- Facilitating meeting discussions while ensuring completion in a timely manner
- Working in partnership with the ED to make sure board resolutions are carried out
- Calling special meetings if necessary
- Acts as primary contact between ED and Board
- Appoints all committee chairs, and with the ED, recommends who will serve on committees
- Steers the committee for recruiting and selecting the Executive Director
- Facilitates process of ED goal-setting, performance evaluation, and compensation review (inc. coordinates ED's annual performance evaluation)
- Participates in process of identifying candidates to serve as chairperson-elect
- Works with the board and ED to recruit and orient new board members
- Leads the process of board development
- Acts as an alternate spokesperson (to the ED) for the organization (inc. seeking out and connecting with community leaders)
- Consults with board members on their roles and helps them assess their performance
- Arrange for Vice Chair or Secretary to preside over meeting in case of absence

3.10.3 Vice Chair

The Board Vice Chair works with Epicenter's committees and the Board as a whole to guide Epicenter in the fulfillment of its mission.

3.10.4 The Vice Chair shall:

- Attend all board meetings
- Serve on the executive committee if one exists
- Carry out special assignments as requested by the Board Chair (BC)
- Understand the responsibilities of the BC and be able to perform these duties in the BC's absence (inc. fulfills the meeting duties of the BC in absence of the BC)

- Participate as a vital part of the board leadership
- Is involved in the suggestion and creation of committees
- Ensures adequate progress of standing and ad hoc committees
- Acts as ancillary to the BC
- Is appointed BC upon sudden loss of current BC until the next elections
- Facilitates the creation, amendment, and adoption of the strategic plan
- Works with Executive Director (ED) in the creation of measurable outcomes for each program
- Chair the Policies and Procedures Committee
- Along with the Board Secretary and ED:
 - Is sufficiently familiar with organization's legal documents (Articles of Incorporation, Bylaws, IRS letters, etc.) to note applicability during meetings
 - Ensures that the Articles of Incorporation and Bylaws are up to date
 - Ensure that policies and procedures are facilitating work at Epicenter rather than hindering development

3.10.5 Secretary

The Board Secretary assists the ED in developing Epicenter's brand and culture while also acting as record keeper of the organization.

3.10.5 The Secretary shall:

- Attend all board meetings
- Serve on the executive committee if one exists
- Ensure the safety and accuracy of all board records
- Take and archive board minutes; Ensure recording of meeting
- Assume responsibilities of the chair in the absence of the board chair, chair-elect, and vice chair (inc. facilitate board meetings)
- Provide notice of meetings of the board and/or of a committee when such notice is required
- Is sufficiently familiar with organization's legal documents (Articles of Incorporation, Bylaws, IRS letters, etc.) to note applicability during meetings
- Takes minutes to verify accuracy of meetings, oversees record-keeping; is familiar with organizational system for meeting minutes
- Facilitate officer elections during Chair/Vice Chair election year
- Maintain records of board and committee meeting minutes
- Distribute records or legal documents as needed
- Advise Epicenter's media/marketing strategy (inc. review and approve annual reports)
- Assist ED in developing resources to ensure productive, positive, and healthy organizational culture (eg. health insurance)

3.10.6 Treasurer

The Treasurer shall have the care and custody of the money, funds, valuable papers, and documents of the Corporation and shall have and exercise, under the supervision of the Board of Directors, all the powers and duties commonly incident to such office.

3.10.7 The Treasurer shall:

- Attends all board meetings
- Maintains knowledge of the organization and personal commitment to its goals and objectives
- Understands financial accounting for nonprofit organizations (inc. federal reimbursable grants)
- Serves as the chair of the Finance Committee
- Manages, with the Finance Committee, the board's review of and action related to the board's financial responsibilities

- Works with the Executive Director (ED) and the Financial Manager (FM) to ensure that appropriate financial reports are made available to the board on a timely basis
- Presents the annual budget to the board for approval
- Reviews the annual audit and answer board members' questions about the audit
- Oversees the management of the finances of the organization on behalf of the Board
- Recommends financial policies to the Board
- Provides annual budget for Board's approval
- Works with the Financial Manager to ensure that appropriate financial reports are made available to the board on a timely basis.
- Keeps accurate books of account of the Corporation's transactions which shall be the property of the Corporation, and shall be subject at all times to the inspection and control of the Board of Directors

3.11 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.

3.12 Removal from Office

3.12.1 Any Director may resign at any time effective upon the delivery of a written resignation to the Board Chair or Secretary of the Corporation unless otherwise specified in the notice.

3.12.2 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.

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

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

3.13 Regular Meetings

Meetings shall be held quarterly. Board members are expected to attend, either physically or by teleconference, a minimum of three out of the four quarterly 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.

3.14 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.

3.15 Action Without a Meeting

Any action that may be taken by the Board of Directors at a meeting may take place without a meeting if consent in writing, setting forth the action to be taken, shall be signed before such action by a majority of the board.

3.16 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.

3.17 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.

3.18 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.

3.18.1 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).

3.18.2 The committee shall elect, by simple majority, a chairperson to conduct the affairs of the committee.

3.18.3 Committees shall report to the Board of Directors at a frequency requested by the Board.

3.18.4 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.

3.18.5 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.

3.18.6 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

3.19.7 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- Employee Structure

4.1 Executive Director

The Executive Director is hired by the board. The Executive Director has the overall strategic and operational responsibility for Epicenter staff, programs, and execution of its mission. The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The Executive Director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The Executive Director will undergo a yearly evaluation by the Board of Directors in December.

4.2 Supporting Staff

4.2.1 Specialists

In line with a board-approved strategic plan and under the direction of the Executive Director, Specialists oversee long term (multi-year) Epicenter initiatives such as housing development, public relations, human resources, etc. They delegate work to staff and volunteers by approval of the Executive Director. Specialists can be on Epicenter payroll, but may be paid a stipend or salary by partnering organizations such as AmeriCorps.

4.2.2 Community Coordinators

Community Coordinators manage a few short-to-medium term (eg. 6-24 months) projects or programs as assigned to them by the Executive Director. These positions can be seasonal and full-time or part-time, but ideally they are staffed by full-time and year-round employees who live in Green River.

4.2.3 Visiting Artists/Designers

Visiting Artists/Designers are contracted volunteers who receive a stipend (typically \$750-3,000) for working with Epicenter and the Green River community on arts, design, and cultural projects. Visiting Artists/Designers are typically in-residence for one (1) month in a research-based capacity, executing short-term projects; or have multiple working-visits for a specific medium-term (6-18 months) project.

4.2.4 Financial Assistant

The Financial Assistant has the responsibility of day-to-day financial operations. Specific duties are to be outlined in a board-approved Financial Policy and a board-approved Financial Assistant job description.

4.2.5 Financial Manager

The Financial Manager has the responsibilities of financial operations beyond the day-to-day tasks performed by the Financial Assistant. Specific duties are to be outlined in a board-approved Financial Policy and a board-approved Financial Manager job description.

Article V- Membership

5.1 There shall be no members of Epicenter.

Article VI- Indemnification

6.1 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.

7.1 Epicenter shall maintain correct and complete books and records of account.

7.2 Minutes shall be kept of the proceedings of Epicenter's Board of Directors and committees and business meetings of officers.

7.3 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

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

Article IX- Designated Contributions

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

9.2 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

10.1 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.

10.2 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.

10.3 Each director, board member and staff member shall annually (or at time of orientation) sign a statement which affirms such person:

- Has received a copy of the conflict of interest policy,
- Has read and understands the policy,
- Has agreed to comply with the policy, and
- Understands Epicenter is a non-profit organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

10.4 If at any time during the year, the information in the annual statement changes materially, the Executive Director shall disclose such changes and revise the annual disclosure form.

10.5 The Board of Directors and the Executive Director shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.

10.6 All conflict of interest statements shall be made part of the permanent minutes for the annual meeting of Epicenter.

Article XI- Severability

11.1 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

12.1 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.