

**BYLAWS  
OF  
ASSISTANCE LEAGUE® OF SALT LAKE CITY**

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**BYLAWS  
OF  
ASSISTANCE LEAGUE® OF SALT LAKE CITY**

a nonprofit public benefit corporation

**Article 1 Name and Headquarters**

- 1.01 Name.** The name of this corporation is Assistance League of Salt Lake City, a chartered chapter of National Assistance League®.
- 1.02 Principal Office.** The principal office for the transaction of business of this organization is hereby fixed and located at 2060 East 3300 South, Salt Lake City, Utah 84109.

**Article 2 Purpose and Policies**

- 2.01 Purpose.** The purpose of this organization shall be as stated in its Articles of Incorporation: to administer, carry on and control at least one (1) program of philanthropic work in the community.
- 2.02 Policies.**
- (a)** This organization is a tax-exempt, charitable corporation, exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and shall be nonprofit, nonsectarian and nonpolitical in all its policies and activities and not organized for the private gain of any individual or entity.
- (b)** This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or by corporation contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- (c)** This organization shall provide in its Articles of Incorporation that its income, assets and property are irrevocably dedicated to charitable purposes and no part of the net income, assets or property of the chapter shall ever inure to the benefit of any member thereof, or to the benefit of any private persons.
- (d)** Upon the dissolution and winding up of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c) (3) of the Internal Revenue Code and which has established its tax-exempt status under that section.
- (e)** No substantial part of the activities of this organization shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall the organization participate or intervene in any political campaign including publishing or distribution of statements on behalf of or in opposition to any candidate for public office.
- (f)** This organization shall be subject to the following limitations and restrictions:

(1) This organization shall distribute its income for each taxable year at a time and in a manner that will not subject the corporation to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986.

(2) This organization shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986.

(3) This organization shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986.

(4) This organization shall not make any investments that will subject it to tax under Section 4944 of the Internal Revenue Code of 1986.

(5) This organization shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986.

(g) This organization shall support the purpose of National Assistance League.

(h) The activities of this organization shall be conducted without financial benefit to any member.

### **Article 3 Membership**

**3.01 Composition.** This organization shall have members that shall be called voting members and may also have nonvoting members. Membership as a voting or nonvoting member is open without discrimination to all individuals as long as they comply with the responsibilities and standards of membership.

**3.02 Responsibilities and Standards.**

(a) Members shall comply with the responsibilities and standards of membership, including maintaining conduct that enhances the image and reputation of the organization and does not cause it embarrassment; behaving in a civil manner; supporting the harmony, mission and welfare of the organization; and complying with the organization's required policies.

(b) Other responsibilities and standards of membership shall be defined in the standing rules.

(c) The Board of Directors, hereinafter referred to as the Board, has the right in its sole and absolute discretion to:

(1) Deny membership to any person who has demonstrated a disregard for or an unwillingness or inability to comply with the responsibilities and standards of membership; and

(2) Terminate the membership of any member who, after allowing the member to be heard, is determined by the Board to have failed to comply with the responsibilities and standards of membership.

**3.03 Suspension of Membership.** The Board has the right in its sole and absolute discretion to suspend a member from all privileges and rights of membership who the Board

determines has not complied with the responsibilities of membership. Such action may be taken only after a hearing by the Board following fifteen (15) days written notice to the member involved of the time and place of such hearing. Suspension of membership may not take effect for at least five (5) days after such hearing. A member's membership in Assistance League may be suspended for a period not to exceed ninety (90) days.

- 3.04 Termination of Membership.** Following the period of suspension, a member who fails to comply with bylaws, policies and standards of Assistance League may have membership terminated by a three-fourths (3/4) vote of the Board, if such action is deemed in the best interest of the organization. Such action may be taken only after a hearing by the Board following fifteen (15) days' written notice to the member involved of the time and place of such hearing. Termination of membership may not take effect for at least five (5) days after such hearing. All rights and privileges of a member shall cease on the termination of membership.
- 3.05 Age Limit.** This organization shall have no age requirements; however, it may be so organized that the membership may be divided into various groups of age compatibility in accordance with applicable law.
- 3.06 Leave of Absence.** The Member Services Committee may grant or deny requests for temporary leaves of absence to voting members for travel, illness or to meet emergency needs. While on leave of absence, a voting member shall continue to pay dues and may attend chapter meetings and vote and shall be counted in the quorum when present. Other financial obligations shall be optional with the chapter.
- 3.07 Penalties.** Any member who is more than sixty (60) days delinquent in any chapter obligation, without reasons deemed good cause by the Board, shall, by action of the Board, forthwith be suspended from all privileges of the chapter. The Recording Secretary shall notify such member, in writing, of the suspension. Upon satisfactory discharge of the delinquent chapter obligations within thirty (30) days after notice of suspension, all privileges of chapter membership shall be restored. If delinquent chapter obligations are not met within thirty (30) days after notice of suspension, the membership of such member shall be terminated.
- 3.08 Dual Membership.** Chapter members may hold membership in more than one (1) chapter and/or auxiliary. Such members shall declare a primary chapter and/or auxiliary.

#### **Article 4 Board**

- 4.01 Governing Body.** The Board shall be the governing body of this organization. It shall be composed of the officers and the Elective Standing Committee Chairs. Only elected members of the Board shall attend Board meetings and have a vote. The Parliamentarian shall attend Board meetings in a nonvoting capacity.
- 4.02 Powers.** The Board shall be subject to the powers and functions as prescribed by the bylaws.
- 4.03 Policies and Standards.** The Board shall have the power to establish and maintain policies and standards.

- 4.04 Management.** The Board shall have the responsibility for the general management of the corporation and the power to act for the corporation between meetings of the membership.
- 4.05 Terms of Office.** Members of the Board shall hold office for a term of one (1) year or until their successors are elected and assume office. They shall assume office June 1. No member shall be eligible to serve more than two (2) consecutive terms in the same office.
- 4.06 Meetings.** Regular meetings of the Board shall be held on Thursday, four (4) days prior to the regular meeting, unless otherwise directed by the Board.
- 4.07 Conduct of Meetings.** Members of the Board may participate in a meeting through electronic means using telephonic and/or video teleconferencing so long as all members participating in such meeting can communicate with one another. Final discussion and vote shall be by simultaneous aural communications among all participating members. Such participation shall constitute personal presence at the meeting.
- 4.08 Special Meetings.** Special meetings of the Board may be called by the President and shall be called upon the written request of two (2) members of the Board, provided notice of such special meetings shall have been given to each Board member at least two (2) days prior thereto.
- 4.09 Quorum.** A majority of the Board shall constitute a quorum.
- 4.10 Vacancies.** Vacancies on the Board, except in the office of President, shall be filled by majority vote of the Board. The office of President shall be filled by the President-Elect, and the Board shall fill the vacancy thus created.
- 4.11 Executive Committee.** The Executive Committee shall be composed of the officers of the Board. This committee shall have the power of the Board between meetings of the Board. Four (4) members shall constitute a quorum. The Parliamentarian shall attend Executive Committee meetings in a nonvoting capacity.

## **Article 5 Nominations and Elections**

- 5.01 Nominating Committee.** In September, the Nominating Committee shall be elected. Two (2) members and one (1) alternate shall be elected by and from the Board and three (3) members and one (1) alternate elected by and from the voting membership. The Chair and Vice-Chair shall be elected by and from the Nominating Committee. No member shall be eligible to serve two (2) consecutive years. The previous year's Nominating Committee Chair shall call the first meeting of the Nominating Committee for the ensuing year.
- 5.02 Slate.** In March, the Nominating Committee shall submit its slate of nominees for offices on the Board. All nominees must be voting members. Only one (1) nominee shall be elected to each office. These offices are President-Elect; First Vice President, Philanthropic Programs; Second Vice President, Community Relations; Third Vice President, Member Services; Recording Secretary; Treasurer; and the Elective Standing Committee Chairs: Assisteens Liaison, Bylaws, Strategic Planning, Technology, and Thrift Shop. This slate shall include delegates, one of which shall be the President, and alternates to represent the chapter at the annual or special meetings of National

Assistance League. The Consociates Chair shall be that auxiliary's voting representative to the Board. The Assisteens Liaison shall be the Assisteens' voting representative to the Board.

- 5.03 Notice.** The committee Chair shall submit a copy of the slate of nominees to the Recording Secretary and to each voting member at least one (1) month prior to the election meeting or at the previous regular meeting.
- 5.04 Petition Process.** Ten percent (10%) or more of chapter members eligible to vote may nominate, by signed petition, an additional nominee for an office on the Board, or for a delegate or alternate, by mailing such petition together with the written consent of the nominee to the Recording Secretary at least ten (10) days prior to the election meeting. No member shall sign more than one (1) nominating petition in a fiscal year.
- 5.05 Election Meeting.** The Board shall be elected at the election meeting in April.
- 5.06 Voting.** Elections shall be by voice vote, except when a nominating petition shall have been received, in which event the vote for the contested office shall be by ballot.

## **Article 6 Officers and Their Duties**

- 6.01 President.** The President shall:
- (a) Be chief executive officer of the corporation;
  - (b) Preside at meetings of the Board and membership;
  - (c) Appoint, with Board approval, the Chairs of the Appointive Standing Committees, unless otherwise provided in these bylaws;
  - (d) Appoint special committees by direction of the Board or membership;
  - (e) Appoint a Parliamentarian;
  - (f) Appoint an Assistant Treasurer, unless otherwise provided in these bylaws.
  - (g) Sign legal documents with the Recording Secretary;
  - (h) Be authorized to open and close accounts at all chapter financial institutions with the Recording Secretary and Treasurer;
  - (i) Be authorized to sign checks with the President-Elect, Recording Secretary or Treasurer;
  - (j) Be, ex officio, a member of all committees except the Nominating Committee;
  - (k) Present an annual report of corporate activities to the membership;
  - (l) Submit to the national office the **Chapter Year-End Summary** within thirty (30) days following the end of the corporation's fiscal year;
  - (m) Confirm that appropriate Chapter Hub updates have been made to the Board



Roster within 30 days following the election and for any changes throughout the year;

- (n) Serve as delegate to the annual and special meetings of National Assistance League;
- (o) Appoint, with Board approval, two (2) members to serve on the Strategic Planning Committee;
- (p) Appoint, with Board approval, two (2) members to the Finance Committee; and
- (q) Appoint a chapter Historian.
- (r) Have access to all login (user ID and password) information for all online accounts that are used to conduct Assistance League business.

**6.02 President-Elect.** The President-Elect shall:

- (a) Serve as President the year following the term of office as President-Elect;
- (b) Be authorized to sign checks with the President, Treasurer or Recording Secretary;
- (c) Be, ex officio, a member of all committees except the Nominating Committee;
- (d) Be the House Operations Committee representative to the Board; and
- (e) Report at meetings of the Board and membership.

**6.03 First Vice President, Philanthropic Programs.** The First Vice President shall:

- (a) Chair the Philanthropic Programs Committee;
- (b) Appoint, with Board approval, Chairs of Philanthropic Programs committees: Act III, Book Bank, Brighter Tomorrows, Educational Scholarships, Eye on the Community, Operation Healthy Teeth, Operation School Bell®;
- (c) Coordinate and advise Philanthropic Programs committees;
- (d) Be a member of the Philanthropic Programs committees; and
- (e) Report at meetings of the Board and membership.

**6.04 Second Vice President, Community Relations.** The Second Vice President shall:

- (a) Chair the Community Relations Committee;
- (b) Appoint, with Board approval, Chairs of the Community Relations committees: Fund Development, Special Events, and Marketing and Branding; and the Donor Relations Administrator;
- (c) Coordinate fundraising, marketing/branding activities, special events, and donor

relations administration;

- (d) Be a member of the Community Relations committees; and
- (e) Report at meetings of the Board and membership.

**6.05 Third Vice President, Member Services.** The Third Vice President shall:

- (a) Chair the Member Services Committee;
- (b) Appoint, with Board approval, Chairs of the Member Services committees: Events and Education Chair, New Member Orientation Chair, Mentor Program Coordinator; the Corresponding Secretary; the Volunteer Hours Recorder; the Roster and Dues Administrator; and the Chapter Newsletter Editor.
- (c) Be a member of the Member Services committees; and
- (d) Report at meetings of the Board and membership;

**6.06 Presiding Officer of Meetings.** In the absence of the President and President-Elect, Vice Presidents shall serve in the order of their office.

**6.07 Recording Secretary.** The Recording Secretary shall:

- (a) Record the minutes of the Board and regular meetings and permanently maintain the original minutes;
- (b) Be custodian of the records of the corporation excluding financial records;
- (c) Sign legal documents with the President;
- (d) Be authorized to open and close accounts at all chapter financial institutions with the President and Treasurer;
- (e) Confirm certification immediately following receipt of the call to the annual or special meeting of National Assistance League, the names of the chapter delegates and alternates to the National Secretary;
- (f) Confirm submission to the national office within thirty (30) days after their election a list of names and mailing addresses of members of the Board; and
- (g) Be authorized to sign checks with the President, President-Elect or Treasurer.

**6.08 Treasurer.** The Treasurer shall:

- (a) Be chief financial officer of the corporation;
- (b) Be responsible for monitoring the collection and disbursement of all funds;
- (c) Be responsible for the financial records of the corporation;
- (d) Be authorized to open and close accounts at all chapter financial institutions with the President and Recording Secretary;

- (e) Be authorized to sign checks with the President, President-Elect and Recording Secretary;
- (f) Be responsible for the filing of required tax forms;
- (g) Be a member of the Finance Committee;
- (h) Confirm that appropriate Chapter Hub updates have been made to the membership records by June 1 and throughout the year;
- (i) Submit to the national office within four and one-half (4½) months following the end of the fiscal year required documents;
- (j) Present financial reports at meetings of the Board and membership;
- (k) Appoint, with Board approval, the Chair of the Finance Committee; and
- (l) Appoint, with Board approval, the Assistant Treasurers.

## **Article 7 Indemnification**

- 7.01 Indemnification of Officers, Directors, Employees and Agents.** To the extent allowed by the state law, the Board of the chapter shall have the authority to indemnify any officer, director or agent duly authorized by the Board who was or is made a party to any proceeding in any action, other than an action brought by or on behalf of the national organization or the chapter, by reason of the fact that such person was such an officer, director or agent, at the time of the occurrence constituting the cause of action, against all expenses, judgments, settlements and/or liability reasonably incurred in connection with the proceeding. The authority to indemnify shall be exercised by the Board on the basis of each such occurrence. Indemnification shall not include reasonable attorneys' fees paid or incurred by such persons if the Board agrees to and does provide an attorney to defend such action at the expense of the chapter.
- 7.02 Indemnification of National Assistance League.** The chapter agrees to defend and indemnify and hold National Assistance League, and its officers, directors, members, employees and agents (collectively, "National Assistance League Indemnified Parties") harmless against any charges, damages, costs and expenses (including reasonable attorney's fees and court costs), liability or loss which any National Assistance League Indemnified Party may suffer, sustain or become subject to as a result of or arising out of any action or inaction of such chapter. In any action or proceeding relating to the foregoing indemnity, and brought against any National Assistance League Indemnified Party, the National Assistance League Indemnified Party shall have the right to (a) participate in the defense of such action or proceeding with attorneys of its own choosing or (b) defend itself in any action or proceeding with attorneys of its own choosing.

## **Article 8 Standing and Special Committees**

- 8.01 Committee Composition.** Members of each committee shall be appointed by the Chair with approval of the Board unless otherwise provided in these bylaws. The composition of the committee shall include those who serve by virtue of office as specified in the Bylaws and/or members as deemed necessary. Ex officio members of committees are

voting members of the committee. Elected standing committee chairs shall serve on the Board.

## **8.02 Elective Standing Committees.**

**(a) Philanthropic Programs.** The First Vice President, Philanthropic Programs shall chair this committee. This committee shall be composed of Act III, Book Bank, Brighter Tomorrows, Educational Scholarships, Eye on the Community, Operation Healthy Teeth and Operation School Bell® Chairs.

**(b) Community Relations.** The Second Vice President, Community Relations shall chair this committee. This committee shall be composed of the Fund Development, Special Events, and Marketing and Branding Chairs and Donor Relations Administrator and members as deemed necessary to raise funds.

**(c) Member Services.** The Third Vice President, Member Services shall chair this committee. This committee shall be composed of the Events and Education Chair, New Member Orientation Chair, Mentor Program Coordinator, Corresponding Secretary, Volunteer Hours Recorder, Roster and Dues Administrator, Chapter Hub Administrator, Chapter Newsletter Editor, and members as deemed necessary to support membership stability, recruitment and growth; maintain membership standards as prescribed in Chapter and National Assistance League bylaws and policies; provide training and education; plan social events and activities for chapter members; and prepare and distribute the chapter newsletter.

**(d) Consociates Chair.** The Consociates Chair shall chair this committee. The duties of this committee shall be to coordinate the policies and activities of the chapter and the Consociates Auxiliary. The Consociates Chair shall be elected by and from the Consociates Auxiliary and shall serve as the Consociates Auxiliary voting representative on the Board.

**(e) Assisteens Liaison.** The Assisteens Liaison shall chair this committee. The duty of this committee shall be to coordinate the policies and activities of the chapter and the Assisteens Auxiliary. The Assisteens Liaison shall be elected by and from the chapter and shall serve as the Assisteens Auxiliary voting representative on the Board.

**(f) Bylaws.** The Bylaws Chair shall chair this committee. This committee shall be composed of the Parliamentarian and members as deemed necessary to amend chapter bylaws, standing rules, and policies as directed by the Board and membership and review and update job descriptions.

**(g) Strategic Planning.** The Strategic Planning Chair shall chair this committee, two members of which shall be appointed by the President. The duties of the committee shall be to develop a strategic plan for the chapter's future growth and direction; organize the biennial evaluation of philanthropic programs and fundraising activities; and conduct market research relevant to the organization.

**(h) Technology.** The Technology Chair shall chair this committee. This committee shall be composed of the Website Administrator, Master Data File (MDF) Administrator, Email Marketing Administrator, and others deemed necessary to manage and provide support for all technology platforms (installed and online); maintain computers, copiers and printers; update the MDF and serve the technology needs of all chapter committees.

**(i) Thrift Shop.** The Thrift Shop Chair shall chair this committee. This committee shall be composed of an Assistant Treasurer and members as deemed necessary to operate the Thrift Shop. The Chair shall serve as a member of the House Operations Committee and the Finance Committee.

### **8.03 Appointive Standing Committees.**

#### **(a) Philanthropic Programs Committees.**

**(1) Act III.** This committee shall be composed of the Chair and members as deemed necessary to prepare and present entertainment programs to residents in care facilities.

**(2) Book Bank.** This committee shall be composed of the Chair and members as deemed necessary to plan and implement a literacy program for children and purchase appropriate books.

**(3) Brighter Tomorrows.** This committee shall be composed of the Chair and members as deemed necessary to provide appropriate clothing and other personal supplies for referred individuals returning to the workforce or school. If a need arises within an agency that has an agreement with this program, additional goods may be provided as funds are available.

**(4) Educational Scholarships.** This committee shall be composed of the Chair and members as deemed necessary to administer the Assistance League of Salt Lake City Scholarships program.

**(5) Eye on the Community.** This committee shall be composed of the Chair and members as deemed necessary to provide aid in response to identified or emerging community needs that are not met by other Assistance League of Salt Lake City programs.

**(6) Operation Healthy Teeth.** This committee shall be composed of the Chair and members as deemed necessary to facilitate the provision of dental treatment and/or dental hygiene education to referred individuals.

**(7) Operation School Bell<sup>®</sup>.** This committee shall be composed of the Chair and members as deemed necessary to provide new clothing, supplies and other needs to school children.

#### **(b) Consociates Auxiliary Philanthropic Programs.**

**(1) Assault Survivor Kits<sup>®</sup>.** This committee shall be composed of the Chair and members as deemed necessary to purchase and provide clothing and hygiene articles to selected agencies for victims of assault.

**(2) Baby Bundles.** This committee shall be composed of the Chair and members as deemed necessary to purchase and provide newborn layette items to selected agencies and hospitals for distribution to newborns in need.

**(c) Assisteens Auxiliary Philanthropic Programs.**

**(1) Assisteens® Turning Compassion into Action.** This committee shall be composed of the Chair, Assisteens Coordinator and Assisteens' members as deemed necessary to provide community service projects to children, teens, and adults.

**(d) Community Relations Committees.**

**(1) Fund Development.** This committee shall be composed of the Chair and members as deemed necessary to apply for grants to support philanthropic programs.

**(2) Special Events.** This committee shall be composed of the Chair and members as deemed necessary to plan fundraising events and, with approval of the Board and membership, implement such plans.

**(3) Marketing and Branding.** This committee shall be composed of the Chair and members as deemed necessary to promote public awareness of the chapter and its activities including development of the Annual Report and marketing materials and review prior to distribution of all public written or electronic documents to ensure accurate information.

**(4) Donor Relations.** This committee shall be composed of the Administrator and others deemed necessary to maintain donor lists and acknowledge donations and gifts.

**(e) Member Services Committees.**

**(1) Events and Education.** This committee shall be composed of the Chair and members as deemed necessary to plan member education and social events and activities, including regular meeting speakers, luncheons, and the annual meeting.

**(2) New Member Orientation.** This committee shall be composed of the Chair, a Mentor Program Coordinator, and members as deemed necessary to orient and process prospective and new members, educate them regarding Chapter and National Assistance League practices and programs, promote new members' committee participation, and conduct a mentor program which pairs new members with chapter mentors as requested.

**(3) Corresponding Secretary.** The Corresponding Secretary shall write chapter social correspondence.

**(4) Volunteer Hours Recorder.** The Volunteer Hours Recorder shall record and report member and community volunteer hours and report annual total hours to the President by the end of the fiscal year.

**(5) Roster and Dues Administrator.** The Roster and Dues Administrator shall: prepare and distribute a member directory; collect dues; and initiate background checks; maintain member information, including auxiliaries, on Chapter Hub; submit to the Treasurer and Third Vice President, Member Services updated membership reports on or before June 1 and throughout the fiscal year as

necessary; and update chapter Board positions within thirty (30) days of their election.

**(6) Chapter Newsletter Editor.** The Chapter Newsletter Editor shall prepare and distribute a newsletter of chapter activity, providing information on topics of interest to all members.

**(f) Finance Committee.**

**(1) Finance.** This committee shall be composed of the Chair, Treasurer, Assistant Treasurers, two (2) members appointed by the President, and other members as deemed necessary to be responsible for the overall financial planning of the chapter. Annual corporate (including auxiliaries) budgets (operating and capital expenditures) shall be approved by the Board and membership prior to the beginning of the fiscal year. Annual auxiliary budgets shall be approved by the auxiliary governing body and membership and presented to the chapter Finance Committee to be included in the annual corporate budgets. The annual budget shall be posted thirty (30) days prior to being presented to the Board for approval at its April meeting and to the membership for approval at its April meeting.

**(2) Assistant Treasurers.** The Treasurer shall appoint, with Board approval, Assistant Treasurers as deemed necessary to perform the duties of the Finance Committee. One Assistant Treasurer shall assist the Treasurer and record the Thrift Shop finances and serve as a member of the Finance Committee and the Thrift Shop Committee.

**(g) House Operations Committee.** This committee shall be composed of the Chair and members as deemed necessary to oversee the maintenance, operation, security, and improvements of properties, including buildings and their contents, and grounds. The President-Elect, Member Services Chair, Technology Chair, Thrift Shop Chair, and Operation School Bell Chair shall be members of this committee. The President-Elect shall serve as the committee representative to the Board.

**(h) Human Resources Committee.** This committee shall be composed of the Chair and members as deemed necessary to serve in an advisory role to the Board and others. This committee shall assist with and/or oversee human resources activities, including recruitment of paid staff, compensation, performance evaluation, and employee/member relations. The President and President-Elect shall be members of this committee. The President shall serve as the committee representative to the Board.

**8.04 Special Committees.** The President shall appoint special committees by direction of the Board or membership.

**8.05 Committee Quorum.** A majority of the committee members shall constitute a quorum. Ex officio members are not counted when constituting or determining a quorum.

## **Article 9 Meetings**

**9.01 Regular Meetings.** Regular meetings shall be held on the third Monday of each month, except for January and February meetings, which shall be held on the fourth Monday. Regular meetings shall not be held in July and December unless otherwise directed by the Board, with membership approval. With Board approval, the President may move a Regular Meeting that falls on a federal holiday to the fourth Monday of the month.

- 9.02 Election and Annual Meetings.** The regular meeting in April shall be known as the election meeting, and the regular meeting in May shall be known as the annual meeting.
- 9.03 Conduct of Meetings.** Members of governing bodies and committees may participate in a meeting through electronic means using telephonic and/or video teleconferencing so long as all members participating in such meeting can communicate with one another. Final discussion and vote shall be by simultaneous aural communications among all participating members. Such participation shall constitute personal presence at the meeting.
- 9.04 Special Meetings.** Special meetings may be called by the President and shall be called upon the written request of ten (10) voting members. The purpose of the meeting shall be stated in the call. Except in emergencies, at least three (3) days' notice shall be given.
- 9.05 Voting Rights.** There shall be no vote by proxy.
- 9.06 Quorum.** Voting members present shall constitute a quorum.
- 9.07 Action by Vote by Mail or Electronic Transmission.** The Board may determine that membership vote on an issue(s) should be conducted by vote by mail or electronic transmission rather than through discussion and vote at a regular or special meeting of the membership. If the Board determines to move forward with such action, the following procedure shall be followed:
- (a)** The Board may pass a motion to implement this provision to conduct business, including the election of officers and other board members, through use of a vote by mail or electronic transmission conducted in accordance with applicable provisions of the state Corporations Code instead of through an in-person meeting of members. The motion shall include a fixed date that shall be treated as the date of the meeting of members for all purposes under these bylaws and a fixed date when the ballots will be distributed.
  - (b)** The corporation shall distribute a written ballot to every voting member who is entitled to vote on the matter. It is permissible for the ballot and any related material to be sent by electronic transmission and for responses (votes) to be returned to the corporation by electronic transmission. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the corporation.
  - (c)** Approval of the written ballot pursuant to this provision shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
  - (d)** Ballots shall be solicited in a manner consistent with any requirements of the state Corporations Code. All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of officers and board members, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.



(e) A ballot that has been submitted may not be revoked.

(f) With regard to the filing of a nominating petition in accordance with Section 5.04, such petition must be submitted to the Recording Secretary by mail or electronic transmission not later than ten (10) days prior to the date specified in the notice for distribution of the ballots.

(g) If there is any vote required other than election of the officers and board members, or if a qualifying nominating petition has been received by the Recording Secretary, the corporation shall provide an appropriate means for members to ask questions and/or seek additional information from the Board and to share comments with other voting members. It is permissible for this to be accomplished either:

(1) Through an information meeting(s) that can be held in person or through electronic means, including through the use of telephonic and/or video conferencing, so long as all members participating in such meeting(s) can communicate with one another; or

(2) Through periodic email updates from the Board to the membership or through posting of updates to the chapter website.

## Article 10 Finance

**10.01 Fiscal Year.** The fiscal year of this organization shall be from June 1 through May 31.

**10.02 Dues and Fees.** Annual dues shall be payable on or before March 1 and become delinquent at the close of the April regular meeting.

Dues:

Voting	Seventy-five dollars	<u>\$ 75</u>
Nonvoting		
Consociates Auxiliary	Fifty-five dollars	<u>\$ 55</u>
Assisteens Auxiliary	Twenty-five dollars	<u>\$ 25</u>

Dues for new members joining after December 1 shall be reduced by one-half (1/2) and shall include National Assistance League per capita pro rata dues of twenty dollars (\$20) and five dollars (\$5) for Assisteens. Dues for new members joining between March 1 and May 31 shall be ten dollars (\$10.00). Dues for new members joining Consociates Auxiliary and/or Assisteens Auxiliary between March 1 and May 31 shall be ten dollars (\$10.00).

Members holding membership in more than one (1) chapter shall pay National Assistance League dues only to primary chapter or auxiliary.

Dues are nonrefundable, except as deemed necessary after a failed background check.

**10.03 National Assistance League Dues.** Annually, the corporation shall pay to National Assistance League per capita dues of forty dollars (\$40), and ten dollars (\$10) per capita Assisteens. The corporation shall pay to National Assistance League per capita pro rata dues of twenty dollars (\$20) (and five dollars (\$5) per capita Assisteens) for members joining after December 1. Per capita dues shall be waived for all new members joining between March 1 and May 31.

- 10.04 Requirements.** The corporation shall maintain a sound financial position and shall have a Certified Public Accountant audit or review its financial statements annually. The corporation shall submit an annual report to members, as required by state Corporations Code.
- 10.05 Delegates and Alternates.** The chapter, at its own expense, shall send its delegate(s) and may send its alternate(s) to the annual meeting and special meetings of National Assistance League.
- 10.06 Proposed Expenditures.** Proposed unbudgeted expenditures in excess of five hundred dollars (\$500) shall be presented to the Board and membership for approval.
- 10.07 Fundraising Agent.** The corporation shall not act as a fundraising agent for individuals or other organizations.
- 10.08 Proposed Capital Expenditures.** Expenditures for capital improvements and non-recurring operating expenditures over three thousand dollars (\$3,000) shall be put out for bid to three (3) reputable companies. Such expenditures shall be reviewed by the House Operations and Finance Committees before presentation to the Board and membership for approval.
- 10.09 Contracts.** The President and Recording Secretary shall sign all contracts for the corporation in advance of any payment.

#### **Article 11 Auxiliaries**

- 11.01 Formation and Purpose.** The chapter may form auxiliaries. An auxiliary name shall identify the auxiliary as an auxiliary of the chapter. Auxiliaries shall support chapter programs and activities.
- 11.02 Administration and Procedures.**
- (a) Each auxiliary shall have its own governing body for administrative purposes. An auxiliary shall be governed by the bylaws of the corporation. Auxiliary policies and standards shall not be in conflict with the bylaws, policies, procedures and standards of the chapter.
  - (b) Each auxiliary shall establish **Policies for Adult Auxiliaries** or **Policies for Assisteens Auxiliaries**. These policies shall set forth procedures to:
    - (1) Nominate and elect members of the governing body;
    - (2) Conduct governing body meetings;
    - (3) Establish and operate committees;
    - (4) Conduct meetings of the membership; and
    - (5) Ensure fiscal compliance.
  - (c) **Policies for Adult Auxiliaries** and **Policies for Assisteens Auxiliaries**, and any proposed amendments thereto, shall be written by the auxiliary and submitted to the Chapter Board for approval prior to a vote of the auxiliary

membership.

- (d) Adoption of **Policies for Adult Auxiliaries** and **Policies for Assisteens Auxiliaries**, Auxiliary, and any amendments thereto, by the auxiliary, shall be by majority vote of the members of the auxiliary.

**11.03 Board Representative.** Each auxiliary shall have a voting representative on the Board, either a Chapter Liaison to Auxiliary, elected by and from the chapter, or a member elected by and from auxiliary.

**11.04 Assisteens Auxiliary.** The use of the name "Assisteens Auxiliary" shall include the words, "an auxiliary of Assistance League of Salt Lake City." Members may be in the seventh (7<sup>th</sup>) through twelfth (12<sup>th</sup>) grades and young people in a similar age range as the specified grades. The Assisteens Auxiliary shall be represented on the Board by the Assisteens Liaison.

**11.05 Consociates Auxiliary.** The name of the auxiliary shall include the words, "an auxiliary of Assistance League of Salt Lake City."

### **Article 12 Advisory Council**

**12.01 Advisory Council.** An Advisory Council, composed of a minimum of five (5) representative members of the community, including an attorney, shall serve the corporation in an advisory capacity. Members shall serve for a three (3) year term. Members shall be selected and approved by the Board. Vacancies on this council shall be filled by vote of the Board.

### **Article 13 National Assistance League**

**13.01 Determining Delegates.** Unless otherwise provided in these bylaws, the chapter shall elect at its election meeting, to serve for one (1) year, a voting delegate, and an alternate thereto, for up to one hundred (100) of the chapter's membership (but not less than one (1) voting delegate and with the membership rounded off to the next highest hundred for such determination), to represent the chapter at annual and special meetings of National Assistance League. Additional delegates/alternates shall be elected for each one hundred (100) additional members, and if there are additional members in excess of those divisible by one hundred (100), one additional delegate/alternate shall be elected if there are fifty-one (51) or more additional members. The President shall be nominated as one of the delegates.

**13.02 Delegate Vacancies.** Should neither the delegate nor the alternate be available to serve, the Board may elect another delegate who shall be certified to the National Secretary at least twenty-four (24) hours prior to the annual meeting and special meetings of National Assistance League.

**13.03 Votes Per Member-Delegates.** The chapter shall be entitled to that number of votes equal to its number of delegates.

### **Article 14 Bylaws and Amendments**

**14.01 Bylaws for Chapters.** The chapter shall be governed by these bylaws. The bylaws shall not be in conflict with any federal laws or laws of the state in which the corporation is incorporated. Conflicts unresolved by a standing committee to be determined by the

National Board shall be referred to the National Board for resolution, and the decision of this body shall be final. In the event of any conflict, the laws of the state shall prevail.

**14.02 Amendments and Revisions.** These bylaws may be amended or new bylaws adopted at any regular meeting, or at any special meeting called for that purpose, provided that written notice of each proposed amendment or the proposed new bylaws shall have been given to each voting member at least thirty (30) days prior to the date of any such meeting, or at the previous regular meeting.

### **Article 15 Parliamentary Authority**

**15.01 Parliamentary Authority.** The rules contained in the current edition of *Roberts Rules of Order* shall govern the chapter in all cases to which they are applicable and in which they are not inconsistent with or in conflict with these bylaws, the Articles of Incorporation, the law (including the law of the State of Utah) and any special rules of order the chapter may adopt.

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