

BYLAWS
OF
SUGAR HOUSE PARK AUTHORITY
(August 2021)

In conjunction with the amending and restating of its Articles of Incorporation, and in the interest of fulfilling its objectives and purposes as long defined by said Articles of Incorporation, the Sugar House Park Authority (the “Park Authority”) hereby sets forth its rules of operation for its Board of Trustees by establishing these bylaws:

BYLAW I - Composition

The corporation shall be governed by a Board of Trustees (the “Board”), whose sitting members shall be the only members of the corporation. The Board shall make every attempt to maintain a membership of nine (9) trustees, but at no time may the membership drop below five (5) trustees. The Board shall be composed of the following members:

- a. one representative employed by Salt Lake County, as appointed by the Mayor or administration of Salt Lake County;
- b. one representative employed by Salt Lake City, as appointed by the Mayor or administration of Salt Lake City;
- c. seven (7) members of the public, residing in Salt Lake County, State of Utah, who have been appointed by the sitting Board by majority vote at a regularly scheduled board meeting or special meeting, and whose appointments have subsequently been ratified by both the Salt Lake City Council and the Salt Lake County Council.

BYLAW II – Compensation

No part of the net income of the corporation shall inure to the benefit of any trustee, officer or individual. No trustee or officer shall be entitled to receive any pecuniary profit or compensation for services rendered as a trustee or officer, except for reimbursement for reasonable out-of-pocket expenses incurred on behalf of the corporation.

No trustee or officer shall be held personally or individually liable for the debts or obligations of the corporation.

BYLAW III - Terms

Each trustee who is a member of the public appointed under Bylaw I(c) shall serve a term of four (4) years on the Board, commencing when he or she is appointed.

Each trustee who is a member of the public appointed under Bylaw I(c) is limited to two (2) terms as a trustee and no more than eight (8) years of tenure on the Board. If reappointed by the Board to a second term, the trustee's reappointment must also be ratified by the Salt Lake City and County Councils.

The trustees representing Salt Lake County and Salt Lake City shall serve at the pleasure of their respective governing entities and thus have no defined term of service to the Board.

A trustee may resign his position on the Board by delivering a written notice of resignation to the Board. In replacing a resigned trustee who is a member of the public appointed under Bylaw I(c), the Board may appoint a new trustee to fill either the unexpired term of the resigned trustee or to serve a full four-year term.

The term of any trustee who is a member of the public appointed under Bylaw I(c) may be terminated by the other sitting members of Board of Trustees for good cause and only after notice and an opportunity to be heard has been provided. Only Salt Lake County may terminate the service of its representative trustee and appoint a replacement trustee. Only Salt Lake City may terminate the service of its representative trustee and appoint a replacement trustee.

In electing a new trustee, whether to fill an unexpired term or a full four-year term, the Board shall strive to maintain a Board rotation by which no more than two trustees leave the Board in a given calendar year.

BYLAW IV- Officers

At its meeting in November of each calendar year, the Board shall elect from among the trustees a president, a vice president, and a treasurer of the Board. It shall also select a secretary who need not be a trustee. The officers shall serve until the November meeting of the next calendar year.

The president, vice president, and treasurer shall be legally entered as signatories on the corporation's checkbook, and, as such, each of the three shall obtain a fidelity bond, written by a surety company, upon taking office. The fidelity bond for the president and vice president shall be in an amount of not less than \$10,000, and the fidelity bond for the treasurer shall be in an amount of not less than \$25,000. The premium for these fidelity bonds shall be paid by the corporation.

The president of the Board shall be responsible for setting the agenda for Board meetings and presiding over those meetings. In keeping with Paragraph 9 of the 1957 tri-party agreement establishing the Park Authority, the president shall ensure that all of the corporation's proceedings, actions and operations are accessible to officials of Salt Lake City and Salt Lake County and that an annual report of the Park Authority's operations is provided to the City and County, not less than five copies each, by March 31 of the following year. In addition, the president shall ensure that a copy of the Park Authority's annual audit is provided to the City and the County, and to the State Auditor's office.

The vice president of the Board shall assume the duties and responsibilities of the president in the event that the president is unable to fulfill his or her duties until such time as the president is able to resume his or her duties or a new president is elected.

The treasurer shall report on the corporation's finances regularly to the Board. The treasurer shall be responsible for creating an annual budget in a timely manner so that the Board may pass the budget and have it conveyed to Salt Lake City and Salt Lake County with the Park Authority's annual requests to Salt Lake City and Salt Lake County for funding allocations.

The secretary shall be responsible for (1) preparing and maintaining (a) minutes of the Board's meetings and (b) other records and information required by law to be kept by the Park Authority, and (2) authenticating records of the Park Authority.

BYLAW V - Meetings

The Board shall meet on a monthly basis, 10 times per year with no meeting occurring in July or December, at a regular time and place as determined by the Board. If any trustee fails to attend at least 8 of the 10 meetings in a calendar year, that failure shall constitute good cause for the Board to consider terminating that trustee's term.

The president may call a special meeting of the Board, provided that no less than 48 hours written notice is given to the trustees of the special meeting.

A majority of trustees shall constitute a quorum of the Board, and any action taken by the Board shall require a majority vote of the quorum.

All meetings of the Board shall be open to the public. In scheduling and conducting its meetings, the Board is subject to the requirements of the Utah Open and Public Meetings Act.

BYLAW VI - Committees

The president of the Board may from time to time appoint standing or temporary committees, comprised of not fewer than one and no more than four trustees, and may include ad

hoc volunteers who are not trustees, to address matters that may require focused attention. Committees shall be advisory in nature; recommended actions by a committee must be approved by the Board before taking effect. Committees shall not comprise a quorum of the Board.

BYLAW VII - Amendment

The Board may amend these bylaws at any regular meeting of the Board, by a two-thirds vote of the trustees present. Any proposed amendment to Article I of these bylaws shall also require the approval of the Salt Lake City Council and the Salt Lake County Council.