OPERATIONAL GUIDELINES
OF
THE SALT LAKE COUNTY ARTS & CULTURE ADVISORY BOARD

ARTICLE I. FORMATION OF BOARD, DELEGATION OF AUTHORITY, MEMBERSHIP, RIGHTS OF MEMBERS, ETC.

Section 1. Name, Authority, and Purpose of Board. The name of the organization shall be the Salt Lake County Arts & Culture Advisory Board (the "Board"). The Board was established by the Salt Lake County Governing Board, hereafter known as the Salt Lake County Mayor and Salt Lake County Council ("County Governing Board") for the purpose of advising the County Governing Board and the Salt Lake County Arts & Culture Division (the "Division") on issues related to the mission and values of Arts & Culture.

Section 2. Period of Duration. The Board shall exist perpetually or until such time as it is dissolved by the County Governing Board in accordance with the ordinances of Salt Lake County and the laws of the state of Utah.

Section 3. Membership. Any resident citizen of Salt Lake County may be appointed a member ("Member") of the Board by the Salt Lake County Mayor. Membership on the Board shall be available without regard to race, color, creed, sex, religion, age, disability, sexual orientation, marital status, or national origin.

Section 4. Rights of Members. All Members, including the Board Chair, shall be entitled to vote on all matters properly brought before the Board for action.

Section 5. Board Meetings. Board meetings shall be held periodically at such times and at such places as shall be determined by the Board Chair. Board Members shall be given notice of Board meetings by any means reasonably designed to provide Board members the date, time, and location of any meeting, including by means of official correspondence and personal contact. Members may waive notice of any meeting. Attendance of a Member at a Board meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. General Powers. The business and affairs of the Board shall be managed by its Members.

Section 7. Number, Tenure and Qualifications. The number of Members of the Board shall be not less than eleven (11), nor more than fifteen (15). Until changed by vote of the Members, and approved by the County Governing Board, the Board shall consist of thirteen (13) Members. Nominations for new or additional Members of the Board may be submitted by the Board and Arts & Culture staff to the County Governing Board for its consideration and approval. Members of the Board shall serve for a term of three (3) years, beginning on January 1 of the year appointed**.** Any Member may be reappointed by the County Mayor for an additional term with a limit of two (2) consecutive terms.

Section 8. Quorum. At all Board meetings, a majority of the Members shall be necessary and sufficient to constitute a quorum for the transaction of business, except for the approval of minutes, an action which may be taken by a simple majority of the Members present at a Board meeting. Any action taken by a majority of a duly-constituted quorum at any meeting of the Board shall be considered the act of the Board, except as may be otherwise specifically provided by County ordinance or by these Operational Guidelines.

Section 9. Action Without a Meeting. Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if consent of the proposed action, setting forth the action so taken, shall be given by at least two-thirds of all the Members. Consent may be given in writing, orally, or by electronic communication. When given orally or by electronic communication, a Member's consent shall be recorded by a designated employee of the Arts & Culture Division by recording the form in which a Member's consent was given, by whom the consent was received, and the date and approximate time at which the consent was given.

Section 10. Removal. Any Board Member may be removed from office in accordance with the provisions of a County ordinance dealing with removal of persons as members of County advisory boards. In the event the Members of the Board determine, by a two-thirds majority vote of all Members, that it is in the best interest of the Board or of the County that a Member be removed, the Board may make a recommendation to the County Mayor to initiate removal proceedings.

Section 11. Vacancies. A Member may resign at any time by giving notice of such resignation to the Board's Chair and to the Director of the Division. Any vacancy occurring in the membership of the Board shall be filled by the County Mayor in compliance with Section 7. A Member appointed to fill a vacancy shall be appointed for the unexpired portion of the term of the vacating Member.

Section 12. Compensation and Reimbursement. Board Members shall receive no compensation for their services, except as determined and provided by the County Governing Board. If authorized by the County Governing Board or the Division, Board Members may be reimbursed for any reasonable expenses they may incur for activities conducted or meetings attended at the request of the Division or County Governing Board. Board Members shall not be prohibited from dealing with the Board, the Division, or the County in any other capacity and receiving compensation therefore.

Section 13. Duties. The duties of the Board shall be:

a. To transact necessary business as may be referred to it by the County Governing Board and the Division.
b. To approve recommendations received from Board committees.
c. To report to the County Governing Board, upon request, concerning its dealings.

Section 14. Standing and Ad Hoc Committees. The Board may create or abolish such standing and ad hoc committees as it may deem necessary to promote the purposes and carry on the work of the Board. The chair of each standing committee shall be responsible for preparing a periodic report to the Board on the activities and work of their committees. Such reports will be presented at the time and place designated by the Board Chair. The permanent standing committees of the Board shall include:

a. Arts Collection Committee
b. Resident Review Committee

Section 15. Meeting Attendance.

1. Establish as a goal 75% attendance at regularly scheduled Board Meetings.
2. Explain to applicants being considered for Board membership what the Attendance Policy is. New members need to know from the beginning that their attendance is not just desirable but necessary. New members who start with an understanding of the importance of membership will likely develop a good attendance record.
3. The Chairman of the Board may speak to members whose attendance falls below desirable numbers to ascertain if the situation is a temporary or permanent situation. In the latter case the member and Chairman should discuss how the member can best continue to serve or whether the member ought to consider vacating the position in favor of another. The decision should ultimately rest with the member.
4. Establish as a goal to replace outgoing Board members at least a month before their terms end, so that the Board is never under strength.
5. Establish as a goal to introduce new Board members at the December social of the Board so that they are ready to begin their term at the January meeting of the Board.
6. Hold an Orientation for new members early in the beginning of their term. The new member will thus have a better understanding of the Board's work, and attendance can be emphasized.
7. If members should resign for any reason, a new member should be quickly appointed.

ARTICLE II. OFFICERS

Section 1. Number and Title of Officers. The officers of the Board shall be a Chair and one Vice Chair. Each officer shall be elected by a majority of the Members of the Board constituting a quorum. Such other officers and assistant officers, as may be deemed necessary, may be elected by the Board or appointed by the Chair. In its discretion, the Board may leave unfilled, for any such period as it may determine, any office except that of Chair.

Section 2. Election and Term of Office. The officers of the Board shall be elected by the Board at its November meeting, with terms to begin January 1st of the following year. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office for a term of one year with the option of being re-elected for a second one-year term, for a maximum of two years per each office, or until a successor shall have been duly elected and shall have qualified, or until the officer's death, or until the officer shall resign, complete their term of service, or shall have been removed in the manner provided herein.

Section 3. Chair. The Chair shall be the principal executive officer of the Board and shall generally supervise and control all of the business and affairs of the Board. When present, the Chair shall preside at all meetings of the Board. The Chair may sign any instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Operational Guidelines to some other officer or agent of the Board, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board from time to time, including:

a) assist the Division in the development of the Board's meeting agendas;
b) attend and conduct all Board meetings;
c) encourage full participation in Board discussions and deliberations;

d) appoint ad hoc committees, as necessary;
e) support the mission, values and goals of the Division;
f) assist in the recruitment and orientation of new Board Members;
g) represent the Board before the County Governing Board and at public events.

Section 4. Vice Chair. In the absence of the Chair or in the event of the death, inability or refusal of the Chair to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned by the Chair or by the Board.

ARTICLE III. CONTRACTS AND SERVICES BY BOARD MEMBERS AND OFFICERS

The Members and Officers of the Board may be interested, directly or indirectly, in any contract relating to or incidental to the operations of the Division or Salt Lake County, and may freely make contracts, enter into transactions, or otherwise interact with Salt Lake County and the Division; provided, however, that any contract, transaction, or other interaction shall be at arm's length and disclosed to the Board before voting on a related matter.

ARTICLE IV. ETHICS AND CONFLICTS OF INTEREST

All Salt Lake County employees, elected and appointed officials, and volunteer board members must abide by two significant statutes in Utah law which prohibit, or require disclosure of, certain actual or potential conflicts of interest between their public duties and private business interests. Board members shall complete all required County documentation on an annual basis.

ARTICLE V. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Operational Guidelines or under the provisions of an ordinance of Salt Lake County, a waiver thereof in writing, signed by the person or persons entitled to such notice, or a waiver given by verified communication, whether given orally, electronically, or by telecommunications, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VI. AMENDMENTS TO OPERATIONAL GUIDELINES

These Operational Guidelines may be altered, amended or repealed and new Operational Guidelines may be adopted by affirmative vote of a two-thirds majority of a duly-elected quorum, except as otherwise provided by law.

APPROVED this16th day of February 2006 by Center for the Arts Advisory Board
AMENDED this 15th day of November 2007 by Center for the Arts Advisory Board
AMENDED this 14th day of February 2019 by Administration with Arts & Culture new brand.