

BYLAWS OF THE SALT LAKE INTERFAITH ROUNDTABLE, INC.

ARTICLE I: NAME

The official name of the corporation is SALT LAKE INTERFAITH ROUNDTABLE, INC.

ARTICLE II: HISTORY

The Salt Lake Interfaith Roundtable (hereinafter “Roundtable”) began in 1999 as a subcommittee of the Salt Lake Organizing Committee for the 2002 Olympic Winter Games (SLOC) and was originally named the SLOC Interfaith Roundtable. Its purpose was to fulfill requirements of the Olympic Charter which requires that the organizing committee shall provide religious services for the athletes. After the 2002 Olympics, the name was changed to Salt Lake Interfaith Roundtable and the Vision and Mission was established as described below.

ARTICLE III: VISION

The Roundtable envisions a community and world where people of diverse faiths, cultures, and belief systems enjoy mutual respect, understanding, appreciation, acceptance, harmony, and love.

ARTICLE IV: MISSION

The mission of the Roundtable is to promote love, harmony and understanding among peoples of all faith traditions, cultures, and belief systems in the spirit of the 2002 Olympic Winter Games.

ARTICLE V: MEMBERSHIP

A. Types of Membership:

- 1. Representative:** Individuals who represent a specific congregation, faith community, culture or belief system. Throughout these Bylaws, the term “faith” shall include “culture” or “belief.”
- 2. General Member:** Individuals who promote the Mission of the Roundtable.

B. Qualifications:

- 1.** All members must be current members of a life affirming faith.
- 2.** Members must agree to the terms of these bylaws.
- 3.** Members must renew their registration by September of each year.
- 4.** Prospective members must complete an online registration form to be reviewed by the Board of Directors for approval.
- 5.** An annual membership fee, to be determined by the Board, is due by September of each year.

ARTICLE VI: ROUNDTABLE ORGANIZATION

A. Board of Directors. The Board of Directors (hereinafter the “Board”), under the Articles of Incorporation, is the official voting entity of the Roundtable. The Board consists of the officers of the Roundtable and other persons that best serve the interests of the Roundtable, and includes, but is not limited to, leaders of faith congregations, and institutions or communities.

1. **Management of the Corporation.** The general business and affairs of the Roundtable shall be managed by the Board, except as otherwise provided in the Utah Revised Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws, except for action taken by the Executive Committee on behalf of the Board. There shall be a minimum of seven and a maximum of twenty-seven Board members.
 2. **Nominating Committee.** The Executive Committee is the Nominating Committee for officers unless a special Nominating Committee is appointed by the Board.
 3. **Qualification.** To be a member of the Board, one must be voted on by a majority of the Board and meet the membership qualifications. Each Board member shall hold office until his or her successor shall have been elected and qualified, or until his or her unavailability, resignation, or removal. Board Members will attend at least 50% of the board meetings.
 4. **Term.** The term of office of a Board member shall be two years, commencing in the following September. Subsequent appointments shall commence at a date designated by the Board. There is no limitation on consecutive terms.
 5. **Board Quorum.** A Board quorum shall be 60% of the Board members.
 6. **Removal of any Member.** By a 60% vote of the Board, any Executive Committee, Board member, Committee member, or other member
 - a. may be removed from their position for failure to fulfill responsibilities assigned by the Roundtable; or
 - b. be removed from membership for a failure to comply with these Bylaws.
 7. **Resignation.** Any Board member, officer or Committee Chair may resign at will by giving written notice to the Chair.
- B. Executive Committee:** (Officers – See Article VII) There shall be an Executive Committee, consisting of the Chair, Vice-Chair, Immediate Past-Chair, Secretary and Treasurer. Others may be invited to attend and be consulted but shall not have a vote.
- C. Committees.** The Board may create committees to accomplish the Mission of the Roundtable.
1. **List of Committees** include, but are not limited to:
 - a. **Media/Public Relations Chair and Committee.** The Media/Public Relations Chair and Committee shall be responsible for press relations, press releases, arranging for media coverage of events and activities of the Roundtable.
 - b. **Education Chair and Committee.** The Education Chair and Committee shall develop and implement education programs to aid in the accomplishment of the mission of the Roundtable.
 - c. **Interfaith Month Chair and Committee.** The Interfaith Month Chair and Committee shall head Interfaith Month in February of each year (the anniversary month of the 2002 Olympic Winter Games) or at such other time as the Executive Committee may establish. Programs for Interfaith Month are not limited to that particular month.
 - d. **Interfaith Music Evening Chair and Committee.** The Interfaith Music Evening Chair and Committee shall be responsible for the annual Interfaith Music Evening, an evening of prayer music, dance, and presentations.

- e. **Peace Initiative Chair and Committee.**
- f. **Fundraising Chair and Committee.**
- g. **Outreach Chair and Committee.**
- h. **Young Adult Chair and Committee**

2. **Chairs of Committees.** Each committee shall be chaired by a person appointed by the Chair of the Roundtable with the consent of the Board. In selecting Committee Chairs, the Chair shall endeavor to provide for diversity and broad representation of the various faith communities. The Committee Chairs shall conduct their meetings and report to the Executive Committee and the Board before implementation of major programs and activities. Each Committee Chair may also select a co-chair or chief assistant. Each committee shall have a designee to take and maintain the committee’s minutes which shall be distributed by the committee chair to members of the committee. The minutes shall also be forwarded to the Roundtable Secretary as soon as reasonably possible after the meeting. The Secretary shall make available copies of the minutes to the Executive Committee and the Board.

2. **Committee Members.** Committee Chairs, in coordination with the Executive Committee, may invite others to serve on the various committees. Such members of committees may be subject to review and approval by the Executive Committee if the Executive Committee determines such review and approval is necessary.

3. **Committee Voting.** A majority of the members of any committee shall constitute a quorum for the transaction of business. A co-chair or assistant chair of any committee may be counted as part of the quorum if needed for quorum purposes. Voting shall be by consensus, whenever possible.

D. **Advisory Council.** The Interfaith Roundtable Board may create a separate non-voting Advisory Council which upon request will advise on the overall policies, direction, and other efforts to further the mission and vision of the organization.

ARTICLE VII: OFFICERS

A. **Chair.** The Chair shall preside at all Board, Executive Committee, special and general meetings of the Roundtable and will conduct meetings in accordance with generally accepted rules of parliamentary procedure, prepare the agenda, and provide direction and leadership to the Roundtable in accomplishing its mission. The Chair shall be an “ambassador” of the Roundtable. The Chair shall appoint chairs of committees as described above. The Chair shall perform such duties as customarily pertain to the office of the Chair and shall have general and active supervision of the property, business, and affairs of the Roundtable. The Chair may execute, on behalf of the corporation, legal documents, as duly authorized by the Board.

B. **Vice-Chair:** There shall be a Vice-Chair who assists the Chair and assumes the responsibilities of the Chair when the Chair cannot be present. The Vice-Chair shall automatically become the Chair after the two-year term of the Chair unless there is a veto by the Executive Committee.

C. **Secretary.** The Secretary shall keep the minutes of all Executive Committee and Board meetings, or if unavailable, arrange for another person to do so. The Secretary shall have custody and general charge of the records of the Roundtable. The Secretary may sign contracts with the Chair in the name of the Roundtable. All records, reports, minutes, and other papers shall be open to inspection at reasonable times by any Board member.

D. Treasurer. The Treasurer shall, subject to the direction of the Executive Committee, have general custody of the funds of the Roundtable. The Treasurer has the authority to endorse checks and shall deposit the same in a financial institution designated by the Executive Committee. The Treasurer shall administer and disburse the collection and expending of monies realized by the Roundtable. Any major expenses or disbursements over and above an amount set by the Executive Committee shall require Executive Committee approval. Whenever practicable, two signatures for checks shall be required. The Treasurer shall enter or cause to be entered in the books of the Roundtable full and accurate account of all monies received or paid on account of the Roundtable. The Treasurer shall, at all reasonable times make the Roundtable's books and accounts available to a Board member, at a mutually convenient time and place.

ARTICLE VIII: ELECTION OF OFFICERS

A. In General. Officers of the Roundtable shall be elected by the Board every two years at a meeting of the Board called for that purpose, except that the Vice-Chair shall become the Chair automatically unless there is a veto by the Executive Committee.

B. Notice and Nominations.

1. No later than what is normally scheduled as the regular March meeting of the Roundtable, it shall be announced to the membership that an election for officers shall be considered at the next meeting of the Board.
2. The announcement will include the nominations from the Executive Committee.
3. Prior to April 1 of that election year, any member in full standing with the Roundtable may submit a nomination to the Committee, to be considered by the Executive Board who will present a slate of nominees for consideration by the Board.
4. No person shall be considered for election by the Board, who has not been approved by the Executive Committee.

C. Election. After April 1 of the election year, at the next meeting of the Board, the Board shall vote for the officers, by majority vote, in accordance with procedures acceptable to the Board that assure fairness to all concerned. The goal is to have a full slate of officers ready to fulfill their positions by the next September meeting.

ARTICLE IX: ALL MEETINGS

A. In General:

1. **Opening Prayer, Meditation, etc.** All meetings shall be opened with a prayer, meditation, silent moment, and/or diverse readings from different faith traditions, led by one of the members or a visitor/guest.
2. **Meeting Consensus & Voting.** Voting shall be by consensus, whenever possible. If consensus cannot be reached, a majority vote shall count.
3. **Electronic Communication.** Any meeting authorized under these Bylaws may be attended by telephone or other electronic means. Such participation shall constitute presence in person at the meeting, including for quorum purposes.

- B. Board Meetings.** There shall be an election meeting as described in Article VIII above. There shall be other Board meetings at such other times as the Chair shall determine. The Board shall endeavor to have an annual retreat. Notice of any Board meeting shall specify the business to be transacted at the meeting and shall be given whenever practicable, by email at least 3 days before such meeting unless all Board members waive the notice requirements.
- 1. Time and Place of Board Meetings.** Except as otherwise provided these bylaws, meetings shall be held at such times and places designated by the Chair. Board meetings shall occur no less than three (3) times a year.
 - 2. Amendment to Bylaws:** When making amendments to these Bylaws it shall require 60% vote of the Board.
- C. Executive Board and Committee Meetings.** Executive Committee and other committee meetings may be called from time to time as needed and as determined by the applicable chair.
- D. Meetings of the Roundtable.** Unless otherwise called by the Board, regular meetings of the Roundtable will be held during the months September through May.
- E. Retreat.** The Board shall endeavor to have a retreat once a year, preferably before the September meeting.
- F. Advisory Council Meeting.** The Advisory Council is expected to meet at least once a year.

ARTICLE X: RULES OF CONDUCT

- A.** Members are expected to promote the mission of the Roundtable and abide by its bylaws, including the participation in meetings and in regard to any endeavor of the Roundtable.
- B.** Members shall respect the rights and beliefs of other members and of the general public. The purpose is to promote understanding and harmony.
- C.** Board members are required to attend Board meetings or to be accountable for their absence by contacting the applicable chair.
- D.** Email lists can only be used for Roundtable business. Members will not give information in the email lists to others. If a member wishes to use the email list to promote a particular view or program, the member must obtain the permission of the Executive Committee or the Board.
- E.** The Roundtable name may not be used to endorse specific causes except by vote of the Board.
- F.** Adherence to the rules of conduct is required for continued membership or holding any position.
- G.** No Roundtable member can speak for the Roundtable, unless designated to do so by the Board or the Executive Committee.
- H. Meeting Code of Conduct.** Attendees at meetings shall:
 - 1.** Represent themselves and their faith tradition with dignity and integrity.
 - 2.** Be at meetings on time.

3. Follow the written agenda.
4. Listen closely to others.
5. Be careful not to interrupt, dominate the discussion, not use contrary body language and respect each person's right to speak.
6. Value the opinions of others and resolve conflicts amicably with civility and without personal attacks.
7. First seek to understand, then to be understood.
8. Seek to achieve unity.
9. Conduct themselves in a peaceful, respectful manner with the goal of people being able to leave the meeting in a state of peace and good will.

- I. Not Political.** To maintain its tax-exempt status and to achieve its mission of building love, harmony and understanding, the Roundtable does not take a position in political matters.

ARTICLE XI: EXECUTIVE DIRECTOR AND STAFF

The Board may hire an Executive Director, and/or staff, as needed, provided an appropriate contract is approved by the Board. The Executive shall thereafter only enter into contracts or commitments that are approved by the Board.

ARTICLE XII: BOOKS AND RECORDS

- A. Records at Principal Office.** Records may be written or electronic if capable of being converted to writing. The Roundtable shall keep the following records at its principal office which shall be the office of the Secretary or Executive Director:
1. Current Articles of Incorporation and Bylaws.
 2. Correct and adequate records of accounts and finances.
 3. A record of officers, Board members, and members of the Roundtable.
 4. Minutes of meetings of the Board and committees.
- B. Financial Statements.** Financial statements, prepared by or under the direction of the Treasurer, for the Roundtable shall be available to the Executive Board at its regular meetings and shall be made available to the Board at other times, upon request by the Board. The financial statements shall be available for public examination upon request.
- C. Access to Records.** The records shall be open at any reasonable time to inspection by any Board member. Cost of inspecting or copying shall be borne by such Board member except for copies of the Articles of Incorporation or the Bylaws. Any such Board member must have a purpose for inspection reasonably related to Roundtable interests.

ARTICLE XIII: CORPORATE POWERS

- A.** The purpose of the corporation is to serve charitable purposes, as set forth under Internal Revenue Code Section 501(c)(3), including, but not limited the purposes listed in Article XIII hereinafter. The corporation (Salt Lake Interfaith Roundtable) shall be a non-profit corporation under Article 16-6a-101, *et seq.*, of the Utah Revised Nonprofit Corporation Act and shall engage in any lawful business or activity for which nonprofit corporations may be organized under such Act and which may, in the judgment of the Board members of the corporation, be necessary, useful or advantageous to the

corporation, whether or not such business activity is similar in nature to the purposes set forth above in this Article.

- B.** The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under IRC § 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Amounts in excess of income may be distributed for that same purpose, at the sole discretion of the trustees.
- C.** No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.
- D.** No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- E.** Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Internal Revenue Code Section 501(c)(3), as amended, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the District Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
- F.** Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Internal Revenue Code Section 501(c)(3), as amended, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Internal Revenue Code Section 170(c)(2), as amended, or corresponding section of any future federal tax code.

ARTICLE XIV: LIMITATION OF LIABILITY OF BOARD MEMBERS, MEMBERS AND VOLUNTEERS

A Board member, member or volunteer of the Roundtable is not liable to the Roundtable or members for monetary damages for an act or omission in the Board member, member or volunteer's capacity in the Roundtable except to the extent otherwise provided by a statute of the State of Utah. However, nothing contained herein shall eliminate or limit the liability of a Board member for: a breach of a Board member, member or volunteer's duty of loyalty to the Roundtable and its members; an act or omission not in good faith or that involves intentional misconduct or knowing violation of the law; or a transaction from which a Board member, member or volunteer received an improper benefit.

ARTICLE XV: INDEMNIFICATION

The Corporation shall, to the extent allowed by law, indemnify its Board members, committee chairs and members, officers, employees and other agents against damages and liabilities, including court costs and attorney's fees, incurred in the course and within the scope of their employment, or in the performance of duties on behalf of the Roundtable, including or arising out of their status as such Board members, committee

chairs and members, officers, employees and other agents; and may authorize the purchase of insurance on behalf of such persons for the foregoing purposes. This indemnification shall also not apply to criminal acts or acts of gross negligence.

ARTICLE XVI: DISPUTE RESOLUTION

- A. Disharmony.** In order to promote harmony, understanding and peace, if there is any disharmony that occurs involving Board members, Executive Committee members, or members of the Roundtable, the parties involved shall first attempt to resolve the matter within and between themselves and restore harmony. If such efforts are not successful after reasonable efforts, the concern shall be presented to the Chair. If there is a serious concern about behavior of a Board member, committee member or other member of the Roundtable, that is inconsistent with the mission statement or any part of these bylaws, such concern shall be presented to the Chair.

- B. Resolution.** The Chair, upon being notified of a dispute may attempt to resolve the matter directly with the person or persons involved. At the Chair's discretion, the Chair may choose to involve another Board member to assist in resolving the matter. Care shall be taken by the Chair and any other Board member to keep matters confidential to the extent reasonably practicable. The Chair may also refer a dispute to a mediator. If the Chair refers the dispute to a mediator, then all parties to the dispute shall participate in good faith with the mediator to resolve the dispute. Failure to participate in good faith with a mediator to resolve the dispute may be grounds for termination of membership by a two-thirds vote of the Board.

- C. Use Discretion.** Airing grievances among Board members or other members that are not part of the dispute is strongly discouraged as this commonly leads to a further divide among people and is generally not constructive to resolving the dispute.

ARTICLE XVII: MISCELLANEOUS

- A. Account Books and Minutes.** The corporation shall keep records and minutes in accordance with the applicable provisions above.

- B. Fiscal Year.** The fiscal year of the corporation shall be from January 1 to December 31.

- C. Conflict of Interest.** If any person who is a trustee or employee of the corporation is aware that the corporation is about to enter into any business transaction directly or indirectly with himself or herself, any member of his or her family, or any entity in which he or she has any legal, equable, or fiduciary interest or position, including without limitation as a trustee, officer, shareholder, partner, or beneficiary such person shall (1) immediately inform those charged with approving the transaction on behalf of the corporation of his or her interest or position, (2) aid the persons charged with making the decision by disclosing any material facts within his or her knowledge that bear on the advisability of such transaction from the standpoint of the corporation and (3) not be entitled to vote on the decision to enter into such transaction.

ARTICLE XVIII: AMENDMENT OF BYLAWS

The Board shall have the power to amend the Bylaws at any meeting, by a 60% vote of the Board, provided that notice of the meeting, including an agenda item specifically giving notice of intent to amend the bylaws, has been duly given to all Board Members. Any notice required in these bylaws may be by email.