

**REVISED BYLAWS OF THE  
AMERICAN CIVIL LIBERTIES UNION OF UTAH**

**2005**

ARTICLE I

NAME AND AFFILIATION

Section 1. Name. The name of this organization is “American Civil Liberties Union of Utah”.

Section 2. Incorporation. This organization is a nonprofit corporation incorporated under the laws of the State of Utah.

Section 3. Affiliation. This organization is an affiliate of the American Civil Liberties Union, Inc., a membership corporation incorporated under the laws of the State of New York.

Section 4. Principal Office. This organization’s principal office shall be located in the State of Utah at a place determined by its Board of Directors.

ARTICLE II

PURPOSES

The purposes of the American Civil Liberties Union of Utah are to secure and maintain freedom of speech, free press, free assemblage, freedom of religion, due process and equal protection of the law and other rights and civil liberties, and to take legislative action in furtherance of such purposes. These objectives should be sought without political partisanship.

ARTICLE III

MEMBERSHIP

The membership of this organization shall consist of all members in good standing of the American Civil Liberties Union, Inc., who reside in the State of Utah.

ARTICLE IV

GOVERNING BODY

Section 1. Composition of the Board. The governing body of the American Civil Liberties Union of Utah is its Board of Directors, which shall consist of the following persons:

- (a) One (1) director elected by the governing body of each chapter, if said chapters exist;
- (b) Up to twenty (20) directors elected at-large by the membership.

Section 2. Directors Elected by Membership. Beginning with the election coinciding with or next following the adoption of these revised Bylaws, the Membership shall elect directors such that the total number of directors shall not exceed twenty (20).

Section 3. Terms and Succession. Each director shall serve a term of three (3) years and shall not serve more than two consecutive terms. This restriction may be waived by two-thirds vote of the Board.

Section 4. Vacancies. A vacancy in any directorship between elections shall be filled by appointment by the remaining members of the Board for the unexpired period of the term except in a case of vacancy by directors elected by the governing body of a chapter, such governing body shall fill the vacancy by appointment.

Section 5. Resignation and Recall. Three consecutive absences from Board meetings without prior excuse shall constitute the tender of the resignation of the absentee. In the event that a director fails to carry out business of the organization, the remaining directors may by majority action request him/her to resign. If the requested resignation is not tendered, the Board may, upon two-thirds (2/3) action of the remaining directors, initiate recall proceedings as hereinafter provided.

## ARTICLE V

### MEETINGS OF THE BOARD

Section 1. Regular Meetings. The Board of Directors shall meet within thirty (30) days of the close of the annual election and as occasion requires, but not less than six (6) times each year. Additional meetings may be called by the President upon reasonable notice.

Section 2. Special Meetings. Upon request of any three (3) members of the Board or any fifteen (15) members in good standing of the American Civil Liberties Union of Utah, the President shall call a meeting to be held within the next ten (10) days.

Section 3. Quorum. A quorum of the Board of Directors shall consist of a simple majority of the full board.

## ARTICLE VI

### OFFICERS

Section 1. Titles and Terms. The officers shall be a President, Vice President, Treasurer and Secretary, each of whom must be a member of the Board of Directors. Each of these officers shall serve a one-year term and until his/her successor is duly elected, with no restriction placed on any officer succeeding him/herself. The officers of the American Civil Liberties Union of Utah are also the equivalent officers of the Board of Directors.

Section 2. Election of Officers. The officers shall be elected by the Board of Directors from among its own members no later than the second meeting following the annual election.

Section 3. Staff. The President, with the advice and consent of the Board of Directors, may appoint an Executive Director and other staff members as may be necessary or desirable. A job description, prepared by the Executive Committee and approved by a majority of the Board of Directors, shall be provided to the Executive Director and an annual evaluation of the Executive Director shall be prepared by the Executive Committee and provided to the Board of Directors and the Executive Director during the month of January.

Section 4. Representatives. The Board of Directors shall elect the representative of the American Civil Liberties Union of Utah to the National Board of Directors of the American Civil Liberties Union, Inc. for three (3)-year term and the representatives of the American Civil Liberties Union of Utah to the Biennial Conference of the American Civil Liberties Union, Inc. Each person elected to serve as a representative to the National Board of Directors and to the Biennial Conference of the American Civil Liberties Union, Inc. shall be a member of the Board of Directors at the time of his/her election. In the event of the expiration of the term on the Board of Directors of the representative to the National Board of Directors during his/her term on the National Board of Directors, such person shall remain on the Board of Directors as an ex officio member for the duration of his/her term on the National Board of Directors.

## ARTICLE VII

### NOMINATION AND ELECTION OF AT-LARGE DIRECTORS

Section 1. Nomination by Nominating Committee. Not less than thirty (30) days before the commencement of the election the Executive Committee shall appoint a Nominating Committee which shall present to the membership by mail its slate of nominees, which shall consist of no more than twice the number of directors to be elected.

Section 2. Nomination by Members. Additional nominations may be made by petition of any ten (10) members of the American Civil Liberties Union of Utah, provided there is attached to such petition a signed statement certifying the nominee's willingness to serve if elected. That petition must be filed with the President not later than ten (10) days before the commencement of the election.

Section 3. Election. Ballots containing the names of the nominees presented by the Nominating Committee, the nominees nominated by petition and spaces for write-in votes shall be mailed to every member of the American Civil Liberties Union of Utah in good standing during the last week in October. Ballots must be returned to the office of the ACLU of Utah on or before the last weekday in November.

Section 4. Supervision of Elections. The members of the Nominating Committee shall be the supervisors of the election and shall be responsible for counting the ballots and reporting the results to the Board of Directors through the President.

## ARTICLE VIII

### NOMINATION AND ELECTION OF OTHER DIRECTORS

Section 1. Directors Elected by Chapters. Each chapter, should a chapter exist, shall determine its own method for the nomination and election of directors to be elected by the governing body of each chapter, but each election must commence during October.

## ARTICLE IX

### EXECUTIVE COMMITTEE

Section 1. Composition. The Executive Committee shall consist of four (4) elected officers of the Board of Directors, one (1) additional director, one (1) representative to the National Board, and one (1) Legal Panel Director, each elected by the Board of Directors for a term of one (1) year.

Section 2. Powers. The Executive Committee may exercise the powers vested in the Board of Directors as to matters that require disposition during intervals between Board meetings, but must inform the Board of Directors promptly of actions taken pursuant to such exercise.

Section 3. Meetings and Responsibilities. The Executive Committee shall meet at least once a month and shall review all reports presented to it and organize an agenda for each meeting of the Board of Directors.

## ARTICLE X

### ADVISORY COUNCIL

The Board of Directors may appoint an Advisory Council, the membership of which shall be chosen by majority action of the Board of Directors in order to obtain the widest possible base of support of persons currently active on behalf of civil rights and civil liberties in the State of Utah. Vacancies shall be filled, if necessary, in the same manner.

## ARTICLE XI

### COMMITTEES

Section 1. Committees. The Board and when appropriate the Executive Committee shall create such committees as from time to time it deems necessary and appropriate.

Section 2. Composition. Each committee shall be chaired by a member of the Board of Directors of the American Civil Liberties Union of Utah and shall consist of the number of persons necessary to accomplish the purpose for which the committee is established.

Section 3. Selection of Members. Members and the chairperson of each committee shall be chosen by the Board or, where appropriate, the Executive Committee.

## ARTICLE XII

### TASK FORCE

The Board of Directors may appoint task forces involving members and non-members of the American Civil Liberties Union of Utah to study, research and recommend action to be taken on behalf of the American Civil Liberties Union of Utah with regard to specific civil liberties issues.

## ARTICLE XIII

### REMOVAL AND RECALL

Section 1. Removal of Officers. An officer may be removed by a majority of the Board, provided that prior notice of the proposed action shall be given.

Section 2. Initiation of Proceedings for Recall of Director. Proceedings for the recall of a member of the Board of Directors may be initiated as provided for in Article IV, Section 6, or by a petition to the Board of Directors signed by at least ten percent (10%) of the membership of the American Civil Liberties Union of Utah in good standing.

Section 3. Recall of Director. A director shall be recalled upon a two-thirds (2/3) vote of those members of the American Civil Liberties Union of Utah in good standing, voting in a mail ballot arranged for that purpose by the Board of Directors.

Section 4. Termination of Executive Director's Employment. Upon the recommendation of a majority of the Board of Directors, the Executive Director's employment may be terminated, subject to compliance with the following procedures:

(a) Written grievances and any request for the termination of the employment of the Executive Director by any ten (10) members of the Board of Directors must be submitted to the Executive Committee and Executive Director at least fifteen (15) days prior to the Executive Committee Meeting at which the grievances and request are to be considered by the Executive Committee.

(b) Upon receiving written grievances concerning the Executive Director, the Executive Committee shall invite the Executive Director to its Executive Committee meeting as required in subsection (b) of this section, the Executive Committee shall give at least fifteen (15) days prior notice to all Board Members and the Executive Director of all grievances against the Executive Director and of any vote regarding the termination of the employment of the Executive Director.

## ARTICLE XIV

### CHAPTERS

Section 1. Application and Recognition. Any group of persons who are members of the American Civil Liberties Union of Utah may apply to the Board of Directors for recognition as a chapter of the American Civil Liberties Union of Utah, and the Board of Directors shall so recognize the group when satisfied that the purposes of the American Civil Liberties Union of Utah will be served by such recognition.

Section 2. Relationship of Chapters to Organization. The relationship of chapters to the American Civil Liberties Union of Utah shall be governed by rules adopted from time to time by the Board of Directors. A chapter shall act in accordance with these Bylaws and with the purposes of the American Civil Liberties Union of Utah.

Section 3. Governing Body. The governing body of a chapter shall be composed of persons who are members of the American Civil Liberties Union of Utah and who shall be electorally responsible to the membership of the chapter. The Constitution or Bylaws of each chapter shall provide that election of its governing body shall be for reasonable terms and in a manner by which all the members of the chapter have reasonable opportunity to meet candidates and vote.

Section 4. Dissolution or Suspension. A chapter may be dissolved or suspended voluntarily on approval by the Board of Directors or involuntarily after a hearing and upon a two-thirds (2/3) vote

of the entire Board of Directors, provided that notice of the proposed action shall be given to the chapter members and to the Board of Directors in the call for the meeting.

## ARTICLE XV

### MEETINGS

Section 1. Membership Meeting. An annual membership meeting of this organization shall be held at a time and place in the State of Utah designated by the Board of Directors.

Section 2. Notice of Membership Meeting. At least two (2) weeks notice of the annual membership meeting shall be mailed to members in good standing.

Section 3. Agenda for Membership Meeting. The agenda for the annual Meeting shall be set by the Board of Directors and shall be part of the notice to the membership. The agenda shall include a financial report which shall detail income, expenditures and property owned by the American Civil Liberties Union of Utah.

Section 4. Agenda Matters Raised by Members. Any matters raised by petition signed by ten (10) members of the American Civil Liberties Union of Utah in good standing and received by a member of the Board of Directors at least three (3) calendar days before the annual meeting shall be placed on the agenda by the Board of Directors.

Section 5. Agenda Changes. Any new agenda item or change in the agenda which is proposed later than the term designated in Section 4 of this Article shall require a majority vote of the members present at the annual meeting to be considered.

Section 6. Special Meetings. Other membership meetings or other public meetings may be called by the Board of Directors at its direction or shall be called by the Board of Directors in response to a petition signed by ten percent (10%) of the members of the American Civil Liberties Union of Utah in good standing.

Section 7. Notice. Except in an emergency, not less than ten (10) days notice of a meeting shall be given.

## ARTICLE XVI

### AMENDMENTS

Section 1. Submission of Proposed Amendments. Proposed amendments to these Bylaws shall be submitted to the membership for approval upon majority action of the Board of Directors or upon receipt of the Board of Directors of a petition signed by twenty percent (20%) of the membership of the American Civil Liberties Union of Utah in good standing.

Section 2. Notice. All proposed amendments shall be mailed to the membership at least thirty (30) days before the deadline for voting.

Section 3: Mail Ballot. A mail ballot shall be used in polling the members of the American Civil Liberties Union of Utah with regard to proposed amendments to these Bylaws.

Section 4. Adoption of Amendment. An amendment receiving a two-thirds (2/3) affirmation of those members of the American Civil Liberties Union of Utah voting shall become a part of these Bylaws.

## ARTICLE XVII

### ADOPTION OF BYLAWS

Upon a two-thirds (2/3) affirmation of members voting in a mail ballot by November 30, 2005, these revised Bylaws shall be adopted as of December 31, 2005 and shall replace and supercede all Bylaws and the Constitution adopted by the American Civil Liberties Union on the 16th day of January, 1975.

## ARTICLE XVIII

### SCHEDULE FOR IMPLEMENTATION

Section 1. Supervision of Referendum. The Executive Committee shall supervise the referendum of these revised Bylaws and shall certify its adoption or rejection to the Board of Directors.

Rev. 10/10/05