

ARTICLE I

ORGANIZATION AND OBJECTIVES

Section 1: Name

The name of this organization shall be the **Wasatch Taxpayers Association** (the “Association”) , which shall be registered as an Association in accordance with the rules and laws of the State of Utah.

Section 2: Purpose

The purpose of the Association is:

1. To promote fair, transparent and impartial economic policies by all governing units of the Wasatch County;
2. To promote the use of the most efficient and economic policies of governing units of the Wasatch County while still preserving the quality of life of the citizens of the Wasatch County; and
3. To empower and defend the rights of citizens to be a voice in the governance of Wasatch county, to know the impacts of taxing and fees upon their quality of life, and to participate in local decisions.

ARTICLE II

MEMBERSHIP & OFFICERS

Section 1: Membership

Any resident or property owner, or any person with a financial interest in Wasatch County and who is at least 18 years of age may become a member of the Association.

Section 2: Membership Dues

Membership dues will be \$10 per person per year, and must be paid by personal check or money order to the Association.

Section 3: Officers

A. Inaugural Board of Directors- the Inaugural Board of Directors (the “Inaugural Board”), as elected on the first meeting of the Association on April 20th, 2012 shall serve until the new Board of Directors is elected, and otherwise have all the powers of the regularly appointed Board of Directors.

B. The Organization’s membership shall elect a Board of Directors (the “Board”) of a number to be determined by the Inaugural Board in November of 2012, no later than the 20th of that month.

C. The first elected Board shall be split into two halves; one which serves for one year and one which serves for two years. Thereafter, each Director shall serve for a term of two years.

D. In the event that one of the members of the Inaugural Board or the Board should be removed or resign, they shall be replaced by a majority vote of the present Board.

E. Amongst itself and at the earliest convenient time following their election, the Inaugural Board shall elect four Officers of its own membership: a Chair, Vice-Chair, Secretary, and Treasurer. These Officers will generally possess duties and powers ordinarily associated with such titles.

ARTICLE III

MEETINGS

Section 1: General Meetings

At least four General Meetings per year shall be held for all Members in Wasatch County. Additional General Meetings may be scheduled as necessary, and shall also be held in Wasatch County.

Section 2: Special Meetings

Special Meetings shall be held when necessary for the purpose of addressing specific issues facing the Association, and shall be directed to a specific topic.

Section 3: Committees

A. Formation of Committees- A Committee may be formed either by a majority of the Board or Inaugural Board or by a Request for Committee Proceeding.

i. A Request for Committee proceeding shall be allowed 1) when written notice has been provided to the board before the meeting of the board which most nearly precedes the General Meeting at which the Request for Committee Proceeding will be held and 2) when the issue relates to the purpose of the Association, as determined by a majority vote of the Board.

ii. A Request for Committee proceeding shall consist of five minutes of time for the individual who made the request to discuss a particular issue of concern to them and to request other members of the Association to take up the issue as a member of a committee.

iii. If four or more members of the Association are willing to become a member of the Committee, and the Board passes the formation of the Committee, the Committee shall be formed.

iv. A Committee may be dissolved by a majority vote of the board.

B. Committees shall meet as is necessary and convenient for managing the specific issues to which they have been assigned, and must elect a chair, who shall have the following responsibilities:

i. Attend, or arrange for the attendance by another member of the committee, of government meetings which pertain to the purpose of the committee;

ii. Work as a force for transparency on the relevant government meetings, such as posting the minutes of meetings online, or taking any other steps which support transparency; and

iii. Regularly report updates to the Board or a member of the Board.

Section 4: Meetings of the Board

The Board or Inaugural Board shall meet no less than once a month. In addition to the enumerated powers, the Board shall have voting authority over any issue which arises in the governance of the Association. Unless otherwise stated, a majority of the members of the board shall pass, with the duly elected Vice-Chair holding the tie-breaking vote. Remote voting by Board members not able to attend meetings is permitted, and at least half of the members of the Board must vote for a decision to be binding.

ARTICLE IV

BY-LAWS

Section 1: Adoption

By-Laws for the Association may be adopted at any General or Special Meeting of the Association by a majority vote of the members of the Association present and voting at the meeting.

Section 2: Amendment

A. The By-Laws may be amended by majority vote of the members present at any General or Special Meeting of the Association, or by the majority vote of the Board or Inaugural Board.

B. A vote to amend the By-Laws cannot take place unless notice has been given at the General Meeting prior to the General, Special or Board meeting at which the vote is to be held.

ARTICLE V

MISCELLANEOUS

Section 1: Financial Matters

A. The Association shall maintain a bank account, which shall be made available for inspection on the Association website.

B. The Association's Chair shall generally empower the Association's Treasurer to deal with the financial matters of the Association.

C. The signatures of both the Treasurer and Chair shall be the only authorization required to make financial transactions for the Association. With any changes in the offices of the Chair or Treasurer, the Secretary of the Association shall file with the Association's Bank the necessary papers authorizing the new signatures.

Section 2: Indemnification

The Association shall indemnify and hold harmless each Board Member, including former Board Members, for any acts or omissions associated with the fulfillment of their duties under these By-Laws, to the fullest extent permissible under the laws of Utah and the United States of America.

Section 3: Privacy and Personal Information

The Association shall adopt and maintain a privacy and personal information protection policy in general accordance with applicable rules and laws. The Association shall in all matters regarding privacy and personal information endeavor to meet the highest standards of transparency and good governance.

Section 4: Official Communications

A. The Association may develop and publish various communication vehicles including, but not limited to, newsletters, emails, position papers, surveys, letters, websites, blogs, and other documents which are all subject to approval by a majority vote of the Board. No Member may communicate on behalf of the Association without such Officers approval or utilize Association information or data for any purpose other than Association business.

B. No member shall use the name or insignia of the Association as a part of any communication for the purpose of personal gain without the approval of a majority vote of the board.

C. No member shall use their membership for any purpose not aligned with the purposes of the Association.

Section 5: Censure and Removal

Any Member or Officer whose behavior reflects negatively upon their character and fitness to be a Member or Officer shall be subject to Censure or Removal from office or membership as determined by a majority vote of the Board or Inaugural Board, following a formal hearing at which hearsay evidence shall be inadmissible.