



# **Rules of Procedure**

## **Updated 2025**

**Ogden Civic Action Network**

# Rules of Procedure

## Overview

The Ogden Civic Action Network (OgdenCAN) Board of Director's rules of procedure define how the Board is organized and how it operates. The areas covered by the rules of procedure are:

- I. Mission and Vision
- II. Appointment to the Board
- III. Board Officers
- IV. Board member Expectations and Responsibilities
- V. Board Meetings
- VI. Motions
- VII. Voting
- VIII. Quorum
- IX. Removal from the Board and the Seven Imperatives
- X. Ad Hoc Committees
- XI. Funding Application Review and Implementation
- XII. Amendment, revision or addition to rules

## I. Mission and Vision

The mission of the Ogden Civic Action Network is: Focus on the health and well-being of our residents in the East Central Neighborhood.

Accomplish this by being a funder of applied research and the developer of community leaders.

Our vision is a thriving Ogden-Weber community in partnership with the United Partnership Council through five social determinants: Health, Education, Built Environment, Economic Stability and Social Fabric.

## II. Appointment to the Board

### A. Board seats

1. There are a maximum of 24 Board seats, seven (7) to twelve (12) of whom are anchor institution representatives, and six (6) to twelve (12) are partner and resident representatives as follows:

*Anchor Institutions*

- i. America First Credit Union
- ii. Intermountain McKay-Dee Hospital
- iii. Ogden City
- iv. Ogden Regional Medical Center
- v. Ogden School District
- vi. Ogden-Weber Tech College
- vii. Weber-Morgan Health Department
- viii. Weber State University
- ix. To be determined
- x. To be determined
- xi. To be determined
- xii. To be determined

*Partner Organizations and Residents*

- xiii. Ogden Diversity Commission
  - xiv. Latinos United Promoting Education and Civic Engagement (LUPEC)
  - xv. National Association for the Advancement of Colored People (NAACP)
  - xvi. United Way of Northern Utah
  - xvii. AARP Utah
  - xviii. Weber State University as Fiscal Agent
  - xix. Ogden-Weber Community Action Partnership (OWCAP)
  - xx. Midtown Community Health Center
  - xxi. Ogden City Arts Advisory Committee
  - xxii. Alumni of Community Leaders Network
  - xxiii. Resident of East Central Neighborhood
  - xxiv. Resident of East Central Neighborhood
2. Each anchor institution and partner organization designates their representative. It is the institution or organization's responsibility to ensure that they have continuous designated representatives. Designees serve at the pleasure of their institution or organization and have no term limits. Representatives are expected to provide ongoing contributions via time, energy and support to the Ogden Civic Action Network initiative.
  3. Substitutes for Board meetings may be designated by Board members. Substitutes are authorized to vote, participate fully and represent the institution or organization in the Board meetings. Substitutes are required to complete the Weber State University volunteer services application

prior to substituting for a Board meeting. The Board Administrator is to be notified of substitutions at least 24-hours prior to the Board meeting.

#### B. Appointment Letters

1. Appointment letters to the Board of Directors are signed by the Board Chair and presented to the Board member via email or hardcopy.

### III. Board Officers

A. The OgdenCAN Board Officers shall consist of two Co-Chairs. One Co-Chair is appointed by Weber State University which will be to whom the Office of Community Development reports organizationally. The second Co-Chair is elected by the OgdenCAN Board of Directors.

#### B. Election of one Board Co-Chair

1. Annually in June of each year the Board shall elect from among its members one Co-Chair with such Board leadership positions for the purpose of these Rules of Procedure and Board dealings, operations and records to be known and referred to as the Co-Chair along with the Co-Chair that is appointed by Weber State University.
2. Any Board member may nominate another Board member or himself/herself. The Co-Chair from Weber State University opens nominations for Board Co-Chair and closes nominations after all nominations are made known. The Board Co-Chair candidates are given the opportunity to comment in the order of nomination. The Co-Chair from Weber State University then calls for a motion to consider the first candidate nominated for Co-Chair. After a motion and second a voice vote is taken. If there is no majority for the first candidate then the Co-Chair calls for a motion to consider the second candidate nominated for Chair. If the first round of candidates each fail to obtain the requisite majority of votes, the Co-Chair opens nominations for new or renewed candidate nominations and subsequent voting. This process continues until there are at least a majority of affirmative votes for one of the Co-Chair candidates.
3. The elected Co-Chair shall serve from the date of the election until selection of their successors in the following year. The Co-Chair that is appointed by Weber State University serves at the will of the university.
4. In the event of a vacancy in the elected Co-Chair position; the position shall be filled by election in the manner prescribed in these rules. The newly elected Co-Chair shall serve the remainder of the term.

#### C. Powers and duties of the Co-Chairs

1. It shall be the duty of the co-chairs to give direction to the Board Administrator to set the agenda for all Board meetings. The Board Administrator serves as the secretary to the Board which includes preparing agendas and meeting results and all meeting logistics.
2. It shall be the general duty of the Co-Chairs:
  - a. To preside at all Board meetings. The Co-Chairs alternate presiding at Board meetings at their discretion.
  - b. To sign all correspondence and legal documents on behalf of the Board as a whole.
  - c. Create ad hoc committees as appropriate (See X. below).
  - d. To participate in the on-boarding of new Board members.
  - e. To represent OgdenCAN at meetings and events when appropriate.
  - f. To give presentations regarding OgdenCAN at meetings and events when appropriate.
  - g. To meet with Anchor Institution Board representatives every five years or as needed to update their memorandums of understanding.
  - h. To meet with perspective anchor institutions.
  - i. To meet with the Co-Leading team which includes representatives from the United Partnership Council. Co-create the strategic initiatives related to social determinants of health, the joint annual report, and the joint annual summit.
  - j. To focus on the fiscal health of OgdenCAN and participate in securing funding as appropriate.
3. In the event of the absence of, or disability of, both Co-Chairs, the immediate past elected Co-Chair, if still serving on the Board shall temporarily serve as Chair until one of the Co-Chairs so absent or disabled shall return or the disability shall be removed, as the case may be. In the event the immediate Past Elected Co-Chair is absent or disabled, or is no longer serving on the Board, the Board shall elect a temporary Chair to serve until one of the Co-Chairs so absent or disabled shall return or the disability shall be removed, as the case may be. In such event, the past elected Co-Chair or the temporary Chair shall have all the powers and perform the functions and duties herein assigned to the Co-Chairs.

#### **IV. Board member Expectations and Responsibilities**

- A. Represent your organization as a member of the Board of Directors.
- B. Abide by the adopted Rules of Procedure.
- C. Attend all monthly Board meetings (except December)
- D. Designate a substitute from the institution or organization when unable to attend Board meetings.
- E. Review Board meeting materials prior to the meetings – 2 to 4 hours monthly.
- F. Approve budget annually and amendments as needed.

- G. Ensure financial contributions are made annually (Anchor Institutions).
- H. Consider action items as presented.
- I. Participate in Board ad hoc committees as appropriate.
- J. Attend the annual summit between OgdenCAN and the United Partnership Council.

## V. Board Meetings

- A. Regularly scheduled Board meetings will occur monthly on the fourth Wednesday unless otherwise scheduled.
- B. Board meetings will be 90 minutes in length, 1:30 pm to 3:00 pm, unless otherwise scheduled.
- C. No Board meetings will be held in the month of December unless otherwise scheduled.
- D. Board meetings may be in-person or held virtually via Zoom (or similar platform).
- E. Board Co-Chairs may call a special Board meeting which occurs in addition to the regularly scheduled Board meetings as long as a quorum of Board members is available to meet.

## VI. Motions

A motion is a formal proposal or recommendation put before the Board. A motion is considered a formal action taken by the Board. Motions can be made by any Board member during a Board meeting.

- A. No motion shall be debated until it has been seconded and announced by the Chair.
- B. Any motion may be withdrawn or modified by the sponsor of the motion, with the consent of the second, at any time before amendment, decision or voting.
- C. Any substitute motion or amendment must relate to the same subject as the original item under consideration.
- D. If a motion is made and seconded, then a substitute motion would be considered after the original motion is considered.
- E. If a motion is made, with no second, a substitute motion (with a second) would be considered instead of the original motion which dies for lack of a second.
- F. An affirmative vote on the amended motion negates any further consideration of the original motion.

## VII. Voting

- A. Voting on motions shall be in the form of "yes" or "aye", "no" or "nay", and "abstain", and the names of those voting for, against or abstained entered in the Board meeting results.
- B. The Chair has the discretion to call for a "roll call" vote on any agenda item depending upon the situation. If a "roll call" vote is not desired, a "voice vote" occurs.

- C. The minimum number of yes votes required to pass any action by the Board is a majority of all voting members of the Board, without considering any vacancy in the Board (i.e., 7 votes).
- D. An expression of "abstain" during voting shall not be considered as an affirmative or a negative vote.
- E. In the case of a tie vote, the motion shall fail.
- F. Any Board member may change his or her vote prior to the closing of the vote by the Chair.
- G. No Board member shall be permitted to vote on any question unless she or he is present, either physically or via electronic means. If a substitute has been assigned this person may vote on behalf of the Board member.
- H. Electronic voting (via email) is allowed when so directed by the Board Co-Chairs.
- I. A Board member should notify the Board Administrator, or the Board Administrator's designee of his or her intention to participate in a meeting electronically at least 24 hours before the scheduled meeting.
- J. **Extending the Decision Date.** When a decision by the OgdenCAN Board of Directors is considered "major" and Board members desire their CEOs and/or Board of Directors to review the decision, a motion to extend the effective date of the decision by up to 60 days may be considered.
- K. **Tabling.** If a Board member wishes to table an item in order to receive additional information, a motion may be made to table to a date certain. The maker of the motion to table an item needs to specify the information requested. The motion must be seconded and a majority vote is required for the tabling to be approved.

## VIII. Quorum

A majority of the authorized Board seats that are filled shall constitute a quorum thereof for the transaction of all business (Example – 20 authorized Board seats that are filled requires ten (10) Board members to constitute a quorum).

## IX. Removal from the Board

If a Board representative or the organization that they represent violates the principles included in the Seven Imperatives (below), removal from the Board may be considered. Board Leadership first meets with the Board representative to discuss concerns related to violating one or more of the imperatives. If there is no resolution, then the organization represented on the Board will be approached by Board Leadership to request a replacement. If the organization is unwilling to change their representative or their position, as it relates to the imperatives, the removal of the organization can be considered. A vote by the Board of Directors would be required to remove the organization with a majority supporting the action.

### The Seven Imperatives

### **Imperative #1 – Anchor-mission**

This imperative specifies that there are anchor institutions that are rooted in our community due to their public-facing mission, invested capital, or the clientele they serve. These institutions hold considerable economic influence within their local community through activities such as hiring, purchasing, investing, and leveraging other institutional resources.

Our anchor-mission is: *The Ogden Civic Action Network commits to intentionally apply our long-term, place-based economic power, intellectual assets, and human capital in partnership with our community to mutually benefit the long-term well-being of all involved. We also seek an economic system that ensures that economic stability and resilience are produced as a natural consequence of the functioning of the economy.*

### **Imperative #2 - Place-based**

This imperative requires that a specific geographic area within the community be designated, e.g., the East Central Neighborhood. The geographic area may be changed using data to better understand where the most impact can be achieved.

### **Imperative #3 – Core Values and Ethics**

This imperative establishes the principle-based values and ethics. These values are founded upon the principles developed by the *Daniels Fund Ethics Initiative* including:

*Integrity* - Act with honesty in all situations

*Trust* - Build trust in all relationships

*Accountability* - Accept responsibility for all decisions

*Transparency* - Maintain open and truthful communications

*Fairness* - Engage in fair competition and create authentic relationships

*Respect* - Honor the rights, freedoms, views, and property of others

*Rule of Law* - Comply with the spirit and intent of laws and regulations

*Viability* - Create long-term value for all relevant stakeholders

### **Imperative #4 – Access**

This imperative ensures that equal access is available to all residents within the designated geographic area, i.e., East Central Neighborhood. We desire to eliminate barriers and obstacles in this neighborhood and to provide fair access to housing, education, and health opportunities that could transform lives in a significant and meaningful way. By helping these residents meet basic needs, we recognize and validate the dignity of each person.

### **Imperative #5 - Transdisciplinary community solutions**

This imperative connotes a strategy that crosses many boundaries to create a holistic approach to problem solving or to signify a unity of knowledge beyond typical boundaries. In other words, there is true collaboration between all stakeholders which becomes a way to engage in different ways of thinking



about and understanding the challenges. This collaboration helps stakeholders understand the many dimensions or perspectives and how to incorporate the solution.

### **Imperative #6 - Authentic partnerships**

This imperative honors the fundamental belief that the work of the Ogden Civic Action Network must be pursued both within partnerships and through them. These partnerships are founded upon the guiding principles of partnership developed by *Community-Campus Partnerships for Health* including:

#### *Guiding Principles of Partnership*

- The partnership forms to serve a specific purpose and may take on new goals over time.
- The partnership agrees upon mission, values, goals, measurable outcomes and processes for accountability.
- The relationship between partners in the partnership is characterized by mutual trust, respect, genuineness, and commitment.
- The partnership builds upon identified strengths and assets, but also works to address needs and increase capacity of all partners.
- The partnership balances power among partners and enables resources among partners to be shared.
- Partners make clear and open communication an ongoing priority in the partnership by striving to understand each other's needs and self-interests, and developing a common language.
- Principles and processes for the partnership are established with the input and agreement of all partners, especially for decision-making and conflict resolution.
- There is feedback among all stakeholders in the partnership, with the goal of continuously improving the partnership and its outcomes.
- Partners share the benefits of the partnership's accomplishments.
- Partnerships can dissolve, and when they do, need to plan a process for closure.
- Partnerships consider the nature of the environment within which they exist as a principle of their design, evaluation, and sustainability.
- The partnership values multiple kinds of knowledge and life experiences.

*Quality processes* that are relationship focused; open, honest, respectful and ethical; trust building; acknowledging of history; committed to mutual learning and sharing credit. *Meaningful outcomes* that are tangible and relevant to communities. *Transformation* that occurs at multiple levels, including:

- Personal transformation, including self-reflection and heightened political consciousness
- Institutional transformation, including changing policies and systems
- Community transformation, including community capacity building
- Transformation of science and knowledge, including how knowledge is generated, used and valued
- Political transformation

## **Imperative #7 - Leveraging of existing resources**

This imperative ensures that all stakeholders bring resources to the table and that there is a concerted effort to combine and leverage all of the resources for the community's benefit. The resources come in the form of staff time, services, contributions, etc. This leveraging includes seeking donations and grants.

## **X. Ad Hoc Board Committees**

- A. The Co-Chairs may from time to time create ad hoc Board committees.
- B. The purpose, scope of work, and timeline of the ad hoc committee must be clearly delineated prior to being established.
- C. Members of the Board may be invited to participate in an ad hoc committee.
- D. Non-board members may also be invited to participate in an ad hoc committee when deemed appropriate by the Co-Chairs.

## **XI. Funding Application Review and Implementation**

A Funding Application Review Committee is established to consist of the following members and perform the following functions:

- A. The members of the Funding Application Review Committee includes: Director, Ogden Civic Action Network; Executive Director, WSU Community Engagement; Director, WSU Community Research and Evaluation; Senior Director, Community Impact with United Way of Northern Utah; and others that provide desired expertise based on the applied research project that is proposed.
- B. Responsibilities include: review proposed funding applications, interact with the applicant as needed, ensure that any needed changes are made to the application, and provide a recommendation to the OgdenCAN Board of Directors.
- C. Review the midway report and provide feedback to the applicant as appropriate.
- D. Review the final report and provide feedback to the applicant as appropriate prior to the presentation to the OgdenCAN Board of Directors.

The Director, Ogden Civic Action Network has the following responsibilities:

- A. Receive proposed funding applications and acknowledge receipt with the applicant.
- B. Serve as the primary point of contact for the applicant throughout the process.
- C. Serve as the Chair of the Funding Application Review Committee.
- D. Ensure that there are sufficient funds available.
- E. Schedule Funding Application Review Committee meetings and meetings with the applicant as needed.
- F. Ensure that any needed changes are made to the funding application.
- G. Schedule a presentation by the applicant with the OgdenCAN Board of Directors.

- H. If the application is approved by the OgdenCAN Board of Directors, draft a Memorandum of Understanding that is signed by the applicant and the Co-Chair who is the Executive Director, WSU Community Engagement. The MOU includes the due dates and amounts of invoices, due dates for the midway and final reports, and a presentation by the applicant to the OgdenCAN Board of Directors regarding the results.
- I. Update the financial plan to reflect the scheduled payments.
- J. Ensure that all invoices, reports and presentations occur per the MOU.
- K. Update the annual report and applicable brochures to include the intervention or research project.

## **XII. Amendment, revision or addition to rules**

- A. Any Board member or Board Staff may propose amendments, revisions, or additions to these rules of procedure.
- B. Each amendment, revision, or addition proposed by a Board member or Board Staff shall be in written form, and copies shall be provided to each Board member.
- C. A majority vote of all voting members of the Board shall be required for passage and adoption of an amendment, revision, or addition to these rules of procedure.

*Adopted on July 25, 2018.*

*Amended on November 24, 2020.*

*Amended on May 26, 2021.*

*Amended on July 20, 2022.*

*Amended on December 9, 2022.*

*Amended on August 28, 2024.*

*Amended on May 28, 2025.*