

**BY LAWS OF THE  
JORDAN RIVER COMMISSION**

**ARTICLE 1 - PREFACE**

Section 1.1 Name

The name of the Commission as provided for in the Interlocal Cooperation Agreement (attached hereto as Attachment “A”) is the “Jordan River Commission” hereinafter referred to as “Commission” in these By Laws.

Section 1.2 Origin

The Commission was created by the Members who were signatories to the Interlocal Cooperation Agreement (“the Agreement”) that established the Jordan River Commission.

Section 1.3 Adoption

These by-laws are established and adopted by the Commission’s Governing Board to define the functions, duties, responsibilities, and administrative procedures of the Jordan River Commission and its staff.

**ARTICLE 2 - OFFICES**

Section 2.1 Initial Business Office

The principal office of the Commission in beginning its work shall be located in Salt Lake County, Utah, with its initial principal office located in the offices of the Utah Department of Environmental Quality located in Salt Lake County, Utah.

Section 2.2 Subsequent Business Office

The Governing Board may, at any time after the Commission begins operations, change location of the main business office of the Commission to other quarters as determined to be appropriate for the work of the Commission.

Section 2.3 Other offices

The Commission may have multiple or such other offices as the Governing Board may designate or as the affairs of the Commission may require from time to time.

## **ARTICLE 3 - PURPOSES**

### Section 3.1 List of Purposes

The Commission was created to foster and encourage the purposes set forth in Article 2 of the Interlocal Agreement.

## **ARTICLE 4 - AUTHORITY AND RESPONSIBILITIES**

### Section 4.1 Authority

The Commission's Governing Board, officers and employees shall have the authority to act on behalf of the Commission as set forth in the Agreement, these By-Laws or as authorized by majority vote of the Governing Board.

### Section 4.2 Responsibilities of Commission's Governing Board

- 4.2.1 To adopt and amend these by-laws for the efficient operation of the Commission;
- 4.2.2 To propose, initiate, prepare, approve, or carry out any work program studies, policies, planning or other Commission business;
- 4.2.3 To prepare and evaluate policies, plans and programs, and adopt a consistent framework for consideration of actions by all public and private agencies within the participating jurisdictions responsible for implementing programs;
- 4.2.4 To serve in a review capacity in assuring that all federal, state, local, and private development projects are consistent with adopted area wide plans and programs;
- 4.2.5 To apply for and receive state, federal or other grants for area wide purposes;
- 4.2.6 To allocate components of the Commission's adopted work program among the Commission's staff, staffs of other public agencies and private consultants;
- 4.2.7 To establish representative technical advisory committees and subcommittees as needed to assist in the preparation of plans, programs, and project reviews;

- 4.2.8 To initiate, advise, and aid in the establishment of cooperative arrangements, including interlocal agreements, among state, local and other governmental entities in the participating counties;
- 4.2.9 To render advice and technical assistance on request of Members in regard to local government problems having impact on the development and protection of Jordan River;
- 4.2.10 To appoint, provide direction, fix salary of, and remove the Executive Director, approve all hiring decisions of staff members and establish compensation and benefit programs for staff members;
- 4.2.11 To review actions of the Executive Director and the staff and determine the employment status of all staff;
- 4.2.12 Review and approve payment of all legitimately contracted and necessary expenses on behalf of the Commission through the Executive Director or in accordance with policies adopted by the Governing Board;
- 4.2.13 To hire and terminate consultants, staff and legal counsel as necessary for the needs of the Commission, through authorized procedures, or delegation of authority;
- 4.2.14 To conduct all Commission Business legally authorized by law or the Interlocal Cooperation Agreement in fulfilling the Commission's purpose and responsibilities; and
- 4.2.15 To perform other activities as the Commission's Governing Board may decide, consistent with the Agreement and these By Laws.

## **ARTICLE 5 - MEMBERSHIP**

### Section 5.1 Membership

The membership of the Commission is outlined in Article 5 of the Agreement.

### Section 5.2 Designated Representatives of Commission Members

Each Member shall designate one or more individuals, as provided for in Article 5 of the Agreement, in writing, who shall serve on the Governing Board as its official representative(s) and who shall have authority to vote on behalf of the Member. Each Member may designate in writing an alternate representative who may attend and vote when the official representative is absent. The designation of the voting member is solely in the discretion of the Member and may

be changed from time to time as determined by that Member. An Alternate may not act as the Chair or Vice Chair. Notice of change of designee must be given to the Executive Director in writing before the new designee has authority to vote on behalf of the Member.

#### Section 5.3 Compensation, Per Diem and Status

Governing Board Members, Committee members of the Technical Committee, subcommittees or other committees are not employees or contractors of the Commission. They serve on the Commission or its committees at the request of their governmental entity or as private citizens. Any compensation, per diem or reimbursement, except as part of authorized and approved Commission business, shall be borne by the appointing governmental entity or organization by which the individual is employed.

#### Section 5.4 Ex-Officio Membership

Ex-Officio Membership is limited to entities appointed in accordance with Article 5.4 of the Agreement.

### **ARTICLE 6 - OFFICERS**

#### Section 6.1 Authorized Officers

There shall be a Chair, ~~and a Vice Chair,~~ and Past Chair of the Governing Board, chosen from among Governing Board members who will conduct the business of the Governing Board. The Governing Board may appoint a Treasurer, chosen from among its membership or alternate member representatives. In addition to Governing Board Officers, there shall be an Executive Director who is an employee of the Commission. The Executive Director shall act as Secretary ~~and Treasurer~~ to the Governing Board.

#### Section 6.2 Election of Officers

The Chair and Vice-Chair shall be elected from among the official representatives on the Governing Board by a majority vote of the Governing Board. Initial elections of Chair and Vice-Chair shall be conducted at the first meeting of the Commission. Those individuals shall serve until the first meeting of the next full even numbered calendar year. Thereafter, elections shall be held bi-annually at the first meeting of the calendar year (even numbered years). ~~The Chair and Vice Chair shall not serve successive terms.~~ At this time, the Chair will move to the position of Past Chair. The Vice-Chair will be elevated to the office of Chair, and the Governing Board will elect a new Vice-Chair from the Board membership.

In the event that the Chair resigns, is no longer authorized to act on behalf of a Member or for other reasons is not capable of acting, the Vice-Chair will be elevated to the office of Chair and

the Governing Board shall elect a new Vice-Chair to fill the unexpired term. In the event the Vice-Chair is no longer able to act, the position shall be immediately filled by a majority vote of the Governing Board for the remainder of the term.

Section 6.3 Removal from Office

The Chair or Vice-Chair may be removed as Chair or Vice-Chair at any time by a majority vote of the Governing Board whenever in the Governing Board's judgment, the best interests of the Commission will be best served. Said removal, however, shall not affect the individual's designation as the official representative of the Member represented.

Section 6.4 Duties of the Chair

The Chair shall preside at and conduct all meetings of the Governing Board. As delegated by the Governing Board, the Chair shall have general supervision of the Executive Director, and shall perform such other duties as may be assigned by the Governing Board.

Section 6.5 Duties of Vice-Chair

The Vice-Chair shall have all the powers and perform all the duties of the Chair when serving in the Chair's absence. The Vice-Chair shall have such other duties as may be assigned by either the Chair or the Governing Board.

Section 6.6 Duties of Treasurer

The Treasurer will oversee the management of Commission finances by the Clerk, preparation of regular statements of the conditions of the finances of the Commission for each regular meeting of the Governing Board and at such other times as shall be required, preparation of the annual budget proposal, preparation of the annual audit, and do and perform all duties appertaining to the office of Treasurer.

**ARTICLE 7 - EXECUTIVE DIRECTOR**

Section 7.1 Name

If appointed by the Governing Board, there shall be a position established within the Jordan River Commission to be known as the Executive Director.

Section 7.2 Origin

The Executive Director's position is provided for in Article 11.3 of the Agreement establishing the Jordan River Commission.

### Section 7.3 Purpose

The Executive Director shall act as the principal administrative officer of the Jordan River Commission as directed by the Governing Board and the Chair. The Executive Director shall serve as Secretary ~~and Treasurer~~ to the Governing Board.

### Section 7.4 Employment Status

The Executive Director serves at the pleasure of the Commission and said employment may be terminated at will with or without cause as determined by a majority vote of the Governing Board.

### Section 7.5 Responsibilities of Executive Director

- 7.5.1 Act as principal administrative officer of the Commission and coordinate and direct all staff and consultant services as needed for daily operations of the Commission and as may be provided by the Chair or Governing Board;
- 7.5.2 Recommend to the Governing Board all staff appointments, advancements and other employment policies and act as supervisor of all staff and work that is conducted by the Commission staff;
- 7.5.3 Prepare and administer an annual approved work program and budget;
- 7.5.4 Maintain the permanent records of the Commission;
- 7.5.5 Assist the Technical Advisory Committee in recommending standards for improvement, use and development within the Blueprint Jordan River Study area;
- 7.5.6 Make recommendations to the Commission regarding accomplishing the purposes as defined in the Agreement;
- 7.5.7 Review private development proposals and proposed agency actions, with the help of the Technical Advisory Committee or others, and recommend changes to the Commission that would assure conformance to the Blueprint Jordan River;
- 7.5.8 Prepare agendas and notices for the meetings of the Governing Board, the Technical Advisory Committee and other Committees as assigned and keep minutes and or recordings as required by the Open and Public Meetings Act as part of his duties as Secretary to the Governing Board;
- 7.5.9 Prepare applications for funding needed to accomplish the purposes of the Commission;

- 7.5.10 Receive and receipt all monies due or payable to the Commission and deposit such monies in such depositories as shall be selected by the Governing Board;
- 7.5.11 Maintain, under the supervision of the Governing Board, such funds and accounts as may be required by governmental accounting practices and the State's fiscal procedures act;
- 7.5.12 Be responsible for distributing monies payable according to the Commission's Fiscal Procedures Policy ~~and co-sign payments together with the Chair or Vice Chair (two signatures required);~~
- 7.5.13 Present a financial statement of receipts and expenditures on a quarterly basis to the Governing Board or at the request of the Governing Board;
- 7.5.14 Arrange for, under the supervision of the Governing Board, a certified annual review or audit of the financial accounts and records of the Commission as required by law;
- 7.5.15 Prepare an annual report for the Commission, its Members, the Legislature, and others of highlights, accomplishments, major reviews and other important matters of the Commission. The annual report shall be presented during the first quarter of each calendar year;
- 7.5.16 Oversee the development of the Blueprint Jordan River; and
- 7.5.17 Perform all other duties assigned by the Governing Board.

## **ARTICLE 8 – STAFF**

### Section 8.1 Organization

Full or part-time staff positions for the Commission may be created from time to time as determined by the Governing Board and will report directly to the Executive Director.

### Section 8.2 Employment Status

All full and part-time staff employees hired by and working for the Commission are at-will employees and shall serve at the pleasure of the Commission. They may be dismissed with or without cause at any time by the Executive Director with the approval of the Governing Board.

### Section 8.3 Temporary Employees

Within budget and authorization of the Governing Board, the Executive Director may hire temporary employees, either for projects or limited periods of time. These employees are at-will and may be terminated by the Executive Director at any time with or without cause.

### Section 8.4 Nepotism Prohibited

As to those legally recognized familial relationships as defined in Utah Code Ann. §52-3-1 et. seq., the Commission and its Governing Board and employees are governed by this Act.

## **ARTICLE 9 - GOVERNING BOARD MEETINGS**

### Section 9.1 Frequency of Governing Board Meetings

The Commission shall designate a regular meeting date for the Governing Board and publish a schedule of meetings for an upcoming year by December 1 of the year preceding. Meetings shall be at least quarterly, but may be as frequent as the Governing Board deems appropriate. In addition to regularly scheduled meetings as published, the Governing Board may schedule and hold other meetings during a year as needs dictate by giving appropriate notice as required by the Utah Open and Public Meetings Act.

### Section 9.2 Notice and Agendas for Governing Board Meetings

An agenda will be provided to each designated representative and Member by e-mail, fax, mail or other means as determined appropriate under the circumstances prior to each meeting. A quorum at all meetings shall consist of a majority of members of the Governing Board. In the absence of the Chair and Vice-Chair, the Governing Board must elect a Chair pro tem in order to allow regular business of the Commission to proceed. The Executive Committee may recommend a Chair pro tem if the absence of the Chair or Vice-Chair is anticipated. The Chair pro tem will cede his responsibility to the Chair or Vice-Chair upon their arrival or upon conclusion of the meeting. The agenda will be prepared by the Executive Director or his designee for each meeting and will include items continued from prior meetings and/or new matters cleared by the Chair, the Executive Committee or the Governing Board. Board members may submit matters to the Executive Director for placement on the agenda. The agenda shall be closed one week prior to a regularly scheduled meeting so that the staff will have ample time to publish and distribute it together with any appropriate accompanying reports and materials. Notice of all meetings shall be made in compliance with the Utah Open and Public Meetings Act.



### Section 9.3 Location of Governing Board Meetings

The Executive Director or the Governing Board may determine the location of Governing Board meetings to meet the needs of the Board. These locations may change from time to time as coordinated with the Chair. The Governing Board may direct specific locations be used and has final say as to location.

### Section 9.4 Voting

Members may send representatives to meetings in order to represent their interests. When it comes to voting, only those who are officially designated in writing by the Member pursuant to Section 5.2 may vote at meetings.

### Section 9.5 Electronic Meetings

The Governing Board may hold electronic meetings pursuant to the Utah Open and Public Meetings Act.

## **ARTICLE 10 - COMMITTEES**

### Section 10.1 Committees

The Agreement provides that the Governing Board may establish any number of committees in order to help it conduct business, fulfill its responsibilities and provide technical and expert input into the work of the Commission. Other than the Technical Advisory Committee which is a permanent standing committee, the existence of other committees is discretionary on the part of the Governing Board and may or may not be empanelled. The Executive Director shall keep a current roster of all committees and subcommittees with those serving on the committees with contact information.

### Section 10.2 Executive Committee

The Executive Committee is provided for in Article 11.1 of the Interlocal Cooperation Agreement establishing the Jordan River Commission.

10.2.1 The Executive Committee shall include the Commission Chair, the Commission, Vice Chair, the Commission immediate Past Chair and up to five other members as determined by the Board and noted in the official minutes of the Commission.

10.2.2 Membership of the Executive Committee shall be reviewed and voted on in the January meeting of each calendar year. Upon resignation of any member serving on the Committee, the Board may replace that member through the remainder of the term.

- 10.2.3 In order for the Executive Committee to conduct business as a committee, at least the Commission Chair or Commission Vice Chair with a quorum must be present.
- 10.2.3(a) Assignments given by the Executive Committee to members of the Committee may be conducted by those members without the necessity of the Commission Chairman or Commission Vice Chair being present and does not require a quorum.
- 10.2.3(b) Individual members carrying out assignments must report back to the Executive Committee for approval or disapproval of recommendations unless the member is given specific authority through majority vote of the Committee ahead of time.
- 10.2.3(c) Recommendations and/or final actions of the Executive Committee that deal with other than day-to-day oversight of the Executive Director must be approved by a majority vote of the Committee.
- 10.2.4 The Executive Committee shall have no set schedule of meetings but may set its meetings as deemed appropriate by its members or the Board.
- 10.2.5 The Executive Committee shall specifically perform the following administrative functions of the Commission as well as all others determined by the Board by majority vote as reflected in the official minutes of the Commission:
- 10.2.5(a) Giving direction and oversight to the Executive Director.
- 10.2.5(b) Interviewing and selecting the staff of the Commission.
- 10.2.5(c) Recommending staff benefits to the Board.
- 10.2.5(d) Supervising the banking provided through the Executive Director.
- 10.2.5(e) Approving purchases not within the sole discretion of the Executive Director pursuant to the procurement policies adopted by the Governing Board.
- 10.2.5(f) Overseeing the development of methods to obtain grants and future Member contributions.
- 10.2.5(g) Making recommendations to the Board on the use of any budget carryover.

### Section 10.3 Technical Advisory Committee

The Technical Advisory Committee is provided for in Article 12.1 of the Agreement establishing the Jordan River Commission. The membership of the Technical Advisory Committee shall elect

a Chair and Vice Chair to conduct the business of the group. Terms of the Chair and Vice Chair of the Technical Advisory Committee shall coincide with the terms of the Chair and Vice Chair of the Governing Board. The Technical Advisory Committee shall maintain minutes of their meetings.

#### Section 10.4 Additional Board-Appointed Members of the Technical Advisory Committee

Representation on the Jordan River Commission Technical Advisory Committee is outlined in Article 12.1 of the Agreement establishing the Jordan River Commission. Article 12.1.8 allows the Commission's Governing Board to appoint additional members to the Technical Committee. The following guidelines shall be followed for Board appointment of additional members to the Technical Committee:

- 10.4.1 Requests for membership on the Technical Advisory Committee may originate with any of the member agencies or the Executive Committee or the Governing Board of the Commission.
- 10.4.2 Requests should be for Board appointment of a specific individual who will represent a government entity or other non-governmental organization with jurisdiction over or affected by the management of the Jordan River or who will provide expertise or a perspective valuable to operation of the Committee.
- 10.4.3 Requests that do not come directly from the Governing Board shall be reviewed by the Executive Committee. Requests approved by the Executive Committee shall be forwarded to members of the Governing Board for their consideration.
- 10.4.4 Board-appointed members of the Technical Advisory Committee may be removed by the Governing Board at any time by majority vote of the Governing Board.
- 10.4.5 Upon initial approval, Board appointment of additional members shall be for a four-year term. Reappointment of the additional member shall be considered and voted on at the first meeting of the calendar year in which the term expires.

#### Section 10.5 Board Appointed Committees

Board Appointed Committees are provided for in Article 11.1.5 of the Agreement establishing the Jordan River Commission.

#### Section 10.6 Technical Advisory Committee Subcommittees

Technical Advisory Committee Subcommittees are provided for in Article 12.8 of the Agreement establishing the Jordan River Commission.

#### Section 10.7 Public Advisory Group

If a Public Advisory Group is established pursuant to Article 11.1.5 of the Agreement, the Commission's Executive Director will act as the Public Advisory Group Coordinator. The membership of the Public Advisory Group shall consist of stakeholders with a legitimate interest in Jordan River and the decisions made by the Jordan River Commission. Applications for membership in the Public Advisory Group will be received and reviewed by the Governing Board. The Governing Board will approve or disapprove applications at a regularly held Board meeting. After initial approval of membership in the Group, applicants must re-apply annually to officially participate in the Group. The Public Advisory Group can report to the Governing Board at their regularly-scheduled meetings to offer ideas and voice concerns. Members of the Public Advisory Group who do not agree with the Group's majority report may prepare a separate report to the Governing Board describing those matters where they differ from the reports given by the Group's majority spokesman. Members of the Jordan River Commission may elect to participate in the Public Advisory Group. The Public Advisory Group shall maintain minutes for their meetings.

#### Section 10.8 Staff support for Committees

The Executive Director and the staff shall provide assistance to each committee as required by the Board.

### **ARTICLE 11 - TECHNICAL AND OTHER COMMITTEE MEETINGS**

#### Section 11.1 Frequency of Technical Advisory Committee Meetings.

The Technical Committees shall meet from time to time as needed but not less than quarterly in any given calendar year. It may meet as frequently as needed and/or as directed by the Governing Board. No schedule of meetings need be set in advance but will be determined by the Technical Advisory Committee as it meets to discuss the technical matters requiring review. The Technical Advisory Committee is to coordinate with the Executive Director who will notify designated members. The Committee may meet wherever it deems appropriate.

#### Section 11.2 Quorum Not Always Necessary to Conduct Business

Because of the nature of the Technical Advisory Committee and the need to isolate or discuss specific matters that might require expertise in limited areas, it is not necessary for a quorum to be present to discuss matters and take input on matters for which the Committee has been constituted.

Section 11.3 All other Committees

All other committees shall meet as frequently or infrequently as necessary to cover the matters assigned and the chair of the committees shall coordinate with the Executive Director regarding all details of said meetings.

**ARTICLE 12 - FINANCES**

Section 12.1 Annual Budget

The Executive Director shall prepare a proposed annual budget for the consideration of the Governing Board in its March meeting. After analyzing the proposed budget and making any corrections or revisions that it may find necessary, the Governing Board shall adopt a final annual budget on or before sixty (60) days prior to the end of the fiscal year. The annual budget shall include an itemized listing of all projects, staffing, programs, research studies, and activities together with a list of all sources of funding and an assessment schedule.

Section 12.2 Modification of Budget

In accordance with applicable law and after the approval of a majority of the Governing Board, the Budget may be modified. If Grants or voluntary contributions are received allowing the Commission to perform more functions or engage in more activities, the Governing Board is at liberty to modify the budget to reflect said increases.

Section 12.3 Assessments

Assessments shall be determined as stipulated in Article 13.1 of the Agreement establishing the Jordan River Commission.

Section 12.4 Annual Review or Audit

The Commission shall cause an annual review or audit of its financial affairs, as required by law, to be made by a certified public accountant at the end of each fiscal year. The Commission shall direct the Executive Director to employ a certified public accountant that shall have been approved by the Governing Board for such review or audit. The review or audit report shall be made available to each of the Commission Members and to the general public.

Section 12.5 Fiscal Year

The official fiscal year for the Jordan River Commission begins July 1st of each year and ends June 30th of the following year.

## **ARTICLE 13 - CONFLICT OF INTEREST**

### Section 13.1 Officers and Employees Ethics Act

All individuals representing Members, including Ex-Officio Members either on the Governing Board or on committees established by the Agreement and these By-Laws as well as all non Member participants on committees and Commission employees shall conduct Commission business in accordance with the provisions found in Utah Code Ann. 67-16-1 et. seq. or any other applicable state, federal , municipal, county or local ethics law, ordinance, rule or regulation. In addition, the Governing Board may adopt polices regulating the conduct of officers and employees, provided that such policies shall be consistent with state law.

### Section 13.2 Conflicts of Interest

If any person who is designated as a Governing Board designee, or is serving on the Technical or other committee established by the Governing Board is aware that the Commission is about to enter into any business transaction directly or indirectly with such person, any member of that person's family, or any entity in which that person has any personal legal, equitable or fiduciary interest or position, including without limitation officer, shareholder, partner, beneficiary or trustee, such person shall (a) immediately inform those charged with approving the transaction on behalf of the Commission of such person's interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the Commission, and (c) not be entitled to vote on the decision to enter into such transaction.

## **ARTICLE 14 - ADOPTION AND AMENDMENT OF THESE BY-LAWS**

### Section 14.1 Majority Vote for Adoption

These by-laws may be adopted by a seventy-five percent (75%) vote of the Governing Board.

### Section 14.2 Majority Vote for Amendment

These by-laws may be amended by a seventy-five percent (75%) vote of the Governing Board.

## **ARTICLE 15 - SEVERABILITY**

The invalidity of any provision of these by-laws shall not affect the other provisions hereof, and in such event these by-laws shall be construed in all respects as if such invalid provision were omitted.

## **ARTICLE 16 - CONFLICT**

In the event any provision of these by-laws is in conflict or inconsistent with any provision of the Agreement establishing the Jordan River Commission, the provisions of the Agreement shall govern.

## **ARTICLE 17 - QUORUM**

Unless otherwise provided for in these By Laws or the Agreement, a quorum shall mean a majority of the appointed Board or Committee members and shall not mean an absolute majority of all possible members. Unless otherwise provided for in these By Laws or the Agreement, action may be taken by the Governing Board or any Committee in any meeting at which a quorum is present upon the affirmative vote of a majority of the members present.