

**BYLAWS 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 Bylaws.

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 Bylaws 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 Bylaws 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 Bylaws 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 Bylaws.

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. Ex-Officio Members should, where feasible, be identified and solicited to participate and provide representation of the Watershed Council interests outlined in Section 12.5.

ARTICLE 6 - OFFICERS

Section 6.1 Authorized Officers

There shall be a Chair, 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 shall appoint a Treasurer, knowledgeable in finance and accounting procedures. 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.

Section 6.2 Terms & Election of Officers

The Chair, Vice Chair and Past Chair shall be elected from among the official representatives on the Governing Board and serve a two-year term. Elections shall be held bi-annually at the first meeting of the calendar year in each odd numbered year. At this time, the Chair may be automatically nominated to the office of Past Chair, and the Vice Chair may be automatically nominated to the office of Chair. These nominations do not preclude others from being nominated at the discretion of the Governing Board. The Governing Board will nominate one or more individuals as Vice Chair. Each respective office will be filled by the nominee for that office who receives the most votes.

In the event that the Chair resigns, is no longer eligible or able 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 nominate and elect a new Vice Chair to fill the unexpired term. In the event the Vice Chair is no longer eligible or able to act, the Governing Board shall nominate and elect a new Vice Chair to fill the unexpired term. In the event the immediate Past Chair is no longer eligible or able to act, the Governing Board may nominate and elect a new Past Chair

from among any prior past chairs currently serving on the Board. In the event there is no other past chair to nominate, the office of Past Chair may remain vacant for the remainder of an unexpired term.

The Treasurer is appointed by the Governing Board to serve a term of approximately two years, corresponding to the Fiscal Year cycle of the Commission, and may be reappointed to serve a successive term or terms. If the Treasurer Office is vacated for any reason during the term, another Treasurer shall be appointed to fill the vacancy.

Section 6.3 Removal from Office

The Chair, Vice Chair, Past Chair, or Treasurer may be removed from office 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 served. Said removal, however, shall not affect the individual's designation as an 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 Past Chair

The Past Chair shall serve on the Executive Committee, and generally provide institutional continuity as a member and advisor to that Committee. The Past Chair may have such other duties as may be assigned by either the Chair, Executive Committee, or Governing Board.

Section 6.7 Duties of Treasurer

The Treasurer will oversee the management of Commission finances by the Clerk, the preparation of regular statements of the conditions of the finances of the Commission at least quarterly, and at such other times as shall be required, the preparation of the annual budget proposal, the preparation of quarterly and annual State Auditor transparency reports, 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 Commission Secretary.

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 Executive Committee, 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 their duties as Secretary;
- 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;
- 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 at the last Governing Board meeting of a calendar year. 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 Chair, the Vice Chair, the Past Chair, the Treasurer, 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 at the first meeting of each calendar year. If a seat on the Executive Committee is vacated by a member serving on the Committee for any reason, the Board may replace that member through the remainder of the unexpired term.
- 10.2.3 The Chair and Vice-Chair of the Governing Board shall also serve as the Chair and Vice-Chair of the Executive Committee.
- 10.2.4 In order for the Executive Committee to conduct business as a committee, at least the Chair or Vice Chair with a quorum must be present.
- 10.2.4(a) Assignments given by the Executive Committee to members of the Committee may be conducted by those members without the necessity of the Chair or Vice Chair being present and does not require a quorum.
- 10.2.4(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.
- 10.2.4(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.
- 10.2.5 The Executive Committee shall have no set schedule of meetings but may set its meetings as deemed appropriate by its members or the Board.
- 10.2.6 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:
- 10.2.6(a) Giving direction and oversight to the Executive Director.
- 10.2.6(b) Interviewing and selecting the staff of the Commission.
- 10.2.6(c) Recommending staff benefits to the Board.
- 10.2.6(d) Supervising the banking provided through the Executive Director.
- 10.2.6(e) Approving purchases not within the sole discretion of the Executive Director pursuant to the procurement policies adopted by the Governing Board.

- 10.2.6(f) Overseeing the development of methods to obtain grants and future Member contributions.
- 10.2.6(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.

- 10.3.1 The membership of the Technical Advisory Committee shall elect officers to include a Chair, Vice Chair and Past Chair, to conduct the business of the Committee. Any member of the Committee may be a candidate. Terms of the Chair, Vice Chair and Past Chair of the Committee shall be two years, and after the initial appointments should be elected at the first meeting of each even numbered year. Procedures for nominations, elections and filling of vacancies should follow those established for the Governing Board.
- 10.3.2 Roles and responsibilities of the Chair are to coordinate meeting scheduling, establish meeting agendas, conduct meetings, and guide activities of the Committee with support from Commission staff. The Vice Chair may have the powers and perform the duties of the Chair in the Chair's temporary absence. The Chair, Vice Chair, and Past Chair may have other duties as assigned from time to time by the Committee or Chair.
- 10.3.2 The Technical Advisory Committee shall maintain minutes of their meetings. All notices, meetings and record keeping of the Committee shall be conducted according to the Utah Open and Public Meetings Act.

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 Technical Advisory Committee Subcommittees

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

Section 10.6 Event Advisory Committee

Article 11.1.5 of the Interlocal 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. The Event Advisory Committee is organized to support the following:

10.6.1 Get to the River Festival;

10.6.2 Other events that the Commission and its staff are actively involved in organizing;

10.6.3 Other events and activities of other organizations who conduct events and activities, where the Commission provides general support, information, coordination and resources; and

10.6.4 Coordinating information and resources for programs and events in jurisdictions in and around the Jordan River Parkway to assist with and facilitate using the trail and river.

Section 10.7 Event Advisory Committee Composition, Terms & Officers

The Event Advisory Committee shall maintain from 7-11 total voting members. Nominations for membership on Event Advisory Committee may originate with any of the member agencies, Commission staff, the Executive Committee or the Governing Board of the Commission, and should include individuals who will represent a government entity or other non-governmental

organization with jurisdiction over or involved with the management of the Jordan River or who will provide expertise or a perspective valuable to the operation of the Committee.

The Event Advisory Committee membership may include board and non-board members including community partners and event organizers that utilize the Jordan River River and Parkway Trail. Committee composition, officers and terms should include the following:

- 10.7.1 The Event Advisory Committee should include members who represent diversity of cultural, ethnic, and geographic areas and communities of the Jordan River corridor to contribute and influence committee direction and decisions.
- 10.7.2 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.
- 10.7.3 Board-appointed members of the Event Advisory Committee may be removed by the Governing Board at any time by majority vote of the Governing Board.
- 10.7.4 Terms of Event Advisory Committee members shall be four-years. Members may be re-appointed to additional terms without term limits.
- 10.7.5 Commission staff including the Executive and the Event Manager or Coordinator may serve on the Event Committee as non-voting members without term limits.
- 10.7.6 The membership of the Event Advisory Committee shall elect officers to include a Chair, Vice Chair and Past Chair, to conduct the business of the Committee. Any member of the Committee may be a candidate. Terms of the Chair, Vice Chair and Past Chair of the Committee shall be two years, and after the initial appointments should be elected at the first meeting of each even numbered year. Procedures for nominations, elections and filling of vacancies should follow those established for the Governing Board.
 - 10.7.6(a) Roles and responsibilities of the Chair are to coordinate meeting scheduling, establish meeting agendas, conduct meetings, and guide activities of the Committee with support from Commission staff.
 - 10.7.6(b) The Vice Chair may have the powers and perform the duties of the Chair in the Chair's temporary absence.
 - 10.7.6(c) The Chair, Vice Chair, and Past Chair may have other duties as assigned from time to time by the Committee or Chair.

10.7.8 The Event Advisory Committee shall maintain minutes of their meetings. All notices, meetings and record keeping of the Committee shall be conducted according to the Utah Open and Public Meetings Act.

Section 10.8 Other Board Appointed Committees

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

Section 10.9 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 10.10 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 Advisory Committee shall meet from time to time as needed and at least annually. 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 - JORDAN RIVER WATERSHED COUNCIL

Section 12.1 Establishment of the Jordan River Watershed Council

The Blueprint Jordan River identifies the establishment of the Jordan River Watershed Council as a goal. This Council is formed under the Utah Watershed Councils Act, found in Utah Code Title 73, Chapter 10g, Part 3 (the “Act”). When certified by the Utah Watersheds Council as provided in the Act, the Governing Board of the Jordan River Commission will serve as the Jordan River Watershed Council.

Section 12.2 Council Role

The Council is created to serve as a forum for water users and other stakeholders in the Jordan River Watershed identified Utah Code § 73-10g-307(1) to meet the water needs and opportunities critical to this Watershed, and lead to better planning, coordination, funding, and satisfaction of water needs in the Watershed. This Council is also intended to serve as a place where interested stakeholders can collaboratively address problems and resolve conflicts.

The Council will:

- 12.2.1 facilitate meetings and other activities for discussion, planning, and collaboration on Watershed issues [Utah Code § 73-10g-307(1)(a)(ii)]; and
- 12.2.2 encourage participation by individual water users, water user groups, other watershed groups, mutual irrigation companies, water distribution system committees, and other stakeholders in meeting the needs of the Watershed and water users. [Utah Code § 73-10g-306(1)(a)(ii)].

Section 12.3 Council Duties

The Council will accomplish its purposes by:

- 12.3.1 identifying topics of interest and issues to stakeholders, and creating Council meeting agendas that clearly state the topics and substance scheduled for discussion at Council meetings;
- 12.3.2 holding regularly scheduled meetings, typically in conjunction with regular Governing Board meetings as outlined in Article 9;
- 12.3.3 providing virtual access to Council meetings;
- 12.3.4 allocating time on each agenda for public comment and discussion on Watershed issues, allowing opportunity for Council Members and other attending Council meetings to contribute ideas;
- 12.3.5 enjoining disrespectful or unprofessional behaviors or comments among Members and the public that polarize opinions and undermine collaborative input, and utilizing a neutral facilitator(s) at meetings, if needed, to encourage input, lead collaborative and productive discussions, and limit disrespectful and unproductive comments;
- 12.3.6 recommending actions to implement the mission, vision, and guiding principles of the Council.

Section 12.4 Limits of Council Authority

The Act limits the authority and activities of the Council in some respects. Specifically, the Act provides that:

- 12.4.1 the Council does not have separate or inherent adjudicative, regulatory, infrastructure development, infrastructure financing, or enforcement powers;
- 12.4.2 creation of the Council does not supersede, usurp, or replace any other watershed-oriented organization within the Watershed except to the extent such an organization and the Council may agree in writing; and
- 12.4.3 creation of the Council does not create a stakeholder for purposes of compliance with any state or federal law, including the National Environmental Policy Act (NEPA), 42 USC 4321, et seq. (1969) [Utah Code § 73-10g-308].

The Council may seek resources and support for its administration from the Utah Watersheds Council [Utah Code § 73-10g-305(1)(d)]. Such requests may be made by the Council chair, members, or any Council committees or staff.

Section 12.5 Council Membership

Members of the Governing Board, including Interlocal Agency and Ex-Officio representatives, shall serve as Members of the Watershed Council, provided that each Member resides or works within the Watershed, or owns or controls the right to divert or use water within the Watershed [Utah Code § 73-10g-306(1)(b)]. Where feasible, membership should be comprised of at least these interests [Utah Code § 73-10g-306(1)(b)]:

Deleted: Interlocal Agency and Ex-Officio Representatives to

- 12.5.1 agriculture
- 12.5.2 industry
- 12.5.3 Indian tribes;
- 12.5.4 public water suppliers;
- 12.5.5 water planning and research institutions;
- 12.5.6 water quality;
- 12.5.7 fish and wildlife;
- 12.5.8 water dependent habitat and environments
- 12.5.9 Watershed management, such as distribution system committees functioning within the Watershed
- 12.5.10 mutual irrigation companies;
- 12.5.11 local sponsors of reclamation projects;
- 12.5.12 a member designated by the Great Salt Lake Watershed Council.

Members may designate an alternate as provided in Section 5.2.

Federal and state agency representatives to the Governing Board may serve as liaisons to the Council [Utah Code § 73-10g-306(2)] and provide other support to the Council including serving as advisors and officers, but are not voting Members of the Council.

The Secretary will maintain a current roster of Council Members, including a residential or work address confirming eligibility, and identification of the interest(s) each Member represents.

Section 12.6 Council Member Compensation and Reimbursement

Members will receive no compensation or benefits for their service but may receive per diem and travel expenses in conformance with the Act [Utah Code § 73-10g-308(2)] and applicable state laws. All reimbursement requests shall be submitted to and processed through the Utah Division of Water Resources.

Section 12.7 Council Officers

Upon certification of the Council [Utah Code § 73-10g-306(1)], the Council shall select from among its membership a Chair, Vice Chair, Utah Watersheds Council Representative, Great Salt Lake Watershed Council Representative. If appointed, the Executive Director shall serve as Secretary and as an alternate representative to other watershed councils. The Council may identify and appoint other officers as needed by a majority vote of its Members.

Section 12.8 Council Officer Elections, Removal and Temporary Vacancies

- 12.8.1 The membership of the Council shall elect officers to include a Chair, Vice Chair and other watershed council Representatives to conduct the business of the Council and represent its interests to other watershed councils. Any member of the Council may be a candidate. Terms of the Chair, Vice Chair and other watershed council Representatives shall be two years, and after the initial appointments should be elected at the first meeting of each odd numbered year. Procedures for nominating, electing and filling of vacancies should follow those established for the Governing Board in Section 6.2.
- 12.8.2 An officer may be removed from office at any time and with or without cause by 2/3 majority vote of the Members of the Council. An officer whose membership on the Council ends shall be deemed removed as of the time the membership ended.
- 12.8.3 In the absence or incapacity of both the Chair and the Vice Chair, the Chair may select a member to act as the presiding officer pro tem at a Council meeting, or the Members present at the meeting may elect, by majority vote, a Chair pro tem to serve as presiding officer only for that meeting.

Section 12.9 Council Officer Duties

- 12.9.1 The Chair shall serve as the presiding officer of the Council; follow the principles of Robert's Rules of Order and this Organizing Document in calling and conducting Council meetings; arrange for meetings, ensure compliance with the Open and Public Meetings Act [Utah Code Title 52, Chapter 4], oversee preparation of a notice and agenda and minutes for each Council meeting, and prepare timely reports and other relevant information for the Council; execute official documents and letters of the Council; identify and bring before the Council such matters as are within the purview of the Council; and facilitate the role of the Council as directed in Utah Code § 73-10g-307.
- 12.9.2 The Vice Chair shall assist the Chair in all necessary capacities and assume the duties and responsibilities of the Chair in all instances where the Chair is not

available or unable to carry out the duties and responsibilities of the Chair, or upon delegation by the Chair.

- 12.9.3 The Utah Watersheds Council Representative shall represent the Council and Watershed on the Utah Watersheds Council; relay the Council's communications to the Utah Watersheds Council, as directed by the Council; and relay the Utah Watersheds Council's activities and requested communications to the Council.
- 12.9.4 The Great Salt Lake Watershed Council Representative shall represent the Council and Watershed on the Great Salt Lake Watershed Council; relay the Council's communications to the Great Salt Lake Watershed Council, as directed by the Council; and relay the Great Salt Lake Watershed Council's activities and requested communications to the Council.

Section 12.10 Council Meetings, Quorum, Voting and Other Provisions

Council procedures regarding meeting scheduling, establishment of a quorum, preparing agendas and conducting meetings, voting, open and public meeting noticing, government records and management, establishment of Council committees, and electronic meetings shall follow those generally established for the Governing Board, and as subject to all applicable laws, regulations and policies. Any action of the Council must be approved by a majority of all eligible voting Members, except a motion to adjourn a meeting for lack of a quorum being in attendance. For purposes of voting on Council actions, each Member or their designated alternate shall receive one vote.

ARTICLE 13 - FINANCES

Section 13.1 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 13.2 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 13.3 Assessments

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

Section 13.4 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 13.5 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 14 - CONFLICT OF INTEREST

Section 14.1 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 Bylaws 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 policies regulating the conduct of officers and employees, provided that such policies shall be consistent with state law.

Section 14.2 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 15 - ADOPTION AND AMENDMENT OF THESE BYLAWS

Section 15.1 Majority Vote for Adoption

These Bylaws may be adopted by a three-fourths (3/4) majority vote of the Governing Board.

Section 15.2 Majority Vote for Amendment

These Bylaws may be amended by a three-fourths (3/4) majority vote of the Governing Board.

ARTICLE 16 - SEVERABILITY

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

ARTICLE 17 - CONFLICT

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

ARTICLE 18 - QUORUM

Unless otherwise provided for in these Bylaws 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 Bylaws or the Agreement, action

may be taken by the Governing Board, Watershed Council, or any Committee in any meeting at which a quorum is present upon the affirmative vote of a majority of the members present.

Adopted: _____

Attested: _____, Chair

_____, Secretary