

BYLAWS  
OF  
LOCAL BUILDING AUTHORITY  
OF  
THE WEBER AREA DISPATCH 911 AND EMERGENCY SERVICES DISTRICT,  
UTAH

ARTICLE I  
OFFICES

The principal corporate office of the Local Building Authority of the Weber Area Dispatch 911 and Emergency Services District, Utah (the “Authority”), shall be located at 2186 Lincoln Avenue, Ogden, Utah.

ARTICLE II  
PURPOSE

The objects and purposes for which the Authority is founded and incorporated are to acquire, improve or extend one or more projects and to finance their costs on behalf of the Weber Area Dispatch 911 and Emergency Services District, Utah (the “District”), in accordance with the procedures and subject to the limitations of the Local Building Authority Act, Title 17D, Chapter 2, Utah Code Annotated 1953, as amended (the “Act”), in order to accomplish the purposes for which the District exists.

In furtherance thereof, the Authority shall have all of the powers set forth in the Act and the Constitution and other laws of the State of Utah. The Authority shall not, however, undertake any of the activities set forth in the preceding paragraph without prior authorization therefor by the Administrative Control Board of the District.

The purpose and essence of the Authority shall be purely civic, benevolent, charitable, and philanthropic. The Authority shall not possess or exercise any power or authority either expressly, by interpretation, or by operation of law that would prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification. It is hereby expressly declared that this Authority has been organized not for gain, and that no loans, dividends, or other distributions shall ever be declared or paid to any of its trustees or officers. The Authority shall have no shareholders and shall not issue shares of stock and none of its property, real or personal, shall ever be used or expended except in carrying into effect the legitimate ends and aims of the Authority.

At no time shall the Authority engage in any activities which are unlawful under the laws of the United States of America, the State of Utah, or any other jurisdiction wherein it conducts its activities. No substantial part of the activities of the Authority shall include the carrying on of propaganda, or otherwise attempting to influence legislation and the Authority shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

### ARTICLE III

#### GOVERNING BOARD

Section 1. General Powers. The affairs of the Authority shall be managed by a governing board (the "Governing Board").

Section 2. Number, Tenure, and Qualifications. The number of trustees shall be seven and shall consist of the Chair and the members of the Administrative Control Board of the District (the "Board of Directors) as may from time to time serve as Chair or on such Board of Directors, and any change in the office of Chair or the composition of the membership of the Board of Directors shall automatically and without any action required hereunder operate to change the composition of the membership of the Governing Board. The initial trustees are designated in the Articles of Incorporation, and each shall serve as a member of the Governing Board for a term of four years or until his/her death, incapacity, resignation, or removal from such office or, if applicable, until such officer shall cease to be Chair or a member of the Board of Directors. Whenever a member of the Governing Board shall cease to be Chair or a member of the Board of Directors, his/her successor shall, upon his/her election or appointment and qualification for office, thereupon become a member of the Governing Board. To the extent permitted by law, members of the Governing Board may be removed and replaced by the Board of Directors at any time in its discretion.

Section 3. Regular Meetings. Regular meetings of the Governing Board shall be held in compliance with the laws of the State of Utah relating to open and public meetings, Title 52, Chapter 4, Utah Code Annotated 1953, as amended (the "Open Meeting Law"), at such times and places as the Governing Board may by resolution designate. No annual meeting is required for the Authority.

Section 4. Special Meetings. Special meetings of the Governing Board may be called by or at the request of the Chair/President of the Governing Board (the "Chair/President") or any two trustees and shall be held in compliance with the Open Meeting Law, at the principal office of the Authority or at such other place as the Chair/President may determine.

Section 5. Notice. Public notice of all meetings of the Governing Board shall be given in accordance with the Open Meeting Law. Notice to the trustees of any regular meeting of the Governing Board shall be deemed given upon the enactment of the resolution scheduling such meeting. Notice to the trustees of any special meeting of the

Governing Board shall be given at least twenty-four (24) hours previously thereto by written notice delivered personally.

Section 6. Quorum. A majority of the then current membership of the Governing Board shall constitute a quorum for the transaction of business at any meeting of the Governing Board; but if fewer than a majority of the trustees of the Governing Board are present at any meeting, a majority of the trustees present may adjourn the meeting from time to time without further notice.

Section 7. Governing Board Decisions. The act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Governing Board, unless the act of a greater number is required by law or by these bylaws (the "Bylaws").

Section 8. Compensation. Trustees as such shall not receive any compensation for their services, but by resolution of the Governing Board, expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Governing Board. Nothing herein contained shall be construed to preclude any trustee from serving the Authority in any other capacity and receiving compensation therefor.

#### ARTICLE IV

#### OFFICERS

Section 1. Officers. The officers of the Authority shall be a Chair of the Governing Board, who shall also serve as President of the Authority (the "Chair/President"), a Vice President, a Secretary-Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. Any two or more offices may be held by the same person, except the offices of Chair/President and Secretary-Treasurer. Upon their election by the Governing Board or other qualification for office, each officer shall serve a term of four years or until his/her death, incapacity, resignation, or removal from such office or, if applicable, until such officer shall cease to be Chair or a member of the Board of Directors. With specific regard to the office of Chair/President, the elected Chair, Chair pro-tem or interim Chair shall serve as the Chair/President of the Authority until replaced and upon such replacement the succeeding Chair, Chair pro-tem or interim Chair shall serve as the Chair/President of the Authority. With specific regard to the office of Secretary-Treasurer, the appointed Secretary, interim Secretary or Deputy Secretary shall serve as the Secretary-Treasurer of the Authority until replaced and upon such replacement the succeeding Secretary, interim Secretary or Deputy Secretary shall serve as the Secretary-Treasurer of the Authority.

Section 2. Election. The officers of the Authority shall be elected by the Governing Board. New offices may be created and filled at any meeting of the Governing Board.

Section 3. Removal. Any officer elected or appointed by the Governing Board may be removed by the Governing Board whenever in its judgment the best

interests of the Authority would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, disqualification, or otherwise, may be temporarily filled by another member of the Governing Board for the unexpired portion of the term.

Section 5. Powers and Duties. The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Governing Board. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this Authority. The powers and the duties of the Chair/President of the Governing Board shall be to make application and implementation of policies and procedures for the day-to-day operation of the Authority and for the operation and administration of any real or personal property owned or controlled by the Authority. The Chair/President of the Governing Board shall also implement the policies as adopted by the Governing Board; and provide a liaison between the Authority and the Board of Directors and citizens of the District. In the absence of the Chair/President, the Vice President is hereby authorized by these bylaws to act in his place.

## ARTICLE V

### COMMITTEES

The Governing Board, in its discretion, may constitute and appoint committees to assist in the supervision, management, and control of the affairs of the Authority with responsibilities and powers appropriate to the nature of the several committees and as provided by the Governing Board in the resolution of appointment or in subsequent resolutions and directives. Each committee so constituted and appointed by the Governing Board shall serve at the pleasure of the Governing Board. In addition to such obligations and functions as may be expressly provided by the Governing Board, each committee constituted pursuant to these Bylaws and appointed by the Governing Board shall from time to time report to and advise the Governing Board on corporate affairs within its particular area of responsibility and interest. The Governing Board may provide by general resolution applicable to all such committees for the organization and conduct of the business of the committees. Such committees as provided in this section of these Bylaws shall not have nor exercise the authority of the Governing Board in the management of the Authority. Any member of such committee may be removed by the Governing Board whenever in its judgment the best interests of the Authority shall be served by such removal.

## ARTICLE VI

### CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Governing Board may authorize any officer or officers, agent, or agents of the Authority to enter into any contract, to execute and deliver any instrument in the name of and on behalf of the Authority and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Authority shall be signed by such officer or officers, agent, or agents of the Authority, and in such manner as shall from time to time be determined by resolution of the Governing Board. In the absence of such determination by the Governing Board, such instruments shall be signed by the Chair/President or Vice President and countersigned by the Secretary-Treasurer of the Authority.

Section 3. Deposits. All funds of the Authority shall be deposited from time to time to the credit of the Authority in such banks, trust companies, or other depositories as the Governing Board may select.

Section 4. Gifts. The Governing Board may accept on behalf of the Authority any contribution, gift, bequest, or devise for any purpose of the Authority.

## ARTICLE VII

### BOOKS AND RECORDS

The Authority shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Governing Board and committees.

## ARTICLE VIII

### SEAL

The corporate seal for the Authority shall be circular in shape with the word "SEAL" in bold face type in the center and with the words "Local Building Authority of the Weber Area Dispatch 911 and Emergency Services District, Utah" on the perimeter of the seal.

## ARTICLE IX

### WAIVER OF NOTICE

Whenever a notice is required to be given to a member of the Governing Board under the provisions of the statutes of the State of Utah or under the provisions of these Bylaws of the Authority or under the Articles of Incorporation of this Authority, a waiver

thereof in writing by each trustee entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE X

### MANNER OF OPERATION

Section 1. Operation to be for the Public Good. The Authority shall at all times conduct its operations in a manner consistent with the best interests of the District and the citizens thereof. It is hereby declared that the Authority, having been created pursuant to a resolution duly and regularly adopted by the Board of Directors shall at all times act with the approval of the Board of Directors given by means of a resolution, ordinance, or other official approval of such body.

Section 2. Compliance with Other Requirements of Law. The Authority has been created under and pursuant to the Act and the Utah Revised Nonprofit Corporation Act, Title 16, Chapter 6a, Utah Code Annotated 1953, as amended, and shall operate in strict accordance therewith. The officers of the Authority shall at all times do such things as are required of corporations created under such acts and as may be necessary and proper to preserve and protect the existence of the Authority thereunder.

Section 3. Compliance with Certain Federal Income Tax Revisions. The Authority has been created with the intent that it would qualify as a corporation described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as well as under any similar provision of the Internal Revenue Code subsequently enacted. Accordingly, the Authority shall undertake no action which would result in the Authority failing to qualify as a corporation described under said Section of the Internal Revenue Code subsequently enacted.

The undersigned, being the Secretary-Treasurer of the Authority, does hereby certify that the foregoing Bylaws have been duly adopted as Bylaws of the Authority and are the full and complete Bylaws of the Authority as of this date.

DATED at Ogden, Utah, this \_\_\_\_\_, 2016.

By: \_\_\_\_\_  
Secretary-Treasurer