

**BYLAWS  
GREATER SALT LAKE MUNICIPAL SERVICES DISTRICT**

**ARTICLE I  
NAME, ORGANIZATION, PURPOSES, PRINCIPAL OFFICE**

**1.1 NAME; ORGANIZATION**

1.1.1 Name. The name of this municipal services district is the Greater Salt Lake Municipal Services District, hereafter the “District.”

1.1.2 Organization. The District was organized pursuant to the provisions of Part 11, Chapter 2a of Title 17B of the Utah Code.

1.1.3 Nature of District. The District is a political subdivision of the State of Utah and a body corporate with all of the powers granted or necessarily implied by state law.

**1.2 PUBLIC PURPOSE**

The purpose of the District is, pursuant to Utah Code Ann. § 17B-2a-1104, to provide up to six “municipal services” as defined in Utah Code Ann. § 17B-2a-1102(1), and to exercise all powers conferred upon a municipal services district by law.

**1.3 PRINCIPAL OFFICE**

The District's office and principal place of business shall be located at 2001 South State Street, Suite N3 600, Salt Lake City, Utah, until changed pursuant to Board action.

**ARTICLE II  
TRUSTEES**

**2.1 BOARD OF TRUSTEES**

The District is governed by a Board of Trustees, the “Board,” as authorized by Sections 17B-1-301 and 17B-2a-1106, Utah Code Annotated, 1953, as amended.

**2.2 QUALIFICATIONS FOR TRUSTEES**

2.2.1 Selection/Employment. As provided in Utah Code Ann. § 17B-2a-1106(3), the Board of Trustees of the District presently consists of the Chair (Mayor) of each of the five Metro Townships (Copperton, Emigration Canyon, Kearns, Magna and White City) that are included in the District and a member of the Salt Lake County Council. Trustees shall not be either full- or part-time employees of the

District and shall receive no compensation from the District other than lawful compensation for service on the Board.

2.2.2 Oath of Office. Prior to assuming official duties, each Trustee takes and subscribes, before an officer authorized to administer oaths, to an oath as required by Utah Code Ann. § 17B-1-303(3). However, the failure of a Trustee to take the required oath shall not invalidate any official act of that Trustee.

2.2.3 Fidelity Bond. A corporate surety bond is to be furnished for each Trustee as required by Utah Code Ann. § 17B-1-303(7) at the expense of the District, in the amount and with the sureties prescribed by the Board for the faithful performance of the Trustee's duties.

## 2.3 TERM OF OFFICE

Since, by law, the Chair (Mayor) of each Metro Township Council is a designated member of the Board of Trustees, typical four-year terms that are applicable to other local district trustees may not apply. Instead, the term on the Board of Trustees of a Metro Township Chair terminates when that person no longer Chairs the Metro Township Council (no longer is the Mayor of the Metro Township) and a new person has been selected by the Metro Township Council as its Chair (Mayor). However, the term of any Salt Lake County Council member who serves on the District Board will be four-years, provided that a Trustee who serves on the District Board of Trustees by virtue of being a member of the County Council will cease to be a member of the Board of Trustees when that person no longer serves on the County Council. Nevertheless, each member of the Board of Trustees may serve until the member's successor is duly qualified, as provided in Utah Code Ann. § 17B-1-303(2).

## 2.4 TRUSTEE VACANCIES

2.4.1 Events Creating Vacancies. To the extent allowed by law, a vacancy in a Trustee's term of office shall be deemed to exist in the case of death, resignation, disqualification of the Trustee (as, for example, when the Trustee ceases to be the chair (Mayor) of one of the Metro Townships).

2.4.2 Filling Vacancies on Board. Since, by law, designated municipal elected officials, and appointed members of the Salt Lake County Council, are to serve on the Board of Trustees, Utah Code Ann. § 20A-1-512(1)(c) applies and the Metro Township Council will select one of its members as the new Chair (Mayor), and the Salt Lake County Council will select one its members, as applicable, to fill the mid-term vacancy on the District Board.

## 2.5 POWERS AND DUTIES

The Board of Trustees has all powers necessary for the administration of the affairs and operation of the properties of the District and may do all such acts as are not by law, or these Bylaws, forbidden. The duties and powers of the Board of Trustees are generally

set forth in Utah Code Ann. §§ 17B-1-301 and 17B-2a-1106. The primary function of the Board is to establish policies and make decisions as guidelines for administrative action. A General Manager may be employed in accordance with Utah Code Ann. § 17B-2a-1106(2)(c) and other employees may be employed and consultants may be retained to perform the activities identified below and in Utah Code Ann. § 17B-1-301 and other lawful activities, under the direction of the Board.

2.5.1 Specified Powers. The powers of the Board of Trustees shall include, but not be limited to, the following:

1. The power to promulgate such rules and regulations as may be deemed necessary and proper for the operation of the District.
2. The power to borrow funds in the name of the District for lawful District purposes including, but not limited to, the issuance of bonds, and to satisfy all requirements imposed on the District in connection with bonds and other debt issues.
3. The power to prepare and approve an annual budget for the District.
4. The power to take such actions and approve and execute such agreements and instruments as required by law or as determined to be in the best interest of the District by the Board.
5. The power, subject to legal restrictions, to delegate duties, responsibilities and authority to officers, consultants and employees of the District.
6. The power to generally do all things and perform or cause to be performed all acts that are necessary or desirable in the conduct of the affairs of the District and in the operation of the properties of the District.

## 2.6 BOARD ACTION

2.6.1 Meetings. Regular meetings of the Board of Trustees may be held at such times and at such places as determined from time to time by a majority vote of the Trustees. All meetings of the Board shall comply with the Utah Open and Public Meetings Act, Utah Code Ann. §§ 52-4-101 et seq. (the “Open Meetings Act”) and be subject to the District’s Board Meeting Policy.

2.6.2 Weighted Voting. Each Trustee’s vote is weighted, based upon the population served by the Trustee, as provided in Utah Code Ann. § 17B-2a-1106(5).

2.6.3 Quorum. At all meetings of the Board of Trustees, a majority of the voting power of the Trustees shall constitute a quorum for the transaction of business and the acts of any two or more of the Trustees holding a majority of the voting power of all Trustees present at the meeting, a quorum being present, shall be the acts of

the Board of Trustees. If, at any meeting of the Board of Trustees, there should be less than a quorum present, the meeting shall be adjourned until such time as a quorum is present.

### **ARTICLE III OFFICERS**

#### **3.1 PRINCIPAL OFFICERS**

The principal officers of the District shall consist of a Chairman of the Board, a Vice Chairman of the Board, an Executive, a Clerk, a Treasurer, a Records Officer and such other officers as the Board shall from time to time establish.

#### **3.2 ELECTION AND TERM OF OFFICE**

3.2.1 Election. At the first regularly scheduled meeting of the Board in each year, or as soon thereafter as is practical, the Board shall choose one of its members as Chairman of the Board and shall choose another of its members as Vice Chairman of the Board. The Board shall also appoint a Clerk, a Treasurer and a Records Officer. The Chairman may not serve either as Treasurer or Clerk and the Clerk may not also serve as Treasurer. Subject to those limitations, and except as otherwise provided by law, one person may hold more than one office.

3.2.2 Term. Except as otherwise provided by law, the officers shall serve until their replacements are elected or appointed.

#### **3.3 DUTIES OF OFFICERS**

3.3.1 Executive. As provided in Utah Code Ann. § 17B-2a-1106(2) the elected Salt Lake County Mayor acts as the Executive of the District. In that capacity, the elected County Mayor shall be the principal executive officer of the District, but shall not be in charge of the day-to-day business and affairs of the District, the same having been delegated to the General Manager subject to the control of the Executive and the Board of Trustees.

3.3.2 Chairman. The Chairman shall, when present in person, preside at all meetings of the Board of Trustees, generally supervise the implementation of policy decisions made by the Board and do and perform all duties incident to that position as are customarily done or performed by a local district board chairman. Unless the Board action approving any contract or other document specifies otherwise, either the Chairman or the General Manager (or both) shall be authorized and empowered to execute any and all properly approved documents for and on behalf of the District.

3.3.3 Vice Chairman. The Vice Chairman shall chair meetings of the Board of Trustees and otherwise act in the place of the Chairman when the Chairman is absent. In

the case of a vacancy in the office of Chairman, the Vice-Chairman shall become Chairman for the remainder of the term.

3.3.4 Clerk. The Clerk of the District shall maintain the financial records of the District and all related subsidiary records, including a list of all outstanding bonds, their purpose, amount, terms, date and place payable and be the custodian of the seal of the District and perform such other duties as may be delegated by the Board or the General Manager and shall have those duties specified in Title 17B, Chapter 1, Part 6 of the Utah Code, but may be assisted in the performance of those duties. Specific duties of the Clerk include:

1. maintain the financial records for each fund of the District and all related subsidiary records, including a list of the District's outstanding bonds, their purposes, amounts, terms, date and place payable;
2. prepare necessary checks after having determined that: (i) the claim was authorized by: (a) the Board or (b) the District's financial officer, if the financial officer is not the Clerk, in accordance with Utah Code Ann. § 17B-1-635; (ii) the claim does not overspend the budget established by the Board; and (iii) the expenditure was approved in advance by the Board or its designee, if the amount of the check exceeds \$25,000, or by the General Manager or the Manager's designee if the amount is less than \$25,000;
3. cause a record of the minutes of the proceedings of the meetings of the Board to be kept and give notice as required by these Bylaws of all such meetings;
4. the Clerk shall have custody of all books, records and papers of the District except as shall be in the charge of the Treasurer or some other person authorized to have custody and possession thereof by the Board; and
5. perform such other duties as may be required by law or assigned by the Board with such assistance as may be appropriate.

3.3.4.1 Assistant Clerks. One or more Assistant Clerks may be appointed to assist the Clerk and to carry out administrative and other functions of the Clerk.

3.3.5 Records Officer. A Records Officer will be appointed in furtherance of the District's Records Access and Management Policy and exercise such rights and perform such duties in the classification, preservation and oversight of District records as provided in Utah Code Ann. §§ 63G-2-101 et seq. (the "Government Records Access and Management Act" or "GRAMA") and in the District's GRAMA Policy and as may be assigned by the General Manager. The Records Officer shall be the custodian of the records of the District that are not, by law or

these Bylaws, under the custody of some other person such as the District Clerk or Treasurer. The Records Officer may be delegated responsibility for taking the minutes of the proceedings of meetings of the Board.

- 3.3.6 Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds received and disposed of by the District from any source whatsoever and, in particular, shall be responsible for the lawful investment and safekeeping of District funds and shall perform such other Treasurer duties as specified in Title 17B, Chapter 1, Part 6 of the Utah Code, but may be assisted in the performance of those duties. Specific duties of the Treasurer include:
1. determine the cash requirements of the District and provide for the deposit and investment of all monies by following the procedures and requirements of the State Money Management Act which is found in Title 51, Chapter 7 of the Utah Code;
  2. receive all public funds and money payable to the District within three (3) business days after collection, including all taxes, licenses, fines and intergovernmental revenue;
  3. keep an accurate detailed account of all monies received in accordance with the requirements of State law and as directed by the Board;
  4. collect all special taxes and assessments as provided by law or otherwise;
  5. along with any other person authorized by the Board, sign all checks, provided, however, that the person maintaining the financial records may not sign any single signature check; and
  6. before affixing a signature to the check, the Treasurer or other designated person shall determine that a sufficient amount is on deposit in the appropriate bank account of the District to honor the check.
- 3.3.7 Secretary. The Secretary shall keep, or cause to be kept, minutes of all Board of Trustees meetings in a book provided for that purpose, subject to supervision by and assistance from the District Clerk.
- 3.3.8 General Manager. The General Manager shall be the Chief Operating Officer of the District and shall be responsible for the day-to-day business and affairs of the District, subject to oversight by the Executive and the Board. The General Manager shall, among other duties, supervise purchasing for the District; supervise the preparation and negotiation of contracts in consultation with the District's attorney; make necessary contacts on behalf of the District with responsible officials and representatives of Federal, State, County and Local units of government; verify all payrolls, claims and expenditures for submission to the Board; assist in preparing the annual budget; supervise all employees and

consultants of the District; and be responsible for and exercise supervision and control over the District's property, facilities and operations. The General Manager will perform all other duties, assignments and functions required by the Board to the end that the District may be operated in an efficient, economical and satisfactory manner and effectively serve the public. The General Manager may act as the financial officer of the District for the purpose of approving (a) payroll checks, if the checks are prepared in accordance with a schedule approved by the Board; and (b) routine expenditures, such as utility bills, payroll-related expenses, supplies and materials. The General Manager shall not be elected or selected annually but serves at the pleasure of the Board. Unless the Board action approving a contract or other document specifies otherwise, the General Manager, along with the Chairman, shall be authorized and empowered to execute and implement any and all properly approved documents for and on behalf of the District.

3.3.9 Other Officers/Duties. There shall be such other officers, and the officers shall perform such duties, as determined by the Board. In addition to duties referenced in this Section 3.3, officers shall have such other duties as may from time to time be delegated or specified by the Board.

#### 3.4 RESIGNATION

Any officer other than the Executive may resign at any time by giving verbal or written notice to the Board. Any resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified in the notice, acceptance of the resignation shall not be necessary to make it effective.

#### 3.5 REMOVAL OF OFFICERS

Any officer elected by the Board may be removed and a successor elected by a majority vote of the Board of Trustees whenever, in the Board's judgment, the best interests of the District would be served by such removal provided, however, that the termination of employment with the District of an officer may be subject to the District's Personnel Policies and Procedures.

### **ARTICLE IV POLICIES AND PROCEDURES**

#### 4.1 POLICIES OF THE DISTRICT

4.1.1 Formal Rules and Regulations. From time to time, the Board may adopt rules and regulations for the governance and operation of the District including, but not limited to, administrative policies and procedures, personnel rules and regulations, procurement policies and retail water and sewer system rules and regulations. Rules and regulations may cover subjects included in these Bylaws and may be more detailed than these Bylaws provided, however, in the event of any conflict

between these Bylaws and any rule or regulation of the District that cannot otherwise be reconciled, these Bylaws shall control.

4.1.1.1 Policies and Procedures Manual. The formal rules and regulations of the District shall be set forth in an “Administrative Policies and Procedures Manual,” duly adopted and approved by the District's Board of Trustees.

4.1.2 Purchasing Policy. The District is subject to the Utah Procurement Code found in Title 63G, Chapter 6a of the Utah Code (the “Procurement Code”). Until the Board of Trustees adopts its own purchasing rules, purchasing rules adopted by the Utah State Procurement Policy Board (the “Policy Board”) will be the District’s purchasing rules pursuant to Utah Code Ann. § 63G-6a-103(1)(i). However, when the Board of Trustees adopts its own Purchasing Rules, such rules will supplant and replace rules adopted by the Policy Board.

4.1.3 Purchasing Authority of the Board Chairman and the General Manager. Notwithstanding anything herein or elsewhere to the contrary, provided that the expenditure is included in the current adopted annual Budget of the District, the Board hereby delegates to the Board Chairman the authority to approve any purchase up to a maximum cost of \$\_\_\_\_\_ and delegates to the General Manager authority to approve any purchase up to \$\_\_\_\_\_, without the need for any other Board approval. Such purchases will, however, otherwise be subject to applicable requirements of the Procurement Code and the District’s purchasing rules and shall be included in written reports submitted to the Board. Notwithstanding the foregoing, however, neither the Chairman nor the General Manager is obligated to approve any particular purchase but they may, instead, submit approval of a designated purchase to the Board of Trustees as an agenda item of any meeting of the Board.

4.1.4 Informal Rules and Regulations. “Informal,” but nonetheless binding, rules and regulations and policies and procedures may be adopted by the Board or approved by the General Manager where such authority has been delegated by the Board. The informal rules and regulations shall be in writing in such form as the Board and/or the General Manager, as appropriate, shall desire. In the event of a conflict between the informal rules and regulations and the Administrative Policies and Procedures Manual, the Administrative Policies and Procedures Manual shall control unless declared otherwise by the Board of Trustees.

4.1.5 Amendments. The Administrative Policies and Procedures Manual and all other rules and regulations and other enactments of the District may, from time to time, be amended by majority vote of the Board.

**ARTICLE V  
SEAL**

5.1 SEAL

If the Board of Trustees has adopted a corporate seal, the imprint of such may be embossed hereon.

**ARTICLE VI  
CHECKING AND INVESTMENT ACCOUNTS**

6.1 INVESTMENTS

All monies, promissory notes, evidence of debt or investments belonging to the District shall be deposited in financial centers, banks or with the State Treasurer as authorized by the State Money Management Act, Title 51, Chapter 7, of the Utah Code, or other applicable law.

6.2 PURCHASES

6.2.1 Check Procedure. With the exception of minor “petty cash” purchases or the use of an authorized credit card, all payments and disbursements by the District shall be made by an electronic transfer/direct deposit or a check drawn on the District’s account, and all checks shall be signed by any two of the following: one or more Trustees, the Treasurer, the Clerk, the Controller, or the General Manager. All checks presented for signature and all electronic transfers/direct deposits must be accompanied by documentation supporting the expenditure. A check is not to be submitted for signature unless there are available funds to cover the expenditure. Use of a check signer with appropriate signature plates is authorized.

6.2.2 Board Approval. Capital and other expenditures may be made as provided in the District’s Purchasing Policies and Procedures. Approved disbursements may be shown in the Board meeting minutes and, if so shown, the minutes shall constitute authority for the payment of capital items and other expenditures which require Board approval as provided in these Bylaws or the Administrative Policies and Procedures Manual.

6.2.3 Bonding Requirements. All persons with check signing or electronic transfer/direct deposit authority, and/or with investment and/or financial record keeping responsibilities, shall be bonded in such sum as may be required by law other otherwise and with such surety as the Board shall determine, with the costs of each bond to be paid by the District.

**ARTICLE VII  
APPLICABLE LAW**

7.1 EFFECT OF STATE LAW

7.1.1 State Law to Supplement. The District is subject to the requirements of state law as reflected in applicable provisions of Title 17B and other applicable portions of the Utah Code regardless of whether the subject of those provisions is covered by these Bylaws or other enactments of the District.

7.1.2 State Law to Control. In the event of a conflict between these Bylaws or any other enactment of the District and an applicable provision of the Utah Code, the Code provision shall control, even though the said provision may not have been in effect when these Bylaws or other enactment were adopted or may have been amended after the effective date of these Bylaws. Notwithstanding the foregoing, however, should the applicable state statute not be intended to impact action previously taken then, to the extent permissible, these Bylaws or other District enactment shall continue to control.

7.2 EFFECT OF BYLAWS

7.2.1 Bylaws to Control. In the event of a conflict between these Bylaws and any policy, procedure, rule or regulation of the District or any motion or other action approved by the Board, these Bylaws shall control.

**ARTICLE VIII  
AMENDMENTS TO BYLAWS**

8.1 AMENDMENTS BY BOARD

Amendments to these Bylaws may be made, and these Bylaws may be superceded and replaced by new Bylaws, at any meeting of the Board provided notice of the intent to amend or replace the Bylaws shall have been included in the meeting agenda.

**ARTICLE IX  
SAVINGS CLAUSE**

9.1 APPLICATION

Should any part, subdivision, sentence, clause, phrase or provision of these Bylaws or the application thereof be found to be invalid or in conflict with State or Federal law, the conflicting portion shall not affect the application or force of the balance of these Bylaws.

Approved the \_\_\_\_ day of \_\_\_\_\_, 2018.

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Joe Smolka, Chairman

ATTEST:

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Randy Allen, Clerk

DRAFT

**BYLAWS  
GREATER SALT LAKE MUNICIPAL SERVICES DISTRICT**

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