

# Central Wasatch Commission

## **Bylaws and Administrative Policy and Procedures Manual**

### **ARTICLE 1 OVERVIEW**

#### **1.1 Administrative Policies**

A. Pursuant to the adoption of the Central Wasatch Commission Interlocal Agreement, as amended (the “*ILA*”) and the accompanying Interlocal Assignment, Assumption & Consent Agreement (the “*Transfer Agreement*”) by the various members (“*Members*”) of the Central Wasatch Commission (the “*CWC*”), the CWC’s governing body (the “*Board*”) adopted these updated Bylaws and Administrative Policies and Procedures Manual on December 4, 2017 (these “*Bylaws*”).

B. The ILA and Transfer Agreement should be read in conjunction with these Bylaws to understand the progression of the CWC from its creation by the Members, appointment of members of the Board (“*Commissioners*”) by the Members, to the election of officers and the administrative organization and responsibilities.

C. These Bylaws include placeholders for various policies in these Bylaws that will be developed and added as directed by the Board.

### **ARTICLE 2 OFFICERS; ADDITIONAL MEMBERS**

#### **2.1 Duties of the Board Chair**. The Chair of the Board (the “*Chair*”) shall:

- A. Preside at all meetings of the Board.
- B. Execute on behalf of the Board:
  - 1. All bonds and instruments creating debt against the CWC.
  - 2. Board resolutions.
  - 3. Agreements with the United States, State of Utah, or any other governmental entity, department or political subdivision, unless delegated in writing to the CWC’s Executive Director (the “*Executive Director*”) by the Chair or allowed the Executive Director by other sections in this manual.
  - 4. The countersigning of disbursement checks.

5. Agreements specifically authorized and directed by the CWC.
  6. Real estate leases, and all deeds and conveyance documents in which the CWC is a grantor of any interest.
  7. Contracts and agreements authorized by the CWC which cause the CWC to incur extraordinary expenditures not described within the CWC's annual budget.
  8. All other contracts and agreements specifically required of the Chair.
- C. Attend and, if appropriate, preside at ceremonial activities (such as ribbon-cuttings, open houses and receptions) in which ceremonial representation is needed or sought.
- D. Be a spokesperson for the CWC unless the Board directs otherwise. When the Chair acts as spokesperson for the CWC, the Chair should speak for the majority of the Board. When the Chair is speaking for himself or herself or in the capacity as an individual member of the Board, the Chair should clearly identify that limited capacity.
- E. Represent the will of the Board.
- F. The Chair may request any member of the Board to represent the CWC outside of the Board meetings.

2.2 **Succession of Authority.** If the office of Chair is vacant or the individual occupying this office is absent or otherwise unavailable, the Co-Chair shall serve as Acting Chair of the Board, with all the power and authority of the Chair.

2.3 **Duties of the Secretary.** The Secretary of the Board (the "*Secretary*") shall:

- A. Serve as clerk of the Board and its Executive Committee, attending their meetings, keeping record of their proceedings, and performing such other duties of a like nature as may be required by the Board or applicable law.
- B. Be responsible for the recording, filing, indexing, making available for public inspection, and safekeeping of all proceedings of the Board and other records of the CWC.
- C. File, post or publish, as required by law, all resolutions of the Board and all required legal notices.
- D. Countersign resolutions and other written actions of the Board.
- E. Countersign contracts made on behalf of the CWC, including bonds and instruments creating debt against the CWC.
- F. Maintain a properly indexed record of all contracts and other legal documents to which the CWC is a party.

G. Be present at the opening of all sealed bids or proposals Section 7.3 of these Bylaws.

H. Perform such other duties as may be required by applicable law or by direction of Board.

I. The Board may appoint an Assistant Secretary to function in the absence of the Secretary or assist the Secretary, with all the power and authority of the Secretary or within the scope of authority otherwise delegated by the Board. The Board also may assign one or more CWC staff members to assist the Secretary in the performance of the following functions: (1) keeping minutes and other records of the proceedings of the Board and other CWC public bodies; and/or (2) some or all of the functions noted in Sections 2.3(B), 2.3(C), and 2.3(F), above, of these Bylaws.

#### 2.4 **Duties of the Treasurer.**

A. The Treasurer shall be custodian of all money, bonds, or other securities of the CWC.

B. The Treasurer shall determine the cash requirements of the CWC and provide for the deposit and investment of all money.

C. The Treasurer shall receive all public funds and money payable to the CWC within three business days after collection, and keep, or cause to be kept, an accurate, detailed account of those funds and money as required by law and as directed by the CWC.

D. The Treasurer shall give or cause to be given to every person paying money to the CWC treasury a receipt or other evidence of payment, specifying, as appropriate, the date of payment and upon which account paid, and shall file the duplicate of the receipt.

E. The Treasurer shall sign or pre-approve all checks. Before signing or approving any checks, the Treasurer shall determine that a sufficient amount is on deposit in the appropriate bank account of the CWC to honor the check.

F. The Treasurer shall promptly deposit or cause to be deposited all CWC funds in the appropriate bank accounts of the CWC. CWC funds shall not be commingled with funds of another person or entity.

G. The Treasurer shall be responsible for monitoring expenditures during the fiscal year.

H. The CWC may appoint an Assistant Treasurer to function in the absence of the Treasurer or assist the Treasurer, with all the power and authority of the Treasurer or within the scope of authority otherwise delegated by the CWC. The Board also may assign one or more CWC staff members in the performance of some or all of the functions noted in Section 2.4(D) and 2.4(F) of these Bylaws.

2.5 **Unauthorized Use of CWC Funds.** If any Commissioner, officer or employee of the CWC uses CWC funds for personal profit or for any purpose not authorized by law, that person shall be subject to discipline up to and including referral to law enforcement authorities and/or removal from the CWC and/or termination of employment.

2.6. **Admission of Additional Members.** (*Resolution 2018-13; Resolution 2020-19*).

A. *Minimum Criteria.* The minimum criteria for adding additional Members (“*Additional Members*”) to the CWC are as follows:

1. The total number of all Members (including both original Members and Additional Members) shall not exceed ten. The total number of all Commissioners entitled to vote on matters before the Board also shall not exceed ten. The CWC’s Ex Officio Commissioners are not entitled to vote on matters before the Board;

2. Each Additional Member must be a governmental entity located in Salt Lake County or Summit County;

3. Each Additional Member must have a common border with the boundary of the CWC specified in the ILA or have legal jurisdiction within such boundary of the CWC; and

4. Except for Salt Lake County, which the ILA permits to have two Commissioners, no Member shall have more than one individual representing it on the Board.

B. *Process.* The process for adding Additional Members to the CWC is as follows:

1. Upon receipt of a written application from the governing body of a proposed new Additional Member which complies with the minimum criteria specified in section A above (the “*Minimum Criteria*”), the Board may consider such application in public meetings occurring over such timeframe as the Board, in its sole discretion, may deem reasonable and appropriate under the circumstances.

2. The Board’s consideration of the application of such proposed new Additional Member shall be based on the the Minimum Criteria and such additional criteria as the Board, in its sole discretion, may deem reasonable and appropriate under the circumstances.

3. Following such consideration, the Board shall vote whether to offer CWC membership to the proposed new Additional Member. If a majority of the Board does not affirmatively vote to offer CWC membership to the proposed new Additional Member, then the proposed new Additional Member’s application for membership shall be deemed denied and that proposed new Additional Member shall be barred from re-applying for membership for a period of one year after such denial.

4. If a majority of the Board affirmatively votes to offer CWC membership to the proposed new Additional Member, then the proposed new Additional Member’s application for membership shall be deemed provisionally approved, subject to:

(a) Approval of the proposed new Additional Member by the legislative body of all of the Members; and

(b) Approval of the ILA by resolution of the governing body of the proposed new Additional Member; and

- (c) The proposed new Additional Member's entry into the ILA.

**ARTICLE 3**  
**PUBLIC RECORDS**  
(Resolution 2018-24)

3.1. **GRAMA Responses.** The CWC recognizes the public's right of access to information concerning the conduct of the public's business and will promote the public's right of reasonable access to unrestricted public records pursuant to the Government Records Access and Management Act, UTAH CODE ANN. 63G-2-101 *et seq.* ("**GRAMA**"). The following shall constitute the guidelines, policies and procedures to be followed by the CWC in connection with requests for public records under GRAMA.

A. **Request Form.** The CWC will post on its website, [cwc.utah.gov](http://cwc.utah.gov), a form for use in making record requests to the CWC under GRAMA. A person making a request for a CWC record shall complete and file with the CWC's records officer a written request using such form. If such form is not available, then the requester may file another form of record request so long as it contains the person's name, mailing address, daytime telephone number (if available), and a description of the record requested that identifies the record with reasonable specificity.

B. **Time for Response.** Upon receipt of a proper written request for record, the CWC shall provide a response to the requester within ten business days unless:

1. The requester has requested an expedited response and has demonstrated that the record request benefits the public rather than the person, in which case the response shall be provided within five business days; or

2. "Extraordinary circumstances" exist under Section 63G-2-204(5) of GRAMA, in which case the response time will be extended for an additional period of time.

C. **Duplication Fees, Etc.** The CWC may charge a reasonable fee to cover actual costs of duplicating a record or compiling a record in a form other than that maintained by the CWC. Compiling records may include the process of segregating non-public data from a record if the CWC would not normally segregate the record for its own use.

D. **Mandatory Fees.** If a fee is set by statute or other state or federal law, that fee shall be charged.

E. **Fee Waivers.** The CWC may fulfill a record request without charge consistent with Section 63G-2-203 (4)(a) - (c) of GRAMA.

F. **No Review Fees.** The CWC may not charge a fee for reviewing a record to determine whether it is subject to disclosure or for inspecting a record.

G. **Special Formats.** Pursuant to Section 63G-2-203 of GRAMA, if the CWC compiles a record in a form other than that normally maintained by the CWC, the CWC may charge its actual cost to provide the record in that form, including:

1. The cost of staff time for compiling, formatting, manipulating, packaging, summarizing, or tailoring the record either into an organization or media to meet the person's request;

2. The cost of staff time for search, retrieval, and other direct administrative costs for complying with a request; and

3. In the case of fees for a record that is the result of computer output other than word processing, the actual incremental cost of providing the electronic services and products together with a reasonable portion of the costs associated with formatting or interfacing the information for particular users, and associated administrative costs.

The hourly charge under this section may not exceed the salary (excluding benefits) of the lowest paid employee who, in the discretion of the CWC's records officer, has the necessary skill and training to perform the request. No charge shall be made for the first quarter hour of staff time.

H. Use of Outside Services. The CWC reserves the right to send documents to an outside service to be copied. The requester shall pay the actual cost to copy the documents, including any pick-up or delivery fee.

I. Retrieval Fees. If a request requires the CWC to retrieve documents from the Utah State Archives or other storage facility, in addition to the copy fee the requester shall pay the actual cost of such retrieval, such as staff time and mileage (at current IRS mileage rates).

J. Time of Payment. Payment of fees due shall be made upon release of copies of the requested records. The CWC requires payment of past fees and future estimated fees prior to processing a request if fees are expected to exceed \$50 or the requester has not paid fees from any prior request.

K. A requester may inspect a record without charge, provided that staff time for compiling the request or for costs of any requested copies shall apply.

### 3.2. **Fee Schedule for GRAMA Responses**.

#### A. Fees for photocopies and scanning.

\$.25 per page for standard size, non-color (black and white) paper copies, which includes staff time to copy.

\$.40 per page for standard size, color paper copies, which includes staff time to copy.

\$1.00 per page for 11 x 17 copies, which includes staff time to copy.

Actual costs for odd sized copies and for scanning to pdf (or other) format.

B. Faxing documents. \$1 per page (plus telephone charges for long distance over ten pages), which includes staff time to copy.

C. Certifying documents. \$2 per certification.

D. Mailing and Shipping Costs. \$2 for staff mail preparation time, plus actual mailing costs if over \$2.

E. CDs, DVDs, Etc.

\$5 per CD, which includes staff time to make CD

\$10 per DVD, which includes staff time to make DVD

Other Media/Supplies—Actual cost.

Other Services (e.g., fees for third party services) – Actual cost.

## **ARTICLE 4 MEETINGS**

4.1 **Definitions.** As used in this Article:

A. “*Closed to the public*” means a meeting that the public is not allowed to attend pursuant to the Open Meetings Act.

B. “*Open Meetings Act*” means the Utah Open and Public Meetings Act, UTAH CODE ANN. 52-4-101 et seq.

C. “*Open to the public*” means a meeting that the public is allowed to attend pursuant to the Open Meetings Act.

Other terms used in this Article that are defined in the Open Meetings Act shall have the meaning given by the Open Meetings Act.

4.2 **Types of Board Meetings.**

A. Regular Meeting. A “regular meeting” is a regularly scheduled meeting of the Board for which notice of the date, time, and place has been given in the CWC’s Annual Meeting Schedule.

B. Special Meeting. A “special meeting” is any meeting of the Board that replaces or is held in addition to regular meetings.

C. Annual Meeting. The “annual meeting” is the meeting at which the CWC’s officers are elected. The annual meeting generally will be held on the date and hour of the Board’s regular meeting in January.

D. Emergency Meeting. An “emergency meeting” is a special meeting held as a result of unforeseen circumstances, to consider matters of an urgent or emergency nature.

4.3 **Place of Board Meetings.** Except as may otherwise be determined, meetings of the Board

shall be held at the formal office of the various CWC Members on a rotating basis as provided in the meeting notice.

4.4 **Public Notice of Meetings**. Public notice of Board meetings shall be provided as required by the Open Meetings Act. Without limiting the generality of the foregoing:

A. **Annual Meeting Schedule**. An annual schedule of the regular meetings of the CWC's public bodies shall be posted at all times in a conspicuous place at the CWC's principal office or on the CWC's website. The annual schedule of regular meetings shall be sent to the Utah Public Notice Website. The CWC will endeavor to also provide such schedule to other organizations and individuals requesting such schedule.

B. **Regular Meeting**. At least 24 hours before the beginning of each regular meeting, notice of the date, time, place and agenda for the meeting shall be (1) posted at the CWC's principal office or, if none, at the building where the meeting is to be held, (2) posted on the Utah Public Notice Website, and (3) provided to at least one newspaper of general circulation within the CWC's geographic jurisdiction or to a local media correspondent. The CCW will endeavor to also provide such notice to other organizations and individuals requesting such notice.

C. **Special Meeting**. Where possible, the notice described in Section 4.4(B) shall be given. However, when unforeseen circumstances require calling a special meeting, including an emergency meeting, the notice requirements of Section 4.4(B) may be disregarded and the best practicable notice given. No special meeting shall be held until a reasonable attempt has been made to notify all Commissioners, and a majority of the Commissioners contacted and polled agree to hold the special meeting.

D. **Meeting at a Place other than the Principal Place of Business**. Notice of a meeting to be held at a place other than the CWC's principal place of business shall be given as provided by law.

4.5 **Notice to Commissioners**. The CWC's clerk or other designee shall send notice of all regular and, when possible, special meetings of the Board to all Commissioners by ordinary mail, electronic transmission or hand delivery as required by the Open Meetings Act. Such notice shall include the date, time, and place of the meeting as well as a copy of the previous meeting's minutes and the agenda for the proposed meeting.

4.6 **Conduct of Meetings**. (Resolution 2019-08)

A. All Board meetings shall be conducted generally according to Robert's Rules of Order when requested by a Commissioner.

B. Any Commissioner shall have the right to place any matter on the agenda if prior notice of at least seven days is given to the Chair of the Board. The meeting shall follow the agenda unless otherwise agreed and such variance is permissible under applicable law.

C. The following guidelines are applicable to any public comment included on the agenda for a Board meeting or invited by the Chair of a Board meeting:



1. Time will generally be limited to three minutes per commenter.
2. Completed comment cards indicating a desire to address the Board should be submitted to the meeting chair before the meeting commences.
3. Comments should be directed to the meeting chair.
4. Commenters are expected to provide their names and any person or group the commenter is representing.
5. Comments should be germane to the CWC's purpose and agenda.
6. Civility is expected; personal attacks, abusive or profane language are strongly discouraged. Clapping, booing, or similar reactions to a commenter's comments are inappropriate since they may intimidate those with contrary viewpoints.
7. Commenters should refrain from redundant statements.
8. Organizations are encouraged to coordinate comments and have one speaker present them.
9. Written comments may also be submitted to the CWC's comments address: [comments@cw.utah.gov](mailto:comments@cw.utah.gov). Comment forms are to be found in the footer of any webpage on the CWC's website: [cw.utah.gov](http://cw.utah.gov).
10. The foregoing comment guidelines, or a summary of them, should be made available to the public at all Board meetings.

4.7 **Quorum.** A majority of the actual Commissioners shall constitute a quorum for the transaction of Board business. A concurrence of a majority of the quorum, in any matter within the scope of their duties, shall be sufficient for the determination of such matter, except as required otherwise by statute or in this Manual.

4.8 **Presumption of Assent.** A Commissioner who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless the Commissioner's dissent shall be entered into the minutes of the meeting or unless the Commissioner shall file written dissent to such actions before the adjournment of the meeting. A written dissent shall not apply to a Commissioner who voted in favor of such action.

4.9 **No Proxy.** A Commissioner may not delegate the right to vote on Board matters to a designee; provided, however, that a Commissioner may send a non-voting designee to Board meetings for the purpose of gathering information for and expressing the viewpoint of the designee's Commissioner.

4.10 **Open and Closed Meetings.**

- A. **Open Meeting.** All meetings of the Board, except closed meetings, shall be open to the

public.

B. *Closed Meeting*. Except as otherwise directed by the Board, closed meetings shall be open only to Board members and invited CWC staff. A closed meeting may be held upon the affirmative vote of two-thirds of the Board present at an open meeting for which notice is given, provided a quorum is present. A closed meeting may be held for any of the purposes specified in the Open Meetings Act, including:

1. Discussion of the character, professional competence, or physical or mental health of an individual.
2. Strategy sessions to discuss personnel matters.
3. Strategy sessions to discuss pending or reasonably imminent litigation.
4. Strategy sessions to discuss the purchase, exchange, or lease of real property when public discussion of the transaction would disclose the appraisal or estimated value of the property under consideration or prevent the CWC from completing the transaction on the best possible terms.
5. Strategy sessions to discuss the sale of real property when: (a) public discussion of the transaction would disclose the appraisal or estimated value of the property under consideration or prevent the CWC from completing the transaction on the best possible terms; (b) the CWC previously gave public notice that the property would be offered for sale; (c) the terms of the sale are publicly disclosed before the CWC approves the sale.
6. Discussion about deployment of security personnel, devices or systems.
7. Investigative proceedings regarding allegations of criminal misconduct.

C. *Actions Taken*. No ordinance, resolution, rule, regulation, contract, or appointment shall be approved at a closed meeting.

#### 4.11 **Minutes of Meetings to be Kept.**

A. *Open Meetings*. Written minutes shall be kept of all open meetings. Such minutes shall include:

1. The date, time, and place of the meeting.
2. The names of members present and absent.
3. The substance of all matters proposed, discussed, or decided, and a record, by individual member, of votes taken.
4. The names of all citizens who appeared and the substance in brief of their testimony.
5. Any other information that any member requests be entered in the minutes.

Minutes shall not be “final” or “official” until the Board has formally approved them. Notes and/or draft minutes prepared by or at the direction of the CWC’s clerk may be destroyed one year after the minutes are formally approved by the Board.

B. Closed Meeting. Unless the closed meeting is called for purposes specified in Section 4.10(B)(1) or 4.10(B)(6), in which case the presiding officer shall sign a sworn statement affirming the purpose of the meeting, an audio recording shall be kept of the closed portion of the meeting. Written minutes also may be kept. If minutes are kept, they shall include:

1. The date, time, and place of the meeting.
2. The names of members present and absent.
3. The names of all others present.
4. The content of the meeting.

Audio recordings and written minutes of the closed meeting are protected records under GRAMA, and any person who violates the provisions GRAMA is subject to the criminal penalties contained in GRAMA. Audio recordings and written minutes of closed meetings may be disclosed pursuant to a Court order only as provided in the Open Meetings Act.

C. Approval Procedure. (*Resolution 2018-26*). The procedures for the approval of minutes for the CWC are as follows:

1. Written minutes shall be taken for all public meetings of any public body of the CWC. The minutes of all public meetings of any public body of the CWC shall be recorded and taken down by the meeting clerk during the course of each such public meeting.

2. The meeting clerk shall use his or her diligent efforts to prepare proposed written minutes for the meeting within ten business days after the end of the meeting, whereupon the meeting clerk shall give a copy of the proposed minutes to each member of the public body for his or her review and comments. If the meeting clerk is unable to perform such functions within ten business days, then in no event shall the meeting clerk take an unreasonable time to complete such function.

3. Once the proposed minutes have been given to the members of the public body, the meeting clerk promptly shall make available to the public the proposed written minutes, which shall be clearly identified as “awaiting formal approval” or “unapproved” or with some other appropriate notice that the proposed minutes are subject to change until formally approved. Such proposed written minutes shall become a public document available to any member of the public who requests to read or copy the proposed minutes.

4. The public body shall consider the proposed minutes for approval at the first meeting of the public body where votes are taken and business transacted (i.e.-- excluding so-called “work meetings” or “executive sessions”) that follows by at least three business days the meeting clerk

giving the proposed minutes to the members of the public body. The members of the public body shall either approve the proposed written minutes as presented, or vote to correct and amend the proposed written minutes and then approve the corrected and amended written minutes at that meeting, or vote to continue consideration of approval of the proposed written minutes until the next such meeting if material modifications to the proposed written minutes are required.

5. If the public body fails to consider the proposed minutes, or does not take any action to approve or to continue the proposed minutes at the first meeting of the public body where votes are taken and business transacted that follows by at least three business days the public body's receipt of the proposed minutes from the meeting clerk, the proposed minutes shall be deemed to have been approved by the public body and will stand as proposed. (*Resolution 2018-26*)

6. Once the proposed minutes have either been approved by the public body, or have been deemed to have been approved by the inaction of the public body, they shall become the official record of the proceedings of the public body and shall be signed by the meeting clerk, and thereafter shall be retained in the official records of the CWC as a public document available for the inspection and copying by members of the public as appropriate under Utah law.

#### 4.12 **Public Hearing Procedures.**

A. Conduct of Public Hearings. Public hearings before the Board shall follow these procedural steps:

1. Declaration that the public hearing is open.
2. Verification that legal notification requirements have been met.
3. Staff presentation.
4. Questions by Commissioners.
5. Motion to open public comment session.
6. Call upon individuals who have completed and submitted registration cards (see Section 4.12(B), below).
7. Motion to close public comment session.
8. Staff response.
9. Questions by Commissioners.
10. Board discussion.
11. Board vote.
12. Motion to adjourn/close public hearing.

B. Guidelines for Public Hearing Commenters. The following rules shall be observed during public hearings before the Board:

1. Members of the public who desire to speak shall each first complete a registration card indicating the speaker's name, address and affiliations to the agenda item(s) (or whom the person represents).

2. The meeting chair shall determine who will speak after reviewing the registration cards. Each speaker shall be called by the meeting chair and at the discretion of the Board.

3. Speakers shall state their names, addresses and affiliations to the agenda items (or whom they represent) before beginning their comments.

4. Speakers shall address their comments to the meeting chair, and they shall not debate with other meeting attendees or make personal attacks.

5. A predetermined time limit shall be placed on speakers. A speaker cannot combine his time with another (e.g., Speaker "X" cannot give his time to Speaker "Y" so that Speaker "Y" has double the time), and the meeting chair will not recognize redundant speakers/comments.

6. To permit everyone the opportunity to hear the proceedings, attendees shall be as quiet as possible.

7. The hearing is designed for civil discussion. Therefore, attendees shall not jeer, cheer, yell out comments, or clap.

8. Attendees shall not display any signs or distribute any handouts or flyers in the hearing room.

9. After the close of the public comment period, discussion shall be limited to Commissioners and staff.

C. The meeting chair shall enforce the procedures and rules set forth above in subsections (A) and (B), above. At the meeting chair's discretion and consistent with these Bylaws, the meeting chair may take such additional actions as will promote an orderly and efficient public hearing.

#### 4.13 Electronic Meetings.

A. Electronic Meetings Permitted. In accordance with the Open Meetings Act, the Board may convene and conduct any meeting in which one or more Commissioners participate electronically, provided:

1. The notice for and procedures of the meeting shall conform to the Open Meetings Act and to all applicable provisions of these Bylaws; and

2. After making reasonable effort to do so, the Board is unable to hold the meeting with all

Commissioners physically present in the anchor location.

B. *Electronic Participation.* Commissioners unable to be physically present but who wish to participate electronically in a meeting shall be connected to the anchor location by means of a conference using electronic communications, subject to the requirements of the Act, including the following conditions:

1. At the appointed time, the Board shall initiate contact with those Commissioners who indicated they will attend electronically.

2. Commissioners participating electronically will be allowed to use a cellular or mobile telephone as long as they are in a safe quiet place and their participation is not disruptive to the meeting. If participation in a closed meeting the Board shall use a secure, encrypted internet line, a secure, hard telephone line, or similar, that prevents unauthorized parties from listening.

3. Commissioners participating electronically shall not use speaker phones or other communication equipment that may allow unauthorized parties to overhear the meeting.

C. *Additional Procedures for Electronic Participation.* Applicable procedures of these Bylaws shall govern an electronic meeting with the following additions:

1. Commissioners who wish to participate electronically shall notify the Chair and the Executive Director at least 24 hours before the scheduled start of the meeting and shall provide contact information to allow their participation.

2. Minutes of the meeting shall note that the meeting was conducted electronically in accordance with the Open Meetings Act and these Bylaws. The minutes shall identify those Commissioners participating electronically.

3. All parties participating electronically should be able to hear and to speak with each other and all present in the anchor location.

4. Commissioners and parties in the anchor location should be able to hear and to speak with those participating electronically.

~~5.~~—Electronic participation in a meeting shall constitute presence at that meeting for all purposes, including the determination of a quorum and voting.

~~5.~~

~~6.~~ Except for a unanimous vote, all votes in an electronic meeting shall be taken by roll call.

~~6.7.~~ If visual aids or documents are to be presented or used at the meeting, the Board shall make reasonable efforts to provide copies to each person participating electronically.

~~7.8.~~ At the conclusion of the meeting, persons attending electronically shall verbally certify that they participated in good faith in the entire meeting.

D. Anchor Location. An anchor location for all electronic meetings shall be the office designated by the Board for that particular meeting and shall be indicated in the meeting notice.

F. Impermissible Purposes. The following shall not be part of any electronic meeting:

1. Attorney-client communications among the Board, staff and the CWC's legal counsel which the Board desires to keep confidential, due to the difficulty of assuring the confidentiality of electronic communications.

2. An interview or discussion by the Board of an employee or a candidate for employment.

3. Topics required or allowed to be kept confidential, private or secret by state or federal law.

4. Any other topic which the Board determines must remain confidential, private or secret.

4.14 **Executive Committee**. (*Resolution 2018-16*)

A. General. There shall be an executive committee (the "*Executive Committee*") of the Board which may exercise such powers as the Board may properly delegate to it. The Executive Committee shall implement and act consistent with the Board's plans and policies, engaging in decision making between meetings of the Board and in circumstances that require more timely decisions. The Executive Committee also shall act as the primary liaison between the Executive Director and the Board. The members of the Executive Committee shall serve without compensation, but their reasonable out-of-pocket expenses may be reimbursed in accordance with the Commission's policies from time to time.

B. Membership. The Executive Committee shall include the Chairman of the Board, who also shall be the chairman of the Executive Committee, and such additional members of the Board as the Board may select from time to time. Members shall serve two-year terms, with the membership of approximately one-half of the members expiring every year; provided that the Chairman shall serve on the Executive Committee for as long as he or she holds that position. Members other than the Chairman may serve no more than two consecutive terms. A member of the Executive Committee may be removed, with or without cause, at any time upon a majority vote of the Board.

1. Membership of the Executive Committee shall be limited to a number of members that is less than one-half of the number of commissioners then sitting on the Board. The number of members of the Executive Committee shall be three until such time as the number of commissioners then sitting on the Board reaches ten, whereupon the number of members of the Executive Committee may be increased to four. In compliance with the Open Meetings Act, in no event may membership of the Executive Committee or attendance of commissioners at a meeting of the Executive Committee constitute a majority of the members of the Board without full compliance with the noticing, recording, minutes and other requirements of the Open Meetings Act.

2. The CWC's Executive Director shall be an *ex officio*, non-voting member of the Executive Committee, with the right to participate in all discussions of the Executive Committee

except those concerning the Executive Director's qualifications, performance or compensation.

C. Meetings. Meetings of the Executive Committee shall occur on the call of the Chairman or the written request of a quorum of the Executive Committee. E-mail or other written notice of the time and place of meetings, and the subjects for discussion, shall be provided by e-mail or other written means at least one business day before the proposed meeting date. The members of the Executive Committee which constitute at least a majority of the Executive Committee's current membership shall constitute a quorum for purpose of conducting the business of the Executive Committee. All meetings of the Executive Committee shall comply with the requirements of the Open Meetings Act.

D. Responsibilities. The Executive Committee is responsible for implementing the will and assisting to advance the priorities of the Board, consistent with the direction of the Board. The Executive Committee's key responsibilities which are hereby delegated by the Board include:

1. Meeting regularly with the Executive Director and his/her designated staff on behalf of the Board to provide support, counsel and approval on administrative decisions.
2. Acting on behalf of the Board between Board meetings and in situations requiring prompt decisions in order to provide general day-to-day supervision of the conduct of the CWC's affairs.
3. Assisting the Executive Director and the Chairman to establish agendas for meetings of the Board.
4. Facilitating cohesive communications, feedback loops, decision-making and alignment between and among the Board, the Executive Committee and staff.
5. Monitoring and evaluating progress toward the CWC's strategic goals and initiatives and providing support and counsel to the Executive Director regarding the same, including timely presentations to the Board.
6. Overseeing day-to-day implementation of the Board's goals and policies, ensuring that appropriate governance systems are established and maintained.
7. Directing the process of selection, supervision and evaluation of the Executive Director, provided that decisions concerning hiring and separation of the Executive Director are subject to the Board's approval.
8. Acting as the initial advisory body to the Executive Director and gatekeeper to the Board concerning (a) staffing, (b) salaries and benefits of the Executive Director and staff, (c) federal or state legislation issues, and (d) proposed leases and contracts between the CWC and third parties to the extent that such contracts involve a term longer than two years, a cumulative expenditure by the CWC for goods or outside contract services in excess of the amount specified in the CWC's procurement policy under this Bylaws, and/or other perceived material liability to the CWC



9. Advise and assist the Executive Director in preparation of the CWC's annual budget and amendments thereto.

10. Undertaking on behalf of the Board routine matters affecting the CWC and such additional matters as may be properly delegated by the Board to the Executive Committee.

11. Ensuring that minutes of Executive Committee meetings are provided to the Board, and that all material dealings of the Executive Committee are disclosed to the Board, in a timely manner.

4.15 **Advisory Committees.** (*Resolution 2020-05*)

A. General. The Board may from time to time form one or more advisory committees, working groups or other bodies (each, an "*Advisory Committee*") to act as a resource to the Board by studying, analyzing, formulating recommendations concerning, and otherwise providing assistance to the Board on such topics or matters as the Board may from time to time request or direct. Each Advisory Committee shall endeavor to advance the CWC's authorized purposes as directed by the Board, but shall act in an advisory manner only without any duty or power to make final decisions on behalf of the CWC. Advisory Committee members shall serve without compensation, but their reasonable out-of-pocket expenses may be reimbursed in accordance with the CWC's policies from time to time.

B. Membership. Each Advisory Committee shall include at least one, but less than a quorum, of the Commissioners then sitting on the Board, as appointed by the Board. The Advisory Committee may invite to participate in its discussions other individuals with recognized expertise or interest in the topics or matters upon which that Advisory Committee is assigned to focus, including, without limitation, members of the CWC's Stakeholders Council; provided, however that non-Commissioners shall not be members of the Advisory Committee nor otherwise have any right to participate in the Advisory Committee's decisions. A chair and vice-chair of each Advisory Committee may be appointed by the Board from time to time, who shall be responsible for the orderly conduct of the Advisory Committee's business and shall serve as a liaison between that committee and the Board. Advisory Committee members shall serve at the pleasure of the Board, and may be removed, with or without cause, at any time upon a majority vote of the Board.

C. Meetings. Meetings of each Advisory Committee shall occur at intervals deemed appropriate by the committee's chair or promptly upon the Board's request. Written notice of the time and place of meetings, and the subject(s) for discussion, shall be provided by e-mail or other written means at least 24 hours before the proposed meeting date. Each meeting of an Advisory Committee shall comply with the requirements of the Open Meetings Act.

D. Responsibilities. Each Advisory Committee is responsible for endeavoring to advance the Board's priorities as assigned from time to time by the Board, including by meeting regularly to address the matters assigned by the Board and by reporting back to the Board concerning progress made, obstacles encountered, analysis and recommendations formulated, etc. with regard to the assigned matters.

E. Staff Assistance. The CWC's Executive Director and his/her designated staff shall attend and facilitate all meetings of each Advisory Committee, acting as a resource to each committee in

such ways as the committee, its chair, and/or the Board may request from time to time. Among other things, the Commission's staff shall assist each Advisory Committee's chair to timely establish agendas for committee meetings and shall otherwise provide all necessary assistance to assure that such meetings comply with the Open Meetings Act.

## **CHAPTER 5 ADMINISTRATION**

5.1 **Fidelity Bonds.** Before assuming the duties of office, all appointed officers as designated in this Chapter shall be bonded with corporate sureties or otherwise covered by such legally-compliant insurance policies as may be appropriate to assure the faithful performance of the duties of their offices and the payment of all monies received by such officers. A blanket bond or separate bonds may be obtained. The CWC shall pay the bond premiums.

5.2 **Executive Director.** If appointed by the Board, there shall be a position established within the CWC to be known as the Executive Director (the "*Executive Director*").

A. **Purpose.** The Executive Director shall act as the CWC's principal administrative officer as directed by the Board and the Chair. If directed by the Board, the Executive Director may serve as Secretary to the Board.

B. **Employment Status.** The Executive Director serves at the pleasure of the Board, and, except as may be provided in any written employment contract approved by the Board, said employment may be terminated at will, with or without cause, as determined by a majority vote of the Board.

C. **Responsibilities.** The Executive Director's responsibilities include, without limitation, the following:

1. Act as principal administrative officer of the CWC and coordinate and direct all staff and consultant services as needed for daily operations of the CWC;

2. Recommend to the Board all staff appointments, consultant acquisition, staff advancements, and other employment policies, and act as supervisor of all staff and consultants work that is conducted by the CWC's staff;

3. Act as the CWC's budget officer if so directed by the Board, and coordinate with finance staff to prepare, file, and administer an annual approved budget;

4. Prepare and implement a strategic plan to accomplish a comprehensive and interdependent package of actions including land exchanges, land designations, transportation improvements, environmental monitoring, and other actions, as further described in these Bylaws and the ILA or as otherwise directed by the Board;

5. Develop a public outreach plan and public engagement efforts as directed by the Board;

6. Maintain the permanent records of the CWC in compliance with GRAMA;

7. Make recommendations to the Board regarding accomplishing the CWC's purposes and goals as defined in the ILA;

8. Prepare agendas and notices for the meetings of the Board, the Stakeholder Committee, and other committees as assigned, and keep minutes and or recordings of such meetings as required by the Open Meetings Act;

9. Prepare applications for funding needed to accomplish the purposes of the CWC;

10. Coordinate with finance staff to ensure receipt of all monies due or payable to the CWC and deposit such monies in such depositories as shall be selected by the Board;

11. Coordinate with finance staff to maintain, under the supervision of the Board, such funds and accounts as may be required by governmental accounting practices and the State's fiscal procedures act;

12. Coordinate with finance staff to ensure distribution of monies payable and co-sign payments together with the Treasurer and such other individuals as are designated by the Board from time to time (two signatures required);

13. Coordinate with finance staff to present a financial statement of receipts and expenditures on a quarterly basis to the Board or at the request of the Board;

14. In coordination with finance staff, and under the supervision of the Board, cause to be conducted a certified annual review or audit of the financial accounts and records of the CWC as required by law;

15. Prepare reports for the CWC, its Stakeholder Council, and others of highlights, accomplishments, major reviews and other important matters of the CWC;

16. Conduct Stakeholder Council and staff meetings;

17. Communicate CWC activities, objectives, and efforts to the staff of the CWC's Members, staff, the Stakeholder Council, and key audiences;

18. Set up office space; and

19. Perform all other duties assigned by the Board.

5.3 **Administrative Staff.** Full or part-time administrative staff positions for the CWC may be created from time to time as determined by the Board and will report directly to the Executive Director.

A. **Employment Status.** Except as may be provided in any written employment contracts approved by the Board, all full and part-time staff employees engaged by the CWC are, except as otherwise may be provided by applicable law, at-will employees that may be dismissed with or without cause at any time by the Executive Director with the approval of the Board.

B. Temporary Employees. Within budget and subject to Board authorization, the Executive Director may hire temporary employees, either for projects or for limited periods of time. Except as otherwise may be provided by applicable law, such employees are at-will and may be terminated by the Executive Director at any time with or without cause.

C. Nepotism Prohibited. Employment of relatives and household members as CWC administrative employees is subject to UTAH CODE ANN. §52-3-1.

## **CHAPTER 6 BUDGET, AUDITS AND CHECKS**

### **6.1 Budget Committee. (Resolution 2018-28)**

A. General; Responsibilities. There shall be a budget committee (the “*Budget Committee*”) of the Board which shall be advisory to the Board and the Budget Officer in connection with their respective budgeting and finance functions. Among other responsibilities as may be assigned from time to time by the Board, the Budget Committee shall determine, conceptually explore, and advise the Board concerning funding options for the Commission, overseeing and implementing such actions to secure approved funding as the Board may direct. The Budget Committee shall implement and act consistent with the Board’s plans and policies, and shall act as the primary liaison between the Budget Officer and the Board. The members of the Budget Committee shall serve without compensation, but their reasonable out-of-pocket expenses may be reimbursed in accordance with the CWC’s policies from time to time.

B. Membership. Members of the Budget Committee, and a chair of the Budget Committee, shall be appointed and removed from time to time by majority vote of the Board. Membership shall be limited to a number of members that is less than one-half of the number of commissioners then sitting on the Board. The number of members of the Budget Committee shall be four so long as the number of commissioners then sitting on the Board is ten. If membership of the Board hereafter is more than ten commissioners, then the number of members of the Budget Committee may be increased accordingly. In compliance with the Open and Public Meetings Act, UTAH CODE ANN. 52-4-101 *et seq.* (the “*Open Meetings Act*”), in no event may membership of the Budget Committee or attendance of commissioners at a meeting of the Budget Committee constitute a majority of the members of the Board without full compliance with the noticing, recording, minutes and other requirements of such Act.

The Executive Director shall be an *ex officio*, non-voting member of the Budget Committee, with the right to participate in all discussions of the Budget Committee except those concerning the Executive Director’s qualifications, performance or compensation.

C. Meetings. Meetings of the Budget Committee shall occur on the call of the committee chair or the written request of a quorum of the Budget Committee. E-mail or other written notice of the time and place of meetings, and the subjects for discussion, shall be provided at least one business day before the proposed meeting date. The members of the Budget Committee which constitute at least a majority of the Budget Committee’s current membership shall constitute a quorum for purpose of conducting the business of the Budget Committee. All meetings of the Budget Committee shall comply with the requirements of the Open Meetings Act.

### 6.3 **Expense Reimbursements.** (*Resolution 2019-09*)

A. *General Policy.* With prior approval, legitimate actual expenses incurred by an employee on the CWC's behalf will be reimbursed by the CWC based on the per diem rates identified in this section or upon the employee's presentation of accurate receipts. Reimbursement may be in the form of petty cash or a separate check, as determined by the Board. Records shall be kept reflecting the basis and amount of each reimbursement.

B. *Training and Conferences.* If required to attend training seminars, conferences, briefings or to gather information, a full-time nonexempt employee will be paid for a regular work day and will be granted compensatory time for worked hours exceeding 40 in that work week. A part-time employee will be paid for hours worked.

#### C. *Travel.*

1. All travel outside of Salt Lake County during CWC work hours must be authorized by the supervisor.

2. Air fares or other travel arrangements for overnight trips will be reimbursed by the CWC to reflect the cost of the travel expenses after receiving appropriate receipts showing that the employee has expended personal funds for such purposes.

3. Use of an employee's personal vehicle may be reimbursed based on the mileage associated with approved travel and upon a request for reimbursement to the supervisor based upon this record. The mileage rate will be consistent with the established rate allowed by the IRS as reimbursement without cost documentation.

4. All employee registration fees for approved conferences, etc., should be paid by the CWC in advance or the employee will be reimbursed for personal expenditures for registration fees, etc. after presentation of a valid receipt in conjunction with previously authorized travel.

5. CWC employees engaged in travel on the CWC's behalf shall be reimbursed at the GSA "per diem" rate for food. The CWC will cover actual hotel costs (less any personal items or services included in the bill) involved in the travel as per appropriate approval upon presentation of accurate receipts.

6. Travel time involved in attending conferences/training will be considered hours worked for non-exempt employee work time calculations.

## **CHAPTER 7** **PROCUREMENT POLICY** (*Resolution 2017-03*)

### 7.1 **Definitions.** As used in this Chapter:

A. "*Bidding*" means the procedure used to solicit quotations on price and delivery from various prospective suppliers of specified supplies, equipment, and contractual services.

B. “*Change order*” means a signed contract amendment providing for changes in the scope of work being performed or for suspension of the work.

C. “*Competitive bidding*” means the process of soliciting price proposals from at least two responsible suppliers for products or services.

D. “*Consultant services*” means work rendered by either individuals or firms who possess specialized knowledge, experience, and expertise to investigate assigned problems or projects and to provide counsel, review, design, development, analysis, or advice in formulating or implementing programs or services.

E. “*Contract*” means an agreement used for the procurement of supplies, services, or construction.

F. “*Request for proposal*” or “*RFP*” means an invitations for suppliers or contractors to submit a proposal on a specific product or service, where the contract for the product or services will be awarded based on criteria set forth in the request for proposal.

G. “*Supplies, materials and equipment*” means any tangible article or thing being used in the performance of the duties of the CWC’s staff.

**7.2 Administration.** The Executive Director shall administer the purchasing procedures outlined in this Chapter. If an Executive Director has not been appointed or otherwise is not available to administer this Chapter, the Chair may perform such administration. The Executive Director shall perform the following duties and have the following powers concerning purchasing matters:

A. Administer and maintain the purchasing procedures and other rules and regulations established by the Board.

B. Negotiate and execute contracts for the purchase of supplies and the provision of services.

C. To the extent possible, obtain full and open competition on all purchases consistent with these procedures.

**7.3 Bid Processes.**

A. *Competitive Sealed Bidding.*

1. Competitive sealed bidding is a procedure in which vendors or contractors are invited to submit formal bids to provide a designated product or to complete a designated project in accordance with provided specifications.

2. Notice of bids shall be given to all interested bidders and shall include a general description of the articles to be purchased or the work to be performed; the location where information on the bid can be obtained; the information on when bids are to be submitted including the date, time and place; and the date, time and place for opening the bids.

3. The notice inviting bids shall be published either in a newspaper of general circulation, noticed on the internet, or otherwise made public at least ten days before the date of the opening of the bids.

4. The notice inviting bids shall be delivered to all known responsible prospective bidders, including those who have requested that their names be on a bidder's list.

5. Sealed bids (or electronically submitted bids) shall be submitted as designated in the notice with the statement "Bid for (item or project)" on the envelope (or in the electronic transmission).

6. Bids shall be opened (or read, in the case of electronically submitted bids) in public at the time and place stated in the public notice.

7. Bids submitted shall be evaluated on the basis of compliance with specifications and other relevant criteria.

B. Requests for Proposals (RFPs).

1. RFPs may be used when required by law or when it is determined that competitive bidding is either impractical or not advantageous to the CWC.

2. In making the decision to use an RFP, the Executive Director may consider whether there is a need for price and service negotiation; whether the relative skills or expertise of the offerors will have to be evaluated; whether cost is secondary to the characteristics of the product or service sought; whether the conditions of service, product or delivery are unable to be sufficiently described in the invitation to bid; whether the offeror is expected to propose a method or strategy for completing the project; or whether there may be a need to negotiate completion times related to the project. The RFP shall state the relative importance of price and other evaluating factors.

3. Notice for the Request for Proposals shall be given to all interested offerors and shall include a general description of the work to be performed; the RFP criteria that has been selected and set forth in the document; the location where information on the RFP can be obtained; the information on when proposals are to be submitted, including the date, time and place; and the date, time and place for opening the proposals.

4. The notice inviting proposals shall be published either in a newspaper of general circulation, noticed on the internet, or otherwise made public at least ten days before the date of the opening of the proposals.

5. The notice inviting proposals shall be delivered to all known responsible prospective offerors, including those who have requested that their names be on a bidder's list.

6. Sealed proposals (or electronically submitted proposals) shall be submitted as designated in the notice with the statement "Proposal for (project)" on the envelope (or in the electronic transmission).

7. Proposals shall be opened (or read, in the case of electronically submitted proposals) in public at the time and place stated in the public notice.

8. Proposals submitted shall be evaluated on the basis of compliance with the criteria set forth in the RFP.

9. Award shall be made to the responsible offeror whose proposal is determined to be the most advantageous to the CWC, taking into consideration price and the evaluation factors set forth in the RFP.

C. *Errors or Mistakes in the Bid Process*. The Executive Director may waive minor irregularities in bid procedures if he determines, in his sole discretion, that the minor irregularities do not have a material effect on the outcome of the bid process and that the process remains fundamentally fair to the CWC and all participants. In cases where the error has a material effect on the outcome of the bid process, the Executive Director may (1) reject all bids, (2) award the bid to the lowest responsive responsible bidder (if it is determined that bidders who do not strictly comply with the bid specifications are disqualified), or (3) correct mistakes in accordance with CWC's policies or in accordance with procurement rules in the State Administrative Code.

#### 7.4 **Purchasing**.

A. Purchases under \$1,000 will be reviewed by the Executive Director.

B. Purchases from \$1,000 and up to \$4,999 will be reviewed by the Chair and shall be based on at least three verbal bids or price quotations and a recommendation from the Executive Director.

C. Purchases from \$5,000 and up to \$19,999 shall be reviewed by the Chair and shall be based on at least three written bids or price quotations and a recommendation from the Executive Director.

D. Purchases over \$20,000 shall go through a competitive sealed bid process, with review, selection and approval by the Chair following recommendation by the Executive Director and approval by the Executive Committee.

#### 7.5 **Exceptions to Bidding Requirements**.

A. *Professional Service Contracts*. Contracts services of financial and legal advisors, architects, engineers, accountants and construction managers as defined by the laws of the state of Utah, and similar professional services, may be awarded at the discretion of the Executive Director and after approval of the Board, based on the provider's demonstrated competence, professional qualifications, willingness and ability to meet the CWC's specific service requirements, cost of services, and other criteria deemed important.

B. *Annual Audit*. A professional service contract for the annual fiscal year audit shall be awarded upon recommendation of the Executive Director and approval of the Board based on the criteria outlined in Section 7.5(A); provided that an auditor shall not be re-appointed for more than three consecutive annual fiscal year audits.



C. Sole Source Procurements. Sole source procurement may be used only if the Executive Director determines that a service, product, or requirement is reasonably available only from a single supplier or contractor. To use sole source procurement, the Executive Director shall place a written determination in the procurement file after conducting a good faith review of available sources, stating why no other sources are reasonably available, or why competition would not be likely to produce other acceptable offers. Sole source procurement shall not be used only to accommodate a desire for a particular proprietary item unless the CWC has a very specific need for such item which can be justified in writing. The Executive Director shall negotiate and use appropriate means to obtain the best price available for any item procured under this section.

D. State Bid List. The CWC may purchase supplies from the vendor who has submitted the lowest bid price for such items to the State of Utah Purchasing Office at the quoted price, without any solicitation or price quotation or invitation to bid.

E. Exchanges. Exchanges of supplies between the CWC and any other public agency which are not by sale or auction shall be by mutual agreement of the respective public agencies.

F. Used Supplies. The CWC may acquire used supplies without following formal purchasing procedures if the Executive Director determines that there is an established market price for the used supplies and that it is beneficial for the CWC to acquire the used supplies.

G. Purchases by Other Governmental Agencies. If another governmental entity has, after a competitive process, awarded a bid to purchase supplies from a particular vendor within the preceding 180 days, the quoted price may be deemed to be the lowest price available for such items and the CWC need not follow formal purchasing procedures in order to make the purchase. Similarly, the CWC need not follow formal purchasing procedures in order to make purchases through purchasing alliances or cooperatives created by governmental entities.

H. Federal or State Money. In cases where federal or state money is being used, or in cases where federal or state procurement laws or procedures govern the types of goods or services being procured, the CWC shall follow the applicable federal or state procurement laws or procedures in lieu of the procedures set forth herein.

I. Donated Funds. In cases where a donor or grantor has contributed funds to the CWC, the CWC may expend the funds in the manner designated by the donor or grantor in lieu of the procedures set forth herein.

## 7.6 **Bid Awards**.

A. Rejection of Bids. The Executive Director may reject any and all bids presented, and may re-advertise for bids as set forth herein.

B. Tie Bids. If two or more of the bids received are for the same total amount in quality, service, and cost, the Executive Director may negotiate with the bidders and obtain the best bid possible.

C. Single Bids. The Executive Director may require a price or cost analysis if only one bid is received. The bidder may be required to furnish a detailed cost proposal, and the bid award shall

be subject to subsequent negotiation.

D. Bonds. Before entering into a contract, the Executive Director shall have authority to require performance, payment and other bonds deemed necessary in such amounts as deemed necessary to protect the interests of the CWC. The types and amounts of the bonds to be required shall be described in the notice inviting bids.

E. Contracts. Contracts and change orders to contracts for services and supplies shall be presented to the Board for approval and authorization for the Chair to sign the contract or change order to the contract.

7.7 **Incorporation of Part 24, Utah Procurement Code**. Part 24 of the Utah Procurement Code, codified as UTAH CODE ANN. 63G-6a-2401 through -2407, is hereby incorporated into this Chapter by reference.

## **CHAPTER 8 HUMAN RESOURCE POLICY**

### **8.1 Policy Concerning Personal Use of Public Property**. (*Resolution 2019-21*).

A. Purpose. This shall be known as the “Central Wasatch Commission Policy Concerning Personal Use of Public Property.” This policy (this “*Policy*”) has been adopted by the Board for the purpose of regulating the use of CWC-owned, leased, held, operated or managed equipment, vehicles, office supplies, devices, tools, facilities and other CWC-owned personal and real property (“*CWC Property*”).

B. Background; Effective Date. The Utah Legislature adopted, and the Governor signed into law, H.B. 163, with an effective date of 1 July 2019. H.B. 163 focuses on the misuse of public property, since public property was not previously included in Utah’s criminal statutes to the same extent as public funds. Since the misuse of public property can result in criminal charges, the CWC desires to adopt this Policy to clarify what may constitute a misuse of CWC Property and to authorize the personal use of CWC Property under certain circumstances. This Policy was approved by the Board and became effective on 1 July 2019.

C. Definitions. In this Policy, the following words will have the following meanings:

1. “*Authorized personal use*” means any personal use that is authorized pursuant to this Policy. As provided in UTAH CODE ANN. §76-8-402(1), a public servant may use CWC Property for a personal matter and personal use of CWC Property is allowed when:

(a) The use occurs as follows:

(i) The public servant is authorized to use or possess the CWC Property to fulfill the public servant’s duties owed to CWC;

(ii) The primary purpose of the public servant using or possessing the CWC Property is to fulfill the public servant’s duties to CWC;

(iii) The personal use is in accordance with this Policy; and

(iv) The public servant uses and possesses the CWC Property in a lawful manner in accordance with this Policy; or

(b) The personal use of the CWC Property is incidental, such as when:

(i) The value provided to CWC by the public servant's use or possession of the Public Property for a public purpose substantially outweighs the personal benefit received by the public servant's personal incidental use; and

(ii) The incidental use is not prohibited by an applicable state or federal law.

Any lawful personal use of CWC Property by a public servant that is not prohibited by applicable state or federal law is specifically authorized and allowed by this Policy. The CWC recognizes that third parties may benefit indirectly or directly from a public servant's personal use, or official use, of the CWC Property, which benefit is specifically condoned and authorized by this Policy so long as and to the extent that the benefit does not otherwise violate an applicable law, rule or ordinance, including but not limited to state statutory law and the CWC's rules and regulations.

2. "*Public Property*" and "*CWC Property*" are interchangeable and mean and include any real or personal property that is owned, leased, held, operated or managed by the CWC, including Public Property that has been transferred by the CWC to an independent contractor for the purpose of providing a program or service for or on behalf of the CWC. If and to the extent the Public Property is consumed or rendered effectively valueless to the CWC as a program or service is provided to the CWC by an independent contractor or as the Public Property is utilized by CWC employees, the property shall cease to be Public Property and may be disposed of as the independent contractor or the CWC's management deems fit, unless otherwise directed by the CWC. *See UTAH CODE ANN. §76-8-101(5).*

3. "*Public Servant*" means an elected official of the CWC; an appointed official of the CWC; an employee, consultant, or independent contractor of the CWC; or a person (including an individual, an entity, or an organization) hired or paid by the CWC to perform a government function. *See UTAH CODE ANN. §76-1-601(14).* A person becomes a "public servant" upon the person's election, appointment, contracting or other selection, regardless of whether the person has begun to officially occupy the position of a public servant.

#### D. Personal Use.

1. Devices. Communication and other devices, such as mobile phones, landline phones, and computers, that are owned by the CWC may be used by an employee for occasional, incidental personal activities such as calling home, making other personal calls during a break, accepting occasional incoming personal calls, etc., provided that such personal usage is not excessive. Similarly, CWC-owned computers and smart phones may be used for personal text messaging, e-mails and other personal uses, provided that such use is limited, as much as reasonably possible, to break periods or periods when the employee is not "on the clock," and is not excessive.

2. Physical Facilities. Personal activities by public servants at CWC-owned, leased, managed and/or maintained facilities, such as meeting family members or friends for short periods of time, are allowed, provided they do not become excessive or disruptive.

3. Office Supplies, Etc. Office supplies, shop supplies and other CWC-owned supplies and items of personal property are intended for uses that directly benefit the CWC. Incidental personal use of the same by public servants is allowed, such as the use of CWC-owned office supplies including pens, pencils and paper, provided that such incidental personal use is not excessive.

4. Miscellaneous. Any CWC Property that does not fall under any of the above classifications may nevertheless be utilized by a public servant for incidental personal uses, so long as such use is not excessive.

E. Subsequent Modifications; Higher Law.

1. Policy Not Exhaustive. The Board reserves the right to add to, delete from or change this Policy at any time. This Policy is not necessarily inclusive because, among other reasons, unanticipated circumstances may arise and/or other CWC rules or regulations may apply. The CWC may vary from this Policy, subject to the application of applicable state and federal laws, if the circumstances so justify.

2. Higher Law to Control. In the event of any conflict between this Policy and any applicable federal or state law, rule or regulation, the law, rule or regulation, including amendments and modifications thereto, shall control this Policy to the extent of such inconsistency.

*(This chapter will be further developed as needed.)*

## **CHAPTER 9 RISK MANAGEMENT**

9.1 Insurance. The CWC shall obtain and maintain in effect such liability and insurance coverage from qualified third-party insurers as the Board shall deem appropriate from time to time.

9.2 Procedure for Filing and Processing of Claims. The Executive Director shall designate from time to time a qualified staff member to act as the CWC's risk management officer, who shall be responsible for monitoring the CWC's insurance coverage, timely filing any and all claims, and all other insurance-related functions on behalf of the CWC.

9.3 Indemnification. The CWC shall defend, indemnify and hold harmless its officers (including its Board members), employees and volunteers as required by the Governmental Immunity Act of Utah, UTAH CODE ANN. 63G-7-101 *et seq.*

## **CHAPTER 10 INVESTMENT AND FUND BALANCE POLICY**

10.1 Investment Fund Policy. (*Resolution 2020-10*). This is an internal policy of the CWC

concerning the holding and expenditure of the CWC's cash reserves. The Board deems this policy advisable to structure or facilitate the CWC's internal administration and operation. This policy is subject to amendment by the Board from time to time or at any time. In the event of any conflict or inconsistency between Utah state law and this policy, state law shall control.

A. The CWC will endeavor to maintain a cash or cash-equivalent operational reserve equal to at least 12 months' of anticipated expenditures (the "*Operational Reserve*").

B. All funds of the CWC (including the Operational Reserve; all funds received from member organizations, grants, or donations; and all interest accrual) shall be maintained and invested in the Utah Public Treasurers' Investment Fund (the "*PTIF*").

C. The CWC's funds will be held in the PTIF until such time as monies are needed to pay operational costs incurred by the CWC, whereupon sufficient funds will be transferred from the PTIF into the CWC's operational checking account (the "*Checking Account*"), which initially will be located at Zions Bank. Any and all transfers from the PTIF into the Checking Account must be pre-approved by (1) the CWC's Executive Director or Chair of the Board, and (2) the CWC's Treasurer.

D. Use or proposed use of reserve funds for unbudgeted projects are subject to (1) review and recommendation by the CWC's Executive Director and Finance Committee; (2) approval by resolution by the Board; and (3) any necessary amendment of the CWC's budget.

E. The CWC will preserve and maintain funds remaining at the end of each fiscal year as unreserved funds in the PTIF. If any of those surplus funds have been approved for expenditure in connection with an incomplete (but approved) project, those funds will be designated and maintained in the PTIF as reserved funds.