

**GREATER SALT LAKE MUNICIPAL SERVICES DISTRICT
BYLAWS**

**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, the Board of Trustees of the District presently consists of the Mayor of each of the five Metro Townships (Copperton, Emigration Canyon, Kearns, Magna and White City) that are included in the District (or, during any period of time when a Metro Township Mayor is absent, unable, or refuses to act, the Mayor Pro Tempore elected by the Metro Township Council may act in the Mayor's place as a member of the Board), a member of the Brighton Town Council who is

designated by the Town Council, and a member of the Salt Lake County Council. Trustees 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 will take and subscribe, 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 Mayor of each Metro Township 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 Mayor terminates when that person no longer serves as the Metro Township Mayor and a new person has been selected by the Metro Township Council as the Mayor. However, the term of any Salt Lake County Council member or of a member of the Brighton Town Council who serves on the District Board will be four-years as provided in Utah Code Ann. § 17B-1-303(2), provided that a Trustee who serves on the District Board of Trustees by virtue of being a member of the County Council or of the Brighton Town Council will cease to be a member of the Board of Trustees when that person no longer serves on the County Council or on the Town Council. Nevertheless, each member of the Board of Trustees may serve until the member's successor is duly qualified.

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, or disqualification of the Trustee (as, for example, when the Trustee ceases to be the Mayor of one of the Metro Townships).

2.4.2 **Filling Vacancies on Board.** Since, by law, designated municipal elected officials and a member 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 Mayor, and the Salt Lake County Council or the Brighton Town Council will designate one of its members, as applicable, to fill a 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 shall be employed 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 by the Board to be in the best interest of the District.
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 applicable requirements of 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(3).

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 Chair of the Board, a Vice Chair of the Board, a General Manager, 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 Chair and shall choose another of its members as Vice Chair. The Board shall also appoint a Clerk, a Treasurer and a Records Officer. The Chair 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 **Chair.** The Chair 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 chair. Unless the Board action approving any contract or other document specifies otherwise, either the Chair 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.

3.3.2 **Vice Chair.** The Vice Chair shall chair meetings of the Board of Trustees and otherwise act in the place of the Chair when the Chair is absent. In the case of a vacancy in the office of Chair, the Vice-Chair shall become Chair until the Board elects a new Chair. If the Vice-Chair is then elected to Chair the Board, a new Vice-Chair will also be elected.

3.3.3 **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 (if there is one) 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.

3.3.3.1 **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.

3.3.4 **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.

3.3.5 **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.

3.3.6 **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 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 direct deposits and checks, if the checks are prepared and payments are made in accordance with a schedule approved by the Board; (b) routine expenditures, such as utility bills, payroll-related expenses, supplies and materials; (c) payments that are required by contracts that have been approved by the Board; and (d) emergency purchases made under Utah Code Ann. § 63G-6a-803. The General Manager may assign other employees of the District to assist him or her in performing duties and

responsibilities assigned to the General Manager. 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 Chair, shall be authorized and empowered to execute and implement any and all properly approved documents for and on behalf of the District.

3.3.7 **Associate General Manager.** The Associate General Manager shall perform such duties as may be assigned by the General Manager and, during periods of time when the General Manager is seriously ill, is out of the state of Utah and does not have effective electronic communication with the MSD office and/or staff, or is otherwise unavailable for a protracted period of time, the Associate General Manager shall act as the temporary Chief Operating Officer of the District with all of the responsibilities, duties and authority of the General Manager, until the General Manager is available to perform those duties. During such times, the Associate General Manager will be subject to general supervision by the Board.

3.3.8 **Other Officers/Duties.** There shall be such other officers, and the officers shall perform such duties, as determined by the Board or the General Manager. 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 or the General Manager.

3.4 RESIGNATION

Any officer may resign at any time by giving verbal or written notice to the Board through the Chair, Vice-Chair or General Manager. 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 or designated by the Board may be removed and a successor elected or designated 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, and procurement policies. 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 a “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. However, when the Board of Trustees adopts its own Purchasing Rules, such rules will supplant and replace rules adopted by the Policy Board.

4.1.2.1 Procurement Official. Notwithstanding the statement in Section 3.3.6 of these Bylaws, that the General Manager is to supervise purchasing for the District, the Board may delegate to the General Manager or to any other official or employee of the District the powers, duties and responsibilities to act as the District’s Procurement Official under the Procurement Code and the District’s purchasing rules.

4.1.3 Purchasing Authority of the Board Chair and the General Manager. Excepting Subsections 3.3.6 and 4.1.3.1 pursuant to which purchases or payments may exceed the dollar limits stated below, but otherwise 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 Chair the authority to approve any purchase up to a maximum cost of \$40,000 and delegates to the General Manager authority to approve any purchase up to \$25,000, 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 Chair 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.

4.1.3.1 Emergency Purchasing Authority. The General Manager may authorize an emergency procurement to:

1. Avoid a lapse in a critical government service;
2. Mitigate a circumstance that is likely to have a negative impact on public health, safety, welfare or property; or

3. Protect the legal interests of the District.

Emergency procurements will be made with as much competition as is practicable while avoiding a lapse in a critical government service; avoiding harm, or a risk of harm, to the public health, safety, welfare, or property; or protecting the legal interests of the District. After the emergency has abated, the General Manager shall prepare a written document explaining the emergency condition that necessitated the emergency procurement and will distribute that document to the Board and make it available for public inspection at the District's office. When making an emergency procurement, the General Manager will be expected to inform the Chair, or the Vice-Chair in the Chair's absence, of the emergency or the need for the emergency procurement as soon as it is reasonably practicable for the General Manager to do so. However, the requirement to inform the Chair or the Vice-Chair of the emergency procurement shall not unnecessarily delay the emergency procurement. There shall be no monetary limit on the General Manager's authority to make an emergency procurement, provided that the procurement is made in compliance with the Utah Procurement Code and applicable emergency procurement rules and regulations, and further provided that sufficient funds are or will be available to pay for the emergency procurement. As soon as is reasonably practicable, the General Manager shall submit the emergency procurement, and any necessary amendment to the District's adopted budget, to the Board for ratification and approval as an agenda item during a regular, special, or emergency 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 Policies and Procedures Manual, the Policies and Procedures Manual shall control unless declared otherwise by the Board of Trustees.

4.1.5 **Amendments.** The 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 FINANCIAL

6.1 ACCOUNTING

- 6.1.1 **Accounting.** All District funds and accounting transactions and financial information of the District shall be handled and recorded in accordance with all applicable Generally Accepted Accounting Principles (GAAP), Generally Accepted Governmental Accounting Standards (GAGAS), Utah Code requirements including the State Money Management Act found in Title 51, Chapter 7 of the Utah Code, guidelines applicable to local districts, and all other applicable and appropriate accounting and financial reporting compliance standards and requirements.
- 6.1.2 **Accounting Policies and Procedures.** Sufficiently detailed Accounting, Budgeting, Investment and Financial Policies and Procedures will be approved by the Board for the purpose of establishing adequate and appropriate Internal Controls and processes to assist with Subsection 6.1.1 above and in accordance with Article IV.
- 6.1.3 **Documentation of Revenues.** All revenue received by the District from any source shall be recorded in accounting records within the parameters set forth by the Utah Code, the State Money Management Act, and the State Auditor’s Office that are applicable to local districts. As applicable, revenue must be deposited as provided in Section 6.3 of this Article.
- 6.1.4 **Documentation of Expenditures.** All expenditures, including minor “petty cash” purchases or the use of an authorized credit card, and any and all payments and disbursements by the District, shall be appropriately approved prior to any transaction and be made by an electronic transfer/direct deposit or a warrant drawn on the District’s account. All electronic transfers/direct deposits, credit card payments, and any and all payments and disbursements must be accompanied by adequate pre-approval and other documentation supporting and approving the expenditure.
- 6.1.5 **Board Approval.** Capital Project funding and other operational expenditures may be made as provided in the District’s Purchasing Policy and as outlined in the Annual Budget of the District. Approved disbursements and Budget adjustments may be reflected in Board meeting minutes and, if so shown, the minutes shall constitute authority for the payment of capital items and all other expenditures which require Board approval as provided in these Bylaws or by the General Manager as authorized by the Board and/or in the District’s Policies and Procedures.
- 6.1.6 **Bonding Requirements.** All persons with fiscal and electronic transfer/direct deposit authority, payment processes access, and/or with investment and/or financial record keeping responsibilities, shall be bonded in such sum as may be

required by law or otherwise and with such surety or sureties as the Board shall determine, with the cost of each bond to be paid by the District.

6.2 BUDGETING

6.2.1 **Establishment.** The District shall establish an Annual Budget through a process defined by a Budget Calendar and in accordance with applicable requirements set forth in Title 17B, Chapter 1, Part 6 of the Utah Code and/or established by the State Auditor's Office for local districts.

6.2.2 **Budget Adjustments.** Adopted Budgets may be amended in Interim Periods (Interim Budget Adjustments) and may be presented to the Board and amended during the year as needed and in accordance with applicable Utah Code requirements and State Auditor's Office budget guidelines. Provided that the General Manager shall have no authority to increase the District's over-all annual Budget, to the extent allowed by law, the General Manager may move funds within the budget, to a maximum of \$50,000, provided that all such budget adjustments shall promptly be reported to the Board. Budget amendments and adjustments may be ratified or approved by the Board in a meeting during which the current year budget is opened, which may occur in June or November of each year or at any other time as determined by the Board. When legally required, a Budget adjustment shall be reflected in a Resolution adopted by the Board.

6.2.3 **Budgetary Controls.** Budget controls shall be at the Department Level as defined by the State Auditor's Office, unless the Board imposes specific lower level (more restrictive) Budget controls

6.3 INVESTMENTS

All monies, promissory notes, evidence of debt and 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.

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 any other enactment 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.

7.1.3 **Governor Executive Order.** Notwithstanding Subsection 7.1.1 or Subsection 7.1.2 above, should the Governor of the State of Utah issue an Executive Order, under Utah Code Ann.§ 53-2a-209 or any other applicable statutory or constitutional authority, that suspends the enforcement of a state statute that otherwise would be applicable, the District may rely upon and follow the directive of the Executive Order.

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 superseded 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 Article, Section, Subsection, 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 14th day of July, 2021.

Joe Smolka

Joe Smolka, Chair
July 23, 2021 | 2:28 PM PDT

ATTEST:

Marla Howard

Marla Howard, Clerk
July 24, 2021 | 6:57 PM PDT

**BYLAWS
GREATER SALT LAKE MUNICIPAL SERVICES DISTRICT**

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