



Bylaws (Special Service District) Template

Prepared for

The adoption and use of Special Service Districts
in Utah in consultation with their legal counsel

Prepared by
The Utah Association of Special Districts
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BYLAWS

(Insert name of special service district)

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(Insert name of special service district)

BYLAWS

A. GENERAL.

In the event of a conflict between these Bylaws and any policy, procedure, rule or regulation of the District or any motion approved by the legislative body of the District (the "Board"), regardless of whether the legislative body of the District is also the legislative body of the County or municipality that created the district or an administrative control board established by the creating county or municipality to which the creating county or municipality has delegated certain rights, power and authority, as reflected in official Board meeting minutes, these Bylaws shall control. If the Board is an administrative control board, that board has such right, power and authority as is delegated to the Board under Utah Code Ann. § 17D-1-301 by the legislative body of the county or municipality that created the District.

The District was created as Special Service District governed by Title 17D, Chapter 1 of the Utah Code, together with major portions of Title 17B, Chapter 1 of the Utah Code as specified in Utah Code Ann. § 17D-1-106, and other applicable laws of the state of Utah, including but not limited to the Open and Public Meetings Act, the Government Records Access and Management Act, the State Money Management Act, the Utah Procurement Code, the Governmental Immunity Act of Utah, and the Utah Public Officers' and Employees' Ethics Act.

B. PRINCIPAL OFFICE.

The District's office and principal place of business shall be located at _____, _____, Utah _____, until changed pursuant to Board action.

C. NAME/ORGANIZATION.

1. Name. The name of this special service district is _____, herein the "District".

2. Organization. The District was organized pursuant to applicable provisions of the Special Service District Act which is currently found in Title 17D, Chapter 1 of the Utah Code.

3. Nature of District. The District is a body corporate and politic with perpetual succession, separate and distinct from the county or municipality that created it with all of the powers delegated by the creating county or municipality and granted or necessarily implied by state law.

4.Public Purpose. The purpose of the District is to provide the services and exercise the powers stated in the creation documents of the District; and to exercise all powers conferred upon such districts by law. See Title 17D Chapter 1 and appropriate provisions in Title 17B Chapter 1 of the Utah Code.

D. ADMINISTRATIVE CONTROL BOARD.

1.Authority. If the District is governed by an administrative control board (the "Board"), the members of the Board may be appointed and/or elected as specified by the creating county or municipality and as provided by law, particularly Utah Code Title 17D, Chapter 1, Part 3.

2.Oath of Office. Prior to assuming official duties, each Board Member is to 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 Board Member to take the required oath shall not invalidate any official act of that Board Member.

3.Fidelity Bond/Insurance. A corporate surety bond or theft or crime insurance, as allowed by law, for the faithful performance of their duties is required for each Board Member as provided in Utah Code Ann. § 17B-1-303(7) at the expense of the District, in the amount and with the surety, sureties, insurance company or insurance companies prescribed by the Board.

4.Term of Office. The term of each Board Member is four (4) years and until the Board Member's successor is elected or appointed, as appropriate, and has qualified, all as provided in Utah Code Title 17D, Chapter 1, Part 3 and any applicable provision in Title 17B, Chapter 1 of the Utah Code. A Board Member appointed to fill a vacancy will serve the unexpired portion of the term of the Board Member being replaced. The term of a person elected or appointed to serve on the Board, subject to the above and except as may otherwise be provided by law, commences at noon on the January 1 following the Board Member's election or appointment.

5.Board Vacancies. To the extent allowed by law, a vacancy in a Board Member's term of office shall be deemed to exist in the case of death, resignation, disqualification of the Board Member (as, for example, when a Board Member ceases to be a registered voter who resides within the boundaries of the District, the Board Member ceases to be an officer or employee of the creating county or municipality, the Board Member has been declared to be of unsound mind by order of a court, or the Board Member has been convicted of or pled guilty or "no contest" to a felony. All vacancies which may occur on the Board will be filled as provided for by the creating county or municipality.

6.Powers and Duties. The Board 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, the District's creation documents, or these Bylaws, forbidden. The duties and powers of the Board are generally set forth in the

District's creation documents and Part 3 of the Special Service District Act and applicable portions of Title 17B, Chapter 1 of the Utah Code that apply to the District. The primary function of the Board is to establish policies and make decisions as guidelines for administrative action. The Board may employ or retain the services of a General Manager/CEO/Director (hereafter the "General Manager") and other employees and may retain the services of consultants to perform specified duties and activities under the direction of the General Manager and, ultimately, of the Board.

7.Meetings. Regular, special and emergency meetings of the Board may be held as provided in any Board Meeting Policies and Procedures adopted by the Board (the "Board Meeting Policy") and in the Utah Open and Public Meetings Act (Utah Code Ann., §§ 52-4-101, et seq. the "Act"). At all meetings of the Board, a majority of the Board Members shall constitute a quorum for the transaction of business. See Utah Code Ann. § 17B-1-310. Meetings of the Board may take place through telephonic and other electronic means as may be provided in the Act and in any Board Meeting Policy adopted by the Board.

E. OFFICERS.

1.Principal Officers. The principal officers of the District shall consist of a Board Chair, a Board Vice Chair, a General Manager (or Director), a Clerk of the District, a Treasurer, a Records Officer and such other officers as the Board may from time to time establish.

2.Qualifications; Election and Term of Office. The Chair and the Vice Chair shall be selected from the Board Members by majority vote of the Board Members annually or biennially at the discretion of the Board. Any vacancy in the position of Chair or Vice Chair caused by the expiration of the term of the incumbent as a member of the Board or by the death, resignation or removal of the incumbent shall likewise be filled by a majority vote of the Board Members and the Board Member selected to fill the position shall do so for the remaining unexpired term. The Board may also appoint a General Manager (or Director), and shall appoint a Clerk, a Treasurer, a Records Officer and other officers and assistant officers as desired by the Board. 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. Notwithstanding the foregoing, the officers shall serve until their replacements are elected or appointed provided, however, that an officer who is also an employee of the District will not continue to serve in office after the officer ceases to be an employee of the District and an officer who is a Board Member will not continue to serve in office after the officer ceases to be a Board Member unless there is a written agreement between the District and the officer that provides otherwise.

3.Duties of Officers.

- a. Chair. The Chair shall, when present, preside at all meetings of the Board and do and perform all duties incident to that position as are customarily done or performed by a special service district board chair. Unless the Board action approving any contract or other document specifies otherwise, either the Chair or the General Manager (or Director), or both, shall be authorized and empowered to execute and implement any and all properly approved documents for and on behalf of the District. If there is no General Manager, the Chair may perform the functions and duties of the General Manager.
- b. Vice Chair. The Vice Chair shall chair meetings of the Board and otherwise act in the place of the Chair when the Chair is absent.
- c. General Manager. The General Manager (or Director) 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, 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 of the District and be responsible for and exercise supervision and control over the District's property, facilities and operations. Respecting purchases made for or on behalf of the District, the General Manager, or a designee of the General Manager under the General Manager's supervision, is the Board's designee to act as the District's Procurement Official, as provided in the Utah Procurement Code found in Title 63G, Chapter 6a of the Utah Code. 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 shall serve at the pleasure of the Board. Unless the Board action approving a contract or other document specifies otherwise, either the General Manager or the Chair, or both, shall be authorized and empowered to execute and implement any and all properly approved contracts and other documents for and on behalf of the District.
- d. Clerk. The Clerk shall be the custodian of the District's financial records and of the seal of the District and shall perform such other duties as may be required by law, particularly those duties specified in Title 17B, Chapter 1, Part 6 of the Utah Code, or as may be directed by the Board or the General Manager (or Director), with such assistance as may be appropriate. In particular, the Clerk

shall give such notices of meetings and other matters pertaining to the District as are required by law, these Bylaws, or any other enactment of the Board. Among other duties, the Clerk shall provide notice of Board Member elections (if one or more Board Members is/are elected) and certify candidate names to the County Clerk as provided in Utah Code Ann. § 17B-1-306, certify the resolution setting the levy to the County Auditor as provided in Utah Code Ann. § 17B-1-628, and certify any unpaid and delinquent qualifying charges to the County Treasurer as directed by the Board so those charges may become a lien on the delinquent premises as provided in Utah Code Ann. § 17B-1-902. The Clerk or other appointed person shall attend District Board meetings and keep a record of the proceedings as provided in Utah Code Ann. § 17B-1-631 and prepare and present to the Board detailed quarterly financial reports as provided in Utah Code Ann. § 17B-1-638. The Clerk or other appointed person not performing Treasurer duties shall maintain the financial records for each fund of the District and all related subsidiary records (including a list of all outstanding bonds, their purpose, amount, terms, date and place payable) as provided in Utah Code Ann. § 17B-1-632, and shall prepare necessary checks after having made the determinations required by Utah Code Ann. § 17B-1-635. The Clerk shall serve at the pleasure of the Board. One or more Assistant Clerks may be appointed to assist the Clerk and to carry out administrative and other functions of the Clerk.

- e. 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 by following the procedures and requirements of the State Money Management Act which is found in Title 51, Chapter 7 of the Utah Code and shall perform such other duties as may be required by law, particularly those Treasurer duties specified in Title 17B, Chapter 1, Part 6 of the Utah Code, or as directed by the Board or the General Manager (or Director), with such assistance as may be appropriate. In particular, the Treasurer shall receive all public funds and money payable to the District, shall keep an accurate, detailed account of all monies received and shall be the custodian of all money, bonds and other securities and assets of the District as provided in Utah Code Ann. § 17B-1-633. The Treasurer shall give or cause to be given a receipt or other evidence of payment to persons paying money to the District treasury as provided in Utah Code Ann. § 17B-1-634. The Treasurer is required to promptly deposit all District funds into the appropriate bank accounts of the District as provided in Utah Code Ann. § 17B-1-637. The Treasurer shall see to it that all money received on any special assessment is applied to pay for the improvement for which the assessment was

made as provided in Utah Code Ann. § 17B-1-636. The Treasurer and/or any other person(s) appointed by the Board shall sign all checks for the District after determining that sufficient money is on deposit in the appropriate bank account of the District to honor the check, as provided in Utah Code Ann. § 17B-1-635(2). Notwithstanding anything to the contrary in these Bylaws, or in any policy, procedure, rule or regulation of the District, the person maintaining the financial records of the District may not sign any single signature check. The Treasurer shall serve at the pleasure of the Board. One or more Assistant Treasurers may be appointed to assist the Treasurer and to carry out administrative and other functions of the Treasurer provided that no one person may perform both statutory Treasurer duties and statutory Clerk duties.

- f. Records Officer. A Records Officer shall be appointed to 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 any Records Policy established by the Board, provided that such Policy is consistent with GRAMA, and as may be assigned by the General Manager (or Director). 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 Clerk or the Treasurer.
- g. Other Officers. There shall be such other officers and the officers shall perform such duties as determined by the Board or the General Manager (or Director) in addition to those duties referenced in these Bylaws.

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

5.Removal of Officers. Any officer elected by the Board may be removed and a successor may be elected by a majority vote of the Board 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.

F. POLICIES AND PROCEDURES.

- 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 policies and procedures, procurement policies and procedures

and other rules and regulations (collectively “Rules and Regulations” or “Formal Rules and Regulations”). The 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 the Rules and Regulations that cannot otherwise be reconciled, these Bylaws shall control.

2. 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 (or Director) 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 and the Formal Rules and Regulations, the Formal Rules and Regulations shall control unless declared otherwise by the Board.
3. Amendments. The Formal Rules and Regulations and all other rules and regulations and other enactments of the District may be amended by the Board from time-to-time.

G. CHECKING AND INVESTMENT ACCOUNTS AND DISBURSEMENTS.

1. Deposits. All monies, promissory notes, and evidences of debt or investments belonging to the District shall be deposited in financial centers or banks or with the Utah State Treasurer as authorized by the State Money Management Act, Title 51, Chapter 7, of the Utah Code, or other applicable law.
2. Check Procedure. With the exception of minor “petty cash” purchases or the use of an authorized credit or payment card, payments and disbursements by the District shall be made by a check drawn on the District’s account or by an authorized direct deposit or electronic transfer. A check signer machine or computer with appropriate signature plates or equivalent may be utilized to generate checks after it has been determined that the payment has been properly authorized and does not overextend the budget and there are sufficient funds in the bank account to honor the check. Except as otherwise authorized by the Board, the signatures of the General Manager (or Director) and the Clerk will be depicted on any computer/machine generated checks. When a check is manually prepared, the check shall be signed by any two of the following officers of the District: the General Manager, the Clerk, the Treasurer, the Board Chair, the Board Vice Chair or any other officer of the District as authorized by the Board. A person may sign a check no more than once, even if the person holds more than one office. All checks presented for signature are to be accompanied by documentation supporting the expenditure. A check is not to be submitted for signature, either using the check signer machine or computer or manual signatures, and a direct

deposit or electronic transfer is not to be made, unless there are available funds to cover the expenditure.

3. Direct Deposits. As noted in subsection 2 immediately above, properly approved payments, including but not limited to payroll, may be made by direct deposit into an authorized financial institution account or by electronic transfer.
4. Approval. Approved disbursements may be shown in the Board meeting minutes and, if so shown, the minutes shall constitute authority for the payment of capital items and other expenditures which require Board approval. Other disbursements may be approved as provided in the District's Rules and Regulations.
5. Surety Required. All persons with check signing or direct deposit authority and/or with investment and/or financial recordkeeping responsibilities shall be bonded or covered by theft or crime insurance in such sum as may be required by law or prescribed by the State Money Management Council and with such surety, sureties, insurance company or insurance companies as the Board shall determine, with the costs of each bond or insurance coverage to be paid by the District. If it appears that the Treasurer or any other officer or employee of the District is making a profit out of public money, is comingling District funds with personal funds, or is using District funds for any purpose not authorized by law, the Treasurer, officer or employee shall be suspended from office and/or employment as provided by law and may be subject to criminal prosecution and/or civil suit.

H. SEAL.

The Board may have adopted a corporate seal, the imprint of which may, but need not be, embossed hereon. The Clerk shall have custody of the seal, if there is one, and be responsible for its safekeeping and use.

I. EFFECT OF STATE AND LOCAL LAW.

1. State Law to Supplement. The District is subject to the requirements of state law as reflected in Title 17D, Chapter 1 of the Utah Code, applicable provisions of Title 17B, Chapter 1, and other applicable portions of the Utah Code regardless of whether the subject of those provisions is covered by these Bylaws or other enactments of the Board.
2. State Law to Control. In the event of a conflict between these Bylaws or any other enactment of the Board 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 provide that it is not to impact action previously taken then, to the extent permissible, these Bylaws or other District enactment shall continue to control.

- 3. Local Ordinances. The District will be subject to applicable Ordinances and other applicable actions taken by the Legislative Body of the creating county or municipality.

J. AMENDMENTS TO BYLAWS.

Amendments to these Bylaws may be made, and these Bylaws may be superseded and replaced by new Bylaws, on the affirmative vote of at least 2/3 of the Board Members, present at a Board meeting, with a quorum being present, at any meeting of the Board, provided that notice of the intent to amend or replace the Bylaws shall have been given to each Board Member in the notice of the meeting at least three (3) days prior to the meeting, unless such notice requirement is waived by the Board Member.

K. SAVINGS CLAUSE

Should any part, subdivision, 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 of these Bylaws shall not affect the application or force of the balance of the Bylaws.

These Bylaws were adopted by the Board on the ____ day of _____, 20____.

Chair