

BYLAWS
OF THE
UTAH LAKE AUTHORITY and UTAH LAKE AUTHORITY BOARD

ARTICLE 1 - PREFACE

Section 1.1 - Name

The name of the Utah Lake Authority in these bylaws, is provided for in Utah Code § 11-65-201, the Utah Lake Authority Act.

Section 1.2 - Origin

The Utah Lake Authority and Utah Lake Authority Board were created by H.B. 232, Utah Lake Authority Act, introduced during the 2022 General Session of the Utah Legislature and enacted as Utah Code § 11-65-101 et al.

Section 1.3 - Adoption

These bylaws are established and adopted by the Utah Lake Authority Board to define the functions, duties, responsibilities, and administrative procedures of the Utah Lake Authority and the Utah Lake Authority Board.

ARTICLE 2 – DEFINITIONS

1. “Board” means the Utah Lake Authority’s governing body.
2. “Committees” mean the Advisory Committee(s); Technical Committee(s); local government group(s); and stakeholder group(s) appointed by the Board.
3. “Lake Authority” means the Utah Lake Authority.
“Lake Authority Boundary” means the boundary defined by recorded boundary settlement agreements between upland, adjacent landowners and the Division of Forestry, Fire and State Lands.
4. “Member” means a Member of the Board.
5. “Open and Public Meetings Act” means Utah Code § 52-4-101 et seq., as amended.
6. “Quorum” means eight or more of the fifteen voting members.
7. “Utah Lake Authority Act” means Utah Code § 11-65-101 et seq., as amended.

ARTICLE 3 – LOCATION OF OFFICES

Section 3.1 - Initial Business Office

The principal office of the Lake Authority in beginning its work shall be located in Utah County, Utah, with its initial principal office located in the Historic Utah County Courthouse at

51 South University Avenue, Suite 109, Provo, Utah, leased from Utah County.

Section 3.2 - Subsequent Business Office

The Board may, at any time after the Lake Authority begins operations, change location of the main business office of the Lake Authority to other locations as determined to be appropriate for the work of the Lake Authority.

Section 3.3 - Other Offices

The Lake Authority may have multiple or such other offices as the Board may designate or as the affairs of the Lake Authority may require.

ARTICLE 4 - PURPOSES

Section 4.1 - List of Purposes

The statewide public purpose of the Lake Authority and Board is to work in concert with applicable federal, state, and local government entities, property owners, owners of water rights, private parties, and stakeholders to encourage, facilitate and implement management of Utah Lake. Management means work to coordinate and facilitate the improvement of Utah Lake, including work to enhance the long-term viability and health of Utah Lake and to produce economic, aesthetic, recreational, environmental, and other benefits for the state, consistent with the strategies, policies and objectives described in the Utah Lake Authority Act, Utah Code § 11-65-101 et seq.

The Lake Authority and its Board are the mechanisms the state chooses to focus resources and efforts on behalf of the state to ensure that the regional and statewide interests, concerns, and purposes described herein are properly addressed from a statewide perspective.

ARTICLE 5 - POWERS AND RESPONSIBILITIES

Section 5.1 – Statutory Duties

Statutory duties, policies and objectives, and jurisdiction of the Lake Authority and the Board shall be followed as outlined in the Utah Lake Authority Act, as amended.

Section 5.2 – Board Delegation of Power

5.2.1 The Board shall govern the Lake Authority and shall manage and conduct the business and affairs of the Lake Authority and determine questions of Lake Authority policy.

5.2.2 All powers of the Lake Authority are to be exercised through the Board, or as

provided by Utah Code § 11-65-305, the Executive Director of the Lake Authority.

5.2.3 The Board may by resolution delegate powers to Lake Authority staff.

5.2.4 To advise the board in performance of its duties, the Board shall appoint one or more advisory committees, one or more technical committees, one or more local government groups, and one or more stakeholder groups. The Board may appoint additional advisory committees, as it deems necessary.

Section 5.3 - Responsibilities of Board

5.3.1 To adopt and amend these by-laws for the efficient operation of the Lake Authority;

5.3.2 To propose, initiate, prepare, approve, or carry out any work program studies, policies, planning or other Lake Authority business;

5.3.3 To prepare, adopt and implement a management plan and project plans for Utah Lake prepared by the Lake Authority.

5.3.4 To prepare and evaluate policies, plans and programs, and adopt a consistent framework for consideration of actions by all public and private agencies within Utah County responsible for implementing programs;

5.3.5 To serve in a review capacity in assuring that all federal, state, local, and private development projects are consistent with adopted area wide plans and programs;

5.3.6 To apply for and receive state, federal or other grants for area wide purposes;

5.3.7 To initiate, advise, and aid in the establishment of cooperative arrangements, including interlocal agreements, among state and local governments in Utah County;

5.3.8 To render advice and technical assistance on request of Board members in regard to local government problems having impact on the development and protection of Utah Lake;

5.3.9 To appoint, provide direction, fix salary of, and remove the Executive Director;

5.3.10 To review actions of the Executive Director;

5.3.11 Review and approve payment of all legitimately contracted and necessary expenses on behalf of the Lake Authority through the Executive Director or as determined by the Board;

5.3.12 To hire and terminate consultants, and legal counsel as necessary for the needs of the Lake Authority, through authorized procedures, or delegation of authority;

5.3.13 To conduct all Lake Authority business legally authorized by law, including but not limited to the Utah Lake Authority Act and the public trust doctrine, in fulfilling the Lake Authority's purpose and responsibilities; and

5.3.14 To develop standards and criteria by which to measure the condition of Utah Lake as of 2022 and the extent to which efforts of the Lake Authority improve the condition of Utah Lake and achieve its policies and objectives.

5.3.15 To prepare an annual report explaining the degree to which efforts of the Lake Authority are improving the condition of Utah Lake and achieving the policies and objectives of the Lake Authority, pursuant to Utah Code § 11-65-306.

5.3.16 To adopt a project area plan and project area budget pursuant to the procedures outlined in Utah Code §§§§ 11-65-401, 11-65-402, 11-65-403, 11-65-405.

5.3.17 To prepare and adopt for the Lake Authority an annual budget of revenues and expenditures for each fiscal year.

5.3.18 To perform other activities as the Board may decide, consistent with the Utah Lake Authority Act and these by-laws.

ARTICLE 6 - MEMBERSHIP

Section 6.1 - Membership

The membership of the Board is outlined in the Utah Lake Authority Act, Utah Code § 11-65-302. The Board shall consist of 15 members:

6.1.1 The governor shall appoint two board members, at least one of whom shall be from the Governor's Office of Economic Opportunity.

6.1.2 The president of the Senate shall appoint as one board member an individual who holds office as a member of the Senate and whose Senate district includes an area within Utah County.

6.1.3 The speaker of the House of Representatives shall appoint one board member an individual who holds office as a member of the House of Representatives and whose House of Representatives district includes an area within Utah County.

6.1.4 The Utah County Council of Governments shall appoint eight board members:

6.1.4.1 At least one of whom shall be an individual selected from among individuals designated by chambers of commerce in Utah County, each of which

may recommend an individual for appointment.

6.1.4.2 A member appointed by the Utah County Council of Governments, except a member appointed as designated by a chamber of commerce in Utah County, shall hold an elective office in Utah County or a municipality within Utah County.

6.1.4.3 At least four of the members appointed by the Utah County Council of Governments shall be elected officials from municipalities immediately adjacent to the lake authority boundary.

6.1.4.4 The initial members appointed by the Utah County Council of Governments shall include: an individual designated by the legislative body of Lehi; an individual designated by the legislative body of Lindon; an individual designated by the legislative body of Spanish Fork; an individual who is an elected officer of the city of Provo, designated by the mayor of the city of Provo; an individual who is an elected officer of the city of Orem, designated by the legislative body of the city of Orem; an individual who is an elected officer of the city of Vineyard, designated by the legislative body of the city of Vineyard; and an individual who is an elected officer of the city of Saratoga Springs, designated by the legislative body of the city of Saratoga Springs.

6.1.5 The executive director of the Department of Natural Resources shall appoint one board member.

6.1.6 The executive director of the Department of Environmental Quality shall appoint one board member.

Section 6.2 - Designated Representatives of Board Members

Each Member may designate in writing an alternate representative who may attend and vote Board meetings when the Board Member is absent. The designation of the alternate representative (“Alternate”) is solely in the discretion of the Member and may be changed from time to time as determined by that Member. An Alternate may not act as the Chair or Vice Chair. Notice of change of designee must be given to the Executive Director in writing before the new designee has authority to vote on behalf of the Member.

Section 6.3 - Compensation, Per Diem and Status

A Board member who is not a legislator may not receive compensation or benefits for the member’s service on the Board, but may receive per diem and reimbursement for travel expenses incurred as a Board member as allowed in Utah Code §§ 63A-3-106 and 63-3-107 and rules made by the Division of Finance. Compensation and expenses of a Board member who is a legislator are governed by Utah Code § 36-2-2.

Section 6.4 – Term of Members

The term of a board member appointed under Utah Code § 11-65-302(2) is four years, except as provided in Utah Code § 11-65-303(1). A Board member may serve multiple terms if duly appointed to serve each term.

ARTICLE 7 - BOARD OFFICERS

Section 7.1 - Authorized Officers

There shall be a Chair and a Vice Chair of the Board, chosen from among the Board members who will conduct the business of the Board. In addition to Board Officers, there shall be an Executive Director who is an employee of the Lake Authority. The Executive Director shall act as Secretary to the Board.

Section 7.2 - Election of Officers

Members may nominate one or more willing Members as Chair and Vice-Chair. Members may nominate themselves for either or both Chair and Vice-Chair positions. Chair and Vice-Chair of the Board shall be elected from among the list of nominations by a majority vote of the Board via written or digital vote.

Initial elections of Chair and Vice-Chair shall be conducted at the first meeting of the Board. Those individuals shall serve until the first meeting of 2024. Thereafter, elections shall be held bi-annually at the first meeting of the calendar year (even numbered years). The Chair shall not serve successive terms. The Vice-Chair shall be eligible to serve as Chair if nominated and elected in a subsequent election. In the event that the Chair resigns, is no longer authorized to act on behalf of a Member or for other reasons is not capable of acting, the Vice-Chair will be elevated to the office of Chair and the Board shall elect a new Vice-Chair to fill the unexpired term. In the event the Vice-Chair is no longer able to act, the position shall be immediately filled by a majority vote of the Board for the remainder of the term.

Section 7.3 - Removal from Office

The Chair or Vice-Chair may be removed as Chair or Vice-Chair at any time by a majority vote of the Board whenever in the Board's judgment, the best interests of the Lake Authority will be best served. Said removal, however, shall not affect the individual's designation as a Board member.

Section 7.4 - Duties of the Chair

The Chair shall act as the official spokesperson for the Board and the alternate spokesperson for the Lake Authority in the event the Executive Director is unavailable. The Chair shall preside at and conduct all meetings of the Board. The Chair may call additional meetings of the Board and Committees. As delegated by the Board, the Chair shall have general supervision of the Executive Director. The Chair coordinates the Executive Director's annual performance evaluation and shall perform such other duties as may be assigned by the Board.

Section 7.5 - Duties of Vice-Chair

The Vice-Chair shall have all the powers and perform all the duties of the Chair when serving in the Chair's absence. The Vice-Chair shall have such other duties as may be assigned by either the Chair or the Board.

ARTICLE 8 - EXECUTIVE DIRECTOR

Section 8.1- Name

There shall be a position established within the Lake Authority to be known as the Executive Director.

Section 8.2 - Origin

The Executive Director's position is provided for in Utah Code § 11-65-305 of the Utah Lake Authority Act. The director of the Utah Lake Commission shall be the initial full-time executive director of the Lake Authority.

Section 8.3- Purpose

The Executive Director shall act as the principal administrative officer of the Lake Authority as directed by the Board and the Chair. The Executive Director shall serve as Secretary to the Board. The Board shall establish the duties, compensation and benefits of an Executive Director.

Section 8.4 - Employment Status

The Executive Director serves at the pleasure of the Lake Authority and said employment may be terminated at will with or without cause as determined by a majority vote of the Board.

Section 8.5 - Role of the Executive Director

- 8.5.1 Manage and oversee the day-to-day operations of the Lake Authority.
- 8.5.2 Fulfill the executive and administrative duties and responsibilities of the Lake Authority.
- 8.5.3. Oversee the development of the Utah Lake management plan.
- 8.5.4 Perform all other duties assigned by the Board.
- 8.5.5 Shall serve as the face and public spokesperson for the Lake Authority

8.5.6 Manage and supervise all Lake Authority personnel including the hiring and retention of staff as he or she deems fit and within the parameters set forth in the annual budget approved by the Board.

Section 8 – Chief Financial Officer

There shall also be a chief financial officer who shall act as a public treasurer for the Board. The chief financial officer shall invest the Lake Authority funds, which are public funds, as provided in Utah Code § 51-7, the State Money Management Act, as amended. In the absence of a separate staff CFO position, the Executive Director may act as the CFO as long as fraud risk prevention measures are documented and deployed.

ARTICLE 9 – STAFF

Section 9.1 - Organization

With sufficient budget and authorization of the Board, full or part-time staff positions for the Authority may be created and will report directly to the Executive Director.

Section 9.2 - Employment Status

All full and part-time staff employees hired by and working for the Lake Authority are at-will employees and shall serve at the pleasure of the Lake Authority. They may be dismissed with or without cause at any time by the Executive Director with the approval of the Board.

Section 9.3 - Temporary Employees

Within budget and authorization of the Board, the Executive Director may hire temporary employees, either for projects or limited periods of time. These employees are at-will and may be terminated by the Executive Director at any time with or without cause.

Section 9.4 - Nepotism Prohibited

As to those legally recognized familial relationships as defined in Utah Code §52-3-1 et. seq., the Lake Authority and its Board and employees are governed by this Act.

ARTICLE 10 - BOARD MEETINGS

Section 10.1 - Frequency of Board Meetings

The Executive Director shall designate a regular meeting date for the Board and publish a schedule of meetings for an upcoming year by December 1 of the year preceding. Meetings shall be at least quarterly, but may be as frequent as the Board deems appropriate. In addition to

regularly scheduled meetings as published, the Board may schedule other meetings during a year as needs dictate by giving appropriate notice as required by the Utah Open and Public Meetings Act. An emergency meeting may be called in accordance with the Open and Public Meetings Act.

Section 10.2 - Notice and Agendas for Board Meetings

10.2.1. An agenda will be provided to each designated representative and Member by e-mail, mail or other means as determined appropriate under the circumstances prior to each meeting.

10.2.2. In the absence of the Chair and Vice-Chair, the Board must elect a Chair pro tem in order to allow regular business of the Lake Authority to proceed. The Executive Director may recommend a Chair pro tem if the absence of the Chair or Vice-Chair is anticipated. The Chair pro tem will cede his responsibility to the Chair or Vice-Chair upon their arrival or upon conclusion of the meeting. The agenda will be prepared by the Executive Director or his designee for each meeting and will include items continued from prior meetings and/or new matters cleared by the Chair or the Board.

10.2.3. Board members may submit matters to the Executive Director for placement on the agenda. Members of the public may request items be added to the Board agenda by submitting a written request to a Member to be considered by the Board.

10.2.4. The agenda shall be closed one week prior to a regularly scheduled meeting so that the staff will have ample time to publish and distribute it together with any appropriate accompanying reports and materials. Agenda items may not be added or removed within 24 hours of the regularly scheduled meeting. Notice of all meetings shall be made in compliance with the Utah Open and Public Meetings Act.

10.2.5. The Chair may cancel a regularly scheduled meeting by providing notice to the Members and to the public, as soon as reasonably practicable. Notice of the meeting cancellation shall be provided pursuant to the Open and Public Meetings Act.

Section 10.3 - Location of Board Meetings

The Executive Director or the Board may determine the location of Board meetings to meet the needs of the Board. These locations may change from time to time as coordinated with the Chair. The Board may direct specific locations be used and has final say as to location.

Section 10.4 - Voting

10.4.1 Members may send representatives to meetings in order to represent their interests. When it comes to voting, only those who are officially designated in writing by the Member pursuant to Section 6.2 may vote at meetings.

10.4.2. A quorum at all meetings shall consist of a majority of members of the Board.

The action of a majority of a quorum constitutes action of the Board.

10.4.3. No Member may vote in absentia.

10.4.4. A Member may participate in any discussion in an open meeting and vote in a meeting if the Member is participating in real time electronically.

10.4.5. The Member chairing the meeting participates in all votes of the Board.

10.4.6. Roberts Rules of Order (latest edition) shall constitute the rules of parliamentary procedure applicable to all meetings of the Board and its committees except: where deemed to be unnecessary, impractical, or inefficient by the Member chairing the meeting; where Roberts Rules of Order conflicts with state law or rule; or where Roberts Rules of Order conflicts with these by-laws.

10.4.7. The Board exists to aid in conducting the people's business. Therefore, in accordance with the Open and Public Meetings Act, it is the Board's presumption that actions will be taken openly and deliberations conducted openly.

Section 10.5 - Electronic Meetings

The Board may hold electronic meetings pursuant to the Utah Open and Public Meetings Act.

ARTICLE 11 - COMMITTEES

Section 11.1 - Committees

11.1.1. The Utah Lake Authority Act provides, to advise and consult with the Board in the performance of its duties in fulfilling the purposes of the lake authority, the Board shall appoint: one or more Advisory Committees; one or more Technical Committees; one or more local government groups; and one or more stakeholder groups.

11.1.2. One of the Board appointed committees must be an advisory committee to advise on (1) water rights, water projects, and water facilities associated with Utah Lake and (2) recreation and avian and other wildlife activities on Utah Lake.

11.1.3. The Executive Director shall keep a current roster of all committees and subcommittees with those serving on the committees with contact information.

Section 11.2 - Committee Membership

Committees may include individuals from impacted public entities, community organizations, environmental organizations, business organizations or other organizations or

associations. The following guidelines shall be followed for Board appointment of members to the Committees:

11.2.1 Requests for membership on any of the Committees may originate with any of the member agencies or the Board and approved by the Board by majority vote.

11.2.2 Requests should be for Board appointment of a specific individual who will represent a government organization that is a stakeholder of Utah Lake.

11.2.3 Members of any Committee may be removed by the Board at any time by majority vote of the Board.

11.2.4 Board appointment of Committee members shall be for a two-year term. Reappointment shall be considered and voted on biannually at the first meeting of the calendar year in which the term expires.

Section 11.5 - Staff Support for Committees

The Executive Director and any Utah Lake Authority staff shall provide assistance to each committee as required by the Board.

ARTICLE 12 - COMMITTEE MEETINGS

Section 12.1 - Frequency of Committee Meetings.

The Committees shall meet as needed but not less than annually in any given calendar year. Each may meet as frequently as needed and/or as directed by the Board. No schedule of meetings need be set in advance but will be determined by each Committee as it meets to discuss the matters requiring review. Each Committee is to coordinate with the Executive Director who will notify designated members.

Section 12.2 – Quorum Not Required for Committee Meetings

Because of the nature of the Committees and the need to isolate or discuss specific matters that might require expertise in limited areas, it is not necessary for a quorum to be present to discuss matters and take input on matters for which the Committee has been constituted.

Section 12.3. – Committee Meetings

12.3.1. Committee meetings are subject to the Open and Public Meetings Act.

12.3.2. Committee meetings shall be open to the public.

12.3.3. Committees may hold electronic meetings.

12.3.4. Committees shall adhere to the information/discussion/action items listed on the committee agendas.

ARTICLE 13 - FINANCES

Section 13.1 - Annual Budget

The Board shall review and adopt a proposed annual budget of revenues and expenditures for the Lake Authority each fiscal year that is prepared and presented by the Executive Director.

An annual Lake Authority budget shall be adopted before June 22 of every year. The Lake Authority's initial budget shall be adopted as soon as reasonably practicable after the organization of the Board and the beginning of Lake Authority operations. The annual budget shall include an itemized listing of all projects, staffing, programs, research studies, and activities together with a list of all sources of funding.

Section 13.2 - Amendment of Budget

In accordance with applicable law, the Board may amend the annual Lake Authority budget by resolution of the Board. If grants or voluntary contributions are received allowing the Lake Authority to perform more functions or engage in more activities, the Board is at liberty to modify the budget to reflect said increases. The Lake Authority may not make expenditures in excess of the total expenditures established in the annual budget as the budget is adopted or amended.

Section 13.3 – Lake Authority Budget Report

Before November 30 of each year beginning in 2023, the board shall present a report to the Executive Appropriations Committee of the Legislature, as the Executive Appropriations Committee directs, that includes: (1) an accounting of how lake authority funds have been spent; (2) an update on the progress of the management and implementation of the lake authority management plan; and (3) an explanation of the lake authority's progress in achieving the policies and objectives described in Utah Code § 11-65-203.

Section 13.4 - Annual Review or Audit

The Lake Authority shall, within 180 days after the end of the fiscal year, file an audit report, pursuant to Utah Code § 11-65-605, made by a certified public accountant with the county auditor and the state auditor. The Executive Director shall employ a certified public accountant that shall have been approved by the Board for such review or audit. The review or audit report shall be made available to each of the Board members and to the general public.

Section 13.5 - Fiscal Year

The official fiscal year for the Lake Authority begins July 1st of each year and ends June 30th of the following year.

ARTICLE 14 - CONFLICT OF INTEREST

Section 14.1 - Officers and Employees Ethics Act

All individuals on the Board or on Committees established by the Utah Lake Authority Act and these By-Laws as well as all non-Board Member participants on Committees and Lake Authority employees shall conduct Lake Authority business in accordance with the provisions found in Utah Code Ann. 67-16-1 et. seq. or any other applicable state, federal, municipal, county or local ethics law, ordinance, rule or regulation.

Section 14.2 - Conflicts of Interest

If any person who is a Member, Alternate, Lake Authority employee, or is serving on any of the Committees established by the Board is aware that the Lake Authority is about to enter into any business transaction directly or indirectly with such person, any member of that person's family, or any entity in which that person has any personal legal, equitable or fiduciary interest or position, including without limitation officer, shareholder, partner, beneficiary or trustee, such person shall (a) immediately inform those charged with approving the transaction on behalf of the Lake Authority of such person's interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the Lake Authority, and (c) not be entitled to vote on the decision to enter into such transaction.

An individual may not serve as a voting member of the Board or as Executive Director if the individual or a family member of the individual, as those terms are defined in Utah Code Ann. 11-65-304, owns an interest in, is directly affiliated with, or is an employee or officer of a private firm, private company, or other private entity that the individual reasonably believes is likely to participate in or receive a direct financial benefit from the management of Utah Lake.

Before taking office as a voting Member of the Board or accepting employment as Executive Director, an individual shall submit to the Lake Authority a statement verifying that the individual's service as a Member or employment as Executive Director does not violate the above requirement(s).

A voting member or nonvoting Member of the Board or an employee of the Lake Authority may not receive a direct financial benefit from the management of Utah Lake. A direct financial benefit means any form of financial benefit that accrues to an individual directly, including compensation, commission, or any other form of a payment or increase of money and an increase in the value of a business or property. A direct financial benefit does not include a financial benefit that accrues to the public generally, expense reimbursements, per diem pay for Member service, or an employee's compensation or benefits from employment with the Lake

Authority.

ARTICLE 15 - ADOPTION AND AMENDMENT OF THESE BY-LAWS

Section 15.1 - Majority Vote for Adoption

These by-laws may be adopted by a majority vote of the Board.

Section 15.2 - Majority Vote for Amendment

These by-laws may be amended by a majority vote of the Board.

ARTICLE 16 – DISSOLUTION

The Lake Authority may not be dissolved unless the Lake Authority has no outstanding bonded indebtedness, other unpaid loans, indebtedness, or advances, and no legally binding contractual obligations with persons or entities other than the state.

Upon dissolution of the Lake Authority, the Governor’s Office of Economic Opportunity shall publish a notice of dissolution as required by Utah Code § 45-1-101 and all title to property owned by the Lake Authority vests in the state.

The books, documents, records, papers, and seal of the dissolved Lake Authority shall be deposited for safekeeping and reference with the state auditor. The Lake Authority shall pay all expenses of the deactivation and dissolution.

ARTICLE 17 - SEVERABILITY

The invalidity of any provision of these by-laws shall not affect the other provisions hereof, and in such event these by-laws shall be construed in all respects as if such invalid provision were omitted.

ARTICLE 18 - CONFLICT

In the event any provision of these by-laws is in conflict or inconsistent with any provision of the Utah Lake Authority Act, Utah Code § 11-65-101 et. seq., establishing the Utah Lake Authority and Board, the Utah Lake Authority Act shall govern the Utah Lake Authority and Board.