



BYLAWS OF THE

UTAH TRANSIT AUTHORITY

FINAL – Adopted by R2019-06-01

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Section 1. Creation.

The Utah Transit Authority (the “Authority”) was created pursuant to the Utah Limited Purpose Local Government Entities - Local Districts Act, Title 17B, Chapter One – and the Utah Public Transit District Act, Chapter 2(a), Part 8 of the Utah Code Annotated 1953, as amended (the “Act”), and is a public transit district organized under the laws of the State of Utah. The Authority is comprised of its Board of Trustees, which may hereinafter be referred to as the Board and its appointees shall be referred to as Trustees; the Local Advisory Council, which shall hereinafter be referred to as the Advisory Council and its appointees shall be referred to as Members; officers; management; and employees. It is a political subdivision of the State of Utah with those powers specifically granted in the Act and with implied powers necessary to carry out the objectives and purposes of a public transit district.

Section 2. Duties.

A. Trustees and Members shall act in the best interest of the Authority and in accordance with the Constitutions and laws of the United States of America and the State of Utah, the Act, as well as adopted policies.

B. Trustees and Members have a duty to exercise due care, to act with reasonable skill and diligence, and to perform the duties of their office honestly, faithfully, and to the best of their abilities.

C. Trustees and Members have a fiduciary duty to the entire transit district. They have a duty of loyalty and shall articulate and consider the interests of constituencies in the District and then take actions based on the best interest of the entire transit district.

D. Trustees, Members, and their alternates have a duty to complete an annual Financial Disclosure Report, sign an annual Code of Conduct, provide prompt disclosure of conflict of interests, and recuse themselves from discussing or voting on issues for which they have a conflict of interest.

E. Trustees and Members have a duty to comply with the State of Utah's Government Records Access and Management Act and to maintain records consistent with applicable retention schedules adopted by the Authority.

F. Trustees and Members have a duty to comply with the State of Utah's Public Officers' and Employees' Ethics Act.

G. Trustees and Members have a duty to maintain the confidentiality of non-public information obtained in their official capacities. They shall not disclose or improperly use non-public information for actual or anticipated personal, economic, or political gain, or for the actual or anticipated personal, economic, or political gain of any other person. They shall not rely on non-public information obtained in an official capacity to acquire a pecuniary interest in any property, transaction, or enterprise.

H. Each Trustee and Member shall report the business of the Authority to their appointing jurisdictions.

Section 3. Oath of Office.

The oath of office shall be given to all Trustees and Members before commencing the duties of the office.

Section 4. Indemnification.

Trustees and Members shall be defended by the Authority against any action, suit or proceeding arising from an act or omission alleged to have been committed within the scope of the individual's official capacity with the Authority to the full extent allowed by applicable law.

Section 5. Attendance.

Each Trustee and Member is expected to serve faithfully, attend all meetings and perform other assignments in compliance with Board of Trustees and Advisory Council policies.

ARTICLE II — THE BOARD OF TRUSTEES

Section 1. Qualifications, Appointment, Number and Terms of Office.

The required number of Trustees, the terms of office, qualifications, and the process of appointment to the Board of Trustees, shall all be as set forth in the Act, as amended.

Section 2. Powers.

The Board of Trustees shall have the powers provided in the Act, these Bylaws, and other applicable law.

Section 3. Compensation.

The Advisory Council shall set the compensation of the Board of Trustees.

Section 4. Officers.

The officers of the Board of Trustees shall consist of all Trustees of the Board, Secretary, Executive Director, Treasurer, Comptroller, and Internal Auditor.

Section 5. Appointment of Officers.

The Chair of the Board of Trustees shall be appointed by the Governor of the State of Utah. The Board of Trustees shall appoint an Executive Director by an affirmative vote of a majority of the

Board of Trustees, as well as a Secretary, Treasurer, Comptroller, and Internal Auditor. Officers, with the approval of the Board Chair, may temporarily delegate their responsibilities to another Trustee or administrative staff during a short-term absence of the officer.

Section 6. Responsibilities of Officers.

A. Board Chair.

The Chair shall preside at all Board of Trustee meetings and all joint meetings of the Board and the Advisory Council, set the agenda for Board of Trustee meetings in consultation with the other Trustees, coordinate the agenda for Advisory Council meetings with the Advisory Council Chair, and shall establish the duration and timing of public comment. The Chair shall also ensure the proper administration of the Utah Transit Authority Employee Retirement Plan and Trust Agreement.

B. Board Secretary.

The Secretary shall attest to all resolutions, ordinances, or orders passed by the Board of Trustees and shall ensure that all necessary documents are filed with appropriate entities.

C. Treasurer.

The Treasurer may be chosen from among the members of the Board of Trustees except that the Board Chair may not be appointed as Treasurer. The Treasurer shall serve as custodian of all money, bonds, or other securities of the Authority and, in consultation with the Advisory Council, shall ensure that the Authority complies with the requirements of the State of Utah's Money Management Act.

D. Comptroller.

The Comptroller shall oversee the Authority's accounting and financial reporting.

E. Internal Auditor.

The Internal Auditor shall objectively review the Authority's key processes and related internal controls; evaluate and improve the Authority's risk management, control, and governance processes; and report assessment results and recommendations as required by the Act. The Internal Auditor shall also serve as the Authority's Ethics Officer and shall investigate complaints of ethical violations. The Audit Committee shall adopt a charter establishing the scope of the Internal Auditor's responsibilities and shall review it annually.

Section 7. Appointment of Staff.

The Board of Trustees shall hire qualified individuals, set salaries, and develop performance targets and evaluations for the Executive Director, Chief Internal Auditor, and any chief officer.

Section 8. Removal of Officers.

Trustees shall serve at the pleasure of the Governor of the State of Utah. The Executive Director may be removed pursuant to the terms of the Act. All other officers serve at the pleasure of the Board of Trustees and may be removed by a majority vote.

Section 9. Voting Rights and Quorum.

Each Trustee may cast one vote on all questions, orders, resolutions, and ordinances coming before the Board. A majority of all Trustees constitutes a quorum for the transaction of Board of Trustee business. Except as otherwise provided in these Bylaws or applicable State law, a majority vote or more of a quorum is sufficient to carry any order, resolution, ordinance or proposition before the Board of Trustees.

ARTICLE III — THE LOCAL ADVISORY COUNCIL

Section 1. Qualifications and Appointment.

The required number of Members, the terms of office, qualifications, and the process of appointment to the Advisory Council shall all be as set forth in the Act, as amended.

Section 2. Powers.

The Advisory Council shall have the powers provided in the Act, these Bylaws, and other applicable law.

Section 3. Compensation and Reimbursement.

Advisory Council Members shall be compensated in compliance with Utah Administrative Code R25-5 Payment of Meeting Compensation (Per Diem) to Boards. Members shall be reimbursed for mileage associated with travel to official UTA meetings and functions at the Internal Revenue Service rate. Members shall be reimbursed at the State of Utah's reimbursement rate for meals purchased when representing the Authority in their official capacity as Advisory Council Members.

Section 4. Officers.

The officers of the Advisory Council shall consist of a Chair, Vice-Chair, and Second Vice-Chair. Officers, with the approval of the Advisory Council Chair, may temporarily delegate their responsibilities to another Member during a short-term absence of the officer.

Section 5. Election/Appointment.

Members of the Advisory Council shall nominate and elect a Chair, Vice-Chair, and Second Vice-Chair by majority vote from among that body.

Section 6. Term of Office.

Officers of the Advisory Council shall serve for a period of one year. The Advisory Council Chair may serve a maximum of two one-year terms.

Section 7. Duties.

A. Advisory Council Chair.

The Advisory Council Chair shall preside at all Advisory Council meetings. The Advisory Council Chair shall ensure that the Advisory Council carries out its duties under the Act and shall coordinate the agenda with the Board Chair to accomplish this end. The Advisory Council Chair shall serve as the liaison with the Board.

B. Advisory Council Vice-Chair.

In the absence of the Advisory Council Chair, the Advisory Council Vice-Chair shall carry out the duties of the Advisory Council Chair.

C. Advisory Council Second Vice-Chair.

The Advisory Council Second Vice-Chair shall attest to all resolutions, ordinances, or orders passed by the Advisory Council.

Section 8. Removal from Office.

Advisory Council Officers may be removed by a majority vote of the Advisory Council. Advisory Council Members may be removed by a majority vote of the Advisory Council for ethical violations or criminal conduct.

Section 9. Voting Rights and Quorum.

Each Member may cast one vote on all questions, orders, resolutions, and ordinances coming before the Advisory Council. A majority of all Members constitutes a quorum for the transaction of Advisory Council business. Except as otherwise provided in these Bylaws or applicable State law, an affirmative vote by fifty percent or more of a quorum is sufficient to carry any order, resolution, ordinance or proposition before the Advisory Council. A quorum is not required for the adoption of a motion to adjourn.

Section 10. Alternate Council Member Representation.

Each appointing authority shall have the right to select alternative representatives (“Alternate”) to the Advisory Council so that each appointing authority may be adequately represented. Each appointing authority desirous of selecting an Alternate shall do so in accordance with the procedures for selecting Council Members. If the appointing authority’s Member is not present at a meeting of the Advisory Council or a committee meeting, then a properly designated Alternate may participate in the meeting, make motions, count toward a quorum, and vote in matters before the Advisory Council. Alternates should take steps necessary to be fully informed on actions to be taken at meetings in which they represent their appointing authority.

ARTICLE IV — EXECUTIVE DIRECTOR

Section 1. Powers.

The Executive Director shall have all of the powers, duties, and responsibilities granted and imposed by the Act and those assigned by the Board of Trustees. In the event the position of Executive Director is vacant, an Interim Executive Director may be given an interim appointment by the Board of Trustees until the position can be filled.

Section 2. Compensation.

The compensation of the Executive Director shall be established by the Board of Trustees.

Section 3. Removal of Executive Director.

The removal of an Executive Director shall be governed by the Act.

ARTICLE V — COMMITTEES

Section 1. Committees.

The Board of Trustees may establish standing or ad hoc committees (“Committees”) deemed appropriate and shall designate their functions. Committees shall be established, amended or disbanded by adoption of a Board Resolution at a duly noticed Board of Trustees meeting. Committees shall meet as needed or as determined by the Board Chair and, once established, by the Committee chair. Members of Committees shall be appointed by the Board Chair and serve at the pleasure of the Board Chair.

Section 2. Committee on Accessible Transportation.

The Authority establishes an advisory committee on accessible transportation (“Committee on Accessible Transportation” or “CAT”) to offer recommendations to the Board of Trustees on accessibility issues related to the Authority’s facilities, equipment, routes, plans and programs. The CAT serves in an advisory capacity. It shall be governed and membership determined by a charter authorized and approved by the Board of Trustees that is consistent with its charge as an advisory committee to the Authority. The Board Chair shall appoint Members or Trustees to serve as liaison to the CAT.

Section 3. Audit Committee.

The Authority establishes an Audit Committee to direct the Internal Auditor to conduct audits determined to be most critical to the organization and to hear reports from the Internal Auditor and external auditors. The Audit Committee shall consist of the Board of Trustees, the Chair of the Advisory Council, and the Vice-Chair of the Advisory Council. The Chair of the Board of Trustees shall serve as the Chair of the Audit Committee. The Audit Committee shall function under the terms of an adopted charter, which it shall review annually.

ARTICLE VI — MEETINGS OF THE BOARD AND ADVISORY COUNCIL

Section 1. Open and Public Meetings.

All meetings of the Board of Trustees, its Committees, and the Advisory Council shall be open to the public and comply with the State of Utah's Open and Public Meeting Act.

Section 2. Meeting Schedule.

At the beginning of each fiscal year, the Board of Trustees and Advisory Council shall establish a regular meeting schedule by resolution.

Section 3. Special Meetings.

The Chair of the Board of Trustees shall call Special Meetings of the Board of Trustees and joint Special Meetings of the Board of Trustees and Advisory Council as necessary. The Chair of the Advisory Council shall call Special Meetings of the Advisory Council as necessary.

Section 4. Notice of Meetings.

Notice of all regular meetings, special meetings and emergency meetings of the Board of Trustees and Advisory Council shall be by electronic means to Trustees and Members at electronic mail address as shown in the records of the Authority. Notice of emergency meetings shall be given to Trustees and Members at least twenty-four hours before the meeting, if possible. In the event twenty-four hour notice is not possible, each Trustee and Member shall receive the best notice which practicably can be given. Notice for emergency meetings may be oral, written, or electronic. Notices of meetings shall contain the date, time, place, and an agenda for the meeting. Notice of meetings shall be posted on the Utah Public Notice Website.

Section 5. Minutes of Meetings.

Minutes of meetings shall be prepared and available to the public as required by the State of Utah's Open and Public Meetings Act.

Section 6. Electronic Attendance at Meetings.

A Trustee or Member may attend a meeting via electronic means if the Trustee or Member provides twenty-four hour advance notice to the applicable Chair. A Trustee or Member attending a meeting electronically shall be counted as present for purposes of a quorum and may fully participate and vote. Only one Trustee or Member is required to be physically present for meetings that other Trustees or Members attend electronically.

Section 7. Order of Business.

The business of all meetings of the Board of Trustees and Advisory Council shall be transacted as far as practicable in the order of business set forth in the agenda. At any meeting where a new Trustee and Member is to take the oath of office and be seated, such ceremony shall be conducted prior to the determination of a quorum.

ARTICLE VII — CONDUCTING BUSINESS

Section 1. Resolutions, Orders and Ordinances — Vote Recorded.

Each and every formal action by the Board of Trustees and Advisory Council shall be taken by the passage of a resolution, order or ordinance by the Board of Trustees or Advisory Council. Resolutions and ordinances shall be by roll call vote with each affirmative and negative vote recorded. Proposed resolutions and ordinances shall be forwarded to each Trustee and Member by electronic means at least twenty-four hours before the ordinance is presented for adoption. All resolutions and ordinances passed by the Board of Trustees and Advisory Council shall be authenticated as soon as practicable after their passage by the signature of the applicable Chair and attested to by the Board Secretary or Advisory Council Second Vice-Chair, and kept in the official

records of the Authority. A record of meetings of the Board of Trustees and Advisory Council shall be made and retained as provided by law.

Section 2. Adoption and Amendment of Bylaws.

These Bylaws may be adopted and amended by an affirmative vote by a majority of the Board of Trustees after consultation with the Advisory Council.

Section 3. Fiscal Year.

The fiscal year of the Authority shall commence on January 1 and end on December 31 of each calendar year.

Section 4. Principal Place of Business.

The principal place of business for the Authority, and the location of all offices and departments, shall be determined from time to time by the Board of Trustees. The Board Secretary shall publish the location of the principal place of business in the Government Entity Database maintained by the Division of Corporations of the State of Utah.

Section 5. Budget.

The Authority shall prepare an annual budget for the consideration of the Board of Trustees each year in compliance with applicable law. After analyzing the proposed budget and making any corrections or revisions that it may find necessary and consulting with the Advisory Council, the Board of Trustees shall adopt a final annual budget prior to the end of each fiscal year.

Section 6. Audit Reports.

A. Annual Audit.

The Board of Trustees shall cause an annual audit of the Authority's financial statements to be conducted in accordance with generally accepted auditing standards following the end of each fiscal year and in compliance with the Act. The audit shall be

performed by an independent certified public accounting firm selected by the Board of Trustees. The auditor shall provide a signed auditor's opinion as to the fair presentation of the financial position of the Authority and the results of Authority operations and changes in its financial position for the fiscal year ended. The audit shall be made available in compliance with the Act.

B. Other Audits.

In consultation with the Advisory Council, the Board of Trustees may cause audits other than the annual audit to be made, which shall be made available in compliance with the Act.