

**AMENDED AND RESTATED BYLAWS OF THE  
WASATCH FRONT REGIONAL COUNCIL**

**ARTICLE I**

**Adoption and Amendment**

**A. Adoption and Effect**

These Bylaws shall become effective upon the adoption thereof by a simple majority of the voting representatives of the Wasatch Front Regional Council (hereinafter, the "Regional Council") at any regular meeting, and shall not be construed to operate in contravention of any provision of the Interlocal Cooperation Agreement Reorganizing the Wasatch Front Regional Council / Wasatch Front Economic Development District (hereinafter, the "Agreement"). Any provision herein determined to be contrary to or in violation of the Agreement shall be null, void, and of no effect.

**B. Amendment**

The Regional Council may alter, amend, repeal, or adopt new Bylaws at any regular or special meeting of the Regional Council. In order to amend the Bylaws, a simple majority vote of all voting members is required.

**ARTICLE II**

**Representation, Officers, Standards, Indemnification**

**A. Representation**

Membership of the Regional Council is established in Article I of the Agreement.

**B. Officers**

There shall be a chair and vice-chair and other officers as the Regional Council determines. Officers of the Regional Council shall serve two-year terms.

**1. Election Procedures**

Officers shall be elected by a majority vote of voting members. Election shall take place bi-annually at the first regular meeting in odd numbered years.

**2. Duties**

**a. Chair**

The chair shall conduct meetings in accordance with these Bylaws. The chair shall appoint, with concurrence of the Regional Council, the chairs of standing and temporary committees.

The Chair shall appoint a six-member "Nominating Committee" at the last Council meeting of each even numbered calendar year with one representative from each of the six counties within the geographic area of the Regional Council. The Nominating Committee will propose a slate of officers for consideration at the first meeting of the coming calendar year. Additional nominations may be made from the floor during the elections at this first meeting of the year.

**b. Vice-Chair**

The vice-chair shall assume the responsibilities of the chair when the chair is absent, unable, or unwilling to fulfill the responsibilities of the chair.

**C. Standards of Conduct**

Each representative is required to discharge his or her duties as a member of the Regional Council, including duties as a member of a committee, and each officer with discretionary authority is required to discharge his or her duties under that authority, in a manner consistent with the following standards of conduct:

1. In good faith;
2. With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
3. In a manner the representative or officer reasonably believes is in the best interest of the Regional Council.

In discharging his or her duties, a representative or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

1. One or more officers or employees of the Regional Council whom the representative or officer reasonably believes to be reliable and competent in the matters presented; and/or
2. Legal counsel, public accountants, or other persons as to matters the representative or officer reasonably believes are within the person's professional or expert competence.

A representative or officer is not acting in good faith in relying on any such information, opinions, reports or statements if such representative or officer has knowledge concerning the matter in question that makes reliance otherwise permitted as set forth above unwarranted.

**D. Indemnification**

To the full extent permitted by law the Regional Council shall indemnify all the officers and representatives of the Regional Council against all liability incurred by them in connection with the defense of any proceeding in which they are made a party by reason of being or having been a representative or officer of the Regional Council, except in relation to matters as to which they have failed to satisfy the applicable standards of conduct to be eligible for indemnification and shall make such other indemnification arrangements (including advanced payment of expenses) as shall be authorized by the Regional Council and any other applicable legal requirements.

**ARTICLE III**

**Voting, Quorum, Meetings**

**A. Voting**

Each voting member of the Regional Council shall have one vote on the Regional Council. A simple majority vote of the voting members present, providing they constitute a quorum, is necessary to carry any question except as otherwise provided herein.

**B. Quorum**

A quorum of the Regional Council shall consist of a simple majority of the total voting membership of the Regional Council.

**C. Meetings**

The Regional Council shall meet regularly, not less than quarterly, or upon call of its chair, or by petition of 20% of the membership of the Regional Council.

In case of an emergency or special need, the chair may call for an emergency meeting upon reasonable notice to all Regional Council members.

All meetings of the Regional Council and any of its committees shall be conducted in accordance with "Robert's Rules of Order" as a general guideline.

**ARTICLE IV**  
**Executive Director**

**A. Executive Director**

The executive director shall be appointed by and may be removed by the Regional Council. The executive director shall:

1. Coordinate and direct all staff and consultant services provided for the Regional Council;
2. Recommend to the Regional Council employment policies;
3. Prepare the annual or bi-annual Unified Planning Work Program and budget;
4. Administer the annual or bi-annual approved Unified Planning Work Program and budget;
5. Develop regional policies, studies, plans, and goals;
6. Employ or dismiss from employment employees of the Regional Council;
7. Consult with the EDD Board on budgetary matters that affect the EDD; and
8. In addition to the above designated duties, the executive director shall perform all other duties delegated by the Regional Council as reasonably necessary to fulfill the purposes of the Regional Council.

**ARTICLE V**  
**Finances, Property**

**A. Finances**

The Regional Council and its authorized activities may be financed by contributions from federal, state, and private agencies and by assessments to the individual County Councils of Governments, counties, and other member political subdivisions.

Annually or bi-annually, the Regional Council shall adopt a budget and submit the same to each of the County Councils of Governments and other member political subdivisions for review.

The Regional Council shall fix assessments to all of its members in amounts sufficient to provide the funds required by the budget. Such assessments shall be satisfied by cash. These assessments shall be determined by the proportion of voting members on the Regional Council.

In the event any Council of Governments, county, or member political subdivision fails to pay its

assessment to the Regional Council by September 30th, all representatives of that Council of Governments, county, or political subdivision who sit on the Regional Council shall not be allowed to vote in any subsequent meeting of the Regional Council until their assessment has been paid in full.

The executive director shall submit the annual or bi-annual budget to the Regional Council on or before April 1<sup>st</sup> of each appropriate year. The Regional Council shall adopt the budget no later than June 1<sup>st</sup> of each appropriate year.

The fiscal year of the Regional Council is July 1<sup>st</sup> through June 30<sup>th</sup>.

Regional Council funds may be dispersed with two signatures including those of the chair, vice-chair, or budget committee chair, if a budget committee has been created by the Regional Council. One of the two signatures can be of the executive director or deputy director if such a position has been created. This function cannot be delegated.

**B. Acquiring, Holding and Disposing of Real and Personal Property**

The Regional Council shall be empowered to acquire, hold and dispose of, in its own name, such real and personal property deemed necessary to carry out the purposes of the Regional Council as defined in the Agreement. Upon termination of the Agreement and dissolution of the Regional Council, any and all property held at the time in the name of the Regional Council shall be liquidated and disposed of by the officers of the Regional Council. After satisfying any outstanding debts of the Regional Council the remaining proceeds shall be returned to the participating County Councils of Governments along with assessment monies held by the Regional Council on a pro-rata basis identical with the basis for assessment.

These Bylaws replace and supersede any other Bylaws of the Regional Council and shall be provided to all members of the Regional Council.

**Certificate of Adoption of Amended and Restated Bylaws of the  
Wasatch Front Regional Council**

The undersigned hereby certifies that he/she is the duly appointed and acting chair of the Wasatch Front Regional Council and that the foregoing Bylaws were approved and adopted by the Regional Council effective as of this 23 day of January 2014 and a record of such action is maintained in the minutes of the Regional Council.

Signature P. Bret Millborn  
Name P. Bret Millborn  
Title Chairman  
Attest [Signature]