

BYLAWS

AMENDED AND RESTATED BYLAWS OF THE UTAH ASSOCIATION OF COUNTIES Effective: November 15, 2022

ARTICLE I. NAME AND OFFICE

Section 1. Name. The name of this organization shall be the Utah Association of Counties, hereinafter called the Association.

Section 2. Principal Office. The principal office of the Association shall be in Salt Lake County, Utah, or at such other place as the Board of Directors shall designate.

ARTICLE II. PURPOSE

The purpose of the Association of Counties shall be to promote social welfare through better county government and, through cooperative and mutual efforts, maintain counties as an essential part of the governmental structure. The Association exists to:

Section 1. Forum. Provide means for member counties' officers to exchange ideas and experience and obtain technical assistance, training, and education.

Section 2. Legislation. Develop and promote state and federal legislation beneficial to Utah counties and the social welfare of their citizens.

Section 3. Representation. Represent the interests of Utah counties to state and federal government agencies.

Section 4. Sponsorship. Sponsor conventions, other meetings, and seminars for discussion of problems and matters of concern to county government.

Section 5. Services. Provide to the member-counties other services that are designed to benefit the counties and their citizens as a whole.

ARTICLE III. ASSOCIATION POLICIES

Section 1. Adoption of Association Policies. The Board of Directors is empowered to adopt and modify the policies of the Association.

Section 2. Adoption of Legislative Policies.

a. Positions and Recommendations. The Legislative Committee and Steering Committees shall develop positions and make recommendations regarding legislation at the Annual convention, or a special meeting called for that purpose.

b. Approval and Other Action. Legislative policies of the Association must be approved by a majority vote of the votes cast at the Annual convention or a special meeting called for that purpose, except during legislative sessions when policies may be adopted by the Legislative Committee.

Section 3. County Position.

a. Use of Name. No member-county, its representatives, or elected county officers shall use the name of the Association to oppose the policies or programs of the Association.

b. Right to State Position. Any member-county shall have the right to state its opinion in its own name.

c. Lack of Policy. On any statewide matter on which the Association has no approved policy, no member-county may represent that the Association has a policy on that matter.

ARTICLE IV. MEMBERSHIP

Section 1. Members and Member-Counties. Association members ("member-counties") are Utah counties which have paid the annual membership fee by the date designated by the Board of Directors or the Association President. Individual elected county officers are not considered members but shall represent the member-counties as provided in these Bylaws.

Section 2. Benefits. A member-county shall be eligible to receive all available services and benefits of Association membership.

Section 3. Affiliate Organizations. "Affiliate organizations" are the following nine associations formed by the County officers, as enumerated in Utah Code Section 17-53-101, which include in their membership the elected officers from all member-counties in Utah:

- (1) County Assessors as described in Title 17, Chapter 17;
- (2) County Attorneys and District Attorneys as described in Title 17, Chapter 18a;
- (3) County Auditors as described in Title 17, Chapter 19a;
- (4) County Clerks as described in Title 17, Chapter 20;
- (5) County Commissioners/Council Members/Executives as described generally in Title 17, Chapter 52a (also known as "the Utah State Association of County Commissioners and Councils" or "USACCC");
- (6) County Recorders as described in Title 17, Chapter 21;
- (7) County Sheriffs as described in Title 17, Chapter 22;
- (8) County Surveyors as described in Title 17, Chapter 23; and
- (9) County Treasurers as described in Title 17, Chapter 24.

Affiliate organizations of elected county officers are not members of the Association but are represented in Association matters through the appointment or election of their constituent members to the Board of Directors and the committees of the Association.

ARTICLE V. FINANCE

Section 1. Fiscal Year. The fiscal year shall begin on January 1.

Section 2. Membership Fee. The annual membership fee shall be determined by a formula established by the Board of Directors.

Section 3. Budget. There shall be a Budget Committee which shall prepare and submit a proposed Association budget to the Board of Directors.

Section 4. Funds Accountability. The Executive Committee shall be responsible for the safekeeping and proper accounting of all funds.

Section 5. Bonds. The officers and Chief Executive Officer shall be bonded. The amount of bond shall be determined by the Board of Directors.

Section 6. Audit. A certified public accountant shall be employed by the Board of Directors to annually audit the Association records and accounts. Prior to the annual convention, the accountant shall submit a complete report to the Audit Committee for presentation to the Board of Directors.

ARTICLE VI. OFFICERS, TERM OF OFFICE, DUTIES, NOMINATIONS AND ELECTIONS

Section 1. Officers.

a. Officers. The officers of the Association shall be a President, First Vice President, Second Vice President, Secretary, and Immediate Past President.

b. Qualifications of Office. Officers of the Association shall be county officers, as defined in Utah Code Section 20A-1-102 and in Title 17, Chapter 16, of a member-county.

Section 2. Duties. Each officer shall exercise the powers and duties pertaining to the office and shall serve as a member of the Board of Directors and an *ex-officio* member of all committees.

a. President. The President shall:

- (1) Preside at all meetings of the Membership, Board of Directors and Executive Committee.
- (2) Call special meetings of the Association, Board of Directors, and Executive Committee.
- (3) Appoint the chair and members of standing committees unless otherwise provided for in these Bylaws.
- (4) Appoint, with the approval of the Executive Committee, the Legislative Committee and such other standing or special committees as may be deemed necessary.
- (5) Perform and discharge such other duties and have such powers as the Board of Directors and Executive Committee may prescribe.
- (6) Appoint officers as described in Section VI.4.
- (7) Make a report at the annual convention concerning the Association's business and affairs during his/her term of office.
- (8) Have authority to act as Chief Executive Officer in the event of the Chief Executive Officer's inability to carry out responsibilities until the Executive Committee has met and determined if the Chief Executive Officer's incapacity is temporary or permanent [see Section XI.3], or a replacement is made.

b. First Vice President. The First Vice President shall:

- (1) Serve as chair of the Budget Committee.
- (2) Perform the duties of President in all cases in which the President is unable to serve.
- (3) Become President if a vacancy in that office occurs.
- (4) Perform and discharge such other duties as may be assigned by the Board of Directors.

c. Second Vice President. The Second Vice President shall:

- (1) Serve as a member of the Budget Committee.
- (2) Perform the duties of the President in all cases in which the President and the First Vice President are unable to serve.
- (3) Become First Vice President if a vacancy in that office occurs.
- (4) Perform and discharge such other duties as may be assigned by the Board of Directors or the President.

d. Secretary. The Secretary shall:

- (1) Serve as chair of the Nominating Committee.
- (2) Perform and discharge such other duties as may be assigned by the Board of Directors or the President.

Section 3. Term of Office. Officers shall serve for one year or until their successors are elected and take office. Whenever an Association officer ceases to be an elected county officer, his/her term as an Association officer shall also expire at that time unless the officer chooses an earlier date to resign his/her office. The term of each officer shall begin upon installation or at the close of the annual convention at which he/she is elected. No officer shall hold the same office for more than two consecutive terms.

Section 4. Vacancies in Office Prior to Term Expiration. If a mid-term vacancy occurs in the office of President, the First Vice President shall become President for the unexpired term of the former President and the Second Vice President shall become First Vice President for the unexpired term of the former First Vice President. If a mid-term vacancy occurs in the office of First Vice President, the Second Vice President shall become First Vice President for the unexpired term of the former First Vice President. Filling a vacancy in office prior to term expiration as described in this section shall not prevent the officer from, for the year subsequent to filling a vacancy in office, receiving nomination for or election to any association office. However, in the case of an officer filling the vacancy for an entire term, they shall not be eligible to be nominated for the seat they have just filled in the next election.

The nominating committee shall nominate, with the approval of the Executive Committee, two elected county officers to fill the unexpired term of the Second Vice President or the Secretary if a vacancy in one of those offices occurs. The Nominating Committee shall follow the nominating process as contained in Section VI.7.a. when the term of office expires for Association officers appointed to fill any vacancies. Election of officers in this situation shall be conducted as soon as practicable through an electronic voting method made available to all elected county officers.

Section 5. Former Officers. All Association Past Presidents, First Vice Presidents, and Second Vice Presidents shall be guests at any Association meeting.

Section 6. Nominating Committee. The Executive Committee shall annually appoint a Nominating Committee consisting of seven members. The Secretary shall serve as chair of the Nominating Committee and as one of the seven members, without need of appointment by the Executive Committee. The remaining six committee members will be balanced by affiliate and county class.

Section 7. Nominations Process.

a. Nominating Committee Report. The Nominating Committee shall submit a report to the Board of Directors before September 30 of each year listing at least two nominees for the office of Second Vice President and two nominees for the office of Secretary, and, in the case of a vacancy, at least two nominees for the office of First Vice President. The nominee for the office of President shall be the current First Vice President. The nominee for the office of First Vice President shall be the current Second Vice President. However, if it is known (for whatever reason) that a UAC officer will cease to be a county elected official at the conclusion of the year, they are not eligible to receive a nomination for UAC office. Additionally, if a UAC officer will cease to be a county elected official at the conclusion of the year, that individual is not eligible to take UAC office at the annual convention.

b. Nominees. The Nominating Committee and the Board of Directors shall, when nominating and approving nominees, rotate the makeup of the Association's officers among its members. Specifically, when the current Association officer is from a county of the first through third class, the Nominating Committee and Board of Directors shall nominate and approve for nomination nominees from counties of the fourth through sixth class, and vice versa. Similarly, when the current officer is a member of the USACCC Affiliate Organization, the Nominating Committee and Board of Directors shall nominate and approve for nomination nominees who are members of one of the eight affiliate organizations not including USACCC, and vice versa. If a vacancy in office occurs, the Nominating Committee and the Board of Directors shall prioritize maintaining balance on the executive committee by alternating the representation of USACCC and non-USACCC members and first through third and fourth through sixth class counties.

c. Board of Directors Action. The Board of Directors shall approve or disapprove the nominations for the offices of Second Vice President and Secretary, and in the case of a vacancy, the nominations for the office of First Vice President. Only nominees who are approved by the Board of Directors are eligible for election as described below in Section 8.

d. Disapproval by Board. If the Board of Directors disapproves a nomination, the Board shall notify the Nominating Committee and the Board shall nominate another nominee for that office.

e. Advance Reports. The Nominating Committee shall submit a report to each member-county listing all approved nominees at least one week prior to the annual convention.

f. Qualification. If, prior to the annual convention, any nominee will cease to be an elected county officer as of the first Monday in January of the next calendar year following that person's nomination, or shall decline a nomination as an officer, the

nomination shall be null and a new nomination made pursuant to Section VI.7.a-d (excepting the dates referred to in Section VI.7.a-d). If, after the annual convention, any nominee elected to Association office at the convention will cease to be an elected county officer as of the first Monday in January of the next calendar year following the person's nomination, the office shall be deemed vacant, and the vacancy filled in accordance with Section VI.4.

Section 8. Elections.

a. Convention. Association officers shall be elected at the annual convention by registered elected county officers.

b. Ballot. Election voting shall be by secret ballot and in person.

c. Election. A majority of the votes cast shall be necessary for the election of an Association officer. In the event of a tie for the highest number of votes for any office, the President or his or her designee shall determine the candidate selected, by lot, in the presence of each candidate subject to the tie.

Section 9. Removal from Office. The Board of Directors may remove any Association officer with a two-thirds majority vote. The Board shall provide to the officer subject to removal at least ten days written notice of the date, time, and location of the Board meeting wherein the vote for removal from office of that officer will occur.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Number. The Board of Directors shall consist of no more than forty-nine Board members (also referred to as "directors") who are elected or appointed in accordance with these Bylaws.

Section 2. Powers and Duties. In accordance with the Articles of Incorporation, the Bylaws, and convention action, the Board of Directors (the "Board") shall be the governing body of the Association. If there is a disagreement within the Association on an issue, the Board's determination shall constitute the position of the Association.

a. The Board of Directors shall:

- (1) Formulate the Association's policies, take positions on issues when necessary, and direct its activities.
- (2) Designate the principal office of the Association.
- (3) As specified below in Section VII.7, establish the formula for the annual membership fee.
- (4) As specified below in Section VII.7, approve the budget.
- (5) Determine the amount of bond for the officers and Chief Executive Officer.
- (6) Employ a certified public accountant annually to audit the Association's records and accounts.
- (7) Approve the audit report.
- (8) Authorize expenses for Board members and staff.
- (9) Assign duties and responsibilities to the Chief Executive Officer.

- (10) Take action on the Executive Committee's recommendation for compensation to the President for services performed during the inability of the Chief Executive Officer to carry out his/her responsibilities.
- (11) Set policies to govern actions taken by the Executive Committee in situations requiring emergency or immediate action.
- (12) Ratify or rescind any emergency or immediate action taken by the Executive Committee.
- (13) Appoint a Board member to serve on the Executive Committee if the immediate Past President ceases to be an elected county officer.
- (14) Approve a county officer to fill the unexpired term of the Second Vice President and/or Secretary if a vacancy in that office occurs.
- (15) Fill any vacancy in the position of an elected or appointed Director that is not covered in these Bylaws.
- (16) Receive written notice of proposed amendments to the Bylaws, and as specified below in Section VII.7, adopt or reject such amendments.
- (17) Call special meetings of the Board of Directors if five members submit written requests.
- (18) Resolve or make determinations regarding conflicts of interest of directors and officers.

b. The Board of Directors may:

- (1) Enter into legal contracts and do the business necessary to accomplish the purposes of the Association.
- (2) Employ or terminate the Chief Executive Officer.
- (3) Remove an officer upon a two-thirds majority vote of the Board of Directors.
- (4) Call special meetings of the Association.
- (5) Resolve disagreements within the Association when necessary.

Section 3. Qualifications. All Board members must be a County officer as defined in Utah Code Section 20A-1-102 and Title 17, Chapter 16 in a member-county during the term of membership on the Board, except for the director appointed to be a representative of a UAC Corporate Partnership as stated in Section VII.4.c.2 below.

Section 4. Composition.

a. Association Officers. The President, First Vice President, Second Vice President, Secretary, and Immediate Past President shall be ex-officio, non-voting members of the Board of Directors during their term as Association officers.

b. Elected Directors Representing County Offices.

- (1) Each of the following elected county offices shall elect, through their affiliate organizations, one Board of Directors member to serve a term of one or two years:
 - (a) County Assessor
 - (b) County Attorney/District Attorney
 - (c) County Auditor
 - (d) County Clerk
 - (e) County Recorder
 - (f) County Sheriff

- (g) County Surveyor
- (h) County Treasurer

(2) An elected county officer holding a consolidated county office may be a Board member but may represent only one office or affiliate organization.

c. Appointed Directors.

(1) Each member-county shall be entitled to appoint through its legislative body one member to the Board of Directors to serve a one-year term.

(2) Within one month following the annual convention, the Executive Committee shall appoint six directors at-large for a term of one year. These appointments shall not be to Association officers or to members of USACCC. One of these six appointments must be a representative of a UAC Corporate Partnership.

d. Other Directors.

The Chief Executive Officer shall be an ex-officio member without a vote.

Section 5. Board Meetings. Board meetings shall be called by the President, Executive Committee and/or in accordance with Section VII.2.a.17. The Board shall meet a minimum of three times annually to conduct the business of the Association.

- a. Written notice shall be given to all members at least ten days prior to the meeting.

Section 6. Quorum. Twenty-two Board members shall constitute a quorum for the transaction of business unless one or more Utah counties is not a member-county or a member-county has not made an appointment to the Board. If one or more Utah counties is not a member-county or a member-county has not made an appointment to the Board, a quorum shall consist of the number of board members required to constitute a majority vote when counting the total number of current Board members. Only those Board members present at designated Board meetings may vote on issues submitted to the Board. A Board member who is unable to attend a meeting of the Board may designate a specific person to serve as their proxy. The designation must be submitted to the President of the Board in writing prior to the meeting. The number of proxy votes properly submitted to the President of the Board shall be added to the number of members present to determine whether a quorum is present. A matter is deemed approved or rejected by the Board only when a quorum is present and a majority of the quorum so votes or, when required by these Bylaws, a two-thirds majority of the quorum so votes.

Section 7. Weighted Voting.

- a. **Bylaw Amendments, Budget Approval, and Annual Membership Fee.** Any proposed amendment to these Bylaws, approval of and proposed changes to the budget, and establishment of the formula for the annual membership fee may be accepted or rejected by the Board pursuant to weighted voting as described in this Section VII.7. Weighted voting as described in this Section VII.7 shall occur when any Board member so moves, and the motion is seconded by another Board member.

b. Weighted Votes. The weight or value of votes counted for the establishment of a quorum and of a majority vote shall be determined by Attachment 1.

c. Quorum. A quorum shall exist for the transaction of Board business when the Weighted Vote Percent of all Board member's votes present at the designated Board meeting plus the Weighted Vote Percent of all properly submitted proxy votes (see Column 2 of Attachment 1) exceeds 50% of the Total Value of Weighted Votes Available (Column 3 of Attachment 1).

d. Counting Weighted Votes. If not all Board Members, plus proxy votes, are present at a designated Board meeting, or if one or more counties is not currently a member county, the value of a Board member's weighted vote will increase. In this instance, a Board member's weighted vote will be valued and counted pursuant to the following formula:

$100 \div \text{the added Weighted Vote \% of all present Board members and proxies (using Column 2 of Attachment 1)} \times \text{the individual Board member's Weighted Vote \% (as designated in Column 2 of Attachment 1)}$.

Example: At a designated Board meeting all Board members are present except Washington and Weber Counties, and Utah County is not a member county. Washington and Weber do not send proxies. To find the adjusted weighted vote for Rich County, subtract from 100 (the Total Value of Weighted Votes Available as designated in Column 3 of Attachment 1) the values from Column 2 of these three non-voting members ($100 - 10.11 - 3.95 - 5.14 = 80.8$). Apply the formula ($100 \div 80.08 \times 1.69 = 2.09$). Thus, the value of Rich County's weighted vote would increase from 1.69 to 2.09%.

e. A matter is deemed approved or rejected by the Board only when a quorum is present, as defined above in Section VII.7.c, and a majority of weighted votes, as described in Sections VII.7.b and VII.7.d, so votes. However, a change to the Association bylaws is deemed approved or adopted only when a quorum is present, as defined above in Section VII.7.c, and a two-thirds majority of weighted votes, as described in Sections VII.7.b and VII.7.d, so votes.

Section 8. Transaction of Business Between Board Meetings.

a. Written Vote. Between meetings of the Board of Directors, a written vote of the Board may be taken at the written request of the President on any question which may be submitted to the Board by the President in writing (whether by hand, mail, email, or other written means), provided every member of the Board shall have an opportunity to vote upon the question submitted. The vote shall be delivered in writing to the Chief Executive Officer. The voting is to close two weeks after the date on which the question is sent to the Board members. The question must be delivered to the Board members in writing via mail, hand delivery, or email. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if cast at a Board meeting.

b. Telephone Vote. Between meetings of the Board of Directors, a telephone vote of the Board may be taken at the written request of the President on any question which may be submitted to the Board by the President, provided every member of the Board shall have an opportunity to vote upon the question submitted. The vote shall be given

verbally and confirmed in writing within two weeks after the date on which the question is presented to a majority of the Board members. If a majority shall vote on any question submitted by telephone, the vote shall be counted and shall have the same effect as if cast at a meeting of the Board of Directors.

Section 9. Term of Office.

a. Assumption of Elected Officer. Elected directors shall assume office at the close of the annual convention at which they are elected.

b. Assumption of Appointed Officer. Appointed directors shall assume office immediately upon notification of their appointment.

c. Term. The term of office for elected and appointed directors shall be as specified in the Bylaws or until their successors have been elected or appointed and assumed office.

Section 10. Vacancies. Any vacancy in the position of an elected or appointed director shall be filled by the Board of Directors for the unexpired term.

Section 11. Reimbursement of Expenses. Officers, Board members, and staff shall be reimbursed for expenses as authorized by the Board of Directors.

Section 12. Conflicts of Interest of Directors and Officers

a. Duties and Conduct. Directors and officers stand in a position of trust and confidence with respect to the Association. Each director and officer has a fiduciary duty to the Association and must act in good faith using his/her diligence, skill, best judgment, and care in acting in the best interest and welfare of the Association. Directors and officers have an affirmative duty to use their best efforts to avoid conflicts of interest with the Association. Directors and officers shall not use their positions, or any knowledge or information gained or obtained from the Association, in a way that may, does, or will conflict with or adversely affect the interests of the Association. A conflict of interest exists when any director or officer is present and/or votes on a decision that may directly or indirectly confer a benefit on such officer, director, or any other individual, person, organization, or entity with whom the director or officer does not deal at arm's length. Directors and officers shall not be deemed to have a conflict of interest when acting on matters relating to their own county.

b. Disclosure. Each director and officer has an affirmative duty to disclose all conflicts and potential conflicts of interest to the Association. Prior to the assumption of an office in the Association, and annually thereafter, directors and officers shall sign a statement of disclosure of potential conflicts of interest. Each director and officer has a further duty to immediately disclose any potential conflict of interest that may arise or become known or knowable and not previously disclosed. Directors and officers with a conflict of interest or potential conflict of interest on any matter shall not participate in the discussion or vote on that matter and shall be encouraged to leave any meeting of the Board (or other Association body) at which such matter is discussed for so long as the matter is being discussed and voted upon. No other subject or matter may be discussed or voted upon while such director or officer has been excluded from the meeting.

c. Resolution. Any director or officer who reasonably believes that another director or officer has a conflict of interest in a matter under consideration must identify the perceived conflict to the Board at the first reasonable opportunity. The Board shall then determine by a majority vote whether or not a conflict of interest exists. If a perceived conflict of interest cannot be readily resolved, the President of the Association shall appoint an ad hoc committee consisting of three members of the Association who are neither directors nor officers. That committee shall review the applicable meeting minutes, signed conflict of interest statements, and other relevant information; and determine if the individual is in compliance with the Bylaws. The decision of the ad hoc committee shall be made in a timely manner to the President and, in no event later than a time sufficiently prior to the next scheduled Board of Directors meeting, to allow such recommendation to be included in the agenda of the meeting. The President shall convey the decision of the committee to director or officer involved and other appropriate individuals. Appeals of decisions of the conflict-of-interest committee shall be made to the Board.

ARTICLE VIII. EXECUTIVE COMMITTEE.

Section 1. Composition. The Executive Committee shall be composed of the President, First and Second Vice Presidents, Secretary, and the Immediate Past President. If the Immediate Past President ceases to be an elected county official, the Board of Directors shall appoint one of its members to serve on the Executive Committee for the unexpired term.

Section 2. Duties. The Executive Committee shall have the authority to act for the Board of Directors between Board meetings, provided such action shall be consistent with the policy set by the Board regarding situations requiring emergency or immediate action.

a. Mandatory Duties. The Executive Committee shall:

- (1) Be responsible for the safekeeping and proper accounting of all funds.
- (2) Confirm appointments made by the President, as specified in these Bylaws.
- (3) Determine if the incapacity of the Chief Executive Officer to act is temporary or permanent.
- (4) Appoint an interim Chief Executive Officer and determine compensation for the interim Chief Executive Officer's services during the inability of the Chief Executive Officer to carry out his/her responsibilities.
- (5) Authorize expenses for the Executive Committee.
- (6) Take any immediate or emergency action required which is not inconsistent with the Bylaws, budget, or Board policy of the Association.

b. Authorized Duties. The Executive Committee may:

- (1) Appoint a Legislative Committee and such other standing and special committees as deemed necessary, subject to approval by the Board at the next Board meeting if not sooner.
- (2) Call special meetings of the Association.

Section 3. Written or Telephone Vote.

a. Written Vote. In the interim between meetings of the Executive Committee, a written vote may be taken at the request of the President on any question submitted in writing or by email. Voting shall close ten days, as postmarked, after the question has been

submitted. If a majority shall vote on a question sent to the members of the Executive Committee, the vote shall be counted and shall have the same effect as if cast at a meeting of the Executive Committee.

b. Telephone Vote. In the interim between meetings of the Executive Committee, a telephone vote may be taken at the request of the President on any question submitted to all members of the Executive Committee. Voting shall close immediately after the last member has been contacted, which may occur verbally or in writing via hand-delivery, mail, email, or other written means. If a majority shall vote on a question submitted verbally to the Executive Committee, the vote shall be counted and shall have the same effect as if cast at a meeting of the Executive Committee.

Section 4. Emergency or Immediate Action.

a. Any emergency or immediate action taken by the Executive Committee shall be ratified or rescinded at the next meeting of the Board of Directors.

b. "Emergency or immediate action" is an action or decision that would ordinarily be considered by the Board but which the Executive Committee, based on its informed judgment under the circumstances, believes needs be taken or made by the Association before the Board will have a reasonable opportunity to consider the action or decision.

c. A member-county may request a meeting of the Board of Directors to consider an emergency or immediate action of the Executive Committee resulting in litigation.

Section 5. Meeting and Quorum.

a. Meeting. The Executive Committee shall meet at least once a year at the call of the President, or at the written request of three members of the Executive Committee.

b. Quorum. A quorum shall be a majority of the members of the Executive Committee.

ARTICLE IX. MEETINGS

Section 1. Annual Convention.

a. Time and Place. The specific time and place of the annual convention shall be determined by the Board of Directors but must occur after yearly county elections and before January 1 of the following year in order to provide for the election of an Executive Committee that shall be elected county officials for the following year.

b. Voting.

(1) The voting body of the Annual Convention shall consist of those elected county officers from member-counties who are duly registered at the convention.

(2) Each registered elected county officer from a member-county shall be entitled to cast a vote.

(3) Recognized elected county officers include:

County Assessor

County Attorney/District Attorney

County Auditor
County Clerk
County Commissioner/County Councilmember
County Executive
County Recorder
County Sheriff
County Surveyor
County Treasurer

c. Quorum. The registered elected county officers present at the annual convention shall constitute a quorum.

Section 2. Special Meetings.

a. Special Meetings. Special meetings of the Association may be called by the Executive Committee or the Board of Directors at any time, provided written notice containing the purpose of the meeting is given to all member-counties at least ten days prior to the meeting.

b. Quorum. The registered elected county officers present at a special meeting shall constitute a quorum for the transaction of business.

ARTICLE X. COMMITTEES

Section 1. Standing Committees.

(1) The Association shall have the following standing committees: Budget Committee, Legislative Committee, Legislative Coordination Committee, Litigation Committee, Audit Committee, Endorsement Review Committee, Nominating Committee, and Utah Behavioral Healthcare Committee (“UBHC”).

(2) The Executive Committee may establish additional standing committees as they are needed, subject to approval by the Board. As of the date of this Amendment, the following committees have been established at the discretion of the Executive Committee: Joint Highway Committee, Natural Resource Oversight Committee, Reserve Policy Committee, Public Lands Committee, Economic Development Committee, Dues Committee, and Policies and Procedures Committee.

(3) The creation or disbandment of any standing committee shall be duly noted in the minutes of the Executive Committee and the Board.

(4) The chair and members of standing committees shall be appointed by the President with the approval of the Executive Committee, and subject to ratification by the Board, unless otherwise provided by these Bylaws.

(5) The standing committees shall meet as often as necessary as determined by the committee chair and the Association Executive Committee.

(6) Unless otherwise provided in these Bylaws, all committees shall report to and provide guidance to the Executive Committee and ultimately the Board. Unless otherwise provided in these Bylaws or specifically authorized in writing by the Board, no committee shall have the authority to speak or act for the Association. Except as provided in these Bylaws, the Board has the authority to disband any committee (except those listed in subparagraph (1) above) or reconstitute the membership and chair designation of any committee.

a. Budget Committee.

(1) The Budget Committee shall consist of five members, including the First Vice President, who shall be the chair, and the Second Vice President.

(2) The Budget Committee shall prepare and submit a proposed Association budget for the coming fiscal year to the Board of Directors for its action. The Board may approve, disapprove, or modify the proposed budget. The budget shall be adequate to fund all approved Association activities.

b. Legislative Committee. The Legislative Committee shall consist of all elected officials from member counties in attendance at the meeting. All elected county officials from member-counties in attendance are allowed to vote. Any elected official from a member-county may attend any legislative committee as a voting member. The committee shall adopt legislative policies or positions on behalf of the Association during the legislative session that are consistent, to the extent possible, with legislative policies approved by members at the Annual Convention or other special meetings.

c. Legislative Coordination Committee.

(1) The Legislative Coordination Committee shall consist of members appointed by the President and approved by the Executive Committee. These shall include the chairperson of the legislative committee of each elective office within counties as listed in Section IX.1.b.3 or designee of the elected officers; the co-chairs of the Legislative Committee; representatives from counties with outside, contract, or staff lobbyists appointed by the Association President; and elected county attorneys or staff attorneys from counties appointed at-large by the President.

(2) The Legislative Coordination Committee shall:

(a) Represent the Association and all counties collectively during the interim between sessions to the various committees of the Utah State Legislature.

(b) Obtain information and advice concerning pending, proposed, or recommended legislation.

(c) Prepare draft legislation or amendments to legislation on behalf of the Association or to legislation proposed by other organizations or legislators.

(d) Study issues, conduct research, and analyze information that is pertinent to the Association legislative positions.

(e) Develop recommendations in the form of resolutions and/or position statements to present to the members during the Annual Convention.

(f) Annually review existing positions and/or policies and propose necessary revisions, addition, or deletions of established policy and positions.

(3) Issue Consideration. Officials from member counties may present their positions, recommendations, and any other information on legislative issues to the Legislative Committee or the Legislative Coordination Committee.

d. Litigation Committee. The Litigation Committee shall be appointed by the President with the approval of the Executive Committee.

e. Audit Committee.

(1) The Audit Committee shall consist of four members, at least one of which shall be a county auditor.

(2) The Audit Committee shall review the financial records, accounts, and annual audit of the Association and report to the Board of Directors. They may, as required, make recommendations to the Board for changes in the financial operating procedures and reports of the Association.

f. Endorsement Review Committee,

(1) The Endorsement Review Committee shall consist of five members appointed by the President and approved by the Board.

(2) The Endorsement Review Committee shall review and make recommendations to the Board concerning proposals from vendors and those soliciting the endorsement and assistance of the Association in promoting the sale or distribution of products or services to Association members or the employees of the members.

g. Nominating Committee. The Nominating Committee membership and duties are described above in Sections VI.6 and VI.7.

h. Utah Behavioral Healthcare Committee (UBHC)

(1) The Utah Behavioral Healthcare Committee shall consist of official members and *ex officio* members. Each official member of the committee shall be a representative of an entity that delivers or oversees the public services for mental health and substance use disorder throughout the state. The *ex officio* members shall include members of the community and direct services providers. *Ex officio* members shall each have the right to attend meetings and to address the committee but not to vote.

(a) The official member positions shall include:

i. The director of each county mental health and county substance abuse agency, or their designee, and the director of each private non-profit provider of public mental health or substance abuse services operating under a contract with the local mental health or substance abuse authority; and

ii. Five local mental health and substance abuse authorities selected by the Board of Directors, and representing each of the following:

1. A local authority providing services through county government;
2. A local authority providing services through an entity formed under an interlocal agreement;
3. A local authority providing services through a private non-profit entity;
4. A representative of a primarily urban local authority; and
5. A representative of a primarily rural local authority.

(b) The *ex officio* member positions shall include:

i. Representatives from separate private, non-profit organizations that provide public services under a contract with a local mental health or substance abuse authority;

- ii. Representatives of allied organizations, both public agencies and private services providers, with an interest in the mission of and goals of the committee.
 - (c) The committee chair, with the approval of a majority of the official members of the committee, shall extend invitations of *ex officio* membership to specific entities on a yearly basis.
- (2) The Utah Behavioral Healthcare Committee shall:
- (a) Advise Board members and USACCC members regarding the status of and needs of local mental health and substance abuse disorder treatment and prevention systems.

Section 2. Special Committees. The chair and members of special committees shall be appointed by the President with the approval of the Executive Committee unless otherwise provided by these Bylaws.

ARTICLE XI. CHIEF EXECUTIVE OFFICER

Section 1. Employment and Termination. The Board of Directors may employ or terminate a Chief Executive Officer who shall be a salaried, non-voting administrator of the Association.

Section 2. Duties. The Chief Executive Officer shall:

- (1) Be responsible to the Board of Directors.
- (2) Be Chief Administrative Officer of the Association.
- (3) Perform such duties as are assigned by the Board of Directors and/or Executive Committee.
- (4) Implement the programs, policies, and procedures of the Association.
- (5) Make recommendations to the Board of Directors relating to the programs, policies, and activities of the Association.
- (6) Make decisions on the employment and termination of staff members.
- (7) Execute and sign all legal documents of the Association as directed by the Board of Directors.
- (8) Attend all meetings of the Association in a non-voting *ex officio* capacity.
- (9) Be a non-voting *ex officio* member of the Board of Directors, of the Budget Committee, and of such other committees to which he/she may be assigned.
- (10) Make an annual report of Association activities to the Board of Directors.
- (11) Distribute the approved dues and assessment fee schedule to the governing bodies of counties.

Section 3. Incapacity. In the event the Chief Executive Officer is unable to carry out the assigned responsibilities, the President shall have authority to act until the Executive Committee has met and appointed an interim Chief Executive Officer. The interim Chief Executive Officer's authority to act shall continue until the Chief Executive Officer resumes his/her responsibilities or a replacement is named. Appropriate compensation for services performed by the interim Chief Executive Officer in this circumstance shall be recommended by the Executive Committee to the Board of Directors for action.

ARTICLE XII. PROPERTY.

Upon termination of the existence of this corporation, all cash and properties then owned by the corporation and not required to satisfy the debts or other liabilities of the corporation shall be

transferred to the successor organization of the Utah Association of Counties or to the member-counties on a pro-rated basis.

ARTICLE XIII. NON-LIABILITY OF DIRECTORS, OFFICERS, MEMBERS, AND EMPLOYEES.

Association directors, officers, members, and employees shall not be personally liable for acts performed in good faith. The Association shall indemnify directors, officers, members, and employees against any and all expense including attorney fees and liability expenses sustained by them, or any of them, in connection with any suit or suits or legal actions which may be brought against the Association and/or its directors, officers, members, and employees, involving or pertaining to any of their acts or duties performed for the Association in good faith. This provision shall not be deemed to prevent compromises of any such litigation where the compromise is deemed advisable to prevent greater expenses or cost on the defense or prosecution of such litigation.

ARTICLE XIV. PARLIAMENTARY AUTHORITY.

The latest edition of Robert's Rules of Order Newly Revised shall govern the Association in all instances in which they are not inconsistent with these Bylaws and any special rules of order the Association adopts.

ARTICLE XV. AMENDMENTS.

The provisions of these Bylaws may be amended by the Board of Directors as described above in Article VII provided written notice of the proposed amendment has been submitted to the Board of Directors and filed with the Association's principal office at least forty-five days prior to the meeting at which such amendment is to be acted upon.

The foregoing AMENDED AND RESTATED BYLAWS OF THE UTAH ASSOCIATION OF COUNTIES were considered by the Board of Directors and, upon a motion by Sheri Dearden and seconded by Garth "Tooter" Ogden, were approved by a vote of the Members at a duly noticed meeting of the Board of Directors on November 15, 2022.

President

Secretary

**Attachment No. 1
 AMENDED AND RESTATED BYLAWS
 OF THE UTAH ASSOCIATION OF COUNTIES**

Column 1 Board Member	Column 2 Weighted Vote Percent	Column 3 Total Value Weighted Votes Available
Beaver	1.79	100
Box Elder	2.45	
Cache	3.42	
Carbon	1.91	
Daggett	1.69	
Davis	6.54	
Duchesne	1.91	
Emery	1.79	
Garfield	1.69	
Grand	1.79	
Iron	2.34	
Juab	1.79	
Kane	1.79	
Millard	1.79	
Morgan	1.79	
Piute	1.69	
Rich	1.69	
Salt Lake	17.44	
San Juan	1.91	
Sanpete	2.13	
Sevier	1.21	
Summit	2.23	
Tooele	2.55	
Uintah	2.13	
Utah	10.11	
Wasatch	2.13	
Washington	3.95	
Wayne	1.69	
Weber	5.14	
Assessor Affiliate	1.19	
Attorney Affiliate	1.19	
Auditor Affiliate	1.19	
Clerk Affiliate	1.19	
Recorder Affiliate	1.19	
Sheriff Affiliate	1.19	
Surveyor Affiliate	1.19	
Treasurer Affiliate	1.19	
At-Large Non-County	0.0	