



BYLAWS OF THE

UTAH TRANSIT AUTHORITY

As Amended February 22, 2017

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ARTICLE I — THE AUTHORITY

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, comprised of its Board of Trustees (the “Board”), officers, management and employees, 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. Officers.

The officers of the Authority consist of the trustees when acting collectively as the Board, a Chair, a Vice Chair (or more if so determined by action of the Board), a General Manager, a General Counsel, a Secretary, a Treasurer, a Comptroller, and an internal auditor. The Chair and Vice Chair(s) of the Authority may also be referred to as the Chair and Vice Chair(s) of the Board.

Section 3. Duties.

Officers of the Authority 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, and with policies adopted by the Board.

Section 4. Oath of Office.

The oath of office shall be given to all officers of the Authority before commencing the duties of the office. The oath of office shall be taken, subscribed and filed with the Secretary at any time after the officer has notice of the appointment but not later than fifteen days after the commencement of the term of office.

Section 5. Indemnification.

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

Section 6. Compensation of Officers.

Except as otherwise provided by the Act, these Bylaws, or other applicable law, the compensation of all officers shall be fixed by the Board.

ARTICLE II — THE BOARD OF TRUSTEES

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

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

Section 2. Power.

The Board shall have the power to promulgate any and all resolutions, orders and ordinances as may be necessary for the operation and administration of the Authority, provided such resolutions, orders and ordinances are not contrary to, or inconsistent with, the Act, these Bylaws or other applicable law.

Section 3. Officers.

The officers of the Board consist of a Chair and Vice Chair(s). The Chair and Vice Chair(s) of the Board may also be referred to as the Chair and Vice Chair(s) of the Authority.

Section 4. Other Board Personnel.

The Board hereby creates the position of Chief Internal Auditor.

**ARTICLE III -- ELECTION AND/OR APPOINTMENT OF OFFICERS AND
EMPLOYEES; TERM; REMOVAL; RESPONSIBILITIES**

Section 1. Election and/or Appointment of Officers; Other Employees.

A. The Chair and Vice Chair(s). At the completion of an elected term, or in the event of a vacancy in the position of Chair or Vice Chair(s), the Executive Committee shall prepare and forward the names of nominees to the Board for consideration at a Board meeting. At that meeting, in addition to consideration of the nominees, the Chair, Vice Chair(s), or such person acting in their behalf shall entertain nominations from the floor to fill any such vacancies for the term or the remainder of a term. If two or more trustees are nominated for one office, the vote shall be by secret ballot. In the case of a single nominee for any one office, the vote may be by voice.

B. Other Officers and Employees. The General Manager, General Counsel, Secretary, Treasurer, Comptroller, and Chief Internal Auditor shall be appointed by the Board. The Board may appoint a Chief Executive Officer and/or a President.

C. Other Employees. All officers and employees other than those set forth in Article III Section 1.B, shall be appointed by the General Manager.

Section 2. Term of Office.

A. The Chair and Vice Chair(s). The term of office of the Chair and Vice Chair(s) shall be for renewable periods of two years or until their successors shall be elected; provided, however, that such term shall expire sooner where (i) the officer's term as a trustee expires prior to completion of the term of office and is not renewed, or (ii) the officer resigns or is removed from office pursuant to Section 3 of this Article. The term of office shall be renewed upon affirmative vote of a majority of the Board. A Chair and/or Vice Chair(s) shall be eligible to serve consecutive terms, provided, however, that such term shall expire sooner where the chair's term as a trustee expires or otherwise terminates prior to completion of the term of office and is not renewed.

B. Other Officers and Employees. The General Manager, General Counsel, Secretary, Treasurer, Comptroller, and Chief Internal Auditor shall serve at the pleasure of the Board.

C. Other Employees. All officers and employees other than those set forth in Article III Section B shall serve at the pleasure of the General Manager.

Section 3. Removal of Officers or Other Board Personnel.

A. The Chair and Vice Chair(s). The Chair or Vice Chair(s) of the Board may be removed from office by an affirmative vote of a majority of all trustees. A motion made at a regular meeting shall initiate such action, but the vote shall not be called for until the next regular meeting or at a special meeting called for that purpose. The Secretary shall cause to be delivered to the affected officer a copy of the resolution to remove such officer at least seven days prior to the meeting at which the resolution is to be considered.

B. Other Officers and Employees. The General Manager, General Counsel, Secretary, Treasurer, Chief Internal Auditor, Comptroller, Chief Executive Officer and/or President may be removed from their position by an affirmative vote of a majority of all trustees, subject to applicable law. A motion made at a regular meeting shall initiate such action, but the vote shall not be called for until the next regular meeting or at a special meeting called for that purpose. The Secretary shall cause to be delivered to the affected officer a copy of the resolution to remove such officer at least seven days prior to the meeting at which the resolution is to be considered.

C. Other Employees. All officers and employees other than those set forth in Article III Sections A and B shall be subject to removal in accordance with management policy and in keeping with applicable law.

Section 4. Responsibilities.

A. The Chair. The Chair shall preside at all Board meetings and meetings of the Executive Committee. The Chair shall be the official spokesperson of the Board. The Chair shall oversee training and orientation of new Board members. The Chair, with the assistance of the Vice Chair(s), shall represent the Board in negotiations of employment agreements, as required, with employees who directly report to the Board, and shall report to the Board on the resulting terms of those agreements. The Chair shall provide a link to the General Manager related to advice on existing Board policy. The Chair shall cast the final vote in the event that voting, including elections, by the Board or by a committee results in a tied vote. The Chair may delegate a Vice Chair to cast a vote to break a tied vote, including elections, in a Board committee. The Chair may delegate assigned responsibilities, as necessary or desired.

B. The Vice Chair(s). In the absence of the Chair, a Vice Chair shall preside at all meetings and act as the spokesperson of the Board. A Vice Chair will assist the Chair in negotiations of employment agreements, as required, with employees who directly report to the Board. In the case of a vacancy, illness, death, or inability to act in the office of Chair, a Vice Chair shall serve as Chair until such time as the Board shall elect a new Chair. In its discretion, the Board may create one or more additional Vice Chair positions, and designate orders of succession among the Vice Chairs, and the duties and responsibilities with which each Vice Chair is vested.

C. The General Manager. The General Manager shall be the full-time chief executive officer of the Authority and shall have all of the powers, duties, and responsibilities granted and imposed by the Act. The General Manager shall be the official spokesperson of the Authority, unless otherwise delegated by the General Manager.

D. The General Counsel. The General Counsel shall be a full-time employee of the Board whose duty and loyalty to the Board shall be of the highest priority. The General Counsel shall provide legal counsel to the Board as needed or requested by the Board and shall perform any other duties specifically assigned or delegated by the Board. The General Counsel shall also provide legal counsel to the Authority as needed or requested by the General Manager. In the event a conflict arises between the Board and the General Manager, the General Counsel shall represent the Board.

E. The Secretary. The Secretary or designee shall be responsible for keeping the records of the Authority and for performing all duties incident to that office and required by the Act. The Secretary or designee shall be a custodian of the seal of the Authority and shall have the power to affix such seal to all contracts and instruments authorized to be executed by the Authority.

F. The Treasurer. The Treasurer shall supervise the financial record of the Authority and shall perform other duties specifically assigned or delegated by the Board. The Treasurer shall be the custodian of the funds of the Authority and shall keep an account of all receipts and disbursements.

G. The Comptroller. The Comptroller shall be responsible for accounting practices of the Authority and shall perform other duties specifically assigned or delegated by the Board.

H. The Chief Internal Auditor. In addition to other duties specifically assigned or delegated by the Board or any standing committee of the Board pursuant to approved Board policies, the Chief Internal Auditor shall review the financial and operational policies and procedures of the Authority to ensure the adequacy of all systems of internal control. Results of all reviews shall be periodically reported to the Board.

ARTICLE IV — BOARD COMMITTEES

Section 1. Executive Committee.

A. Composition. The Executive Committee shall be composed of the Chair, the Vice Chair(s), and the chair(s) of one or more standing committee(s) created pursuant to Article IV, Section 2A, as may be designated by the Chair and the Vice Chair(s) from time to time. The Board Chair and Vice Chair(s) may invite other trustees to participate as voting members of the Executive Committee as needed from time to time.

B. Powers and Duties.

(i) The Executive Committee shall have powers and duties related to the internal operation of the Board including Board governance.

(ii) The Executive Committee shall have the responsibility to prepare the Board meeting agenda. The Executive Committee shall place on the agenda for consideration by the Board matters brought by two trustees or properly processed through a Board committee.

(iii) Subject to the terms of any employment agreement, the Executive Committee shall evaluate the performance of employees who report directly to the Board according to previously adopted performance goals and shall make recommendations to the Board regarding compensation of these individuals.

C. Limitation of Authority. The Executive Committee shall not have the authority to bind the Board or the Authority with respect to any issue outside of the internal operations of the Board.

Section 2. Standing Board Committees.

A. Creation of Standing Committees. The Board shall establish from time to time standing committees deemed appropriate by the Board and designate their function. Board standing

committees shall be established, amended or disbanded by adoption of a Board Resolution, at a duly noticed Board meeting, and such committees shall meet as needed or as determined by the Board Chair and, once established, by the committee chair.

B. A committee shall be established that is responsible to the Board on internal and external audit and long-term financial matters. The committee shall be responsible to request and direct that the Authority's internal auditor perform audits of Authority business, to accept and review the reports of the internal auditor, and to evaluate the Authority's bonding needs and similar long-term financial decisions. The committee may also recommend that the Board retain external auditors or other consultants. The committee shall review and make recommendations to the full Board regarding the Authority's annual audit pursuant to Article VII Section 5 hereof.

C. Membership. Members of standing committees are appointed by the Chair and serve at the pleasure of the Chair.

D. Election and Term of Committee Chairs. Committee members shall elect a committee chair from the membership of each committee; or if approved by the full Board as a part of a currently adopted Board policy, the Board Chair and Vice Chair may select the committee chairs, each of which selections shall be subject to the approval of that committee. The term of a committee chair shall be for one year or until his or her successor is elected. A committee chair shall be eligible to serve consecutive terms, provided, however, that such term shall expire sooner where the chair's term as a trustee expires or otherwise terminates prior to completion of the term of office and is not renewed. In the event an election results in a tied vote, the Chair, or a designated Vice Chair, will cast the final vote.

E. Alternates. Any committee member who will be absent from a duly called committee meeting shall designate an alternate to vote on the committee member's behalf. In the event that no

such designation has been made by the member, the committee chair may designate an alternate trustee in order to achieve a quorum. Alternates who are duly designated shall have the right to vote as a member of the committee.

Section 3. Committee on Accessible Transportation.

A. Creation of Committee on Accessible Transportation. The Authority shall establish an advisory committee on accessible transportation (“Committee on Accessible Transportation” or “CAT”) to offer recommendations to the Board on accessibility issues related to the Authority’s facilities, equipment, routes, plans and programs. The Board intends the CAT to provide the mechanism to ensure participation of individuals with disabilities in the continued development, implementation and assessment of transit services to persons with disabilities. The CAT serves in an advisory capacity to offer advice to the Board on providing nondiscriminatory access to fixed route bus and rail service, and complementary paratransit service for those unable to use the fixed route system.

B. Charter. The CAT shall be governed and membership determined by a charter authorized and approved by the Board which is consistent with its charge as an advisory committee to the Authority.

C. Board Representation. There shall be one trustee appointed by the Chair to serve as a Board liaison to the CAT. This trustee shall be responsible to report any advice offered or concerns raised by the CAT to the standing committee on which the trustee serves and through that committee to the Board.

ARTICLE V — MEETINGS OF THE BOARD AND BOARD COMMITTEES

Section 1. Meeting Types.

A. Regular Board Meetings. A regular Board meeting schedule shall be established annually by the Board at the beginning of each fiscal year. Unless otherwise established, Board meetings shall be held on the fourth Wednesday of each month at the time and place set by the Board.

B. Special Board Meetings. Special meetings of the Board may be called at the Chair's discretion, or whenever the same is requested in writing to the Chair by three or more members of the Board.

C. Emergency Board Meetings. Emergency meetings of the Board to consider matters of an urgent nature may be called at the discretion of the Chair.

D. Board Committee Meetings. Committee meetings of the Board may be called at the discretion of the Chair or the chair of any Board committee.

Section 2. Open and Public Meetings.

All meetings of the Board and its duly constituted committees shall be open to the public to the full extent required by applicable state law.

Section 3. Notice of Meetings.

A. Notice of regular Board meetings, special Board meetings and Board committee meetings shall be by electronic means to each trustee at electronic mail address as shown in the records of the Authority. The notices shall be delivered at least five calendar days prior to the day of any meeting.

B. Notice of emergency Board meetings shall be given to each trustee at least 24 hours before the meeting, if possible. In the event 24-hour notice is not possible, each trustee shall receive

the best notice which practicably can be given. Notice for emergency meetings may be oral, written, or electronic.

C. Any notice required to be given under this Section shall contain the date, time, place, and an agenda for the meeting.

D. Notice of meetings of the Board shall be provided to the chief administrative officers and legislative bodies of each municipality and unincorporated county area within the district of the Authority at the same time as the notice is provided to the Board. Delivery of notices will be submitted by electronic mail. Notice of meetings of the Board will be posted on the Utah Public Notice Website, as provided for in Utah Code Ann. § 63F-1-701, as amended.

E. A trustee may waive the right to receive notice of a meeting by expressing his or her consent to the holding of the meeting and having such consent recorded in the minutes of the meeting. The meeting shall be valid for all purposes and any otherwise permissible action may be taken.

Section 4. Minutes of Meetings; Meeting Attendance Reports.

Minutes of meetings of the Board shall be provided to the chief administrative officers and legislative bodies of each municipality and unincorporated county area within the district within five working days following approval of the minutes by the Board. Delivery of minutes may be submitted by electronic mail if agreed to by the entity involved. The Board shall prepare and submit, to each Board member appointing authority, (A) a quarterly report of Board meeting attendance; and (B) an annual summary report of Board meeting attendance.

Section 5. Absence from Meetings.

Each trustee, when sworn, is a duly authorized public servant with responsibility to represent the best interests of the Authority and to report the business of the Authority to the jurisdiction that

appointed the trustee. Each trustee is expected to serve faithfully, attend all meetings and perform other assignments in compliance with Board policy.

Section 6. Electronic Attendance at Meetings.

With the consent of the Chair, a trustee may attend a meeting via electronic means if 24 hour advance notice is also provided to the BoardCoordinator. At the request of the Chair or committee chair, a trustee attending a meeting electronically shall verbally signify his or her vote for each motion being considered during the meeting until such time as the trustee verbally indicates his or her desire to withdraw from the meeting. Such withdrawal shall be recorded in the minutes as part of the official records.

ARTICLE VI — CONDUCT OF BUSINESS

Section 1. Voting Rights and Quorum.

A. Each voting trustee may cast one vote on all questions, orders, resolutions and ordinances coming before the Board.

B. A majority of all voting trustees constitutes a quorum for the transaction of Board business.

C. A majority of all voting committee members constitutes a quorum for the transaction of committee business.

D. Except as otherwise provided in these Bylaws or applicable State law, an affirmative vote of a majority of a quorum is sufficient to carry any order, resolution, ordinance or proposition before the board or any issue before a committee of the Board.

E. A quorum is not required for adoption of a motion to adjourn.

F. The Trustee appointed by the Transportation Commission may not vote on any matter relating to State Safety Oversight over rail facilities under the jurisdiction of the Utah Department of

Transportation that comes before the Board or any committee to which the Trustee is assigned. The Board Chair or committee chair, as the case may be, is authorized to determine situations in which a conflict may arise.

G. In a committee meeting of a Board committee of which a non-voting Trustee is a member, or in a Board meeting, a non-voting Trustee may make or second motions, and with the exception of voting or being counted for purposes of constituting a quorum, shall enjoy and exercise the same rights and powers as any other Trustee.

Section 2. Order of Business.

The business of all meetings of the Board shall be transacted as far as practicable in the order of business authorized by the Executive Committee and set forth in the agenda. At any meeting where a new trustee is to take the oath of office and be seated, such ceremony shall be conducted prior to the determination of a quorum.

Section 2. Resolutions, Orders and Ordinances — Vote Recorded.

A. Each and every formal action by the Board shall be taken by the passage of a resolution, order or ordinance by the Board.

B. Resolutions and orders may be adopted by voice vote, but on demand of any trustee the roll shall be called.

C. On all ordinances, the roll shall be called and the ayes and nays recorded.

D. Proposed ordinances shall be forwarded to each trustee by hand delivery, by deposit in the United States mail, or by electronic means at least five calendar days prior to the day upon which the ordinance shall be presented for adoption. Alternatively a proposed ordinance shall be valid if provided at least one day prior to adoption and approved by unanimous vote at a meeting at which three quarters of all voting trustees are present.

E. All resolutions, ordinances or orders passed by the Board shall be authenticated as soon as practicable after their passage by the signature of the Chair, or Vice Chair and attested by the Secretary, and kept in the official records of the Authority.

F. A record of meetings of the Board shall be made and maintained for inspection as provided by law.

ARTICLE VII — BUSINESS ADMINISTRATION

Section 1. Fiscal Year.

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

Section 2. 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. The 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 3. Tentative Budget.

A. Within 30 days after it is approved by the Board, and at least 30 days before the Board adopts its final budget, the Board shall send a copy of the tentative budget, a signature sheet, and notice of the time and place for a budget hearing to the chief administrative officers and legislative bodies of each municipality and unincorporated county area within the district of the Authority.

B. Within 30 days after it is approved by the Board and at least 30 days before the Board adopts its final budget, the Board shall send a copy of the tentative budget to the governor and the Legislature for examination and comment.

Section 4. Final Budget.

A. Before the first day of each fiscal year, the Board shall adopt the final budget by an affirmative vote of a majority of all trustees. Copies of the final budget shall be filed in the office of the Authority. If for any reason the Board shall not have adopted the final budget on or before the first day of any fiscal year, the tentative budget for such year, if approved by formal action of the Board, shall be deemed to be in effect for such fiscal year until the final budget for such fiscal year is adopted.

B. The Board may, by an affirmative vote of a majority of all trustees, adopt an amended final budget when reasonable and necessary, subject to any contractual conditions or requirements existing at the time the need for such amendment arises.

Section 5. Annual Audit Report.

A. The Board 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. The audit shall be performed by an independent certified public accounting firm selected by the Board. 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 Board may cause other audits to be made by the Chief Internal Auditor or an independent auditor.

B. As soon as practicable, but no later than 30 days after its presentation to the Board, the Board shall submit to the chief administrative officers and legislative bodies of each municipality and unincorporated county area within the district of the Authority a copy of its annual audit report.

ARTICLE VIII — REPORT TO TRANSPORTATION COMMISSION

At least annually, the Board shall report the short-term and long-range public transit plans to the Transportation Commission. The report will include the transit portions of applicable regional transportation plans adopted by metropolitan planning organizations within the Authority's district.

ARTICLE IX — MODIFICATION OF BYLAWS

These Bylaws may be amended by an affirmative vote by a majority of all trustees provided that notice of the proposed amendments shall have been delivered or mailed to each trustee not less than five calendar days prior to the meeting at which such amendments are considered.