

**AMENDED AND RESTATED BYLAWS
OF THE
UTAH ASSOCIATION OF COUNTIES**

Effective: _____, 2016

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 **well-being** through better county government and, through cooperative and mutual efforts, maintaining 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 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. Association members are Utah counties which have paid the annual membership fee. 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 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 elected officers 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 chairmen 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 at-large members of the Board of Directors [see Article VII, Section 3d (2)].
- (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 his/her 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 Article XI, Section 3], or a replacement is made.

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

- (1) Serve as chairman 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 chairman of the Nominating Committee.
- (2) Perform and discharge such other duties as may be assigned by the Board of Directors or the President.
- (3) Serve as a member of the Board of Directors the year following their term of office, according to Article VII, Section 3c.

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

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 (2) consecutive terms.

Section 4. Vacancies in Office. If a vacancy occurs in the office of President, the First Vice President shall become President and the Second Vice President shall become

First Vice President. If a vacancy occurs in the office of First Vice President, the Second Vice President shall become First Vice President. The President shall appoint, with the approval of the Board of Directors, an elected county officer to fill the unexpired term of the Second Vice President or the Secretary, if a vacancy in one of those offices occurs. The President shall obtain approval for the appointment of the officer from the Board as soon as practicable after the appointment and in all instances prior to the installation of that officer. The Nominating Committee shall follow the nominating process as contained in Article VI, Section 7a. when the term of office expires for Association officers appointed to fill any vacancies.

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 (7) members including the Secretary who shall serve as chairman of the Nominating Committee. The nominations will be balanced first by alternating the elected offices of commissions/councils, legislative bodies, executives, and other affiliates; second by alternating first and second class counties and third through sixth class counties. The Committee should consider time in office, experience and other qualifications.

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: one nominee for the office of President, one nominee for the office of First Vice President, two nominees for the office of Second Vice President, and two nominees for the office of Secretary.

b. Board of Directors Action. The Board of Directors shall approve or disapprove the nominations and may nominate additional nominees for any of the offices and submit a report of its actions to the Nominating Committee.

c. Disapproval by Board. If the Board of Directors disapproves a nomination, the Board shall notify the Nominating Committee which may nominate another nominee for that office and submit the name of that nominee to the Board of Directors for its approval.

d. Advance Reports. The Nominating Committee shall submit a report to each member-county listing all approved nominees at least one (1) week prior to the annual convention.

e. Qualification. If any nominee shall 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 nullified and the Nominating Committee may report the name of a substitute nominee to the Board of Directors for its approval.

f. Additional Nominations. Any registered elected county officer may make additional nominations at the annual convention before the election by notifying the President and the chair of the Nominating Committee in writing of the nomination or by making a motion from the floor.

Section 8. Elections.

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

b. Ballot. Elections shall be by secret ballot.

c. Election. A majority of the votes cast shall be necessary for the election of an Association officer.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Number. The Board of Directors shall consist of thirty-nine (39) 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 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) Establish the formula for the annual membership fee.

- (4) 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.
- (17) Call special meetings of the Board of Directors if five (5) members submit written request.
- (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 for cause upon 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 hold an elected office in a member-county during the term of membership on the Board.

Section 4. Composition.

a. Association Officers. The President, First Vice President, Second Vice President, Secretary, and Immediate Past President shall automatically be 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 (1) Board member to serve a term of one (1) or two (2) years:
 - (a) County Assessor
 - (b) County Attorney/District Attorney
 - (c) County Auditor
 - (d) County Clerk
 - (e) County Commissioner/Council Member/Executive
 - (f) County Recorder
 - (g) County Sheriff
 - (h) County Surveyor
 - (i) County Treasurer
- (2) “County Commissioner/Council Member/Executive” shall mean the members of the boards of county commissioners in those counties having boards of commissioners, and members of county councils and elected county executives in those counties having an optional form of county government.
- (3) An elected county officer holding a consolidated county office may hold a Board position but may represent only one office.

c. Elected Directors Representing Multi-County Areas. There shall be one (1) Director from each of the five (5) multi-county areas of the State of Utah elected for a two (2) year term from among the County Commissioners of each multi-county area by the registered delegates from each area. The multi-county areas shall be Bear River, Five-County, Six-County, Southeastern, and Uintah Basin.

- (1) In even-numbered years, the Directors from Bear River, Five-County, and Uintah Basin multi-county areas shall be elected.
- (2) In odd-numbered years, the Directors from Six-County and Southeastern multi-county areas shall be elected.

d. Appointed Directors.

- (1) Each county having a population exceeding 100,000 shall be entitled to appoint, through its legislative body two members to the UAC Board of Directors to serve a one (1) year term.
- (2) Within one (1) month following the annual convention, the President, with the approval of the Executive Committee, shall appoint directors-at-large for a term of one (1) year to fill the remaining positions on the Board of Directors, subject to the following:
 - (a) Due consideration shall be given to counties which have no elected Board representatives.
 - (b) Establishing a fair ratio of commissioners to other elected officers.

- (c) Four (4) of the directors-at-large shall be from first and second class counties.

e. Other Directors.

- (1) The Immediate Past President and the Immediate Past Secretary shall serve on the Board of Directors for a term of one year immediately following their term as President and Secretary, respectively.
- (2) 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 Article VII, Section 2a (19). The Board shall meet a minimum of three times annually to conduct the business of the Association.

- (1) Written notice shall be given to all members at least ten (10) days prior to the meeting.

Section 6. Quorum. Nineteen (19) Board members shall constitute a quorum for the transaction of business. 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 at the Association offices, in writing, prior to the meeting.

Section 7. 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, facsimile, 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 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, facsimile 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 8. 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 9. 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 10. Reimbursement of Expenses. Officers, Board members, and staff shall be reimbursed for expenses as authorized by the Board of Directors.

Section 11. 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 UAC Board 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) Appoints an interim Chief Executive Officer and determines 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 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 facsimile. Voting shall close ten (10) 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, facsimile, 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 (3) 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 time and place of the annual convention shall be determined by the Board of Directors.

b. Voting.

- (1)** The voting body of the Annual Convention shall consist of those elected county officers who are duly registered at the convention.
- (2)** Each registered elected county officer shall be entitled to cast a vote; however, no county may cast more than 11 votes.
- (3)** Recognized elected county officers include:
 - County Assessor
 - County Attorney/District Attorney
 - County Auditor
 - County Clerk
 - County Commissioner/County Council member
 - County Executive
 - County Recorder
 - County Sheriff
 - County Surveyor
 - County Treasurer
- (4)** A maximum of three votes shall be allowed to each county from its legislative body; however, in those counties having an optional form of county government with an elected county executive, the elected county executive shall have one vote and the county legislative body shall have two votes.

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 (10) 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 in the discretion of the Executive Committee:
Joint Highway Committee, Natural Resource Oversight Committee, Reserve Policy Committee, and Public Lands 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 chairman 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 chairman and the UAC Executive Committee members.
- (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 chairmanship of any committee.

a. Budget Committee.

- (1)** The Budget Committee shall consist of five (5) members including the First Vice President, who shall be the chairman, 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 chair person of the legislative committee of each elective office within counties as listed in Article IX, Section 1b(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 the remaining members shall be 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.

- (1) 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 (4) members at least one of which shall be a county auditor.
- (2) The Audit Committee shall review the financial records, accounts and the 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 (5) 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.

- (1) The Nominating Committee shall consist of seven (7) members including the UAC Secretary, who shall serve as the committee chair.
- (2) The Nominating Committee shall submit a report to the Board of Directors before September 30 of each year listing at least one nominee

for the office of President, one nominee for the office of First Vice President, two nominees for the office of Second Vice President, and two nominees for the office of Secretary.

- (3)** The Nominating Committee shall attempt to maintain balance in nominations by:
 - (a)** alternating the elected offices of commissioners/council members, county executives, and other affiliates;
 - (b)** alternating first and second class counties, and third through sixth class counties.

- (4)** The Nominating Committee shall consider time in office, experience, and qualifications of members considered for nomination.

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;
 - ii.** Five local mental health and substance abuse authorities selected by the UAC Board, 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 inter-local agreement;
 3. A local authority providing services through a private non-profit entity;
 4. A representative of a primarily urban local authority;
 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, who have connection with and 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 UAC 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 chairman 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.

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ARTICLE XV. AMENDMENTS.

The provisions of these Bylaws may be amended at any Association Annual Convention or special meeting called for that purpose by a two-thirds vote of the elected county officers present and voting thereon, 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 sixty (60) 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 Association's Members and, upon a motion by _____ and seconded by _____, were approved by a vote of the Members at a duly noticed meeting of the Members on _____, 2016.

President

Secretary

UAC Bylaws Adopted November 12, 1997
Changes Adopted August 22, 1997
Amendment Adopted November 13, 1998
Changes Adopted November 1999
Amendment Adopted October 2001
Amendment Adopted April 10, 2002
Standing Committees Proposed April 2003
Conflict of Interest Language Proposed June 2004
Budget Committee Language Change Proposed June 2004
Nominations committee language modified 2007
UBHN committee language modified 2007

Nominating committee report deadline changed 2010
Executive Director re-designated as CEO 2012
Committee changes 2012
Article VI amended to reflect replacement of candidates and nominations process 2014
Amended and Restated Bylaws _____, 2016

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