

# **ASHLEY VALLEY SEWER MANGEMENT BOARD**

## **BY-LAWS**

Adopted  
October 9, 2006

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## **ARTICLE I**

### **NAME:**

The name of this organization shall be the Ashley Valley Sewer Management Board, hereinafter sometimes referred to as the "Management Board" or the "Board." The three (3) parties that created the Management Board shall be referred to herein at times as the "Public Agencies."

## **ARTICLE II**

### **LEGAL STATUS:**

The Ashley Valley Sewer Management Board is a legal and administrative entity established by Vernal City, the Ashley Valley Water & Sewer Improvement District, and the Maeser Water Improvement District, by authority of the Interlocal Cooperation Act as set forth in Chapter 13 of Title 11, Utah Code Annotated, 1953, as amended.

## **ARTICLE III**

### **DUTIES AND RESPONSIBILITIES AND POWERS:**

- A. The Ashley Valley Sewer Management Board shall own, acquire, construct, operate, maintain and repair or cause to be constructed, operated, maintained and repaired any facilities or improvements which are related to or necessary or convenient to establish the purposes for which it is created, that is of providing sewer treatment services to the people of the Ashley Valley.
- B. The Management Board shall have the power to borrow money or incur indebtedness, issue revenue bonds or notes for the purposes for which it was created, assign, pledge or otherwise convey as security

for the payment of any bonded indebtedness, the revenues and receipts from such facility, improvement or service.

- C. The Management Board shall have the power and is authorized to render services or acquire facilities for improvement in excess of those required to meet the needs or requirements of the Public Agencies who are parties to this Agreement if it is determined to be necessary to accomplish the purpose and realize the benefits for which it is organized.
- D. The Management Board is authorized to hire employees, agents, and representatives, purchase, contract for, lease or otherwise deal in and with real or personal property, to apply for or obtain the necessary licenses, permits, or consents from all government entities or other persons necessary to carry on and conduct the activity of providing sewer treatment service for the people of the Ashley Valley and to do all other things reasonably necessary to accomplish the purpose for which it is created.

**ARTICLE IV**  
**MEMBERSHIP:**

A. Qualifications. All members of the Ashley Valley Sewer Management Board shall be holders of elective office of the governing body of their respective Public Agencies.

B. Appointment. All members of the Ashley Valley Sewer Management Board shall be appointed by the governing body of their respective Public Agency and serve at the pleasure of the governing body of that Public Agency.

C. Term of Appointment. The governing body of their respective Public Agency shall establish the term of appointment for each member of the Board.

D. Number of Members. The Ashley Valley Sewer Management Board shall be composed of six (6) members: two (2) members from the Vernal City Council, two (2) members from the Ashley Valley Water & Sewer Improvement District Board of Trustees, and two (2) members from the Maeser Water Improvement District Board of Trustees.

E. Termination and Removal.

1. Any member of the Management Board may resign by giving written notice to the Public Agency that he or she represents on the Management Board.
2. Any member of the Management Board may be removed from the Board by the governing body of the Public Agency, which he or she represents.
3. A member's term on the Management Board will automatically terminate at the time he or she leaves office in the Public Agency, which he or she represents.

**ARTICLE V**  
**OFFICERS:**

A. Election and Term of Office.

1. The officers of the Board shall be elected annually at the annual meeting of the Board.
2. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is possible.
3. Each officer shall hold office for a term of one (1) year, or until his or her successor has been duly elected and qualifies, or until his or her death, or until he or she resigns or is removed in the manner hereinafter provided.

4. In no event shall a member of the Board continue as an officer of the Board after his or her term of appointment on the Board has ended.

B. Removal. Any officer of the Board may be removed from office by majority vote of the entire Board (4 votes) whenever in its judgment the best interest of the Board would be served thereby, but in no event shall such removal be made without just cause or without giving the officer reasonable opportunity to justify the questioned actions.

C. Chairperson.

1. The Ashley Valley Sewer Management Board shall elect from its members a Chairperson.

2. The Chairperson shall have general powers to carry out the policy and objectives of the Management Board established by the Interlocal Agreement and by these Bylaws.

3. The Chairperson shall call and preside at all meetings of the Board and shall be an ex-officio member of all committees.

4. The Chairperson shall make an annual report to the members of the Board at the annual meeting.

5. The Chairperson shall prepare the order of business for all meetings with due regard to expediting the business for all meetings and including therein any matters which may be ordered by the Management Board.

6. The Chairperson shall also have such other and further duties as may from time to time be established by the Management Board.

D. Vice-Chairperson.

1. The Vice-Chairperson of the Management Board shall be elected from the members of the Board at the same time and in the same manner as prescribed for the election of the Chairperson.
2. During the absence or inability of the Chairperson to act, the Vice-Chairperson shall perform the duties and exercise the powers of the Chairperson.

E. Treasurer.

1. The Treasurer of the Management Board shall be elected from the members of the Board at the same time and in the same manner as prescribed for the election of the Chairperson and Vice-Chairperson.
2. The Treasurer shall be the custodian of and shall faithfully keep all records of the Board.
3. The Treasurer shall perform such duties as may be generally attributable to the office of Treasurer.
4. The Treasurer shall be a bondable person, duty of signing checks, and attesting to all minutes and business of the Management Board.

F. Secretary.

1. The Secretary shall be an hourly employee to serve for an indeterminate amount of time.
2. The Secretary's duties shall be to keep a faithful, correct and full record of the minutes of the Management Board.
3. The Secretary shall be responsible for the giving of all notices and attend to all correspondence that may be ordered by the Board or by the Chairperson.

4. The Secretary shall perform such duties as may be generally attributable to the office of Secretary.
5. The Secretary shall keep an official record of members' attendance at Board meetings.

**ARTICLE VI**  
**VOTING:**

- A. Each member of the Board shall be entitled to one (1) vote on matters that come before the Management Board for decision.
- B. All issues shall be decided by a majority vote of the members present, except that no decision shall be valid unless a quorum and at least one (1) member from each Public Agency is present at the time of the vote.
- C. Tie votes.
  1. In the event of a tie vote by the members of the Board on any matter coming before it, in the absence of an alternative motion resolving the tie vote, the matter shall be decided by allowing each of the Public Agencies one (1) vote on the matter.
    - a. If both representatives of the Public Agency are in agreement on the matter, they may cast the single vote of their agency without taking the matter to the governing body of their Public Agency for decision.
    - b. When the two (2) representatives of Public Agency cannot agree on the vote, they shall present the matter to the governing body of the Public Agency they represent. The governing body of the Public Agency shall then determine by majority vote how its vote on the motion resulting in the tie vote before the Board shall be cast. The vote on the motion by the governing entity shall be binding on its representatives to the Management Board.

2. When the Management Board convenes to break the deadlock, the single vote on the motion allowed each Public Agency should be cast or conveyed by the representatives of each Public Agency.

**ARTICLE VII**  
**QUORUM:**

- A. A quorum for the transaction of business at any meeting shall consist of not less than four (4) members of the Management Board and must include at least one (1) member from each Public Agency.
- B. All members of the Board shall be required to attend a minimum of 75% of the Board meetings and committee meetings unless excused. Unexcused absence at more than 25% of the Board meetings shall be noted by the secretary and brought to the attention of the Chairperson. The Chairperson shall thereafter submit a request to the governing body of the Public Agency, which the non-attending represents for appointment of a new member.

**ARTICLE VIII**  
**REGULAR MEETINGS:**

- A. Regular meeting of the Management Board shall be held once a month on the second Monday of the month. The Management Board shall determine the time and place of the regular monthly meeting.
- B. Order of Business. The agenda for regular meetings shall be as follows:
  1. Call Meeting to Order
  2. Presentation and approval of minutes of the last regular meeting and any special meetings.
  3. Engineer's Report
  4. Manager Report and New Business
  5. Reports from Special Committees

6. Approval of Monthly Bills
7. Adjourn Meeting

**ARTICLE IX**  
**ANNUAL MEETINGS:**

- A. An annual meeting of the Board shall be held each year in the month of January on a date set by the Management Board.
- B. The members of the governing body of each Public Agency who are parties to this agreement shall attend the annual meeting.
- C. The purpose of the annual meeting without limitation shall be to receive a full report of current activities of the Management Board and to receive an additional report regarding the budget of the Management Board and financial transactions conducted during the past year.
- D. Elections of officers for the coming year shall also be held at the annual meeting.
- E. Order of Business. The agenda at annual meetings of the Management Board shall be as follows:
  1. Annual Meeting Called to Order
  2. Presentation and approval of minutes of last annual meeting.
  3. Presentation of the annual report by the Chairperson.
  4. Report or standing of Special Committees
  5. Transaction of other business that properly may be brought before the meeting.
  6. Election of a Chairperson, Vice-Chairperson and Treasurer and other such officers as are necessary.
  7. Adjourn Meeting.

**ARTICLE X**  
**SPECIAL MEETING:**

- A. A special meeting may be called at any time by the Chairperson or by any two (2) members of the Management Board.
- B. Such call shall be made by mail, personal visit, or by telephone, and shall state the purpose for which the special meeting is called.
- C. All members of the Board must receive notice of the special meeting not less than 48 hours in advance of the date and time for which the meeting is called.
- D. No business shall be transacted at the meeting except that stated in the notice calling the special meeting.
- E. Order of Business. The order of business at special meetings shall be as follows:
  - 1. Call to order.
  - 2. Reading of the official call of the meeting.
  - 3. Transaction of the business for which the meeting is called.
  - 4. Adjourn Meeting.

**ARTICLE XI**  
**COMPENSATION:**

Latest amendment adopted December 12, 2005 (see attached)

- A. Members of the Management Board shall receive a stipend of \$25.00 each for each meeting attended not to exceed \$50.00 per month.
- B. The Chairperson of the Board shall receive an additional \$15.00 per month stipend.
- C. For the purpose of this Article, a member shall be considered in attendance at any meeting, which he or she misses while performing or engaging in other Management Board business, which necessarily results in his or her absence from the meeting.

- D. An absent member shall also be considered in attendance at any meeting for which he or she was not given at least 48 hours advance notice.
- E. The secretary and other employees of the Management Board shall be compensated according to a schedule approved by the Board.

**ARTICLE XII**  
**COMMITTEES:**

The Chairperson, subject to approval of the Board, shall appoint the members of all committees. Each committee shall be made up of a minimum of two (2) members, with each member from a different Public Agency. All proposals and recommendations of committees are advisory. Any proposals or recommendations of committees must be approved by official action of the Management Board.

A. Executive Committee

- 1. An executive committee is hereby established.
- 2. The committee shall consist of three (3) members of the Board and a secretary.
- 3. The Chairperson of the Board shall serve as Chairperson of the executive committee.
- 4. The executive committee shall meet as often as it determines necessary to carry out its responsibilities.

B. Budget Committee

- 1. A budget committee is hereby established.
- 2. The budget committee shall consist of two (2) members.
- 3. The Management Board shall select the chairperson of the budget committee from among the members of the committee.
- 4. The budget committee shall prepare a complete budget for the Board in conjunction with the Board's General Manager, on a year-to-year basis, setting forth specifically projected expenditures and

revenue requirements. It shall also set out the proposed amount assessed to each Public Agency represented on the Board, and the date on which such an amount is to be paid.

5. The budget committee must present its preliminary budget for the upcoming calendar year to the Board no later than the first meeting in October of each year.
6. The budget committee shall present the proposed final budget for the upcoming calendar year to the Board no later than the first meeting in December of each year.
7. The budget committee shall have such other powers, duties and responsibilities as may from time to time be established by the Management Board.

C. Personnel Committee

1. A Personnel Committee is hereby established.
2. The Personnel Committee shall consist of two (2) members of the Board.
3. The personnel committee shall recommend a personnel policy and safety policy for the employees of the Management Board in accordance with the rules and regulations established by the State of Utah, and any annual updates thereto to the Management Board.
4. The personnel committee shall handle disputes between hourly employees, salary employees and members of the Management Board to the extent provided by policy.
5. The personnel committee shall have such other powers, duties and responsibilities as may from time to time be established by the Management Board.

D. Operations Committee

1. An Operations Committee is hereby established.
2. The Operation Committee shall consist of two (2) members of the Board.

3. The Operations Committee shall work closely with the General Manager of the Board to determine the operational requirements for future expansion and regulatory requirements established by the State of Utah.
4. The Operation Committee shall have such other powers, duties and responsibilities as may from time to time be established by the Management Board.

### **ARTICLE XIII**

#### **EXPENITURES AND BUDGET:**

- A. The Management Board shall operate, budget and keep its books and financial records on a calendar year basis.
- B. The Management Board shall establish and submit to each Public Agency its preliminary budget for the upcoming year on or before December 16 of each year.
- C. All proposals for expenditures of funds must be in writing. Sufficient copies must be provided to allow each member of the Board a personal copy. A copy of each expenditure proposal shall be made available to each member at least one (1) day before the meeting at which the vote on the proposed expenditure takes place.
- D. Any written proposal for an expenditure of \$500.00 or more must identify with particularity what the money will be used for, and how the expenditure will benefit or further the purposes for which the Management Board is established.
- E. All checks or drafts issued which expend Management Board funds or assets shall bear two (2) signatures, of the Chairperson, Vice-Chairperson, or Treasurer of the Management Board. These officers are charged with the duty of ensuring that all disbursements are in accordance with these Bylaws and the officially adopted policies and practices of the Management Board.

- F. No funds may be expended for any purpose without the approval of a majority of the Management Board. The Management Board may expend specific items listed in the annual budget and approved therein by the Management Board in accordance with the budget without further consideration or approval.

#### **ARTICLE XIV**

##### **ALTERNATE MEMBERS:**

- A. The governing body of any member Public Agency may select one person to be an alternate of the Management Board.
- B. The alternate member shall have the same qualifications as members of the Board.
- C. If a Public Agency has appointed an alternate member, that person may represent the Public Agency in place of an absent member from that agency on the Board.
- D. When filling in for an absent member, the alternate shall have the same power and right to vote and participate in deliberations as a regular member.
- E. An alternate filling in for a member of the Management Board who is currently as officer, (i.e. Chairperson) of the Board, shall not exercise the power or responsibilities of the office, but may act only in the capacity of a regular member.
- F. Compensation for an alternate member shall be at the option of, and shall be payable by, the Public Agency appointing the alternate.

## **ARTIVCLE XV**

### **AMENDMENTS:**

- A. Any proposed amendments or other changes to these Bylaws must be submitted in writing to all members of the Board at least two (2) weeks prior to the Board meeting in which they will be considered and voted upon.
- B. The Management Board may vote upon no amendment until all the members of the Board have had at least two (2) weeks to consider the proposed changes.
- C. Amendments of these Bylaws will become effective upon the favorable vote of a 2/3<sup>rd</sup> majority of the Management Board.
- D. These Bylaws shall become effective immediately upon approval of a 2/3<sup>rd</sup> majority of the Management Board.