



**MOUNTAIN REGIONAL WATER DISTRICT**

# **SPECIAL SERVICE DISTRICT of Summit County**

## **By-Laws**

*Adopted March 30, 2005*

**Amended \_\_\_\_\_, 2017**

Prepared By  
The Administrative Staff of  
Mountain Regional Water Special Service District

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# Mountain Regional Water Special Service District

## By-Laws

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## **SECTION 1.0 Definitions**

- 1.1 BOARD:** The Mountain Regional Water Special Service District Administrative Control Board.
- 1.2 COUNTY:** Summit County, Utah.
- 1.3 COUNTY COUNCIL:** The legislative body of Summit County.
- 1.4 DISTRICT:** The Mountain Regional Water Special Service District.
- 1.5 DISTRICT CLERK:** The General Manager of the District who shall record and safeguard all minutes of the Board and act as the secretary to the District in accordance with Summit County Code §2-9-11(B).
- 1.6 DISTRICT TREASURER:** The Chief Financial Officer of the District who shall cosign all checks and other disbursements on behalf of the District and to provide recommendations to the Board regarding the collection of revenues, disbursements of funds for expenses, and the custody of funds that comply with state law and sound accounting controls in accordance with Summit County Code §2-9-11(C).
- 1.7 GOVERNING BOARD:** The Summit County Council, otherwise referred to as the "County Council".
- 1.8 OWNERS:** The owners of property within the boundaries of the Mountain Regional Water Special Service District. (Ord. 749-A, 12-15-2010).
- 1.9 PERSONNEL DIRECTOR:** The person designated by Summit County to maintain appropriate personnel records, review personnel policy, negotiate insurance, review wage scale and job descriptions and handle general personnel problems.

## **SECTION 2.0 Introduction**

### **2.1 TITLE**

This Document shall be known as the By-Laws of Mountain Regional Water Special Service District ("District").

### **2.2 STATEMENT of PURPOSE**

The District was organized as a regional water agency to develop a water system within its service area. Its mission is to be a pro-active and transparent public water utility, focused on quality, technology, efficiency, fiscal responsibility, the environment, and sustainability – with quality service values, and a realistic vision for the future.

The District develops and maintains positive and effective relationships with its customers, and with government and regulatory entities, in acquiring and protecting water rights, and in cooperatively developing facilities with other entities to meet the water needs of the District's service area.

The District participates in the development of public water policy, the dissemination of water-related information, the effective application of technology, and promotion of prudent water use.

### **2.3 ADMINISTRATIVE CONTROL BOARD**

The District shall be governed by an Administrative Control Board ("Board") which shall manage and conduct the business and affairs of the District in accordance with its delegated powers from the County Council, acting as the Governing Board of the District. All powers of the District are exercised through the Board or County Council in accordance with the law.

### **2.4 DISTRICT GOVERNMENT VESTED IN THE BOARD AND GENERAL MANAGER**

- A. District government is vested in the Board. The Board shall recommend a General Manager to County Council for appointment by the Council.
- B. The Board, composed of five (5) to seven (7) members appointed by the County Council, constitutes the policy-making body of the District.
- C. The General Manager and the subordinate managers and employees will execute the will of the Board and County Council as expressed by policy and direction.

### **2.5 FUNCTIONS OF THE BOARD**

- A. The Board passes resolutions and policies. The Board recommends budgets, fees, and assessments to the County Council for approval, and performs such other duties and responsibilities as are required of it or otherwise allowed by law.
- B. The Board establishes policy through broad general policy directives and general task assignments of a goal-oriented nature.
- C. The Board reviews the General Manager's performance and determines his/her compensation annually.
- D. In every case, the will of the Board shall be expressed by a majority vote of a quorum of the Board. No statement or act of any individual member of the Board shall be viewed as the will of the Board.

- E. The Board will review this document periodically to ensure that it is pertinent and current.

**2.6 LIMITATIONS OF ACTIONS AND AUTHORITY OF THE BOARD**

- A. Individual Board members shall not give orders to any staff member or the General Manager, either publicly or privately, but may make suggestions and recommendations to the General Manager.
- B. Nothing in this section shall prevent a majority of a quorum of the Board from appointing committees of its own members to conduct investigations into the conduct of any employee, or department of the District, or any matter relating to the welfare of the District, and delegating to these committees such powers of inquiry as the Board may deem necessary.

## **SECTION 3.0 Board Members**

### **3.1 QUALIFICATIONS FOR APPOINTED BOARD MEMBERS**

- A. The Board will be comprised of persons who must be electors of the district, as that term is defined in state law.
- B. Oath of Office. Before entering upon the duties of office, each Board member shall take and subscribe to the following oath or affirmation: "I do solemnly swear (or affirm) that I will support, obey and defend the Constitution of the United States and the Constitution of this State, and that I will discharge the duties of my office with fidelity."

### **3.2 NUMBER AND APPOINTMENT**

- A. Authorized Number. The Board shall consist of five (5) to seven (7) persons. This number may change as authorized by the County Council.
- B. Actual Number. The actual number of Board members and the representation and vote of each shall be established by the County Council.
- C. Appointments. Each Board member shall be appointed by the County Council from qualified electors of the District, as defined in state law.

### **3.3 TERM OF OFFICE**

- A. The term of each member of the Board shall begin at noon on the first day of January following the member's appointment.
- B. The term of each member of the Board shall be four years, with the first Board members serving staggered terms of two and four years.
- C. Each Board member shall serve until a successor is duly appointed and qualified, unless the member is removed from office or resigns or otherwise leaves office.
- D. Each Board member may serve a maximum of three (3) terms, unless additional terms are approved by the County Council.

### **3.4 VACANCIES ON BOARD**

- A. Events Creating Vacancies. A vacancy in a Board member's term of office shall be deemed to exist in the case of death, resignation, disqualification of the Board member, removal of the Board member with or without cause by a majority vote of the County Council, or if a Board member has been declared of unsound mind by order of a court, or if a Board member has been convicted of a felony.
- B. Notice. Whenever a vacancy occurs on the Board, a replacement to serve out the unexpired term shall be appointed by the County Council. Upon vacancy, and at least 90 days before expiration of a Board member's term, the District Clerk shall give written notice to the County Council.

### **3.5 FIDELITY BONDS FOR BOARD MEMBERS**

Each member of the Board shall give a corporate surety bond, at the expense of the District, in the amount and with sureties prescribed by state law, conditioned upon the faithful performance of his/her respective duties.

### **3.6 BOARD STRUCTURE**

The Board shall consist of a Chair of the Board, and a Vice Chair of the Board. The General Manager shall be the District Clerk, and the Chief Financial Officer shall be the District Treasurer. The Board may establish other offices from time to time.

### **3.7 QUALIFICATIONS; ELECTION AND TERM OF OFFICE**

- A. Election. At the Annual Meeting held each March, the Board shall elect one of its members as Chair of the Board, and elect another of its members as Vice Chair of the Board. The Board shall also elect a Finance Committee Chair.
- B. Term. The officers shall serve until the next Annual Meeting.

### **3.8 NOMINATIONS OF OFFICERS**

Nominations from the floor shall be made at the Annual Meeting.

### **3.9 RESIGNATION**

Any officer may resign at any time by giving verbal or written notice to the Board or to the District Clerk. Any resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified in the notice, acceptance of the resignation shall not be necessary to make it effective.

### **3.10 REMOVAL**

Any officer elected by the Board may be removed from that office (but not from the Board) by a majority vote of the Board whenever in its judgment the best interests of the District would be served.

### **3.11 VACANCIES IN OFFICES**

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the County Council for the unexpired portion of the officer's term.

### **3.12 DUTIES OF CHAIR OF THE BOARD**

The Chair of the Board shall:

- A. Preside at all meetings of the Board. The Board shall meet at least quarterly, but may meet more often as the Board deems necessary.
- B. The Chair of the Board shall have the power and authority to convene meetings in accordance with the Utah open and public meetings act and conduct such business as is necessary to fulfill the duties of the Board. (Ord. 749-A, 12-15-2010)
- C. The Chair of the Board may execute on behalf of the District:
  - 1. Board resolutions.

2. All agreements which sell, lease, encumber, alienate or otherwise dispose of water works, water systems, and sources of water supply for any beneficial use within or without the District in accordance with its delegated powers.
  3. Agreements with the United States, State of Utah, or any other governmental entity, department or political subdivision in accordance with its delegated powers, unless delegated in writing to the General Manager by the Chair or otherwise allowed by law.
  4. Agreements specifically authorized and directed by the County Council.
  5. Real estate leases, and all deeds and conveyance documents in which the District is a grantor of any interest.
  6. All other contracts and agreements specifically required by applicable law which are in accordance with its delegated powers.
- D. Attend and, if appropriate, preside at ceremonial activities (including, but not limited to, ribbon-cuttings, open houses, receptions) in which ceremonial representation is needed or sought.
  - E. Be a spokesperson for the Board, unless the Board directs otherwise. When the Chair acts as spokesperson for the District, he/she should speak for the majority of the Board. When the Chair is speaking for himself or in his/her capacity as an individual member of the Board, he/she should clearly identify that limited capacity.
  - F. Represent the will of the Board.

### **3.13 DUTIES OF THE VICE CHAIR OF THE BOARD**

- A. The Vice Chair shall act only in cases of the inability or refusal to act or in the absence of the Chair and shall assume those powers and duties granted the Chair. The determination as to the inability or refusal to act shall be made by a vote of the Board.
- B. The Chair may request any member of the Board to represent the District outside of the Board meetings. When no designee is appointed by the Chair, the Vice Chair shall represent the District.
- C. If no member of the Board is able to represent the Chair (other than in official Board meetings) the General Manager or his/her designated staff member shall do so.

### **3.14 SUCCESSION OF AUTHORITY**

In the event that the offices of Chair and Vice Chair are vacant or the individuals occupying these offices are absent or otherwise unavailable, the senior member of the Board, in terms of length of continuous service on the Board, shall serve as Acting Chair of the Board, with all the power and authority of the Chair.

### **3.15 DUTIES OF THE CLERK**

- A. The General Manager shall be the District Clerk.
- B. The Clerk shall be custodian of the records of the District and of its seal; shall cause minutes of all meetings of the Board to be kept; shall assist the Board in such particulars as it may direct in the performance of its duties; and shall perform those duties authorized by the District's Bylaws.



- C. The Clerk shall attest, under the seal of the District, all certified copies of the official records and files of the District.
- D. The General Manager may appoint an Assistant Clerk to function in the absence of the Clerk with all the power and authority of the Clerk.
- E. The Clerk shall countersign all disbursement checks and approve all payroll payments.

### **3.16 DUTIES OF THE TREASURER**

- A. The Chief Financial Officer shall be the District Treasurer.
- B. The Treasurer shall be custodian of all money, bonds, or other securities of the District.
- C. The Treasurer shall determine the cash requirements of the District and provide for the deposit and investment of all money.
- D. The Treasurer shall receive all public funds and money payable to the District within three business days after collection, including all taxes, licenses, fines, and intergovernmental revenue, and keep an accurate, detailed account of those funds and money as required by law and as directed by the Board.
- E. The Treasurer shall collect all special taxes and assessments as provided by law and ordinance.
- F. The Treasurer shall give or cause to be given to every person paying money to the District Treasury a receipt or other evidence of payment, specifying, as appropriate, the date of payment and upon which account paid, and shall file the duplicate of the receipt.
- G. The Treasurer shall sign all checks. Prior to affixing the signature, the Treasurer shall determine that a sufficient amount is on deposit in the appropriate bank account of the District to honor the check.
- H. The Treasurer shall promptly deposit all District funds in the appropriate bank accounts of the District. District funds shall not be commingled with funds of another person or entity.
- I. The Treasurer shall be responsible for monitoring expenditures during the fiscal year.
- J. If the Treasurer, or any other employee or officer of the District, is using District funds for personal profit or for any purpose not authorized by law, that person shall be subject to dismissal.
- K. The General Manager may appoint an Assistant Treasurer to function in the absence of the Treasurer with all the power and authority of the Treasurer.

### **3.17 BONDS**

The Treasurer shall furnish corporate surety bonds, at the expense of the District, in amount and form required by state law.

### **3.18 POWER VESTED IN THE BOARD**

The Board shall exercise and control or authorize the exercise and control of all the business and affairs of the District, subject to the limitations of the then current Governing Ordinance for the District outlining its duties and responsibilities, this document, the State Constitution, and other laws of the State and the County.

### **3.19 FORMATION OF COMMITTEES**

The Board may form committees composed of its own members for such purposes as it deems appropriate.

### **3.20 COMMITTEES OF THE BOARD**

- A. Appointment of Committees. The Board may, by resolution, establish one or more committees to serve at the pleasure of the Board. The Board may assign the committees such tasks as the Board may determine and delegate to any committee any of the powers and authority of the Board to transact any of the business and affairs of the Board.
- B. Appointment of Committee Members. The Chair of the Board shall appoint the members of the various committees and shall designate the chair of each committee, subject to approval by the Board. Members of committees shall be members of the Board.
- C. Meetings of Committees. Meetings of committees shall be held at such time and place as a majority of the members of the individual committees shall determine. Notice of committee meetings shall be given to all Board members in a timely fashion and the meetings shall be noticed as required by law. The committee chair or his/her designated replacement shall conduct all meetings of the committee.
- D. Committee Reports. Committee reports shall be made to the Board when appropriate.

### **3.21 STANDING COMMITTEES**

- A. Finance Committee. The Finance Committee shall be a standing committee comprised of the entire membership of the Board. The Finance Committee Chair shall: (a) preside at meetings of the Finance Committee; (b) review the District's budget with the General Manager; and (c) review the District's annual audit with the General Manager. The powers of the Finance Committee shall include: (a) review of the District's budget preparation; (b) review of the annual audit; and (c) other duties assigned by the Board.
- B. Conservation Committee. The Conservation Committee shall be a standing committee comprised of the entire membership of the Board. The powers of the Conservation Committee shall include: (a) review of the District's conservation activities; and (b) other duties assigned by the Board. The Conservation Committee Chair shall (a) preside at meetings of the Conservation Committee; and (b) review the District's conservation activities with the General Manager.
- C. Personnel Committee. The Personnel Committee shall be comprised of up to three (3) members of the Board and the Personnel Director. The number of Board members appointed shall be dictated by the number of Board members and shall not constitute a quorum of the Board. The Personnel Committee shall have an advisory role to review policies and procedures, job descriptions, grievances and other items of personnel nature.

### **3.22 COMPENSATION**

- A. As determined by the County Council, a member of the Board may receive per diem compensation for attendance at up to 12 meetings or activities per year related to District business. Attendance shall be in person or via electronic communication. The amount of per diem is limited to the maximum amount established by the County for policy boards, advisory boards, councils, or committees within state government.

- B. In addition to any other compensation a member receives, each member of the Board shall be reimbursed by the District for all actual and necessary expenses incurred in performing the member's official duties consistent with County policy.

**3.23 TRAINING**

- A. Each member of the Board should, within one year after taking office, complete the training described in UCA, Section 17B-1-312 as amended.
- B. The District shall compensate each member of the Board up to \$100 per day for each day of training described in Section 3.23.A that the member completes. The per diem amount is in addition to all other amounts of compensation and expense reimbursement authorized by law or by the District's Administrative Policies.
- C. The District shall not pay compensation under Section 3.23.B to any member of the Board more than once per year.

## **SECTION 4.0 District Administration**

### **4.1 STRUCTURE OF DISTRICT ADMINISTRATION**

- A. The District administration consists of the General Manager and subordinate department managers.
- B. Each department manager shall have such authority as is necessary to enable him/her to carry out duties and responsibilities assigned to him/her by this document or by direction of the General Manager. The designation of a duty or responsibility shall constitute such authority as is necessary to affect the duty or responsibility so imposed.
- C. The General Manager may direct any department to furnish another department with service, labor, and/or materials.

### **4.2 FIDELITY BONDS**

All appointed department managers as hereinafter designated below shall, before assuming the duties of office, be bonded with corporate sureties for the faithful performance of the duties of their offices and the payment of all monies received by such officers. A blanket bond or separate bonds may be obtained. The bond premiums shall be paid by the District, and be in the minimum amount as determined by rule of the State Money Management Council, Rule 4 for public treasurers.

### **4.3 GENERAL MANAGER POSITION**

Pursuant to Summit County Code §2-9-11(A), the position of General Manager was created.

### **4.4 ADMINISTRATIVE POWERS VESTED IN GENERAL MANAGER**

Consistent with Summit County Code §2-9-11(A), the General Manager shall be the chief executive officer of the District. The administrative powers of the District are vested in and exercised by the General Manager and his/her employees in accordance with the delegated powers from the County Council.

### **4.5 APPOINTMENT OF GENERAL MANAGER**

The Board, by a majority vote of its full membership, shall recommend to the County Council a General Manager for appointment by the County Council. The General Manager shall be appointed solely on the basis of his/her ability, integrity and prior experience relating to the duties of the office, including but not limited to, abilities of public administration and leadership; and shall possess managerial capabilities as in the opinion of the Board and County Council befit him/her to provide professional direction to the District. The County Council shall maintain the authority to hire and discharge the General Manager. The General Manager shall:

- A. Faithfully execute and enforce all applicable laws, rules and regulations, and see that all franchises, leases, permits, contracts, licenses and privileges granted by the District are observed.
- B. Carry out the policies and programs established by the Board and County Council.
- C. Appoint a qualified person as Chief Engineer and a qualified person as Chief Financial Officer. Recommend the creation of any other department managers or Assistant General Managers as may be deemed necessary for the good government of the District; and regulate and prescribe the powers and duties of all managers of the District except as provided by law.

- D. Examine and inspect the books, records, and official papers of any office, department, agency, board of the District, and make investigations and require reports from personnel.
- E. Appoint, subject to the provisions of this document and the Governing Ordinance, all other employees.
- F. Suspend or remove all department managers with approval of the Board and according to established laws and procedures.
- G. Suspend or remove all other employees with approval of the Board and according to established laws and procedures.
- H. Establish standards, qualifications, criteria and procedures to govern the appointments by department managers of all employees within their respective departments, subject to any applicable provisions of the Personnel Policies, the Governing Ordinance, and these Bylaws.
- I. Submit plans and programs relating to the development and needs of the District, and annual or special reports concerning the financial, administrative and operational activities of the District, to the Board.
- J. Attend all applicable meetings of the County Council and Board and take part in its discussions and deliberations.
- K. Recommend to the Board for adoption such measures as he/she deems necessary or expedient.
- L. Act as the District Clerk.
- M. Direct the Chief Financial Officer to prepare a financial estimate of the annual budget and advise the Board of the financial condition and needs of the District.
- N. Notify the Board of any emergency existing in any department.
- O. Coordinate all District departments.
- P. Schedule and cause notice to be published of public hearings before the Board as required by law, including, but not limited to:
  - 1. Tax rate hearings.
  - 1. Adoption of or amendment to District budgets.
  - 2. Rates, fees and assessments.
- Q. Execute such contracts as are necessary for the good order and functioning of the District, provided the expenditures pursuant to such contracts are within approved budgets, as adopted by the Board, and subject to the limits established in the District Procurement Policy.
- R. Implement and administer a plan, as approved by the Board and County Council, for the compensation of District employees.
- S. Approve expenditures made for official District business, provided such expenditures are within the approved budgets, and subject to the parameters of the current Governing Ordinance of the District.

- T. As District Clerk, countersign all District checks and approve all payroll expenses.
- U. Discharge any other duties specified by statute or designated by the Board or County Council.
- V. Develop, implement, and administer Personnel Policies as recommended by the Board and approved by the County Council.
- W. Execute contracts for easements, rights-of-way and/or well protection zones, provided any expenditure pursuant to such contracts do not exceed approved budgets for that specific purpose, and/or limits established in the District Procurement Policy, and that the District is a grantee of the interest(s) conveyed.

#### **4.7 SUPPLEMENTAL POWERS AND DUTIES**

In addition to the powers and duties enumerated in Section 4.6, the General Manager may:

- A. Designate himself or some other employee to perform the duties of any department or position under his/her control which is vacant or which lacks administration due to the absence or disability of the incumbent.
- B. Assign any employee of the District to any department requiring services appropriate to the personnel system classification of the employees so assigned.
- C. Investigate, examine or inquire into the affairs or operation of any department and when so authorized by the Board, he/she shall have power to employ consultants to aid in such investigations, examinations or inquiries.
- D. Examine all proposed contracts to which the District may be party.
- E. Authorize any employee to exercise any power or duty granted the General Manager.
- F. Execute contracts between the District and another governmental entity, subject to limitations of the District Procurement Policy, in which the parties have standardized the terms and conditions.

#### **4.8 WORKING TIME**

The General Manager shall devote his/her full attention to the performance of these duties and shall not engage in other outside employment without the consent of the Board and County Council.

#### **4.9 REMOVAL OF GENERAL MANAGER**

The General Manager serves at the pleasure of the Board and County Council. The Board may, at its pleasure, by majority vote, recommend to the County Council the removal of the General Manager. The General Manager is subject to terms of the Mountain Regional Water General Manager Employment Contract.

#### **4.10 SELECTION OF LEGAL COUNSEL**

The county attorney shall serve as the primary legal counsel to the district. Outside legal counsel may be retained with the approval of the county attorney. In accordance with UCA §17D-1-103(3), the District shall reimburse the county a reasonable amount for the use of the county attorney's services.

**4.11 DUTIES OF LEGAL COUNSEL**

Advise the District as requested and perform such other duties as assigned by the General Manager, Board or County Council.

**4.12 APPOINTMENT OF CHIEF ENGINEER**

The General Manager shall designate and appoint a qualified engineer to be the Chief Engineer.

**4.13 DUTIES OF CHIEF ENGINEER**

Act as the Chief Engineer and perform engineering work and project management work and such other duties as assigned by the General Manager.

**4.14 APPOINTMENT OF CHIEF FINANCIAL OFFICER**

The General Manager shall appoint a qualified person to be the Chief Financial Officer.

**4.15 DUTIES OF CHIEF FINANCIAL OFFICER**

- A. Act as the controller of the District and perform such other duties as assigned by the General Manager.
- B. The Chief Financial Officer shall act as the District Treasurer.

**4.16 POWERS AND DUTIES OF ASSISTANT GENERAL MANAGER(S)**

- A. An Assistant General Manager shall serve in the absence or incapacity of the General Manager, and shall assume those powers and duties granted the General Manager.
- B. In the event more than one Assistant General Manager is appointed, the Assistant General Manager with the greatest seniority in that position shall serve first.