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To: Summit County Council, Governing Body for the North Summit Fire Service District

From: Ryan P.C. Stack

Date: January 12, 2022

Re: North Summit Fire Service District – Administrative Control Board Bylaws

While working with the Administrative Control Board (“ACB”) for the North Summit Fire Service District in 2021, legal discovered that the ACB lacked a formal set of Bylaws. In early Fall of 2021, legal began working with the ACB on a draft set of Bylaws. The initial draft set of Bylaws was largely sourced from other Bylaws already in use by Administrative Control Boards at other Special Service Districts in Summit County (specifically Park City Fire Service District and Mountain Regional Water Special Service District) as well as Title 2, Chapter 25 of the Summit County Code, which pertains to the North Summit Fire Service District.

The ACB refined and developed a set of Bylaws during several meetings, and ultimately adopted a final set for recommendation to the Governing Body in October, 2021. The Fire Chief at the time was to present the Bylaws to the Governing Body at a future Council meeting, but did not do so. In December 2021, the ACB revisited its recommended (but unadopted) Bylaws for minor streamlining and language cleanup. The ACB then unanimously voted to recommend that December 2021 set of Bylaws to the Governing Body for formal adoption. Those Bylaws are attached for the Governing Body’s consideration.

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The Governing Body at this time may vote to either:

- (1) Approve and adopt the recommended Bylaws for the North Summit Fire Service District's Administrative Control Board,
- (2) Return the recommended Bylaws to the ACB for further revisions consistent with the Governing Body's direction, or
- (3) Continue the item to a future agenda to request additional information or allow the Governing Body additional time to consider the item.

NORTH SUMMIT FIRE SERVICE DISTRICT

Bylaws of the Administrative Control Board

Adopted January, 2022

ARTICLE I DEFINITIONS

- 1.1 “Board” means the voting membership of the Administrative Control Board (“ACB”) of the North Summit Fire Service District.
- 1.2 “Board Action” means an official vote or action of the Board Members.
- 1.3 “Board Member” means a member of the ACB of the North Summit Fire Service District.
- 1.4 “Clerk/Secretary” is the person appointed by the Board to record and safeguard all minutes of the Board and act as the secretary to the Board.
- 1.5 “County” means Summit County, Utah.
- 1.6 “County Council” refers to the legislative body of Summit County who is the Governing Body of the District.
- 1.7 “District” means the North Summit Fire Service District (“NSFSD”).
- 1.8 “Treasurer” is one of two Board Members designated and authorized to 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.
- 1.9 “Manager” is the Fire Chief of the NSFSD, as appointed by the County Council, who serves as its executive officer in accordance with Summit County Code Section 2-25-6.
- 1.10 “Officer” means the chair, vice-chair, and treasurer of the ACB.

ARTICLE II ADMINISTRATIVE CONTROL BOARD

- 2.1 The District shall be governed by an Administrative Control Board (“Board”) which shall manage and conduct the District’s business and affairs 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.

2.2 The Board shall be comprised of five (5) voting members, and is hereby constituted as set forth below:

2.2.1 Three (3) members shall be appointed by the Summit County Council.

2.2.2 One (1) member shall be appointed by the Coalville City Council.

2.2.3 One (1) member shall be appointed by the Henefer Town Council.

2.3 Qualifications: To be eligible for appointment as a voting member, each member of the Board shall:

2.4.1 Be a registered voter at the location of the member's residence.

2.4.2 Reside within the District boundaries.

2.4.3 Not be employed by the District, whether as an employee or under contract.

2.4 Functions of the Board

2.4.1 The Board shall exercise all powers and duties enumerated in Utah Code § 17D-1-103, except for those reserved to the County Council as Governing Body under Utah Code § 17D-1-301(4)(a) and Section 2-25-5(A) of the Summit County Code.

2.4.2 Manager prepares and proposes to the Board an annual budget in conformance with Utah Code § 17B-1-601 et seq, and the Board shall vote on a final budget recommendation to the County Council.

2.4.3 The Board passes resolutions and policies. The Board establishes policy through broad general policy directives and general task assignments of a goal-oriented nature.

2.4.4 The Board reviews the Manager's performance.

2.4.5 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.

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

2.5 Individual Board Members shall not give orders to any staff member of the District, either publicly or privately, but may ask for information from the Manager to be presented to the Board.

- 2.6 All members of the Board shall serve in accordance with Utah Code and Title 2, Chapter 25 of the Summit County Code.
- 2.7 The interests of the NSFSD are best served if a balance is achieved among Board Members. Such balance strives, if possible, to give representation to the following interests:
 - 2.7.1 Fire Service Background.
 - 2.7.2 Financial Background.
 - 2.7.3 Governance Background.
 - 2.7.4 One Commissioner representing Coalville.
 - 2.7.5 One Commissioner representing Henefer.

ARTICLE III TERM OF OFFICE

- 3.1 Except as provided below, the term of office for each appointed member of the Board shall be four (4) years.
- 3.2 Each Board Member's term shall begin at noon on the first Wednesday following the member's appointment.
- 3.3 Board Members shall serve until a successor is duly appointed, unless the member is removed from office or resigns.
- 3.4 Each Board Member may serve a maximum of three (3) appointed terms (Summit County Code 2-25-4).
- 3.5 Vacancies of the five (5) appointed members of the Board, created other than by expiration of term, shall be filled by either the appropriate municipality or the County Council for the unexpired term of the Board Member whose vacancy is filled. At the end of a Board Member's term, the position is considered vacant and the appropriate municipality or the County Council may either reappoint the old Board Member or appoint a new member after following the appointment procedures under Utah law. The County Council may remove a Board Member for cause at any time after a hearing and vote by two-thirds (2/3) of the County Council.

ARTICLE IV OFFICERS

- 4.1 The Board shall elect from among its members, a chair, vice-chair, and a treasurer who shall act as the Officers of the District. Elections shall be held at the first scheduled public

meeting in January and annual thereafter, except if the changing of a commission seat in mid-year necessitates a reassigning of officers and/or duties. The Board may elect to forgo the election of a clerk/secretary, choosing instead to appoint this position in which case it will not be considered an Officer of the District.

4.2 Chair

4.2.1 Conducts meetings.

4.2.2 Schedules public meetings and any or all special public meetings. Collaborates with the Manager to set ACB meeting agendas. The Chair shall have final say in determining whether an item is placed on an agenda.

4.2.3 Act as official spokesperson for the ACB to the public or designate such spokesperson.

4.2.4 Coordinates and follows through on projects and assignments of the Board.

4.2.5 Arranges for on-going dialogue and interaction with interfacing entities such as the County Council and other local town/city councils within the District, and other public entities for the purposes of information exchange, insight and analyzing future growth and development.

4.3 The Vice Chair shall act as Chair in the absence or at the direction of the same.

4.4 Clerk/Secretary

4.4.1 Attends Board meetings and keeps a record of the proceedings.

4.4.2 Maintains financial records.

4.4.3 Presents a financial report at least quarterly to the Board.

4.4.4 May be appointed by the ACB to serve a 4 year term which may be renewed upon further vote of the ACB. When appointed, the Clerk/Secretary is not an Officer or Board Member.

4.5 Treasurer

4.5.1 Primarily responsible for the funds and assets of the NSFSD and accountability for the same.

4.5.2 Reviews placement and status of NSFSD's monetary funds.

4.5.3 One of two Board Members on the NSFSD's operating account signature card.

4.6 Entire Board

4.6.1 Provides policy framework, sets vision/goals/policies.

4.6.2 Delegates policy implementation to the Manager.

4.6.3 At least quarterly, reviews all expenditures authorized by the Manager.

4.6.4 Any Board Member may submit a request to the Chair to place an item on a future agenda, provided that such request shall be submitted no fewer than ten (10) business days in advance of the meeting for which the item is requested.

4.7 Removal of Board Member

4.7.1 The interests of the NSFSD are best served by allowing for the removal of a Board Member by the County Council when a majority of the Board perceives that a member no longer fulfills the responsibilities of a Board Member. Reasons for removal may include, but are not necessarily limited to, the following:

1. Unreasonable absence from three (3) consecutive meetings.
2. Unreasonable absence from four (4) regularly-scheduled meetings per year.
3. Failure to abide by the guidelines and duties for Board Members as set forth in these Policies and Procedures.
4. Conduct unbecoming to a public official.
5. Gross disinterest or failure to perform needed or necessary duties on behalf of the NSFSD.
6. Impairment of impartial and objective decision-making abilities because of a conflict of interest which is either personal or business/employment related.

4.7.2 Since removal is an extreme measure, and leave of absence is a practical impossibility, the Board Member in question should be accorded the opportunity to either resign voluntarily or reprioritize his/her commitment to the NSFSD before any action is taken by the Summit County Council.

4.8 Compensation. The District shall pay Board Members a monthly stipend in exchange for their service. The Board shall set the stipend amount annually during its budgeting process. The stipend is not to exceed actual costs of attending meetings and participating on the Board.

4.9 Vacancies. Whenever there is a vacancy in the Board membership, a replacement Board Member shall be appointed by the Summit County Council or appointing entity within ninety (90) days.

ARTICLE V
OPEN AND PUBLIC MEETINGS

5.1 Open Meetings

The NSFSD Administrative Control Board operates within the guidelines of the Open and Public Meetings Act of the State of Utah. Annual training will be scheduled by NSFSD administration regarding the Open and Public Meetings Act. The Chair of the Board will ensure that its members are provided with annual training on the requirements of the Open and Public Meetings Act. Within one year of appointment NSFSD Administrative Control Board Members will complete State Auditor's Office/Utah Association of Special Districts training.

With a quorum present, an open meeting will include workshops and Executive Sessions but does not include chance meetings or social meetings.

5.2 Closed Meetings

A meeting may only be closed pursuant to Utah Code §§ 52-4-204 through 206.

The Board may enter a Closed Meeting only from a properly-noticed Open Meeting, with a motion to enter a Closed Meeting. A two-thirds vote will be required of Board Members present at an Open Meeting to enter a Closed Meeting, and the motion to convene a Closed Meeting must be publicly announced and recorded. The reason for closing the meeting must be clearly stated, and the location of the Closed Meeting must be recorded. The vote of each Board Member must also be recorded (by roll call vote). No board action may be taken in a Closed Meeting. No recorded minutes are required if the meeting is closed to discuss: the character, professional competence, or physical or mental health of an individual. In lieu of recorded minutes, Utah Code requires a sworn written statement from the Chair. All other Closed Meetings require the Board to record the closed portion of the meeting, and detailed written minutes be kept.

5.3 Emergency Meetings

Emergency meetings may be held in the event of unforeseen circumstances. The best practicable notice must be given of meeting date, time, place, and items to be considered. A reasonable attempt will be made to notify all Board Members, and a majority of the Board Members must approve of the meeting.

5.4 Electronic Meetings

The Board may conduct electronic meetings consistent with the provisions of Utah Code § 52-4-207 and Summit County Resolution 2021-06.

5.5 Electronic Messages

No deliberation shall occur outside of a publicly noticed and held meeting, including through any electronic communications. During meetings, Board Members shall not transmit electronic messages. Electronic messages are defined as: email, instant messages, electronic chat, text messaging, or other means of electronic messaging. All Board Members will be issued a NSFSD email address upon appointment. All electronic communications involving Board business are considered public records and must be preserved and retained according to the State retention schedule.

ARTICLE VI VOTING

- 6.1 Number of votes: Each member of the Board shall have one vote on all matters brought before the Board.
- 6.2 Passage: The affirmative vote of majority of all voting members present at any meeting of the Board at which a quorum of voting members was presented shall be necessary and sufficient for the passage of any item before the Board or Board Action.

ARTICLE VII QUORUM

- 7.1 A majority of the members of the Board shall constitute a quorum. No action may be taken by the Board unless a quorum is present.

ARTICLE VIII CONDUCT OF MEETINGS

- 8.1 The Board shall, with the Manager, establish a regular meeting schedule which shall not be less than one meeting per month.
- 8.2 All meetings shall be noticed pursuant to and comply with all provisions of the Utah Open and Public Meetings Act.
- 8.3 A copy of the agenda and notice for each Board meeting shall be provided via electronic mail to the Summit County Manager no less than twenty-four (24) hours prior to the scheduled meeting.
- 8.4 A copy of the minutes of each Board meeting shall be provided via electronic mail to the Summit County Manager within five (5) working days following the approval of the minutes. Draft minutes, recordings of electronic meetings, and final minutes shall be posted to the District's webpage (if any) and to the Utah Public Notice webpage as required by the Open and Public Meeting Act.

- 8.5 The Board shall adopt a form of parliamentary procedure (Robert's Rules of Order) and shall conduct all meetings in a manner consistent with that procedure and consistent with all applicable laws.

ARTICLE IX ETHICS

The following ethical principles shall guide the actions of the Board and its members in carrying out the powers and duties described above:

9.1 Gifts.

Board Members will not solicit or accept gifts. An occasional non-pecuniary gift having a value of less than \$50 or an award public presented in recognition of public services may be accepted.

9.2 The primary obligation of the Board and each member is to serve the public interest.

9.3 Conflict of Interest.

Any potential conflicts of interest require full disclosure. A Board Member may not have a personal investment or pecuniary interest in any business entity which will create a substantial conflict between private interests and public duties. The Board and its members shall avoid conflicts of interest and the very appearance of impropriety. A Board Member with a potential conflict of interest shall publicly disclose that interest, abstain from voting on the matter, and not participate in any deliberations on the matter, but may remain in the chamber where such deliberations are to take place except when the Board may go into executive session. When the Board is in executive session, any Commission member with a potential conflict shall remove himself/herself from the chamber. Also, the Board Member with a potential conflict shall not discuss the matter privately with any other Board Member or public official voting on the matter.

ARTICLE X PENALTIES

- 10.1 Certain penalties under Utah Code may apply in the event of breach of conduct in accordance with the above-stated policy.