



Economic Development District

**BY-LAWS
OF THE
UINTAH BASIN ECONOMIC DEVELOPMENT DISTRICT**

ARTICLE I: DISTRICT IDENTIFICATION

Section 1: Identification

A Corporation was formed to establish an Economic Development District, which is known as the Uintah Basin Economic Development District and consists of Daggett, Duchesne, and Uintah Counties in Utah. The principal office of the District is to be located at such place within the District as may be determined by the Uintah Basin Economic Development District Board of Directors in coordination with the Uintah Basin Association of Governments.

ARTICLE II: PURPOSES

Section 1: District Purposes

The District was created for the following purposes:

1. To implement and carry out the provisions and spirit of the Public Works and Economic Development Act of 1965, Public Law 8-136, as promulgated by the 89th Congress of the United States of America, and all subsequently enacted Federal and State legislation related to these purposes.
2. To formulate, develop, and administer a program for planning in order to improve economic conditions in the District in respect to unemployment, under-employment, and other distressed economic conditions related to the areas general welfare.
3. To coordinate overall economic planning and development in the District among the members.
4. To receive and disburse funds as may be provided to finance the costs of operation of the District and further the programs of the evidence membership therein.
5. To apply for, receive, and disburse Federal, State, and other funds in compliance with the rules and regulations prescribed by the Economic Development Administration.
6. To implement and carry out any other purpose prescribed by the Board of Directors.

ARTICLE III: FUNCTIONS

Section 1: District Functions

The Uintah Basin Economic Development District shall have the following authority, responsibilities, and functions:

1. To prepare, adopt, and maintain Comprehensive Economic Development Strategy (CEDS) for the District with due regard for the development of the overall economic needs of the Uintah Basin area, as well as such other portions of the State as may be affected thereby.
2. To establish realistic goals, plan, formulate, and administer development projects in order to improve the economic conditions of the _District in respect to unemployment, underemployment, and distressed economic conditions.
3. To coordinate development planning efforts and resources with other agencies and organizations who are promoting social and economic development in the Uintah Basin in order to maximize efficiency and avoid duplication of effort.
4. To work in close cooperation with the Uintah Basin Association of Governments (UBAOG). The Uintah Basin Association of Governments will conduct an annual audit; prepare specific: financials, and the indirect cost plan in behalf of the Uintah Basin Economic Development District. The UBAOG will receive and expend funds as provided to finance the costs of operation of the District.
5. To contract for services of persons, institutions, or other limits and levels of government to carry out the purposes and function of the organization.
6. To provide a professional staff to enable the District to gather, analyze, and develop information needed to prepare a Comprehensive Economic Development Strategy for the Uintah Basin Economic Development District in order to secure full potential development of the District's Resources.
7. To prepare and execute such programs of research as may be necessary and advisable in carrying out the purpose and functions of the organization.
8. To help increase citizens' interest in the needs and possibilities for economic development and stimulate new proposals for development projects.
9. To prepare periodic reports as may be required in compliance with the District operation regulations pertaining thereto.
10. Comply with the Special Terms and conditions of the Grant Offer for Administrative Expense Assistance under Section 301 (b) of the Public Works and Economic Development Act of 1965, and any subsequent financial arrangements.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: Membership

The governing body of the Uintah Basin Economic Development District shall be designated as the Board of Directors. The said membership of the Board of Directors may be limited to nineteen (19) members. The rights and liabilities of the Board of Directors of the Corporation are the rights and liabilities conferred and imposed by the laws of the State of Utah. Board membership shall be made up of the following representation: and will also appoint a Strategy Committee Roster:

- I. **Governments Representatives - 51-65%**
Elected officials and/or employees of a general purpose unit of state, local or Indian tribal government who have been appointed to represent the government.
- A. **Ten Elected Officials**
(4) Will represent Duchesne County,
(4) Will represent Uintah County,
(2) Will represent Daggett County.
- II. **Non-Government Representatives 35-49%**
- A. **Private Sector Representatives (at least 1)**
Any senior management official or executive is holding a key decision-making position, with respect to any for-profit enterprise.
- B. **Stakeholder Organization Representatives (at least 1)**
Executive Director of Chambers of Commerce, or representatives of institutions of post-secondary education, workforce development groups or labor groups.
- III. **At-Large Representatives 0-14%**
Other individuals who represent the principal economic interests of the region.

Nine Private Sector Representatives:

(1) Representing Minority Groups or the Ute Tribe, (1) Representing Industry- Utilities, (1) Representing Agriculture, (1) Representing Health - Elderly, (1) Representing Education, (1) Representing Employment - Unemployed- Underemployed, (1) Representing Business/Professionals/Women, (1) Representing Administration/Finance, (1) Disabled.

Additionally the private sector representation combined must be distributed from the three counties as follows: (2) from Daggett; three (3) from Duchesne County; three (3) from Uintah County; one (1) from minority groups or the Ute Tribe.

Membership should encompass one (1) representative from each of the county's Economic Development Boards. These representatives must also meet the criteria established above.

The UBEDD Board of Directors will also appoint a Strategy Committee which will be comprised of the following as an overall committee or by individual project:

1. PRIVATE SECTOR REPRESENTATIVES (At least 51%)

Any senior management official or executive holding a key decision-making position, with respect to any for-profit enterprise.

2. REPRESENTATIVES OF OTHER ECONOMIC INTERESTS (No more than 49%)

Persons who provide additional representation of the main economic interests of the region. These may include, but are not limited to: public officials, community leaders, and representatives of workforce development boards, institutions of higher education, minority and labor groups, and private individuals.

Section 2: Term of Office

The tenure of office of Private Sector members of the Board shall be three years with no limit of terms. Private Sector members may be reappointed by a simple majority of members of the board. Elected Officials on the board shall be chosen by their respective entities.

Section 3: Powers

The Board of Directors shall be charged with the management and direction of the affairs of the Corporation as outlined in the purposes and functions of the Uintah Basin Economic Development District.

Section 4: Vote Required for Action and Alternates

Any action of the Board of Directors may be taken by a simple majority vote of the Board members present. Board members may designate their own representatives to attend District meetings when the need arises. These alternate representatives are authorized to vote in the place of the regular Board members that they are representing.

Section 5: Removal from Office

Any officer elected or appointed by the Board of Directors may be removed by a majority vote of the Board of Directors for four unexcused absences in a calendar year.

Section 6: Meetings

Meetings of the Board of Directors shall take place each month and will follow the schedule established by the Uintah Basin Association of Governments. Additional meetings may be called by the Chairman of the Board of Directors or by a majority of Board members. The Board may also conduct business by electronic means, including, but not limited to conference telephone sessions, electronic mail, remote video transmissions, or: facsimile transmissions, at the pleasure of the Chairman

Section 7: Minutes of Meeting

Minutes shall be kept of all meetings of the Board of Directors, and shall be filed and made available to the Board members compiled by the EDD staff.

Section 8: Compensation

All non-salaried Board members may be compensated for meeting attendance. Compensation amount shall be subject approval by the Board.

ARTICLE V: BOARD OF TRUSTEES OFFICERS

Section 1: Officers

The officers of the Board of Trustees shall consist of one Chairman, one Vice Chairman, and one Secretary.

Section 2: Chairman

The Chairman shall be the chief officer of the Corporation. He or she shall preside at all meetings of the Board of Trustees. He or she shall see that the orders and resolutions of the Board of Trustees are carried into effect. In general, he or she shall perform all duties incident to the office of Chairman, and such other duties as may be prescribed.

Section 3: Vice-Chairman

In the absence of the Chairman, the Vice-Chairman shall have the powers and perform all the duties of the Chairman. He or she shall perform such other duties as from time to time may be assigned to him or her by the Chairman or the Board of Trustees.

Section 4: Secretary/Treasurer

The Secretary/Treasurer shall oversee staff about the recording of minutes of all meetings and proceedings of the Board of Trustees. This person shall also oversee the custody and use of the seal of the Corporation and may designate the signature to be used for all instruments under the seal of the Corporation. This person may oversee the use and account of all funds and securities of the corporation and shall make sure these funds are deposited in such banks or other depositories as directed by the Board of Trustees. He or she shall make sure that regular or special statements of the accounts are compiled by the EDD staff. In general, this person will perform all acts incident to the office of Secretary of this Corporation under the laws of the State of Utah, subject to the control of the Board of Trustees.

Section 5: Term of Office

The term of office for each Board officer is one year.

ARTICLE VI: FINANCES, BUDGETS, CONTRACT AND FUNDS

Section 1: Member Matching Funds

The Board of Trustees shall adopt an annual budget. Each county agency of this Corporation shall pay into the Treasury of the Uintah Basin Economic Development District an amount based on the equalization formula that is determined by the Board of Trustees. Payments (matching funds) shall be made to the District within 90 days of the first receipt of Federal funds or within another specified time period as determined by the Board of Trustees. In-kind contributions will also be determined and regulated by the Board of Trustees.

Section 2: County Membership/Funding Withdrawal

If for any reason a county agency wishes to withdraw from the Corporation that entity must remain true to its financial and other commitments for the remainder of the District's current fiscal year. The withdrawing agency must notify the Board of its intent to withdraw before new applications are submitted to the Economic Development Administration or any other funding agency for new fiscal year funding and before any other commitments are called for by the Board.

Section 3: Contracts

The Officers of the Board of Directors and the Executive Director of the UBAOG are authorized by these By-Laws, to enter into contract or execute and deliver any instrument on behalf of the Corporation.

Section 4: Deposit of Funds

All funds shall be deposited in a timely manner to the credit of the Corporation to the Uintah Basin Association of Governments in such banks, trust companies, or other depositories.

Section 5: Contributions

The Board of Directors may accept on behalf of the Corporation any contribution, gift, or bequest for general purposes or for any special purpose of the Corporation.

Section 6: Annual Audit, Financials, Policies

In coordination with the Uintah Basin Association of Governments, the Board of Directors shall coordinate an annual audit of the financial affairs of the District to be made by a certified public accountant for each fiscal year and to be completed within the first six months of the next year.

ARTICLE VII: STAFF PERSONNEL

Section 1: Economic Development Director

The Economic Development Director shall be the administrative officer of the Economic Development District. She/he shall be responsible to carry out the directives of the Board of Directors in the performance of her/his duties. Among her/his duties she/he will prepare, under the direct supervision of the Board of Directors, a Comprehensive Economic Development Strategy for the District, including the annual report.

The Director shall maintain cooperation and coordination of Economic Development Activities with other resource development agents, institutions, organized groups, and agencies.

The Director shall assist development groups in the District to make application for Federal, State, or other funding assistance.

The Director shall be responsible to provide the Board of Directors with information for making decisions. It is the express responsibility of the Board of Directors to decide what goals and projects to pursue, not the employed staff.

The Director is responsible for the day-to-day formulation and implementation of the District Comprehensive Economic Development Strategy (CEDS).

The Director will complete and analyze the statistical tables and write the CEDS Report, incorporating the decisions of the Board of Directors.

The Director shall be responsible for evaluating the progress of development programs. Results must be measured as precisely as possible and communicated to the Board of Directors and to EDA

The responsibility of the Economic Development Director is to provide comprehensive, project-oriented planning for the entire District and must constantly seek and encourage new projects and develop funding possibilities from whatever source obtainable.

In accordance with UBAOG policy the Director will also be responsible for the hiring and managing of other staff persons as deemed necessary by the Board of Directors.

ARTICLE VIII: DISSOLUTION CLAUSE

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code , or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose.

ARTICLE IX: FISCAL YEAR

The first fiscal year of the Corporations shall begin as of the date of the issuance of the Charter by the Secretary of State of Utah (June 11, 1976) and ending December 31, 1976; and thereafter the fiscal year of the Corporation shall consistently follow the State of Utah's fiscal year, which is July 1 to June 30.

ARTICLE X: CONFLICT OF INTEREST

Members of the Board shall abstain from voting or otherwise being involved in the decision-making process when it might be interpreted that they could economically, politically, or personally benefit from such action This same individual shall not be restricted from answering questions or otherwise participating in providing information pertinent to the decision making process of others.

ARTICLE XI: ADOPTION AND AMENDMENTS OF THESE BY-LAWS

Section 1: Vote Required for Passage

These By-Laws shall be adopted by a two-third (%) vote of the Board of Directors.

Section 2: Vote Required for Amendment

These By-Laws shall be amended by a majority vote of a quorum of the Board of Directors as defined in Article IV, Section 4.

Initial Adoption -January 1975

Adopted - April 1978

Current Revision- May 2010