

# **RESTATED BYLAWS**

**OF**

## **TRANS-JORDAN CITIES**

### **CHAPTER 1**

#### **NAME**

**SECTION 1-1-101. THE NAME OF THIS AGENCY.** TRANS-JORDAN CITIES.

### **CHAPTER 2**

#### **CREATION OF AGENCY**

**Section 1-2-101.** *Creation of the Agency.* Trans-Jordan Cities is a legal subdivision of the State of Utah created by virtue of the Interlocal Co-operation Act, Title 11, Chapter 13, Utah Code Section 11.13.101 et seq., and its purpose is to provide for the acquisition, construction, ownership, operations, maintenance and improvement of solid waste management facilities, all as provided in the April 1958 (original agreement), the May 22, 1968 (prior agreement), The Amended and Restated Trans-Jordan Cities Interlocal Cooperation Agreement, dated as of December 1, 1995 (and amended November 13, 1996, June 21, 1997, July 11, 1997, September 11, 1997 and April 8\_\_\_\_, 2008), and under which Agreement the Board of Directors is authorized to enact these Bylaws.

### **CHAPTER 3**

#### **PRINCIPAL OFFICE**

**Section 1-3-101.** *Principal Office.* The Governing Board shall designate and the Agency shall maintain a principal office, together with such additional offices as the Board shall designate. The location of the principal office is 10473 S Bacchus Hwy, South Jordan, Utah 84009-6002. (Mailing address is: Trans-Jordan Cities, Attn: Executive Director, PO Box 95610, South Jordan UT 84095-0610)

## CHAPTER 4

### THE GOVERNING BOARD

**Section 1-4-101. *General Powers.*** All powers of the Agency shall be exercised by or under the authority of the Governing Board (the “*Board*”). The business and affairs of the Agency shall be managed under the Board.

**Section 1-4-102. *Representatives.*** The Board shall be comprised of members (“*Representatives*”) appointed in the manner set forth in the Interlocal Agreement.

**Section 1-4-103. *Officers.*** The officers of the Agency shall be a Chair, Vice Chair, Secretary, and Treasurer, who shall be elected by the Board members at the annual meeting. The Secretary and Treasurer may be the same person and need not be a Representative. They all shall serve one year, or until their successors are elected, and their terms of office shall begin at the close of the annual meeting at which they are elected. Officers may serve consecutive terms. In the event that the Chair shall vacate that office for any reason before the term has expired, the Vice-Chair shall become the Chair for the remainder of that term. In the event that the Vice-Chair shall vacate that office for any reason before that term has expired, the Board shall, by a majority vote of a quorum present, elect a Vice-Chair to complete the term at the next Board meeting following the vacancy. In the event that the Secretary or Treasurer shall vacate that office for any reason before the term has expired, the Chair shall appoint a replacement for that office for the remainder of the term.

**Section 1-4-104. *Quorum and Voting.*** Except as otherwise provided in these Bylaws, a majority of the Representatives, not less than 4, present in person or by electronic means provided by policy, shall constitute a quorum for the transaction of business at any meeting of the Board. If less than such majority is present at a meeting, a majority of the Representatives present may adjourn the meeting until a quorum shall be present. The vote of a majority of the Representatives present at a meeting at which a quorum is present shall be the act of the Board. No Representative may vote or act by proxy for another Representative at any meeting of the Board.

**Section 1-4-105. *Officer Duties.*** The Chair, or the Vice Chair in the absence of the Chair, shall establish agendas, conduct Board Meetings, speak in behalf of the Board, and perform such other duties as are delegated by the Board from time to time. The Secretary shall keep accurate minutes and as required electronic recordings of all actions taken by the Board; give notice of meetings as required by law; and perform other duties as directed by the Board. The Treasurer shall report accurate records of the financial activities of the organization; provide financial summaries as directed and perform other duties as directed by the Board.

**Section 1-4-106. *Executive Director.*** The Board may employ and appoint an Executive Director and Deputy Director. The Executive Director and Deputy Director shall have such duties as defined by the Board.

## Chapter 5

### MEETINGS

**Section 1-5-101.** *Meetings.* Meetings of the Board shall be held in compliance with the Open Meetings Act, Title 52, Chapter 4, Utah Code Annotated, as amended. The annual meeting shall be held during the month of June of each year. Other meetings shall be held from time to time as determined by the Chair with the approval of the Board and as required by State law.

**Section 1-5-102.** *Electronic Meetings.* Representatives may participate in a meeting of the Board by means of conference telephone, internet, or similar communications equipment by which all persons participating in the meeting can hear each other at the same time in accordance with adopted policy. Such participation shall constitute presence in person at the meeting.

**Section 1-5-103.** *Special Meetings of the Board.* Special meetings of the Board may be called by or at the request of the chair or by a majority of the Board. The order calling the special meeting must be signed by the Representatives or chairman calling such meeting and must be entered in the minutes of the Board. Twenty-four hours notice (using best available means for notification) of such meeting must be given to the Representatives not joining in the order. The order must specify the business to be transacted at such meeting, and none other than that specified shall be transacted at such special meeting unless all of the Representatives are present and consent thereto.

**Section 1-5-104.** *Notice of, and Waiver of Notice for, Board Meetings.* Notice of special meetings of the Board shall be made to the Representatives in accordance with Section 1-5-103 hereof. No notice of regular Board meetings need be made to the Representatives. Any Representative may waive notice of any meeting. Except as provided in the next sentence, the waiver must be in writing, signed by the Representative entitled to the notice, and filed with the minutes or Agency records. The attendance of a Representative at a meeting shall constitute a waiver of notice of such meeting, except where a Representative attends a meeting for the express purpose of objecting to the transaction of any business and at the beginning of the meeting (or promptly upon such Representative's arrival) objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

**Section 1-5-105.** *Action Without a Meeting.* Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Representatives entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts) shall have the same force and effect as a majority vote of the Representatives.

**Section 1-5-106. *Compliance.*** To the extent required by Utah law, the Secretary shall ensure that meetings are held and notification of those meetings provided in accordance with Utah law governing open and public meetings, UCA §§ 11-13-223 and 52-4-101 through 52-4-305, as amended.

## CHAPTER 6

### FISCAL MANAGEMENT - CONTRACT, LOANS, CHECKS, DEPOSITS AND ACCOUNTING

**Section 1-6-101. *Fiscal Year.*** The fiscal year of the Agency shall be the calendar year beginning on July 1 and ending June 30.

**Section 1-6-102. *Auditing.*** After the close of each fiscal year, the books and records of the Agency shall be audited by a certified public accountant or a firm of certified public accountants, whose report shall be prepared in accordance State Law and with the requirements of the Bond Resolutions and Contracts adopted or entered into by the Agency.

**Section 1-6-103. *Annual Budget.*** The Board shall annually adopt a budget for the ensuing fiscal year in accordance with applicable state statutes. The Executive Director may expense such funds as approved in the annual budget.

**Section 1-6-104. *Board Approval.*** The Board shall review not less than quarterly all revenues and expenditures of the previous period.

**Section 1-6-105. *Checks, Drafts, etc.*** All checks, wire transfers, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Agency, shall be signed by two officers, agent or agents of the Agency and in such manner as shall from time to time be determined by resolution of the Board.

**Section 1-6-106. *Deposits.*** All funds of the Agency not otherwise employed shall be deposited and invested by following the procedures and requirements of applicable Utah law.

**Section 1-6-107. *Books of Account.*** Full and accurate books of account shall be kept in accordance with good accounting practices.

**Section 1-6-108. *Inspection of Records.*** Financial reports and records of the Agency shall be available at the principal office of the Agency for inspection at reasonable times by any Representative or the designee of any Representative or as otherwise required by agreements adopted or entered into by the Agency. To the extent permitted by law and the applicable policies of the Board, the Agency may classify certain public records as “protected records” under the laws of the State. Any Representative or designee inspecting any such classified records shall not disclose the same to third parties except as required by law.

**Section 1-6-109. *Execution of Documents.*** Except as otherwise determined by the Board, all notes, bonds, contracts and other documents shall be executed on behalf of the Agency by either the Chair, the Vice-Chair, or Executive Director. The Board may authorize the Executive Director to enter into contracts or execute and deliver any instrument in the name of and on behalf of the Agency, and such authority may be general or confined to specific instances.

## CHAPTER 7

### SEAL

**Section 1-7-101. *Seal.*** The Agency may provide a corporate seal to be used in such documents as the Board may designate.

## CHAPTER 8

### LITIGATION

**Section 1-8-101. *Litigation.*** The Agency shall not initiate or voluntarily participate in any litigation without the approval of the Board.

## CHAPTER 9

### COMPLIANCE WITH UTAH LAW

**Section 1-9-101. *Conflicts.*** In the event that any portion of these Bylaws conflict with the Interlocal Agreement, the Interlocal Agreement shall prevail. In the event that any portion of these Bylaws conflict with Utah Law, the provisions of Utah Law shall prevail. The Board will amend the Bylaws as needed in order to be in compliance with the Interlocal Agreement and applicable law.

## CHAPTER 10

### AMENDMENT

**Section 1-10-101. *Amendment.*** These Bylaws may be altered, amended, restated or repealed, and new Bylaws may be made, by a two-thirds vote of the entire Board cast at a Meeting,

*provided, however,* that such alteration, amendment, repeal, or new Bylaws shall not be inconsistent with the requirements of the Interlocal Agreement.

## CHAPTER 11

### RULES OF PROCEDURE

**SECTION 1-11-101. PARLIAMENTARY AUTHORITY.** The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern all proceedings of the Board, subject to exceptions or special rules the Board may adopt.



\_\_\_\_\_  
Approved - Chairman of the Board

### BYLAWS CERTIFICATE

I, the undersigned, being the Secretary of Trans-Jordan Cities, do hereby certify the foregoing to be the Bylaws of such Agency, as adopted by vote of the Board effective May 12, 2016.



\_\_\_\_\_  
Secretary

BYLAWS  
OF  
TRANS-JORDAN CITIES

CHAPTER 1

NAME

**Section 1-1-101.** *Name of Agency.* The name of the Agency is TRANS-JORDAN CITIES.

CHAPTER 2

CREATION OF AGENCY

**Section 1-2-101.** *Creation of the Agency.* Trans-Jordan Cities is a political subdivision of the State of Utah created by virtue of the Interlocal Co-operation Act, Title 11, Chapter 13, Utah Code Section 11.13.101 et seq., and its purpose is to provide for the acquisition, construction, ownership, operations, maintenance and improvement of solid waste management facilities, all as provided in the April 1958 (original agreement), the May 22, 1968 (prior agreement), the Amended and Restated Trans-Jordan Cities Interlocal Cooperation Agreement, dated as of December 1, 1995 (and amended November 19, 1996, July 14, 1997, and July 16, 1997), and under which Agreement the Board of Directors is authorized to enact these Bylaws.

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CHAPTER 4

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**Section 1-4-102.** *Representatives.* The Board shall be comprised of members ("Representatives") appointed in the manner set forth in the Interlocal Agreement.

**Section 1-4-103.** *Officers.* The officers of the Agency shall be a Chair, Vice Chair, Secretary, and Treasurer, who shall be elected by the Board members annually at the first

special meeting must be signed by the Representatives or Chair calling such meeting and must be entered in the minutes of the Board. Twenty-four hours notice of such meeting must be given to the Representatives not joining in the order. The order must specify the business to be transacted at such meeting, and none other than that specified shall be transacted at such special meeting unless all of the Representatives are present and consent thereto.

**Section 1-5-104. *Compliance.*** To the extent required by Utah law, the Secretary shall ensure that meetings are held and notification of those meetings provided in accordance with Utah law governing open and public meetings, UCA §§ 11-13-223 and 52-4-101 through 52-4-305, as amended.

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**Section 1-6-102. *Auditing.*** After the close of each fiscal year, the books and records of the Agency shall be audited by a certified public accountant or a firm of certified public accountants, whose report shall be prepared in accordance with the requirements of applicable Utah State statutes.

**Section 1-6-103. *Annual Budget.*** The Board shall annually adopt a budget for the ensuing fiscal year in accordance with applicable state statutes. The General Manager may expense such funds as approved in the annual budget **in accordance with the Trans-Jordan Purchasing Policy and applicable state statutes.**

**Section 1-6-104. *Board Approval.*** The Board shall review not less than quarterly all revenues and expenditures of the previous period.

**Section 1-6-105. *Checks, Drafts, etc.*** All checks, wire transfers, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Agency, shall be signed by two officers, agent or agents of the Agency and in such manner as shall from time to time be determined by resolution of the Board.

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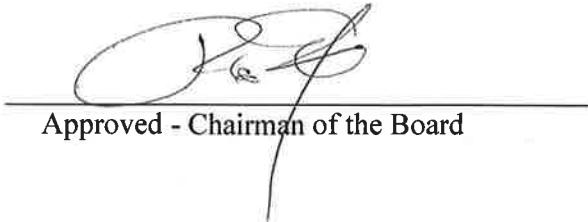
**Section 1-6-107. *Books of Account.*** Full and accurate books of account shall be kept in accordance with generally acceptable and established accounting practices.

**Section 1-6-108. *Inspection of Records.*** Financial reports and records of the Agency shall be available at the principal office of the Agency for inspection at reasonable times by any

## CHAPTER 10

### RULES OF PROCEDURE

**SECTION 1-10-101. PARLIAMENTARY AUTHORITY.** The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern all proceedings of the Board, subject to exceptions or special rules the Board may adopt.



Approved - Chairman of the Board

### BYLAWS CERTIFICATE

I, the undersigned, being the Secretary of Trans-Jordan Cities, do hereby certify the foregoing to be the Bylaws of such Agency, as adopted by vote of the Board effective April 17, 2008.



Secretary

# TRANS-JORDAN CITIES

## BYLAWS

### ARTICLE I

#### Name

The name of this organization is ***Trans-Jordan Cities***.

### ARTICLE II

Trans-Jordan Cities is a legal subdivision of the State of Utah created by virtue of the Interlocal Co-operation Act, Title 11, Chapter 13, Utah Code Annotated (1953), as amended, and its purpose is to provide for the acquisition, construction, ownership, operation, maintenance and improvement of solid waste management facilities, all as provided in the Amended and Restated Trans-Jordan Cities Interlocal Cooperation Agreement, dated as of December 1, 1995 (and amended November 19, 1996, July 14, 1997 and July 16, 1997), and under which Agreement the Board of Directors is authorized to enact these Bylaws.

### ARTICLE III

#### Officers

1. The officers of Trans-Jordan Cities shall be a Chair, Vice Chair, Secretary and Treasurer, who shall be elected by the Board members at the annual meeting. These officers shall perform the duties prescribed in these ByLaws, the parliamentary authority adopted by the Board, and such other duties as may be required by the Interlocal Cooperation Agreement then in force.
2. The officers of Trans-Jordan Cities shall be elected by voice or written ballot to serve one year, or until their successors are elected, and their terms of office shall begin at the close of the annual meeting at which they are elected. Officers may serve consecutive terms.
3. The Chair, and the Vice Chair in the absence of the Chair, shall establish agendas or and conduct Board meetings, execute documents, speak in behalf of the Board, and perform such other

duties as are delegated by the Board for time to time. The offices of Secretary and Treasurer may be held by one person. The Secretary shall keep accurate minutes, and, if required, electronic recordings, of all actions taken by the Board; prepare agendas; give notice of meetings as required by law; and perform other duties as directed by the Board. The Treasurer shall keep accurate records of the financial activities of the organization; assist the Board's preparation of the annual budget; prepare financial summaries as directed by the Board; advise the Board in financial matters; and perform other duties as directed by the Board.

4. In the event that the Chair shall vacate that office for any reason before the term has expired, the Vice-Chair shall become the Chair for the remainder of that term. In the event that the Vice-Chair shall vacate that office for any reason before that term has expired, the Board members shall, by a majority vote of a quorum present, elect a Vice-Chair to complete the term at the next regular Board meeting following the vacancy. In the event that the Secretary or Treasurer shall vacate that office for any reason before the term has expired, the Chair shall appoint a replacement for that office for the remainder of the term.

## ARTICLE IV

### Meetings

1. Meetings of the Board of Directors shall be held in compliance with the Open Meetings Act, Title 52, Chapter 4, Utah Code Annotated (1953), as amended.

2. The annual meeting shall be held during the month of June of each year. Other meetings of the Board shall be held for time to time as determined by the Chair with the advice of the Board.

3. Except as otherwise required by the Interlocal Cooperation Agreement, ~~four~~ ~~three~~ or more board members in attendance shall constitute a quorum for purposes of taking action at any meeting of the Board, and the vote of a majority of a quorum present at a meeting is required for Board action.

## **ARTICLE V**

### Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern all proceedings of the Board, subject to exceptions or special rules the Board may adopt.

PASSED, APPROVED AND ADOPTED this 17 day of June, 1998.

Thomas H. Doherty  
Chair

# **TRANS-JORDAN CITIES**

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4. In the event that the Chair shall vacate that office for any reason before the term has expired, the Vice-Chair shall become the Chair for the remainder of that term. In the event that the Vice-Chair shall vacate that office for any reason before that term has expired, the Board members shall, by a majority vote of a quorum present, elect a Vice-Chair to complete the term at the next regular Board meeting following the vacancy. In the event that the Secretary or Treasurer shall vacate that office for any reason before the term has expired, the Chair shall appoint a replacement for that office for the remainder of the term.

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3. Except as otherwise required by the Interlocal Cooperation Agreement, three or more board members in attendance shall constitute a quorum for purposes of taking action

at any meeting of the Board, and the vote of a majority of a quorum present at a meeting is required for Board action.

ARTICLE V  
Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern all proceedings of the Board, subject to exceptions or special rules the Board may adopt.

PASSED, APPROVED AND ADOPTED this 18 day of Sept; 1996.

Glenn Nelson  
Chair