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# **Mountainland Association of Governments Bylaws**

**Adopted November 2000**

Amended February 22, 2018

**586 East 800 North  
Orem, Utah 84097  
801-229-3800  
[www.mountainland.org](http://www.mountainland.org)**

# **MOUNTAINLAND ASSOCIATION OF GOVERNMENTS**

## **BYLAWS**

These Bylaws are established to define the functions, duties and responsibilities of the various branches, officers, offices and organizations provided for in the Interlocal Cooperation Agreement and its Amendments and Addenda relating to establishment of the Mountainland Association of Governments. (They include all pertinent elements formerly contained in the Articles of Association and Bylaws referred to in said Interlocal Cooperation Agreement.)

### **ARTICLE I**

#### **NAME**

##### **Section 1 - Name**

There is established an organization to be known as, Mountainland Association of Governments, as provided for in the Interlocal Cooperation Agreement and its Amendments and Addenda relating to establishment of the Mountainland Association of Governments.

##### **Section 2 - Origin**

This agreement is established under provisions of the Interlocal Cooperation Act, Title 1, Chapter 13, Utah Code Annotated, (1953) as amended.

##### **Section 3 - Purposes and General Powers**

The purposes and general powers of Mountainland Association of Governments are established in the Interlocal Cooperation Agreement and its Amendments and Addenda relating to establishment of the Mountainland Association of Governments.

### **ARTICLE II**

#### **EXECUTIVE COUNCIL**

##### **Section 1 - Name**

There shall be established a permanent committee within the Mountainland Association of Governments to be known as the Executive Council.

##### **Section 2 - Origin**

This council is provided for in the Interlocal Cooperation Agreement and its Amendments and Addenda relating to establishment of the Mountainland Association of Governments.

##### **Section 3 - Purpose**

The Executive Council shall act as both the executive and legislative branch of the Association.

#### Section 4 - Responsibilities

The responsibilities of the Executive Council include authority to:

- a. Adopt, amend and repeal the Interlocal Cooperation Agreement and its Amendments and Addenda relating to establishment of Mountainland Association of Governments and these Bylaws.
- b. Propose, initiate, approve, or carry out any studies, policies, or other Association matters.
- c. Prepare and evaluate policies, plans, and programs, and adopt a consistent set for consideration by all public and private agencies within the region responsible for implementing programs,
- d. Serve in a review capacity to assure that all federal, state, and local development projects are consistent with adopted area-wide plans and programs.
- e. Apply and receive state and federal grants for regional purposes.
- f. Allocate components of the Regional Work Program among the Association's staff, staffs of other public agencies, and private consultants.
- g. Establish representative policy and/or technical advisory committees as needed to assist in the preparation of plans, programs, and project reviews.
- h. Initiate, advise, and aid in the establishment of cooperative arrangements, including interlocal agreements, among local governments in the region.
- i. Render advice and technical assistance on request of member governments in regard to local government problems having regional impact.
- j. Appoint, fix salary of, and remove the Executive Director.
- k. Review actions of the Executive Director and the staff.
- l. Establish a central staff to provide basic administrative, research, planning and delivery of services for all regional activities hereafter undertaken.
- m. Perform other activities as the Executive Council may decide.

#### Section 5 - Membership

The membership of the Executive Council is established in the Interlocal Cooperation Agreement and its Amendments and Addenda relating to establishment of the Mountainland Association of Governments. Executive Council shall be, ".....comprised of each city or town's mayor or designated council member and all county commissioners of the participant counties....." The Executive Council shall also have authority to broaden its membership to include such other interests as it may determine.

#### Section 6 - Terms of Office

Executive Council members shall serve for their elective terms of office, or until their successors have been duly appointed by their respective jurisdictions.

#### Section 7 - Election of Officers

Officers shall be elected by majority vote of members of the Executive Council from among that body. Elections shall take place at the annual meeting for new officers each calendar year. There shall be a Chair and a Vice Chair who will serve in the former's absence as Chair. There shall also be a Secretary/Treasurer elected from among the members of the Executive Council. The Chair shall be a local elected official from either a member City, Town or County selected according to the following annual county rotation, starting with the year 2000: Wasatch, Utah, Summit, Utah, etc.

#### Section 8 - Duties of Officers

The Chair of the Executive Council shall be the principal executive officer of the Association. He/She shall preside at all meetings of the Executive Council and at all general meetings of the Association. He/She shall have general supervision of the affairs of the Association at the discretion of the Executive Council.

The Vice-Chair shall have all the powers and perform all duties of the Chair when serving in his/her absence. In the event that the Chair is not able to serve his/her full term in office, the Vice-Chair will be elevated to that office and the Executive Council shall elect a new Vice-Chair to fill the unexpired term. The Vice-Chair shall have such other duties as may be assigned to him/her either by the Chair or the Executive Council.

The Treasurer shall supervise the financial affairs of the Association under direction of the Executive Council. He/She shall oversee the preparation of all financial statements disbursement of all monies; and shall submit all financial accounts for an annual audit. The Treasurer shall perform such other duties as may be assigned by the Executive Council.

The Secretary Position shall be filled by the Association staff assigned as Secretary to the Executive Council and shall be responsible for compliance with all Open Meetings Laws and Government Records Access Management Act requirements for Interlocal Agencies.

#### Section. 9 - Meetings

The Executive Council shall meet as often as the Chair determines as necessary to conduct its business. There shall at least be an annual meeting for election of officers, appointment of membership of the Steering Committee and review of the audit report, along with a separate budget meeting each fiscal year. The fourth Thursday of the month is designated as the regular meeting date for the months in which the Executive Council meets. The meeting location shall be designated by the Executive Council. An agenda will be mailed out prior to each meeting. A special meeting may be called at the request of at least four members of the Executive Council.

#### Section 10 - Quorum/Voting

A quorum of the Executive Council shall consist of eleven (11) members representing the Mayors and/or Commissioners within the Mountainland Association of Governments. Members of the Executive Council may designate another elected official from their jurisdiction as an alternate voting member either on a temporary or permanent basis. A simple majority of the membership in attendance is necessary to carry any question. In the event that a quorum of eleven (11) is not in attendance at a regularly scheduled meeting, business can still be conducted by phone polling to obtain a simple majority of total membership.

#### Section 11 - Delegation of Authority

The Executive Council may delegate any portion of its authority to Advisory Committees that it deems prudent for overall administrative efficiency and effectiveness of the Association.

## **ARTICLE III**

### **STEERING COMMITTEE**

#### **Section 1 - Name**

There shall be established a permanent committee within the Executive Council of Mountainland Association of Governments to be known as the Steering Committee.

#### **Section 2 - Origin**

This Steering Committee is provided for in the Interlocal Cooperation Agreement and its Amendments and Addenda relating to establishment of the Mountainland Association of Governments.

#### **Section 3 - Purpose**

The Steering Committee shall act as the Advisory Committee to the Department of Administrative Services of the Association.

#### **Section 4 - Responsibilities**

The responsibilities of the Steering Committee shall include:

- a. Primary responsibilities will be to:
  1. Serve as the screening committee to recommend to the Executive Council the appointment or removal of the Executive Director.
  2. Review actions and activities of the Executive Director.
  3. Review and approve administrative policies of the Association.
  4. Review and recommend changes in organizational and legal structure.
  5. Prepare and recommend a slate of officers for the annual meeting.
- b. Authority to execute all responsibilities of the Executive Council (outlined in Article I, Section 4 of these Bylaws) as specifically delegated by Executive Council on a meeting by meeting basis.

#### **Section 5 - Membership**

The membership of the Steering Committee shall include the officers of the Association (Chair, Vice Chair and Secretary/Treasurer) and members-at-large selected from the elected officials serving on the Executive Council various Mountainland Committees. Membership in the Steering Committee shall only include elected officials and be designated so that each county shall be represented by at least a county representative and municipal representative from within the respective county. In addition to the current officers of the Association, the immediate past Chair of the Association shall also serve on the Steering Committee. The remainder of the members of the Steering Committee shall include the Chairs of the Metropolitan Planning Organization, the Aging Advisory Committee, the Regional Review Committee, and the Revolving Loan Fund Board. If the past Chair or Committee Chairs are not elected officials the Steering Committee may recommend other elected officials to fill the positions. The Steering Committee shall recommend its members to the Executive Council for approval.

#### **Section 6 - Terms of Office**

Steering Committee members shall serve terms of one year, and being subject to reappointment by the Chair with concurrence of the Executive Council.

### Section 7 - Meetings

The Steering Committee shall meet as often as the Chair determines as necessary to conduct its business.

### Section 8 - Quorum/Voting

A quorum of Steering Committee shall consist of a simple majority of its membership. A simple majority of the Steering Committee membership in attendance is necessary to carry any question.

## **ARTICLE IV ADVISORY COMMITTEES**

### Section 1 - Name

There shall be established in Mountainland Association of Governments one or more Advisory Committee(s) for each separate department within the organizational structure of the Association. At this time those committees shall consist of the Mountainland Regional Planning Committee, Regional Review Committee (CDBG), Aging and Family Services Advisory Committee, Economic Development District Board, and Retired and Senior Volunteer Program (RSVP) Advisory Council. Additional Advisory Committees and Subcommittees to the Executive Council may be created by majority vote of the Executive Council at any of its regular meetings.

### Section 2 - Origin

Advisory Committees are provided for in the Interlocal Cooperation Agreement and its Amendments and Addenda relating to establishment of the Mountainland Association of Governments.

### Section 3 - Purpose and Responsibilities

These committees shall serve as specialized planning, reviewing, advisory, and policy bodies for the Executive Council of the Mountainland Association of Governments. They shall perform those responsibilities as prescribed by the Executive Council and their respective Advisory Committee Bylaws.

### Section 4 - Membership

The Executive Council shall approve the membership of each Advisory Committee subject to the following limitations.

a. Each Advisory Committee shall be composed of elective officials and may also include professionals in the field and from related government agencies, and clientele of the related government agencies.

b. Representation in all Advisory Committees shall be in compliance with appropriate enabling legislation.

### Section 5 - Officers

Each Advisory Committee shall have a Chair and Vice-Chair selected according to individual committee bylaws, recommended by the Executive Council Chair and approved by the Executive Council, to preside over and conduct its meetings.

### Section 6 - Meetings

Advisory Committees shall meet as often as the respective members consider it

necessary, or, upon call of the Executive Council. When necessary, the Advisory Committees may coordinate their meeting time and location with that of the Executive Council.

#### Section 7 - Bylaws

Each Advisory Committee shall adopt and function by a separate set of Bylaws. Said Bylaws shall be subject to approval by the Executive Council and shall be incorporated into these Bylaws by reference.

### **ARTICLE V** **EXECUTIVE DIRECTOR**

#### Section 1 - Name

There shall be established an office within the Mountainland Association of Governments to be known as the Executive Director.

#### Section 2 - Origin

This office is provided for in the Interlocal Cooperation Agreement and its Amendments and Addenda relating to establishment of the Mountainland Association of Governments.

#### Section 3 - Purpose

The Executive Director shall act as the principal administrative officer of the Association under the direction of the Steering Committee and Executive Council.

#### Section 4 - Responsibilities

The responsibilities of the Executive Director are as follows:

- a. Appointing and directing all staff and consultant services as may be provided through the Association.
- b. Recommending to the Steering Committee all personnel and other administrative policies.
- c. Preparing and administering an approved annual work program and budget.
- d. In addition to the above designated duties, the Executive Director shall perform all other duties delegated by the Executive Council.

#### Section 5 - Appointment and Removal

The Executive Director shall be appointed and removed by a super majority of the Executive Council upon recommendation of the Steering Committee. In the event that the position of Executive Director is vacant, a Temporary Executive Director may be given an interim appointment by the Executive Council until the position can be properly filled. Any compensation to the Executive Director, shall be determined by the Steering Committee. For purposes of this Section, a "super majority" is defined as two-thirds (67%) of the entire membership of the Executive Council.

**ARTICLE VI**  
**CENTRAL STAFF**

**Section 1 - Name**

There may be established an administrative, research, planning and service delivery staff within the Mountainland Association of Governments to be known as the Central Staff.

**Section 2 - Origin**

This organization is provided for by these Bylaws under authority of the Executive Council of the Mountainland Association of Governments.

**Section 3 - Purpose**

The Central Staff shall act as the administrative, research, planning and service delivery staff for all branches, committees; and subcommittees of the Association.

**Section 4 - Responsibilities**

The Central Staff shall perform all such duties and responsibilities as may be assigned by the Executive Council. The Central Staff shall perform its activities for and be directly responsible to the Executive Director of the Association.

**Section 5 - Organization**

The Executive Director shall act as the principal administrative officer of the Central Staff. From time to time the Executive Council may authorize the Executive Director to hire such additional staff, as the Council shall deem necessary to carry on the activities of the Association. The Executive Director may organize the Central Staff into such departments or groupings as may be deemed necessary to efficiently perform the activities of the Association.

**ARTICLE VII**  
**FINANCES**

**Section 1 - Annual Budget**

The Executive Director shall prepare an annual budget for the consideration of the Executive Council each budget year. After analyzing the proposed budget and making any corrections or revisions that it may find necessary, the Executive Council shall adopt a final annual budget at or before their June meeting.

The annual budget shall include an itemized listing of all projects, programs, research studies, and activities together with a list of all sources of funding and an assessment schedule.

**Section 2 - Cost Allocation**

After adoption of the annual budget, the Executive Council shall recommend to each member city, town and county the amount of the annual budget contribution that MAG

requests from their jurisdiction for the year. Financial participation shall be either General Allocations or Special Allocations. General Allocations shall be levied on member cities, towns and counties on the basis of a formula adopted by the Executive Council, and shall be for funding projects, programs, research studies, and activities involving more than one unit of local government. Special Allocations shall be levied on a member local unit of government in the event that it wishes to contract with the Association to provide a special service to that unit of local government over and above that provided in the General Allocations.

Section 3 - Annual Audit

The Executive Council shall cause an annual audit of the financial affairs of the Association to be made by a certified public accountant at the end of each fiscal year. The Executive Council shall direct the Executive Director to employ a certified public accountant that shall have been approved by the Council for such audit. The audit report shall be made available to each of the member local units of government and to the general public.

Section 4 - Fiscal Year

The fiscal year of the Association shall commence on July 1 and shall end on June 30.

**ARTICLE VIII**  
**ADOPTION AND AMENDMENT OF THESE BYLAWS**

Section 1 - Majority Vote for Adoption

These Bylaws may be adopted by a majority vote of the Executive Council.

Section 2 - Majority Vote for Amendment

These Bylaws may be amended by a majority vote of the Executive Council, except as to Article V, Section 5, which may be amended only by a super majority.

  
Chairman  
Mountainland Association of Governments

  
Date



## **MOUNTAINLAND ASSOCIATION OF GOVERNMENTS**

Serving Summit, Utah, and Wasatch Counties

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