

**BYLAWS
OF
UTAH COMMUNICATIONS AUTHORITY**

These Bylaws of the Utah Communications Authority (hereinafter referred to as "UCA") are adopted by the UCA Board and are dated and effective as of the date of adoption as indicated on the last page hereof. All undefined terms used herein shall have the same meanings as set forth in the Utah Communications Authority Act, Title 63H, Chapter 7, Utah Code Annotated, as amended (the "Act"). The purpose of the Act is to establish an independent state agency and a Board to administer the creation, administration, and maintenance of the UCA to provide a public safety communications network, facilities, and 911 emergency services on a statewide basis for the benefit and use of public, state and federal agencies.

**ARTICLE I:
POWERS OF THE UCA**

Section 1. Powers of the UCA. The UCA shall have the power to:

- 1.1. sue and be sued in its own name;
- 1.2. have an official seal and alter that seal at will;
- 1.3. make and execute contracts and all other instruments necessary or convenient for the performance of its duties and the exercise of its powers and functions under the Act;
- 1.4. own, acquire, construct, operate, maintain, and repair a communications network, and dispose of any portion of it;
- 1.5. borrow money and incur indebtedness;
- 1.6. issue bonds as provided in the Act;
- 1.7. enter into agreements with public and private entities, individuals, the State of Utah, local governments, and the Federal Government, to conduct the business of the UCA to provide communications network services on terms and conditions it considers to be in the best interest of its members;
 - 1.7.1 any excess services are sold to other public and private entities, individuals, the State of Utah, local governments, or the Federal Government and are sold on terms that assure: (i) that the excess services will be used only for the purposes and benefits authorized by the UCA under the Act; and (ii) that the revenue derived from providing the excess services will be received by the UCA;
- 1.8. acquire, by gift, grant, purchase, or by exercise of eminent domain, any real property or personal property in connection with the acquisition and construction of a communications network and all related facilities and rights-of-way which it owns, operates, and maintains;

1.9. provide and maintain the UCA public safety network for state and local governmental agencies, including the existing VHF and 800 MHz networks:

1.9.1 within the current UCA network for the state and local governmental agencies that currently subscribe to the UCA;

1.9.2 outside of the current UCA network for state and local governmental agencies that do not currently subscribe to the UCA but as contracted with the UCA; and

1.9.3 in a manner that: (i) promotes high quality, cost effective services; and (ii) evaluates the benefits, costs, existing facilities and equipment, and services of public and private providers;

1.10. review, approve, disapprove, or revise recommendations made by the Utah 911 Committee regarding the expenditure of funds under Sections 69-2-5.5 and 69-2-5.6; and

1.11. perform all other duties authorized by the Act.

ARTICLE II: GOVERNING BOARD OF THE UCA

Section 1. Membership of the UCA; Governing Board.

1.1. The UCA shall be composed of Members as defined in the Act.

1.2. Membership in the UCA shall be evidenced by a public agency adopting a membership resolution to be included within the UCA and submitting an originally executed copy of an authorizing resolution to the UCA's office.

1.3. Principal Offices of the UCA. The initial offices of the UCA shall be in Salt Lake County and branches may be established in other areas of the state as approved.

1.4. The Utah Communications Authority Board (the "Board") shall govern the affairs and business of the UCA and shall consist of the following individuals, as provided in Section 63H-7-203, including Member representatives appointed by the governing body of each Member of the UCA, and state representatives:

1.4.1 The Member representatives shall be elected as follows:

(i) one representative elected from each county of the first and second class who: (A) is in law enforcement, fire service, or a public safety answering point; and (B) has a leadership position with public safety communication experience;

(ii) one representative elected from each of the seven associations of government who: (A) is in law enforcement, fire service, or a public safety

answering point; and (B) has a leadership position with public safety communication experience;

(iii) one representative of the Native American tribes elected by the representative of tribal governments listed in Subsection 9-9-104.5(2);

(iv) one representative elected by the Utah National Guard;

(v) one representative elected by an association that represents fire chiefs;

(vi) one representative elected by an association that represents sheriffs;

(vii) one representative elected by an association that represents chiefs of police; and

(viii) one member elected by the Utah 911 Committee; and

1.4.2 Seven state representatives shall be appointed as follows:

(i) Six of the state representatives shall be appointed by the Governor of the State of Utah and shall consist of: (A) the executive director of the Utah Department of Transportation; (B) the commissioner of the Department of Public Safety; (C) the executive director of the Department of Natural Resources; (D) the executive director of the Department of Corrections; (E) the chief information officer of the Department of Technology Services; and (F) the executive director of the Department of Health; or their designees.

(ii) The seventh state representative shall be the Utah State Treasurer or his or her designee.

Section 2. Meetings of the UCA Board.

2.1. Meetings of the Board shall be held at the principal offices of the UCA or at such other locations as the Board may from time to time determine. The Board shall meet on an as-needed basis and as provided in this Section of the Bylaws; provided, however that a meeting of the Board shall be held at least annually, and should more than one meeting be held during each calendar year, one of the meetings shall be designated as the "Annual Meeting" of the Board. All meetings of the Board shall be held in compliance with the requirements of the Utah Open and Public Meetings Act, Title 52, Chapter 4, Utah Code Annotated, as amended. Meetings of the Board may be attended electronically and the Board shall adopt a resolution governing procedures for such participation by electronic means in accordance with the Utah Open and Public Meetings Act.

2.2. Meetings of the Board may be called (i) at any time by a majority of the Board, (ii) by the Chair in his or her discretion, or (iii) whenever so requested in writing by five (5) representatives.

2.3. Notice of Meetings. Written notice of the meetings of the UCA Board shall be given to the Members of the Board not less than 24 hours prior to the date set for such meeting, personally or by electronic mail or U.S. Mail addressed to each representative at his or her address as it appears on the current UCA membership record. Public notice of the meetings of the UCA Board shall be given not less than 24 hours prior to the date set for such meeting, shall include the meeting agenda, date, time and location, and shall be in compliance with the Utah Open and Public Meetings Act. Except as provided therein relating to emergency meetings, final action may not be taken on a topic in an open meeting unless the topic is listed under an agenda item and included in the public notice.

Section 3. Voting. Each Member representative and state representative shall have one vote, including the Chair, at all meetings of the Board.

Section 4. Quorum. A constitutional majority of the Members of the Board constitutes a quorum. A vote of a majority of the quorum at any meeting of the Board is necessary to take action on behalf of the Board. A quorum being present, the vote of fifty-one percent (51%) or more of the quorum shall be necessary for the transaction of any business of the UCA.

Section 5. Powers and Duties of the Board. The Board shall have all power, to the fullest extent possible, granted to it by the Act. The Board shall:

- 5.1. manage the affairs and business of the UCA consistent with the Act;
- 5.2. appoint an executive director to administer the UCA;
- 5.3. receive and act upon reports covering the operations of the communications network and funds administered by the UCA;
- 5.4. ensure that the communications network and funds are administered according to law;
- 5.5. examine and approve an annual operating budget for the UCA;
- 5.6. receive and act upon recommendations of the Chair;
- 5.7. recommend to the Governor of the State of Utah and the Utah State Legislature any necessary or desirable changes in the statutes governing the communications network;
- 5.8. approve broad policies for the long-term operation of the UCA for the performance of its functions;

5.9. authorize contracts and other instruments on behalf of the UCA, including agreements with Members and other entities, as defined by policy;

5.10. authorize the borrowing of money, the incurring of indebtedness, and the issuance of bonds as provided in the Act;

5.11. adopt rules consistent with the Act for the management of the communications network in order to carry out the purposes of the Act, and perform all other acts necessary for the administration of the communications network;

5.12. exercise the powers and perform the duties conferred on it by the Act;

5.13. provide for audits of the UCA;

5.14. direct the Executive Director to establish a division within the UCA for radio network services entitled the Radio Network Division, to provide technical staff and support to the UCA;

5.15. direct the Executive Director to establish an office within the UCA for a statewide interoperability coordinator to, among other things, promote wireless technology and interoperability, and provide a mechanism for coordinating and resolving wireless communication issues among local, state, federal, and other agencies;

5.16. direct the Executive Director to establish an office within the UCA for a 911 program manager;

5.17. direct the Executive Director to adopt budgetary procedures, accounting, procurement, and personnel policies pursuant to Section 63H-7-503; and

5.18. direct the Executive Director to submit, following the close of each fiscal year, an annual report of the UCA's activities for the preceding year to the UCA Board, the Governor of the State of Utah and the Utah State Legislature.

Section 6. Dissolution. The Board is authorized to: (i) take any necessary action to dissolve the UCA, and (ii) dispose of the property of the UCA upon its dissolution as provided in Section 63H-7-502.

ARTICLE III: OFFICERS OF THE UCA BOARD

Section 1. Election of Officers of the UCA Board. The Board shall elect annually one of its Members as chair. The Board shall also elect a vice chair, secretary, and treasurer to perform functions as provided in the Bylaws. The vice chair and treasurer shall be Members of the Board. The secretary need not be a Member of the Board, but shall not have voting powers if he or she is not a Member of the Board. The offices of chair, vice chair, secretary, and treasurer shall be held by separate individuals.

Section 2. Duties of Officers. The powers and duties of the officers of UCA shall be as follows:

2.1. Chair. The powers and duties of the Chair shall be as follows:

2.1.1 The Chair shall preside at all meetings of the Board.

2.1.2 The Chair may appoint committees as needed to conduct the affairs and business of the Board.

2.1.3 The Chair shall appoint five (5) Members of the Board to serve on the Audit Committee and the Treasurer shall act as the chair of the Audit Committee.

2.1.4 The Chair shall cause to be called meetings of the Board pursuant to the provisions of these Bylaws.

2.1.5 The Chair shall enforce these Bylaws and perform all the duties incident to the position and office, and which are required by law.

2.2. Vice Chair. During the absence of the Chair or while the Chair is otherwise unable to render and perform his or her duties or exercise his or her powers, as set forth in these Bylaws, the same shall be performed and exercised by the Vice Chair; and when so acting, the Vice Chair shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon the Chair.

2.3. Secretary. The powers and duties of the Secretary shall be as follows:

2.3.1 The Secretary shall be custodian of the records and of the seal, and affix the latter when required.

2.3.2 The Secretary shall attest and fix the seal of the UCA to all UCA bonds, notes, deeds, certificates, and the like.

2.3.3 The Secretary shall perform all the duties incident to the office of the Secretary.

2.4. Treasurer. The powers and duties of the Treasurer shall be as follows:

2.4.1 The Treasurer shall have responsibility for the safekeeping and investment of any public funds of the UCA, and shall deposit and may invest such public funds in the name of the UCA in accordance with the State Money Management Act, Title 51, Chapter 7, Utah Code Annotated, as amended.

2.4.2 The Treasurer shall be responsible for the proper collection, deposit, and disbursement of public funds, in the manner provided by law, to cover the requirements of the UCA.

2.4.3 The Treasurer shall have authority to sign all bills payable, notes, checks, drafts, warrants, or other negotiable instruments in the absence of the Executive Director and his or her designated employee.

2.4.4 The Treasurer shall render a statement of the condition of the finances of the UCA, as reviewed by the Audit Committee, at least annually to the Board and at such other times as shall be required.

2.4.5 The Treasurer shall chair the Audit Committee and perform the duties incident to the position.

2.4.6 The Treasurer shall do and perform all duties incident to the office of the Treasurer.

2.4.7 The Treasurer shall be bonded in an amount established by the State Money Management Council and shall file written reports with the Council pursuant to Section 51-7-15 of the Utah Code.

Section 3. Executive Director.

3.1. The powers and duties of the Executive Director shall be as follows:

3.1.1 The Executive Director shall act as the executive officer of the UCA.

3.1.2 The Executive Director shall administer the various acts, systems, plans, programs, and functions assigned to the office.

3.1.3 The Executive Director shall, with the approval of the Board, develop and make administrative rules which are within the authority granted by the Act for the administration of the UCA.

3.1.4 The Executive Director shall recommend to the Board any changes in the statutes affecting the UCA.

3.1.5 The Executive Director shall recommend to the Board an annual administrative budget covering administration, management, and operations of the communications network and, upon approval of the Board, direct and control the subsequent expenditures of the budget.

3.1.6 The Executive Director shall, within the limitations of the budget, employ staff personnel, consultants, a financial officer, and legal counsel, to provide professional services and advice regarding the administration of the UCA.

3.1.7 The Executive Director shall appoint and remove, employ and discharge, and fix the compensations of all agents, employees and clerks of the UCA, other than the duly elected officers of the UCA, subject to the approval of the Board.

3.1.8 The Executive Director shall sign and make all contracts and agreements in the name of the UCA as defined by policy.

3.1.9 The Executive Director shall ensure that the books, reports, statements and certificates required by statutes are properly kept, made and filed according to law, including a budget for the UCA.

3.1.10 The Executive Director, or his or her designated employee, with the approval of the Chair, shall sign all bonds, notes, checks, drafts or bills of exchange, warrants or other orders for the payment of money.

3.1.11 The Executive Director shall, based on the recommendation of the Utah 911 Committee and with the approval of the Board, appoint the 911 program manager.

3.1.12 The Executive Director shall, with the approval of the Board, appoint the technical operations manager of the Radio Network Division.

3.1.13 The Executive Director shall, with the approval of the Board, appoint the statewide interoperability coordinator.

Section 4. Audit Committee.

4.1. The duties of the Audit Committee shall be as follows:

4.1.1 The Audit Committee shall meet at least quarterly with the financial officer to review the books of account of the UCA.

4.1.2 The Audit Committee shall provide oversight of the books of account as kept by the financial officer.

4.1.3 The Audit Committee shall review the condition of the finances of the UCA.

4.1.4 The Audit Committee shall meet with the auditor as requested.

4.1.5 The Audit Committee shall review the UCA budget and current service rates presented by the financial officer, and thereafter make appropriate recommendations to the Board.

4.1.6 The Audit Committee shall review the UCA budget mid-year to determine whether any revisions are required, and thereafter make appropriate recommendations to the Board.

4.1.7 The Audit Committee shall assist the State Money Management Council in the event of an investigation or enforcement action pursuant to Section 51-7-22.5 of the Utah Code.

Section 5. Vacancies. All vacancies in any office of the UCA shall be filled by the Board without undue delay. In the case of the absence of any officer of the UCA for any other reason that it may deem sufficient, the Board may, except as specifically provided otherwise herein, temporarily delegate the powers or duties of such officers to any other officer, provided a majority of the Board concurs with such action.

Section 6. Removal of Officers. The Board may remove any officer at any time, with or without cause, by majority vote.

ARTICLE IV: UTAH 911 COMMITTEE

Section 1. Membership of the Utah 911 Committee. The Utah 911 Committee (the "Committee"), created within the UCA, shall consist of the following members, appointed by the Governor of the State of Utah, as provided in Section 63H-7-302:

1.1. One representative from a primary public safety answering point from each county of the first and second class;

1.2. One representative from a primary public safety answering point representing each of the following: (i) Bear River Association; (ii) Uintah Basin Association; (iii) South East Association; (iv) Six County Association; (v) Five County Association; (vi) Mountainlands Association; and (vii) Wasatch Front Regional Council;

1.3. Two representatives from the Department of Public Safety: (i) one of whom represents an urban Utah public service answering point; and (ii) one of whom represents a rural Utah public safety answering point; and

1.4. The statewide interoperability coordinator.

Section 2. Committee Leadership and Operations. The Committee members shall elect a chair and a vice chair, and shall establish rules for the organization and operation of the Committee as provided in the Act. The UCA shall provide staff services to the Committee, funding of which shall be approved by the Board from those funds identified under the Act. A majority of the Committee constitutes a quorum for voting purposes.

Section 3. Powers and Duties of the Committee.

3.1. The Committee shall:

3.1.1 review and make recommendations to the Board, Executive Director, public safety answering points, and the Utah State Legislature on (i) technical, administrative, fiscal, and operational issues for the implementation of unified statewide 911 emergency services, (ii) technology and standards for the implementation of unified statewide 911 emergency services, (iii) emerging technological upgrades, (iv) expenditures by local public safety answering points to assure implementation of unified statewide 911 emergency services and standards of operation, and (v) mapping systems and technology necessary to implement the unified statewide 911 emergency services;

3.1.2 administer the program funded by the Unified Statewide 911 Emergency Service Account as provided in Section 63H-7-304;

3.1.3 administer the program funded by the Computer Aided Dispatch Restricted Account created in Section 63H-7-310;

3.1.4 assist as many local entities as possible, at their request, to implement the recommendations of the Committee; and

3.1.5 fulfill all other duties imposed on the Committee by the Act.

3.2. The Committee may recommend to the Board to sell, lease, or otherwise dispose of equipment or personal property purchased, leased or belonging to the Board that is related to the unified statewide 911 emergency service, the computer aided dispatch system, or funds expended from the restricted account created in Sections 69-2-5.5 and 69-2-5.6.

3.3. The Committee may make recommendations to the Board to own, operate, or enter into contracts for the unified statewide 911 emergency services and a computer aided dispatch system.

3.4. The Committee shall review information regarding: (i) in aggregate, the number of service subscribers by service type in a political subdivision; (ii) 911 delivery network costs; (iii) public safety answering point costs; (iv) system engineering information; and (v) a computer aided dispatch system.

3.5. The Committee shall make rules in accordance with Title 63G, Chapter 3, Utah Administrative Rulemaking Act, to administer the program funded by the Unified Statewide 911 Emergency Service Account created in Section 63H-7-304 including rules that establish the criteria, standards, technology, and equipment that a local entity or state agency must adopt in order to qualify for funds from the restricted account.

3.6. The Committee shall make rules in accordance with Title 63G, Chapter 3, Utah Administrative Rulemaking Act, to administer the Computer Aided Dispatch Restricted Account created in Section 63H-7-310, including rules that establish the criteria, standards, technology, and equipment that a local entity or state agency must adopt in order to qualify as a recipient of a computer aided dispatch system.

3.7. The Committee may employ an outside consultant to study and advise on the issue of public safety answering points, and advise the Committee regarding: (i) public safety communications and other issues regarding unified state 911 emergency services; (ii) computer aided dispatch system consolidation; and (iii) consolidation of public safety answering points by county or region.

3.8. The Committee shall submit annual reports to the UCA Board, the Division of Finance, and the Executive Offices and Criminal Justice Appropriations Subcommittee in accordance with the Act.

**ARTICLE V:
SEAL**

The seal of UCA shall be as follows:

**ARTICLE VI:
AMENDMENTS**

These Bylaws may be altered, amended, repealed or added to upon approval by the majority vote of the total number of the Members of the Board and the Members must be present at the meeting of the Board called for that purpose or included on the agenda of that meeting.

**ARTICLE VII:
FISCAL YEAR**

The fiscal year of the UCA shall begin the first day of July and terminate on the next succeeding June 30.

**ARTICLE VIII:
LIMITED LIABILITY**

No liability against any Member, or any Member's general credit or taxing powers, or its officers, agents or employees, shall occur by reason of its membership in the UCA, the issuance of bonds or other evidence of indebtedness, the management of bond proceeds or the operations of the UCA or any other Member of the UCA. In addition, no Member of the UCA or any of its officers, agents or employees is obligated either directly or indirectly for the obligations of the UCA.

UPON MOTION DULY MADE AND CARRIED, the foregoing Bylaws of the UCA were approved by the UCA Board at a duly called meeting thereof held on the 28th day of October, 2014.



Chair



Secretary