

**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 7a, 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 of the Utah code; 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-7a-203 of the Act, 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) of the Utah Code;

(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.

1.4.3 Two members of the public shall be appointed as follows:

(i) One member who (A) may not have financial ties to a provider of telecommunication services; (B) may not have a relationship to a user of public safety telecommunications services; and (C) is selected by the speaker of the House of Representatives; and

(ii) One member who (A) may not have financial ties to a provider of telecommunication services; (B) may not have a relationship to a user of public safety telecommunications services; and (C) is selected by the president of the Senate.

1.5. Members of the Board are subject to Utah Code, Title 67, Chapter 16, Utah Public Officers' and Employees' Ethics Act.

Section 2. Meetings of the 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) members of the Board.

2.3. Notice of Meetings. Written notice of the meetings of the 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 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.

2.4. Telephonic Attendance. Members of the Board may participate in a meeting of the Board by means of telephonic conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation by a member of the Board in a meeting pursuant to this Section of the Bylaws shall constitute presence in person at such meeting.

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 Executive Director;
- 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 a division 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 a division within the UCA for statewide 911 coordination and planning;
- 5.17. direct the Executive Director to adopt and adhere to budgetary procedures, accounting, procurement, and personnel policies pursuant to Part 6 and Section 63H-7a-804 of the Act;

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 Board, the Governor of the State of Utah and the Utah State Legislature; and

5.19. Create, maintain and review annually a comprehensive multi-year strategic plan pursuant to 63H-7a-204 of the Act, and submit such strategic plan to the Executive Offices and Criminal Justice Appropriations Subcommittee and Legislative Management Committee.

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-7a-502 of the Act.

ARTICLE III: OFFICERS OF THE BOARD

Section 1. Election of Officers of the Board.

1.1. The Governor of the State of Utah shall, in accordance with Subsection 1.1.1 of this ARTICLE III and after consultation with the Board, appoint the chair of the Board (the "Chair") with the consent of the Senate. The Chair shall serve a two (2)-year term and the appointment as Chair will automatically extend the term of the Board member to coincide with the appointment as Chair.

1.1.1 The Governor of the State of Utah shall alternate the selection of the Chair between a local member described in Subsection 1.4.1 of ARTICLE II and a state member described in Subsection 1.4.2 of ARTICLE II.

1.1.2 The Chair shall serve at the pleasure of the Governor of the State of Utah.

1.2. The Board shall elect a vice chair, secretary, and treasurer to perform functions as provided in these 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.

3.1.14 The Executive Director shall submit an annual report, on or before November 1 of each year, to the Executive Offices and Criminal Justice Appropriations Subcommittee and Legislative Management Committee, pursuant to section 63H-7a-205 of the Act.

Section 4. Audit Committee.

4.1. Composition. The Audit Committee shall be comprised of individuals who have accounting or related financial management expertise and are financially literate, as determined by the Board. Neither the Executive Director, nor the Chair may be on the Audit Committee.

4.2. Powers. The Audit Committee shall have the authority to:

4.2.1 Select and retain an independent registered public accounting firm to act as the UCA's independent auditors for the purpose of auditing the UCA's financial statements, books, records, accounts and internal controls over financial reporting.

4.2.2 Employ such counsel, experts, and other professionals as the Audit Committee shall deem appropriate from time to time.

4.2.3 Oversee the UCA's accounting and financial reporting processes and the audit and preparation of the UCA's financial statements.

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

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

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

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

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

4.3.5 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. For the avoidance of doubt, the Audit Committee shall report directly to the Board.

4.3.6 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.

4.3.7 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: TECHNICAL ADVISORY COMMITTEES

Section 1. Establishment. Pursuant to the Act, the following advisory committees are hereby established: (a) the 911 Advisory Committee established pursuant to Section 63H-7a-307 of the Act; (b) the Radio Network Advisory Committee established pursuant to Section 63H-7a-405 of the Act; and (c) the Interoperability Advisory Committee established pursuant to Section 63H-7a-504 of the Act (each a "Committee" and collectively, the "Committees"). The Committees shall act solely in an advisory capacity, and shall not be vested with the authority to implement policies or make decisions regarding the public's business.

Section 2. Purpose. The purpose of each Committee is to:

2.1. Act in an advisory capacity to the UCA's employees and the Executive Director concerning current and emerging public safety communications trends, opportunities and threats;

2.2. Project specific options as requested by the Board on behalf of the users of the respective system, and all other matters upon which the Executive Director requests counsel; and

2.3. To assist the UCA's employees and Executive Director in the coordination of the emergency communications needs and requirements of all local and state public safety agencies, using applicable laws, standard operating procedures, current and emerging technologies.

Section 3. Membership.

3.1. 911 Advisory Committee.

3.1.1 Membership. Pursuant to Section 63H-7a-307 of the Act, the 911 Advisory Committee members shall consist of: (a) one representative from a primary public safety answering points from each county of the first and second class; (b) one representative from primary public safety answering points representing the county and regional governmental associations listed in Section 63H-7a- 307(1)(b)(i-vii) of the Act; (c) one representative from the Utah Department of Public Safety who represents a Utah public safety answering point; and (d) three or more representatives from providers who demonstrate a knowledge of highly technical communications network systems. The Board will solicit letters of interest from individuals with the required technical expertise for consideration of appointment to the 911 Advisory Committee. To avoid potential conflicts of interest, representatives from interested providers should not be engaged in the sale of equipment and services, but may be part of a vendor's technical staff. Appointments to the 911 Advisory Committee from the service providers must have knowledge of highly technical communications network systems, including one or more of the following:

- (i) the operation of the systems;
- (ii) the technical specifications of the systems' components;
- (iii) experience with communication network planning, including the development of new systems and expansion of existing systems;
- (iv) knowledge of microwave and fiber optics based communications systems and how the communications systems integrate across carrier circuits;
- (v) a strong understanding of the 911 system; and
- (vi) experience with level of service agreements for telecommunications.

3.2. Radio Network Advisory Committee.

3.2.1 Membership. Pursuant to Section 63H-7a-405 of the Act, the Radio Network Advisory Committees shall have a membership of no less than ten (10) members appointed by the Board with an equal number of committee members from user service providers and user agencies, no more than one of whom may be from the same company and all of whom shall demonstrate a knowledge of highly technical communications network systems, including one or more of the following:

- (i) the operation of the systems;
- (ii) the technical specifications of the systems' components;

(iii)experience with communication network planning, including the development of new systems and expansion of existing systems;

(iv)knowledge of microwave and fiber optics based communications systems and how the communications systems integrate across carrier circuits;

(v) a strong understanding of the public safety radio systems; and

(vi)experience with level of service agreements for telecommunications.

3.3. Interoperability Advisory Committee.

3.3.1 Membership. Pursuant to Section 63H-7a-504 of the Act, the Interoperability Advisory Committee shall have a membership of no less than ten (10) members appointed by the Board with an equal number of committee members from user service providers and user agencies, no more than one of whom may be from the same company and all of whom shall demonstrate a knowledge of highly technical communications network systems including one or more of the following:

(i) the operation of the systems;

(ii) the technical specifications of the systems' components;

(iii)experience with communication network planning, including the development of new systems and expansion of existing systems;

(iv)knowledge of microwave and fiber optics based communications systems and how the communications systems integrate across carrier circuits;

(v) a strong understanding of the public safety communications network; and

(vi)experience with level of service agreements for telecommunications.

3.4. Vacancies. A Committee member may vacate his or her membership on a Committee by delivering a notice of vacancy to the Executive Director, with a copy to the Co-Chairs of the respective Committee.

3.5. Division Staff. Staff of the UCA shall serve as an ex officio member of the respective Committees without voting rights. The Executive Director will coordinate the efforts of various Committees and user groups empaneled by the Board.

3.6. Endorsements. Members of each Committee shall provide a written endorsement from their state, county, or regional association or their employer confirming the appointment and acceptance of their membership on the appropriate Committee on or before June 1st each year to insure continuity of Committee membership. The endorsement shall

include the name of the members being appointed and both email and telephone contact information.

3.7. Terms. The term for each Committee member is four (4) years. Each mid-term vacancy shall be filled for the unexpired term in the same manner as an initial appointment as detailed in the Act and these Bylaws.

Section 4. Election of Committee Co-Chairs.

4.1. Co-Chairs. The members of each Committee shall elect two members to act as co-chairs (each a “Co-Chair” and collectively the “Co-Chairs”). The Co-Chairs will serve two (2) year terms.

4.2. One Co-Chair for each Committee will be selected from among the service providers and the other from among the user agencies.

4.3. Duties of the Co-Chairs: Each Co-Chair shall:

4.3.1 Work with the staff of the 911 Division, the Radio Division and the Interoperable Division, and shall have the responsibility of scheduling Committee meetings and setting each meeting agenda.

4.3.2 Have the responsibility, along with staff members to jointly report to the Board, the activities of the respective Committees, recommendations of the Committees, and strategic plans elements that may be used in the development of the UCA Strategic Plan.

4.3.3 Coordinate with the Chair in the preparation of agendas and notices of meetings and shall arrange for minutes to be kept of meetings. The Chair will coordinate with the Executive Director to provide staff support through the respective UCA Divisions to the Committees.

4.4. Vacancy of a Co-Chair. If a vacancy is created in the position of the Co-Chair, nominations and elections will be held during the next scheduled committee meeting to fill the vacant position.

Section 5. Committee Meetings.

5.1. The Committees shall meet at least quarterly, or as needed to meet the objectives of the Board.

5.2. The Co-Chairs may conduct the Committee meetings in any orderly fashion determined to best facilitate such Committee’s business. If any member so requests, the latest published edition of “Robert’s Rules of Order” shall be used to conduct a Committee meeting.

5.3. To the extent required by the Act, Committee meetings shall be held in accordance with Utah Code, Title 52, Chapter 4, the Open and Public Meetings Act.

5.4. Special meetings may be called by the Co-Chairs or may be called upon the request of four (4) members of the Committee. The purpose of the meeting must be stated in the invitation. Except in the case of emergencies, at least seven (7) days' notice shall be given prior to the meeting.

Section 6. Quorum.

6.1. Unless otherwise provided in these Bylaws, a simple majority of the currently appointed Committee members shall constitute a quorum where each Committee member shall have one vote.

6.2. Matters addressed by the Committee that require a vote and a recommendation to the Board will be conveyed to the Board in written form and will include a summary of the discussion and an explanation and factual consideration of the recommendation. Instances where a recommendation or vote is not unanimous will include a written explanation of the discussion, the majority recommendation and a minority opinion.

**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 Board at a duly called meeting thereof held on the ___ day of May, 2016.

Chair

Secretary