BYLAWS

OF THE

UTAH ASSOCIATION OF SPECIAL DISTRICTS

Amendments approved by the Board of Trustees
October 1, 2026

Ratified by the Board of District Representatives on November 5, 2026

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BYLAWS OF THE
UTAH ASSOCIATION OF SPECIAL DISTRICTS

ARTICLE I

NAME, REGISTERED OFFICE AND REGISTERED AGENT

Section 1. Name

The name of this corporation is UTAH ASSOCIATION OF SPECIAL DISTRICTS (the "Association").

Section 2. Registered Office and Registered Agent

As of the date of adoption of these Bylaws, ~~The address of~~ the registered ~~office~~ agent of the Association is Rachel Anderson, and the registered office is located at~~1272 West 2700 South, Syracuse, UT 84075~~ 95 South State Street, Suite 2300, Salt Lake City, UT 84111. ~~The name of the registered agent of the Association at that address is LeGrand W. Bitter. The Board of Trustees shall designate and the Association shall maintain a registered office. The location of the registered office and the identity of the resident agent may be changed by the Board of Trustees.~~ The Executive Committee is authorized to change the Association's registered office and registered agent as necessary and to execute and file any documents required to effectuate such changes, without further approval of the Board of Trustees or amendment of these Bylaws. The Association shall maintain a registered office and registered agent in the State of Utah as required by law. The Association may also have offices in such other places as the Board of Trustees may from time to time designate.

ARTICLE II

PURPOSE AND MISSION

Section 1. Purpose

The purpose of the Association is to promote the proper and efficient operation of Special ~~Service~~ Districts and Special Service Districts ("Districts") in the State of Utah.

Section 2. Mission

- To assist Districts in fulfilling their respective missions in an effective manner.

- To help government and public officials better understand why Districts are organized, what their purposes are, and how they operate.

- To promote District awareness, provide training and legislative input, and participate in updating laws and regulations.

- To train District personnel so they may gain a thorough understanding of applicable state and federal laws and regulations to help ensure compliance.

- To provide quality services to member Districts at low cost.

• To assist Districts collectively and individually in areas where they lack the personnel or other resources.

Section 3. Tax Exemption

The Association is intended to be, and has operated since its inception as, an organization described under Section 501(c)(6) of the Internal Revenue Code (and related law) and as an affiliate of governmental units as described under Revenue Procedure 95-48 (1995-2 C.B. 418). It is the intent of the Association to continue to do so. Although the Association may also seek formal acknowledgement from the Internal Revenue Service under Section 4.02(a) of such Revenue Procedure in the future, until such time, the Association will continue to ensure that its actions are consistent with Section 4.02(b) of such Revenue Procedure, specifically by having the Board of Trustees of the Association be determined by the members, all of which are governmental units as defined under relevant tax law, and by continuing to meet at least the following affiliation factors, as set forth under Section 4.03 of such Revenue Procedure: 4.03(a), because the Association was created by its governmental unit members; 4.03(d), because the governmental members have full control over both the Board of Trustees and the Board of District Representatives, and no one other than in their official capacity as a District Representative, Board member, or employee or officer of the Association has any right to vote or act on behalf of the Association; and 4.03(e), because, as provided in the Articles of Incorporation, any dissolution shall cause any remaining assets of the Association, after payment of any liabilities, to be distributed to its members, all of which are governmental units. Consistent with Section 4.04 of such Revenue Procedure, the Association does not now have and shall not have any taxable subsidiary or joint venture with any non-exempt entity, and no significant benefits to private interests result from the organization or operation of the Association.

ARTICLE III

MEMBERSHIP AND MEMBERSHIP MEETINGS

Section 1. Membership

There shall be one category of members, referred to hereinafter as either “Member Districts” or “Members.” Members shall be Special Districts, Special Service Districts and Conservation Districts (collectively “districts” and each is a “district”), and Interlocal Entities created under the Interlocal Cooperation Act, provided that at least one of the members of the Interlocal Entity is a district, created pursuant to Utah law. There is no other class or category of membership.

Interested persons, organizations and entities which are not Members may participate in training and seminars and receive legislative reports by paying the appropriate cost.

Section 2. Qualifications for Membership

All Members shall have a recognizable interest in the furtherance of the mission of the Association and shall carry on their business or professional activities in conformity with the Association’s Code of Ethical Conduct. To be in good standing, Members must be current in their dues payments.

Members of the Association recognize the importance of codifying and making known to other Members and the general public the ethical principles that guide the membership of the Association.

The Association's Code of Ethical Conduct (Appendix 1) states the values to which the Association is committed and embodies the ethical responsibilities of membership in the Association.

Section 3. Dues

The Board of Trustees shall establish dues and membership fees. Dues are payable in full on an annual basis.

Section 4. Annual Meeting

Unless cancelled or postponed until a following year by the Board of Trustees, the annual meeting of the members of the Board of District Representatives shall be held in November of each year or such other month as determined by the Board of Trustees. The annual meeting shall be for the approval of the annual report and the transaction of such other business and training as may properly come before the membership.

Section 5. Special Meetings

A special meeting of the membership (Board of District Representatives) may be called at any time by the Board of Trustees, the Executive Committee, or at least one-third of the Board of District Representatives.

Section 6. Notice of Annual Meeting

The Executive Director of the Association shall give official written notice stating the place (unless it is an electronic meeting, in which event instructions on how to connect to the meeting will be provided), day and hour of the annual meeting, which notice shall be provided not fewer than ten (10) nor (except as provided below) more than fifty (50) days before the date of the meeting, in person, by mail, e-mail, fax, posting on the Association's website, or other electronic means, to each Member District that is entitled to appoint a member of the Board of District Representatives who will be entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member District at the said Member's address as it appears on the records of the Association, with postage thereon prepaid. If the notice is provided by posting on the Association's website, it may be posted more than fifty (50) days before the date of the meeting and should continually be posted (subject to a hosting or any other issue beyond the reasonable control of the Association) for at least ten (10) days immediately before the date of the meeting. Any failure to comply with meeting notice procedures outlined herein shall have no effect, in and of itself, on the validity of a meeting.

Section 7. Notice of Special Meetings

The Executive Director shall give notice to each Member District of the date, time, place and purpose or purposes of each special meeting of the membership and the name of the person or persons by whom or at whose direction the meeting is called by mailing the same at least five (5) days before the meeting or by telephoning, e-mailing, faxing, or delivering the same by other electronic means at least two (2) days before the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member District at the Member's address as it appears on the records of the Association, with postage thereon prepaid.

Section 8. Place of Meeting

The Board of Trustees may designate any publicly accessible place in the State of Utah as the place of meeting for any annual meeting or for any special meeting of the Board of District

Representatives called by the Board of Trustees or an electronic meeting may be held as provided in Section 9 immediately below.

Section 9. Electronic Meetings

Notwithstanding any provision to the contrary in these Bylaws, a meeting of the Board of District Representatives may be held electronically, or partially in person and partially electronically, at the discretion of Board of Trustees or the Executive Committee as provided in the Association's Electronic Board Meeting Policy.

Section 10. Withdrawal of Membership

Any Member may withdraw from the Association at any time by giving thirty (30) days' written notice of its determination to withdraw.

Section 11. Termination of Members

The Board of Trustees may adopt such rules and regulations as are appropriate to terminate the membership of a Member District that has not timely paid its dues and fees.

ARTICLE IV

BOARD OF DISTRICT REPRESENTATIVES

Section 1. Representative of Record

Each Member District shall appoint a member of the governing body or management staff of the District as a member of the Board of District Representatives. Written notice of all such appointments, together with any designated alternate, shall be provided to the Association annually not less than ten (10) days prior to the annual meeting. An alternate designated by any Member District of the Association may serve on the Board of District Representatives whenever the designated representative of the Member District is absent.

Section 2. Number and Qualification

The number of members of the Board of District Representatives of the Association shall be equal to the number of Member Districts making payment of annual dues plus the Chair, 1st Vice Chair, 2nd Vice Chair and Immediate Past Chair. Each representative appointed under Section 1 shall hold office at the pleasure of the Member District appointing such representative until a successor has been appointed and qualified, unless the representative is removed or resigns in accordance with the provisions of these Bylaws.

Section 3 . General Powers

The Board of District Representatives shall have the power and authority to approve the goals, programs and policies of the Association and may adopt such rules and regulations for the conduct of its meetings as it deems proper.

Section 4. Regular Meetings

Unless changed by resolution of the Board of District Representatives, members of the Board of District Representatives shall hold meetings as provided in Article III Section 4.

Section 5. Special Meetings

Special meetings of the Board of District Representatives may be called as provided in Article III Section 5.

Section 6. Quorum

The members of the Board of District Representatives present in person or electronically, as appropriate, at any duly called meeting shall constitute a quorum for the transaction of business.

Section 7. Voting

At all meetings of the Board of District Representatives, each Representative of Record shall have one vote.

Section 8. Rules Governing Meetings

The Articles of Incorporation, Bylaws and Policies of the Association shall govern all meetings of the Association. The current version of Robert's Rules of Order may, at the discretion of the Chair, govern in all matters where the Articles, Bylaws and Policies are silent.

Section 9. Vacancies

A vacancy in the Board of District Representatives shall be deemed to exist in case of death, resignation, or removal of any representative. Any such vacancy shall be filled by the appointment of a new representative in accordance with the provisions of Section 1 above.

Section 10. Removal

A member of the Board of District Representatives may be removed at any time by the Member District appointing such representative. Any such vacancy shall be filled by the appointment of a new representative in accordance with the provisions of Section 1 above.

Section 11. Resignations

A representative may resign at any time. A resignation shall become effective upon its acceptance by the governing body of the Member District the resigning representative represents. Any such vacancy shall be filled by the appointment of a new representative in accordance with the provisions of Section 1 above.

Section 12. Presumption of Assent

A representative who is present at a meeting of the Board of District Representatives in person or electronically, as appropriate, at which any action is taken shall be presumed to have assented to the action taken unless the representative's dissent shall be entered in the minutes of the meeting or unless the representative shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a representative who voted in favor of the action.

Section 13. Compensation

Representatives shall not be paid or compensated by the Association for their service as representatives.

ARTICLE V

BOARD OF TRUSTEES

Section 1. General Powers

The Board of Trustees shall possess and exercise all powers, duties, rights and responsibilities necessary to conduct the business of the Association. The Board of Trustees shall have the

authority to retain the services of an Executive Director, consultants, accountants, and attorneys to serve at the pleasure of the Board of Trustees. The Board of Trustees shall have such additional powers and duties as shall from time to time be prescribed by the Board of District Representatives.

Section 2. Trustees

The Board of District Representatives shall elect eleven (11) voting members to serve on the Board of Trustees. In addition, the Chair, 1st and 2nd Vice Chairs, and Immediate Past Chair shall serve on the Board of Trustees as voting members (increasing the size of the Board to 15, excluding the Executive Director and Treasurer, who shall serve as ex officio, non-voting members of the Board) and shall serve on the Executive Committee.

Section 3. Number and Qualifications

The Board of Trustees shall be comprised of the following:

The Chair, 1st and 2nd Vice Chairs, and Immediate Past Chair.

Eleven persons, approximately one-half of whom will be elected by the Board of District Representatives during the annual meeting held in odd numbered years from nominees presented by the Nominating Committee generally reflecting the membership and interests of the Association.

The Executive Director, who will serve as an ex officio member as provided in Section 5 below.

The Treasurer, who will serve as an ex officio member as provided in Article VI, Section 2 below.

In addition, up to six (6) individuals may serve as Board Advisors appointed as described in Section 13 below. Board Advisors shall not be members of the Board or vote at any time, but shall advise the Board as further described in Section 13 below, and shall participate in discussions and provide advice and information to the Board as further described in Section 13 below or as requested by the Board from time to time.

Section 4. Terms

The Chair, the First Vice Chair, the Second Vice Chair, and the Immediate Past Chair shall serve terms of office as stated in Article VI Section 1. All terms of the Board of Trustees, other than the Chair, the 1st Vice Chair, the 2nd Vice Chair, and the Immediate Past Chair, shall be four (4) years each. Trustees may serve consecutive terms. It is desirable to maintain continuity of experience on the Board of Trustees while infusing the Board with new expertise.

Section 5. Executive Director

The Board of Trustees shall have the authority to retain the services of an Executive Director to serve as the chief executive and administrative officer of the Association. The Executive Director will perform the day-to-day management functions of the Association and may sign, execute and deliver, in the name of the Association, powers of attorney, contracts, bonds and other obligations as authorized by the Board of Trustees and shall perform such other duties as shall be directed and prescribed from time to time by the Board of Trustees or by the Bylaws. The Executive Director shall report directly to the Board of Trustees. The Executive Director shall serve at the pleasure of the Board of Trustees which, however, may be by an employment agreement or a lease agreement. The Executive Director shall serve as an ex officio member of the Board of Trustees and of the Executive Committee without voting rights. The Executive Director is

responsible for hiring and supervising staff for Board authorized positions. The Executive Director cannot serve concurrently as the Treasurer of the Association.

Section 6. Regular Meetings

Unless changed by the Chair or by Board action, the Board of Trustees shall hold regular meetings at least once every other month.

Section 7. Quorum

At least one-half of the sitting members of the Board of Trustees present at any duly called meeting shall constitute a quorum for the transaction of business. There being a total of up to fifteen Board members, excluding ex officio members, eight Trustees shall constitute a quorum. A Trustee participating in a Board meeting through telephonic or electronic means (if available) will be counted as being in attendance at and may fully participate in the Board meeting. Except as otherwise provided in these Bylaws or the Articles of Incorporation, any motion coming before the Board, with a quorum being present, may be carried by the affirmative vote of a majority of the quorum.

Section 8. Voting

Persons representing members of the Board of Trustees and others attending meetings of the Board of Trustees may participate in discussions but shall have no vote.

Section 9. Rules Governing Meetings

The Articles of Incorporation and Bylaws of the Association shall govern all meetings of the Association. The current version of Robert's Rules of Order may, at the discretion of the person chairing the meeting, govern in all matters where the Articles of Incorporation and these Bylaws are silent.

Section 10. Vacancies

If a vacancy occurs on the Board of Trustees, the Board of Trustees shall appoint a qualified person to serve on the Board of Trustees for the remainder of the term so vacated. If the vacancy is the Chair, the 1st Vice Chair shall become the Chair, the 2nd Vice Chair shall become the 1st Vice Chair, and a new 2nd Vice Chair shall be appointed as provided above. Similarly, should the vacancy be the 1st Vice Chair, the 2nd Vice Chair shall assume that office and a new 2nd Vice Chair will be appointed by the Board of Trustees. Should the vacancy be the 2nd Vice Chair, a new 2nd Vice Chair will be recommended by the Executive Committee and ratified by the Board of Trustees. Should the vacancy be the Immediate Past Chair, the Executive Committee may recommend the name of an individual who previously served as Chair of the Association who is a current member of the Board of Trustees, or the name of a District representative who currently sits on the Board of Trustees, for approval and ratification by the Board of Trustees to fill that position. Once a replacement for the vacant Immediate Past Chair position has been selected by the Board of Trustees as stated in the immediately preceding sentence, that individual shall thereafter serve as the Immediate Past Chair and all references in these Bylaws to the Immediate Past Chair shall apply to that individual. Notwithstanding any contrary provision in these Bylaws, when the vacancy being filled is that of the Chair, the newly installed Chair will serve the remaining term of the prior Chair plus a full two-year term thereafter, and the terms of the newly installed 1st Vice Chair and 2nd Vice Chair shall similarly be extended. Otherwise, the individual filling a vacancy will serve the remaining term of the vacancy being filled. Should any individual who is selected to fill a vacancy as provided above decline the appointment, another qualified individual will be selected to fill the vacancy as provided in these Bylaws. When a member of the Board of Trustees is appointed to serve as the 2nd Vice Chair (or the 1st Vice Chair or the Chair, as

appropriate, should more than one vacancy require the appointment of more than a new 2nd Vice Chair) that individual's prior position as one of the eleven (11) Trustees elected by the Board of District Representatives shall be considered to be vacant and shall be filled as provided above.

Section 11. Removals

An officer, agent, employee, consultant or member of the Board of Trustees may be removed by a two-third majority vote of the Board of Trustees present during a Board meeting, provided that removal of the officer, agent, employee, consultant or Trustee is an agenda item and a quorum is present, whenever in the Board's judgment the best interests of the Association will be served thereby. Nonpayment of annual dues by a Member District, termination of employment with a Member District, or ceasing to be a member of a legislative body of a Member District represented by the Trustee, malfeasance or misfeasance in office, or failure to perform duties of the position, including failure to attend Board of Trustees meetings, may be deemed justification for removal. The Chair may excuse attendance at a Board meeting. Any Trustee who timely notifies the Chair or the Executive Director that the Trustee will not be able to attend a particular meeting of the Board will be excused. The unexcused failure to attend three consecutive Board meetings within a one-year period shall be justification for removal of a Trustee. Election or appointment of a Trustee, officer, employee or agent shall not of itself create contract rights.

Section 12. Resignations

A member of the Board of Trustees may resign at any time by delivering a written resignation to the Board of Trustees. Unless otherwise specified therein, such resignation shall take effect upon delivery.

Section 13. Board Advisors

The Board of Trustees may appoint not more than six (6) Board Advisors to serve terms of two (2) years each. As stated above, the Board Advisors shall not be members of the Board of Trustees and shall not be eligible to vote. However, Board Advisors are critical to advise the Board and the Association in its missions. This office is intended to provide additional skill, time and effort required to further the operations of the Association, follow through with pending legislation and assist with the continuing needs of the Association. Qualifications for Board Advisors shall be as follows:

1) Their conduct of business shall be compatible with the Association's Mission and Code of Ethical Conduct;

2) They shall provide guidance and feedback on vendor issues and independent perspectives on the mission and goals of the Association;

3) They may attend Board of Trustees meetings; and

4) They shall support Association activities, especially the annual convention.

Board Advisers may not vote on Board of Trustees business, but may advise with respect to any matter before the Board at any Board meeting. At the request of the Board, the Board Advisors may meet separately as a committee of Board Advisors in order to perform an in-depth review of any matter to be addressed by the Board, and to provide their findings to the Board, in which case the Board Advisors shall constitute a committee consistent with Article VIII below.

ARTICLE VI

OFFICERS

Section 1. Chair, 1st Vice Chair, 2nd Vice Chair, and Immediate Past Chair

After the annual meeting held in odd-numbered years, the Board of Trustees shall elect a 2nd Vice Chair from the members of the Board of Trustees. The person so elected shall serve a term of two (2) years as 2nd Vice Chair, followed by a term of two (2) years as 1st Vice Chair, followed by a term of two (2) years as Chair. After having served a full term, as defined in these Bylaws, as Chair of the Association, the retiring Chair shall become the Immediate Past Chair. The respective Chair, 1st Vice Chair, 2nd Vice Chair and Immediate Past Chair shall take office on the third Monday in March of even-numbered years. The Chair shall preside at all meetings and be the official spokesperson of the Board of District Representatives, Board of Trustees and Executive Committee, and shall perform such other duties as may be prescribed from time to time by the Board of District Representatives or the Board of Trustees. The 1st and 2nd Vice Chairs and the Immediate Past Chair, shall perform the duties of the Chair, in the latter's absence, in order of succession, or at the request of the Chair.

Section 2. Treasurer

A Treasurer shall be selected and appointed by the Board of Trustees with no set term. The Treasurer will supervise the financial records of the Association and perform other duties specifically assigned or delegated by the Board. The Treasurer will be the custodian of the funds of the Association and keep an account of all receipts and disbursements. The Treasurer shall serve as an ex officio member of the Board of Trustees and of the Executive Committee without voting rights.

Section 3. Secretary

A Secretary shall be selected and appointed by the Board of Trustees. The Secretary or designee will be responsible for keeping the records of the Association, for the recording of all votes and for performing all other duties incident to that office. The Secretary may delegate all or a portion of the Secretary's responsibilities, if needed.

Section 4, Other Officers

Other officers may be designated and appointed by the Board of District Representatives or the Board of Trustees and will perform such duties and have such powers and responsibilities as may be assigned to them by the Board of Trustees. The election or appointment of an officer or agent shall not of itself create contract rights.

Section 5. Resignations

An officer may resign at any time by delivering a written resignation to the Board of Trustees. Unless otherwise specified therein, such resignation shall take effect upon delivery.

Section 6. Removal

An officer of the Association may be removed for cause by a two-thirds majority vote of the Trustees present during a Board meeting, as provided in Article V Section 11, provided that removal of the officer is an agenda item and a quorum is present.

Section 7. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, or a new office created by the Board of Trustees, may be filled by the Board of Trustees for the unexpired portion of the term or an indeterminant term, as applicable.

Section 8. Surety Bonds

The Board of Trustees may require, at the expense of the Association, any officer, agent or employee of the Association to execute to the Association a bond in such sums and with such surety or sureties as the Board of Trustees may direct, conditioned upon the faithful performance of responsibilities and duties owed to the Association, including responsibility for negligence and for the accounting of all property, monies and securities of the Association for which the officer, agent or employee is responsible.

ARTICLE VII

EXECUTIVE COMMITTEE

Section 1. General Powers

The Executive Committee will work with the Executive Director of the Association to ensure that the policies established by the Board of Trustees are being carried out. The Executive Committee will be charged with interpreting policy and assisting the Executive Director regarding policy decisions as necessary between meetings of the Board of Trustees.

Section 2. Membership

The Executive Committee shall consist of the Chair, the 1st Vice Chair, the 2nd Vice Chair, and the Immediate Past Chair as voting members, and the Executive Director and the Treasurer as ex-officio members without voting rights.

Section 3. Meetings

Unless changed by action of the Board of Trustees or the Chair, the Executive Committee will hold regular meetings at least once every other month, in person or electronically.

Section 4. Removal

Members of the Executive Committee may be removed from office by the Board of Trustees whenever two-thirds of the members of the Board of Trustees who are present at a duly called meeting of the Board, with a quorum being present and the removal being an agenda item of the meeting, determines that the best interests of the Association will be served thereby.

Section 5. Emergency Powers

In emergency situations, the Executive Committee shall have the power to approve emergency expenditures, which must be ratified by the Board of Trustees at its next regularly scheduled meeting.

ARTICLE VIII

OTHER COMMITTEES

Section 1. Nominating Committee

The Board of Trustees shall appoint a Nominating Committee from among the Board of District Representatives to recommend a list of candidates for each available office to be filled by election, which candidates may include members of the Board of Trustees. The list of candidates so recommended shall be presented to the Board of District Representatives at the time of the general election as those whom the Nominating Committee has recommended. Nominating Committee members shall serve for terms of two (2) years each, and no Nominating Committee member shall serve for more than three (3) consecutive terms. Nominations from the Board of District Representatives, other than from the Nominating Committee, shall be submitted in writing to the Nominating Committee or Executive Director a minimum of fourteen (14) days in advance of the general election. All such nominations must be approved by the Member District that nominee represents and must be accepted by the nominee prior to the general election.

Section 2. Legislative Committee

1) Membership shall be comprised of the current Trustees and officers of the Association and representatives of interested Member Districts.

2) Positions on legislation originating from the Board of District Representatives are expected to be maintained and supported by the Legislative Committee, to the extent practical.

3) The Legislative Committee may modify legislative positions of the Association in a manner consistent with the purpose and mission of the Association during the legislative session.

4) The Executive Director, in his professional judgment, may modify a position of the Legislative Committee when it is in the best interest of the Association and is dictated by the demands of the legislative process.

5) The Executive Director shall report all modifications in legislative positions at the following Legislative Committee meeting.

6) The Association will attempt to recognize the position of all Districts, but it is acknowledged that, at times, individual Districts may need to formulate a singular position for their own interests.

Section 3. Other Committees

The Board of Trustees may also appoint such other committees as the Board of Trustees may determine, which shall in each case consist of not fewer than two members of the Board of Trustees and such other committee members as are appointed by the Board of Trustees. All committees shall have such powers and perform such duties as shall from time to time be prescribed by the Board of Trustees. The Executive Director shall be an ex officio non-voting member of each committee appointed by the Board of Trustees. A majority of the members of any committee may fix its rules of procedure.

ARTICLE IX

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts

The Board of Trustees may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association; and such authority may be general or confined to specific instances.

Section 2. Loans

No loan or advance shall be contracted on behalf of the Association, no negotiable paper or other evidence of its obligation under any loan or advance shall be issued in its name, and no property of the Association shall be mortgaged, pledged, hypothecated or transferred as security for the payment of any loan, advance, indebtedness or liability of the Association unless and except as authorized by the Board of Trustees. Any such authorization may be general or confined to specific instances.

Section 3. Non-Member Services

The Board of Trustees will provide and maintain a fee schedule for services provided to non-members of the Association.

Section 4. Deposits

All funds of the Association not otherwise employed shall be invested or deposited from time to time to the credit of the Association in such instruments or securities, banks, trust companies or other depositories as the Board of Trustees may select, or as may be selected by any officer or agent authorized to do so by the Board of Trustees, and will comply with the State Money Management Act.

Section 5. Checks and Drafts

All notes, drafts, acceptances, checks, endorsements and evidences of indebtedness of the Association, other than transfers to and from the State Treasurer's Public Treasurers' Investment Fund (PTIF), shall be signed by the Treasurer and one other designated check signer. All officers of the Association are designated check signers. Either the Executive Committee or the Board of Trustees may designate additional check signers provided that such designated individuals are members of the Board of Trustees. If a check is payable to the Treasurer, it shall be signed by two other designated check signers of the Association. Endorsements for deposit to the credit of the Association in any of its fully authorized depositories shall be made by the Executive Director and reported to the Treasurer.

ARTICLE X

INSURANCE

The Board of Trustees may, in its discretion, direct that the Association purchase and maintain insurance to protect the Association as deemed expedient by the Board and may also direct that the Association purchase and maintain insurance on behalf of any person who is or was a representative, trustee, officer, employee or agent of the Association, or is or was serving at the request of the Association as a representative, trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability

asserted against and incurred by such person in any such capacity or arising out of such person's status as such.

ARTICLE XI

WAIVER OF NOTICE

Whenever any notice is required to be given to any member of the Board of District Representatives, Board of Trustees or Executive Committee of the Association under the provisions of these Bylaws, or under the provisions of the Articles of Incorporation, or under the provisions of the Utah Revised Nonprofit Corporation Act, to the maximum extend allowed by law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute a waiver of notice of such meeting, except where attendance is for the express purpose of objecting to the legality of that meeting.

ARTICLE XII

AMENDMENTS

These Bylaws may be altered, amended or repealed or new Bylaws may be adopted by the favorable vote of a majority of those present at any legally constituted meeting of the Board of District Representatives or Board of Trustees for which notice of the intent to amend said Bylaws has been given. Such changes shall be effective on the date determined by the Board of District Representatives or Board of Trustees adopting the same. Any action by the Board of Trustees altering, amending or repealing these Bylaws or adopting new Bylaws must subsequently be ratified by the Board of District Representatives at its next regular or special meeting.

ARTICLE XIII

FISCAL YEAR

The fiscal year of the Association shall be the 12-month period ending June 30.

ARTICLE XIV

CORPORATE SEAL

The Association shall have an official seal which shall bear the name of the Association and the state and year of incorporation.

ARTICLE XV

INDEMNIFICATION

Section1. Indemnification

Excepting only criminal conduct and willful misconduct, no officer or Trustee shall be personally liable for any obligations of the Association or for any duties or obligations arising out of any acts or conduct of said officer or Trustee performed for or on behalf of the Association. The Association

shall defend, indemnify and hold harmless such persons and their heirs and administrators who shall serve at any time hereafter as an officer or Trustee of the Association from and against any and all claims, judgments and liabilities to which such persons shall become subject by reason of any action having heretofore or hereafter been taken or omitted to have been taken by such officer or Trustee, and shall reimburse such persons for all legal and other expenses reasonably incurred by such persons in connection with any such claim or liability; provided, however, that no such persons shall be indemnified against or reimbursed for any judgment or expense incurred in connection with any claim or liability arising out of a criminal prosecution or willful misconduct. The rights accruing to such persons under the foregoing provisions of this section shall not exclude any other right to which they may lawfully be entitled, nor shall anything herein contained restrict the right of the Association to indemnify or reimburse such persons in any proper case, even though not specifically therein provided for. The Association, its Trustees, officers, employees and agents, shall be fully protected in taking any action or making any payment or in refusing so to do in reliance upon the advice of legal counsel.

The indemnification herein provided shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Member Districts or disinterested Trustees, or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Trustee, officer or employee and shall inure to the benefit of the heirs, executors and administrators of such person.

DATED this 5th day of November, 2026.

I hereby certify that the foregoing Bylaws were approved by the Board of Trustees of the Utah Association of Special Districts at a meeting duly called for that purpose, with due and proper notice, on the 1st day of October, 2026.

Chair Rodney Banks

I hereby certify that the foregoing Bylaws were ratified by the Board of District Representatives of the Utah Association of Special Districts at a meeting duly called for that purpose, with due and proper notice, on the 5th day of November, 2026.

Chair Rodney Banks

APPENDIX 1

CODE OF ETHICAL CONDUCT

Members of the Association and members of the Boards of District Representatives and of Trustees pledge to uphold the Association's Code of Ethical Conduct as follows:

• To maintain high standards of personal and professional integrity, truthfulness, honesty, and fortitude in all public activities to inspire public confidence and trust in Districts as units of local government.

• To accept responsibility for and to generate and carefully nurture respect for the truth, for fair dealing with others, for sensitivity to rights and responsibilities of citizens, and for the good of all Districts as units of local government.

• To be responsible for performance and to never compromise honesty and integrity for advancement, honors or personal gain.

• To be discreet and respectful of proper authority and our elected or appointed leaders and to be sensitive to the expectations and values of the public we serve.

• To avoid any interest or activity which is, or appears to be, in conflict with the conduct of official duties.

• To ensure that, in every instance, operations are conducted in accordance with applicable laws and regulations governing Districts.

• To use only legal and ethical means when seeking to influence legislation or regulations and to issue no false or misleading statements to legislators or to the public.

• To utilize every opportunity to improve public awareness and understanding of Districts and their role in providing essential public services.

• To refrain from the dissemination of any malicious information concerning individuals, other associations and organizations and their members, public entities or units of local government.

APPENDIX 2

CHART OF ORGANIZATION

Executive Committee	
Chair	Immediate Past Chair
1st Vice Chair	Executive Director
2nd Vice Chair	Treasurer

General Powers: The Executive Committee shall possess and exercise all powers of the Board of Trustees during the intervals between meetings of the Board of Trustees.

Meetings: Every other month (or more frequently, if necessary).

Board of Trustees
Association Officers (Except the Secretary) 11 Representatives at Large Executive Director and Treasurer are ex officio members

General Powers: The Board of Trustees shall possess and exercise all powers, rights and responsibilities necessary to conduct the business of the Association.

Meetings: At least every other month.

Board of District Representatives
Association Officers 1 Representative of Record of Each Member District

General Powers: The Board of District Representatives shall have power and authority to approve goals, programs and policies of the Association and may adopt such rules and regulations for the conduct of its affairs as it deems proper.

Meetings: At least annually unless cancelled or postponed until a following year by the Board of Trustees.

Board Advisors
Up to 6 Provide expertise and independent guidance and feedback to the Board of Trustees and the Executive Committee

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