

GARFIELD COUNTY ORDINANCE NO. 2020-7

CED BOARD BYLAWS

AN ORDINANCE ADOPTING THE RULES, PROCEDURES AND BYLAWS FOR THE GARFIELD COUNTY ECONOMIC DEVELOPMENT BOARD.

WHEREAS, the Garfield County Economic Development Board is established in accordance with U.C.A. 17-54-104 of Utah SB 0095. The Garfield County Economic Development Board exercises authority and assumes responsibilities delegated to it under these authorities;

WHEREAS, the Garfield County Economic Development Board, hereinafter referred to as “the CED Board,” shall be governed by State statutes and County ordinances and policies; and

NOW, THEREFORE BE IT ORDAINED that the Board of Garfield County Commissioners do hereby establish the following rules, procedures and bylaws for the CED Board as follows:

ARTICLE I. NAME OF ORGANIZATION

The Garfield County Economic Development Board (the “CED Board”).

ARTICLE II. BOARD PURPOSE

Section 1. CED Purpose

This Board is organized exclusively to further the economic development, workforce opportunities and business services across Garfield County (“the County”). The CED Board will liaise with the newly formed Rural County Grant Program (“RCGP”), created by Utah SB 0095 (Economic Development Amendments, 2020), which mandates that for each rural county to apply, they must have a CED Board in place.

Section 2. Specific Purpose

The RCGP shall be overseen by the Rural Partnership Board and Administered by the Office of Rural Development. The CED board shall assist and advise the Garfield County Commission on:

- Applying for a grant under the RCGP.
- What projects should be funded by grant money provided to the County under RCGP.
- Preparing reporting requirements for monies received by the County under RCGP.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

The Garfield County Commission shall appoint Members of the CED Board in line with Section 17-54-104 of Utah SB 0095, which states that each CED Board shall be composed of at least the following Members:

- A Garfield County representative;
- A representative from a municipality in the County;
- A Workforce Development representative;
- A Private Sector representative; and
- A member of the public who lives in the County.

Note, additional Members can be added at the County's discretion, but are not mandatory. Members are appointed by the Garfield County Commission, but applications shall be open to any current resident, property owner, business operator or employee of the County. In appointing Members of the CED Board, the County encourages and supports equal opportunities.

Section 2. Non-Voting Members

The Garfield County Economic Development Director shall serve on the board as a Non-Voting Member, but shall assist the CED Board and the Board of Garfield County Commissioners in their decision making. The Board of Garfield County Commissioners may also designate a member of the Commission to sit on the CED Board as a Non-Voting Member. In addition, a Garfield County staff member may be assigned to keep the minutes for the meetings and post them in accordance with The Open and Public Meetings Act (Utah Code Title 52, Chapter 4).

Section 3. Candidate Qualifications

CED Board candidates shall be a resident and registered voter of Garfield County with experience or knowledge in economic development or tourism, knowledge of County and local issues, a good listener, ability to communicate and be analytical.

Section 4. Rights of Members

Each Member shall be eligible to appoint one voting representative to cast the Member's vote in association elections.

Section 5. Resignation and Termination

Any Member may resign by filing a written resignation with the board. A Member can have their Membership terminated by the Garfield County Commission.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Regular Meetings

Regular meetings of the Members shall be held monthly, at a time and place designated by the Board Chair. The purpose of the regular meeting is to provide input and direction to Garfield County Economic Development and the Board of Garfield County Commissioners.

Section 2. Annual Meetings

An annual meeting of the Members shall take place in the month of September, the specific date, time and location of which will be designated by the Chair. At the annual meeting, the Members shall elect officers, receive reports on the activities of the association and determine economic priorities for consideration in the coming year.

Section 3. Special Meetings

Special meetings may be called by the Chair or a simple majority of the Board Members.

Section 4 Notice of Meetings

Electronic notice of each meeting shall be given to each voting Member not less than two days prior to the meeting. The Board will also follow The Open and Public Meetings Act (Utah Code Title 52, Chapter 4), which mandates that notice and agendas of public meetings be available to the public.

Section 5. Quorum

A quorum for a meeting shall consist of at least sixty percent (60%) of the active Membership. The presence, in person or via teleconference, of a majority of current Members of the Board shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice.

Section 6. Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE V. MEMBER RESPONSIBILITIES & TERM

Section 1. Member Responsibilities

All applications for the RCGP shall be received, reviewed and voted on the Members of the CED Board. Applications that are approved will be submitted to the Office of Rural Development in collaboration with the Rural Partnership Board in accordance with SB 0095 and Title 63G, Chapter 3, Utah Administrative Rulemaking Act.

The board will ensure that approved grants meet eligibility and reporting criteria for a rural county to receive grant money under SB 0095 Subsection (4)(b), including relevant submission forms, reporting requirements, and deadlines.

The Board will not recommend more than \$800,000 of aggregate grant awards annually and will work with County leaders to prioritize applicants that:

- Align with existing priorities defined in Garfield County’s Economic Development Plan.
- Are consistent with local economic development priorities as defined in Garfield County’s General Plan and other relevant economic development documents.
- Demonstrate clear economic need.
- Utilize local or in-kind resources in combination with the grant.
- Have evidence that jobs will be created.
- Have evidence that there will be a positive return on investment.

Section 2. Reporting Responsibilities

On or before September 1st of each year, if the County has received a grant under the RCGP in the previous 12 months, the Board shall provide a written report to the Rural Partnership Board that describes:

- The amount of grant money the County has received;
- How grant money has been distributed by the County, including what companies or entities have utilized grant money, how much grant money each company or entity has received, and how each company or entity has used the money;
- An evaluation of the effectiveness of awarded grants in improving economic development in the County, including the number of jobs created, infrastructure that has been created, and capital improvements in the County;
- How much matching money has been utilized by the County and what entities have provided the matching money; and
- Any other reporting, auditing, or post-performance requirements established by the Office of Rural Development in collaboration with the Rural Partnership Board under Subsection (6) in SB 0095.

Note, County staff may be appointed to assist with the creation of reporting documents.

Section 3. Tenure, Requirements, and Qualifications

Newly appointed representatives from the Municipalities in the County shall serve an initial one-year term. All other newly appointed CED Board Members who have not served before shall serve an initial two-year term. At the conclusion of the initial terms, the Garfield County Commission may decide to retain the Members for additional terms or appoint new Members.

Each Member of the Board of Directors shall attend at least 75% of the meetings of the Board per year. Failure to attend at least 75% of the meetings, either in person or via videoconferencing, may result in a forfeiture of said Member's seat on the Board.

To remain in good standing, CED Board Members must attend regularly scheduled meetings in compliance with the following guidelines:

1. A CED Board Member that is absent for more than 25% of the regular scheduled meetings in a year, without being excused for official County or excusable business, shall be automatically dismissed from the CED Board. Meetings that are changed or rescheduled after the official dates have been posted for the year do not apply towards attendance requirements.
2. A CED Member may attend a regularly scheduled meeting via electronic means and by notifying the Board Chair at least 12 hours prior to the meeting in question, which would also allow the Member the ability to garner the necessary information for the CED Member to use to call in. This will be effective only if there is a quorum present at the anchor location.
3. A CED Member must be present at each meeting through at least three quarters of the scheduled agenda to constitute a presence.
4. Appointments for municipalities can send approved City/Town representation in their place.
 - a. Approved City/Town representation include: City Manager, City/Town Council, City/Town employee or the respective Mayor
5. A dismissed CED Member remains eligible to apply for a CED vacancy.

Members of the CED board shall not, as individuals, direct the appointment to or removal from the Garfield County Economic Development Office of any employee, nor interfere with the duties or performance of any County employee including the Director.

Except when acting on County business in a regular CED meeting or as a Member of an authorized committee, CED Members have no privileges beyond those of other citizens to records, materials or produced items that belong to Garfield County Economic Development.

Section 4. Forfeiture

Any Member of the CED Board who fails to fulfill any of his or her requirements as set forth in this Article by shall automatically forfeit his or her seat on the Board.

Section 5. Vacancies

Whenever any vacancy occurs in the CED Board it shall be filled without undue delay by the Garfield County Commission.

ARTICLE VI. OFFICERS

The officers of this Board shall be the Chair and Vice-Chair. All officers must have the status of active Members of the Board.

Section 1. Chair

The Chair shall preside at all meetings of the Membership and have the following duties:

- He/she shall preside at all meetings of the Board.
- He/she shall ensure any ongoing reporting requirements are met with the Office of Rural Development and Rural Partnership Board in collaboration with County Officials.

Section 2. Vice-Chair

The Vice-Chair shall be vested with all the powers and shall perform all the duties of the Chair during the absence of the latter.

Section 3. Election of Officers

Officers will be sought on a volunteer basis and may be appointed by majority vote of the Board.

Section 4. Removal of Officer

The Advisory Board with the concurrence of 75% or 3/4 of the Members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the Member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 5. Vacancies

The Board shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. The persons so elected shall hold Membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VII. CONFLICT OF INTEREST

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this CED Board and its Members from approving grants that might benefit the private interest of a board Member. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to governmental organizations.

Section 2: Definitions

1. Interested Person: Any board Member who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
 - a. An ownership or investment interest in any entity with which the CED Board is considering an application, transaction or arrangement;
 - b. A compensation arrangement with the CED Board or with any entity or individual with which the CED Board has a transaction or arrangement; or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the CED Board is negotiating a transaction or arrangement.
3. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.
4. Compensation: includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 3. Procedures

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the board considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee Members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- c. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the CED Board's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a Member has failed to disclose actual or possible conflicts of interest, it shall inform the Member of the basis for such belief and afford the Member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the Member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the Member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE VIII. ADOPTION OF BYLAWS

ADOPTED AND APPROVED by the Board of Garfield County Commissioners on this 11th day of May, 2020.



Chair, Garfield County Commission
Leland F. Pollock

ATTEST:



Garfield County Auditor/Clerk
Camille A. Moore

County Seal:

