

**RESOLUTION OF THE TRANSIT COMMISSION OF THE UTAH TRANSIT
AUTHORITY ADOPTING BYLAWS OF THE AUTHORITY**

CR2026-07-01

July 15, 2026

WHEREAS, the Utah Transit Authority (the "Authority") is a large public transit district organized under the laws of the State of Utah and created to transact and exercise the powers provided for in the Utah Limited Purpose Local Government Entities- Special Districts Act (UTAH CODE § 17B-1-102, *et seq.*) and the Utah Public Transit District Act (UTAH CODE § 17B-28-801, *et seq.*); and

WHEREAS the Utah Public Transit District Act, UTAH CODE § 17B-2a-808.1, empowers the Transit Commission of the Utah Transit Authority ("Commission") to adopt bylaws; and

WHEREAS, the Commission adopts Bylaws to provide governance to the Authority and fulfil statutory governance responsibilities of the Authority; and

WHEREAS, the Commission wishes to adopt these Bylaws.

NOW, THEREFORE, BE IT RESOLVED by the Transit Commission of the Utah Transit Authority:

1. That the Commission hereby adopts the Bylaws, attached as Exhibit A.
2. That all prior Bylaws adopted by the Board of Trustees of the Utah Transit Authority are hereby superseded.
3. That the corporate seal be attached hereto.

Approved and adopted on this 15th day of July 2026.

Signed by:

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Mike Caldwell, Chair
Transit Commission of the Utah Transit Authority

ATTEST:

Signed by:

Nicole Martin

5E456C296DFE451...

Secretary of the Utah Transit Authority



(Corporate Seal)

Approved As To Form:

Signed by:

David M. Wilkins

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Assistant Attorney General
Counsel to the Utah Transit Authority

EXHIBIT A
Bylaws of the Utah Transit Authority

BYLAWS OF THE UTAH TRANSIT AUTHORITY

ARTICLE I — ORGANIZATION

Section 1. Creation.

The Utah Transit Authority (the “Authority”) was created pursuant to the Utah Limited Purpose Local Government Entities - Special Districts Act, Title 17B, Chapter One – and the Utah Public Transit District Act, Chapter 2a, Part 8 of the Utah Code Annotated 1953, as amended (the “Act”), and is a large public transit district organized under the laws of the State of Utah. Beginning July 1, 2026, the Authority is governed by a Transit Commission, which may hereinafter be referred to as the Commission and its appointees shall be referred to as Commissioners. The Authority is comprised of the Commission, Officers, management, and employees. The Authority is a political subdivision of the State of Utah with those powers specifically granted in the Act and with implied powers necessary to carry out the objectives and purposes of a public transit district.

Section 2. Duties.

A. Commissioners and Officers of the Authority shall act in the best interest of the Authority and in accordance with the Constitutions and laws of the United States of America and the State of Utah, the Act, these Bylaws, and adopted policies.

B. Commissioners and Officers of the Authority have a duty to exercise due care, to act with reasonable skill and diligence, and to perform the duties of their office honestly, faithfully, and to the best of their abilities.

C. Commissioners and Officers of the Authority have a fiduciary duty to the entire transit district. They have a duty of loyalty and shall articulate and consider the interests of constituencies in the district and take actions based on the best interest of the entire transit district. Each Commissioner

serves and represents the whole of the Authority and does not represent a specific geographic portion of the Authority.

D. Commissioners and Officers of the Authority have a duty to comply with the conflict of interest provisions described in Title 63G, Chapter 24, Part 3, and shall complete any required annual Financial Disclosure Report, sign any required annual Code of Conduct form, provide prompt disclosure of conflicts of interest, and recuse themselves from discussing or voting on issues for which they have a conflict of interest.

E. Commissioners and Officers of the Authority have a duty to comply with the State of Utah Government Records Access and Management Act and to maintain records consistent with applicable retention schedules adopted by the Authority (Utah Code Title 63G, Chapter 2).

F. Commissioners and Officers of the Authority have a duty to comply with the Utah Open and Public Meetings Act (Utah Code Title 52, Chapter 4).

G. Commissioners and Officers of the Authority have a duty to comply with the State of Utah Public Officers' and Employees' Ethics Act (Utah Code Title 67, Chapter 16) and other ethics or conflict of interest requirements applicable to the Authority.

H. Commissioners and Officers of the Authority have a duty to comply with the Utah Public Transit District Act (Utah Code Title 17B, Chapter 2a, Part 8) and other applicable provisions of the Limited Purpose Local Government Entities - Special Districts Act.

I. Commissioners and Officers of the Authority have a duty to maintain the confidentiality of non-public information obtained in their official capacities. They shall not disclose or improperly use non-public information for actual or anticipated personal, economic, or political gain, or for the actual or anticipated personal, economic, or political gain of any other person. They shall not rely on

non-public information obtained in an official capacity to acquire a pecuniary interest in any property, transaction, or enterprise.

J. Each Commissioner shall perform stakeholder engagement and reporting obligations required by the Act.

Section 3. Oath of Office.

The oath of office shall be given to all Commissioners, Officers of the Authority, and Officers appointed by the Executive Director before commencing the duties of the office. Oath of office records must be filed by the Secretary in the official governing records of the Authority.

Section 4. Indemnification.

Commissioners and Officers of the Authority shall be defended by the Authority against any action, suit, or proceeding arising from an act or omission alleged to have been committed within the scope of official capacity with the Authority to the full extent allowed by applicable law.

Section 5. Attendance.

Each Commissioner is expected to serve faithfully, attend all meetings, and perform other assignments in compliance with these Bylaws, Commission policies, and applicable law.

Section 6. Conflicts of Interest; Disclosures; Recusal; Ethics Complaints.

A. Commissioners shall promptly disclose any actual or potential conflict of interest in the manner required by applicable law, these Bylaws, and Authority policy. A Commissioner who has a conflict of interest shall recuse himself or herself from participating in discussion or voting on the matter when recusal is required by law or when recusal is necessary to preserve the integrity of Commission action.

B. Commissioners shall complete any financial disclosure report, code of conduct certification, or similar ethics-related filing required by applicable law or Authority policy.

Commissioner disclosures shall be reviewed and maintained in accordance with applicable law, GRAMA, and Authority records retention requirements.

C. Ethics complaints involving a Commissioner shall be reviewed or referred in accordance with applicable law and Authority policy. Nothing in these Bylaws limits the authority of an appointing official or other authorized body to address Commissioner conduct as provided by law.

D. The Commission may adopt additional Commission-level or administrative procedures governing Commissioner disclosures, recusals, ethics complaints, and related matters, provided such procedures are consistent with these Bylaws and applicable law.

ARTICLE II — THE TRANSIT COMMISSION

Section 1. Qualifications, Appointment, Number and Terms of Office.

The required number of Commissioners, the terms of office, qualifications, the process of appointment to the Commission, and the process for filling vacancies shall all be as set forth in the Act, as amended.

Section 2. Powers.

The Commission shall have the powers provided in the Act, these Bylaws, Commission policies, and other applicable law. The powers and duties of the Commission replace any powers and duties of a board of trustees stated in Utah Code Section 17B-1-301 to the extent provided in the Act. The Commission does not exercise day-to-day administrative or operational authority except as expressly provided by law.

The Commission shall perform the duties required by the Act, including approval of the annual budget, approval of interlocal agreements with local jurisdictions, approval of the strategic long-range transit plan proposed by the Executive Director, adoption of ordinances and bylaws, review and

recommendation of bond proposals, annual audit responsibilities, required financial reporting, audit direction, and required stakeholder engagement.

Section 3. Compensation.

Commissioners may not receive compensation or benefits for service on the Commission but may receive the per diem rate described in Utah Admin. Code §R25-5-4 and local travel expenses in accordance with the Act and applicable state rules for attendance at regularly scheduled Commission meetings, and other meetings and events as designated and approved by the Chair of the Commission.

Section 4. Officers.

The Officers of the Authority shall consist of all Commissioners, the Executive Director, Secretary, Treasurer, Comptroller, Internal Auditor, and other officers, assistants, and deputies considered necessary as provided in the Act.

Section 5. Appointment of Officers.

The Chair of the Commission shall be designated by the Governor of the State of Utah, and the Commission may select one Commissioner as Vice Chair to act in the Chair's absence. The Commission shall appoint the Secretary. The Executive Director shall be appointed by the Governor as provided in the Act. The Executive Director shall appoint the Treasurer, Comptroller, Internal Auditor, and other officers and employees as provided in the Act. Officers of the Authority may temporarily delegate their responsibilities during a short-term absence in a manner consistent with the Act, these Bylaws, and applicable Authority policy.

Section 6. Responsibilities of Officers.

A. Commission Chair.

The Chair shall: preside at all Commission meetings; coordinate with the Executive Director regarding Commission agendas; establish the duration and timing of public comment; and perform other duties assigned by the Act, these Bylaws, or Commission action.

B. Secretary.

The Secretary shall maintain the official governing records of the Authority; attest to all resolutions, ordinances, bylaws, policies, or orders passed by the Commission or Committees; and shall ensure that all necessary documents are filed with appropriate entities.

C. Treasurer.

The Treasurer shall be appointed by the Executive Director as provided in the Act. The Treasurer shall serve as custodian of all money, bonds, or other securities of the Authority, except to the extent the Commission appoints a separate custodian for funds and securities under Authority control as permitted by the Act and shall ensure that the Authority complies with the requirements of the State of Utah Money Management Act.

D. Comptroller.

The Comptroller shall be appointed by the Executive Director, meet the minimum requirements of the Act, and oversee the Authority's accounting and financial reporting.

E. Internal Auditor.

The Internal Auditor shall be appointed by the Executive Director, meet the minimum requirements of the Act, and objectively review the Authority's key processes and related internal controls; evaluate and improve the Authority's risk management, control, and governance processes; and report audit results and recommendations as required by the Act. The Internal Auditor shall also

serve as the Authority's Ethics Officer and investigate complaints of ethical violations. The Internal Auditor must operate within the scope of responsibility outlined in an Audit Committee Charter as prescribed in Article IV of these Bylaws. The Executive Director may supervise the Internal Auditor, but termination of the Internal Auditor for cause shall require the concurrence of the Chair and Vice Chair of the Commission unless otherwise required by law.

Section 7. Appointment of Staff.

The Executive Director shall hire qualified individuals, appoint officers and employees not otherwise appointed as provided in the Act, supervise Authority employees, and establish compensation and performance expectations for Authority officers and employees in accordance with applicable law and Authority policy.

Section 8. Removal of Officers.

Commissioners shall serve as provided in the Act. The Executive Director may be removed pursuant to the terms of the Act. The Secretary may be removed by a majority vote of the Commission. The Treasurer and Comptroller may be removed by written notice of the Executive Director. The Internal Auditor may be removed in accordance with the Act and Section 6 of this Article.

Section 9. Voting Rights and Quorum.

Each Commissioner may cast one vote on all questions, orders, resolutions, and ordinances coming before the Commission. Any four Commissioners constitute a quorum for the transaction of Commission business. Except as otherwise provided in these Bylaws or applicable State law, a majority vote or more of a quorum is sufficient to carry any order, resolution, ordinance, or proposition before the Commission.

ARTICLE III — EXECUTIVE DIRECTOR

Section 1. Powers.

The Executive Director shall have all of the powers, duties, and responsibilities granted and imposed by the Act. The Executive Director shall manage and direct the operations of the Authority and supervise Authority employees as provided in the Act. In the event the position of Executive Director is vacant, the position shall be filled as provided in the Act. Duties include, as applicable:

- A. Provide leadership and management of the Authority’s administrative operations, executive team, officers, and employees;
- B. prepare and present required reports to the Commission;
- C. prepare and present the annual budget to the Commission for approval;
- D. prepare and propose the strategic long-range transit plan required by the Act, in consultation with the Commission and other stakeholders as required by law;
- E. report to the Commission regarding progress on the Authority’s strategic long-range transit plan and other matters requiring Commission oversight;
- F. develop and implement internal district policies consistent with the Act, these Bylaws, and applicable law;
- G. manage the Authority’s contracts, procurement, grants, fares, investments, financial administration, operations, facilities, services, and other administrative functions as provided by law;
- H. coordinate with political subdivisions, metropolitan planning organizations, councils of governments, the Department of Transportation, and other stakeholders as required by the Act; and
- I. fulfill all other powers, duties, and responsibilities assigned to the Executive Director by the Act, these Bylaws, and applicable law.

Section 2. Compensation.

The salary and other terms of the Executive Director shall be governed by the Act.

Section 3. Removal of Executive Director.

The removal of an Executive Director shall be governed by the Act.

ARTICLE IV — COMMITTEES

Section 1. Committees.

The Commission may establish standing or ad hoc committees (“Committees”) deemed appropriate and shall designate their functions. Committees shall be established, amended, or disbanded by adoption of a Commission resolution at a duly noticed Commission meeting. Committees shall meet as needed or as determined by the Commission Chair and, once established, by the Committee chair. Members of Committees shall be appointed by the Commission Chair and serve at the pleasure of the Commission Chair. Committees shall support Commission governance responsibilities and shall not assume administrative authority assigned to the Executive Director.

Section 2. Audit Committee.

The Authority establishes an Audit Committee to support the Commission in directing the Internal Auditor to conduct audits determined to be most critical to the organization and to hear reports from the Internal Auditor and external auditors. The composition of the Audit Committee shall be established by Commission resolution or charter, with agreement of the Executive Director. The Audit Committee shall function under the terms of an adopted charter, which it shall review annually.

ARTICLE V — MEETINGS OF THE TRANSIT COMMISSION

Section 1. Open and Public Meetings.

All meetings of the Commission and Commission Committees shall be open to the public, unless closed pursuant to Utah Code §52-4-204, and shall comply with the State of Utah Open and

Public Meetings Act. The Commission shall hold public meetings at least monthly and receive public comment as required by the Act.

Section 2. Meeting Schedule.

At the beginning of each fiscal year, the Commission shall establish a regular meeting schedule by resolution. The Commission may conduct public meetings at various locations throughout the Authority's service area as provided in the Act.

Section 3. Special Meetings.

The Chair of the Commission shall call Special Meetings of the Commission, as necessary.

Section 4. Notice of Meetings.

Notice of all regular meetings, special meetings and emergency meetings of the Commission shall be by electronic means to Commissioners at electronic mail addresses as shown in the records of the Authority. Notice of emergency meetings shall be given to Commissioners at least twenty-four (24) hours before the meeting, if possible. In the event twenty-four (24) hour notice is not possible, each Commissioner shall receive the best notice which practicably can be given. Notice for emergency meetings may be oral, written, or electronic. Notices of meetings shall contain the date, time, place, and an agenda for the meeting. Notice of meetings shall be posted on the Utah Public Notice Website and provided to constituent entities as required by the Act.

Section 5. Minutes of Meetings.

Minutes of meetings shall be prepared and available to the public as required by the State of Utah Open and Public Meetings Act.

Section 6. Electronic Attendance at Meetings.

A Commissioner may attend a meeting via electronic means if:

A. The Commissioner provides twenty-four (24) hours advance notice to the Chair. A Commissioner attending a meeting electronically shall be counted as present for purposes of a quorum and may fully participate and vote. Only one Commissioner is required to be physically present at an anchor location for meetings that other Commissioners attend electronically; or

B. The Chair of the Commission determines an electronic meeting is necessary due to substantial risk to health and safety as authorized in the State of Utah Open and Public Meetings Act.

Section 7. Order of Business.

The business of all meetings of the Commission shall be transacted as far as practicable in the order of business set forth in the agenda. At any meeting where a new Commissioner is to take the oath of office and be seated, such ceremony shall be conducted prior to the determination of a quorum.

ARTICLE VI — CONDUCTING BUSINESS

Section 1. Resolutions, Orders, Ordinances, and Motions — Vote Recorded.

Every formal action by the Commission shall be taken by the passage of a resolution, order, ordinance, or motion by the Commission. The vote of the Commission on each ordinance or resolution shall be by roll call vote with each affirmative and negative vote recorded. All other actions of the Commission may be taken by acclamation with each affirmative and negative vote recorded unless otherwise required by law. The Commission may not adopt an ordinance unless the ordinance was introduced at least forty-eight (48) hours before adoption. Proposed resolutions and ordinances shall be forwarded to each Commissioner by electronic means at least twenty-four (24) hours before the resolution or ordinance is presented for adoption, unless a different time is required by law. All resolutions and ordinances passed by the Commission shall be authenticated as soon as practicable after their passage by the signature of the Chair and attested to by the Secretary and kept in the official

records of the Authority. A record of meetings of the Commission shall be made and retained as provided by law.

Section 2. Adoption and Amendment of Bylaws.

These Bylaws may be adopted and amended by resolution and an affirmative vote by a majority of the Commission.

Section 3. Fiscal Year.

The fiscal year of the Authority shall commence on January 1 and end on December 31 of each calendar year, unless otherwise changed by the Commission via resolution.

Section 4. Principal Place of Business.

The principal place of business for the Authority, and the location of all offices and departments, shall be determined and published in accordance with applicable law. The Secretary shall publish the location of the principal place of business in the Government Entity Database maintained by the Division of Corporations of the State of Utah.

Section 5. Budget.

The Executive Director of the Authority shall prepare and submit an annual budget for the consideration of the Commission each year in compliance with applicable law. After analyzing the proposed budget the Commission shall adopt a final annual budget prior to the end of each fiscal year.

Section 6. Audit Reports.

A. Annual Audit.

The Commission shall cause an annual audit of the Authority's financial statements to be conducted in accordance with generally accepted auditing standards following the end of each fiscal year and in compliance with the Act. The audit shall be performed by an independent certified public accounting firm selected by the Commission. The auditor shall provide a signed auditor's opinion as

to the fair presentation of the financial position of the Authority and the results of Authority operations and changes in its financial position for the fiscal year ended. The audit shall be made available in compliance with the Act.

B. Other Audits.

The Commission may cause audits other than the annual audit to be made, which shall be made available in compliance with the Act. If requested by the Executive Director, the Commission may direct the Internal Auditor to conduct an audit of an internal issue as provided in the Act.

These revised Bylaws were approved this ____ day of _____, 2026.

Chair, Transit Commission

Secretary of the Authority

Approved as to Form:

Assistant Attorney General
Counsel to the Utah Transit Authority.

Revision/Review History:

Date of Local Advisory Council Consultation	Board of Trustees Approval (Resolution Number)	Action
11-14-2018	R2018-11-01 (11-28-2018)	Adopted new Bylaws to reflect legislative changes to the Public Transit District Act and UTA governance (SB136 - 2018 Legislature); replaces Bylaws previously approved in R2017-02-01.
06-12-2019	R2019-06-01 (06-19-2019)	Adopted revised Bylaws that: a) updated Local Advisory Council (LAC) naming b) provided for short-term delegation of authority by Board or LAC Officers c) clarified duties of the Board Chair, Audit Committee, and Internal Auditor d) provided criteria for LAC member reimbursement of expenses d) removed Pension Committee from Bylaws to be governed by Board Resolution.
11-29-2023	R2023-12-09 (12-20-2023)	Adopted revised Bylaws that: a) clarified duties of Board, LAC and Officers of the Board b) added Oath of Office requirement for chief level officers c) removed Committee on Accessible Transportation from Bylaws to be governed by Charter approved by the Board d) updated OPMA electronic meeting requirements e) removed roll call vote requirement for LAC.
N/A	R2025-05-03 (05-28-2025)	Updated based on SB174 of the 2025 Utah Legislative Session including a) revised appointment or removal of Authority Officers, including the Executive Director's appointment of the Treasurer and Comptroller, b) removed Local Advisory Council consultation requirements for Bylaw changes and investment of funds, c) added procedure for the Executive Director to request an internal audit; and e) clarifying language.
N/A	CR2026-07-01 *07-15-2026)	Updated based on SB197 of the 2026 Utah Legislative Session including a) removal of all references to the now-dissolved Board of Trustees and Local Advisory Council, b) inclusion of the Transit Commission and its Duties, c) revision of the new duties of the Executive Director, and d) any other changes to comply with law.