ARTICLE V

ORGANIZATION

A.   Members. The Commission is comprised of the Members that are signatory to this Agreement which include, as of __ _____ 2020 (the effective date of the first amendment to this Agreement), Town of Alta, city of Cottonwood Heights, City of Millcreek, Park City, Salt Lake City, Salt Lake County, Sandy City, and Summit County. Additional Members ("Additional Members") may be added to the Commission pursuant to the following minimum criteria and process:

(1)   *Minimum Criteria*. The minimum criteria for membership in the CWC are as follows:

(a)   Each Additional Member shall be a governmental entity located in Salt Lake County or Summit County, Utah; and

(b)   Each Additional Member shall have a common border with the boundary of the Commission specified in this Agreement or have legal jurisdiction within such boundary; and

(c)   Except for Salt Lake County, which may have two Commissioners as specified below, no Member shall have more than one Commissioner representing it on the Board.

(2)   *Process*. The process for adding Additional Members to the Commission is as follows:

(a)   Upon receipt of a written application from the governing body of a proposed new Additional Member which complies with the minimum criteria specified in Article V.A.(1) (the "*Minimum Criteria*"), the Board may consider such application in public meetings occurring over such timeframe as the Board, in its sole discretion, may deem reasonable and appropriate under the circumstances.

(b)   The Board's consideration of the application of such proposed new Additional Member shall be based on the the Minimum Criteria and such additional criteria as the Board, in its sole discretion, may deem reasonable and appropriate under the circumstances.

(c)   Following such consideration, the Board shall vote whether to offer Commission membership to the proposed new Additional Member. If a majority of the Board does not affirmatively vote to offer Commission membership to the proposed new Additional Member, then the proposed new Additional Member's application for membership shall be deemed denied and that proposed new Additional Member shall be barred from re-applying for membership for a period of one year after such denial.

(d)   If a majority of the Board affirmatively votes to offer Commission membership to the proposed new Additional Member, then the proposed new Additional Member's application for membership shall be deemed provisionally approved, subject to:

(i)   Approval of the proposed new Additional Member by the legislative body of each of the Members; and

(ii)   Approval of this Agreement, as previously amended and/or restated, by resolution of the governing body of the proposed new Additional Member; and

(iii) The proposed new Additional Member's execution and delivery to the Board of a counterpart of the then-current version of this Agreement.

B.   **Board**.

(1)   *Member Commissioners*.

(a)   The Mayor or the governing body, as appropriate to the Member's form of government as created by the Laws of Utah 1977, Chapter 48, of each Member shall appoint an elected public official from their respective entity to serve as a Commissioner.

(b)   The Salt Lake County Council shall appoint an At-Large County Council Member to represent the interests of the greater Salt Lake County.

(c)   Each Member Commissioner shall serve until his or her tenure as an elected public official of the sponsoring Member terminates, until his or her successor is duly appointed by the sponsoring Member, or until his or her sponsoring Member withdraws from the Commission, whichever occurs first. A vacancy on the Board shall be filled in the same manner as the appointment of the Member Commissioner whose vacancy is being filled.

(2)   *Ex Officio Commissioners*. *Ex officio* Commissioners ("*Ex Officio Commissioners*") representing non-Member governmental entities with specialized expertise may be appointed by Board resolution to provide input pertinent to the CWC's goals or objectives. To that end, an Ex Officio Commissioner may participate in Board discussions but, as provided below, may not vote on any Commission matters.

(a)   No more than four Ex Officio Commissioners may serve at any time.

(b)   The term of service of an Ex Officio Commissioner shall be the lesser of one year or as specified in the appointing resolution; provided that an Ex Officio Commissioner may be freely re-appointed by Board resolution from time to time.

(c)   An Ex Officio Commissioner may be removed at any time upon majority vote of all of the Member Commissioners then serving on the Board.

(3)   *Compensation and Expenses of Commissioners*. Commissioners may not receive compensation or benefits for their service on the Board, but may receive per diem and reimbursement for travel expenses incurred as a Board member at the rates established by the State of Utah, Division of Finance.

(4)   *Open Meetings Act*. Board meetings are subject to the Utah Open and Public Meetings Act, UTAH CODE ANN. 52-4-101 et seq. (the "Open Meetings Act"). An Ex Officio Commissioner's presence in or absence from a meeting of the Board or any other CWC public body shall not contribute—for or against—to the existence of a quorum of the Board or such body under any applicable law.

C.   Officers. Bi-annually, the Commissioners shall elect from among the Member Commissioners a Chair, a Co-Chair, a Secretary and a Treasurer.

D.   Voting.

(1)   A Member Commissioner may not delegate the right to vote on Commission matters to any designee; provided, however, that a Member Commissioner may send a non-voting designee to Commission meetings for the purpose of gathering information for and expressing the viewpoint of the designee's Member Commissioner. The Board shall, however, adopt a written protocol for electronic meetings as authorized in the Open Meetings Act.

(2)   All actions of the Commission require approval of at least a majority vote of all Member Commissioners then serving on the Board.

(3)   Ex Officio Commissioners may not vote on any Commission matters.