

**SAN JUAN COUNTY
ORDINANCE #2020 - 08**

**AN ORDINANCE ADOPTING THE RULES, PROCEDURES,
AND BYLAWS FOR THE SAN JUAN COUNTY ECONOMIC DEVELOPMENT
BOARD**

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

WHEREAS, the San Juan 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 RESOLVED that San Juan County does hereby establish the following rules, procedures and bylaws for the CED Board as follows:

**ARTICLE I
NAME OF ORGANIZATION**

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

**ARTICLE II.
BOARD PURPOSE**

Section 1. CED Purpose

This CED Board is organized exclusively to further economic development, workforce opportunities, business expansion and retention, and new business opportunities/services across San Juan 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 an active 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 San Juan County Commission on:

- Applying for grants under the RCGP
- What projects should be funded by grant money provided to a rural county under RCGP
- Preparing reporting requirements for grant money received by a rural county under RCGP

Section 3. Additional Purpose

The Board shall also be used in offering guidance and direction relating to economic development, workforce opportunities and all other business coordination efforts throughout the entire County with projects and the establishment of economic development goals to be presented to the San Juan County Board of Commissioners for the County.

ARTICLE III MEMBERSHIP

Section 1. Eligibility for Membership

The San Juan County Commission shall appoint Members of the CED Board in accordance with U.C.A. Section 17-54-104 of Utah SB 0095, in addition to the following that each CED Board shall be composed of at least the following Members:

- A representative of the County
- A representative from each municipality in the County
- A workforce development representative
- A private sector representative
- A Member of the public who lives in the County

Four additional Members at large can be added at the County's Economic Development Director's recommendation, with advice and consent of the Commission, but are not mandatory as described in Utah SB0095. Members are appointed at the behest of the San Juan County Commission; applications shall be open to any current resident who is a registered voter, and is a property owner, or a business owner or who is an employee of the County. In appointing Members of the CED Board, the County encourages and supports equal opportunities for all Boards and Committees and encourages women, minorities, and the disabled to apply.

Section 2. Candidate Qualifications

CED Board candidates shall be a resident and registered voter of San Juan 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 3. Rights of Members

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

Section 4. Resignation and Termination

Any Member may resign by filing a written resignation with the Board. A Member can have their Membership terminated by the San Juan County Commission if it is determined by preponderance of the evidence that the board Member has not complied with the requirements of Article V of these bylaws.

ARTICLE IV MEETINGS OF MEMBERS

Section 1. Regular Meetings

The CED Board meets quarterly on the second Monday of the first month of that quarter. Additional meetings may be added, if necessary, to provide input and direction to San Juan County Economic Development & Visitor Services staff. Meetings will be held in Monticello at 117 South Main Street in the Commission Chambers. Unless otherwise advertised, regular meetings of the Members shall be held monthly, at a time and place designated by the board chair.

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 of Directors.

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), with the exception of certain matters that may be discussed in "closed meetings." Closed meetings should be limited to discussion as defined in State Code. In accordance with the Open and Public Meetings Act notice and the agendas of public meetings be available to the public.

Section 5. Quorum

A quorum for a meeting of the Members shall consist of at least sixty percent (60%) of the active Membership. The presence, in person or via phone, of a majority of current Members of the Board of Directors 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 by 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 the existing priorities and goals as defined in San Juan County's existing Economic Development Plan
- Are consistent with local economic development priorities as defined in San Juan County's General Plan & Strategic Economic Development Plan
- 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;
- 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

Appointed Members of the CED Board shall serve an initial two-year term. At the conclusion of the initial term, the San Juan County Commission may decide to retain the Members for additional terms or appoint new Members. Terms will be staggered to always maintain experience and tenured Board Members.

In order to create a staggering of the Board Members, the initial term for the following Members shall be 3 years:

- The representatives from each municipality
- A workforce development representative
- A Private Sector Representative

Once their initial term expires, they will return to two year terms.

Each Member of the Board of Directors shall attend at least 75% of the meetings of the Board per year. Failure to attend a minimum of 75% of the meetings may result in removal from the Board.

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

- A. A CED Member that is absent for more than three (3) of the regular scheduled meetings in a year, without being excused for official County or excusable business, will be automatically dismissed from the San Juan County CED Board. Meetings that are changed or rescheduled after the official dates have been posted for the year do not apply towards attendance requirements.
- B. If a CED Member has attended two committee meetings, as a committee Member, this would excuse one (1) absence from the regularly scheduled meetings, which is a privilege that could be taken advantage of only one time per year, per Member.

- C. 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.
- D. A CED Member must be present at each meeting through at least three quarters of the scheduled agenda to constitute a presence.
- E. Appointments for Monticello City, Blanding City and the Town of Bluff 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
- F. 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 San Juan County Economic Development and Visitor Services Office of any employee, nor interfere with the duties or performance of any County employee including the Director.

Except when acting on EDVS 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 San Juan County Economic Development and Visitor Services.

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 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 San Juan 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. The Chair shall 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. Recommendations will be provided to the San Juan County Board of Commissioners and may be appointed by majority vote of the San Juan County Board of Commissioners.

Section 4. Removal of Officer

The CED Board with the concurrence of 3/4 of the Members voting at the meeting may remove any officer of the Board of Directors and recommend 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 appointed 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

- A. Interested Person: Any Board Member who has a direct or indirect financial interest, as defined below, is an interested person.

- B. 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.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

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.

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 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 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 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 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**

Section 1. Annual Review and Amendment

The bylaws will be reviewed by the Commission at the beginning of each calendar year. Amendments will be recommended to the Board of Commissioners for approval.

Section 2. Waiving or Suspending Rules

A rule of procedure may be suspended or waived at any meeting by unanimous vote of the Commission Members present unless such a rule is set by State law or County ordinance.


APPROVED AND PASSED by the Board of San Juan County Commissioners on the 21st day of April, 2020.

Voting Aye: _____ 2 _____


Voting Nay: _____

ATTEST:

BOARD OF SAN JUAN COUNTY
COMMISSIONERS



John David Nielson



Kenneth Maryboy, Chair