WHEREAS, in 2022, the Utah Legislature passed H.B. 410 enacting the Great Salt Lake Watershed Enhancement Program, Utah Code Title 65, Chapter 16 (the “Act”), which authorizes FFSL to select “eligible applicants” to create and manage a “Great Salt Lake Watershed Enhancement Trust” (“Trust”) to benefit Great Salt Lake and its wetlands in conformance with the objectives of the Act;

WHEREAS, the Legislature appropriated forty million dollars ($40,000,000) for FFSL to provide as a pass-through grant to eligible applicants to support the establishment and operation of the Trust;

WHEREAS, on June 2, 2022, FFSL selected the National Audubon Society and The Nature Conservancy (collectively, the “Grantees”) to receive the grant to establish the Trust pursuant to the provisions of the Act;

WHEREAS, in December 2022, Grantees executed the following agreements to establish the Trust: (1) an agreement that establishes the Trust as a cooperative agreement between the Grantees pursuant to Section 65A-16-301(1)(a)(ii) of the Act; (2) a trust grant agreement with FFSL (the “Agreement”) that satisfies the requirements of Section 65A-16-201(5)(b) of the Act; and (3) a fiduciary agreement with the Community Foundation of Utah to comply with Section 65A-16-301(2)(a) of the Act;

WHEREAS, as required by Section 65A-16-301(5)(b) of the Act and Paragraph 5.k of the Agreement, the Trust has coordinated with FFSL to establish a nine-member advisory council (the “Trust Advisory Council”);

WHEREAS, pursuant to Paragraph 5.k.ii of the Agreement, members of the Trust Advisory Council shall serve four (4) year terms, provided that the initial term of four (4) of the members shall be two (2) years in length to ensure that the members have staggered terms;

WHEREAS, the inaugural members of the Trust Advisory Council, their respective stakeholder groups, affiliations, and initial terms as determined by FFSL and the Trust are:

1. Agriculture – **Spencer Gibbons**, Utah Farm Bureau (term expires March 13, 2025);

2. Private Landowner Adjacent to Great Salt Lake – **Jack Ray**, Rudy Duck Club, South Shore of Great Salt Lake (term expires March 13, 2027);

3. Conservation Organization Dedicated to the Preservation of Migratory Waterfowl – **Thomas Wright**, Ducks Unlimited (term expires March 13, 2025);
4. Conservation Organization Dedicated to the Protection of Non-Game Avian Species — **Cooper Farr**, Tracy Aviary (term expires March 13, 2027);

5. Conservation Organization Working on Great Salt Lake Issues — **Jordan Nielson**, Trout Unlimited (term expires March 13, 2025);

6. Aquaculture — **Tim Hawkes**, Great Salt Lake Artemia (term expires March 13, 2027);

7. Mineral Extraction — **Joe Havasi**, Compass Minerals (term expires March 13, 2027);

8. Water Conservancy District — **Darren Hess**, Weber Basin Water Conservancy District (term expires March 13, 2027);

9. Wastewater Treatment Facilities — **Jill Jones**, Central Davis Sewer District (term expires March 1, 2025);

**WHEREAS**, the Trust has coordinated with the Trust Advisory Council in preparing the attached Bylaws to govern the meetings and actions of the Trust Advisory Council;

**WHEREAS**, Paragraph 5.1 of the Agreement requires the Advisory Council to adopt the Bylaws by a majority vote; and

**WHEREAS**, the Trust Advisory Council reviewed the Bylaws at a meeting on March 13, 2023, and desire to adopt the Bylaws.

NOW, THEREFORE, effective immediately, the Trust Advisory Council resolves as follows:

1. The member’s appointments and terms are ratified and approved.

2. The Bylaws attached to this resolution are approved in their entirety.

DATED this 13th day of March 2023.

Spencer Gibbons voting Yes  
Jack Ray voting Yes  
Thomas Wright voting Yes  
Cooper Farr voting Yes  
Jordan Nielson voting Yes  
Tim Hawkes voting Yes  
Joe Havasi voting Yes  
Darren Hess voting Yes  
Jill Jones voting Yes

**ATTEST**

Karyn Stockdale
National Audubon Society, Trust Grantee

**ATTEST**

Kelley Hart
The Nature Conservancy, Trust Grantee
BYLAWS
OF THE
GREAT SALT LAKE WATERSHED ENHANCEMENT TRUST
ADVISORY COUNCIL

Adopted March 12, 2023

1. DEFINITIONS

The below terms shall have the following meanings for the purposes of these Bylaws:


3. “Bylaws” means these bylaws for the Trust Advisory Council.

4. “FFSL” means the Utah Division of Forestry, Fire and State Lands.

5. “Major Project” means:
   a. A project or program expected to utilize two hundred and fifty thousand dollars ($250,000) or more of State Grant Money; or
   b. Actions that include approval of or amendments to the Trust Advisory Council’s Bylaws or the creation of additional advisory councils pursuant to Section 65A-16-16-301(5)(a) of the Act.
   c. A Major Project does not include the Trust’s annual operating budget.

6. “Member” means a member appointed to the Trust Advisory Council.

7. “State Grant Money” means the forty million dollars ($40,000,000) appropriated pursuant to Section 8 of H.B. 410 (Utah Laws Chapter 78, 2022 General Session) and interest or income derived therefrom. State Grant Money does not include any other funds, including funds from the federal government.

8. “Trust Advisory Council” means this advisory council, which is subject to these Bylaws and was established pursuant to Section 65A-16-301(5)(a) and (b) of the Act and Section 5.1 of the Agreement.

II. PURPOSE

These Bylaws shall govern the proceedings and actions of the Trust Advisory Council.

III. COMPLIANCE WITH LAWS AND OTHER REQUIREMENTS

In implementing these Bylaws, the Trust and the Trust Advisory Council shall comply with the provisions of the Agreement and any applicable laws and regulations, including the Act and applicable regulations FFSL may promulgate pursuant to Section 65A-16-102 of the Act.

IV. ROLE OF TRUST ADVISORY COUNCIL

The purpose of the Trust Advisory Council is to consult with the Trust on Major Projects and on other matters related to the mission and objectives of the Trust pursuant to Section 65A-13-16-301(5)(a) of the Act. The Trust and the Advisory Council are private entities and are not public entities, political subdivisions of the State of Utah, or governmental non-profit corporations.

V. MEMBERSHIP

1. Appointment of Members. When a Member’s term ends, the Trust shall follow the process set forth in Section 5(k)(i) of the Agreement by providing FFSL with a written list of two (2) to three (3) names for the applicable category listed in Section 65A-16-301(5)(b) of the Act.¹ The list the Trust provides to FFSL may include the name of the Member whose term has expired. As provided in Section 5(k)(i) Agreement:

   “FFSL shall consult with the Utah Division of Water Quality and the Great Salt Lake Advisory Council to select a new Member to fill the vacancy from the list of names FFSL receives from the Trust. If FFSL determines none of the nominations the Trust has made for a given category satisfy Section 65A-16-301(5)(b) of the Act, FFSL shall notify the Trust in writing of the reasons why the nominations are deficient and shall either instruct the Trust to provide additional information to address the deficiencies or instruct the Trust to provide additional nominations. The Parties shall follow this process until FFSL has approved a Member for each category in Section 65A-16-301(5)(b) of the Act."

If the Act is amended to include other categories, the Trust shall follow the process set forth in this Paragraph to appoint the new Member.

2. Term. Each Member shall serve a four (4) year term, provided that the terms for four (4) of the initial Members, as selected by FFSL and the Trust, shall be two (2) years in length to ensure the Members have staggered terms. A Member may be reappointed pursuant to the

¹ These categories include agriculture, a private landowner adjacent to Great Salt Lake, a conservation organization dedicated to the preservation of migratory waterfowl, a conservation organization dedicated to the protection of non-game avian species, a conservation organization working on Great Salt Lake issues, aquaculture, mineral extraction, a water conservancy district, wastewater treatment facilities and any other categories authorized by law.
process in Paragraph V.1 of these Bylaws and there is no limit on the number of terms a Member may serve.

3. **Member Responsibilities.** As a Member of the Trust Advisory Council, each Member shall:

   a. Attend Trust Advisory Council meetings and arrive on time for such meetings;

   b. Read and study the agenda, reports, and all attached documents prepared by the Trust so that they are fully informed prior to the scheduled meetings of the Trust Advisory Council;

   c. Act in an honest, courteous, and respectful manner with other Members, the Chair, Trust representatives, and all others who may attend Trust Advisory Council meetings;

   d. Comply with these Bylaws all laws and regulations applicable to the Trust Advisory Council, as a body, and to the Member, as an individual; and

   e. Ensure that the Chair has the Member’s current email address, telephone number, and mailing address.

4. **Resignations.** A Member may resign at any time by giving written notice of such resignation to the Chair and FFSL. The Chair shall record the Member’s resignation in the minutes of the next Trust Advisory Council meeting following the resignation.

5. **Vacancies.** When a Member’s term ends, or a vacancy otherwise occurs, the Trust and FFSL shall follow the process set forth in Section 5(k)(i) of the Agreement and Section V.1 of these Bylaws to nominate and select a successor. When a vacancy is filled, the newly selected Member will serve for the unexpired term of the individual leaving the Trust Advisory Council. A Member of the Trust Advisory Council may serve until the Member’s successor is appointed unless the Member has been removed pursuant to these Bylaws.

6. **Compensation and Reimbursement.** Members shall receive no compensation or benefits for their service on the Trust Advisory Council. Members may receive reimbursement for the mileage costs they incur attending Trust Advisory Council meetings in accordance with the Internal Revenue Service’s standard mileage rates by submitting an invoice to the Trust.

7. **Revision of Threshold Amounts for Major Projects.** Pursuant to Section 2.f of the Agreement, the Trust Advisory Council may increase the dollar amount threshold that determines whether a project qualifies as a Major Project.

**VI. CHAIR**

1. **Executive Director to Serve as Chair.** The Executive Director of the Trust shall serve as the Chair of the Trust Advisory Council.
2. **Duties of the Chair under the Bylaws.**

   a. Serve as the presiding officer of the Trust Advisory Council;

   b. Implement these Bylaws;

   c. Conduct and preside over all Trust Advisory Council meetings and serve or appoint another expert to serve as the parliamentarian for such meetings;

   d. Schedule, organize, and call Trust Advisory Council meetings, including the development of agenda for such meetings, in accordance with these Bylaws;

   e. Oversee the development and approval of minutes of Trust Advisory Council meetings;

   f. Prepare timely reports and other relevant information for the Trust Advisory Council;

   g. Identify and bring before the Council such matters as are within the purview of the Council; and

   h. Engage a facilitator to assist the Chair in fulfilling their duties.

3. **Chair pro tem.** In the absence of the Chair at a Trust Advisory Council meeting, the Chair may select a Member to act as the Chair *pro tem* to preside over that meeting. If the Chair is incapacitated, the Trust shall select an acting Executive Director who shall serve as Chair *pro tem* with all the rights and responsibilities of the Chair.

**VII. TRUST ADVISORY COUNCIL MEETINGS**

1. **Regular Meetings.** At the first Trust Advisory Council meeting of each calendar year, the Members shall approve a meeting schedule for that year, provided that such schedule must require the Trust Advisory Council to meet quarterly. These meetings shall be the regular meetings of the Trust Advisory Council. The Chair shall provide the Members with a summary of the approved schedule that includes the time and location (physical and/or electronic) of each regular meeting. After consulting with the Members, the Chair may change the time of a regular meeting by providing forty-eight (48) hours’ notice to the Members of the new regular meeting time.

2. **Special Meetings.** The Chair may call a special meeting in addition to the regular meetings by notifying each Member of the topics to be discussed at the special meeting along with the time and location (physical and/or electronic) of the special meeting. The Chair shall provide such information to each Member at least forty-eight (48) hours prior to the special meeting. The Chair shall consult with the Members in holding a special meeting and shall strive to schedule a special meeting at a time when the most Members are available.
3. **Emergency Meetings.** The Chair may call an emergency meeting with less than a forty-eight (48) hour notice to consider matters of an emergency or urgent nature which arise under unforeseen circumstances. The Chair shall give the Members the best notice practicable of the topics to be discussed at the emergency meeting along with time and place (physical and/or electronic) of the emergency meeting. The Chair shall strive to schedule the emergency meeting at a time when the most Members are available.

4. **Creation of Agenda.** The Chair shall create the agenda for each meeting of the Trust Advisory Council. Any Member may request that an item be included on an agenda by submitting the request in writing to the Chair, provided that the Chair shall not include items that do not fall within the purview of the Trust Advisory Council as described in these Bylaws, the Act, and the Agreement. The Chair shall send the agenda to each Member at least forty-eight (48) hours prior to each regular and special meeting.

5. **Quorum.** A quorum shall consist of five Members and shall be necessary to conduct the business of the Trust Advisory Council, provided that a minimum of five (5) votes is required for approval of all Major Projects.

6. **Order.** The order of business at the Trust Advisory Council meeting should follow the agenda the Chair provides to the Members. The Chair, absent an objection from a Member, may consider matters out of the agenda order.

7. **Vote.** Each Member of the Trust Advisory Council shall have one vote. The Chair shall not have a vote. Votes shall occur at a duly scheduled Trust Advisory Council meeting, provided that the Chair may ask Members to vote on matters by email if the Chair copies each Member on the email requesting a vote on the matter.

8. **Majority Vote.** A majority vote of the Members of the Trust Advisory Council present at a meeting in favor of a motion shall carry the motion, provided that a quorum is present.

9. **Proxy Votes.** If a Member is unable to attend a Trust Advisory Council meeting or participate in an email vote, a Member may designate another Member to act as their proxy and to vote on their behalf by notifying the Chair and the other Members of the designation by email or in writing.

10. **Electronic Meetings.** All meetings of the Trust Advisory Council may be held in person, by electronic means, or through a combination of both at the discretion of the Chair, provided that the Chair shall provide for a means for Members to participate electronically if requested to do so by any Member.

11. **Participation of the Public.** The Trust and the Trust Advisory Council are private, non-governmental entities. Nevertheless, and except as provided in these Bylaws, members of the public may be allowed to attend Trust Advisory Council meetings and the Chair may notify the public of Trust Advisory Council meetings and may include time for public
comments in the agenda. Members of the public, however, are not entitled to speak or provide comment at Trust Advisory Council meetings outside of a designated public comment item on the agenda unless requested to do so by the Chair or if a majority of the Members present vote to allow public comment on an item included in a meeting agenda.

12. Closed Sessions. From time to time, the Trust Advisory Council will be required to discuss and act on sensitive matters and transactions, including matters that are subject to non-disclosure agreements. Accordingly, the Chair or any Member may require that a meeting be closed to the public for any reason. A request to close a meeting to the public can be made at any time, does not require a motion, and is non-debatable. The Trust Advisory Council may vote on duly noticed matters in a closed session and neither the Chair nor the Members may disclose the matters voted on during a closed session unless the Members present during the closed meeting vote unanimously to disclose such matters, provided that such disclosure shall not violate a non-disclosure agreement or other requirement that prohibits disclosure of the information to the public.

13. Confidentiality. No matters discussed in a closed session shall be disclosed to the public except as provided in Section VII.12. The Chair and any Member may also deem in writing any communication they make outside of a meeting that pertains to the Trust or the Trust Advisory Council to be confidential, in which case the Chair and the Members shall not disclose such information without the authorization of the person who has deemed the information to be confidential.


   a. Each year, the Members shall complete an annual conflict of interest disclosure form prepared by the Trust to disclose potential conflicts of interest. The Members shall submit the form to the Chair.

   b. A Member is deemed to have a conflict of interest on a matter before the Trust Advisory Council if an action taken by the Member on the matter in question is indistinguishable from the effects of that action on the Trust or the Member’s profession, occupation, or association(s) generally and:

   i. May cause a direct financial benefit or detriment to the Member or a member of the Member’s immediate family, or an entity; or

   ii. Could substantially impair the Member’s ability to act impartially in fulfilling the Member’s duties on the Trust Advisory Council.

   c. A Member who has a conflict of interest shall declare the conflict of interest on an item or matter included on Trust Advisory Council meeting agenda before action is taken on the matter and shall recuse themselves from all deliberations and voting on the matter and, if applicable, in any further involvement with the Major Project unless the Trust Advisory Council waives the conflict by a majority vote.
15. Parliamentary Rules and Rules of Conduct. The following rules shall govern Trust Advisory Council meetings:

a. RULE 1. The agenda governs the meeting and constitutes the roadmap for the meeting.

b. RULE NO 2: Any matter that requires a decision by the Trust Advisory Council shall be brought by motion by any Member at the meeting. The Chair will not make motions except in the absence of a response from other Members to an invitation by the Chair that a motion on a pending matter is in order. Any Member may second a motion.

c. RULE NO 3: The Chair may use general consent (also known as unanimous consent) with all motions. If a Member objects to the use of general consent for a particular motion, the Chair shall conduct a roll call vote on the motion.

d. RULE NO. 4: There are only four forms of motions allowed: initial motions, motions to amend, substitute motions, and motions to reconsider items the Trust Advisory Council has voted on previously. Special rules apply to a motion to reconsider. First, a motion to reconsider requires five (5) votes to pass. Second, a motion to reconsider must be made at the meeting in which the item was first voted upon, or at the next meeting of the Council if the item is properly on the agenda. Third, a motion to reconsider cannot be made at a special or emergency meeting unless the number of Members present at the special or emergency meeting equals or exceeds the number present at the meeting when the action was approved. Forth, a motion to reconsider can only be made by a Member who voted in the majority on the original motion.

e. RULE NO 5: There can be up to three motions on the floor at the same time and no more than three. The Chair can reject a fourth motion until the Chair has dealt with the three motions that are on the floor and has resolved them.

f. RULE NO. 6: The debate can continue as long as Members wish to discuss an item, subject to the Chair determining it is time to take action by using General Consent to limit debate or by a proper motion by a Member to limit the debate. The following motions are not debatable: a motion to adjourn, a motion to recess, a motion to fix a time to adjourn, a motion to table, and a motion to limit debate.

g. RULE NO. 7: A motion fails if there is a tie vote.

h. RULE NO. 8: Personal attacks made publicly toward any person are not allowed. Any Member or other person interrupting Trust Advisory Council proceedings or otherwise creating a disturbance or failing to abide by these rules in addressing the Chair or the Trust Advisory Council shall be deemed to have
disrupted the meeting and, at the direction of the Chair, may be removed from the meeting. The removal of a Member from a meeting shall require a motion and a majority vote of the other Members present at the meeting.

i. RULE NO. 9: If these rules do not address a parliamentary issue, the Chair may consult with Roberts Rules of Order, provided that these rules shall control if there is a conflict or inconsistency between these rules and Robert’s Rules of Order.

VIII. MAJOR PROJECTS

1. **Trust Advisory Council Support Required.** Pursuant to Section 5.1.i of the Agreement, the Trust shall secure the Trust Advisory Council’s majority support for the Trust to implement a Major Project. The Trust may undertake such work as it deems appropriate to investigate and develop a Major Project proposal for presentation to the Trust Advisory Council.

2. **FFSL Review of Trust Advisory Council Rejection of Major Project.** Pursuant to Section 5.1.ii of the Agreement, if the Trust Advisory Council votes not to support a Major Project proposed by the Trust, the Trust may ask FFSL to review the matter for consistency with the Act and FFSL may then authorize the Trust to implement such Major Project.

3. **FFSL Review of Grantee Actions.** Pursuant to Section 5.1.iii of the Agreement, the Trust Advisory Council may, by motion, ask FFSL to review any action taken by the Trust to implement a Major Project to determine if the Trust is implementing the Project in accordance with the Act, applicable law, and in a manner consistent with the Trust Advisory Council’s support. If FFSL determines that the Trust is not implementing a Project appropriately, FFSL shall provide the Trust with written directions informing the Trust of the actions needed to remedy any deficiencies in the Trust’s implementation of a Project. The Trust shall comply with such directions.

IX. ADDITIONAL PROVISIONS

1. **Liaisons and Resource Specialists.** The Trust Advisory Council may invite tribes, agencies of the State of Utah, political subdivisions of the State of Utah, federal agencies, and other stakeholder organizations to name representatives as liaisons or resource specialists to the Trust Advisory Council.

2. **Tribal Consultation.** The Trust Advisory Council may engage in good faith consultations with tribal governments.

3. **Executive Committee and Subcommittees.** The Trust Advisory Council may create an executive committee or other subcommittees as it deems necessary in assisting the Chair and the Trust Advisory Council in their business. The number of Members participating in
an executive committee or subcommittee should be less than a quorum of the full Trust Advisory Council and may include non-Member participants of suitable expertise.

4. **Coordination With Additional Advisory Councils.** Section 65A-16-301(5)(a) of the Act authorizes the Trust to create additional advisory councils, while Section 5.m of the Agreement designates the creation of other advisory councils as a Major Project requiring a majority vote of the Trust Advisory Council. Any additional advisory councils shall not replace the Trust Advisory Council nor interfere with the Trust Advisory Council’s roles under the Act, the Agreement, or these Bylaws. The Trust shall notify FFSL in writing following the creation of any additional advisory councils.

X. **AMENDMENTS AND ADOPTION**

The Trust Advisory Council may amend these Bylaws by a majority vote of the Members. All amendments must be consistent with the Act, the Agreement, and all applicable laws, regulations, and policies.
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