

EXHIBIT A

Big Plains Water Special Service District

BYLAWS

Effective as of November 9, 2022

BIG PLAINS WATER SPECIAL SERVICE DISTRICT

BYLAWS
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ARTICLE I: NAME, ORGANIZATION, PURPOSES, PRINCIPAL OFFICE

1.1 NAME OF CORPORATION; ORGANIZATION

1.1.1 Name. The name of this Special Service District is the Big Plains Water Special Service District.

1.1.2 Organization. The District was organized on September 1, 2011, by Resolution No. 2011-25 of the Apple Valley Town Council, pursuant to the provisions of Article XI, Section 7 of the Utah Constitution and Utah Code Annotated, § 17D-1-101, *et seq.* (1953, as amended).

1.1.3 Nature of District. The District is a special service district.

1.2 PUBLIC PURPOSE

The purpose of the District includes: to provide safe and clean drinking water to the residents within its legal boundaries as well as fire protection that meets State standards.

1.3 PRINCIPAL OFFICE

The District's office and principal place of business shall be located at 1777 N Meadowlark Drive, Apple Valley, Utah 84737, until changed pursuant to Board action.

ARTICLE II: BOARD OF TRUSTEES

2.1 BOARD OF DIRECTORS

The District shall be governed by a Board of Directors (the "Board") which shall manage and conduct the business and affairs of the District and shall determine all questions of District policy. All powers of the District are exercised through the Board.

2.2 QUALIFICATIONS FOR APPOINTED DIRECTORS

2.2.1 Before entering upon his or her official duties, each director shall be a registered voter within the boundary of the District.

2.2.2 Oath of Office. Before entering upon the duties of office, each Board member shall take and subscribe to the following oath of office or affirmation: "I do solemnly swear (or affirm) that I will support, obey and defend the Constitution of the United States and the Constitution of this State, and that I will discharge the duties of my office with fidelity." The failure of a Board member to take the oath does not invalidate any official act of that member.

2.3 NUMBER AND APPOINTMENT

2.3.1 Authorized Number. The Board shall consist of five (5) directors; additional directors may be added by Board action as area growth or other circumstances require.

2.3.2 Appointments. The membership of the Board shall be appointed by the Apple Valley Town Mayor as approved by Council and shall consist of the following members:

1. Two (2) elected officials (the mayor and one town council member) from the Apple Valley Town Council;

2. Three (3) additional Board members who are registered voters within the boundary of the District.

2.4 TERM OF OFFICE

2.4.1 The term of each member of the Board shall begin at noon on the first Monday of January following the member's appointment.

2.4.2 The term of each member of the Board shall be four years, except that the terms of elected officials from the Apple Valley Town Council shall run concurrent with their respective election term.

2.4.3 Each Board member shall serve until a successor is duly appointed and qualified, unless the member earlier is removed from office or resigns or otherwise leaves office.

2.4.4 A Board member is not limited in the number of terms the member may serve.

2.5 VACANCIES IN BOARD OF TRUSTEES

2.5.1 Events Creating Vacancies. A vacancy in a Director's term of office shall be deemed to exist in the case of death, resignation, disqualification of the trustee, or if a trustee has been declared of unsound mind by order of a court, or if a trustee has been convicted of a felony.

2.5.2 Notice. Upon vacancy in the office of Director, and at least 90 days before expiration of a Director's term, the clerk of the Board shall (i) give written notice to the nominating entities and to the Mayor; and (ii) publish notice on the UPN website, Town website, and two other places within the District, requesting applicants/nominees for the vacant position.

2.5.3 Filling Vacancies on Board. All vacancies or term expirations which may occur on the Board shall be filled in accordance with the provisions of Section 2.3.2 hereof. A Director appointed to fill a vacancy in a Director's term of office shall only serve the unexpired portion of the term of the trustee replaced.

2.6 FIDELITY BONDS FOR APPOINTED TRUSTEES

Each member of the Board shall give a corporate surety bond, at the expense of the District, issued by the District insurance, if available, in the amount and with sureties prescribed by the Board, conditioned upon the faithful performance of his respective duties.

2.7 MEETINGS

The Board of Directors shall hold an annual meeting each year, and the Board shall also hold meetings at least quarterly, or as more frequently as the Board may determine. The first regular meeting held in January each year shall be treated as the annual meeting.

ARTICLE III: PRINCIPAL OFFICERS

3.1 PRINCIPAL OFFICERS

The principal officers of the District shall consist of a Chair of the Board, a Vice Chair of the Board, a Secretary (aka Clerk), a Treasurer, and such other officers as the Board shall from time to time establish.

3.2 QUALIFICATIONS; ELECTION AND TERM OF OFFICE

3.2.1 Election. At the Annual Meeting, the Board shall choose one of its members as Chair of the Board, another of its members as Vice Chair of the Board, and another as the Treasurer of the Board. The Board shall also elect a Secretary (Clerk) of the Board and of the District, who may or may not be a member of the Board.

3.2.2 Term. The officers shall serve until the next Annual Meeting.

3.3 NOMINATION OF OFFICERS

Nominations from the floor shall be made at the Annual Meeting.

3.4 RESIGNATION

Any officer may resign at any time by giving verbal or written notice to the Board or to the Secretary of the District. Any resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified in the notice, acceptance of the resignation shall not be necessary to make it effective.

3.5 REMOVAL

Any officer elected by the Board may be removed by a majority vote of the Board whenever in its judgment the best interests of the District would be served.

ARTICLE IV: POLICIES OF THE DISTRICT

4.1 POLICIES OF THE DISTRICT

4.1.1 From time to time, the Board shall adopt policies and procedures for the governing and operation of the District. The policies shall include but not be limited to Administrative Policies and Procedures, Personnel Rules and Regulations, and Rules and Regulations for Retail Water Service.

4.1.2 The Administrative Policies and Procedures of the District shall be set forth in a "Policies and Procedures for Retail Water Service," duly adopted and approved by the District's Board.

4.1.3 The District's policies and procedures may from time to time be amended by the Board.

ARTICLE V: SEAL

5.1 SEAL

The Board shall adopt and provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the District, state of organization, and the words "Corporate Seal."

ARTICLE VI: AMENDMENTS TO BYLAWS

6.1 AMENDMENTS BY BOARD

Amendments to these Bylaws may be made at any meeting of the Board provided notice of the proposed amendment shall have been given in the notice of the meeting.