

LBA RESOLUTION 23-01

A RESOLUTION OF THE LOCAL BUILDING AUTHORITY OF SOUTH WEBER CITY, UTAH CREATING THE ORGANIZATION OF THE LOCAL BUILDING AUTHORITY OF SOUTH WEBER CITY, UTAH, AND APPROVING THE FORMS OF ARTICLES OF INCORPORATION AND BYLAWS RELATING THERETO

WHEREAS, pursuant to the provisions of the Utah Local Building Authority Act, Title 17D, Chapter 2 of the Utah Code Annotated 1953, as amended (the "Act"), the City Council (the "Council") of South Weber City, Utah (the "City"), is authorized to create a Local Building Authority; and

WHEREAS, the City Council approved creation of the Local Building Authority of South Weber City, Utah (LBA) in a public meeting June 13, 2023; and


WHEREAS, the LBA Board wishes to approve the articles of incorporation and bylaws of the organization;

NOW THEREFORE BE IT RESOLVED by the Local Building Authority of South Weber City, Davis County, State of Utah, as follows:

Section 1. APPROVAL: The Local Building Authority of South Weber City, Utah is hereby created to function on behalf of the Council as its Local Building Authority in accordance with the provisions of the Act, as the same now exists or as it may be from time to time amended. In connection with the organization of the Corporation as approved, the Board hereby approves (a) the Articles of Incorporation of the Corporation attached hereto as **Exhibit A** and (b) the Bylaws of the Corporation attached hereto as **Exhibit B**.

PASSED AND ADOPTED by the City Council of South Weber, Davis County, on the 13th day of June 2023.

Roll call vote is as follows:		
President Westbrook	FOR	AGAINST
Vice President Soderquist	FOR	AGAINST
Board Member Halverson	FOR	AGAINST
Board Member Petty	FOR	AGAINST
Board Member Alberts	FOR	AGAINST
Board Member Dills	FOR	AGAINST


Rod Westbrook, President



Attest: Lisa Smith, Secretary



EXHIBIT A
LOCAL BUILDING AUTHORITY
ARTICLES OF INCORPORATION

**ARTICLES OF INCORPORATION OF
LOCAL BUILDING AUTHORITY OF
SOUTH WEBER CITY, UTAH**

We, the undersigned persons, acting as incorporators of a corporation under the Utah Revised Nonprofit Corporation Act, adopt the following articles of incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation shall be: LOCAL BUILDING AUTHORITY OF SOUTH WEBER CITY, UTAH.

ARTICLE II

DURATION

The period of duration of the corporation shall be perpetual unless and until dissolved according to Article XIV hereof or by operation of law.

ARTICLE III

ORGANIZATION AS NONPROFIT CORPORATION

The corporation is organized as a nonprofit corporation pursuant to the provisions of the Utah Local Building Authority Act, Title 17D, Chapter 2 of the Utah Code Annotated 1953, as amended (the "*Building Authority Act*"), and in accordance with the procedures set forth in the Utah Revised Nonprofit Corporation Act, Title 16, Chapter 6a, Utah Code Annotated 1953, as amended (the "*Nonprofit Corporation Act*"). The corporation does not contemplate pecuniary gain or profit to the trustees or officers thereof and shall so conduct its affairs so that no profit or income from the operation thereof shall inure to any trustee or officer of the corporation or to any

private person or private corporation. No distribution shall ever be made of any of the properties, assets, or income of the corporation to any trustee or officer thereof or to any private person or private corporation. Notwithstanding anything herein to the contrary, the corporation may be dissolved as provided in Article XIV hereof.

ARTICLE IV
PURPOSES AND POWERS

The purposes of organizing the corporation are:

(a) To accomplish the public purposes for which the South Weber City, Utah (the “City”) exists by acquiring, improving, or extending one or more projects consisting of improvements, facilities or properties and appurtenances to them that the City is authorized or permitted by law to acquire, including, but not limited to, public buildings or other structures of every nature or any joint or partial interest in the same, which improvements, facilities, properties and appurtenances need not be situated within the boundaries of the City.

(b) To finance on behalf of the City the costs of acquiring, improving, or extending such projects by issuing the corporation’s bonds, notes, or other evidences of indebtedness (collectively, the “*Obligations*”) pursuant to the Building Authority Act at any time.

(c) To conduct its business and affairs so as to tender by gift, or otherwise to transfer, as provided by law, to the City or its successors after all of the corporation’s indebtedness has been paid or provision therefor has been made all rights, title and interest of the corporation in and to all of its properties, assets, and net earnings.

(d) Without limiting the generality of the foregoing, but subject to the limitations set forth in Article VIII hereof, the corporation shall have all the powers, privileges and

rights necessary or convenient for carrying out the purposes for which the corporation is organized, and the incorporators hereby claim for the corporation all the benefits, privileges, rights and powers created, given, extended or conferred by the provisions of all applicable laws of the State of Utah, including, without limitation, the Building Authority Act and the Nonprofit Corporation Act, and any additions, amendments or supplements thereto.

ARTICLE V

MEMBERS

The corporation shall have no members and shall issue no shares of stock evidencing membership.

ARTICLE VI

BYLAWS

The Board of Trustees of the corporation (the “*Board of Trustees*”) shall have the power to adopt Bylaws for the regulation and management of the affairs of the corporation not inconsistent with law or these Articles of Incorporation, and to amend or repeal any or all of such Bylaws, by the vote of a majority of the trustees present at any regular or special meeting of the Board of Trustees, as provided and subject to the limitations in the Bylaws.

ARTICLE VII

AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended or repealed in the manner provided by law; *provided, however*, that to the extent permitted by applicable law, after the issuance of any Obligations of the corporation and while any such Obligations may be outstanding, the provisions of Article III and Article IV(c) hereof may not be amended or repealed unless necessary to comply with the requirements of applicable law, and no articles of amendment shall be delivered to the

Utah Division of Corporations and Commercial Code (and no amendment shall become effective) until a certified copy of a resolution or other proceeding of the City Council of the City (the “*Council*”) approving such amendment shall have been filed with the Secretary of the corporation.

ARTICLE VIII

ISSUANCE OF OBLIGATIONS TO BE APPROVED

No Obligations of the corporation shall be issued until a certified copy of a resolution or other proceeding of the Council approving the issuance of such Obligations and their terms shall have been filed with the Secretary of the corporation.

ARTICLE IX

TRUSTEES

The corporation shall be administered and under the responsibility of a Board of Trustees subject to the following:

(a) The number of trustees who shall constitute the Board of Trustees of the corporation shall be six or such other number as provided in the Bylaws of the corporation.

(b) The Board of Trustees of the corporation shall be composed of the members of the Council and any change in the membership of the Council shall automatically and without any action required hereunder operate to change the composition of the membership of the Board of Trustees of the corporation in the manner provided in the Bylaws of the corporation and in accordance with law.

(c) Members of the Board of Trustees of the corporation may be removed and replaced by the Council at any time in its discretion to the extent provided by law.

ARTICLE X

INITIAL BOARD OF TRUSTEES

The number of trustees who shall constitute the initial Board of Trustees of the corporation shall be six. The names and business addresses of the persons who are to serve as the initial trustees until their successors are appointed and qualified are:

NAME	STREET ADDRESS
Rod Westbroek	1600 East South Weber Drive South Weber, Utah 84405
Hayley Alberts	1600 East South Weber Drive South Weber, Utah 84405
Joel Dills	1600 East South Weber Drive South Weber, Utah 84405
Blair Halverson	1600 East South Weber Drive South Weber, Utah 84405
Angie Petty	1600 East South Weber Drive South Weber, Utah 84405
Quin Soderquist	1600 East South Weber Drive South Weber, Utah 84405

ARTICLE XI

INCORPORATORS

The name and street address of each incorporator are as follows:

NAME	STREET ADDRESS
Rod Westbroek	1600 East South Weber Drive South Weber, Utah 84405
Hayley Alberts	1600 East South Weber Drive South Weber, Utah 84405
Joel Dills	1600 East South Weber Drive South Weber, Utah 84405
Blair Halverson	1600 East South Weber Drive South Weber, Utah 84405
Angie Petty	1600 East South Weber Drive South Weber, Utah 84405
Quin Soderquist	1600 East South Weber Drive South Weber, Utah 84405

ARTICLE XII

INITIAL PRINCIPAL OFFICE AND REGISTERED OFFICE

The location and street address of the initial principal office and registered office of the corporation are as follows:

1600 East South Weber Drive
South Weber, Utah 84405

ARTICLE XIII

REGISTERED AGENT

The corporation hereby appoints as its initial registered agent David Larson, an individual resident in the State of Utah. The location and street address of the registered office of such registered agent are as follows:


1600 East South Weber Drive
South Weber, Utah 84405

ARTICLE XIV

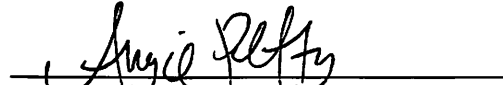
DISSOLUTION


The corporation may be dissolved in the manner provided in the Bylaws and as provided by law, including, without limitation, Section 17D-2-701 of the Utah Code Annotated 1953, as amended.

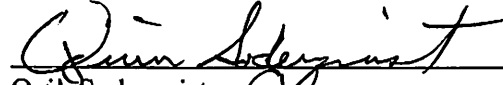
IN WITNESS WHEREOF, the undersigned incorporators have executed these articles this June 13, 2023.


Rod Westbroek


Joel Dills


Angie Petty


Blair Halverson


Quinn Soderquist



Hayley Alberts

EXHIBIT B
LOCAL BUILDING AUTHORITY
BYLAWS

**BYLAWS OF THE
LOCAL BUILDING AUTHORITY OF
SOUTH WEBER CITY, UTAH**

THESE BYLAWS have been adopted for the regulation and management of the affairs of the Local Building Authority of South Weber City, Utah (the “*Corporation*”), subject to the provisions of its Articles of Incorporation and the laws of the State of Utah, at a meeting of the Board of Trustees (the “*Board of Trustees*”) of the Corporation held in South Weber, Utah, on June 13, 2023, duly called for that purpose.

ARTICLE I

PROPERTY INTEREST AND NON-LIABILITY OF TRUSTEES AND OFFICERS

Section 1.1. Nonprofit Character and Property Interest. The Corporation is organized and shall operate as a nonprofit corporation that does not distribute any part of its income to its trustees or officers. No trustee or officer of the Corporation shall have any right, title, or interest in or to any property, assets, or income of the Corporation either prior to or at the time of the dissolution of the Corporation, all of which properties, assets and income shall at the time of dissolution be transferred to South Weber City, Utah (the “*City*”), as provided in the Articles of Incorporation of the Corporation. The property, assets and income of the Corporation shall not inure to the benefit of any private person or private corporation. No earnings of the Corporation may inure to the benefit of anyone other than the City.

Section 1.2. Non-Liability. No member of the Board of Trustees or officer of the Corporation shall be individually liable upon any indebtedness or liability incurred by the Corporation.

Section 1.3. Activities. The Corporation shall engage only in activities that are essentially public in character and that are consistent with the purposes for which the Corporation was organized as provided in its Articles of Incorporation.

ARTICLE II

MEETINGS

Section 2.1. Regular Meetings. The Board of Trustees may provide for the holding of regular meetings of the Board of Trustees, following such notice to the trustees and to the public as may be required by Section 2.3 hereof, at the regular meeting place of the City Council of the City (the “*Council*”) as shall be designated in the notice of the meeting. Any regular meeting of the Board of Trustees may be held on the same or a different day as the day on which regular meetings of the Council are held.

Section 2.2. Special Meetings. Special meetings of the Board of Trustees may be called upon a written order signed by any three trustees or by the President of the Corporation, and it

shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as provided in Section 2.3 hereof. Any special meeting of the Board of Trustees may be held at any place specified in the notice of such special meeting that is lawful for the holding of special meetings of the Council.

Section 2.3. Notice. Notice to the trustees of any regular or special meeting of the Board of Trustees of the Corporation shall be given by the Secretary in the same manner and at the same time as notice of any regular or special meeting, respectively, of the Council is required to be given to members of the Council as provided by law. The Secretary of the Corporation shall cause notice to be given to the public of any such meeting as required by law, including, but not limited to, any such notice as may be required by the Utah Open and Public Meetings Law (Title 52, Chapter 4, Utah Code Annotated 1953, as amended), as amended or supplemented from time to time.

Section 2.4. Waiver of Notice. By signing a written waiver, any trustee may waive any notice of a meeting required to be given by these Bylaws or any other notices required to be given to such trustee under the provisions of the Utah Revised Nonprofit Corporation Act or under the provisions of the Articles of Incorporation of the Corporation or these Bylaws. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Trustees need be specified in the waiver of notice of such meeting. The attendance of a trustee at any meeting shall constitute a waiver of notice of such meeting by such trustee, except where such trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting has not been lawfully called or convened.

Section 2.5. Quorum. A majority of the trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. The act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees; *provided, however,* that the minimum number of yes votes required to pass any resolution or to take any action by the Board of Trustees shall never be less than three. If less than a quorum is present at a meeting, a majority of the trustees present may adjourn the meeting from time to time without further notice.

Section 2.6. Voting. Each trustee shall be entitled to only one vote upon each matter submitted to a vote at a meeting of the Board of Trustees.

ARTICLE III

TRUSTEES

Section 3.1. General Powers. The affairs of the Corporation shall be managed by its Board of Trustees, which shall exercise all of the powers of the Corporation.

Section 3.2. Number, Appointment, Tenure of Office, and Removal. The number of trustees of the Corporation shall be six; *provided* that the number of trustees of the Corporation shall be increased or decreased automatically and without any further action of the Board of Trustees of the Corporation or of the Council (including, but not limited to, any action to amend

these Bylaws or the Articles of Incorporation of the Corporation) to equal the number of members of the Council at any time as the number of the members of the Council shall be increased or decreased as provided by law. The members of the Council shall act as the members of the Board of Trustees of the Corporation and, upon taking office as members of the Council, shall be considered as appointed to the Board of Trustees of the Corporation. The term of office of each trustee shall be the period during which such trustee serves as a member of the Council. Each trustee shall hold office for the term for which he or she is appointed and until his or her successor shall have been appointed and qualified or until his or her earlier death, resignation, or removal from office. No trustee shall take office unless and until he or she is a duly elected or appointed member of the Council. Any trustee who ceases to be a member of the Council shall simultaneously cease to be a trustee. To the extent provided by law, members of the Board of Trustees may be removed and replaced by the Council at any time in its discretion, upon the filing with the Secretary of the Corporation of a certified copy of a resolution directing such removal and replacement adopted by the Council, a copy of which resolution shall be recorded in the corporate records of the Corporation; *provided, however*, that only a member of the Council may be appointed to replace any trustee so removed.

Section 3.3. Vacancies. Any vacancy occurring in the Board of Trustees, including any trusteeship to be filled by reason of an increase in the number of trustees as provided in Section 3.2 hereof, shall be filled by the member of the Council who has succeeded or been appointed to a position as a member of the Council as a result of a vacancy on the Council or as a result of the increase in the number of members of the Council, such appointment as a trustee to be effective upon such successor taking office as a member of the Council. Any such vacancy in the Board of Trustees shall remain unfilled until the election or appointment of a new member to the Council who shall be considered as appointed to the Board of Trustees in the manner provided in Section 3.2 hereof.

Section 3.4. Compensation. Neither trustees nor officers shall receive any salary for their services rendered to the Corporation except that, by resolution of the Board of Trustees, actual expenses of attendance, if any, may be allowed for attendance at meetings of the Board of Trustees. No trustee or officer shall receive compensation for serving the Corporation in any other capacity, nor shall any close relative (as hereinafter defined) of a trustee or officer receive compensation for serving the Corporation. The term "*close relative*" as used herein shall mean any brother or sister of any trustee or officer, the forebears and descendants of a trustee or officer or of any such brother or sister, and any spouse of a trustee or officer or any aforesaid person.

Section 3.5. Accounting and Audits. The Board of Trustees shall establish and maintain an appropriate accounting system. A complete audit shall be made of the Corporation's accounts, books, and financial condition after the close of each fiscal year, and a report thereon shall be submitted to the Council.

ARTICLE IV

OFFICERS

Section 4.1. Officers. The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be determined by the Board of Trustees from time to time to perform such duties as may be designated by resolution of the Board of Trustees. Any two or more offices may be held by the same person, except the offices of President and Secretary and the offices of President and Vice President. The President and Vice President shall be members of the Board of Trustees, but none of the other officers need be members of the Board of Trustees unless otherwise required by law.

Section 4.2 Selection of Officers and Term of Office. (a) The Mayor and Mayor Pro Tem shall act as the President and Vice President, respectively, of the Board of Trustees and, without any further action of the Board of Trustees, upon taking office as Mayor and Mayor Pro Tem of the Board, shall be considered as elected as President and Vice President, respectively, of the Board of Trustees.

(b) The City Recorder of the City shall act as the Secretary and the City Treasurer shall act as the Treasurer of the Board of Trustees and, without any further action of the Board of Trustees, upon being appointed as City Recorder or City Treasurer of the City, shall be considered as elected as Secretary and Treasurer of the Board of Trustees.

(c) All other officers, if any, shall be elected by the Board of Trustees at a meeting called for such purpose from time to time as a vacancy occurs in any office.

(d) Each officer shall, so long as he or she qualifies for such position, hold office until his or her successor shall have been duly elected and qualified or until he or she is removed as provided in Section 4.3 hereof.

Section 4.3. Removal of Officers and Agents by Board of Trustees. Any officer or agent of the Corporation may be removed by the Board of Trustees whenever in its judgment the best interests of the Corporation will be served thereby.

Section 4.4. President. The President:

(a) shall be the principal executive officer of the Corporation and, unless otherwise determined by the Board of Trustees, shall preside at all meetings of the Board of Trustees;

(b) may sign any deeds, mortgages, deeds of trust, notes, bonds, contracts, leases, assignments, or other instruments authorized by the Board of Trustees to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and

(c) shall in general perform all duties incident to the office of President and such other duties as from time to time may be assigned to him or her by the Board of Trustees.

Section 4.5. Vice President. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall also perform such other duties as from time to time may be assigned to him or her by the Board of Trustees.

Section 4.6. Secretary. The Secretary shall:

(a) keep the minutes of the meetings of the Board of Trustees in one or more books provided for that purpose;

(b) see that all notices are duly given in accordance with these Bylaws or as required by law;

(c) be custodian of the corporate records and of the seal of the Corporation and affix the seal of the Corporation to documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws;

(d) keep a register of the names and post office addresses of all members of the Board of Trustees;

(e) have general charge of the books of the Corporation;

(f) keep on file at all times a complete copy of the Articles of Incorporation and Bylaws of the Corporation containing all amendments thereto (which copy shall always be open to the inspection of any trustee) and, at the expense of the Corporation, forward a copy of the Bylaws and of all amendments thereto to each member of the Board of Trustees upon request; and

(g) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board of Trustees.

Section 4.7. Treasurer. The Treasurer shall (except to the extent that the Corporation may have assigned its receivables or securities):

(a) have charge and custody of and be responsible for all funds and securities of the Corporation;

(b) be responsible for the receipt of, and the issuance of receipts for, all moneys due and payable to the Corporation and for the deposit of all such moneys in the name of

the Corporation in such banks, trust companies or depositaries as shall be selected in accordance with the provisions of these Bylaws; and

(c) in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Trustees.

Section 4.8. Powers, Duties and Compensation. The powers, duties and compensation of officers, agents, and employees (other than those expressly hereinabove provided for the officers of the Corporation in this Article IV) shall be fixed by resolution of the Board of Trustees, subject to the provisions of these Bylaws with respect to compensation for trustees and officers and close relatives of trustees and officers as provided in Section 3.4 hereof.

ARTICLE V

NONPROFIT OPERATION

The Corporation shall at all times be operated on a nonprofit basis. No dividend shall be paid or payable by the Corporation, and no part of the income of the Corporation shall be distributed by the Corporation, to any trustee or officer of the Corporation.

ARTICLE VI

ACCOMPLISHMENT OF PURPOSE

The Corporation is a public entity and an instrumentality of the State of Utah performing essential governmental functions on behalf of the City, and has been organized solely for the purpose of accomplishing the public purposes for which the City exists by acquiring, improving or extending improvements, facilities or properties and appurtenances to them that the City is authorized or permitted by law to acquire, including, but not limited to, public buildings or other structures of every nature or any joint or partial interest in the same, which improvements, facilities, properties and appurtenances need not be situated within the boundaries of the City, and financing the costs of such improvements, facilities or properties and appurtenances on behalf of the City. To fulfill its purpose, the Corporation intends to issue its bonds, notes, or other evidences of indebtedness (collectively, the "*Bonds*") to acquire funds to pay the costs of acquiring, improving, or extending any such improvements, facilities or properties and appurtenances to them and to pay all costs incidental thereto to the extent permitted by law. Upon payment in full of all Bonds issued to acquire, improve, or extend a particular project, title to such project shall vest in the City as provided by law, and the Corporation shall forthwith tender by gift, or otherwise transfer, as provided by law, all of the Corporation's right, title, and interest in and to such project to the City.

ARTICLE VII

DISSOLUTION

Section 7.1. Voluntary Dissolution. (a) Subject to the limitations hereinafter provided, the Corporation shall be dissolved upon the affirmative vote of a majority of the members of the Board of Trustees voting upon a motion to dissolve, at a regular or special meeting of the Board of Trustees, in the manner provided by law; *provided, however*, that no such vote shall take effect, and no dissolution of the Corporation shall occur, until the filing with the Secretary of the Corporation of a certified copy of a resolution ordering such dissolution adopted by the Council, a copy of which resolution shall be recorded in the corporate records of the Corporation.

(b) The Corporation may not be dissolved unless all outstanding Bonds and other obligations of the Corporation are paid in full as to principal, interest, and redemption premiums, if any, or unless provision for the payment of the same when due has been made.

Section 7.2. Distribution of Assets. Upon the dissolution of the Corporation, title to each “*project*” (as such term is defined in Section 17D-2-102(8), Utah Code Annotated 1953, as amended) of the Corporation shall vest in the City, and all assets and net earnings of the Corporation remaining after payment or provision has been made for the payment of all outstanding Bonds and obligations of the Corporation, shall be transferred to the City.

ARTICLE VIII

FINANCIAL TRANSACTIONS

Section 8.1. Contracts. Except as otherwise provided by these Bylaws, the Board of Trustees may authorize any officer or officers or agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 8.2. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money and all notes, bonds or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

Section 8.3. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may select or as may otherwise be required by law.

Section 8.4. Form and Execution of Bonds. The Bonds issued by the Corporation shall be in such form as may be approved by the Board of Trustees, shall be executed in the name and on behalf of the Corporation by such officer or officers of the Corporation as shall be designated by the Board of Trustees and under the corporate seal of the Corporation, and shall be issued in compliance with the terms and conditions, and subject to the limitations, provided in the Utah

Local Building Authority Act, as amended from time to time, including, but not limited to, the requirement that no Bonds may be issued by the Corporation unless the issuance of the Bonds and the terms of the Bonds have been approved by the Council, and in compliance with the terms and conditions provided in the proceedings authorizing the issuance of the Bonds.

ARTICLE IX

INDEMNIFICATION OF TRUSTEES AND OFFICERS

To the extent allowed by the Articles of Incorporation and law, each trustee and officer of the Corporation, whether or not then in office, and his or her personal representatives, shall be indemnified by the Corporation against all expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she was made a party by reason of being or having been such trustee or officer, if a) the trustee or officer's conduct was in good faith; b) the trustee or officer reasonably believed that his or her conduct was in, or not opposed to, the Corporation's best interests; and c) in the case of any criminal proceeding, the trustee or officer had no reasonable cause to believe his or her conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the trustee or officer did not meet the standard of conduct described above. To the extent permitted by law, each trustee, officer, employee, or agent of the Corporation shall have all rights provided to employees in the Utah Governmental Immunity Act, Title 63, Chapter 30, Utah Code Annotated 1953, as amended, and in Title 63, Chapter 30b, Utah Code Annotated 1953, as amended.

ARTICLE X

AMENDMENT

These Bylaws may be altered, amended, or repealed by the affirmative vote of a majority of the trustees present at any regular or special meeting, *provided* a quorum as provided in these Bylaws be present and *provided* the waiver or notice of such meeting shall have contained a copy of the proposed alteration, amendment, or repeal. Notwithstanding the foregoing, no such alteration, amendment, or repeal of any or all of these Bylaws shall take effect until a certified copy of a resolution or other proceeding approving such alteration, amendment or repeal adopted by the Council shall have been filed with the Secretary of the Corporation.

ARTICLE XI

MISCELLANEOUS

Section 11.1. Fiscal Year. The fiscal year of the Corporation shall be the same as the annual accounting period of the City as from time to time in effect, being initially a period commencing on July 1 of each calendar year and ending on the next succeeding June 30.

Section 11.2. Rules and Regulations. The Board of Trustees shall have the power to make and adopt such rules and regulations, not inconsistent with law, the Articles of Incorporation of the Corporation, or these Bylaws, as it may deem advisable for the regulation and management of the affairs of the Corporation.

Section 11.3. Office and Principal Place of Business. The office and principal place of business of the Corporation shall be located at 1600 East South Weber Drive, South Weber, Utah, unless and until changed by the Board of Trustees with the appropriate written notices being given.

I hereby certify that the foregoing is a full, true and correct copy of the Bylaws of the Local Building Authority of South Weber City, Utah, a Utah nonprofit corporation, adopted by the Board of Trustees of the Corporation on [June 27], 2023.

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke at the end, positioned above a solid horizontal line.

Secretary