

UTAH SYSTEM OF TECHNICAL COLLEGES

BOARD OF DIRECTORS

By-Laws of the
Davis Technical College
Board of Directors

**550 East 300 South
Kaysville, Utah**

Davis Technical College
Board of Directors' By-Laws

Established: September 27, 2001
Updated: November 30, 2006
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**Davis Technical College
Board of Directors' By-Laws**

ARTICLE I

Mission/Vision Statements

MISSION: "We are a trusted learning community embracing technical education to promote student development and economic growth."

VISION: "Davis Technical College will be an innovative leader in delivering exceptional technical training that supports economic development."

ARTICLE II

Board of Directors' Mission Statement

"The Davis Technical College Board of Directors acts as a liaison between the community, the institution, and the Utah System of Technical Colleges in providing support, leadership input and resources; thereby, enhancing excellence in market-driven, technical education."

ARTICLE III

History

Davis Technical College is one of the eight technical colleges in Utah. It was created by an act of the 1978 Utah State Legislature to serve the residents of Davis and Morgan Counties with technical training.

In June 2001, through a special legislative session, House Bill 1003 Applied Technology Education Governance was passed, establishing the Utah College of Applied Technology (UCAT) as an institution of the Utah System of Higher Education. The UCAT began operating on September 1, 2001. It consisted of ten regional Applied Technology Colleges that had previously been Applied Technology Centers and service regions governed by the Utah State Board of Education.

During the 2009 General Legislative Session, UCAT's governance was separated from the Board of Regents and placed with the UCAT Board of Trustees under House Bill 15, Career and Technical Education Amendments. In the 2017 General Session, Senate Bill 238, Higher Education Governance Revisions, renamed the Utah College of Applied Technology the Utah System of Technical Colleges (USTC) and the applied technology colleges were renamed technical colleges. The new legislation amends a list of institutions of higher education that are bodies corporate to: remove the Utah College of Applied Technology and add each technical college.

ARTICLE IV

Board of Directors' Membership/Composition

The legislation outlines the composition of the board as follows:

- 3.1. Title
The title of the Board shall be the Davis Technical College Board of Directors.
- 3.2. Membership
Senate Bill 238-53-B-2A-108, defines membership of the Davis Technical College Board as follows: The Davis Technical College shall have a board composed of the following ten members:
 - 3.2.1. Membership – Davis School District
One elected school board member appointed by the Board of Education for the Davis School District.
 - 3.2.2. Membership – Morgan School District
One elected school board member appointed by the Board of Education for the Morgan School District.
 - 3.2.3. Weber State University Board of Trustees
One member of the Weber State University Board of Trustees appointed by the President and/or College Trustees.
 - 3.2.4. Business and Industry Representatives
Seven representatives of business and industry employers within the region appointed jointly by members outlined in 3.2.1 through 3.2.4., based on recommendation from the business sector or association.

ARTICLE V

Terms of Board of Directors' Reappointment

- 4.1. Initial Appointment
House Bill 15, Section 53B-2a-109 states: At the first meeting of the Board of Directors after July 1, 2009:
- 4.2. Terms – School Board Members
The representatives from the local school boards shall divide up their positions so that approximately half of them serve two-year terms, and half four-year terms until replaced by the local school board.
- 4.3. Terms – Employer Representatives
The representatives from employers shall divide up their positions so that approximately half of them serve two-year terms, and half serve four-year terms.

- 4.4. Terms after Original Appointment
Except for terms outlined in 4.1 to 4.4, individuals appointed to the board shall serve four-year terms.
- 4.5. Business/Industry Appointments
Board of Directors representing business and industry shall be appointed by the designated members from names recommended from local organizations or state-wide associations whose members hire employees from the institution.
- 4.6. Vacancies
The board chair, in coordination with the President, will solicit replacements as follows:
- 4.6.1 Weber State University
Solicit replacement representatives through correspondence with the President of the University.
- 4.6.2. Morgan/Davis School Districts
Solicit replacement representatives through correspondence with the respective district superintendent/district board chair.
- 4.6.3. Business and Industry
The Board chair and president shall confer and determine which businesses are not represented, or are underrepresented, and solicit business representatives for programs represented at the College.
- 4.6.4. Presentation of Individuals Nominated
The president shall present names to the Board of Directors for consideration, and select business and industry representatives from names supported by associations and business groups forwarded to the administration/board chair and:
- Individuals recognized for their knowledge and expertise and
 - Individuals who represent current and emerging business and industry sectors of the state and appointed on a non-partisan basis
 - Individuals who represent a diversity of the various programs offered by the college

ARTICLE VI

Powers and Duties of Board of Directors'

- 5.1. Budget Request
Prepare, submit and approve a budget request for college annual operations to the Utah System of Technical Colleges Board of Trustees.
- 5.1.1. Strategic Plan

Assign staff to consult with higher education institutions and local school districts and prepare a comprehensive strategic plan for delivering technical education in the region.

- 5.1.2. Skill-Level Requirements
Receive staff reports to establish the demand for workers and skill-level requirements needed for Utah employment by consulting with the Department of Workforce Services and Governor's Office of Planning and Budget on an on-going basis and prepare annual and strategic plans.
- 5.1.3. Program Approval and Termination Process
Establish, expand or diminish programs based on information obtained in 5.1.2., and develop program approval and termination process to meet market needs.
- 5.1.4. Preparation and Adoption of Annual Budget/Fund Balances
Approve recommendation of the presidents' annual budget and fund balances. Request a budget annually for operations and submit to the Utah System of Technical Colleges Board of Trustees.
- 5.1.5. Policy Development
Develop policies for the operation of technical education facilities under its jurisdiction.
- 5.1.6. Human Resource/Compensation Policies
Establish human resource and compensation policies for all employees. Recommend each year the compensation package for the president to the Utah System of Technical Colleges Board of Trustees.
- 5.1.7. Employee Classifications/Salary
Endorse employee classification system annually and employee salary ranges.
- 5.1.8. Advisory Teams/Advisory Groups
Authorize the administration to appoint advisory teams and other advisory groups to provide counsel, support, recommendations, and compliance for updating and improving the effectiveness of training programs and services. Approve the annual occupational advisory committee report which is submitted to the board.
- 5.1.9. Approval of Regular and Emergency Regulations
Approve regulations and policies, both regular and emergency, to be issued and executed by the President.
- 5.1.10. Coordination of Technical Education Needs of Secondary Students
Assure the college coordinates with local school boards, district and charter schools to protect the technical education needs of secondary students.

- 5.1.11. Admission Policies
Approve policies and procedures for the admission, classification, instruction and examination of students.

ARTICLE VII

Executive Officers

- 6.1. Offices
Executive officers of the Board of Directors shall consist of a chair and vice-chair and Utah System of Technical Colleges Board of Trustees' Representative, which form the executive committee
- 6.1.2. Executive Committee Representative
The executive committee shall have full authority of the college board to act upon routine matters during the interim between Board of Directors' meetings.
- 6.1.3. Executive Committee Action
The executive committee may act on non-routine matters only under extraordinary and emergency circumstances.
- 6.1.4. Executive Committee Reporting
The executive committee shall report all activities to the college Board of Directors at the next regular meeting following the action.
- 6.2. Elections
The board shall elect officers during the May board meeting annually from its members to take effect July 1 of each year.
- 6.3. Meetings
The board leadership shall meet eight times per year, or as often as necessary, to conduct the regular and emergency business of the board and/or the institution. Board leadership, along with members of the administrative team, shall establish an agenda for the next scheduled board meeting and to discuss/resolve critical issues of the board and the institution.
- 6.3.1. Additional Meetings
The president or board chair may convene additional meetings at their direction.
- 6.4. Board Chair
The board chair will be the chair of the board and the executive committee and will preside over all board meetings and board functions of the College. The chair will represent the college in state meetings, legislative meetings, and be a spokesperson for the board and serve on the various ad hoc committees of the Utah System of Technical Colleges.

- 6.4.1. Agenda Approval
The chair will approve agendas for executive and board meetings, select and invite staff and other representatives as deemed appropriate.
- 6.4.2. Voting/Motions
The chair shall be a voting member of the board, but will not make motions.
- 6.4.3. Resignation of Chair
If the chair should resign, the vice-chair will assume the duties of the chair for the remainder of the term. Any resignation shall be submitted in writing to the president.
- 6.5. Vice-Chair
The vice-chair will assume duties of the chair in the chair's absence, or in the event of his or her inability or refusal to serve. If the vice-chair resigns, or is deemed unable to adequately fulfill his/her term, an election for a new vice-chair for the remainder of the term will take place among the remaining members of the board. Any resignation should be submitted to the board in writing.
- 6.6. Elected Board Members
Elected board members serve for a maximum of five (5) years and may be elected for a maximum of ten years. Board members may remain on the board to satisfy their appointment or board leadership term of office.
- 6.7. Terms of Office
The board chair is elected for one-year, and may be re-elected for a maximum of two additional terms.

ARTICLE VIII

Termination and Attendance of Board of Directors'

- 7.1. Member Resignations
Board of Directors who are unable to continue service on the board should submit a resignation to the board chair in writing.
- 7.2. Attendance
Strong participation of board members is critical to college operations. Board members are expected to attend regularly scheduled meetings and maintain reasonable attendance unless schedule conflicts will not permit attendance.
- 7.3. Termination
The board chair may terminate a board member if they fail to attend or carry out their responsibilities based on a majority vote of the board.

ARTICLE IX

Board Operations

- 8.1. Quorum
Fifty-one percent of the college board is considered a quorum. A quorum of voting board of directors must be present to constitute a valid meeting.
- 8.2. Parliamentary Procedure
Except as noted in any special provision of the by-laws, the affairs of the board will be patterned after Robert's Rules of Order.
- 8.3. Regular Meetings
The board shall generally meet on the fourth Thursday of each month commencing at 3:30 p.m. as determined by an annual meeting calendar presented and approved in the June meeting.
- 8.3.1. Meeting Schedules
The board may modify the meeting schedules as deemed appropriate, but must meet the current guidelines for public notification.

ARTICLE X

Board of Directors' Appointments

- 9.1. Appointments to Various Committees, Task Forces, Organizations
The board chair may appoint board members to serve on various local, state or national committees, task forces or organizations as appropriate.
- 9.2. Appointment Foundation Board Liaison
The board chair shall appoint one board member to serve on the Davis Technical College Foundation Board.
- 9.3. Appointment Occupational Advisory Teams
The board chair may appoint one board member to serve as the liaison to the occupational advisory teams.
- 9.4. Audit Committee
The Board shall select two members to represent the institution at financial audits and receive audit reports, if necessary from the auditors of the college.

ARTICLE XI

Amendments to By-Laws

- 10.1. Amendments
Amendments to the by-laws may be initiated by the chair or by petition from

at least two board members to the chair. The board may approve amendments by a simple majority vote, following thorough discussion.

ARTICLE XII

Separation Clause

- 11.1. Validation
If any part of these by-laws and/or articles is deemed to be illegal or inappropriate, it does not validate the rest of the document.

ARTICLE XIII

Board of Directors' Compensation

- 12.1. Non-Government Appointments
Board of Directors who are not government employees shall receive no compensation or benefits for their services, but may receive per diem and expenses incurred in the performance of the members official duties at the rates established by the Division of Finance under Sections 63A-3-106 and 63A-3-107.
- 12.2. Higher Education Appointments
Higher education members who do not receive salary, per diem or expenses from the entity they represent, may receive per diem and expenses incurred in the performance of their official duties from the board at the rates established by the Division of Finance under Sections 63A-3-106 and 63A-3-107.
- 12.3. School Board Member Appointments
School board members appointed by local boards who do not receive salary, per diem or expenses from the entity they represent for their services, may receive per diem and expenses incurred in the performance of their duties from the board at the rates established by the Division of Finance under Sections 63A-3-106 and 63A-3-107.
- 12.4. Ex-Officio Members
Ex-officio members of the board who are not state government or federal, higher education or school board employees may receive per diem and expenses incurred in the performance of their duties from the board at the rates established by the Division of Finance under Sections 63A-3-106 and 63A-3-107.
- 12.5. Declined Per Diem
Each of the three entities may decline per diem and expenses for their service or request that their stipend could be donated to the foundation.

ARTICLE XIV

Executive Session

- 13.1. Executive Sessions
The board may elect during a regular board meeting to vote to move into an executive session.
- 13.2. Executive Session – Proper Notice
The vote to move into executive session must be taken in an open meeting convened after proper notice.
- 13.3. Executive Session – Affirmative Vote
An executive session may be held upon affirmative vote of two-thirds of the members of a constituted quorum of the public body present at an open meeting for which notice is given pursuant to Section 52-4-6 of the Utah Code.
- 13.4. Executive Session Rules – Utah Code
No executive session is allowed except as to matters exempted under Section 52-4-5 of the Utah Code; provided, no ordinance, resolution, rule, regulation, contract or appointment shall be approved during an executive session.
- 13.4.1. Executive Session Rules – Utah Code – Minutes Requirement
The reason or reasons for holding an executive session, and the vote either for or against the proposition to hold such a meeting cast by each member by name, shall be entered into the minutes of the meeting.
- 13.4.2. Executive Session Rules – Utah Code – Allowance for Executive Session
An executive session may be held pursuant to Section 52-4-4 of the Utah Code for any of the following purposes:
(1) Discussion of the character, professional, competence or physical or mental health of an individual;
(2) Strategy sessions to discuss collective bargaining;
(3) Strategy sessions to discuss the purchase, exchange, or lease of real property when public discussion of the transaction would disclose the appraisal or estimated value of the property under consideration or prevent the public body from completing the transaction on the best possible terms;
(4) Strategy sessions to discuss the sale of real property when:
a. Public discussion of the transaction would disclose the appraisal or estimated value of the property under consideration or prevent the public body from completing the transaction on the best possible terms;
b. The public body had previously given public notice that the property would be offered for sale; and
c. The terms of the sale are publicly disclosed before the public body approves the sale;
- 13.4.3. Emergency Meeting Notification

When because of unforeseen circumstances it is necessary for a public body to hold an emergency meeting to consider matters of an emergency or urgent nature, the notice requirements of Subsection 52-4-6(2) of the Utah Code may be disregarded and the best notice practicable given. No such emergency meeting of a public body shall be held unless an attempt has been made to notify all of its members and there is a majority vote in the affirmative to hold the meeting.

ARTICLE XV

Ex-Officio Members

- 14.1. Ex-Officio Members
The board of directors may elect to add ex-officio members to the board as deemed necessary. Ex-officio members may make motions, but cannot vote on regular or closed business of the board.

ARTICLE XVI

Electronic or Telephonic Voting

- 15.1. Electronic or Telephonic Voting
Due to the demanding schedules and caliber of board members, electronic or telephonic voting will be allowed in cases where a quorum cannot be achieved during a regularly scheduled meeting.

ARTICLE XVII

Foundation Oversight

- 16.1. Foundation Oversight
The college board of directors maintains oversight over the college's Foundation (Davis Technical College Foundation, Inc.)
- 16.1.2. Board of Directors Liaison to Foundation Board
The college board chair shall appoint one board member to serve on the Davis Technical College Foundation Board and the Foundation Executive Committee.
- 16.1.3. Foundation Financial Statements Review and Approval Process
The college board will monitor the financial statements of the Foundation as part of the regular budget review and approval process in the consent calendar.
- 16.1.4. Foundation Board By-Laws
The college board will approve the by-laws of the Foundation Board on an annual basis.
- 16.1.5. Foundation Board Member Tenure and Term Limitations
To provide strong and perpetual leadership, the Foundation Board will follow

the same guidelines as the College Board for board member tenure, leadership tenure and term limitations.

- 16.1.6. Veto Action
The College Board may veto actions of the foundation by not approving the minutes and requesting alternate data by the Foundation Board.

ARTICLE XVIII

Standing Committees

- 17.1. Board Standing Committees
The Board leadership shall establish standing committees, special committees or task forces at the first scheduled meeting in the fiscal year.
- 17.2. Standing Committee Assignments
The following standing committees will be assigned by the board chair:
a. Audit/Finance Committee
b. Career Path High Charter School
c. Other committees
- 17.3. Standing Committee Chair Person
The board chair will select a chair person to provide leadership and direction for each committee.
- 17.4. Standing Committee/Task Force Volunteers
Board members may volunteer to serve on the various committees/task forces associated with the college or in conjunction with the Utah System of Technical Colleges.
- 17.5. Standing Committee Chair Responsibility
The chair of each committee will finalize its business and represent the position/policy by making motions at the regular board meetings after summarizing or presenting the cogent points of the committee's work.
- 17.6. Standing Committee Executive and Management Assistance
Standing or special committees will be provided executive and management assistance by the president.
- 17.7. Standing Committee Meeting Schedules
Meeting schedules will be determined by each committee.