

APPLIED TECHNOLOGY COLLEGE

BOARD OF DIRECTORS

By-Laws of the
Davis Applied Technology College
Board of Directors

**550 East 300 South
Kaysville, Utah**

Davis Applied Technology College

Board of Directors' By-Laws

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**Davis Applied Technology College
Board of Directors' By-Laws**

**ARTICLE I
Mission Statement**

“We are a trusted learning community embracing technical education to promote economic growth and student development.”

**ARTICLE II
College Board of Directors' Mission Statement**

“The Davis Applied Technology College Board of Directors acts as a liaison between the community and the institution in providing support, leadership and resources; thereby, enhancing excellence in market-driven, technical education.”

**ARTICLE III
Board of Directors' Membership/Composition**

The Utah State Legislature, during the 2009 session, changed the governance of the Utah State Board of Regents to the Utah College of Applied Technology under House Bill 15, Career and Technical Education. The new legislation provides sole power and control of the Utah College of Applied Technology to its trustees, and defines their role and responsibility. Moreover, the Board of Trustees has delegated portions of their responsibility to each college campus board of directors, creating a stronger policy and approval role for the campus. The legislation outlines the composition of the board as follows:

- 3.1. Title**
The title of the Board shall be the Davis Applied Technology College Board of Directors.

- 3.2 Membership**
House Bill 1003-53-B-2A-108, defines membership of the Davis Applied Technology College Board as follows: The Davis Applied Technology 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.
- 3.2.4. Business and Industry Representatives**
Seven representatives of business and industry appointed jointly by members outlined in 3.2.1 through 3.2.4., based on recommendation from the business sector or association.

ARTICLE IV

Terms of Board of Directors' Reappointment

- 4.1 Initial Appointment**
House Bill 15, Section 53B-2a-109 states: At the first meeting of the Campus 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 serve four-year terms.
- 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 (public and higher education board members) from a list of names provided from local organizations or state-wide associations whose members employ workers from the institution.
- 4.6 Vacancies**
The board chair, in coordination with the Campus President, will solicit replacements as follows:
- 4.6.1 Weber State University**
Solicit replacement representatives through correspondence with the President of the University.

- 4.6.11. Morgan/Davis School Districts**
Solicit replacement representatives through correspondence with the respective district superintendent/district board chair.
- 4.6.1.2. Business and Industry**
The Board chair and campus president shall confer and determine which businesses are not represented, or are underrepresented, and solicit business representatives for programs represented at the College.
- 4.6.1.3. Presentation of Individuals Nominated**
The campus president shall present names to the Board of Directors for consideration, and select business and industry representatives from names provided 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
- 4.6.1.4. Vacancies Filled**
The original appointing authority shall fill vacancies which occur on the campus board of directors.

ARTICLE V Powers and Duties of Board of Directors

- 5.1. Budget Request**
Prepare, submit and approve a budget request for annual operations to the Utah College of Applied Technology Board of Trustees.
- 5.1.1. Strategic Plan**
Consult with higher education institutions and local school districts and prepare a comprehensive strategic plan for delivering applied technology education in the region.

- 5.1.2. Skill-Level Requirements**
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 5.1.3., and develop program approval and termination process to meet market needs.
- 5.1.4. Preparation and Adoption of Annual Budget/Fund Balances**
Assist campus president in preparing and adopting an annual budget and fund balances. Request a budget annually for operations and submit to the Utah College of Applied Technology Board of Trustees.
- 5.1.5. Policy Development**
Develop policies for the operation of applied technology education facilities under its jurisdiction.
- 5.1.6. Human Resource/Compensation Policies**
Establish human resource and compensation policies for all employees, and recommend a compensation package to the Utah College of Applied Technology President and UCAT Board of Trustees.
- 5.1.7. Employee Credentials**
Establish and approve credentials for employees and define employee duties.
- 5.1.8. Program Advisory Teams/Advisory Groups**
Appoint program advisory teams and other advisory groups to provide counsel, support and recommendations for updating and improving the effectiveness of training programs and services. Respond to the annual report prepared by each committee which is submitted to the board.
- 5.1.9. Approval of Regular and Emergency Regulations**
Approve regulations, both regular and emergency, to be issued and executed by the Campus President.
- 5.1.10. Coordination of Applied Technology Education Needs of Secondary Students**
Coordinate with local school boards, district and charter schools to protect the applied technology education needs of secondary students.
- 5.1.11. Admission Policies**
Develop policies and procedures for the admission, classification, instruction and examination of students.

ARTICLE VI

Executive Officers

6.1 Offices

Executive officers of the Board of Directors shall consist of a chair, vice-chair and Utah College of Applied Technology Board of Trustees' Representative, which form an 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 campus 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 monthly, 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 campus 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.

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 campus 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 VII

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 VIII 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 IX Board of Directors Appointments

- 9.1** **Representative to the Utah College of Applied Technology Board of Trustees (UCAT)**
The board shall select a representative from the business and industry representatives by majority vote of the business and industry representatives to represent the board on the Utah College of Applied Technology Board of Trustees.
- 9.2** **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.
- 9.3** **Appointment Foundation Board Liaison**
The board chair shall appoint one board member to serve on the Davis Applied Technology College Foundation Board.
- 9.4** **Appointment Employer Advisory Teams**
The board chair shall appoint one board member to serve as the liaison to the applied technology employer advisory teams.

**ARTICLE X
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 XI
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 XII
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, 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.

ARTICLE XIII
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 XIV
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 XV
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 XVI
Foundation Over Site**

16.1 Foundation Over Site

The college board of directors maintains oversight over the college's Foundation (Davis Applied Technology 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 Applied Technology 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.

ARTICLE XVII 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 (must meet a minimum of three times per year and maintain meeting minutes)
b. Curriculum/Programs Committee
- 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
- 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 campus president.
- 17.7 Standing Committee Meeting Schedules**
Meeting schedules will be determined by each committee.