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101.1 Purpose

To provide bylaws for the governance of the Utah College of Applied Technology.

101.2 Approval

UCAT Board of Trustees: November 7, 2007. Revised: June 18, 2009; September 22, 2011; June 12, 2014 (pending).

101.3 References

[UCA 53B-2a-103](#). Utah College of Applied Technology Board of Trustees – Membership – Terms – Vacancies – Oath – Officers – Quorum – Committees – Compensation.

101.4 ARTICLE I: Offices

The principal office of The Utah College of Applied Technology (the “College”) shall be located in ~~Salt Lake County~~Utah County, State of Utah. The current address of the principal office is:

Utah College of Applied Technology
~~4501 S 2700 W Bldg 3 PO Box 147900~~ 2801 Ashton Boulevard
Salt Lake City, UT 84114-7900 Lehi, Utah 84043

However, the Board of Trustees of the College may change the location of the principal office and/or establish additional offices as the business of the College may require. The office of the registered agent of the College, required by Utah Law to be maintained within the State of Utah is, but need not be, identical with the principal office of the College. The address of such registered agent may be changed from time to time by the Board of Trustees.

101.5 ARTICLE II: Purposes

The Utah College of Applied Technology (UCAT) is a body politic and corporate and state institution of higher education, organized by the Utah State Legislature in 2001 under Title 53B of the laws of the State of Utah governing the state system of higher education (the “Act”). It is subject to oversight by the Utah Legislature and the State Auditor. Furthermore, the College is to act and operate exclusively for charitable, educational or scientific purposes as described in the provisions of Section 501(c)(3) of the Internal Revenue Code, as amended or the corresponding provisions of any future U.S. Internal Revenue Law (the “Code”) The College shall operate exclusively as an educational institution for the sole benefit of the public purposes of the State of Utah and shall not engage in operations or activities which are beyond or not in furtherance of the purposes described in Section 501(c)(3) of the Code or in the Act.



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101.6 ARTICLE III: Powers

Exclusively in furtherance of the purposes described in these Bylaws, by way of illustration and not by limitation, the College may lease or own real or personal property necessary or appropriate for the rendering of said services, invest its funds in real estate, intellectual property, mortgages, stocks, bonds and other types of investments consistent with laws of the State of Utah, do each and everything necessary, suitable or proper for the accomplishment of any of the charitable, educational and scientific purposes herein enumerated, or which shall at any time appear conducive to or expedient for the protection of the College within its exclusively charitable, educational, or scientific purposes; and to carry on any other lawful business whatsoever which is calculated exclusively, directly or indirectly, to promote the charitable, educational and scientific purposes and interests of the College or, for such purposes, to enhance the value of its properties, and which is authorized by the Act.

The foregoing shall be construed both as objects and powers, but no recitation or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; it is hereby expressly declared that all other lawful purposes not inconsistent with the exclusively charitable, educational, and scientific purposes of the College are hereby included.

101.7 ARTICLE IV: Members

The College shall have no members.

101.8 ARTICLE V: Board of Trustees

8.1 Number and Qualifications: As provided under Section 53B-2a-103 Of the Act, the number of Trustees of the College shall be ~~sixteen (16)~~ fifteen (15)-voting members and two (2) nonvoting members. Appointment and qualifications of members of the Governing Board shall be as provided under 53B-2a-103 of the Utah Code:

- 8.1.1** one member of the State Board of Education appointed by the chair of the State Board of Education, to serve as a nonvoting member;
- 8.1.2** one member of the State Board of Regents appointed by the chair of the State Board of Regents, to serve as a nonvoting member;
- 8.1.3** one member representing business and industry employers from the campus board of directors of each applied technology college campus appointed by a majority vote of the business and industry employer members of the campus board;
- 8.1.4** one member representing business and industry employers from the Snow College, ~~career and technical education advisory committee~~ Economic Development and Workforce Preparation Advisory Committee appointed by a majority of the business and industry employer members of the advisory committee;



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8.1.5 one member representing business and industry employers from the College of Utah State University Eastern career and technical education advisory committee appointed by a majority of the business and industry employer members of the advisory committee;

8.1.6 one member representing business and industry employers from the Salt Lake Community College School of Applied Technology Board of Directors appointed by a majority of the business and industry employer members of the board of directors;

8.1.7 ~~(g)~~ one business or industry employer representative appointed by the governor with the consent of the Senate from nominations submitted by the speaker of the House of Representatives and president of the Senate;

8.1.8 one representative of union craft, trade, or apprenticeship programs that prepare workers for employment in career and technical education fields, appointed by the governor with consent of the Senate;

8.1.9 one representative of non-union craft, trade, or apprenticeship programs that prepare workers for employment in career and technical education fields, appointed by the governor with consent of the Senate; and

~~8.1.10—the commissioner of higher education; and~~

8.1.110 the executive director of the Governor’s Office of Economic Development or the executive director’s designee.

8.2 Term of Service

8.2.1 Except as provided in subsections 2 (b) under subsection 8.2.2, members of the Board of Trustees shall be appointed commencing on July 1 of each odd-numbered year to a four-year term.

8.2.2 Initial terms of the board members beginning on July 1, 2009 shall be staggered with two-year and four-year terms so that approximately one-half of the members’ terms will expire in any odd-numbered year.

8.2.3 An appointed member holds office until a successor is appointed and qualified.

8.3 **Vacancies:** When a vacancy occurs in the membership for any reason, the replacement shall be appointed for the unexpired term and in the manner described above.



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- 8.4 Oath:** Each member shall take the official oath of office prior to assuming the office. Said oath shall be filed with the Division of Archives and Records Services of the State of Utah.
- 8.5 Powers and Duties:** The Utah College of Applied Technology Board of Trustees is vested with the control, management, and supervision of the Utah College of Applied Technology college campuses in a manner consistent with the policy and purpose of Utah Code Title 53B and the specific powers and responsibilities granted to it. The Utah College of Applied Technology Board of Trustees shall:

 - 8.5.1** ensure that the Utah College of Applied Technology college campuses comply with the requirements in Section 53B-2a-106;
 - 8.5.2** appoint the president of the Utah College of Applied Technology in accordance with Section 53B-2a-102;
 - 8.5.3** advise the president of the Utah College of Applied Technology and the State Board of Regents on issues related to career and technical education including articulation with other institutions of higher education and public education;
 - 8.5.4** receive budget requests from each college campus, compile and prioritize the requests, and submit the request to:

 - 8.5.4.1** the Legislature; and
 - 8.5.4.2** the Governor's Office of Planning and Budget.
 - 8.5.5** receive funding requests pertaining to capital facilities and land purchases from each college campus, ensure that the requests comply with Section 53B-2a-112, prioritize the requests, and submit the prioritized requests to the State Building Board;
 - 8.5.6** in conjunction with the Utah College of Applied Technology president, establish benchmarks, provide oversight, evaluate program performance, and obtain independent audits to ensure that campuses follow the non-credit career and technical education mission described in Utah Code 53B-2a;
 - 8.5.7** approve programs for the Utah College of Applied Technology;
 - 8.5.8** approve tuition rates for the Utah College of Applied Technology;



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8.5.9 prepare and submit an annual report detailing its progress and recommendations on career and technical education issues to the governor and to the Legislature's Education Interim Committee by October 31 of each year, which shall include information detailing:

8.5.9.1 how the career and technical education needs of secondary students are being met, including what access secondary students have to programs offered at college campuses;

8.5.9.2 how the emphasis on high demand, high wage, and high skill jobs in business and industry described in Subsection 53B-2a-106(1)(c)(ii) is being provided;

8.5.9.3 performance outcomes, including: entered employment; job retention and earnings; and

8.5.9.4 student tuition and fees; and

~~**8.5.108-5.9-5**~~ collaborate with the State Board of Regents, the State Board of Education, the State System of Higher Education, the Department of Workforce Services, and the Governor's Office of Economic Development on the delivery of career and technical education.

8.6 The Utah College of Applied Technology Board of Trustees, the president of the Utah College of Applied Technology, and the Utah College of Applied Technology campuses, presidents and board of directors may not conduct a feasibility study or perform another act relating to offering a degree or awarding credit.

8.7 Meetings:

8.7.1 Regular Meetings: Regular meetings of the Board of Trustees for the transaction of business shall be held at least annually. Regular meetings of the Board of Trustees shall be called by the chair~~person~~ or, in the absence of the chair~~person~~, by the ranking vice-chair~~person~~ or a majority of the seated, voting members of the Board of Trustees. Regular meetings of the Board of Trustees shall be held at the principal office of the College or at such other location within the State of Utah as shall be set forth in the notice of meeting.

8.7.2 Special Meetings: Special meetings of the Board of Trustees may be called by the chair~~person~~, or in the chair~~person~~'s absence, the ranking vice-chair~~person~~, or by a majority of the seated, voting members of the Board of Trustees.

8.8 Notice of Meetings: The Utah Open and Public Meetings Act shall govern public notices of the regular and special meetings and executive sessions of the Board of Trustees. The person or persons authorized to call regular or special meetings of the Board of Trustees



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may fix any place, within the State of Utah, as the place for holding any such meeting of the Board of Trustees. Notice of all regular and special meetings of the Board of Trustees shall be served upon each Trustee in person or by mail addressed to the last known post office address of the Trustee or by electronic mail, at least five days in advance of all regular meetings and 24 hours in advance of any special meeting.

8.9 Quorum: A quorum for the transaction of any business shall consist of not less than a majority of the seated, voting members of the Board of Trustees. However, should a quorum not be present, a lesser number may adjourn the meeting to some future date not more than seven (7) days later, without further notice. Trustees may participate in a meeting of the Governing Board by means of telephone or other communications equipment by which all members participating in the meeting can hear each other, and participation by such means shall constitute presence in person for purposes of determining a quorum and voting on agenda items.

8.10 Voting: At all meetings of the Board of Trustees each voting Trustee shall have one (1) vote. All matters submitted to the Board of Trustees for its approval shall be decided by majority vote of the voting members present providing there is a quorum. Proxy voting shall not be permitted in any meetings of the Board of Trustees or its committees, except that a campus board may send a substitute who meets the qualifications of Article V (101.8.1.3) of these Bylaws, to any meeting of the Board of Trustees. Such substitute shall have voting privileges.

8.11 Compensation:

8.11.1 Members 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 member's official duties at the rates established by the Division of Finance under Sections 63A-3-106 and 63A-3-107. Members may decline to receive per diem and expenses for their service.

8.11.2 State government officer and employee members who do not receive salary, per diem, or expenses from their agency for their service may receive per diem and expenses incurred in the performance of their official duties from the board of trustees at the rates established by the Division of Finance under Sections 63A-3-106 and 63A-3-107 State government officer and employee members may decline to receive per diem and expenses for their service.

8.11.3 Higher education members who do not receive salary, per diem, or expenses from the entity that they're present for their service may receive per diem and expenses incurred in the performance of their official duties from the board of trustees at the rates established by the Division of Finance under Sections 63A-3-106 and 63A-3-107. Higher education members may decline to receive per diem and expenses for their service.



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101.9 ARTICLE VI: Officers of the Board of Trustees

- 9.1 **Officers and qualifications:** The board of trustees shall elect a chair~~person and vice chairperson, first vice-chair, and second vice-chair~~, who serve two year terms and until they are reappointed or their successors are elected. The chair and vice-chairs shall be current, active voting members of the Board of Trustees, appointed in accordance with 8.1.3 of these bylaws.
- 9.2 **Election of Officers:** The chair~~person~~ and vice-chair~~persons~~ shall be elected in the first regular meeting of the Board of Trustees on or after June 1 of each even numbered year. The chair~~person~~ and vice-chair~~persons~~ shall be elected by majority vote of the voting members present in the meeting. The election shall be conducted according to the following procedures.
 - 9.2.1 The chair~~person~~ shall appoint a nominating committee consisting of three current members of the Board of Trustees not later than May 1 of each even numbered year.
 - 9.2.2 The members of the nominating committee shall contact each current voting member of the Board of Trustees and determine those who are interested in having their name considered to serve as chair or vice-chairs for the up-coming two year period.
 - 9.2.3 The members of the nominating committee shall, from among those Board of Trustees members who expressed interest in being considered to serve as chair or vice-chairs, nominate at least one candidate for each of the positions of chair, ~~first vice-chair~~, and ~~second~~ vice-chair of the Board of Trustees.
 - 9.2.4 The chair~~person~~ shall call upon the members of the nominating committee to place in nomination the names of those trustees selected by the nominating committee. The chair~~person~~ shall then declare nominations open for any further nominations. Any voting member of the Board of Trustees who is present in the meeting may nominate any eligible member of the Board of Trustees for chair~~person, first vice-chair, -and-or second~~ vice-chair~~person~~ providing the member nominated has given consent for their name to be placed in nomination.
 - 9.2.5 Election shall be conducted in an open meeting of the Board of Trustees with each voting member of the Board of Trustees who is present having one vote and each board member's vote recorded in the minutes of the meeting.
 - 9.2.6 If in the event there are more than two candidates for ~~either an~~ office and no candidate receives a majority of the votes, a second vote will be conducted between the two candidates with the most votes.



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9.2.7 At the conclusion of the vote, the chair~~person~~ shall announce the winners. The new chair~~person~~ shall then preside for the remainder of the meeting.

9.3 **Resignation or Removal from Office:** An officer may resign at any time by giving written notice to the Board of Trustees. An officer elected by the Board of Trustees may be removed, either with or without cause, by majority vote of the seated, voting members of the Board of Trustees whenever in the Board of Trustees' judgment, the best interests of the College would be served by such removal.

9.4 **Vacancies:** A vacancy in any office shall be filled by the Board of Trustees at the next regular or special meeting of the Board of Trustees for the unexpired portion of the term of such office, providing that Trustees have been informed in advance of such proposed action.

9.5 **Duties of Officers:** The duties and powers of the officers of the Board of Trustees shall be as follows:

9.5.1 The chair~~person~~ shall preside at all meetings of the Board of Trustees.

9.5.2 The chair~~person~~ shall appoint members to standing and ad hoc committees.

9.5.3 The chair~~person~~ shall assume other duties which may from time to time be assigned by the Board of Trustees.

9.5.4 The first vice-chair~~person~~ shall, in the absence of the chair~~person~~, preside at meetings of the Board of Trustees. The second vice-chair shall, in the absence of the chair and the first vice-chair, preside at meetings of the Board of Trustees.

9.5.5 The vice-chair~~persons~~ shall assume such other duties as may be assigned by the chair~~person~~ and/or the Board of Trustees.

101.10 ARTICLE VII: Committees

10.1 **Executive Committee:** The Executive committee shall consist of the following:

10.1.1 The chair~~person~~ of the Board of Trustees;

10.1.2 The two vice-chair~~persons~~ of the Board of Trustees;

10.1.3 Six-Five additional members of the Board of Trustees appointed by the chair~~person~~ and confirmed by majority vote of the voting members of the Board of Trustees present in the meeting.



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10.2 Duties and Powers of the Executive Committee.

10.2.1 The Executive Committee shall have full authority of the Board of Trustees to act upon routine matters during the interim between Board of Trustees meetings.

10.2.2 The Executive Committee may act on non-routine matters only under extraordinary and emergency circumstances.

10.3 Standing Committees: The only standing committee shall be the Audit Committee, which shall consist of not more than five members appointed by the chairperson and confirmed by majority vote of the seated, voting members of the Board of Trustees.

10.4 Ad Hoc Committees: Ad hoc, temporary committees for specific purposes may be established by the Board of Trustees, Chairperson or Executive Committee.

101.11 ARTICLE VIII: Amendments

These Bylaws may be amended, altered, repealed or added to by affirmative vote of a majority of the voting members of the Trustees present on the Board of Trustees at any regular or special meeting called for that purpose, provided that a written notice by mail or electronic mail of such meeting shall have been sent to each member, which notice shall state the amendments, alterations, additions or other changes which are proposed. No changes may be made which have not been included in the notice.

101.12 ARTICLE IX: Disposition Upon Dissolution

In accordance with Section 53B-20-101 of the Act, upon dissolution of the College, the Board of Trustees shall, after paying or making provision for payment of all of the College's liabilities, contribute all of its assets exclusively to the State of Utah for its public purposes. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the College is located, exclusively for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Code or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.