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101.1 Purpose

To provide bylaws for the governance of the Utah System of Technical Colleges.

101.2 Approval

USTC Board of Trustees approval: November 7, 2007. Revised: June 18, 2009; September 22, 2011; June 12, 2014; September 18, 2014; April 6, 2016; June 8, 2016; January 12, 2017; September 13, 2017; March 15, 2018.

101.3 References

UCA 53B-2a-103, Utah System of Technical Colleges Board of Trustees – Membership – Terms – Vacancies – Oath – Officers – Quorum – Committees – Compensation.

101.4 Physical Offices

The principal office of The Utah System of Technical Colleges (the "System") shall be located in Salt Lake County, State of Utah. The current address of the principal office is:

Utah System of Technical Colleges
310 South Main Street, Suite 1250
Salt Lake City, Utah 84101

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

101.5 Establishment of the Utah System of Technical Colleges

The Utah System of Technical Colleges (USTC) 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 System is to act and operate exclusively for charitable, educational, or scientific purposes as described in the provisions of Section 501(c)(3) of the United States Internal Revenue Code, as amended or the corresponding provisions of any future Internal Revenue Law. The System 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).

101.6 Powers of the Utah System of Technical Colleges

Exclusively in furtherance of the purposes described in these Bylaws, by way of illustration and not by limitation, the System may lease or own real or personal property necessary or appropriate for the rendering



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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 System within its exclusively charitable, educational, or scientific purposes; and 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 System 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 System are hereby included.

101.7 Members of the Utah System of Technical Colleges

The System shall be comprised of those technical colleges identified in UCA 53B-2a-105.

101.8 Board of Trustees

8.1 Number and Qualifications: As provided under Section 53B-2a-103 of the Act, the number of Trustees of the System shall be fifteen voting members and two nonvoting members. Appointment and qualifications of members of the Governing Board shall be as provided under UCA 53B-2a-103:

- 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 each technical college board of directors, appointed by a majority vote of the business and industry employer members of the technical college board of directors;
- 8.1.4 One member representing business and industry employers from the Snow College Economic Development and Workforce Preparation Advisory Committee appointed by a majority of the business and industry employer members of the advisory committee;
- 8.1.5 One member representing business and industry employers from the 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;



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- 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 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 Executive Director of the Governor's Office of Economic Development or the Executive Director's designee.

- 8.2 **Future Composition:** Beginning July 1, 2019, the number of Trustees of the System shall be fifteen voting members appointed by the Governor with the consent of the Senate. Appointment and qualifications of members of the Governing Board, as well as the transition to the new Board composition, are provided under UCA 53B-2a-103. Board members shall include:
 - 8.2.1 One member representing each technical college, selected from at least two nominees presented to the Governor by the board of directors of each technical college. Trustees representing technical colleges shall not serve on a college's board of directors concurrent to their service on the USTC Board; and
 - 8.2.2 One member representing each of the following sectors:
 - (a) Information technology;
 - (b) Manufacturing;
 - (c) Life sciences;
 - (d) Health care;
 - (e) Transportation;
 - (f) Union craft, trade, or apprenticeship; and
 - (g) Non-union craft, trade, or apprenticeship.



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8.2.3 The seven members described in subsection 8.2.2 shall be selected from the state at large, subject to the following conditions:

- (a) At least four members shall reside in a geographic area served by a technical college listed in UCA 53B-2a-105; and
- (b) No more than two members may reside in a single geographic area served by a technical college listed in UCA 53B-2a-105.

8.3 Term of Service

8.3.1 Except as provided under subsection 8.3.2, a member shall be appointed commencing on July 1 of each odd-numbered year to a four-year term.

8.3.2 The Governor shall ensure that member terms are staggered so that approximately one-half of the members' terms expire in any odd-numbered year.

8.3.3 A member may not hold office for more than two consecutive full terms.

8.4 **Vacancies:** When a vacancy occurs on the Board of Trustees for any reason, the replacement shall be appointed for the unexpired term in the manner described above.

8.5 **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.

8.6 **Powers and Duties:** The Utah System of Technical Colleges Board of Trustees is vested with the control, management, and supervision of the member technical colleges 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 System of Technical Colleges Board of Trustees shall:

8.6.1 Ensure that the member technical colleges comply with the requirements in UCA 53B-2a-106;

8.6.2 Appoint the Commissioner of Technical Education (the "Commissioner") of the Utah System of Technical Colleges in accordance with UCA 53B-2a-102;

8.6.3 Advise the Commissioner of the Utah System of Technical Colleges and the State Board of Regents on issues related to career and technical education, including articulation with other institutions of higher and public education;

8.6.4 Receive budget requests from each technical college, compile and prioritize those requests, and submit the requests to:

- (a) The Legislature; and



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(b) The Governor's Office of Planning and Budget.

- 8.6.5 Receive funding requests pertaining to capital facilities and land purchases from each technical college, ensure that the requests comply with UCA 53B-2a-112, prioritize the requests, and submit the prioritized requests to the State Building Board;
- 8.6.6 In conjunction with the Commissioner of the Utah System of Technical Colleges, establish benchmarks, provide oversight, evaluate program performance, and obtain independent audits to ensure that colleges follow the non-credit career and technical education mission described in UCA 53B-2a;
- 8.6.7 Approve programs for the Utah System of Technical Colleges;
- 8.6.8 Approve tuition rates for the Utah System of Technical Colleges;
- 8.6.9 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:
 - (a) How the career and technical education needs of secondary students are being met, including what access secondary students have to programs offered at technical colleges;
 - (b) How the emphasis on high demand, high wage, and high skill jobs in business and industry (see UCA 53B-2a-106[1][c][ii]) is being provided;
 - (c) Performance outcomes including entered employment, job retention, and earnings; and
 - (d) Student tuition and fees; and
- 8.6.10 Collaborate with the Board of Regents, the Utah State Board of Education, the Utah 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.
- 8.7 The Utah System of Technical Colleges Board of Trustees, the Commissioner of Technical Education, and the member technical colleges, presidents, and boards of directors may not conduct a feasibility study or perform another act relating to offering a degree or awarding credit.



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8.8 Meetings

8.8.1 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 or, in the absence of the Chair, by the Vice Chair 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 System or at such other location within the State of Utah as shall be set forth in the notice of meeting.

8.8.2 Special Meetings: Special meetings of the Board of Trustees may be called by the Chair, or in the Chair's absence, the Vice-chair or by a majority of the seated, voting members of the Board of Trustees.

8.9 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 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.

8.10 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 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. Participation by such means shall constitute presence in person for purposes of determining a quorum and voting on agenda items.

8.11 Voting: At all meetings of the Board of Trustees each voting Trustee shall have one 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.

8.12 Compensation

8.12.1 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 UCA 63A-3-106 and 63A-3-107. Members may decline to receive per diem and expenses for their service.



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8.12.2 State government officers 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 UCA 63A-3-106 and 63A-3-107. State government officers and employee members may decline to receive per diem and expenses for their service.

8.12.3 Higher education members who do not receive salary, per diem, or expenses from the entity that they represent 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 UCA 63A-3-106 and 63A-3-107. Higher education members may decline to receive per diem and expenses for their service.

101.9 Officers of the Board of Trustees

9.1 **Officers and Qualifications:** The Board of Trustees shall elect a Chair and Vice Chair who serve two-year terms and until their successors are elected and qualified. The Chair and Vice Chair shall be current and active voting members of the Board of Trustees.

9.2 **Election of Officers:** The Chair and Vice Chair shall be elected on April 6, 2016, and thereafter in a regular meeting of the Board of Trustees prior to July 1 of each odd-numbered year. The Chair and Vice Chair 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 shall appoint a nominating committee consisting of three current members of the Board of Trustees not later than May 1 of each odd-numbered year.

9.2.2 The members of the nominating committee shall contact each member who meets the eligibility requirements provided in 101.9.1 and determine those who are interested in being considered to serve as Chair or Vice Chair for the upcoming two-year period.

9.2.3 The members of the nominating committee shall nominate at least one candidate for both Chair and Vice Chair of the Board of Trustees from among those members who expressed interest in being considered to serve as Chair or Vice Chair.

9.2.4 The Chair 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 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 or Vice Chair



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providing the member nominated has given consent for his or her 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 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.
- 9.2.7 At the conclusion of the vote, the Chair shall announce the elected officers.
- 9.2.8 The terms of office for Board officers elected on April 6, 2016 shall be from April 6, 2016 until June 30, 2017. The terms of office for officers elected thereafter shall begin July 1 of each odd-numbered year and end on June 30 two years later.
- 9.2.9 The Chair and Vice chair shall not serve for more than two consecutive full terms in one position.

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 Utah System of Technical Colleges 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 shall preside at all meetings of the Board of Trustees.
- 9.5.2 The Chair shall appoint members to standing and ad hoc committees.
- 9.5.3 The Chair shall assume other duties which may from time to time be assigned by the Board of Trustees.
- 9.5.4 The Vice Chair shall, in the absence of the chair, preside at meetings of the Board of Trustees.



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9.5.5 The Vice Chair shall assume such other duties as may be assigned by the Chair and/or the Board of Trustees.

101.10 Committees

10.1 Executive Committee: The Executive Committee shall consist of the following five members who shall serve concurrent terms of office with the Board officers specified in 101.9.2.8:

10.1.1 The Chair of the Board of Trustees;

10.1.2 The Vice Chair of the Board of Trustees;

10.1.3 The chair of the Audit Committee (101.10.3);

10.1.4 One additional member of the Board of Trustees representing a technical college (101.8.1.3 or 101.8.2.1), appointed by the Chair and confirmed by majority vote of the seated, voting members of the Board of Trustees present in the meeting; and

10.1.5 One additional at-large member of the Board of Trustees (101.8.1.4 through 101.8.1.10, or 101.8.2.2), appointed by the Chair and confirmed by majority vote of the seated, voting members of the Board of Trustees present in the meeting.

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.

10.2.3 The Executive Committee shall report its activities to the Board of Trustees at the Board of Trustees' next regular meeting following the Executive Committee's action.

10.3 Standing Committees: The only standing committee shall be the Audit Committee, which shall consist of at least three but not more than five Board members appointed by the Chair 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, Chair, or Executive Committee.



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101.11 Amendments

These bylaws may be amended, altered, repealed or added to by affirmative vote of a majority of the voting members of the Board of Trustees present 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 Disposition upon Dissolution

In accordance with UCA 53B-20-101, upon dissolution of the System, the Board of Trustees shall, after paying or making provision for payment of all of the System'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 System is located, exclusively for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.