

UTAH COLLEGE OF APPLIED TECHNOLOGY

AGENDA ITEM

UCAT BOARD OF TRUSTEES

6 April 2016

ITEM: II.H

TOPIC: UCAT Policy 101.9 (Bylaws – Board Officers) Revisions

BACKGROUND

Senate Bill 131, “Utah College of Applied Technology Governance Amendments”, passed during the 2016 General Legislative Session. The bill will change the composition of the Board of Trustees, enact term limits for members, and leave current Board leadership positions vacant due to required Board member replacements on May 10, 2016.

[UCAT Policy 101.9 \(Bylaws – Board Officers\)](#) currently specifies that leadership terms begin in even-numbered years. Given forthcoming changes to the Board’s composition, it has been proposed that leadership terms begin in odd-numbered years to coincide with regular Board membership terms. This will prevent future occurrences in which a Board member’s term expires, but his/her leadership term will not expire for another year. In addition, it has been proposed that the two current Vice Chair positions be reduced to one to align more exactly with the statutory language. Lastly, it has been proposed that the requirement be removed that Board leadership represent a college Board of Directors. Other revisions aligning the Policy with SB 131 language, clarifying leadership terms of office, providing transition to the new terms of office, and adjusting grammar have been proposed.

Proposed revisions to UCAT Policy 101 (Bylaws) are clearly identified in the attached policy draft.

RECOMMENDATIONS

UCAT Administration recommends the Board of Trustees approve the attached revisions to UCAT Policy 101 (Bylaws) shown in the attached draft.

Attachments:

Revisions to UCAT Policy 101 (Bylaws)



POLICIES

Subject:	Bylaws
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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; September 18, 2014; April 6, 2016 (pending).

101.3 References

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

101.8 ARTICLE V: Board of Trustees

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 ~~ranking~~ 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 College 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 ~~ranking~~ vice-chair, or by a majority of the seated, voting members of the Board of Trustees.

101.9 ARTICLE VI: Officers of the Board of Trustees

9.1 Officers and ~~q~~Qualifications: The ~~b~~Board of ~~t~~Trustees shall elect a chair, ~~first and~~ vice-chair, ~~and second vice chair~~, who serve two year terms and until ~~they are reappointed or~~ their successors are elected and qualified. 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 and vice-chairs shall be elected ~~in the first regular meeting of the Board of Trustees on or after June 1 of each even numbered year on April 6, 2016, and thereafter in a regular meeting of the Board of Trustees prior to July 1 of~~



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each odd-numbered year. The chair and vice-chairs 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 even numbered Board officer election year.

9.2.2 The members of the nominating committee shall contact each current voting member of the Board of Trustees member who meets the eligibility requirements provided in 101.9.1 and determine those who are interested in having their name being 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 and vice-chair of the Board of Trustees.

9.2.4 The chair shall call upon the members of the nominating committee to place in nomination the names of those ~~t~~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, first vice chair, or second or vice-chair providing the member nominated has given consent for their 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 ~~b~~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 winners elected officers. ~~The new chair shall then preside for the remainder of the meeting.~~

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.



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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~~ Utah College of Applied Technology 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 ~~first~~ vice-chair shall, in the absence of the chair, 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-chairs shall assume such other duties as may be assigned by the chair 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 of the Board of Trustees;

10.1.2 The ~~two~~ vice-chairs of the Board of Trustees;

10.1.3 Five or six additional members of the Board of Trustees appointed by the chair and confirmed by majority vote of the voting members of the Board of Trustees present in the meeting.