

## Utah Education Network Bylaws

### 1. Name and Authorization

1.1. The name of the organization is Utah Education Network (UEN). See Utah Code Annotated Title 53B, chapter 17, sections 101, 102, 103, and 104; hereinafter referred to as "Utah Law."

### 2. Purpose

2.1. The purpose of UEN is to coordinate and support Utah's educational technology infrastructure as described in Utah Law.

### 3. Principal Office

3.1. The principal office of UEN shall be the Dolores Doré Eccles Broadcast Center at 101 Wasatch Drive, University of Utah, Salt Lake City, Utah 84112.

### 4. Administrative Manager

4.1. The University of Utah shall serve as the administrative manager as contemplated in Utah Law UCA53B-17-102(2) and the Memorandum of Understanding dated May 18, 2012.

### 5. Governing Board

5.1. The governing board of UEN (the "Board") shall be composed as specified in applicable Utah Law.

5.2. Board members shall serve staggered four-year terms except as specified otherwise in Utah Law.

5.3. Board members may be reappointed for additional terms at the discretion of the appointing entity (e.g., Board of Education, Governor, Commissioner).

5.4. If a Board member is unable to complete his or her term, the Board Co-Chairs will consult with the appointing entity with regard to an appropriate individual to complete the term.

### 6. Officers

6.1. The officers of the Board shall consist of two Co-Chairs, one representing higher education and one representing public education, both to be elected by the Board.

6.2. Co-Chairs shall be elected by and serve term lengths as determined by the Board.

6.3. Co-Chairs shall set the agenda for Board meetings, preside at all Board meetings, appoint committee members, and perform other duties as associated with the office.

6.4. Co-Chairs will share these duties equally as determined by them.

### 7. Executive Director

7.1. The Board shall appoint an executive director ("Executive Director") as specified in Utah Law.

7.2. The Board shall determine the salary for the Executive Director.

7.3. The Board shall conduct an annual performance evaluation of the Executive Director.

7.4. The Executive Director shall be an at-will employee as described in the employment offer letter to the Executive Director.

### 8. Meetings

8.1. Meetings will be held at a schedule and location to be agreed upon by the Board.

8.2. Special meetings may be held at any time when called for by the Co-Chairs or a majority of Board members.

8.3. Meetings shall be held in compliance with applicable open meeting laws.

8.4. Meetings shall be conducted using *Robert's Rules of Order Newly Revised* (RONR) where consistent with other applicable laws and these bylaws.

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### 9. Quorum and Voting

- 9.1. A majority of Board members constitutes a quorum.
- 9.2. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
- 9.3. Passage of a motion requires a simple majority (i.e., one more than half the members present).

### 10. Standards of Conduct

- 10.1. The Board shall comply with all applicable federal and state laws and regulations, including, without limitation, the Utah Public Officers' and Employees' Ethics Act.
- 10.2. Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his/her seat and refrain from discussion and voting on said item.
- 9.3 Board members are entitled to protections of Utah law including the Governmental Immunity Act.

### 11. Replacement of Board Members

- 11.1. If the Board determines that a Board member is no longer fulfilling the obligations of the position, and notice has been given as determined by the Board, then the Co-Chairs may request of the appointing entity that a replacement be designated to fulfill the remainder of that member's term of office.

### 12. Committees

- 12.1. The Board shall establish an Advisory Council as described in Utah Law.
- 12.2. The Board may appoint standing and ad hoc committees as needed.

### 13. Financial Responsibilities

- 13.1. The Board will maintain an understanding of and guide UEN finances.
- 13.2. The Board will review, prioritize, and approve UEN's legislative budget request prior to submission to the Governor's Office of Planning and Budget and the Office of the State Legislative Fiscal Analyst.
- 13.3. The Board will review and approve annual UEN budgets.
- 13.4. The Board authorizes the Executive Director to make emergency expenditures to maintain operations as necessary without prior Board approval. Such expenditures shall be reviewed thereafter with the Board.
- 13.5. Financial governance of UEN shall follow practices of the administrative manager as contemplated in Utah Law UCA53B-17-102(2) whose fiscal year begins July 1 and ends June 30.

### 14. Amendment of Bylaws

- 14.1. These bylaws may be amended or repealed by a two-third vote of the Board members at any meeting provided a copy of the proposed amendment(s) are provided to each Board member at least one month prior to said meeting.

### 15. Inspection of Bylaws

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- 15.1. The Board shall keep in its principal office and its website the original or a copy of these bylaws, as amended or otherwise altered to date, certified by the Co-Chairs of the Board and the Executive Director, which shall be open to public inspection at all reasonable times during office hours.

*Adopted: October 26, 2012*