Approved on May 23, 2017

BYLAWS

OF

DAVIS TECHNICAL COLLEGE FOUNDATION, INC.

A NON-PROFIT CORPORATION

ARTICLE I. OFFICES

The principal office of the corporation in the State of Utah shall be located in the City of Kaysville, County of Davis. The corporation may have such other offices, either within or without the State of Utah, as the Foundation Governing Board may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Utah a registered office, and a registered agent whose office is identical with such registered office, as required by the Utah Non-Profit Corporation and Co-operative Association Act. The registered office may be, but need not be, identical with the principal office in the State of Utah, and the address of the registered office may be changed from time to time by the Governing Board.

ARTICLE II. MEMBERS

The corporation shall have no members.

ARTICLE III. GOVERNING BOARD

Section 1. General Powers. The affairs of the corporation shall be managed by its Governing Board ("Board of Trustees") under the direction of the College Board of Directors. The College Board of Directors maintains oversight over the College's Foundation (Davis Technical College Foundation, Inc). The College Board Chair shall appoint one board member to serve on the Davis Technical College Foundation and the Foundation Executive Committee. Trustees need not be residents of the State of

Utah.

Section 2. Number, Election, and Tenure. The number of trustees shall be no less than three (3) and no more than twenty-one (21). Prior to any regular or special meeting, the trustees then in office may request the College Board of Directors to approve an increase in the number of trustees and present names of new trustees to the College Board for appointment to complete the number so fixed; or they may decrease the number of trustees but only to eliminate vacancies existing by reason of death, resignation, removal or disqualification of one or more trustees. Each trustee shall hold office for a fixed term of three (3) years; provided, however, that the initial terms shall be for one, two, or three-year terms as set by resolution of the Foundation Governing Board such that one third of the terms of Board members should expire each year. If a trustee dies, resigns, is removed, becomes disqualified, or comes to the end of his term, his successor will be approved by the College Board of Directors and elected by a majority of trustees then in office. Upon recommendation of the Executive Committee and approval of the Foundation Board, long-term members of the Foundation Board who are finishing their terms, may become Emeritus members. Emeritus members are invited to participate in board activities but do not have voting privileges.

Section 2a. Governing Board. Voting privileges will be granted to all trustees including the liaison selected from the College Board of Directors as a member of the Foundation Board.

Section 3. Suspension or Removal. A trustee may be suspended or removed with cause by vote of a majority of the trustees then in office and sanctioned by the College Board of Directors. A trustee may be removed with cause only after reasonable notice and opportunity to be heard.

Section 4. Resignation. A trustee may resign by delivering his written resignation to the chair or secretary of the corporation, to a meeting of trustees or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 5. Vacancies. Any vacancy in the Board of Trustees, except a vacancy resulting from enlargement which must be filled in accordance with Section 2, may be filled by through recommendations made by the Foundation Board of Trustees and approved by the College Board of Directors. Each successor shall hold office for the unexpired term or until he sooner dies, resigns, is removed, or becomes disqualified. The trustees shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

Section 6. Annual Meeting. The annual meeting of the trustees shall be held in May of each year. The annual meeting may be held at the principal office of the corporation or at such other place within the United States as the chair or trustees shall determine. Notice of the annual meeting shall be given to all members at least twenty (20) days before the new date fixed for such meeting.

Section 7. Regular Meetings. Regular meetings of the trustees may be held at such places and at such times as the trustees may determine.

Section 8. Special Meetings. Special meetings of the trustees may be held at any time and at any place when called by the chair or by two or more trustees.

Section 9. Call and Notice.

(a) Regular Meetings. No call or notice shall be required for regular meetings of trustees, provided that reasonable notice of the first regular meeting following the determination by the trustees of the times and places for regular meetings shall be given to absent trustees, specifying the purpose of a regular meeting shall be given to each trustee if either contracts or transactions of the corporation with interested persons or amendments to these bylaws are to be considered at the meeting, and shall be given as otherwise required by law, the articles of organizations, or these bylaws.

(b) Special Meetings. Reasonable notice of the time and place of special meetings of the trustees shall be given to each trustee. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the articles of organization or these bylaws or unless there is to be considered at the meeting contracts or transactions of the corporation with interested person, amendments to these bylaws, an increase or decrease in the number of trustees, or removal or suspension of a trustee.

(c) Reasonable and Sufficient Notice. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a trustee to send notice by mail or email at least forty-eight (48) hours before the meeting addressed to him at his usual or last known business or residence address or to give notice to him in person or by telephone at least twenty-four (24) hours before the meeting.

(d) Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any trustee if a written waiver of notice, executed by him (or his attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any trustee who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

Section 10. Quorum. At any meeting of the trustees a majority of the trustees then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 11. Action by Vote. When a quorum is present at any meeting, a majority of the trustees present and voting shall decide any question, including election of officers, unless otherwise provided by law, the articles of organization, or these bylaws.

Section 12. Action by Writing. Any action required or permitted to be taken at any meeting of the trustees may be taken without a meeting if all the trustees consent to the action in writing and the written consents are filed with the records of the meeting of the trustees. Such consents shall be treated for all purposes as a vote of a meeting.

Section 13. Compensation. Trustees shall be precluded from receiving compensation for their services but shall be entitled to receive such amount, if any, as the trustees may from time to time determine, to cover expenses of attendance at meetings.

ARTICLE IV. ADVISORS, BENEFACTORS, CONTRIBUTORS, SPONSORS, FRIENDS OF THE CORPORATION

The trustees may designate certain persons or groups of persons as advisors, sponsors, benefactors, contributors, or friends of the corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the trustees shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

ARTICLE V. OFFICERS

Section 1. Officers. The officers of the corporation shall be a chair, vice-chair, director, a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this Article. All officers except the director may also be members of the Governing Board. The Governing Board may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Governing Board. Any two or more offices may be held by the same person, except the offices of chair and secretary.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Governing Board at the regular annual meeting of the Governing Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Governing Board.

Section 3. Removal. Any officer elected or appointed by the Governing Board may be removed by the Governing Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Governing Board for the unexpired portion of the term.

Section 5. Chair. The chair shall be the presiding officer at all meetings of the Governing Board and the Executive Committee and shall have supervisory control over the director. He/she may sign documents on behalf of the corporation and shall perform such other duties as may be prescribed by the Governing Board from time to time.

Section 6. Vice Chair. The vice-chair shall perform the duties of the chair if the chair is not able to serve or if the position of chair is temporarily vacant. The vice-chair may also chair certain committees as directed by the Governing Board and shall perform such other duties as may be prescribed by the Governing Board from time to time.

Section 7. Secretary. The secretary shall: (i) keep the minutes of the proceedings of the Board of Trustees and any committees of the Board; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the corporation; and (iv) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the Board of Trustees. Assistant secretaries, if any shall have the same duties and powers, subject to supervision by the secretary.

Section 8. Treasurer. The treasurer shall: (i) be the principal financial officer of the corporation and have the care and custody of all its funds, securities, evidences or indebtedness and other personal property, and deposit the same in accordance with the instructions of the Board of Trustees; (ii) receive and give receipts and acquaintances for moneys paid in on account of the corporation, and pay out of the funds on hand all bills, payrolls and other just debts of the corporation of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting officer of the corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the president and the Board of Trustees statements of account showing the financial position of the corporation and the results of its operations; (iv) upon request of the Board, make such reports to it as may be required at any time; and (v) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or the Board of Trustees. Assistant treasurers, if any, shall have the same powers and duties, subject to supervision by the treasurer.

ARTICLE VI. COMMITTEES

Section 1. Committees of Trustees. The Governing Board, by resolution adopted by a majority of the Trustees in office, may designate and appoint one or more committees, including an executive committee and a finance committee, each of which shall consist of two or more trustees, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Governing Board in the management of the corporation; provided, however, that no such committee shall have the authority of the Governing Board in reference to amending, altering or repealing the bylaws, election, appointing or removing any member of any such committee or any trustee or officer of the corporation; amending the articles of incorporation; adopting a plan of merger or consolidation with another corporation; authorizing the sale, lease, exchange, mortgage or pledge of all or substantially all of the property or the assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation on dissolution; or amending, altering or repealing any resolution of the Governing Board. The liaison selected from the College Board of Directors shall be a member of the Foundation Board Executive Committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Governing Board, or any individual Trustee, of any responsibility imposed upon it or him by law.

Section 2. Chair. One member of each committee shall be appointed chair by the person or persons authorized to appoint the members thereof, except for the executive committee, which shall be chaired by the chair of the Board of Trustees.

Section 3. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 4. Quorum. Unless otherwise provided in the resolution of the Governing Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Governing Board.

ARTICLE VII. CONTRACTS CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Governing Board may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Governing Board. In the absence of such determination by the Governing Board, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the chair or executive director of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositaries as the Governing Board may select.

Section 4. Gifts. The Governing Board may accept on behalf of the corporation any contribution, donation, gift, bequest or devise for the general purpose or for any special purpose of the corporation.

ARTICLE VIII. INDEMNIFICATION

Section 1. Indemnification of Trustees, Officers, Etc. The corporation hereby declares that any person who serves at its request as a trustee, officer, employee, chair or member of any committee, or on behalf of the corporation as a trustee, director or officer of another corporation, whether for profit or not for profit, shall be deemed the corporation's agent for the purposes of this Article and shall be indemnified by the corporation against expenses (including attorneys' fees), judgments, fines, excise taxes, and amounts paid in settlement actually and reasonably incurred by such person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of such service, provided such person acted in good faith and in a manner he reasonably believes be in the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Except as provided in Section 3, termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create either a presumption that such person did not act in good faith and in a manner which he reasonably believed to be in the best interests of the corporation or, with respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe that his conduct was unlawful.

Section 2. Indemnification against Liability to Corporation. No indemnification shall be made in respect of any claim, issue or matter as to which a person covered by Section 1 shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action, suit or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

Section 3. Indemnification in Criminal Actions. No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered by Section 1 shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilt but in view of all the circumstances of the case, such person is entitled to indemnification for such expenses or fines which such court shall deem proper.

Section 4. Other Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person may be entitled under the Articles of Incorporation, any agreement, any other provision of these bylaws, vote of the disinterested trustees or otherwise, and any procedure provided for by any of the foregoing, both as to action in his official capacity and as to action in another capacity while holding such office.

Section 5. Period of Indemnification. Any indemnification pursuant to this Article shall (a) be applicable to acts or omissions which occurred prior to the adoption of this Article, and (b) continue as to any indemnified party who has ceased to be a trustee, officer, employee or agent of the corporation and shall inure to the benefit of the heirs and personal representatives of such indemnified party. The repeal or amendment of all or any portion of these bylaws which would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions which occurred prior to such repeal or amendment.

Section 6. Insurance. By action of the Board of Trustees, notwithstanding any interest of the trustees in such action, the corporation may, subject to Section 8, purchase and maintain insurance, in such amounts as the Board may deem appropriate, on behalf of any person indemnified hereunder against any liability asserted against him and incurred by him in his capacity of or arising out of his status as an agent of the corporation, whether or not the corporation would have the power to indemnify him against such liability under applicable provisions of law. The corporation has insurance coverage provided by State Risk Management by the State of Utah to insure the corporation against any liability, including without limitation, any liability for the indemnification in this Article.

Section 7. Right to Impose Conditions to Indemnification. The corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as the Board of Trustees may deem appropriate in each specific case, including but not limited to any one or more of the following: (a) that any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the person to be indemnified and to the corporation; (b) that the corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the person to be indemnified; and (c) that the corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery, and that the person to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the corporation.

Section 8. Limitation on Indemnification. Notwithstanding any other provision of these bylaws, the corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code or would result in liability under Section 4941 of the Internal Revenue Code.

ARTICLE VIII. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Governing Board and committees having any of the authority of the Governing Board. 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.

ARTICLE IX. FISCAL YEAR

The Fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE X. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Utah Non-Profit Corporation and Co-operative Association Act or under the provisions of the Articles of Incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitle to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

XI. MISCELLANEOUS

Section 1. Conflicts of Interest. If any person who is a trustee or officer of the corporation is aware that the corporation is about to enter into any business transaction directly or indirectly with himself, any member of his family, or any entity in which he has any legal, equitable or fiduciary interest or position, including without limitation as a trustee, officer, shareholder, partner, beneficiary or trustee, such person shall (a) immediately inform those charged with approving the transaction on behalf of the corporation of his interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within his knowledge that bear on the advisability of such transaction from the standpoint of the corporation, and (c) not be entitle to vote on the decision to enter into such transaction.

Section 2. Loans to Trustees and Officers Prohibited. No loans shall be made by the corporation to any of its trustees or officers. Any trustee or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until it is repaid.

Section 3. References to Internal Revenue Code. All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1954, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

Section 4. Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

ARTICLE XII. AMENDMENTS TO BYLAWS AND EXTRA-ORDINARY VOTING REQUIREMENTS

These bylaws may be altered, amended or repealed and new bylaws maybe adopted by a two-thirds majority of the trustees if at least two (2) days written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting. Other actions requiring a two-thirds vote of the trustees shall be: Amending the articles of incorporation; adopting a plan of merger or consolidation with another corporation; authorizing the sale, lease, exchange, mortgage or pledge of all or substantially all of the property or the assets of the corporation; authorizing multi-year contracts; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation on dissolution.

These bylaws must be approved by the College Board of Directors from time to time as deemed appropriate by the College Board of Directors.

I certify these bylaws were amended by the Board of Trustees on May 23, 2017

Lloyd B Carr

Lloyd B. Carr
Chair