

The Bylaws of the Board of Regents of the Kentucky Community and Technical College System

Section One: The Board of Regents of the Kentucky Community and Technical College System

- 1.1 Bylaws.** In the absence of statutory direction, these bylaws shall govern the conduct of the Board of Regents of the Kentucky Community and Technical College System hereinafter referred to as the “Board,” which is a governing board as defined in KRS Chapter 164. No individual member or committee can take official action for the Board unless authorized by the Board.
- 1.2 Statutory authority.** The Board is established by KRS 164.310 and KRS 164.321. Its duties and responsibilities are described in KRS 164.350; 164.360; 164.365; and 164.400 and elsewhere in statute.
- 1.3 Membership.** As established in KRS 164.321, the Board is composed of fourteen (14) members, as follows: eight (8) members appointed by the Governor and confirmed by the Senate according to procedures set forth in statute; and one (1) selected member representing each of the following constituencies, for a total of six (6) additional members: General Education faculty; Occupational/Technical Education faculty; General Education non-teaching personnel; Occupational/Technical Education non-teaching personnel; General Education students; Occupational/Technical Education students. Additional qualifications of these non-appointed members are set forth in statute; the Board shall establish a process for their selection.

Pursuant to KRS 164.321 (10), Board members may be removed by the Governor pursuant to subsections (2) (3) and (4) of KRS 63.080.

Pursuant to KRS 164.321 (11), the inability of the board to hold quarterly meetings, to elect a chairperson annually, to establish a quorum, to adopt an annual budget, to set tuition rates, to conduct an annual evaluation of the president of the university or system, to carry out its primary function to periodically evaluate the university's or system's progress in implementing its mission, goals, and objectives to conform to the strategic agenda, or to otherwise perform its duties under KRS 164.350 shall be cause for the Governor to remove all appointed members of the board and replace the entire appointed membership pursuant to KRS 63.080 (4).

- 1.1.1 Conflict of Interest.** A Board member shall be considered to have a conflict of interest if: (1) such Board member has existing or potential financial or other interests that impair or reasonably appear to impair such member's independent unbiased judgment in the discharge of the Board member's responsibilities to the Board of Regents; or (2) the Board member is aware that a family member or any organization in which the Board member is an officer, director, employee, member, partner, trustee, or controlling stockholder has an existing or potential financial or other interest.

For purposes of this provision, a family member is defined as a spouse, parents, siblings, children, or any other relative if the latter resides in the same house as the Board member. All

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Board members shall disclose to the Chair of the Board and KCTCS legal services any possible conflict of interest at the earliest practical time. Furthermore, the Board member shall remove himself or herself from discussions of and abstain from voting on such matters under consideration by the KCTCS Board of Regents and its committees. The minutes of such Board meeting shall reflect that a disclosure was made and that the Board member who has a conflict or potential conflict abstained from voting on the matter related to the conflict. Any Board member who is uncertain whether a conflict of interest exists may request that the Board of Regents resolve the question in the Board member's absence by majority vote.

1.3.2 KCTCS Board of Regents Development. The KCTCS Board of Regents believes that to be an effective board it should take responsibility for ensuring its own education in order to be well informed about KCTCS, postsecondary education in Kentucky, and the role of its Board members and their performance as a Board. The KCTCS Board of Regents sets the following expectations for the development of its Board members:

A. Orientations

Pursuant to KRS 164.321, all new Board members will attend and complete an orientation program prescribed by the Council on Postsecondary Education under KRS 164.020, as a condition of their service.

All new Board members will attend the Governor's Conference on Postsecondary Education Trusteeship, coordinated by the Kentucky Council on Postsecondary Education, which currently fulfills the statutory requirements of KRS 164.321.

All new Board members will attend and complete an orientation developed and conducted by the KCTCS Board of Regents Chair and the KCTCS President.

B. Statewide Governance Conferences

All Board members are strongly encouraged to attend the Governor's Conference on Postsecondary Education Trusteeship which is coordinated by the Kentucky Council on Postsecondary Education.

C. Board Workshops

Board workshops will be scheduled periodically throughout the year to provide more in depth information on relevant topics. Topics may be suggested by any Board member.

D. National and Regional Conferences

Assuming funds are available, the Board may send a member(s) to national and regional conferences. The Executive Committee will recommend to the full Board the member(s) to attend based on the following criteria:

1. Leadership position on the Board, such as officer or committee chair.
2. Seniority on the Board.
3. Work on a specific issue important to the Board that will be addressed at the conference.

Members attending a national or regional conference on behalf of the Board are expected to adhere to the following guidelines:

1. Attendance at all sessions of the conference, for the full length of the conference.
2. Attendance at sessions with relevance to KCTCS.

3. Preparation of a short report to the Board upon the Board member's return.

Reimbursement for expenses incurred by Board members for development will be made pursuant to KCTCS and state travel regulations. Additional guest expenses are not provided.

1.4 Process for Selection of Non-Appointed Members. Pursuant to KRS 164.321, the Board shall establish a written process to be published for the selection of the six (6) elected members of the Board.

Student, faculty, and non-teaching personnel representatives for General Education and Occupational/Technical Education shall be elected as follows:

A. Student Process

1. College student body presidents shall meet annually to nominate and elect by secret ballot one KCTCS Student Body Co-President for General Education and one KCTCS Student Body Co-President for Occupational/Technical Education.
2. The KCTCS Student Body Co-Presidents will serve as the two student regents on the KCTCS Board of Regents.

B. Faculty Process

1. **Eligibility to Serve**
Full-time faculty at the rank of Assistant Professor or above shall be eligible to serve.
2. **Certification**
An eligibility list of full-time faculty shall be certified by each college.
3. **Filing as a Candidate**
Eligible faculty may file as a General Education Candidate or an Occupational/Technical Education Candidate based on certification by the college, which shall be submitted to the System Election Officer.
4. **Eligibility to Vote**
Full-time faculty with rank of Lecturer, Instructor, Assistant Professor, Associate Professor, or Professor shall be eligible to vote.
5. **Voting**
 - a. A Systemwide election shall be held for General Education Candidates and for Occupational/Technical Education Candidates.
 - b. Faculty may vote for one (1) General Education Candidate and for one (1) Occupational/Technical Education Candidate.
 - c. The winners of the election shall be determined by a plurality vote.
 - d. In the event of a tie, a run-off election shall be held.
 - e. The winner of the run-off election shall be determined by a plurality vote.

C. Non-Teaching Personnel Process

1. **Eligibility to Serve**
College full-time non-teaching personnel, excluding the positions of president/chief executive officer, chancellor, vice president, dean, assistant dean, associate dean, academic department chair, or other administrator, shall be eligible to serve.
2. **Certification**
An eligibility list of full-time non-teaching personnel, excluding the positions of president/chief executive officer, chancellor, vice president, dean, assistant dean,

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associate dean, academic department chair, or other administrator, shall be certified by each college.

3. Filing as a Candidate

Eligible college non-teaching personnel may file as a General Education Candidate or an Occupational/Technical Education Candidate based on certification by the college, which shall be submitted to the System Election Officer.

4. Eligibility to Vote

All full-time non-teaching personnel, excluding the positions of president/chief executive officer, chancellor, vice president, dean, assistant dean, associate dean, and academic department chair, or other administrator, shall be eligible to vote.

5. Voting

a. A systemwide election shall be held for General Education Candidates and for Occupational/Technical Education Candidates.

b. All full-time non-teaching personnel, excluding the positions of president/chief executive officer, chancellor, vice president, dean, assistant dean, associate dean, and academic department chair, or other administrator, may vote for one (1) General Education Candidate and for one (1) Occupational/Technical Candidate.

c. Winners of the election shall be determined by a plurality vote.

d. In the event of a tie, a run-off election shall be held.

e. The winner of the run-off election shall be determined by a plurality vote.

D. Terms of Elected Board Members

1. Student members shall serve one (1) year terms beginning with the first meeting of the fiscal year that contains the academic year.

2. Faculty members shall serve three (3) year terms and until their successors are named. Faculty members may be reelected but shall not serve more than two (2) consecutive terms.

3. Non-teaching personnel shall serve three (3) year terms and until their successors are named. A non-teaching personnel member may be reelected but shall not serve more than two (2) consecutive terms.

4. Elections to fill vacancies shall be for the unexpired term in the same manner as provided for the original election.

5. Elected members of the Board of Regents may not serve simultaneously on local college boards of directors, local faculty senates, the systemwide Faculty Senate, or any local or systemwide senate committee or systemwide senate council in order to avoid a conflict of interest or the appearance of a conflict of interest as defined in Section 1.3.1 of these bylaws. Candidates for elected members of the Board of Regents shall complete a Kentucky Community and Technical College System Board of Regents Elected Members Conflict of Interest Form as part of the election process.

E. Election Procedures

The KCTCS President shall promulgate administrative procedures to implement this process.

1.5 Mission. In carrying out its duties, the Board shall seek to fulfill the mission of the Kentucky Community and Technical College System as established in KRS 164.580. The Board shall consult with the Council on Postsecondary Education regarding its mission in conformance with the strategic agenda for postsecondary education. The Board may develop a Mission Statement.

Section Two: Officers

- 2.1 Election.** Every year the Board shall elect from its membership for a one-year term a Chair, a Vice Chair, a Secretary, and such other officers, as it may deem necessary. The Chair shall not serve for more than two consecutive terms. Officers shall serve until their respective successors have been appointed and qualified. The Board shall appoint a Treasurer not from its membership pursuant to KRS 164.330. In the event a vacancy occurs prior to the end of the term of an officer, the Board shall hold a special election to fill the office for the unexpired position of the term.
- 2.2 Assistant Secretary.** The Board Chair may appoint an assistant secretary of the Board, who shall be a member of the staff of the President of the Kentucky Community and Technical College System. Copies of all minutes, papers, and documents of the Board may be certified by the assistant secretary with the same force and effect as though such certification were made by the Secretary of the Board.

Section Three: Regular Meetings

- 3.1 Meeting schedule.** Pursuant to KRS 164.340, the Board will meet at least quarterly. Each quarterly meeting shall be held at such time and at such place as the Chair may designate. Any matter of business relating to the Kentucky Community and Technical College System may be considered at any regular meeting of the Board.
- 3.2 Attendance.** Members who are unable to attend at least seventy-five percent (75%) of the regularly scheduled meetings, including meetings of committees to which they are assigned, during a state fiscal year should consider resignation from the Board. No person may attend any meeting of the Board as a substitute for a Board member, and no person, except a regular member of the Board, shall be entitled to vote in determining the action of the Board at any time.

Section Four: Special Meetings

- 4.1 Call.** Special meetings of the Board may be called by the Chair at his/her discretion and shall be called by the Chair upon the written request of the President of the Kentucky Community and Technical College System or two (2) members of the Board. A special meeting shall be held within twenty (20) days of receipt by the Chair of such a written request. A notice specifying the time, place, and agenda of a special meeting of the Board shall be mailed by the Secretary to each member of the Board at least five (5) days in advance of the meeting date; but notice of three (3) days may be given by telephone or electronic communication when, in the judgment of the Chair, an emergency exists. Such a notice should also be provided to the media pursuant to KRS 61.823.

Purpose. Any matter of business relating to the Kentucky Community and Technical College System may be considered at a special meeting of the Board.

Section Five: Agenda

- 5.1 Distribution.** A copy of the agenda for each regular meeting of the Board, including notice of all expiring terms on or vacancies in membership of the Board or its committees, and, insofar as is practicable, copies of all reports and other materials to be presented to the regular meeting as a part of the agenda, shall be provided by the Assistant Secretary to each member of the Board at least seven (7) days in advance of the regular meeting. If practicable, a copy of the agenda for each special meeting of the Board with reports and other materials to be presented, shall be provided to each member of the Board at least five (5) days in advance of the special meeting. Notice to members shall be by mail, personal delivery, or electronic transmission (such as electronic mail or facsimile) as provided for in KRS 61.823. Pursuant to KRS 61.823, notice of regular and special meetings, to include date, time, and place of the meeting and the agenda, shall be provided to media organizations which have filed a request to receive such notice.
- 5.2 Preparation.** The agenda for a regular or special meeting of the Board shall be prepared by the Assistant Secretary in consultation with the KCTCS President and with the approval of the Board Chair. All requests for inclusion of a given item on the agenda of a particular meeting shall be registered with the Board Chair or the KCTCS President and filed, with supporting documents, if any, with the Assistant Secretary of the Board. A request shall contain the rationale for including the item, along with background information.
- 5.3 Additions from Board Members or Committees.** Any committee or member of the Board may request consideration by the Board, at any regular meeting, of any items not on the agenda of a regular meeting of the Board.
- 5.4 Additions from Non-Board Members.** A non-Board member may request that the Board consider an item at a regular meeting. The request must be submitted in writing to the Board Chair, the KCTCS President, and the Assistant Secretary at least fifteen (15) days in advance of the scheduled meeting. The request shall include the rationale for including the item and background information. The KCTCS President with the approval of the Board Chair shall determine whether or not the request will be granted.
- 5.5 Standing Committees.** The guidelines in Section Five apply to all standing committees.

Section Six: Quorum

- 6. Quorum.** A quorum for the conduct of business by the Board shall equal more than one-half (1/2) of the votes that can be cast.

Section Seven: Presiding Officer

- 7. Presiding Officer.** The Chair shall preside at all regular and special meetings of the Board. In the absence of the Chair, the Vice Chair shall preside. In the absence of the Vice Chair, a presiding elected officer shall be from the membership of the Board.

Section Eight: Power to Vote

- 8.1 Votes per Member.** Pursuant to KRS 164.321, each of the eight appointed members shall have one vote each, but the six members elected by college constituencies shall vote as follows. The faculty representatives of the Kentucky Community and Technical College System share one (1) vote, which may be cast one-half (1/2) vote each; the two (2) non-teaching personnel representatives share one (1) vote, which may be cast one-half (1/2) vote each; and the two (2) student representatives share one (1) vote, which may be cast one-half (1/2) vote each.
- 8.2 Matters on which Members may Vote.** All members of the Board may vote on all matters coming before the Board for consideration, except that, pursuant to
- (a) KRS 164.289 and OAG 01-8, the two (2) members representing faculty and the two (2) members representing non-teaching personnel shall not vote on individual compensation matters for themselves or other individual employees of KCTCS.
 - (b) KCTCS Board of Regents Bylaw 1.3.1, Board members who have conflict of interest on such matters under consideration by the KCTCS Board of Regents and its committees.
- 8.3 Voting Methods.** No member may vote by proxy. No vote concerning any matter under consideration by the Board, or by a committee of the Board, may be cast in absentia, by mail, telephone, or electronic mail. However, pursuant to KRS 61.826, votes may be cast during a video teleconference.

Section Nine: Rules of Order

- 9. Procedures.** In the event that the governing statutes or these bylaws are not instructive regarding applicable procedures, the Board shall consult *Robert's Rules of Order* (newly revised edition) for applicable procedures.

Section Ten: Committees

- 10.1 Committees.** The Board may organize standing committees and refer matters to them. The Chair may establish special committees and prescribe their duties.
- 10.2 Standing Committees.** Standing committees shall follow these policies, practices, and procedures:
- Membership on these committees is restricted to KCTCS Board members with KCTCS staff assigned by the KCTCS President to assist the committee.
 - The KCTCS Board Chair shall appoint members to all committees unless membership is directed by statute or *KCTCS Board of Regents Policy*.
 - The KCTCS Board Chair shall appoint all committee chairs.
 - The KCTCS Board Chair shall be an ex officio, voting member of all standing committees unless otherwise indicated by KCTCS Board of Regents action.

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- All standing committee meetings, regularly scheduled or special, shall be open to the public unless the matter(s) under discussion meets the exceptions contained in KRS 61.810.
- As a condition for conducting closed session standing committee meetings, all requirements contained in and consistent with KRS Chapter 61 shall be met.
- The standing committee's regular meetings shall be in conjunction with the KCTCS Board of Regents regular meetings insofar as possible or unless otherwise stated in statute or the KCTCS Board of Regents Bylaws.
- The schedule and agenda of regular standing committee meetings shall be made available to the public through release to the press by written or electronic means pursuant to statute.
- The committee chair may call a special meeting when such a meeting is necessary. The committee chair shall fix the place of the special meetings and the times they are scheduled.
- Notice of all meetings shall comply with current statutory requirements and *KCTCS Board of Regents Bylaws Section 5.1 - Distribution*.
- The agenda and supporting materials for a regularly scheduled committee meeting shall, to the extent possible, be available to members at least seven days prior to the meeting.
- Minutes of all committee meetings shall be recorded and shall accurately record the deliberations of the committee and all actions taken.
- A quorum shall be required to organize and conduct business and shall be a majority of the membership of the committee.
- An affirmative vote of a majority of the members present shall be required to carry all propositions; when conducting a vote, each committee member shall cast a full-vote or half-vote depending upon statute (KRS 164.321).
- All standing committees shall conduct their business following *Robert's Rules of Order* (newly revised edition).
- A committee chair may recognize a non-Board-member speaker.
- The committees shall report any actions taken to the KCTCS Board at its next regular meeting.
- Committee actions are advisory only.

10.2.1 Academic Affairs and Curriculum Committee. The Academic Affairs and Curriculum Committee will be responsible for setting policy related to creating and maintaining the highest level of quality, public accountability, and institutional effectiveness at KCTCS colleges pertaining to educational and training offerings and student services under the auspices of KCTCS. Specifically, the Committee shall advise KCTCS and recommend action on policies related to these areas: 1) existing and proposed academic and technical offerings, including approval of new certificate, diploma, and degree programs and the assessment and evaluation of existing programs; Distance Learning ; and inter-institutional collaboration; 2) workforce development, including the Council on Postsecondary Education, Regional Advisory Groups, and community/institution partnerships; 3) student services; 4) transfer issues, including transition from high school to postsecondary institution concerns, articulation agreements, and admissions and remediation requirements; 5) professional or specialized accreditation; 6) institutional (SACS) accreditation; and 7) institutional effectiveness, with respect to institutional research, student assessment efforts, and the Council on Postsecondary Education's new academic program eligibility based on equal educational opportunities objectives as governed by KRS 164.020(19).

10.2.2 Finance, Technology, and Human Resources Committee. The purpose of the Finance, Technology, and Human Resources Committee is to recommend policies that create and maintain the highest level of quality, public accountability, and institutional effectiveness pertaining to all matters related to finance, facilities, construction, human resources, and technology. Specifically, the Committee's responsibility shall be to advise KCTCS and recommend action on policies related to the following areas: 1) budget, including development, administration, and review; 2) financial policies, including audit review, financial compliance, and salaries; 3) facilities, including construction, technological infrastructure; 4) human resources; 5) the Workforce Development Trust Fund; 6) capital fund drives/development, 7) donations of land and funds, including commemorating memorials, and 8) federal grants, where deemed appropriate.

10.2.3 Executive Committee. The Executive Committee shall be responsible for all matters related to the overall administration of KCTCS. Specifically, the Executive Committee shall advise KCTCS and recommend action on policies related to creating and maintaining the highest level of quality, public accountability, and institutional effectiveness at KCTCS colleges as it pertains to the following areas: 1) ensuring that the System's strategic planning process is completed, including institutional missions and plans, the KCTCS strategic plan, and the statewide strategic agenda; 2) organizational issues, including presidential evaluation and searches, bylaws, and policies; 3) legislative issues; 4) naming opportunities for colleges, campuses, and buildings and local boards of directors; and 5) institutional effectiveness, including the CPE accountability program and benchmarks.

10.2.4 Efficiency, Effectiveness, and Accountability Committee. The purpose of the Efficiency, Effectiveness, and Accountability Committee is to recommend policies related to creating and maintaining the highest level of quality, public accountability, and institutional effectiveness at KCTCS colleges. Specifically, the Committee's responsibility shall be to advise KCTCS and recommend action on policies related to accountability. The Committee shall operate as a committee of the whole and will meet at least annually to review the System's accountability reports and recommend accountability goals for the upcoming year.

Section Eleven: Minutes

- 11.1 Duties of the Secretary.** The Secretary shall keep minutes of all meetings of the Board; shall file, index, and preserve all minutes, papers and documents pertaining to the business and proceedings of the Board; shall be custodian of the Board of Regents of the Kentucky Community and Technical College System and of all records of the Board and instruments of the Board. The Secretary shall be responsible for transcribing the minutes of each meeting within a reasonable time and for providing a copy for each member of the Board.
- 11.2 Approval.** The minutes shall not be considered official unless and until approved by the Board.
- 11.3 Public record.** Pursuant to KRS 61.835, the minutes shall be open to public inspection no later than immediately following the next regularly scheduled meeting of the Board.

Section Twelve: Executive Sessions

- 12. Executive Sessions.** All meetings of the Board shall be open to the public unless, consistent with the requirements of KRS 61.810, a meeting is closed to the public by a majority of the cast votes of a quorum of the Board. Any formal action of the Board must be taken in open session.

**Section Thirteen: The President of the Kentucky
Community and Technical College System**

- 13.1 Appointment.** Pursuant to KRS 164.360, the Board shall appoint a President of the Kentucky Community and Technical College System who shall serve at its pleasure.
- 13.2 Duties.** As the chief executive officer of the System, the President shall make proposals to the Board for its consideration, develop and direct the programs and plans established by the Board, ensure compliance with federal and state law, develop reports, budget requests, and proposals to the Council on Postsecondary Education and other state agencies, and make periodic reports to the Board as it may direct. The President is responsible for directing and administering the System staff and for submitting employment matters to the Board for its approval.
- 13.3 Evaluation.** The Board shall perform an evaluation of the KCTCS President and shall fix the compensation and terms of contract.

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Section Fourteen: Amendments and Suspensions of Bylaws Provisions

14.1 Amendments. Any provisions of these bylaws (except those required or governed by the *Kentucky Revised Statutes*) may be amended or new provisions added by two thirds (2/3) of the cast votes of a quorum of the Board; provided, that no amendment or addition may be adopted unless its substance first has been introduced at a preceding regular or special meeting of the Board.

14.2 Suspensions. Any provisions of these bylaws (except those required or governed by the *Kentucky Revised Statutes*) may be suspended at any regular or special meeting of the Board for that meeting by affirmative vote of two-thirds (2/3) of the cast votes of quorum of the Board.

1/14/98; 5/20/98; 12/3/99; 2/25/00;
6/29/01; 4/26/02; 6/28/02; 12/06/02;
12/5/03; 12/3/04; 6/10/05; 3/10/06;
9/15/06; 6/15/07; 12/07/07; 3/12/10;
3/16/12; 9/21/12; 12/4/15; 6/9/17

July 21, 1997

6/9/17

Date Adopted by
KCTCS Board of Regents

Date of Last Review

Dates of Revisions

SIGNED COPY ON FILE

6/9/17

Marcia L. Roth, Chair
Board of Regents

Date

