

THE BYLAWS OF THE KENTUCKY COMMUNITY AND TECHNICAL COLLEGE SYSTEM BOARD OF REGENTS

ARTICLE I: THE BOARD

Section 1. Creation and Authority

- A. Definitions used in these Bylaws and in relevant and official actions of the Board shall align with [KRS 164.001](#). Any actions that require deviation from these definitions shall specifically detail a rationale therefor, including but not limited to other statutory sections that create other definitions.
- B. [KRS 164.310](#) created and authorized a Board of Regents for KCTCS.

Section 2. Mission

- A. The Board of Regents shall consider in its actions the legislative findings and goals expressed in [KRS 164.003](#) in order to assist and guide the institution in continuing and improving KCTCS' three-pillared role in Kentucky's integrated system of postsecondary education as set forth in KRS 164.003(2)(e).
- B. The three pillars of the KCTCS mission are (1) access to two-year general studies program with transfer potential to a baccalaureate program; (2) workforce training that fills the needs of industry; (3) remedial and continuing education to boost Kentucky citizens' employability.

Section 3. Powers

- A. To assist, guide, and govern the institution, the KCTCS Board of Regents is legislatively granted certain general and specific duties.
- B. [KRS 164.350](#) grants to the KCTCS Board of Regents the corporate powers necessary to govern the institution.
- C. The Regents may exercise the powers set forth in KRS 164.350(1)(a)-(d).
- D. The Regents must adopt bylaws, create rules, and promulgate regulations that govern the Board of Regents, and the institution's officers, agents, and employees. The Regents must include in the required bylaws statutory removal and replacement processes found in [KRS 63.080](#). The Board of Regents must enforce these bylaws, rules, and regulations once created. (KRS 164.350(2))
- E. The Regents shall set a process for periodically reviewing KCTCS' progress. The review shall determine whether the institution is achieving its missions, goals, and objectives as delineated in the strategic agenda. (KRS 164.350(3))

- F. As the KCTCS governing body, the Board of Regents is responsible for holding officers and officials accountable for the institution's progress or lack thereof. (KRS 164.350(3))
- G. The Board of Regents is required to exercise fiduciary duties in conjunction with the KCTCS President and for and on behalf of the System colleges. These fiduciary duties, set out in KRS 164.350(4)(a)-(f) are mandatory but may be exercised upon recommendation of the KCTCS President. The Board of Regents shall ensure that policies and procedures, either Board or Administrative, are passed, implemented, and periodically reviewed.
- H. All actions of the Board of Regents shall ensure that budget processes are done in a manner consistent with the strategic agenda, the biennial budget, and the mission each college has manifestly adopted. (KRS 164.350(4))
- I. The Board of Regents shall fulfill the duties of [KRS 164.360](#) in appointing a KCTCS President and also in exercising its discretion in appointing faculty and employees and setting compensation and tenure of service.
- J. Should the Board of Regents find it necessary, the Board may remove the KCTCS President or faculty members and employees based on findings and using processes in KRS 164.360(3).
- K. Control of personnel lies within the exclusive jurisdiction of the Board of Regents, but administrative policies may be authorized, and promulgation thereof delegated to the KCTCS President. ([KRS 164.365\(1\)](#))
- L. The Board of Regents shall set a procedure for periodic review of the System's assets and shall act accordingly based upon the needs of the institution. ([KRS 164.410](#))
- M. The Board shall establish a schedule for reports from the KCTCS President. ([KRS 164.460](#))
- N. The Board shall carry out, cause to be accomplished, or ensure the completion of any and all other statutory duties not denoted here but assigned specifically to the Board of Regents or to the institution in [KRS 164.281 to 164.2891](#), [KRS 164.290 to 164.475](#), and [KRS 164.580 to 164.600](#).
- O. The Board of Regents, having elected to perform in accordance with [KRS 164A.555 to 164A.630](#), shall promulgate regulations to ensure the proper disbursement and use of state appropriations as well as all other monies collected and or received. ([KRS 164A.560\(1\)-\(2\)](#))

- P. The Board of Regents shall further require the treasurer of KCTCS to account for and record all monies received and disbursed according to prescribed forms of accepted accounting. ([KRS 164A.560\(2\)\(b\)](#))

ARTICLE II: MEMBERSHIP

Section 1. Board Composition

- A. The KCTCS Board of Regents shall be composed of appointed members and elected members with a total of fourteen (14) Regents to represent the institution and its constituencies.
- B. The Governor of Kentucky shall appoint eight (8) members. The Kentucky Senate must thereafter confirm the appointed members who shall meet the requirements of [KRS 164.321\(1\)\(b\)\(1.\)-\(3.\)](#).
- C. KRS 164.321(1)(b) mandates the election of six (6) more Regents. Those Regents shall be as follows:
- i. Two (2) members from full-time teaching faculty representing the community and the technical faculty and who meet and maintain the requirements of KRS 164.321(6)(b);
 - ii. Two (2) members from nonteaching personnel who are full-time staff members outside an administrative role and who meet and maintain the requirements of KRS 164.321(7)(b); and
 - iii. Two (2) members of the student body who meet and maintain the requirements of KRS 164.321(8)(b).
- D. The Board of Regents shall require a process for selection of all elected Regents and shall publish and implement that process with the assistance of colleges, the System Office, and staff members assigned thereto.

Section 2. Terms and Removal

- A. The length of terms for both appointed Regents and Elected Regents are set statutorily in KRS 164.321.
- B. Appointed members may serve no more than two (2) consecutive terms of six (6) years each except that appointed members shall serve their terms until the Governor appoints a successor who is qualified and confirmed.
- C. Elected faculty and staff may serve no more than two (2) consecutive terms of three (3) years each.
- D. Elected student Regents shall serve one (1) year terms to extend from July 1 to June 30 of respective years.

- E. The Governor may remove individual appointed Regents or may remove the entire appointed Board as follows:
- i. Individual Regents may be removed for cause pursuant to the process set forth in [KRS 63.080\(2\)\(c\)\(1.\)-\(5.\)](#); and
 - ii. Individual Regents may be removed to assure proportionality as required under state law, defined in KRS 63.080(3) and in the manner prescribed therein.
 - iii. The entire membership of appointed Regents may be removed and replaced for various failures as specified in KRS 164.321(11) and in the manner prescribed therein.

ARTICLE III: BOARD STRUCTURE AND ORGANIZATION

Section 1. Board Officers

- A. The Board of Regents shall elect from its membership three (3) officers.
- B. The Officers of the Board shall be a Chair, a Vice Chair, and Secretary.
- C. The Board of Regents shall appoint a Treasurer who may not be a member of the Board but may be a member of the institutional staff. The duties of the Treasurer shall include but not be limited to those set out in [KRS 164.420](#).
- D. The Board of Regents may appoint other Board Officers as deemed necessary to carry out the business of the Board.
- E. The Board of Regents shall appoint a Board Liaison from the Leadership Team of the KCTCS President. The duties and obligations of the Board Liaison shall be delegated by the Chair, Vice Chair, and Secretary of the Board and shall include all duties statutorily assigned to the Secretary of the Board in [KRS 164.450](#). The Board Liaison shall have the same signatory authority and actual authority to certify minutes, documents, and other papers relevant to the Board and Board action. The office of Secretary shall not receive compensation KRS 164.450 notwithstanding.

Section 2. Election and Terms of Officers

- A. The Board of Regents shall designate such offices as deemed necessary but shall have those executive officers in Section 1 of this Article.
- B. The Board shall create and publish Board policies and procedures that establish the process for election of officers.

- C. The Terms for each office designated in these bylaws shall be one (1) year.
- D. For all other offices deemed necessary for the operation of the Board of Regents, the term may be fixed through Board policy but shall be no longer than a term of three (3) years.

Section 3. Power, Duty, and Authority of Officers

- A. No individual Officer or Member of the Board may take official action for the Board unless authorized by the Board to do so.
- B. The Chair of the Board shall preside at all meetings of the Board but may authorize such members as necessary or appropriate to lead committees, workgroups, task forces, or discussion of business of the Board.
- C. The Vice Chair shall preside when the Chair is unable to be present or unable to preside.
- D. The Executive Officers shall be empowered by the Board to plan the agenda and discussion items in conjunction with the KCTCS President and the President's Leadership Team in alignment with KCTCS' mission and strategic plan.
- E. The Chair of the Board shall be authorized to speak on behalf of the Board but shall not represent personal opinions as representing those of the Board. In the Chair's absence or inability to speak for the Board, the Vice Chair shall be empowered to communicate the actions of and the direction of the Board. Like the Chair, the Vice Chair shall not represent personal opinions as those of the Board.

Section 4. Board Committees

- A. The Board may organize standing committees and refer matters to them. The Chair may establish special committees, working groups, task forces, and similar organizational units as needed and prescribe their duties.
- B. Standing Committees shall be organized and run as follows:
 - i. Standing committees shall follow these policies, practices, and procedures:
 - ii. Membership on these committees shall generally be restricted to KCTCS Board members with KCTCS staff assigned by the KCTCS President to assist the committee. Exceptions may be made in cases where the Board Chair determines the need for qualified individuals to serve in a limited, stipulated capacity.

- iii. The KCTCS Board Chair shall appoint members to all committees unless such membership is directed by statute or KCTCS Board of Regents Policy.
- iv. The KCTCS Board Chair shall appoint all committee chairs.
- v. The KCTCS Board Chair shall be an ex officio, voting member of all standing committees unless otherwise indicated by KCTCS Board of Regents action.
- vi. 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](#).

C. The Standing Committees of the Board shall be as follows:

- i. The Executive Committee;
- ~~i.~~ii. The System Policy and Planning Committee; and
- ~~ii.~~iii. The Audit Committee.

Because these meetings do not have an established schedule, they shall be conducted as special meetings pursuant to KRS 61.823.

D. The Executive Committee

- i. The Executive Committee is composed of three (3) members: the Chair of the Board of Regents who shall serve as Chair of the Committee, the Vice Chair of the Board of Regents, and the Secretary of the Board.
- ii. The Executive Committee shall meet as necessary as called by the Chair or the President. The President may appoint a staff member to serve as the Committee's administrative agent.
- iii. The Committee shall:
 - 1. Provide guidance to the President on matters arising between regular meetings; ;
 - 2. ~~Serve as the President's Evaluation and Compensation Committee~~Evaluate on an annual basis the KCTCS President and fix the compensation and terms of the President's contract, to be ratified by the full Board; and
 - 3. Perform any and all other functions that may be assigned to it by the Board of Regents

~~D.~~E. The System Policy and Planning Committee

- i. The purpose of the System Policy and Planning Committee is to recommend plans and policies related to creating and maintaining the highest level of quality, public accountability, and institutional effectiveness for the System. Specifically, the Committee's responsibilities shall be to:
 - 1. ensure the System's strategic planning is established, monitored,

and revised as needed; and,

~~2. evaluate on an annual basis the KCTCS President and fix the compensation and terms of the President's contract; and,~~

~~3.2.~~ evaluate on an annual basis the Board's effectiveness and performance and make recommendations on matters of Board governance and meeting agendas; and

~~4.3.~~ periodically review Board Bylaws, Board Policies, and other System governing documents as appropriate; and

~~5.4.~~ address legislative issues should they arise; and

~~6.5.~~ undertake the study or examination of any Board-related issue assigned by the Chair and not otherwise appropriated to a committee.

- ii. The System Policy and Planning Committee shall consist of Board Officers (Chair, Vice Chair, and Secretary) with one (1) representative from each of the Board's non-appointed membership groups (student, faculty, and non-teaching personnel). Additional Board members may serve on the Committee when appointed by the Board Chair. All members of the Board are invited to attend the meeting but will not count toward quorum or have authority to vote on matters before the Committee.
- iii. The System Policy and Planning Committee shall be chaired by the Board Chair.
- iv. The System Policy and Planning Committee shall meet the month prior to each regularly scheduled meetings of the full Board at a minimum. The Chair will set the date and time and may determine that additional committee meetings need to be held at other times.

E.F. The Audit Committee

- i. The purpose of the Audit Committee is to assist the Board with its fiduciary duties in order to ensure the System's financial integrity, its ethics and compliance with legal and regulatory requirements, and its risk assessment and management processes. Specifically, the Committee's responsibilities shall be to:
 - 1. receive and review internal audit reports with recommendations to be made, if necessary; and
 - 2. receive and review external audit reports with recommendation to be made if necessary; and
 - 3. address conflicts of interest should they arise.
- ii. The Audit Committee shall consist of the Board Chair and Vice Chair with at least one (1) representative from each of the Board's non-appointed membership groups (student, faculty, and non-teaching personnel). Additional Board members may serve on the Audit Committee when appointed by the Board Chair.

- iii. The Audit Committee shall meet no less than bi-annually in conjunction with the regularly scheduled June and December meetings.
- iv. Leadership of the Audit Committee shall be established by the Board Chair.

Section 5. The KCTCS Board of Regents Acting as a Committee of the Whole

- A. All business of the Board not conducted and reported by the ~~two~~three Standing Committees listed in Section 4 shall be discussed, conducted, and determined through a quorum of the full Board membership acting as a Committee of the Whole.
- B. At all regular meetings of the Board, the KCTCS Board of Regents will consider matters statutorily within its purview, including but not limited to those set forth in Article I, Section 3 of these Bylaws.
- C. The Board shall generally consider matters that correspond to the President's Cabinet Areas, including but not limited to Academics, Student Services, Workforce Solutions, Administrative Services (to include financial matters), Technology Solutions, and Legal Services.
- D. The Chair or Vice Chair, as necessary, shall seek interested Regents and assign those Regents to lead the discussion of Board business during the conduct of the Committee of the Whole. Should no Regents express interest or should the assigned member be unavailable, one of the Executive Officers of the Board shall lead the discussion.

Section 6. All other Appointed Bodies of the Board

- A. The Chair may appoint, in coordination with the Board's direction and alignment with the strategic plan, ad hoc committees, taskforces, or workgroups to research and take action on specific matters as assigned.
- B. Any ad hoc committee, taskforce, or workgroup shall work under written Charge as developed by the Executive Officers of the Board with the assistance of the Board Liaison. The Charge shall include, at a minimum, the membership, length of service, purpose, and authority of the group.
- C. Such bodies of the Board shall operate no differently than standing committees and shall meet all requirements of Kentucky's Open Meetings and Open Records Acts.

ARTICLE IV: BOARD MEETINGS

Section 1. Legal Requirements and Obligations

- A. The Board of Regents shall meet quarterly at a location within KCTCS agreed upon and published pursuant to the requirements of [KRS 61.810](#). (KRS 164.340)
- B. Special Meetings of the Board shall comply with the call and agenda procedures of KRS 164.340. In addition, the Chair, upon written request of the KCTCS President,

may call a special meeting of the Board. The Board shall create, publish, and implement policies and procedures for special called meetings that comply with [KRS 61.823](#) including those for emergency meetings. No procedures shall be more stringent for the notice and provision of materials to Board members than those present in KRS 61.823.

- C. Special Meetings of the Board shall also comply with KRS 61.823 in the notice and conduct thereof.
- D. Emergency Meetings are a category of Special Meetings and shall comply with all provisions and limitations of KRS 61.823(5).

Section 2. Agenda and Business of the Board

- A. Prior to the Board meetings the agenda and all supporting materials shall be provided to all members of the Board of Regents.
- B. The Board shall entertain additions to the agenda proposed by both Regents and non-Board members. Any Regent or non-Board member may request addition to the agenda by contacting the Board Liaison who shall then coordinate the agenda item with the KCTCS Board Chair, the KCTCS President, and any other members of the President's Leadership Team necessary to assess the agenda item. Timeliness of the request for addition will be one, but not the only factor involved in determining whether an item will be placed on the agenda. The Board shall promulgate a policy or procedure to address requests for items to be heard and reviewed by the Board.
- C. The materials shall be provided no later than seven (7) calendar days in advance of a regular meeting except when such materials are not yet available.
- D. If practical, the materials shall be provided at least twelve (12) calendar days in advance to provide sufficient time for all members to review the documents and to familiarize themselves with the issues.
- E. The Board of Regents may direct that all materials be provided in an electronic form using a variety of methods, including a method commonly known as OnBoard, the Virtual Workspace Site, and other methods managed and provided by the KCTCS President, the Board Liaison, and other relevant staff.

E.F. **Consent Agenda: Upon the concurrence of the Chair of the Board and the President, agenda items may be designated as consent agenda items in the agenda of a regular Board meeting. All items designated as consent agenda items shall be recommended for approval by a single vote by the Board of Regents without discussion of individual items. If any Regent objects to the inclusion of an item on the consent agenda, such Regent shall notify the President and the item will be voted on by separate motion. shall ask to pull the item from the consent agenda for further discussion. Following discussion on the item, upon motion the Board can then vote to approve the pulled consent agenda item.**

- F. ~~The business of the Board shall include all matters statutorily assigned to it and those items not falling within the purview of a standing committee. Regular meeting business may include, but not be limited to, the following agenda items:~~
- ~~i. Existing and proposed academic and technical offerings, including approval of new certificate, diploma, and degree programs and the assessment and evaluation of existing programs~~
 - ~~ii. Workforce development and training offerings, collaboration, and efforts~~
 - ~~iii. College mission statements~~
 - ~~iv. Student services~~
 - ~~v. Transfer issues, articulation agreements, and admissions and remediation requirements~~
 - ~~vi. Institutional accreditation and professional or specialized accreditation~~
 - ~~vii. Budget development, administration, and review~~
 - ~~viii.i. Risk management~~
 - ~~ix. Facilities operations and construction, including technological infrastructure~~
 - ~~x. Human resources, including personnel actions, salaries, and compensation~~
 - ~~xi. Capital fund drives, donations, and development~~
 - ~~xii. Grants~~
- G. Matters coming before the Board shall be discussed in an open manner with time for discussion and questions. The Board Chair may choose Board members to lead discussion based on their interest and experience.
- H. In order to better conduct the business of the Board, all appointed and elected Regents must undergo orientation to the Board as statutorily prescribed in [KRS 164.321](#) and [KRS 164.020](#) which include programs established by the Council on Postsecondary Education, including but not limited to the Governor's Conference on Postsecondary Education Trusteeship.
- I. The Board of Regents in coordination with the KCTCS President and other Leadership in the System may create policies and procedures for Board of Regents professional development that comports with Board and Administrative Policies as well as with state law. Payment of expenses and any other reimbursement will be in accordance with KCTCS policies and procedures.

Section 3. Quorum

- A. [KRS 164.340](#) sets the quorum for meetings of the KCTCS Board of Regents.
- B. No business of the Board may be transacted without a quorum.

~~A quorum consists of a majority of the members of the Board of Regents.~~

- C. 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 4. Voting Procedures

- A. All Regents must vote in a transparent and open manner on business of the Board.
- B. Voting procedures must comply with the requirements of [KRS 61.800](#) so that the public is aware of the manner in which Regents have voted on each proposition.
- C. The manner of voting will generally be by roll call, but may be, based on subject matter and proposition, by consensus or by hand count.
- D. The Board may draft and publish policies on voting procedures separate from these bylaws.
- E. Votes of the Regents in all committees (of the whole, standing, ad hoc or special committees) shall carry the weight statutorily assigned in [KRS 164.321](#).
- F. All members, elected and appointed, may vote according to weight on all matters except those statutorily prohibited, including those for which they have a conflict of interest pursuant to [KRS Chapter 45A](#) or those such as personal/individual compensation as defined in [KRS 164.289](#).
- G. The Board of Regents shall create a policy and procedure for recusal from discussion and abstaining from voting when a conflict of interest or the appearance of one exists.

Section 5. Manner of Participation

- A. Board meetings and participation by Regents must comply with [KRS 61.800-850](#), commonly known as the Kentucky Open Meetings Act.
- B. Members may participate via video teleconference methods but may not vote unless they are visible and their vote may be seen by the public and recorded for the minutes.
- C. Votes through telephonic methods or electronic mail shall not constitute legitimate or legal votes, pursuant to [KRS 61.800-850](#).
- D. Video teleconferencing of Board of Regents Meetings must comply with [KRS 61.826](#).

Section 6. Closed Sessions

- A. The Board of Regents may only close its meetings to the public when an exception to the Open Meetings Act applies.
- B. Exceptions to the Open Meetings Act are found at [KRS 61.810](#) and shall be clearly set out in the record and only entered into upon consultation with the Board's Parliamentarian and Legal Counsel.

ARTICLE V: Miscellaneous Provisions

Section 1. Statutory Supremacy

- A. Statutory requirements control the KCTCS Board of Regents' conduct of business.
- B. Members of the Board shall at all times comply with statutory requirements and obligations regardless of their delineation in these bylaws.
- C. In the absence of statutory direction, however, the KCTCS Board of Regents Bylaws shall govern the conduct of the Board.
- D. In the absence of clear guidance on procedural matters and the conduct of meetings, the Board shall consult Robert's Rules of Order, latest edition, for general parliamentary procedure.

Section 2. Evergreen Nature of Incorporated References

- A. All references incorporated herein shall be evergreen in nature.
- B. Revision of any incorporated reference, including statutory obligations, shall automatically update these Bylaws upon legislative revision; contrary provisions contained herein shall not invalidate these bylaws but shall be severed and controlled by the Board's new, revised statutory obligations.
- C. All incorporated statutory references shall include the obligations and responsibilities of associated regulations.

Section 3. Relationship to the System Colleges

- A. The KCTCS Board of Regents is the sole governing body for the System and all sixteen (16) colleges contained in the System with exclusive authority for the duties, responsibilities, and authority referenced in Article I, Section 3 of these bylaws.
- ~~B.~~ The College Boards of Directors are limited to the statutory roles set out in [KRS 164.600\(2\)\(a\)-\(e\)](#) and shall not supersede or in any way preempt the power and authority granted to the KCTCS Board of Regents.

Section 4. Bylaws' Amendment and Suspension

- A. Amendments may be accomplished through a two-thirds vote (2/3) of the cast votes of a quorum of the Board.
- B. No amendments may be contrary to the requirements of any section of the Kentucky Revised Statutes whether incorporated by reference or not within these bylaws.
- C. No amendment may be considered or passed through 2/3 of the cast votes of the quorum if the substance of the amendment has not had a prior introduction, reading, and discussion at a meeting prior to its passage.
- D. The amendment may be revised prior to passage based on discussion at the previous meeting but the substance must reflect the Board's intent.
- E. Except for those provisions of these bylaws required by law, specifically the Kentucky Revised Statutes, all other sections and provisions may be suspended at any regular or special meetings of the Board for that meeting only and may be done upon an affirmative vote of two-thirds (2/3) of the cast votes of the quorum of the Board.