



THE GOLD BOOK

Bylaws of the
KENTUCKY STATE UNIVERSITY
BOARD OF REGENTS

DECEMBER 5, 2019

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KENTUCKY STATE UNIVERSITY
BOARD OF REGENTS

ARTICLE I

Declaration

- SECTION 1.1:** The governance of Kentucky State University is vested in the Board of Regents of Kentucky State University. The Board in conformity with the State Constitution and State laws, shall have exclusive jurisdiction, power and authority with regard to the supervision, management and control of Kentucky State University, shall be the final authority in all matters pertaining to the University, and it shall exercise jurisdiction over the University's financial, educational, administrative and other policies, and its relations with state, local, and federal governments.
- SECTION 1.2:** The Board of Regents of Kentucky State University is a constituted entity of the Commonwealth of Kentucky. KRS 164.310 and KRS 164.321.
- SECTION 1.3:** The Board shall constitute a body corporate, with the usual corporate powers, and with all immunities, rights, privileges and franchises usually accorded the governing bodies of educational institutions.

ARTICLE II

Powers and Duties

SECTION 2: The Board of Regents, in governing the affairs of Kentucky State University, shall:

- (a) Appoint the President of the University, who shall serve at the pleasure of the Board on such terms as may be mutually agreeable to the Board and the President;
- (b) Review and evaluate, on an annual basis, the performance of the President of the University according to the approved procedures and processes, written objectives, specific and general, by the President in conjunction with the Board as presented at the outset of each academic year;
- (c) Engage outside advisors and counsel, in its discretion, to assist the Board in carrying out its duties, including, but not limited to, the evaluation of the President;
- (d) Approve the employment of faculty members at the administrative level, and staff employees at the vice-president level and above, and fix their compensation and tenure of service, on recommendation of the President and prior to any offer of employment, except that the President may conditionally appoint these persons for a ninety day period until the next board meeting;
- (e) Approve all administrative employment contracts offered to University employees prior to execution by the parties;
- (f) Adopt guidelines for salary ranges and benefit guidelines for all faculty, administrative and University personnel;
- (g) Adopt the annual budget for the University and approve any material budget changes;
- (h) Approve tuition, fees and other charges;
- (i) Approve all loans, borrowing and issuance of bonds;
- (j) Approve, after consultation with the President, an administrative structure and plan of organization needed for the successful conduct of the University;
- (k) Act as a policy-making body by adopting policy statements of governance and operation of the University, in areas, including, but not limited to, human resources, information technology, public relations and development;
- (l) Entrust the internal administration of the University to the President in accordance with the duly established governing Board Policies and administrative regulations;
- (m) Grant diplomas and confer degrees upon the recommendation of the President and faculty;
- (n) Periodically evaluate the University's progress in implementing its mission, goals, and objectives to conform to the strategic agenda, and hold University officers and officials accountable for the status of the University's progress;

- (o) Promulgate state financial management administrative regulations in accordance with KRS 164A.560, and delegate the responsibilities for these functions to the president of the University. These financial management functions include: acquisitions of funds, purchasing, and receiving, depositing, collecting, retaining, investing, disbursing and accounting for all funds received or due from any source;
- (p) Approve any appropriation, expenditure, disbursement or contract greater than \$50,000, notwithstanding the provisions of KRS 164A.560 and 745 KAR 1:035;
- (q) Approve the Constitution and Bylaws of the Faculty Senate, the Staff Council, and the Student Government Association, except where in conflict with these Bylaws or with governing Board Policies;
- (r) Periodically review and/or approve University vision, mission, and proposed long-range strategic plans;
- (s) Become familiar with, committed to, and abide by, the major responsibilities of this governing Board, as set out in these Bylaws and the Kentucky Revised Statutes, including:
 1. defining and clarifying the vision, mission and approving long-range plans; and
 2. evaluating regularly the Board's responsibilities, expectations and performance and and the performance of the President; and
- (t) Accept the spirit of academic freedom and collegial governance as fundamental characteristics of University governance.

ARTICLE III:

Internal Governance

- SECTION 3.1:** The Board chairperson speaks for the Board. No other Board member, unless designated by the chairperson, has this prerogative and responsibility.
- SECTION 3.2:** The Board chairperson presents the Board's positions, interests, policies, plans, and decisions to the public, the media, and public officials.
- SECTION 3.3:** The Board's authority and influence stems from its official standing as a full Board with its assigned duties and responsibilities. No individual member, other than the chairperson, has the authority to speak for the Board. No individual member has authority to take actions or make commitments for the Board. Only the collective Board has authority.
- SECTION 3.4:** All substantive issues, proposals, resolutions, plans, information, data, and inquiries come to, and from, the Board through the President of the institution.
- SECTION 3.5:** Board members confronted with a University problem or concern should report this matter to the President and to the Board chairperson. In the event the problem or concern relates to the Board chairperson, the matter should be reported to the Board vice chairperson. The chairperson or vice chairperson will direct whatever action is deemed necessary in consultation with the President, if necessary, or with University internal or external counsel. The appropriate Board Committee chairperson will also be involved in the process. Under no circumstances should a Board member individually address the situation.

- SECTION 3.6:** Board members should not attempt to persuade, direct, opionate, coerce, threaten, or influence a University employee's position or practice.
- SECTION 3.7:** Board members should make every effort to attend special events and other activities which promote the University whenever feasible and as scheduling permits.
- SECTION 3.8:** The Board shall annually, at its retreat, develop goals and objectives for the upcoming year and evaluate its performance from the previous year. The Executive Committee shall be responsible to determine the procedure by which such evaluations are to be conducted, subject to Board approval.

ARTICLE IV

Membership and Appointment to the Board of Regents

- SECTION 4.1:** The Board of Regents shall consist of eleven persons as provided by State law: eight members appointed by the Governor of Kentucky, one faculty member elected by members of the faculty with academic rank above instructor, one student member elected by the student body, and one nonteaching personnel member elected by members of the staff.
- SECTION 4.2:** The gubernatorial appointments may include one (1) graduate of the respective institution who resides outside the Commonwealth. Not more than two (2) appointed members of any Board shall be residents of one (1) county. The appointments shall

reflect the proportional representation of the two (2) leading political parties of the Commonwealth based on the state's voter registration. Membership on the Board shall reflect no less than proportional representation of the minority racial composition of the Commonwealth. Membership on the Board shall not be incompatible with any state office. A change in residency after the date of appointment shall not affect a member's ability to serve nor shall it prevent a member's eligibility for reappointment.

- SECTION 4.3:** Appointments to fill vacancies shall be made in the same manner and within the same time after the occurrence of the vacancy as regular appointments. The person appointed shall hold the position for the unexpired term only.
- SECTION 4.4:** The faculty member shall be a teaching or research member of the faculty of the rank of assistant professor or above, excluding departmental chairs, deans, directors, vice provosts, and provost. He/she shall be elected by secret ballot by all faculty members of the rank of assistant professor or above.
- SECTION 4.5:** The nonteaching personnel member shall be any full-time staff member excluding the president, vice presidents, academic deans, and academic department chairpersons. He/she shall represent all nonteaching University employees including, but not limited to, building facilities and clerical personnel. He/she shall be elected by secret ballot by the nonteaching employees.
- SECTION 4.6:** The student member on the Board shall be the president of the student body of the University during the appropriate academic year and may be an out-of-state resident, if applicable.

SECTION 4.7: All persons appointed shall be required to attend and complete an orientation program prescribed by the council under KRS 164.020 as a condition of their service.

ARTICLE V:

Term of Office of Board of Regents Members

SECTION 5.1: Each member of the Board shall serve for the term for which he/she is appointed and until his successor is appointed and qualified.

SECTION 5.2: The terms of the appointed members of the Board of Regents shall be for six years and until their successors are appointed and qualified.

SECTION 5.3: The faculty member shall serve for a term of three years and until his/her successor is elected and qualified. The faculty member shall be eligible for re-election, but he/she shall not be eligible to continue to serve as a member of the Board if he/she ceases being a member of the teaching staff of the University. Elections to fill vacancies shall be for the unexpired term in the same manner as provided for the original election.

SECTION 5.4: The student member shall serve for a term of one year beginning with the first meeting of the fiscal year which contains that academic year. If the student member does not maintain his position as student body president or his status as a full-time student at any time during that academic year, a special election shall be held to select a full-time student member.

SECTION 5.5: The non-teaching personnel member shall serve for a term of three years and until his successor is elected and qualified. The nonteaching personnel member shall be eligible for reelection, but he/she shall not be eligible to continue to serve as a member of the Board if he/she ceases being an employee of the University. Elections to fill vacancies shall be for the unexpired term in the same manner as provided for the original election.

SECTION 5.6: Removal of Members

- (1) Any Board member may be removed by the Governor for cause as prescribed in KRS 63.080(2) or may be removed and replaced as prescribed in KRS 63.080(3) to meet the proportional representation requirement.
- (2) All appointed members of the Board may be removed for cause as prescribed in KRS 63.080(4) if the Board is no longer functioning according to its statutory mandate as specific in the enabling statutes applicable to the Board, or if the Board membership's conduct as a whole constitutes malfeasance, misfeasance, incompetence, or gross neglect of duty, such that the conduct cannot be attributed to any single member or members.
- (3) 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, to carry out its primary function to periodically evaluate the university'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).

ARTICLE VI:

Meetings of the Board of Regents

- SECTION 6.1:** The Board of Regents shall hold its first meeting within thirty days after each appointment of new members.
- SECTION 6.2:** Thereafter, the Board of Regents shall meet quarterly in regular session at the University or at such other times and places as agreed upon according to a calendar adopted annually by the Board. The annual meeting calendar shall include dates for the Board's annual retreat.
- SECTION 6.3:** The chairperson of the Board shall call special meetings of the Board at the request of the President of the University or by two members of the Board. The Board may at such special meetings transact any or all business that it may transact at a regular meeting except that the business to be transacted at a special meeting shall be specified in the notice of the meeting in accordance with Kentucky's Open Meetings law.
- SECTION 6.4:** The chairperson of the Board may call an emergency meeting pursuant to this provision of the Bylaws. For purposes herein, "emergency" is defined as a situation which creates or has the

potential to create a threat to the health, wellbeing, or safety of the University or the University community. The Board shall make a reasonable effort, under emergency circumstances, to notify the members of the Board, media organizations which have filed a written request for notification, and the public of the emergency meeting. At the beginning of the emergency meeting, the chairperson shall briefly describe for the record the emergency circumstances preventing compliance with the notice provisions under the Open Meetings law. These comments shall appear in the minutes. Discussions and action at the emergency meeting shall be limited to the emergency for which the meeting was called.

- SECTION 6.5:** Board members are expected to attend all Board meetings, commencement ceremonies, and participate in Board development activities. If a Board member is unable to physically attend a Board meeting, he/she may participate via any appropriate technology that allows the Board member to substantively participate via means that is consistent with the Open Meetings Act or any other applicable law.
- SECTION 6.6:** Members of the University community and members of the public are welcome to attend open meetings of the Board, but may not address the Board of Regents or otherwise participate in the meetings except pursuant to a previously approved request for appearance to be heard in accordance with this paragraph. Persons desiring to be heard by the Board shall first submit to the President in writing the subject matter and the reason for desiring to be heard by the Board. The President shall then call the request to the attention of the

Board chairperson. The chairperson may then determine whether or not to permit the person requesting appearance before the Board to speak, or the Board by a majority vote may grant such a request of the person requesting authority to speak. The Board shall be notified of all requests that are denied.

SECTION 6.7: The President of the University shall attend all meetings of the Board.

SECTION 6.8: A majority of the members of the Board shall constitute a quorum for the transaction of business.

SECTION 6.9: Meeting agendas of the Board shall be determined jointly by the President and the Board chairperson, with essential materials provided to the Board members at least seven (7) calendar days in advance for regular meetings, and as soon as practicable for special meetings.

SECTION 6.10: Upon the concurrence of the Board chairperson and the President, agenda items may be designated as consent agenda items in the agenda of a regular Board meeting. Consent agenda items shall be recommended for approval by a single vote by the Board without discussion of individual items. Only individual Board members shall have the right to remove any item from the consent agenda and place it on the agenda for separate consideration by the Board.

SECTION 6.11: All meetings shall be conducted in accordance with the principles of procedure prescribed in Roberts' Rules of Order, as most recently amended.

ARTICLE VII:

Officers of the Board of Regents

SECTION 7.1: The Board of Regents shall elect its chairperson and vice-chairperson annually at the Board's first meeting.

SECTION 7.2: The Board shall appoint a Secretary and the term of the Secretary shall be at the pleasure of the Board.

SECTION 7.3: The Board shall appoint a Treasurer and the term of the Treasurer shall be at the pleasure of the Board.

SECTION 7.4: The Board shall appoint any such officers as it deems necessary, except no member of the Board shall be appointed Treasurer.

ARTICLE VIII:

Duties of the Officers of the Board of Regents

SECTION 8.1: The Chairperson shall preside at the meetings of Board and shall be responsible for the management and orderly conduct of the business of the Board. The Chairperson shall issue calls to convene the Board in regular and special meetings. He/she shall determine the date, time and place of the Board meetings.

SECTION 8.2: The Vice-Chairperson shall, in the absence or disability of the Chairperson, perform the duties of the Chairperson of the Board.

SECTION 8.3: The Secretary shall keep and prepare all records, books and papers belonging to the Board. The Secretary shall prepare for and submit to Board members in advance an agenda of the business for discussion and decision by the Board. The Secretary shall record and keep on file accurate minutes and other documents of all Board deliberations and decisions. The Secretary shall submit the minutes of each Board meeting to members of the Board not more than thirty (30) days after approval of the minutes, and shall insure that the Board Chairperson signs all approved minutes. The Secretary shall transmit all officially signed minutes to the University Archives in Blazer Library. Further, the Secretary shall prepare, under the direction of the Board, all reports and estimates, and shall execute all matters belonging to his office. The Secretary's compensation shall be fixed by the Board, if appropriate.

SECTION 8.4: The Treasurer shall be responsible for the management of the financial affairs of the Board and the University in accordance with accepted budgetary procedures and state law. He/she shall receive and disburse money under the control of the Board, and perform all acts that pertain to his office under the direction of the Board. He/she shall present at each regular meeting of the Board a statement of the financial status of the University.

ARTICLE IX:

Committees of the Board of Regents

SECTION 9.1: The standing committees of the Board of Regents shall be the Academic Affairs Committee, the Audit Committee, the Brand Identity and University Relations Committee, the Executive Committee, the Finance and Administration Committee, the Governance Committee, the Institutional Advancement Committee. and the Student Engagement and Campus Life Committee. Members and chairpersons of the standing committees of the Board shall be selected by the chairperson of the Board of Regents. Other standing committees of the Board shall be determined by the Board with members appointed by the Chairperson. Ad hoc committees may be created and members appointed by the Chairperson.

SECTION 9.2: Committees shall possess no delegated authority of the Board of Regents unless approved by a majority vote of the Board or as allowed under these Bylaws. All actions of each committee, unless taken with delegated authority, shall constitute recommendations to the Board and shall be subject to approval by a majority vote of the Board.

SECTION 9.3: All Committee members shall serve for a term of one year or until their successors have been duly selected by the chairperson. In the event of a vacancy on a committee, the successor member shall be selected by the chairperson of the Board of Regents and shall hold office for the balance of the term of office of the person vacating their office.

SECTION 9.4: The Executive and Audit Committee shall be composed of the officers of the Board of Regents, the standing committee chairpersons, and the past Board chairperson. The chairperson of the Executive Committee shall be the chairperson of the Board of Regents. The Executive Committee shall provide guidance to the President on matters that arise in the interim between regular meetings. The Executive Committee shall have the same powers as the Board of Regents during the interim between meetings of the board, except that it may not elect or dismiss a president of the University, create a new position in the University, abolish one already existing, nor adopt the annual budget for the University.

The Executive and Audit Committee, shall:

- (a) Serve as the President's Evaluation and Compensation Committee, and shall present recommendations concerning the President's compensation to the full Board for a vote;
- (b) Involve the entire Board in the President's evaluation process and shall use the approved procedures for the evaluation of the University President;
- (c) Be responsible for the planning of the Board's annual retreat.

The Executive and Audit Committee, shall also:

- (d) Monitor the effectiveness of management's system of internal control to prevent and detect fraud;

- (e) Ensure open communications among management, internal auditors, external auditors, and the Board;
- (f) Recommend to the Board the External Auditors/firm;
- (g) Discuss the annual audit report and other external audit issues with auditors and appropriate staff;
- (h) Present the annual financial audit to the full Board;
- (i) Review the annual internal audit plan and discuss the extent to which it addresses high risk areas with President;
- (j) Review and submit the Internal Audit Charter to the Board for approval on a routine basis to include changes needed to ensure that the audit function is complying with professional standards, best practices, and addressing emerging audit issues.

The Executive and Audit Committee shall submit to the board of Regents for its ratification at the next full Board meeting a complete record of all actions taken by the Executive and Audit Committee.

The Secretary of the Board of Regents shall attend all meetings of the Executive Committee and shall serve as its secretary.

SECTION 9.5: The Academic Affairs Committee shall be responsible for evaluating all recommendations coming to the Board of Regents affecting the academic and intellectual affairs of the University.

The President of the University shall appoint a member of the staff to serve as administrative agent to the committee.

SECTION 9.6: The Brand Identity and University Relations Committee shall review, evaluate, and provide guidance on all matters related to maintaining and promoting the brand identity and reputation of Kentucky State University. All brand identity and university relations administration, plans, goals, assessments and activities shall further the University's mission and vision—inside and outside of the University.

SECTION 9.7: The Finance and Administration Committee shall review, evaluate, and provide guidance on financial and administrative issues, including the biennial budget requests submitted to governmental agencies, the annual operating budget of the University for each fiscal year, and all other financial, administrative, and budgetary matters. The President of the University shall appoint a member of the staff to serve as administrative agent to the committee.

SECTION 9.8: The Governance Committee shall review, evaluate, and provide guidance on all matters related to Kentucky State University's policies and procedures to enhance the quality, efficiency and effectiveness of the Board of Regents and of Kentucky State University. The Governance Committee will also coordinate and review with the chairperson of the Board the Board orientation process, the continuing education of all Regents and shall review, evaluate, and provide guidance on conflict of interest and other policies required under Kentucky law.

SECTION 9.9: The Institutional Advancement Committee shall review, evaluate, and provide guidance on all matters related to fund-raising, development, and alumni, including providing leadership for Board of Regents' fund-raising efforts. The President of the University shall appoint a member of the staff to serve as administrative agent to the committee.

SECTION 9.10: The Student Engagement and Campus Life Committee shall review, evaluate, and provide guidance on all matters related to student life issues. The President of the University shall appoint a member of the staff to serve as administrative agent to the committee.

ARTICLE X:

The President of Kentucky State University

SECTION 10: The President of Kentucky State University reports to the Board of Regents and serves at its pleasure. The powers and duties of the President include the following:

- (a) To be the chief administrative and educational officer of the University and to perform such other powers as may be prescribed by the Board of Regents;
- (b) To make and provide interpretation and implementation of Board Policy, through the promulgation of administrative regulations, for all aspects of the academic and other functions of the University, coordinating it with whatever individual, groups, or organizations may be required;

- (c) To recommend major policies and other major actions to the Board of Regents for its final action and to be the official medium of communication between the Board of Regents and the various segments of the University and their official bodies;
- (d) To make final decisions for which he/she has received delegated responsibility over a wide range of activities from the Board of Regents; such actions are ordinarily taken after consultation with various concerned individuals, groups, or organizations;
- (e) To enforce the Board Policies, administrative regulations, and guidelines of the University;
- (f) To recommend to the Board the employment of administrative faculty and vice-president level and above staff;
- (g) To employ all other non-administrative faculty, and employees of the University whose compensation shall fall within the approved University Classification and Compensation System;
- (h) To recommend to the Board changes in administrative structure and organization of the University which enhance and align with its mission;
- (i) To recommend to the Board faculty tenure and administrative promotion decisions;

- (j) To prepare annual budgets after consultation with, and input from, the Board and others as appropriate, and to recommend all other budgets and any modifications of these budgets as needed to the Board;
- (k) To appoint University-wide committees;
 - (l) To manage the University through officials that report to the Office of the President;
- (m) To provide leadership in the development of academic instruction, research, and service programs by making initiatives to the Faculty Senate and to the faculties of academic units and their planning committees concerning changes in curriculum or academic policies which are the responsibility of the faculty;
- (n) To serve as an ex-officio member of all faculties and all faculty committees, to call and preside over the meeting of the University faculty and such advisory groups as the President chooses to appoint, and at his/her direction to call meetings of the faculties of the several colleges and schools of the University;
- (o) To be responsible for all University functions relating to student affairs and the life of students at the University, as well as intramural and extramural or intercollegiate athletics;
- (p) To be responsible for all aspects of the relations of the University to the community and for providing information about the activities of the University;

- (q) To be responsible for public relations;
- (r) To maintain continuing relations with governmental agencies at city, county, state, and federal levels as required by the mission of the University;
- (s) To be responsible for relations of the University with alumni;
- (t) To be responsible for raising funds from the federal government, state and local public sources, corporations, private individuals, foundations and other sources;
- (u) To supervise programs for constant maintenance and improvement of their quality, for effective service to students, for the adequacy of research, and for their accountability to the people of the Commonwealth, to the students, and to grantors or donors;
- (v) To be responsible for the University's role in construction and renovation, in maintenance of buildings and grounds, in the acquisition of essential new facilities, equipment, and library materials, and in space allocation and utilization;
- (w) To prepare and submit to the Board of Regents an annual report on the work and general status of the University; and
- (x) To delegate as appropriate the responsibility for carrying out any of the above functions.

ARTICLE XI:

Indemnification, Legal Defense of Board Members, Conflicts of Interest and Confidential Information

SECTION 11.1: It is the purpose of this article to provide that any member of the Board of Regents be afforded a legal defense and indemnification for any acts or actions taken in good faith and within the scope of his/her official duties while on the official business of the University.

SECTION 11.2: A conflict of interest occurs when any Board member has existing or potential interests that compete or could compete with the interests of the University or any directly affiliated organization, or which impairs or might reasonably impair such Board members' independent, unbiased judgment in the discharge of one's responsibility. Board members shall avoid entering into or maintaining any business or financial interests, transactions, acquisition or sale of property interest which are or may be in conflict with those of the University. Board members shall avoid any personal interest, direct or indirect, in any contract for the purchase of land, buildings, supplies, or services for the University. Board members shall not accept gifts or benefits from any person holding contracts for supplies or services to the University.

SECTION 11.3: Board members shall refrain from using, discussing or disseminating confidential information obtained in his or her official capacity as a Board member and through Board discussions during closed sessions of the Board in any manner and

for any reason, including, but not limited to, using, disclosing or disseminating such information with the intent to obtain financial gain for self or any other person or any other business with which the Board member is associated.

SECTION 11.4: Whenever any conflict of interest appears to exist after taking the oath of office, the Board member shall immediately fully disclose that conflict to the Executive Committee and to the President of the University. In no event shall such disclosure be delayed longer than seventy-two (72) hours prior to consideration of the matter by the Board.

ARTICLE XII:

Amendments

SECTION 12: These Bylaws may be amended by the affirmative vote of a majority of the membership of the Board of Regents providing notice in writing of any proposed amendment is given to members at least 7 days prior to a meeting at which the amendment is to be discussed. The seven-day notice provision may be waived upon a vote of the majority of the Board members.

HISTORY: Adopted March 3, 1983; Revised May 9, 1992; Revised November 16, 1992; Revised January 26, 1996; Revised January 24, 1997; Revised October 30, 1998; Revised February 5, 1999; Major Revision October 24, 2003; Revised November 5, 2004; Major Revision and Approved by Board of Regents, January 23, 2015; Revisions Approved of the Board of Regents, December 5, 2019.

