

EASTERN KENTUCKY UNIVERSITY
Board of Regents
By-Laws

1. DEFINITION

The Board of Regents (hereinafter “Board”) of Eastern Kentucky University (hereinafter “University”) was created by the Kentucky General Assembly (KRS 164.310) and vested with the power of governance (KRS 164.350). The Board constitutes “a body corporate, with the usual corporate powers and, with all immunities, rights, privileges and franchises usually attaching to the governing bodies of educational institutions” (KRS 164.350).

2. DUTIES

Pursuant to the Kentucky Revised Statutes, the Board is the legal body with specific authority over the institution and exercises fiduciary oversight, and as such, shall adopt bylaws, rules and regulations for the governance of its members, officers, agents and employees, and shall periodically evaluate the institution’s progress in implementation of its missions, goals and objectives to conform to the strategic agendas.

The powers and responsibilities of the Board include the regular review of the University’s mission, the establishment of policies and the delegation of appropriate authority and responsibility to the administration, faculty, and staff to implement such policies, the hiring and review of the President of the University, defining and addressing any conflict of interest, a fair process for removal of a board member, protecting the University from undue influence by external persons or bodies, and regularly evaluating its responsibilities and expectations. The Kentucky Revised Statutes include the following specific provisions:

A. General Power of Board of Regents (KRS 164.350)

The government of the University is vested in its Board of Regents. The Board of Regents, when its members have been appointed and qualified, shall constitute a body corporate, with the usual corporate powers, and with all immunities, rights, privileges and franchises usually attaching to the governing bodies of educational institutions. The Board may:

- (1) Receive grants of money and expend the same for the use and benefit of the University;
- (2) Adopt bylaws, rules and regulations for the government of its members, officers, agents and employees, and enforce obedience to such rules;
- (3) Require such reports from the president, officers, faculty and employees as it deems necessary and proper, from time to time;
- (4) Determine the number of divisions, departments, bureaus, offices and agencies needed for the successful conduct of the affairs of the University; and

(5) Grant diplomas and confer degrees upon recommendation of the President and faculty.

B. Appointment and Removal of President, Faculty and Employees (KRS 164.360)

(1) The Board of Regents may appoint a President, and on the recommendation of the President may, in its discretion, appoint all faculty members and employees and fix their compensation and tenure of service, subject to provisions of subsection (2) of this section.

(2) No person shall be employed for a longer contractual period than four (4) years. No person shall be employed who is related to any member of the Board of Regents.

(3) The Board may remove the President of the University, and upon the recommendation of the President may remove any faculty member or employee, but no President or faculty member shall be removed except for incompetency, neglect of or refusal to perform his duty, or for immoral conduct. A President or faculty member shall not be removed until after ten (10) days' notice in writing, or more if required by University policy, stating the nature of the charges preferred, and after an opportunity has been given him to make defense before the Board by counsel or otherwise, and introduce testimony which shall be heard and determined by the Board. Charges against a President shall be preferred by the Chair of the Board upon written information furnished to him, and charges against a faculty member shall be preferred in writing by the President unless the offense is committed in his presence.

C. Evaluation of President (KRS 164.321(11))

The Board shall evaluate the President annually. In conducting the evaluation, the Board may use the procedures recommended by the American Association of State Colleges and Universities, the Association of Governing Boards, and/or Southern Association of Colleges and Schools Commission on Colleges.

D. Board Has Exclusive Control of Employment, Tenure and Official Relations of Employees. (KRS 164.365)

Anything in any statute of the Commonwealth to the contrary notwithstanding, the power over and control of appointments, qualifications, salaries, and compensation payable out of the State Treasury or otherwise, promotions, and official relations of all employees of Eastern Kentucky University shall be under the exclusive jurisdiction of the Board.

E. Suspension or Expulsion of Students (KRS 164.370)

The Board of Regents may invest the faculty or a representative committee of designated faculty, staff, and students with the power to suspend or expel any student for disobedience to its rules, or for any other contumacy, insubordination or immoral conduct. In every case of suspension or expulsion of a student, the person suspended or expelled may appeal to the Board

of Regents. The Board of Regents shall prescribe the manner and the mode of procedure of appeal. The decision of the Board of Regents shall be final.

F. Practice Schools (KRS 164.380)

The Board of Regents may maintain, in connection with the University, a model and practice school under the supervision of thoroughly trained teachers for the purpose of giving observation and practice work to student teachers.

G. Acquisition and Sale of Property and Disposition of Surplus Property (KRS 164.410)

The Board may purchase or lease land, and may receive by any legal mode of conveyance, purchase, and hold property that the Board deems necessary for the purposes of the University and as set forth in the Kentucky Revised Statutes, and may build and construct improvements and hold or sell same.

H. Police Departments and Officers Authorized (KRS 164.950)

The Board is authorized to establish a police department and appoint police officers and other employees for the University, to prescribe distinctive uniforms for police officers of said institution, and to designate and operate emergency vehicles. Police officers so appointed shall take an appropriate oath of office, in the form and manner consistent with the Constitution of Kentucky, and shall serve at the pleasure of the Board.

I. Other Authority

The Board may exercise the full extent of authority granted to it under the Kentucky Revised Statutes, as the same might be amended or modified from time to time.

3. MEMBERSHIP (KRS 62.010; KRS 164.289; KRS 164.321)

A. The Board consists of eight (8) members appointed by the Governor, one (1) member of the University teaching faculty, one (1) member of the University staff, and one (1) member of the University student body.

(1) Appointed Members

i. Each member of the Board shall serve for the term appointed and until a successor is appointed and qualified, unless a member is removed by the Governor pursuant to KRS 63.080(2), (3), or (4).

(2) Elected Members

i. The faculty member shall be a teaching or research member of the faculty of the rank of assistant professor or above. The faculty member shall be elected by secret ballot of all

faculty members of the University of the rank of instructor, assistant professor, or above. The faculty member shall serve for a term of three (3) years and until a successor is elected and qualified.

ii. The faculty member shall be eligible for re-election for a second term of three (3) years, but shall not be eligible to continue to serve as a member of such Board if he or she ceases being a member of the teaching staff of the University. Elections to fill vacancies for the unexpired term shall be in the same manner as provided for the original election. The faculty member of the Board shall have the right to vote on all matters except that of faculty compensation.

iii. The nonteaching staff member shall be any full-time staff member excluding the president, vice presidents, academic deans, and academic department chairpersons and members of the teaching and research faculty. The staff member shall represent all non-teaching university employees including, but not limited to, building facilities and clerical personnel. The staff member shall be elected by secret ballot by the non-teaching employees. No one eligible to vote in the election for faculty regent may also vote in the election of the non-teaching member.

iv. The nonteaching staff member shall serve a term of three (3) years and until a successor is elected and qualified. The nonteaching personnel shall be eligible for reelection, but shall not be eligible to continue to serve as member of the board if he/ she cease 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.

v. The student member shall serve a one year term beginning on July 1 after being elected and sworn in as student body president and ending on the following June 30. If the student member does not maintain the position as student body president or the status as a full-time student at any time during the academic year, a special election shall be held to select a full-time student member. The elected student member shall serve for the remainder of the unexpired term.

B. 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).

C. Oath of Office

Each member appointed to the Board shall take the oath of office within thirty (30) days after receiving notice of appointment.

4. BOARD ORIENTATION (KRS 164.321(9))

All appointed and elected members of the Board are required to attend and complete an orientation and education program as a condition of their service and eligibility for appointment or election to a second term.

5. CONFLICT OF INTEREST (KRS 45A.340(7))

No member of a board of trustees or regents shall have an interest in any contract with a state university unless such contract shall have been subjected to competitive bidding in compliance with KRS Chapter 45A, unless such trustee or regent shall have been the lowest bidder and unless such trustee or regent shall have first notified in writing the remaining members of the board, and to the newspaper having the largest circulation in the county in which the state university is located, of his intention to bid on such contract.

6. MEETINGS (KRS 164.330 to 164.340; KRS 61.805 to 61.850)

A. The Board shall meet at least quarterly at the University or at such other place as is agreed upon as required by KRS 164.340. The board shall release a schedule of regular meetings. The dates of any regular meetings may be changed at the discretion of the Chair of the Board, subject to compliance with KRS 164.340. The Board shall also meet within thirty (30) days of the appointment of a new member (KRS 164.330).

B. Upon written request of the President of the University, or of two (2) members of the Board, the Chair of the Board shall call a special meeting at a place designated by the Chair, and the Board may at such special meeting transact any or all business that it may transact at a regular meeting. A majority of the members of the Board shall constitute a quorum for the transaction of business, but no appropriation of money or any contract that requires an appropriation or disbursement of money shall be made, or no teacher employed or dismissed, unless a majority of all the members of the Board vote for it. (KRS 164.340)

C. Except when the Board has authorized a member or a committee to act on its behalf for a specific purpose, Board action must result from a decision of the whole. When a member or committee has been empowered to act for the Board, such action shall be reported to next regular meeting of the Board for confirmation and recording in the minutes.

D. Prior to each quarterly and special Board meeting, the President and/or Chair of the Board shall decide what shall be placed on the Consent Agenda. The following items will not be placed on the Consent Agenda: Audit (KRS 164.350); Budget and budget guidelines (KRS 164.350); acquisition and sale of property (KRS 164.410); and recommendations for Promotion and Tenure (KRS 164.360).

E. The Agenda, including Consent Agenda, will be sent to all members a minimum of seven (7) days before the meeting. Any individual Board member shall have the right to remove any item from the Consent Agenda and place it on the Agenda for separate consideration by the Board.

F. The meetings of the Board are considered as open meetings of a public agency as defined in KRS 61.805 and are subject to provisions of KRS 61.800 through 61.850 inclusive.

G. Meetings of the Board will be conducted in conformance with the following provisions and procedures:

(1) A majority of the members of the Board constitutes a quorum.

(2) Routine Board action is taken by a voice vote, but a roll call will be taken on matters involving appropriations and disbursements of money, the granting of tenure, and on dismissal of personnel. Actions requiring roll call votes require affirmative votes from a majority of the membership. A roll call may be requested by any Board member on other items of business.

(3) All meetings shall be conducted in accordance with Robert's Rules of Order.

(4) The Board will conduct closed sessions from time to time as necessary and in accordance with state law, KRS 61.800 et seq.

7. OFFICERS (KRS 164.321, KRS 164.330, KRS 164.450; KRS 61.835)

The Board elects a chair, vice chair, secretary and treasurer. The chair must be elected annually (KRS 164.321) and all other officers at the first meeting following the Governor's appointment of a new member. No member of the Board may serve as treasurer (KRS 164.330). The secretary shall maintain all records and reports of the Board and a journal of Board proceedings. Provided however, the secretary may designate the Office of the University Counsel as the custodian of record.

8. COMMITTEES

Members of the following committees are to be appointed by the Chair of the Board of Regents. In making these appointments, the Chair shall appoint a chair of each committee, with the exception of the Executive Committee, which shall be chaired by the Chair of the Board. In each area of assigned responsibility, the appropriate committee is charged with presenting reports and recommendation to the full Board, except in the case of the Audit and Compliance Committee when it is acting in its capacity as a hearing body for student disciplinary and employee appeals,

as it is empowered to act on behalf of the Board. Each committee is empowered to call upon the members of the University community for support or input to the committee's works and should coordinate requests for such support and input through the Office of the President. The Chair of the Board may appoint, on an as needed basis, other ad hoc committees of the Board. The Chair serves as an ex-officio member of every committee.

A. Executive Committee & Academic Affairs

The Executive Committee shall be comprised of the Chair and Vice Chair of the Board of Regents and the chairs of the other standing committees. The Chair of the Board of Regents will also serve as Chair of the Executive Committee. The Executive Committee shall:

- (1) Review and approval of academic and support service program and proposals which have bearing on the quality of the educational programs and services;
- (2) Review and approval of the President's recommendations based on the Report of the Council on Academic Affairs, with particular concern for the quality of educational programs and services;
- (3) Review and approval of recommendations for recipients of honorary degrees from members of the University community;
- (4) Perform other duties as may be assigned, from time to time, by the Board of Regents and/or the Chair.

B. Organizational Performance, Enrollment Growth and Student Success Committee

The Organizational Performance, Enrollment Growth and Student Success Committee shall be comprised of a Chair and at least three other members of the Board. Functions of the Committee include:

- (1) Review and evaluate the manner in which the University is fulfilling its mission and strategic plan;
- (2) Assist the President, as necessary, in the relationships of the institution with the various agencies of local, state, and federal government;
- (3) Periodic review of the enrollment management reports and strategies;
- (4) Review and approve all academic and administrative policies as recommended by the University administration;
- (5) Review administration reports related to efficiency, effectiveness, and accountability;

- (6) Receive reports on the University's progress on performance-based funding;
- (7) Develop, direct and approve the University's strategic plan;
- (8) Perform other duties as may be assigned, from time to time, by the Board of Regents and/or the Chair.

C. Finance and Administration Committee

The Finance and Administration Committee shall be comprised of a Chair and at least three (3) other members of the Board. Functions of the Committee include:

- (1) Receive regular reports on the financial affairs of the University from the President and Treasurer and advise the full Board of the nature of these reports;
- (2) Provide input on behalf of the Board of Regents into the determination of strategic planning goals and strategic directions, review those goals and directions prior to their submission to the Board of Regents, and consult with the President on the proposed allocation of resources intended to fulfill the objectives of the strategic plan prior to development of an annual operating budget for the University;
- (3) Review of long-range plans, priorities, and fiscal resources of University prior to presentation of biennial budget requests to the Commonwealth of Kentucky and of the annual operating budget to Board of Regents;
- (4) Review and authorize expenditures from the Board of Regents Faculty and Staff Innovation Fund;
- (5) Review of quarterly reports from the University Foundation;
- (6) Review and approve plans for the general management of the endowment funds of the University;
- (7) The consideration of other honors which the institution might, from time to time, bestow, including the naming of facilities for individuals and other forms of special recognition;
- (8) Perform other duties as may be assigned, from time to time, by the Board of Regents and/or the Chair.

D. Audit and Compliance Committee

The Audit and Compliance Committee shall be comprised of a Chair and at least three independent members of the Board. Each Committee member will be both independent and financially literate. At least one member shall be designated as the "financial expert."

The responsibilities of the Audit and Compliance Committee are broadly summarized as follows:

- (1) Monitor the effectiveness of management's system of internal control to prevent and detect fraud;
- (2) Ensure open communications among management, internal auditors, external auditors, and the Board;
- (3) Recommend to the Board the certified public accountants to be contracted to serve as independent auditor and the scope of their annual audit and approve any services other than audit and audit-related services provided by the certified public accountant;
- (4) Discuss the annual audit report and other external audit issues with the certified public accountants as required by relevant professional standards;
- (5) Present the annual financial audit to the full Board;
- (6) Review the annual internal audit plan and discuss the extent to which it addresses high risk areas with the Director of Internal Audit. Solicit feedback from management on specific internal audit findings or issues as deemed necessary by the Audit and Compliance Committee;
- (7) 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;
- (8) Provide oversight as needed to ensure that the compliance and ethics program effectively prevents and detects instances of noncompliance by employees and officers of the University;
- (9) Assess the effectiveness of management's system for receiving and resolving allegations pertaining to non-compliance with law, policy, and procedure;
- (10) Hear and act on appeals of students and/or employees from sanctions imposed by committees charged with such sanctioning power as set forth in Board policy governing such matters;
- (11) Perform other duties as may be assigned, from time to time, by the Board of Regents and/or the Chair.

E. Student Life and Athletics Committee

The Student Life and Athletics Committee shall be comprised of a Chair and at least three (3) members of the Board. The functions of the Academic Affairs and Student Success Committee include:

- (1) Consideration of matters which affect the quality of student life and student services at the University;
- (2) Consideration of proposed changes to charters and constitutions of the student body;
- (3) Review of the level, scope, and representative nature of intercollegiate athletic competition sponsored by the University.
- (4) Review and approval of the Athletics Strategic Plan and the Gender Equity Plan;
- (5) Review of policy recommendations from the Faculty Athletic Committee;
- (6) Perform other duties as may be assigned, from time to time, by the Board of Regents and/or the Chair.

F. Diversity and Inclusion Committee

The Diversity and Inclusion Committee shall be comprised of a Chair and at least three (3) members of the Board. The functions of the Diversity and Inclusion Committee include:

- (1) Review and approval of the University's Diversity Plan prior to submission to the Council on Postsecondary Education;
- (2) Review and monitor, periodically, the University's Affirmative Action Plan;
- (3) Support and encourage University programs that create and foster a community of inclusiveness that appreciates, celebrates, and respects diversity in all forms;
- (4) Perform other duties as may be assigned, from time to time, by the Board of Regents and/or the Chair.

9. RECORDS OF THE BOARD (KRS 61.835, KRS 61.870 – 61.884, KRS 164.450).

For purpose of the Kentucky Open Records Act, the Secretary of the Board is the official custodian of the Records of the Board. The secretary of the Board or the secretary's designee shall keep and prepare all records, books and papers belonging to the Board and shall keep a journal of the proceedings of the Board. The minutes of action taken at every meeting of the Board, setting forth an accurate records of votes and actions at much meetings, shall be promptly recorded and such records shall be open to public inspection at reasonable times no later than immediately following the next meeting of the body.

10. COMMUNICATIONS

All communication by members of the University Community to the Board shall be transmitted through the Office of the President or as assigned by the President. While individual

Board members may speak as to their opinion as an individual member, all official statements on behalf of the Board shall be issued by the Board Chair.

11. AMENDMENTS TO BY-LAWS

These By-laws may be changed or amended at any meeting of the Board of Regents by a two-thirds vote of those present, providing notice of the substance of the proposed amendment is sent to all members two (2) weeks before the meeting.