

**EASTERN KENTUCKY UNIVERSITY**  
**Board of Regents**  
**Bylaws**

**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 University and exercises fiduciary oversight and, as such, shall adopt bylaws, rules and regulations for the governance of its members, officers, agents and employees, which shall reference the member removal and replacement provisions of KRS 63.080, and the Board shall enforce obedience of such bylaws, rules, and regulations. The Board also shall periodically evaluate the University’s progress in implementing its missions, goals and objectives to conform to the strategic agenda.

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. Specific authority and duties include, but are not limited to, the following:

**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) Require such reports from the president, officers, faculty and employees as it deems necessary and proper, from time to time;
- (3) Determine the number of divisions, departments, bureaus, offices and agencies needed for the successful conduct of the affairs of the University; and

(4) 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 shall 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 stating the nature of the charges preferred, and after an opportunity has been given him to make defense before the Board by counselor, 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. The Board will follow the Presidential Evaluation & Assessment Procedures, which are an addendum to these Bylaws.

**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, through the University regulation-making process, has adopted Administrative Regulation 5.1.3, Student Code of Conduct and Disciplinary Procedures, which establishes the University code for student conduct, and which invests a representative committee of designated faculty, staff and students with the power to suspend, expel, or otherwise discipline any student for violating the code for student conduct. In every case of suspension or expulsion of a student from the University or eviction of a student from University housing, the student may

appeal to pursuant to the manner and mode of procedure on appeal set forth in the University regulation.

**F. Practice Schools (KRS 164.380)**

The Board of Regents shall operate, maintain, and serve as the fiscal agent for a model and practice school which shall be an educational laboratory school under the supervision of thoroughly trained and certified education professionals for the purpose of piloting and testing kindergarten through high school educational pedagogies, practices, programs, assessments, and innovations to further the educational mission of the Commonwealth.

The model and practice school has specific statutory requirements further set forth in KRS 164.380.

**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, or hold property that the Board deems necessary for the purposes of the University, and may build and construct improvements. The Board may also sell or lease its land by any legal mode of conveyance. The Board may exercise powers through the Eminent Domain Act, as further set forth in Kentucky law. The Board shall periodically review the assets of the institution. Any real property acquired shall be held in the name of the Commonwealth for the use and benefit of Eastern Kentucky University.

**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. Board Self-Evaluation**

In even numbered years, on a bi-annual basis all appointed and elected members of the Board will participate in a self-evaluation process in December of the review year and will review the results and share a summary of key accomplishments and areas for improvement at the first meeting of the new calendar year.

**J. Other Authority**

The Board may exercise the full extent of authority granted under statute as the same might be modified from time to time.

## **K. Delegation of Authority to the President**

The President shall be the Chief Executive Officer of the University, and the Board hereby delegates to the President all such powers, rights, duties and authority that role typically entails for the operation of the University and in compliance with any employment agreement and such policies and regulations as may be adopted by the Board from time to time.

### **3. MEMBERSHIP (KRS 62.010; KRS 63.080; KRS 164.289; KRS 164.321)**

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.

#### **A. Appointed Members**

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).

#### **B. Elected Members**

(1) 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, or librarians holding comparable ranks. The faculty member shall serve for a term of three (3) years and until a successor is re-elected and qualified.

(2) 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 the Board if they cease 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.

(3) The non-teaching 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.

(4) The non-teaching staff member shall serve a term of three (3) years and until a successor is elected and qualified. The non-teaching personnel shall be eligible for reelection, but shall not be eligible to continue to serve as member of the Board if they 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.

(5) 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.

### **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.

### **D. 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) The Board of Regents, by majority vote, may decide and provide formal notice to a member of the Board and the Council on Postsecondary Education that a member should be removed for cause, as defined in KRS 63.080(2)(d).

(3) 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.

(4) The inability of the board to hold quarterly meetings, to elect a Chair 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).

### **E. Emeritus Status**

The Board of Regents may bestow the honor of Regent Emeritus or Chair or Vice Chair Emeritus status upon any former or outgoing Board member who has demonstrated continued service, commitment and significant contribution to the University and the University community at such a level to additionally distinguish them. The Board shall recognize that this Emeritus designation is the highest distinction it may bestow upon a former Board member. Therefore, Emeritus consideration and designation shall be done with the utmost consideration of contributions which warrant this extraordinary recognition.

#### 4. **BOARD ORIENTATION**

All appointed and elected members of the Board are required to attend and complete a state-level and university-level orientation and education program, as prescribed under KRS 164.020, as a condition of their service and eligibility for appointment or election to a second term. (KRS 164.321(9)).

#### 5. **CONFLICT OF INTEREST**

No member of the Board 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. (KRS 45A.340(7)).

No member of the Board shall draw any salary for their services, but may be reimbursed for necessary expenditures made, except a member who resides outside the Commonwealth shall not be reimbursed for out-of-state travel. (KRS 164.330).

#### 6. **OFFICERS**

The Board shall elect a Chair, Vice Chair, and Secretary.

The Chair must be elected not less than annually (KRS 164.321) at the first meeting of the Board during each calendar year. The Chair shall serve not more than four (4) consecutive one year terms and must have served as a member of the Board for at least two (2) years prior to election to such office.

The Vice Chair and the Secretary must be elected at the first meeting of the Board during each calendar year and following the Governor's appointment of a new Board member. 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.

The Board appoints a Treasurer; however, no member of the Board may serve as Treasurer. (KRS 164.330).

#### 7. **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 recommendations to the full Board; except in the case of ad hoc committees established by the Chair and explicitly empowered to act on behalf of the Board. The action or recommendation

of any committee shall be reported to the Board at its next regularly scheduled meeting. 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 with directions to undertake such functions and responsibilities as the Chair shall determine. Such appointment of ad hoc committees shall not require approval of the Board. The Chair serves as an ex-officio member of every committee.

#### **A. Executive Committee**

The Executive Committee shall be comprised of five (5) board members. The Chair and Vice Chair of the Board of Regents, and the chair of the Finance and Administration Committee and the Audit and Compliance Committee shall be members of the Executive Committee. The Board shall elect the remaining members to serve and in the event that the Vice Chair also serves as a Committee Chair, the Board shall elect the remaining committee member(s). The Chair of the Board of Regents will also serve as Chair of the Executive Committee. Functions of the Executive Committee include:

- (1) Review and approval of academic and support service programs 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) Assist the President, as necessary, in the relationships of the institution with the various agencies of local, state, and federal government;
- (5) Develop, direct and approve the University's strategic plan;
- (6) Review and approval of any University-wide plan prior to submission to the Council on Postsecondary Education;
- (7) Review and approve all academic and administrative policies as recommended by the University administration;
- (8) Review and report to the Board the assets owned by the University;
- (9) Perform other duties as may be assigned, from time to time, by the Board of Regents and/or the Chair; and
- (10) Possesses the same powers as the Board of Regents during the periods between meetings of the full Board of Regents.

## **B. 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. The Finance and Administration Committee shall meet at least two times in each calendar year; once to review the proposed Operating Budget prior to its submission to the Board, and once upon the call of the Committee Chair. Notwithstanding the foregoing, the Committee Chair may call additional meetings if the business of the Committee so requires.

Functions of the Committee include:

- (1) Receive regular reports on the financial affairs of the University from the President and Treasurer and advising 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 the 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 only of the regular and periodic reports from the University Foundation;
- (5) Review and approve plans for the general management of the endowment funds of the University;
- (6) Receive reports on the University's progress on performance-based funding;
- (7) Consider other honors which the institution might, from time-to-time, bestow, including the naming of facilities for individuals and other forms of special recognition; and,
- (8) Perform other duties as may be assigned, from time to time, by the Board of Regents and/or the Chair.

## **C. Audit and Compliance Committee**

The Audit and Compliance Committee shall be comprised of a chair and at least three (3) other members of the Board. No Committee member shall be a faculty, staff or student to avoid the real or perceived conflict of interest, and each member shall be financially literate. The Audit and Compliance Committee shall meet at least twice annually unless scheduled to meet more



often by the Chair of the Committee. 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 accountants;
- (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 and best practices as well as 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) Perform other duties as may be assigned, from time to time, by the Board of Regents and/or the Chair.

## **8. MEETINGS**

**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 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). The Board shall adopt a schedule of its regular meetings at the last meeting of the calendar year.

**B.** Upon written request of the President of the University, of two (2) members of the Board, or as the presiding officer, 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.** As provided under Kentucky law, the Board may call an emergency special meeting.

**D.** 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 at the next regular meeting of the Board for confirmation by the Board and recorded in the minutes.

**E.** The Board shall meet once per calendar quarter. 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).

**F.** 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.

**G.** The meetings of the Board and of all Board committees 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.

**H.** Meetings of the Board and of all Board committees 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 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 general 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.

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

For purposes 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 their 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 record of votes and actions at such 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 BYLAWS**

These bylaws may be changed or amended at any meeting of the Board of Regents by a two-thirds vote of those present, provided notice of the substance of the proposed amendment is sent to all members at least fourteen (14) days before the meeting.