

EASTERN KENTUCKY UNIVERSITY
Board of Regents
By-Laws

1. Definition (KRS164.310 and KRS 164.350)

The Board of Regents 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. Membership (KRS 62.010; KRS 164.289; KRS 164.321)

- A. The Board consists of eight (8) members appointed by the governor to six-year terms, one (1) member of the teaching faculty elected by the faculty to a three-year term. One (1) member of the non-teaching staff elected by the non-teaching staff to a three-year term, and one (1) member of the student body elected by the student body to a one-year term.
- B. 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 the 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 state's voter registration. Membership on the Board shall reflect no less than the proportional representation of the minority racial composition of the Commonwealth. Membership on the board shall not be incompatible with any state office.
- C. 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.
- D. Each member of the Board shall serve for the term appointed and until a successor is appointed and qualified.
- E. Each member of the Board, except for the student member, shall at the first meeting following appointment or election, take an oath to faithfully discharge the duties of a member of the Board.
- F. The faculty member shall be a teaching or research member of the faculty of the rank of assistant professor or above. He/she 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.

The faculty member shall be eligible for re-election, 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.

2. Membership (KRS 62.010; KRS 164.289; KRS 164.321) (cont.)

The faculty member of the Board shall have the right to vote on all matters except that of faculty compensation.

- G. 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. He/she shall represent all non-teaching university employees including, but not limited to, building facilities and clerical personnel. He/she 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.

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 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.

- H. The student member 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. The student member shall serve for a term of one (1) year beginning with the first meeting of the fiscal year which contains the academic year. If the student member does not maintain status as student body president or 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.
- I. Each member appointed to the Board shall take the oath of office within thirty (30) days after receiving notice of appointment.

3. Meetings (KRS 164.330 to 164.340; KRS 61.805 to 61.850)

- A. The Board shall meet quarterly during the months of September, January, April and June at the University or at such other place as is agreed upon as required by KRS 164.340. The dates of any fixed-meetings can be changed with Board consent. 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.

3. Meetings (KRS 164.330 to 164.340; KRS 61.805 to 61.850) (cont.)

- 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 following procedures will be followed in conducting closed sessions:
 - (a) Notice shall be given in regular open meeting of the general nature of the business to be discussed in closed session and the reason for the closed session pursuant to KRS.61.810.
 - (b) Closed sessions may be held only after a motion is made and carried by a majority vote in open, public session.
 - (c) No final action may be taken in a closed session.
 - (d) No matters may be discussed at a closed session other than those announced prior to convening the closed session.
 - (e) Action on any item discussed in closed session can be taken only after the Board has returned to open session.

4. 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 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.

5. Committees

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 and Academic Affairs 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 of Regents; except in the case of student disciplinary appeals on which the Student Life, Discipline, and Athletics Committee 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.

A. Executive and Academic Affairs Committee

The Executive and Academic Affairs Committee shall be comprised of the Chair and Vice Chair of the Board of Regents and the chairs of the other standing committees which are not chaired by the Chair of the Board. The Chair of the Board of Regents will also serve as Chair of the Executive and Academic Affairs Committee. Functions of the Executive and Academic Affairs Committee include:

- (1) Review and evaluation of the manner in which the University is fulfilling its mission of instruction, service and research, with particular concern for the quality of educational programs and services.
- (2) Review, prior to presentation to the full Board, 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, prior to the presentation to the full Board, of academic and support service program and policy proposals which have bearing on the quality of the educational programs and services.
- (4) Consideration of proposed organizational changes including proposed changes to charters and constitutions of the faculty.
- (5) Assist the President, as necessary, in the relationships of the institution with the various agencies of local, state, and federal government.
- (6) Conduct evaluations of the President in keeping with the provisions of these By-laws.
- (7) Perform other duties as may be assigned, from time-to-time, by the Board of Regents.

B. Finance and Planning Committee

The Finance and Planning Committee shall be comprised of a Chair and three other members of the Board. Functions of the Committee include:

- (1) Receiving 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) Providing input on behalf of the Board of Regents into the determination of strategic planning goals and strategic directions; reviewing those goals and directions prior to their submission to the Board of Regents and consulting 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) The transmittal of appropriate observations or recommendations with financial and planning implications to the Executive and Academic Affairs Committee.

C. Audit and Compliance Committee

The Audit and Compliance Committee shall be comprised of a Chair and 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."

Committee Responsibilities - Auditing

The responsibilities of the Audit and Compliance Committee as it pertains to auditing 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 Audit and Compliance Committee.
- (3) Recommend to the Board of Regents 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 of Regents.

Committee Responsibilities – Auditing (cont.)

- (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 periodic basis to include changes needed to ensure that the audit function is complying with professional standards and addressing emerging audit issues.
- (8) Inform the Board of any significant audit issues of which it becomes aware.

Committee Responsibilities – Compliance and Ethics

The responsibilities of the Audit and Compliance Committee as it pertains to the compliance and ethics program are broadly summarized as follows:

- (1) Ensure that the proper tone for compliance and ethics is established and reinforced through programs subject to review by the Audit and Compliance Committee.
- (2) 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.
- (3) Review the Code of Ethics Policy on a periodic basis and make recommendations for changes as appropriate.
- (4) Assess the effectiveness of management's system for receiving and resolving allegations pertaining to non-compliance with law, policy, and procedure.
- (5) Meet with the University Compliance Executive Steering Committee on a periodic basis to review compliance risk assessments, action plans, and other steps taken to ensure the management of an effective compliance function.
- (6) Inform the Board of any significant compliance issues of which it becomes aware.

D. Student Life, Discipline, and Athletics Committee

The Student Life, Discipline, and Athletics Committee shall be comprised of a Chair and three other members of the Board. Functions of the Student Life, Discipline, and Athletics 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 and to the statement of student rights and responsibilities.
- (3) Hearing and acting on appeals of students from sanctions imposed by Student Disciplinary Council in accordance with Board policy governing such matters.
- (4) Review of the level, scope and representative nature of intercollegiate athletic competition sponsored by the University.
- (5) Review of policy recommendations from the Faculty Athletic Committee.
- (6) Making appropriate recommendations to the Board of Regents.

E. Institutional Advancement and Honors Committee

The Institutional Advancement and Honors Committee shall be comprised of a Chair and three other members of the Board. Functions of the Institutional Advancement and Honors Committee include:

- (1) Coordination of Board involvement in the advancement efforts of the University including advocacy and development.
- (2) The development of an avenue of communication between the Board and Executive Committee of the ECU International Alumni Association through which:
 - (a) The alumni of the University can express their interest in the advancement of the institution and advise the Board of the activities of the ECU International Alumni Association, and
 - (b) The ECU International Alumni Association can be advised of the goals and decision of the Board.
- (3) The receiving the consideration of recommendations for recipients of honorary degrees from members of the University Community.
- (4) Identification of individuals of merit and accomplishment for nomination to the Board of Regents as recipients of honorary degrees.
- (5) The acceptance of nominations and consideration of nominees to be recommended to the Board for the Eastern Kentucky University Board of Regents Award and other awards that the Board might establish.
- (6) 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.

F. Internal Affairs Committee

The Internal Affairs Committee shall be comprised of a Chair and three members of the Board. The functions of the Internal Affairs Committee include;

- (1) Reviewing recommendations and reports concerning the physical plant and technology infrastructures.
- (2) Reviewing policy matters affecting the non-instructional staff.

6. Powers and Responsibilities of the Board

The powers and responsibilities of the Board include the identification and election of the President of the University, the approval of policies which govern the affairs of the University, the approval of budget requests for state support, and review and approval of the annual operating budget to be recommended by the President of the University. It shall be the responsibility of the President, the administration and the faculty to administer and implement the policies of the Board. 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 or college; and
- (5) Grant diplomas and confer degrees upon recommendation of the President and faculty.

B. Appointment and Removal of President, Faculty and Employees

- (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 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

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

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.

The Board shall evaluate the President, using as general guides procedures recommended by the American Association of State Colleges and Universities, the Association of Governing Boards, and Southern Association of Colleges and Schools Commission on Colleges. A president shall be evaluated during the second and fourth year of service and every three (3) years thereafter. The evaluation shall be conducted for the Board by the Executive and Academic Affairs Committee.

C. Governing Boards of Institutions to Have 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 state treasury or otherwise; promotions, and official relations of all employees of Eastern Kentucky University, as provided in KRS 164.350 and 164.360, shall be under the exclusive jurisdiction of the Board of Regents.

D. 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.

E. 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.

F. Interest in Contracts Prohibited (KRS 164.390)

Unless specifically approved by the Board pursuant to KRS 164.367, no President, professor, teacher member of the executive council or other officer or employee shall be interested in any contract or purchase for the building or repairing of any structure or furnishing of any supplies for the use of the University.

G. Acquisition and Sale of Property and Disposition of Surplus Property (KRS 164.575; KRS 164A.575)

The Board may purchase or lease land under KRS 164.575 and may receive by any legal mode of conveyance, purchase, or hold property under KRS 164A.575 of any description that the Board deems necessary for the purposes of the University, and may build and construct improvements and hold or sell same. If the Board is unable to agree with the owner of the real estate as to its value, or to its purchase, the Board may proceed in its own

G. **Acquisition and Sale of Property and Disposition of Surplus Property (KRS 164.575; KRS 164A.575) (cont.)**

name to condemn the real estate in the manner provided in the Eminent Domain Act of Kentucky.

The Board shall periodically review the assets of the University and shall sell and convey under KRS 164A.575 those assets not necessary for implementing the institutional mission.

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.

(7) **Records of 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 official custodian of the Records of the Board. The secretary of the Board 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.

(8) **Communications**

All communication by members of the University Community to the Board shall be transmitted through the Office of the President. All communications of the Board of Regents shall be signed and copies thereof furnished to the President, the Chair and; as necessary, attested to by the Secretary; and copies thereof provided to the President.

(9) **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 weeks before the meeting.