



Board of Directors Bylaws
Final Revision for Approval

ARTICLE I

Name

The name of this Board shall be Gateway Community and Technical College Board of Directors.

ARTICLE II

Purpose

The purpose of this Board shall be to fulfill its mission as established in KRS 164.600 as amended by HB 1, First Extraordinary Session 1997 and Kentucky Community and Technical College System Board of Regents policies. Each Board of Directors shall:

- Section 1. Recommend one (1) candidate for the community college President and CEO from three (3) candidates provided by the president of the Kentucky Community and Technical College System. The president shall have the authority to make the final appointment and shall not be bound by the recommendation from the Board of Directors.
- Section 2. Evaluate the community college president and CEO, and advise the Kentucky Community and Technical College System president of the college president's performance. The president of the Kentucky Community and Technical College System has final authority for the appointment and termination of the community college president.
- Section 3. Approve budget requests for the college for recommendation to the Kentucky Community and Technical College System.
- Section 4. Adopt and amend an annual operating budget and submit it through the college president and CEO and appropriate channels to the Board of Regents of the Kentucky Community and Technical College System for approval as to the compliance with its guidelines; and,
- Section 5. Approve and implement a strategic plan that is developed in coordination with local employers, civic leaders, campus constituents, and postsecondary institutions in the region and that is consistent with the strategic agenda of the General Assembly.

ARTICLE III **Members**

The membership, as established in KRS 164.600 and as amended by HB 1, First Extraordinary Session 1997, of this Board of Directors shall consist of ten (10) members, as follows: seven (7) members appointed by the Governor; one (1) member shall be member of the teaching faculty; one (1) member of the staff, and one (1) member shall be a member of the student body.

Section 1. Appointed Members.

The seven (7) appointed members shall serve a term set by law pursuant to Section 23 of the Constitution of Kentucky. An appointed member's term shall be six (6) years. No citizen member of the Board of Directors shall be a relative of any employee of the community and technical college under its jurisdiction. As used in this section, "relative" means father, mother, brother, sister, husband, wife, son, daughter, aunt, uncle, son-in-law, and daughter-in-law.

Section 2. Faculty Member. One member of the Board shall be a faculty member at Gateway Community and Technical College. He or she shall be elected by secret ballot of all full-time faculty members of the college. Faculty members shall serve for terms of three (3) years and until successors are elected and qualified. Faculty members shall be eligible for reelection, but they shall be ineligible to continue to serve as members of the Board if they cease to be faculty members. Elections to fill vacancies shall be for the unexpired term in the same manner as provided for original election.

For purposes of this section, assignment as division chairperson, program coordinator, counselor, or librarian shall not exclude one from eligibility to serve as an elected faculty member to the Board of Directors. For purposes of this section, it is recognized that the term "faculty member" is defined by the college's Faculty Bylaws at the time of the election.

Section 3. Staff Member. The staff member shall be a classified or mid-management employee who does not hold faculty rank and who does not hold an upper administrative position. The staff member shall be elected by secret ballot of all full-time staff members of the college. Staff members shall serve for terms of three (3) years and until successors are elected and qualified. Staff members shall be eligible for reelection, but shall be ineligible to continue to serve as members of the Boards if they cease to be members of the staff of the college. An election to fill a vacancy for an unexpired term shall be held in the same manner as an election to an original full term.

Section 4. Student Member. The student member shall be elected by secret ballot from the student body of the college to serve a term of one (1) year. The student member shall be a full-time student at Gateway Community and Technical College who maintains permanent residency in the Commonwealth of Kentucky and has at least thirty credits and is in good standing at the college. The student member shall serve for a (1) one-year term.

The Chief Student Affairs Office or designee shall be responsible for organizing and implementing the election.

Should the student government association for any reason neglect to elect a student member within (60) sixty days of term commencement or vacancy, the chair of the Board of Directors shall ask the president and CEO of the college to seek from the chief student affairs officer three (3) names of candidates. The Chair will then interview and appoint the student member to serve the remainder of that term.

Section 5. Compensation. The members of the Board of Directors shall receive no compensation for their services, but shall be paid for their actual and necessary expenses.

Section 6. Terms of Office. The terms of office for all elected Board members will commence and end in conjunction with the college's fiscal year.

ARTICLE IV **Officers**

Section 1. Officers of the Board of Directors. The officers of the Board of Directors shall consist of a Chair, Vice Chair, Secretary and Parliamentarian.

Section 2. Nominating Committee. At the regular meeting previous to the annual meeting, a Nominating Committee of three (3) members shall be elected by the Board. It shall be the duty of this committee to nominate candidates for the offices to be filled at the annual meeting in the fall. The Nominating Committee shall mail out its report with the agenda for the fall annual meeting. Before the election at the annual meeting, additional nominations from the floor shall be permitted.

Section 3. Election and Term. Officers shall be elected by ballot from the membership at the annual meeting and shall serve a two-year term. However, if there is but one nominee for any office, election for that office may be by voice vote. Officers may be re-elected to an unlimited number of terms. Their term of office shall begin at the

close of the annual meeting at which they are elected. No member shall hold more than one office at a time.

Section 4. Vacancy. In the event a vacancy occurs prior to the end of the term of office, the Board shall hold a special election to fill the office for the unexpired portion of the term.

Section 5. Duties of Officers.

- a. Chair. The chair shall preside at all Board and Executive Committee meetings, shall serve as an *ex officio* member of all committees except the Nominating Committee, and shall have such other duties as may be prescribed by the Board.
- b. Vice Chair. In the chair's absence, the vice chair shall perform all the duties of the chair and shall have such other duties as may be prescribed by the Board.
- c. Secretary. The secretary shall maintain minutes of all meetings of the Board, shall attest to all documents required to be signed for the Board, shall issue proper notice of all meetings of the Board, and shall perform such other duties as may be prescribed by the Board.
- d. Parliamentarian. The Board chair may appoint a Parliamentarian who advises the chair and other officers, committees, and members on matters of parliamentary procedure.

ARTICLE V Meetings

Section 1. Regular Meetings. A schedule of regular meetings for the year will be provided at the fall annual meeting.

Section 2. Annual Meeting. The fall meeting shall be known as the annual meeting of the Board of Directors and shall be for purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.

Section 3. Special Meetings. Upon the written request of a majority of the members of the Board or the president/CEO of the college, the chair of the Board shall call a special meeting. The special meeting shall be held within twenty (20) days of receipt by the chair of such a written request. A notice specifying the time, place, and agenda of any special meeting of the Board shall be mailed by the secretary to each member of the Board at least five (5) days in advance of the meeting date; but, notice of less than three (3) days may be given by telephone or electronic communication when, in

the judgment of the chair, an emergency exists. Written notice shall also be posted at least twenty-four (24) hours before the meeting in a conspicuous place in the building where the special meeting will take place, and in a conspicuous place in the building that houses the offices of the president and CEO of the college.

The Board may transact any or all business that it may transact at a regular meeting, provided that action shall be limited to the items listed on the agenda for the notice of the meeting.

Section 4. Open Meeting Laws. All regular, annual, and special meetings of this Board shall be held in accordance with the open meeting laws of the Commonwealth of Kentucky as set forth in KRS 62.810. Notice of all such meetings shall also be provided to the news media which have requested such notice pursuant to KRS 61.823.

Section 5. Agenda.

- a. Distribution. A copy of the agenda for each regular meeting of the Board, including notice of all expiring terms on or vacancies in membership of the Board or its committees, and, insofar as is practicable, copies of all reports and other materials to be presented to the regular meeting as a part of the agenda, shall be provided by the Secretary to each member of the Board at least seven days in advance of the regular meeting. If practicable, a copy of the agenda for each special meeting of the Board with reports and other materials to be presented shall be provided to each member of the Board at least five days in advance of the special meeting. Notice to members shall be by mail, personal delivery, electronic means, or facsimile transmission as provided for in KRS 61.823. In no instance shall less than twenty-four (24) hours be given.
- b. Preparation. The agenda for a regular or special meeting of the Board shall be prepared by the secretary or designee with the approval of the chair. All requests for inclusion of a given item on the agenda of a particular meeting shall be filed with supporting documents, if any, with the secretary of the Board.
- c. Additions. Any committee or member of the Board may request consideration by the Board at any regular meeting, of any items not on the agenda. Information to be presented to the Board from interested parties who are not members of the Board must be provided to the secretary at least ten (10) days in advance of the scheduled meeting. The chair may waive this requirement at his/her discretion.

Section 6. Minutes. The secretary shall keep minutes of all meetings of the Board; shall file, index, and preserve all minutes, papers, and

documents pertaining to the business and proceedings of the Board and shall be the custodian of all records of the Board and instruments of the Board. The secretary shall be responsible for transcribing the minutes of each meeting within a reasonable time and for providing a copy for each member of the Board.

- a. Approval. The minutes shall not be considered official unless and until they are approved by the Board.
- b. Public Record. Pursuant to KRS 61.835, the minutes shall be open to public inspection no later than immediately following the next regularly scheduled meeting of the Board.

Section 7. Executive Sessions. All meetings of the Board shall be open to the public unless, consistent with the requirements of KRS 61.815, a meeting is closed to the public by a majority vote of a quorum of the Board in open public session. Any formal action of the Board must be taken in open session.

Section 8. Power to Vote. All members of the Board may vote on all matters coming before the Board for consideration, except that, the faculty member and the staff member shall not vote on faculty and staff compensation matters. No member may vote by proxy. No vote concerning any matter under consideration by the Board, or by a committee of the Board, may be cast in absentia, by mail, or electronic mail. At the discretion of the chairman of the Board, a member may participate as a full voting member in Board or committee meetings via videoconferencing or telephone provided that the member is participating in real time and not in advance or after the actual meeting.

Section 9. Quorum. A simple majority of the voting members of the Board shall constitute a quorum for the transaction of business at Board meetings.

Section 10. Attendance. Members who are unable to attend at least seventy-five (75) percent of the regularly scheduled meetings, including meetings of committees to which they are assigned, during the fiscal year should consider resignation from the Board. No person may attend any meeting of the Board as a substitute for a Board member, and no person, except a regular member of the Board, shall be entitled to vote in determining the action of the Board at any time.

ARTICLE VI **The Executive Committee**

Section 1. The officers of the Board of Directors, either elected or appointed,

shall constitute the Executive Committee.

Section 2. The Executive Committee shall have general supervision of the affairs of the Board between its business meetings, fix the hour and place of meetings, make recommendations to the Board, act in times of emergency, and shall perform such duties as are specified by these Bylaws.

The Executive Committee shall be subject to the orders of the Board, and none of its acts shall conflict with action taken by the Board.

Section 3. Meetings of the Executive Committee shall be called by the chair or by written request of any three (3) members.

Section 4. A majority of the members of the Executive Committee shall constitute a quorum.

ARTICLE VII **Committees**

The Board shall establish such Standing and Special Committees as it deems appropriate to discharge its responsibilities. Each committee shall have a written statement of purpose, role, and scope as approved by the Board, and such rules of procedure or policy guidelines that it or the Board, as appropriate, shall approve. Such statements shall be reviewed annually by each committee.

Section 1. Performance Evaluation of the President Committee. In concert with the chair, this committee will annually conduct a performance evaluation and a mid-year review of the president/CEO of Gateway Community and Technical College. The performance evaluation will be conducted in accordance with the KCTCS process used for this purpose. This committee must be comprised of at least, but not limited to, two (2) appointed Board members. Each Board member will give feedback starting December 1 of each year and return to the committee by January 1 the following year for the mid-year review. The Board Chair will review with the President by January 30 of each year. A similar process will occur in April/May of each year.

Section 2. Bylaws/Rules Committee. This committee is to annually review and recommend changes to the Bylaws and Operating Rules of the Board of Directors. The parliamentarian shall serve as chair. This committee must be composed of at least, but not limited to, two (2) board members. A college liaison may be appointed by the chairman of the Board to facilitate meetings of the committee.

Section 3. Budget/Summary Review Committee. This committee is to annually review the college's annual operating budget, capital plan,

and biennial budget request. The committee reviews periodic financial information regarding the college's overall financial situation, but does not serve in a fiduciary manner. This committee must be composed of at least, but not limited to, two (2) Board members. A college liaison may be appointed by the chairman of the Board to facilitate the committee meetings.

Section 4. The chair of the Board of Directors shall be an ex-officio member of all committees except the Nominating Committee.

Section 5. All committee members are appointed by the chair of the Board of Directors and shall serve one-year terms.

ARTICLE VIII **The President and CEO of the College**

Section 1. The president and CEO of each college shall have full authority and discretion regarding the use and management of the budget approved by the Board of Regents for the Kentucky Community and Technical College System as set forth in Section 101 of KRS 164.350 as amended in HB 1, First Extraordinary Session 1997.

Section 2. The college president and CEO shall be the chief executive officer of the college with responsibility for all educational and managerial affairs. The president is responsible for leading the college, hiring of all employees, implementing all Kentucky Community and Technical College System Board of Regents policies, keeping the Board informed on appropriate matters, and serving as the key spokesperson for the college. The president and CEO has the authority to execute all documents on behalf of the college and is consistent with KCTCS policies and the best interests of the college.

ARTICLE IX **Insurance of Directors and Officers**

Pursuant to KRS 164.2871, the governing board of the Kentucky Community and Technical College System is authorized to purchase liability insurance to protect directors and officers of the Board. The college president and CEO shall provide each director and officer a copy of applicable insurance policies covering each director or officer in connection with the defense of any action, suit, or proceeding to which the director or officer may be made a party by reason of being or having been a director or officer.

ARTICLE X
Conflict of Interest

A director shall be considered to have a conflict of interest if: (1) such director has an existing or potential financial or other interest that impair or reasonably appear to impair such member's independent, unbiased judgment in the discharge of the president and CEO's responsibilities to the college; or (2) such director is aware that a family member or any organization in which such director or family member is an officer, director, employee, member, partner, trustee, or controlling stockholder, has existing or potential financial or other interests. For purposes of this provision, a family member is defined as a spouse, parent[s], sibling[s], children, and any other relative if the latter resides in the same household as the director. All directors shall disclose to the Board any possible conflict of interest at the earliest practical time. Furthermore, the director shall remove himself or herself from discussions of, and abstain from voting on, such matters under consideration by the Board of Directors or its committees. The minutes of such meetings shall reflect that a disclosure was made and that the director who has a conflict or possible conflict abstained from voting. Any director who is uncertain whether a conflict of interest may exist in any matter may request that the Board or committee resolve the question in the director's absence by majority vote. Each director shall complete and sign a disclosure statement.

ARTICLE XI
Statutory and Parliamentary Authority

The Board was established by KRS 164.600, et. seq. as amended by HB 1, First Extraordinary session 1997. The duties and responsibilities of the Board are described in KRS 164.600 as amended by HB 1, First Extraordinary Session 1997 and policies of the Kentucky Community and Technical College System Board of Regents.

In absence of statutory direction, these Bylaws shall govern the conduct of the Board of Directors of Gateway Community and Technical College, which is a board as defined in KRS 164.600 except as provided in KRS 165.160.

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Board may adopt.

ARTICLE XII
Amendment of Bylaws

Section 1. Amendments. Any provision of these bylaws (except those required or governed by the Kentucky Revised Statutes) may be amended or new provisions added by affirmative vote of two-thirds (2/3) of a quorum of the Board, provided that no

amendment or addition may be adopted unless its substance has first been introduced at a preceding regular or special meeting of the Board.

Section 2. Suspensions. Any provision of these bylaws (except those required or governed by the Kentucky Revised Statutes) may be suspended at any regular or special meeting of the Board for that meeting by affirmative vote of two-thirds (2/3) of the quorum of the Board.

Section 3. Fiscal Year: The fiscal year will be July 1 through June 30.

Gateway Community and Technical College Board of Directors Bylaws approved on 28th day of January 2002, revised 8th day of March 2004, revised the 19th day of November 2009 and revised the 24th day of January 24, 2013.

Chair of the Board

Date

Secretary of the Board

Date