



Board of Directors Bylaws

ARTICLE I

Name

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

ARTICLE II

Purpose

These Bylaws shall govern the conduct of the Board of Directors of the Gateway Community and Technical College.

The Bylaws shall not be construed to override the authority of the Statute, College policy, or any federal or local laws, and in case of any such conflict, that portion of the Bylaws shall be void.

ARTICLE III

Duties

Consistent with its legal responsibilities the Board of Directors shall:

- Section 1. Recommend one (1) candidate for the Gateway Community and Technical College President and CEO from three (3) candidates provided by the President of the Kentucky Community and Technical College System. The KCTCS 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 college president/chief executive officer (President/CE) and advise the President of the Kentucky Community and Technical College System of his or her performance. The President of the Kentucky Community and Technical College System has final authority for the appointment and termination of the college President/CEO executive officer;
- Section 3. The Board will approve budget requests for recommendation to the Kentucky Community and Technical College System.

The Board will adopt and amend an annual operating budget and submit it to the KCTCS Board of Regents for approval.

Section 4. The Board will approve a five-year strategic plan developed in coordination with local employers, civic leaders, campus constituents, secondary, and postsecondary institutions in the region. The strategic plan will be consistent with the strategic agenda of the General Assembly.

ARTICLE IV **Members**

The membership, as established in KRS 164.600 of this Board of Directors shall consist of ten (10) members as follows: seven (7) members appointed by the Governor; one (1) member of the teaching faculty; one (1) member of the staff, and one (1) 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. No citizen member of the Board of Directors shall be a relative of any employee of the Gateway Community and Technical College. 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.

Section 3. Staff Member. One member of the Board shall be a staff member at Gateway Community and Technical College.

Section 4. Student Member. One member of the Board shall be a student at Gateway Community and Technical College. The student member shall be a full-time student at Gateway Community and Technical College who maintains permanent residency in the Commonwealth of Kentucky, has successfully completed at least thirty credit hours, and is in good standing at the College.

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 academic year.

ARTICLE V **Officers**

Section 1. Officers of the Board of Directors. The officers of the Board of

Directors shall consist of: Chair, Vice Chair, Secretary, and Parliamentarian.

Section 2. 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 Board Governance Committee, and shall have other such 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 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. A Gateway Community and Technical College employee will be assigned to work with and provide clerical support for the Secretary.
- d. Parliamentarian. The Board Chair shall appoint a Parliamentarian who advises the chair and other officers, committees, and members on matters of parliamentary procedure

Section 3. Election of Officers. At the first meeting of the academic year, the Board Governance Committee will present a slate of officers to the Board. The Board Governance Committee will ensure that the nomination list is submitted with the agenda for the September meeting. Before the election at the October meeting, which is the Annual Meeting, additional nominations will be accepted from the floor.

Section 4. Terms. Officers shall be elected from the membership at the first meeting of the academic year by vote and shall serve a two-year term. Officer positions are held for two consecutive years. An officer cannot serve more than two-consecutive terms in the same position. The term of office shall begin at the close of the meeting at which they are elected. No member shall hold more than one office at a time.

ARTICLE VI
Meetings

Commented [DPM(1): The Board should use a Parliamentarian purely for interpretation of their bylaws and not interpretation of state law as it relates to meeting procedures.

Section 1. Regular Meetings. A schedule of regular meetings for the academic year will be provided at the last meeting of the prior academic year. The Board of Directors will meet a **minimum of four and a maximum of ten times per academic year**.

Section 2. Annual Meeting. The October meeting shall be known as the Annual Meeting of the Board of Directors and shall be for purpose of 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, a request by the President / CEO, or a request by the Chair of the Board, a special meeting can be called by the Chair of the Board of Directors. 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 sent by the Board Secretary to each member of the Board at least five (5) days in advance of the meeting date. A notice of less than three (3) days may be given by telephone or electronic communication when, in the judgment of the Board Chair, an emergency exists. 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 / CEO of the College.

The Board may transact any or all business at the special meeting 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. Meeting Notifications. All regular, annual and special meetings of the 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. Notice of all such meetings shall also be provided to all known media outlets in the College's service area in the same time frame as any news media which have explicitly requested such notice pursuant to KRS 61.823.

Section 5. Agenda

1. Distribution. A copy of the agenda for each regular meeting of the Board, including notice of all expiring terms or vacancies in membership of the Board or its committees, and, insofar as is practical, 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

Commented [DPM(2): This is a large number to place as minimum number of meetings. Even the Board of Regents which has governing authority for KCTCS and all 16 colleges within the System is only required to meet 4 times a year. I would recommend rethinking that large number of meetings. Having so many meetings overburdens the Directors and the college staff.

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 such materials be provided less than 24 hours in advance of any meeting.

2. Preparation. The agenda for a regular or special meeting of the Board shall be prepared by the Chair of the Board of Directors in conjunction with the Secretary. 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 Chair of the Board.
3. 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 of the Board may waive this requirement at his/her discretion.

Section 6. Minutes. The Secretary shall ensure that accurate minutes of all meetings of the Board are kept; shall certify the College has filed, indexed, and preserved all minutes, papers, and documents pertaining to the business and proceedings of the Board. The Secretary shall be the custodian of all documents of the Board. The Secretary shall be responsible for overseeing the transcription of the minutes of each meeting within a reasonable time and for providing a copy for each member of the Board seven days prior to scheduled board meeting..

- 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.
- c. Audio Recording
Board of Director Meetings shall be taped. Records of meetings will be kept at the College for 5 years. After 5 years the recordings shall be deposited with the KCTCS Offices at Versailles or with Kentucky Department for Libraries and Archives.

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 Chair of the Board, a member may participate as a full voting member in Board or committee meetings via videoconferencing 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. Rules of Order. In the event that the governing statutes or these bylaws are not instructive regarding applicable procedures, the Board shall consult *Robert's Rules of Order* for applicable procedures.

Section 11. Attendance. Board members are expected to attend all meetings. Members who are unable to attend at least seventy five (75) percent of the regularly scheduled Board meetings during the academic year shall be notified by the Chair of the Board and 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.
Board members who cannot attend a meeting due to travel or illness may attend using electronic or telephonic methods.

ARTICLE VII

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 Board between its business meetings, fix the hour and place of Meetings, make recommendations to the Board and shall perform such duties as 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 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 VIII **Committees**

Section 1. 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. Board members will serve on no more than two standing committees.

Section 1. Community Needs, and Outcomes Committee. The Committee's mission is to enhance communication between Gateway and the community served to strengthen the alignment between the community needs and Gateway offerings.

Section 2. Finance (Budget) and Facilities Committee. The Committee's mission is to review and advise regarding finances and facilities of the College.

Section 3. Board Governance Committee. The Committee's mission is to annually review and recommend changes to these Bylaws and to the Gateway Community and Technical College Board of Directors' Policies and Procedures, (Version **, Date, and all revisions, updates, and changes hereinafter made). This Committee will also oversee the nominating of Board officers.

Section 4. Performance Evaluation of the President Committee. The Committee's mission is to annually conduct a performance evaluation of the President and CEO of Gateway Community and Technical College according to KCTCS policy.

Section 5. The Chair of the Board of Directors shall be an ex-officio member of all committees except the Board Governance Committee.

Section 6. All committee members are appointed by the Chair of the Board of Directors and shall serve one-year terms.

Commented [DPM(3): This committee name is has the potential for encroachment on accreditation principles, the authority of the Board of Regents, and the academic governance structure. Programs and outcome assessments are the product of a framework that is required to adhere to specific SACS principles. It would be more in line with the BoD's statutory obligations for them to use a name such as The College and Community Needs Alignment Committee.

The Board may also want to consider what committees should actually be Standing Committees and which ones could be ad hoc committees or task forces with specific timeframes for existence and for work to be accomplished. It might be less burdensome and more focused to specifically identify needs and then task the ad hoc committee with exploring answers to the needs

Commented [DPM(4): All right, but the focus must be on advise – review cannot also encompass directives that the CEO/President use funds in certain ways/manners.

Commented [DPM(5): I would recommend a different word so that this is not confusing in terms of the BoR being the actual "Governing Board" for KCTCS. and thereby avoid any potential accreditation issues.

ARTICLE VIII

The President /CEO of the College

- Section 1. The President/Chief Executive Officer (CEO) of the 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 under KRS 164.350.
- Section 2. The President/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 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 consistent with KCTCS policies and the best interests of the College.

ARTICLE IX

Insurance for Directors and Officers

Insurance for Directors and Officers. 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 president/chief executive officer of the college 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

Conflict of Interest. A member of the Board shall be considered to have a conflict of interest if: (1) such member has an existing or potential financial or other interest that impairs or reasonably appears to impair such member's independent, unbiased judgment in the discharge of the President/CEO's responsibilities to the College; or (2) such Board member is aware that a family member or any organization in which such Board member 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 Board members shall disclose to the Board any possible conflict of interest at the earliest practical time. Furthermore, the Board member 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 Board member who has a conflict or possible conflict abstained from voting. Any board member 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 Board member's absence by majority vote. Each Board member shall complete and sign a disclosure statement.

ARTICLE XI
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 of the quorum of the Board.
- Section 3. Academic/Fiscal Year. The academic 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 the day of March 2004, revised the 19th day of November 2009, and revised the _____ day of February 2017.

Chair of the Board

Date

Secretary of the Board

Date