

Bylaws of the Board of Directors of Gateway Community and Technical College

WHEREAS, the Board of Directors of Gateway Community and Technical College, an institution part of and under the organizational structure of the Kentucky Community and Technical College System, has been duly created pursuant to Kentucky Revised Statute 164.600, with all the powers and duties described therein; and

WHEREAS, in order to carry out its statutory duties and responsibilities, the Board of Directors of Gateway Community and Technical College adopts these bylaws for the government of its members.

ARTICLE I

1.1 Duties and Responsibilities. There shall be a Gateway Community and Technical College board of directors under the Kentucky Community and Technical College System, provided by KRS 164.600. The sole governing authority for all colleges of the Kentucky Community and Technical College System is the KCTCS Board of Regents. Per KRS 164.600, the Board of Directors shall:

- a. Recommend one (1) candidate for the college president/chief executive officer 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;
- b. Evaluate the college president 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/chief executive officer;
- c. Approve budget requests for recommendation to the Kentucky Community and Technical College System;
- d. Adopt and amend an annual operating budget and submit it through 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
- e. Approve a strategic plan that is developed in coordination with local employers, civic leaders, campus constituents, and other postsecondary

institutions in the region and that is consistent with the strategic agenda of the General Assembly.

ARTICLE II

2.1 Membership. The Board of Directors shall consist of ten (10) members, as follows: seven (7) members appointed by the Governor; one (1) member shall be a member of the teaching faculty, one (1) member of the staff, and one (1) member shall be a member of the student body.

- a. 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 college under its jurisdiction. A person who is a member of the Board on July 15, 1998, who is a relative of an employee of the college may finish out the appointed term of office but the member may not be reappointed. As used in this section, "relative" means father, mother, brother, sister, husband, wife, son, daughter, aunt, uncle, son-in-law, and daughter-in-law.

- b. Faculty Member. The faculty member shall be on the teaching or research faculty of the college. They 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 their 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 Boards if they cease to be members of teaching staff of the college. Elections to fill vacancies shall be for the unexpired term in the same manner as provided for original election.

Teaching faculty members are defined as those with faculty or equivalent rank who spend less than fifty percent of their time in administrative responsibilities. 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 of the Board.

- c. 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-level 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 their 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.

- d. Student Member. The student member shall be elected by secret ballots from the student body of the college to serve a term of one (1) year. The student member shall be a full-time student who maintains permanent residency in the Commonwealth of Kentucky. Membership will be alternated among the college campuses, if applicable. If the student member serving on the college Board of Directors is the president of the student government association and is subsequently elected to serve on the KCTCS Board of Regents as a student regent, the next highest ranking student government officer at the college shall serve in his/her place on the college Board of Directors

2.2 Boards Representing More Than One College The college election eligibility process shall ensure that of the three (3) elected board members defined in section 2.1 above at least one shall be elected from each college.

2.3 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.

ARTICLE III

3.1 Officers of the Board of Directors. The Officers of the Board of Directors shall consist of a Chair, Vice Chair, a Secretary, and such other officers as it may deem necessary. The Board Chair may appoint an Assistant Secretary as defined below in Section 4.3(d).

3.2 Election and Term. Officers of the Board shall be elected from the membership at the annual meeting and shall serve two-year terms. In the event a vacancy occurs prior to the end of the term of an officer, the Board shall hold a special election to fill the office for the unexpired portion of the term.

3.3 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, 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. Assistant Secretary. The Board Chair may appoint an assistant secretary of the Board, who shall be the president of the college or his or her designee. Copies of all minutes, papers, and documents of the Board may be certified by the Assistant Secretary with the same force and effect as though such certification were made by the Secretary of the Board.

ARTICLE IV

4.1 Regular Meetings. The Board shall by order at the first meeting in the Fall of each year provide for a schedule of regular meetings to be held at specified times and places which are convenient to the public. The Fall meeting shall be considered the annual meeting for the Board of Directors and shall occur on a date in the month of October established by the Board Chair in conjunction with the Board President. All regular meetings shall be held in accordance with applicable open meeting laws of the Commonwealth of Kentucky as set forth in KRS 62.810.

4.2 Special Meetings.

- a. Upon the written request of a majority of the members of the Board or the president/chief executive officer 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, faxed, or sent via email by the Secretary or Assistant Secretary to each member of the Board at least five (5) days in advance of the meeting date; but, notice of 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 which houses the offices of the president/chief executive officer of the college. The notice must also be provided to news media which have requested such notice pursuant to KRS 61.823. All special meetings shall be held in accordance with applicable open meetings laws of the Commonwealth of Kentucky as set forth in KRS 61.805, *et seq.*

- b. 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.

4.3 Agenda.

- a. 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 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 or Assistant 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 mail or facsimile transmission as provided for in KRS 61.823. In no instance shall less than twenty-four (24) hours notice be given.

Pursuant to KRS 61.823, notice of special or emergency meetings, to include date, time, and place of the meeting and the agenda, shall be provided to media organizations which have filed a request to receive such notice.

- b. Preparation. The agenda for a regular or special meeting of the Board shall be prepared by the Secretary or Assistant Secretary, in consultation with the College President, 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.
- d. Participation by Non-Members. The College President shall attend and participate in all meetings of the Board of Directors, and with approval of the Executive Committee, may attend meetings of the committees of the Board of Directors. The President may invite other employees of the College to attend the meetings and present information or otherwise participate as needed by the President. Requests for College information from the Board of Directors may be made only to the President, coordinated through the Chair.

Other College employees or public may attend the meetings pursuant to Kentucky Open Meetings law but may not address the Board of Directors or otherwise participate in the meetings. In order to address the Board of Directors, individuals must submit a written request to the Board Chair describing the subject matter and the reason the matter is relevant to the Board at least ten (10) business days prior to the next regularly scheduled meeting. The Board Chair, or the Vice Chair in the Board Chair's absence, shall determine whether or not to allow the opportunity to speak. The Board Chair shall communicate that decision to the requestor at least three (3) business days prior to the meeting. The Board of Directors shall be notified of all denials.

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

4.5 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 individual faculty and staff compensation matters. No vote concerning any matter under consideration by the Board, or by a committee of the Board, may be cast in absentia, by proxy, by mail, by telephone, or by electronic mail.

Except when the Board of Directors has authorized a member or 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 Board meeting and be confirmed by simple majority vote of the members of the Board and documented in the Board's official minutes.

4.6 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.

4.7 Executive Sessions. All meetings of the Board shall be open to the public unless, consistent with the requirements of KRS 61.810-815, 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.

4.8 Minutes.

- a. Duties of the Secretary. 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. By majority vote of the Board of Directors at the annual meeting, the Assistant Secretary may be designated to serve this function. College staff designated by the College President to support the board shall be the official custodian of the Board's records.
- b. Approval. The minutes shall not be considered official unless and until approved by the Board.
- c. 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. Requests shall be filed with the KCTCS Office of General Counsel.

4.9 Attendance. Members who are unable to attend at least 75 percent of the regularly scheduled meetings, including meetings of committees to which they are assigned, during a July 1-to-June 30 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.

4.10 Participation of Board Members. Active participation of the board members is important to the functioning of the college. If a member of the Board of Directors does not sufficiently participate in three or more Board meetings within the year, the Board Chair should contact the member to determine the reason for the member's failure to participate and encourage the member to participate actively or tender a written resignation. The Board Chair should apprise the Board of such action and the results at the next meeting of the Board.

- a. If a member continues to fail to participate after sufficient contacts from the Board Chair, the Board Chair or any member of the Board may propose a board resolution formally calling for the non-participating member to resign.
- b. Such board resolution shall pass upon a simple majority vote of the Board, not counting the non-participating member, and the Board shall notify the member of the passed resolution by certified mail. The Board may repeat this process as often as the Board deems appropriate.
- c. The Board shall send a copy of such notice and resolution to the KCTCS President. Upon request of the College President or the Board Chair, KCTCS may formally request the Governor's office to remove an appointed non-participating member or take action to remove elected non-participating members from the board for neglect or failure to perform duties as a member of the Board of Directors.

ARTICLE V

5.1 Committees. The Board shall establish such standing and ad hoc 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.

ARTICLE VI

6.1 College President. The College President 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.

The College President is responsible for all education and managerial affairs. The College 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 College President has the authority to execute all

documents on behalf of the college and the Board of Directors consistent with Board policies and the best interests of the college.

ARTICLE VII

7.1 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 College President 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. Neither the college nor the insurance policy shall be required to defend or indemnify a Director, Officer, or member for intentional acts that exceed the scope of directorship; that violate law, policy or procedure; or that are acts or omissions adverse to the best interests of the college.

7.2 Training for Members of the Boards of Directors. The Board of Directors shall conduct an appropriate orientation for members of the Board to familiarize new members of the Board of Directors and refresh veteran members with their statutory duties and best practices for an advisory board of a community and/or technical college. Training may also include other subjects or topics that would benefit the Board.

- a. The Chair of the Board shall ensure Board members receive such training not less than once each two years and may rely upon the College staff under the supervision and direction of the College President to arrange for or provide such training.
- b. The College staff shall consult with or involve the KCTCS System Office or outside resources as it deems appropriate to arrange or provide training for the Board of Directors.

7.3 Board Self-Evaluation. To assist the Board in achieving its mission to advise and support the College and the community, the Board of Directors shall at least every two (2) years evaluate its own effectiveness. The Board shall accurately assess individual member participation in Board meetings/events and contributions to the College mission; productivity of the Board as a whole; the Board's effectiveness in timely meeting its statutory duties; and, the results of the Board's actions.

- a. Each member of the Board shall have the opportunity to participate in the individual member and Board self-assessment.
- b. The Board Chair and College President shall work together to develop and maintain an appropriate evaluation process and related forms and may consult with the KCTCS System Office or outside resources as it deems appropriate.

- c. The Board shall share the results of the Board's self-evaluation with the full Board of Directors and the College President at a regular or special meeting of the Board of Directors.

ARTICLE VIII

8.1 Conflict of Interest. A Director shall be considered to have a conflict of interest if such Director (1) acts or advocates against the best interests of the college, (2) has existing or potential financial or other interests that impair or reasonably appear to impair such member's independent, unbiased judgment in the discharge of his or her responsibilities to the college, or (3) 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 such existing or potential financial or other interests. For the purposes of this provision, a family member is defined as a spouse, parents, siblings, children, and any other relative if the latter resides in the same household as the Director. All Directors shall disclose to the Board any conflict of interest at the earliest practical time. Furthermore, the Director shall not participate in discussions of, and shall 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 IX

9.1 Code of Ethics. To promote transparency, effectiveness, civility, and collegiality among the college's stakeholders and constituencies, the Board of Directors shall adopt a Code of Ethics attached hereto as Appendix A, and the members shall comport themselves in accordance therewith.

ARTICLE X

10.1 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 of the quorum of the Board; provided that no amendment or addition may be adopted unless its substance first has been introduced at a preceding regular or special meeting of the Board.

10.2 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.

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Chair, Board of Directors

Date

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Appendix A:

GATEWAY COMMUNITY AND TECHNICAL COLLEGE BOARD OF DIRECTORS CODE OF ETHICS

Preamble

Gateway Community and Technical College is a public agency, duly organized and operating under the authority of the Kentucky Community and Technical College System (KCTCS), which is governed by the KCTCS Board of Regents. KRS 164.600 establishes Boards of Directors for KCTCS colleges to advise, support, and assist KCTCS colleges in serving the citizens of the Commonwealth, and prescribes the duties thereof. Members of the Boards of Directors may take an Oath of Office in which they pledge to be faithful and true in their support of the Constitutions of the United States and the Commonwealth of Kentucky, and to faithfully execute the duties of their positions according to law. In furtherance thereof and to promote public confidence in the college, the Board of Directors hereby agrees to adhere to the principles of ethical conduct below.

Code of Ethics

Each member of the Gateway Community and Technical College Board of Directors shall:

1. Be familiar with the duties and responsibilities prescribed to the Board by KRS 164.600 and the College Bylaws, and perform those duties and responsibilities to the best of their abilities;
2. Keep reasonably well-informed on Board issues, and attend and actively participate in Board and committee meetings and events;
3. Make judgements and recommendations based only on the best interests of the college as a whole and the advancement of higher education in the Commonwealth;
4. Refrain from interfering with the operational management of the college, including but not limited to matters involving:
 - Individual student admission/retention/discipline;
 - Purchasing or contracting relationships; and,
 - Individual human resources issues other than an evaluation of the President as part of the Board's statutory duties;
5. Respect the authority and responsibility of College and KCTCS officials and employees, empowering them to carry out their duties without undue interference;
6. Avoid the appearance of impropriety as well as perceived or actual conflicts of interest by abiding by the following statutory requirements:

- a. No College officer shall make transactions of any business with himself/herself, or with any corporation, company association, or firm in which he/she or his/her spouse has any interest greater than five percent (5%) of the total value.
 - b. No College officer shall knowingly for himself/herself or by his/her partners or through any corporation which he/she controls or in which he/she owns or controls more than ten percent (10%) of the stock, or by any other person for his/her use or benefit or on his/her account, undertake, execute, hold, or enjoy, in whole or in part, any contract, agreement, sale or purchase of the value of twenty-five dollars (\$25) or more, made, entered into, awarded or granted, unless said contract, agreement, sale or purchase was made or let after public notice and competitive bidding.
 - c. No College officer, including persons who serve without salary or other payment for their services, shall knowingly receive or agree to receive, directly or indirectly, compensation for any services rendered or to be rendered, either by himself/herself or another, in any cause, proceeding, application or other matter which the University functions.
 - d. No member of the Board of Directors shall have an interest in any contract with the College unless such contract shall have been subjected to competitive bidding, unless such Director shall have been the lowest bidder and unless such Director shall have first notified in writing the remaining members of the Board, and the newspaper having the largest circulation in the county of the College, of his/her intention to bid on such contract; and
7. Fully disclose potential conflicts of interest as soon as the facts reasonably indicate such potential.
 8. Act with individual conviction, but to respect the Board's collective decision-making, support the majority decision, cooperate with other Board members, and avoid acting as a spokesperson for the Board unless authorized by the Chair or Board to do so; and,
 9. Model and promote civility, collegiality, and mutual respect for and among all stakeholders in every interaction.

Violations of the Code of Ethics

1. Board members should neither commit nor tolerate violations of this Code of Ethics.
2. Board members should promptly bring alleged violations to the attention of the Chair, or if the Chair is the subject of a complaint, then to the Vice Chair.
3. The Chair or Vice Chair will undertake a reasonable process to determine the merits of a complaint, and methods to resolve the issues, in light of the Board's statutory duties, the Bylaws, this Code of Ethics, and the best interests of the college, its stakeholders, and community.

- a. If appropriate, the Board may resolve to reprimand or censure Board members who violate this Code of Ethics. If so, the Board Chair shall promptly forward to the KCTCS President any such decision of the Board and all accompanying documents.

Adopted this ____ day of ____, 20__:

Chair, Board of Directors

Board Member

Board Member