Bluegrass Community and Technical College
Board of Directors By-Laws

The Bluegrass Community and Technical College is a public agency, duly organized and
operating under the Kentucky Community and Technical College System (KCTCS), which is
governed by the KCTCS Board of Regents. The Board of Directors of Bluegrass Community and
Technical College, has been duly created pursuant to KRS 164.600, with all the powers and
duties described there. The Board of Directors adopts these By-Laws, under KCTCS
Administrative Policies and Procedures 1.3.3.1.1, to govern the conduct of the Board.

ARTICLE I

1.1 Duties and Responsibilities. The Board of Directors advises the college president/chief
executive officer and the president of the Kentucky Community and Technical College System
as prescribed by 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 system 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/chief executive officer 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, per KRS 164.600(4)-(10), shall consist of ten (10)
members, as follows: Seven (7) members shall be appointed by the Governor from nominees of
the respective college nominating commission established under KRS 164.602 for a term set by
law pursuant to Section 23 of the Constitution of Kentucky; The other three (3) board members
shall be one (1) member of the teaching faculty, one (1) member of the staff, and one (1) member
of the student body.
a. **Appointed Members.** An appointed member’s term shall be six (6) years. Per KRS 164.600(10), no citizen member of the Board of Directors shall be a relative of any employee of the college under its jurisdiction. Pursuant to KRS 164.600(1)(d), "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 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 Board if they cease to be members of the teaching 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. Faculty members shall be teaching faculty, defined as those 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 Board 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 ballot from the student body of the college as president of the college’s Student Government Association (SGA). The elected SGA president shall be designated as the student representative to serve a term of one (1) year on the Board. The student member shall be a full-time student who maintains permanent residency in the Commonwealth of Kentucky. If the student member is selected to be a member of the KCTCS Board of Regents, the next highest ranking officer will serve.

2.2 **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.

2.3 **Conflicts of Interest.** No citizen member of the board of directors shall have a conflict of interest in accordance with KRS 45A.340 or be a relative of any employee of the college under its jurisdiction.

2.4 **Code of Ethics and Standards of Good Practice.** To promote ethical, lawful, civil, and collegial conduct including use of appropriate authority and decorum in Board operations and actions, the Board of Directors adopts a *Code of Ethics and Standards of Good Practice*, attached as Appendix A.
ARTICLE III

3.1 Officers of the Board of Directors. The Officers of the Board of Directors shall consist of a Chair, a 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 3.3(d).

3.2 Election and Term. Officers of the Board shall be elected from the membership at the annual meeting and shall serve one-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 and 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/chief executive officer 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. All meetings of the Board shall be held pursuant to KRS 61.800 to KRS 61.850 regarding open meetings.

a. Meeting Schedule. Pursuant to KRS 61.820, (1), all meetings of the Board, and any committees or subcommittees thereof, shall be held at specified times and places which are convenient to the public. In considering locations for public meetings, the agency shall evaluate space requirements, seating capacity, and acoustics. The Board’s schedule of regular meetings shall be provided at the first meeting in the fall of each year. The fall meeting shall be considered the annual meeting of the Board of Directors.

b. Meeting Notice. Notice of regular 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, and shall be made available to the public.
c. **Meeting Agenda.** The agenda for a regular meeting of the Board shall be prepared by the Secretary or Assistant Secretary, in consultation with the college president/chief executive officer, and with the approval of the Board 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.

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 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.

2) **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 shall 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.

**4.2 Special Meetings.** All special meetings of the Board shall be held pursuant to KRS 61.800-850 regarding open meetings. Calling and conduct of special meetings is governed specifically by KRS 61.823.

a. **Calling a Special Meeting.** Upon his or her authority or by written request of a majority of the members, the Board Chair shall call a special meeting. The special meeting shall be held within twenty (20) days of receipt by the Board Chair of such a written request. Discussions and action at the meeting shall be limited to items listed on the agenda in the notice.

b. **Meeting Notice.** The Board shall provide written notice specifying the time, place, and agenda of any special meeting via mail, personal delivery, facsimile, or electronic communication to each member of the Board, and each media organization which has filed a written request, at least five (5) days in advance of the meeting date if possible. In no instance will less than twenty-four (24) hours be given. Written notice of a special meeting shall 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.

c. **Agenda.** 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.

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

**4.4 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 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, telephone, or electronic mail. Board action shall result from a decision
of the whole, except when the Board of Directors has authorized a member or committee to act
on its behalf for a specific and limited purpose. Conflicts of interest are addressed in Article II
of these By-Laws.

4.5 Rules of Order. In the event that the governing statutes or these By-Laws are not instructive
regarding applicable procedures, the Board shall consult Robert’s Rules of Order for applicable
procedures.

4.6 Executive Session. 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 shall be taken
in open session.

4.7 Minutes.

a. Duties of the Secretary. The Secretary, or Assistant Secretary if appointed, shall:
   1) Keep minutes of all meetings of the Board;
   2) Transcribe the minutes of each meeting within a reasonable time;
   3) Provide a copy of minutes for each member of the Board;
   4) File, index, and preserve all minutes papers and documents pertaining to the business
      and proceedings of the Board; and
   5) Be the custodian of all records of the Board and instruments of the Board.

b. Approval. The minutes shall be considered official when approved by the Board.

c. Public Record. Pursuant to KRS 61.835, the official minutes shall be open to public
   inspection no later than immediately following the next regularly scheduled meeting of
   the Board.

4.8 Attendance. Members who are unable to attend at least seventy-five (75) percent of the
regularly scheduled meetings during a year, including meetings of committees to which they are
assigned, should consider resignation from the Board. If a member continues to fail to attend
after notification from the Board Chair, the Board Chair or any member of the Board may
propose a Board resolution formally calling for the non-attending member to resign.

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.

ARTICLE VI

6.1 College President/Chief Executive Officer. Per duties listed in KRS 164.600, the college
president/chief executive officer 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/chief executive officer is responsible for leading the college in all education and managerial affairs including 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/chief executive officer 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 College Board. The college president/chief executive officer shall provide each Director a copy of applicable insurance policies covering each Director in connection with the defense of any action, suit, or proceeding to which the Director may be made a party by reason of being or having been a Director or Officer.

7.2 Training for Members of the Boards of Directors. The Board of Directors shall conduct an orientation for new members of the Board and at least biennial training for all members to provide knowledge of their statutory duties and best practices for an advisory board of a community and/or technical college and other topics that would benefit the Board.

ARTICLE VIII

8.1 Amendments. Any provision of these By-Laws (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.

8.2 Suspensions. Any provision of these By-Laws (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.

(SIGNED)
Ron L. Walker, Jr., Chair
Bluegrass Community and Technical College
Board of Directors

Date September 12, 2018

Bluegrass Community and Technical College
Board of Directors
Code of Ethics and Standards of Good Practice

The Bluegrass Community and Technical College is a public agency, duly organized and
operating under the Kentucky Community and Technical College System (KCTCS), which is
governed by the KCTCS Board of Regents. KRS 164.600 establishes the Board of Directors to
advice, support, and assist the college in serving its students and the citizens of the
Commonwealth and prescribes the duties of the Board of Directors.

In furtherance of this obligation and to promote public confidence in the college, the
Board of Directors hereby establishes this Code of Ethics and Standards of Good Practice (Code)
to promote ethical, businesslike and lawful conduct, including appropriate use of authority and
decorum while serving as an elected member of the Board of Directors. This code was written to
govern the conduct of Board members and as a guide for making ethical decisions.

WHEREAS, in support of the college’s mission, the college sets forth the ideals of
scholarship, lifelong learning, service to others, enrichment through diversity,
commitment to excellence, collegiality, mutual respect, and professional integrity; and

WHEREAS, the college is guided by the belief that a sense of true community is
achieved when these ideals and values are reflected in the behavior of its members
toward one another; and

WHEREAS, as we develop close ties with government and private sector
representatives, we acknowledge it is our responsibility as members of the college to act
in a way that maintains credibility and respect for the college; and

WHEREAS, the proper operation of the college requires that a Board member shall not
use public office to obtain private funds and that the public must have confidence in the
integrity of the college; and

WHEREAS, a member of the Board of Directors may not attempt to exercise individual
authority over the college and must uphold the interests of the college:

1. This accountability supersedes any conflicting loyalty that a Board member might
have as an advocate or supporter of specific interest groups, or a member of another
board, or as an employee of another organization;

2. This accountability supersedes the personal interest of any Board member acting as
an individual consumer of college services;

3. Board members recognize the authority of the Board Chair only to speak on behalf of
the Board and will direct any media contacts to the Board Chair or the college
president/chief executive officer;
4. Board members will not circumvent established lines of authority or interfere in the normal procedures established by the college president/CEO for management of the college;

5. Board members will not violate confidentiality including discussions, which occur at legally held, executive sessions of the Board;

6. Board members fully disclose potential conflicts of interest as soon as the facts reasonably indicate such potential;

7. Board members act with individual conviction but respect the Board’s collective decision-making, support the majority decision, and cooperate with other Board members;

8. Board members model and promote civility, collegiality, and mutual respect for and among all stakeholders in every interaction; and

9. This Code will be reviewed at least bi-annually in odd numbered years by the Board of Directors, which will approve all changes made to the Code.

WHEREAS, each member of the Board of Directors for the Bluegrass Community and Technical College shall be guided by this Code; commits to a high standard of ethical behavior; has the responsibility to conduct himself or herself with integrity; acts in a fair, consistent, and equitable manner; recognizes the need for accountability in what he or she may say and do; engages people without prejudice; takes personal responsibility for one’s actions and decisions; and is committed to excellence in the work of the Board.

NOW, THEREFORE, BE IT RESOLVED, the Board of Directors adopts the Bluegrass Community and Technical College Board of Directors Code of Ethics and Standards of Good Practice.
Bluegrass Community and Technical College
Board of Directors
Code of Ethics and Standards of Good Practice

Board of Directors' Signature Page

I certify that I have read the Code of Ethics and Standards of Good Practice and
I understand and agree to adhere to the Code.

Chair
Date 9/12/18, 2018

Vice Chair
Date 9/12/18, 2018

Secretary
Date 9/12/18, 2018

Board Member
Date 9/12/18, 2018

Board Member
Date 9/12/18, 2018

Board Member
Date 9-12, 2018

Board Member
Date 9-12, 2018

Board Member
Date 9-12, 2018

Board Member
Date 9-20, 2018

Board Member
Date 9-12-18, 2018