Board of Directors Bylaws

Board of Directors of Bluegrass Community and Technical College
Kentucky Community and Technical College System

ARTICLE I

1.1 Name. The name of the Board shall be the **Bluegrass Community and Technical College Board of Directors of the Kentucky Community and Technical College System**.

1.2 Bylaws. These Bylaws shall govern the conduct of the Board of Directors for Bluegrass Community and Technical College under the Kentucky Community and Technical College System.

ARTICLE II

2.1 Purpose.

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/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 III

3.1 Membership. Each 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 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.

3.2 Boards Representing More Than One College

The college election eligibility process shall ensure that of the three (3) elected board members defined in section 3.1 above at least one shall be elected from each college.

3.3 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 IV

4.1 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).

4.2 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.

4.3 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/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 V

5.1 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 the first Thursday of September. 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.

5.2 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 by the 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.

5.3 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 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, 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 regular and special 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 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.

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

5.5 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 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.

5.6 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.

5.7 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.

5.8 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.

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.

5.9 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 state 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

6.1 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 VII

7.1 President/Chief Executive Officer of the College. The president/ chief executive officer 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. The president/chief executive officer of the college is responsible for all education and managerial affairs. The president/chief executive officer 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/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 VIII

8.1 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 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 IX

9.1 Conflict of Interest. A Director shall be considered to have a conflict of interest (1) if such Director 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 (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 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 possible conflict of interest at the earliest practical time. Furthermore, the Director shall absent 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 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.

_____

O. R. (Randy) Powell, Chair
Bluegrass Community and Technical College Board of Directors

Signed October 4, 2006

Date adopted by Bluegrass Community and Technical College Board of Directors

4-30-99 7-1-00; 2-20-04 7-1-00; 2-20-04
Date Approved by Date(s) of Last Review Date(s) of Last Revision
President, KCTCS (Include all dates in
chronological order)
(SIGNED) 2-20-04 (SIGNED) 2-20-04
Recommended by Date President, KCTCS Date