

BYLAWS  
BOARD OF REGENTS  
NORTHERN KENTUCKY UNIVERSITY

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ARTICLE I – Membership and Meetings

- A. The governing body of Northern Kentucky University is the Board of Regents, which by statute is responsible for the effective governance of the University. (KRS 164.350)
1. Guiding Principles<sup>1</sup>
- a. The Board Chair speaks for the board. No other board member, unless designated by the Chair, has this prerogative and responsibility.
  - b. The Board Chair presents the board's positions, interests, policies, plans, and decisions to the public, the media, and public officials.
  - c. The board's authority and influence stems from its official standing as a full board with its assigned duties and responsibilities. No individual member, other than the chair, has the authority to speak for the board. No individual member has authority to take actions or make commitments for the board. Only the collective board has authority.
  - d. All substantive issues, proposals, resolutions, plans, information, data, and inquiries come to the board through the president of the institution. The president is the chief executive officer and has delegated authority from the board, and his functions cannot be performed without his direct-line and primary access to the board. The president is the only professional in the institution who is accountable to the board.
  - e. All efforts to circumvent the president are politely rejected by the board chair and the board.
  - f. No board member shall make a commitment on behalf of the institution or the board.
  - g. A board member shall make clear that s/he is not speaking for the board, and is not representing the board.

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<sup>1</sup> Adapted from *Boards and Communication: Best Practices from Lessons Learned*, Edward M. Penson, Penson-Strawbridge, 924 Summerbrooke Drive, Tallahassee, FL 32312, (850) 894-9793, FAX (850)894-9795.

- h. If a board member receives questions, requests, information, or threats, which deal directly or indirectly with the purview of the president of the institution, the board member shall inform the president as soon as possible. If the matter falls within the purview of the board chair, the board member will inform the board chair as soon as possible.

B. Appointment and Removal of Board Members.

1. The Board of Regents is comprised of members who are appointed or elected as provided by KRS 164.321, all other applicable Statutes of Kentucky, and the Constitution of the Commonwealth of Kentucky.
2. Board members may be removed by the Governor for cause, pursuant to KRS 63.080(2); or pursuant to KRS 63.080(3) or (4).
3. Regent Emeritus members, after selective designation, are invited as designated by Board Chair to attend meetings and functions of the Board of Regents without voting power:
  - a. An ad-hoc committee may be designated for the exclusive purpose of considering nominees for the status of Regent Emeritus designation for former members of the Board of Regents.
  - b. The ad-hoc committee shall consist of the President of the University, Chair of the Board of Regents and three other Board members selected by the Board Chair.
  - c. This committee shall review nominees for Regent Emeritus status with consideration to the following.
  - d. The Regent Emeritus status is a distinction bestowed upon those former Board members who have demonstrated continued service, commitment and contribution to the University and the University community at such a level as to additionally distinguish them as Board members.
  - e. The Board shall recognize that this designation is the highest distinction it may bestow upon a former Board member. Therefore, Regent Emeritus consideration and designation shall be done with the utmost consideration of contributions which warrant this extraordinary recognition.

C. Meetings: Meetings of the Board of Regents shall be held in accordance with the requirements of state statutes (KRS 164.340) and are of two kinds, regular meetings and special meetings:

1. Regular Meetings: There shall be at least four regular quarterly meetings of the Board of Regents each year. (KRS 164.340 requires a minimum of one board meeting per calendar quarter.) These meetings shall be held on such dates and at such places for the succeeding fiscal year as the Board of Regents shall determine at its last regular meeting of the fiscal

year. However, a majority of the board members may modify such meeting schedule during any fiscal year, provided the Board meets quarterly.

2. **Special Meetings:** Special meetings of the Board of Regents may be called by the Chair of the Board upon the written request of, the President, or any two Regents. The special meeting call shall be given to all Regents in writing at least two days before the meeting, or as required by Kentucky Revised Statutes.
3. **Notice of Meetings:** Due notice in writing of the regular meeting and of any changes in the dates, times, or places of a regular meeting shall be given by the Chair of the Board, the President or his designee in writing. All notices of special meetings shall indicate the item or items of business to be considered and shall be limited to those items.
4. **Quorum:** A quorum for the conduct of business shall consist of the actual physical presence of the majority of all the members of the Board of Regents. If the meeting is conducted by video teleconference in accordance with KRS 61.826, a quorum for the conduct of business shall consist of the video teleconference presence of the majority of all the members of the Board of Regents. Nevertheless, a majority of all members of the Board shall vote for all appropriations of money, and the employment or dismissal of any faculty member. KRS 164.340.
5. **Agenda:** For all meetings the Chair of the Board and President shall prepare an Agenda which shall be made available in writing to each Regent prior to the meeting. All regular meeting agenda shall include the minimum of the following:
  - a. Roll call
  - b. Report of the President (KRS 164.460 requires a written president's report according to a schedule established by the Board)
  - c. Quarterly financial Report of the Treasurer of the Board for those regular meetings which follow the end of a quarter (KRS 164.420)
6. **Consent Agenda:** Upon the concurrence of the Chair of the Board and the President, agenda items may be designated as consent agenda items in the agenda of a regular Board meeting. All items designated as consent agenda items shall be recommended for approval by a single vote by the Board of Regents without discussion of individual items. If any Regent objects to the inclusion of an item on the consent agenda s/he shall notify the Office President and the item will be voted on by separate motion.
7. Unless any Regent objects to the inclusion of an item on the consent agenda by notifying the President all items designated as consent agenda items shall be recommended for approval by a single vote by the Board of Regents without discussion of individual items.
8. **Conduct of Business:** All meetings shall be conducted in accordance with the principles of procedure prescribed in Roberts' Rules of Order, as most recently amended.

9. Board members must be present in person to vote or by video teleconference if the meeting is being conducted by video teleconference per KRS 61.826. Electronic or proxy votes will not be accepted.
10. Evaluation of Board Performance: No less frequently than every two years, the Board shall evaluate its performance. The Chair of the Board is charged with the responsibility of determining the procedure in collaboration with the Board by which such evaluations are to be conducted, subject to Board approval.
11. Ethics/Conflict of Interest: A conflict of interest occurs when any Regent has existing or potential interests that compete or could compete with the interests of the University or any directly affiliated organization, or which impair or might reasonably impair such Regent's independent, unbiased judgment in the discharge of one's responsibility.
  - a. Business, Financial or Property Interests: A Regent shall avoid entering into or maintaining any business or financial interests, transactions, acquisition or sale of property interests which are or may be in conflict with those of the University.
  - b. Disclosing Confidential Information: A Regent shall refrain from using confidential information obtained as a Regent in any manner with intent to result in financial gain for self or any other person, or any other business with which the Regent is associated.
  - c. Contracts: A Regent shall avoid any personal interest, direct or indirect, in any contract for the purchase of land, buildings, supplies, or services for the University.
  - d. Gifts: A Regent shall not accept gifts or benefits from any person holding contracts for supplies or services to the University.
  - e. Disclosure: Whenever any conflict of interest appears to exist after taking the oath of office, the Regent shall immediately fully disclose that conflict to the Board Executive Committee and to the President of the University. In no event shall such disclosure be delayed longer than seventy-two hours prior to consideration of the matter by the Board.

## ARTICLE II -- Duties

- A. The powers and duties conferred upon the Board of Regents to carry out the purposes of Northern Kentucky University are provided by law in Kentucky Revised Statutes. Such powers and duties include those contained in Chapters 164 and 164A of the Kentucky Revised Statutes and any other applicable statutes pertaining to the powers and duties of corporate boards. In addition to those powers specifically listed in Kentucky Statutes, the Board reserves the right to exercise powers and perform duties which are permitted by statute. Major powers and duties of the Board include, but are not limited to the following:
  1. Delegation of authority from the Board of Regents to the President.
  2. The promotion of the missions and goals of the University;

3. The adoption, observance, and evaluation of general education policies and procedures;
4. The authorization to establish or discontinue any branch, center or school and the presentation of such action to the Council on Postsecondary Education and any other public agency as required by law, for approval;
5. The authorization of the creation or discontinuance of degrees subject to approval of the Council on Postsecondary Education;
6. The selection of a President, Chair of the Board, Vice Chair, and Secretary, and upon the recommendation of the President, the appointment of all faculty members and the appointment of such administrative officers as are deemed necessary;
7. The determination of the salary ranges for all faculty, administrative and other University personnel and the establishment of insurance, retirement and other programs for the benefit of faculty, administrative and other personnel;
8. The establishment or discontinuance of any faculty rank;
9. The adoption of policies for granting leaves of absence, sabbaticals and the approval of promotions for administrative and faculty members;
10. The establishment of policies and procedures for granting tenure of faculty members;
11. The regulation of government and discipline of students and staff; and the regulation of government and discipline of faculty;
12. The approval of general policies governing student scholarships and loans;
13. The establishment of scholarships;
14. The approval of tuition charges and other fees, subject to approval by the Council on Postsecondary Education;
15. Upon appropriate clearances from state and or federal agencies, the issuance of revenue bonds to finance projects required by or convenient for students under its governance;
16. The care and preservation of all property belonging to the University;
17. Subject to the approval of the Finance and Administration Cabinet, the purchase and sale of real estate and the granting of easements;
18. The provision for the submission of such reports and budget requests as may be required by the Commonwealth of Kentucky except for the review and approval of the biennial budget, which the Board may delegate to the President;

19. The approval of the annual budget;
20. The formulation and periodic revision of long-range plans;
21. The power to govern its own members pursuant to KRS 164.350;
22. To ensure effective management and oversight of all University related foundations consistent with Kentucky Revised Statutes, Chapters 164, 164A and 273; and
23. Establishment or discontinuation of sport programs and major construction or substantial renovation of sport facilities, with delegation of oversight for intercollegiate athletics to the President. No less than annually, the Director of Intercollegiate Athletics shall submit to the Board of Regents a written report addressing academic, fiscal, and compliance issues of intercollegiate athletics.

### ARTICLE III -- Officers

- A. The officers of the Board of Regents shall consist of the Chair, Vice-Chair, and Secretary, and shall be selected annually, as required by statute, from the appointed membership of the Board.
  1. Chair: The Chair of the Board shall be selected annually as provided by law. Eligible candidates are those regents who have already served two years on the Board. The Chair may succeed him/herself for one term only. However, a past Chair may be a candidate if one full year has lapsed since last holding the position of Chair. The Chair is charged with the duty of maintaining that level of interest and activity among the members of the Board of Regents as will best contribute to the determination of broad policies, wise planning for the future, intelligent and considerate observance of the rights of the faculty and student body. The Chair shall preside at all Board of Regents meetings, unless unable to do so, in which case the Vice Chair shall preside. The Chair shall fix the order of business and shall perform such additional duties as may be imposed by statute or by the direction of the Board.
  2. Vice Chair: The Vice Chair of the Board shall act as Chair in the absence of the Chair and succeed the Chair in the event of a vacancy.
  3. Secretary: The Secretary shall perform all statutory duties, pursuant to KRS 164.450. The Secretary will attend all meetings of the Board unless excused by the Chair from doing so or unless circumstances beyond control make it impossible to attend. The Secretary shall record all the Minutes of all proceedings and shall perform all other functions which are usual to the duties of a Secretary for the Board of Regents. The Secretary shall assist the Board in the discharge of its official duties and these duties shall, in no way, be equated with those of the Treasurer for the University.
- B. The University shall have various administrative officers, two of whom are described herein because of their statutory responsibilities under Chapter 164 of the Kentucky Revised Statutes.

1. President: The President of the University shall be the chief executive and academic officer of the University. The President shall be selected by the Board for such term as the Board deems advisable, not to exceed four years. As chief executive and academic officer of the University, the President shall have those duties and powers as described below and in writing by the Board via contract and University policy.
  - a. The President shall be responsible for the operation of the University in conformity with the purposes and policies as determined by the Board of Regents;
  - b. The President shall act as adviser to the Board of Regents and shall have responsibility for recommending for consideration those policies and programs which in his opinion will best promote the interests of the University;
  - c. The President shall recommend to the Board of Regents long-range educational goals and programs and the new degrees which may be best suited to attain those goals and programs;
  - d. The President shall recommend to the Board the appointment, compensation, promotion and leaves of absence of the faculty and of other personnel as the Board may request;
  - e. The President shall be authorized to develop a suitable organization for the effective administration of the University and to designate positions and their titles subject to ratification by the Board;
  - f. The President shall be authorized to appoint, subject to subsequent ratification by the Board, an employee of the University;
  - g. The President shall be authorized, after consultation with the appropriate officer(s) or faculty member(s) and the affected individual, to suspend any member of the University at any time for proper cause;
  - h. The President shall have primary responsibility for the establishment and maintenance of proper relationships with the alumni and the alumnae;
  - i. The President shall at all times maintain effective relationships with the students, and shall guard and protect their best interests;
  - j. The President shall be responsible for the discipline of students with the power to impose appropriate penalties including expulsion;
  - k. The President shall submit to the Board of Regents in advance of the first meeting each fiscal year, her/his annual report of the operation of the University for the prior year;
  - l. The President, if so delegated, shall review and approve a biennial budget request as required by law; and,

- m. The President shall perform such other duties as may be required by the Board of Regents.
  - 2. Treasurer: The Board shall select a Treasurer of the University who shall serve in such capacity at the pleasure of the Board. The Treasurer shall be responsible for all the funds under the control of the University and such other duties as may be delegated to the office by the Board of Regents all in conformity with KRS 164.420. Pursuant to KRS 164.330 the Treasurer shall not be a member of the Board.
- C. The Chair of the Board and the President shall select a member of the President's Cabinet to serve as Executive Secretary to the Board of Regents who shall provide support in the preparation for meetings and serve as a liaison between individual Board Members and the President.
- D. Committees: The Chair of the Board may appoint, as necessary, ad hoc committees to conduct the governance functions of the Board, such as the Committee on Nominations, the Presidential Evaluation Committee, and others as required. For the purpose of discussion and enhanced understanding of University policies and procedures, the Chair may appoint members to standing committees in the areas of Policy and Finance. These non-voting Committees shall have as their agenda information items pertinent to the governance of the University.

Additionally, the Board shall establish the following standing committees: Executive and Audit.

- 1. The Executive Committee: The Executive Committee of the Board of Regents shall consist of the Chair, Vice Chair, and Secretary of the Board along with immediate past Chair if still Board member. The Executive Committee shall act for the Board only upon the prior authorization of the Board as specified through resolution(s) of the Board. The Executive Committee shall meet as necessary to consider University business. Its meetings shall be called by the Chair or the President in accordance with the requirements of state statutes. A quorum shall consist of two members of the Executive Committee. Furthermore, such meetings shall be conducted in accordance with the requirements of state statutes. Minutes shall be prepared for all meetings of the Executive Committee and the actions of the Executive Committee shall be presented to and ratified by the full Board no later than its next regularly scheduled meeting for the said action to have any force and effect except for prior delegated bond sale authorization.
- 2. Audit and Compliance Committee: The Audit and Compliance Committee of the Board of Regents shall consist of the Secretary who acts as chair, the Chair of the Board, and the Vice Chair of the Board. Its meetings shall be called by the Secretary in accordance with state statutes. The Audit and Compliance Committee shall meet with the University's external auditor for the purpose of reviewing all financial statements and management comments, and with appropriate personnel for the purpose of reviewing internal audit and compliance matters.



The Audit and Compliance Committee shall receive the recommendation of the University's Audit Review Committee and shall recommend to the Board of Regents the engagement of an external auditing firm. Its meetings shall be conducted in accordance with state statutes.

A quorum shall consist of two members of the Audit and Compliance Committee. A meeting summary shall be prepared for all meetings of the Audit and Compliance Committee and the actions of the Audit and Compliance Committee shall be presented to and ratified by the full Board no later than its next regularly scheduled meeting for the said action to have any force and effect.

#### ARTICLE IV -- Indemnification

The Board of Regents hereby adopts in its entirety for the benefit of all Regents, officers (past, present and future), administrators, faculty, staff and designated volunteers, and their heirs, executors and administrators (hereinafter, the "class"), Kentucky Revised Statute 271B.8-500, et.seq. and its amendments or replacements, on the indemnification of the Class as if the terms of said statute were herein specifically set out. It is the purpose of this By-law to provide that any member of the Class be afforded a legal defense and indemnification for any acts or actions taken in good faith and within the scope of his/her official duties while on the official business of the University.

In the absence of commercial insurance coverage secured by the University, the Class shall be indemnified and be held harmless from and against all civil liabilities, including judgments, decrees, fines, penalties, expenses, fees, amounts paid in settlement or any other costs, losses (including but not limited to attorney's fees and court costs) not otherwise covered by the insurance coverage maintained by the University and arising or resulting from or in connection or association with, any threatened, pending or completed action, suit or proceeding (whether civil, administrative, investigatory or otherwise) and any appeals related thereto, under which said indemnified persons are parties or participants because of their actions or omissions performed in good faith and in any capacity during the course and in the scope of their employment on behalf of the University, whether incurred before or after the adoption of these Bylaws, unless they are finally adjudicated to be liable for willful, wanton or malicious conduct or criminal conduct as defined by law or regulation of any state or national government. Indemnification must conform with state and federal statutes and regulations.

All requests for indemnification must be submitted in writing to the University Legal Counsel. This must occur within five (5) calendar days of receipt of any court documents related to a claim against a member of the Class, or within thirty (30) calendar days of actual notice, verbal or written, of any assertion of a claim against a member of the class.

The administration is authorized to promulgate procedures that conform with this indemnification and defense policy.

#### ARTICLE V – Communication

- A. All communication of the University directed to the Board shall be channeled through the Office of the President. All official communications from the Board of Regents shall be similarly channeled through the Chair and copies thereof furnished to the President.
- B. The President and General Counsel will provide a regular pending litigation and issues likely to lead to litigation report to the Board during executive session.

#### ARTICLE VI – Minutes

All Minutes of the Board shall, after their approval by the Board, be open to inspection by any citizen; such inspection shall conform with existing statutes governing freedom of information and privacy. All Regents shall be provided with approved copies of all Minutes of their actions.

#### ARTICLE VII – Signature Authority

The Chair and President shall be authorized to execute in the name and on behalf of the University any instrument which may require the name of the University to be signed thereto and the Secretary shall have the authority to attest same.

#### ARTICLE VIII – Board Education

- A. All persons appointed after May 30, 1997, shall be required to attend and complete an orientation program prescribed by the council under KRS 164.020, as a condition of their service.
- B. The Office of the President will maintain materials related to higher education governance issues. The Board may also request expert training on pertinent governance issues at its annual retreat.

#### ARTICLE IX -- Amendments

Amendments to these bylaws may be proposed by any member at any duly constituted meeting of the Board by requesting that the item be added to the Board agenda prior to the meeting. Amendments to these bylaws shall become effective on the date of the first meeting following the amendments approval. Adoption of amendments shall require a vote of two-thirds of the members. The By-laws as amended and adopted supersede all prior By-Laws and Governing Regulations.