

# **The BYLAWS of the Owensboro Community and Technical College Board of Directors**

**WHEREAS**, the Board of Directors of Owensboro 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 Owensboro Community and Technical College adopts these bylaws for the government of its members.

## **ARTICLE I**

### **1.1 Name**

The name of the Board shall be the Owensboro Community and Technical College Board of Directors of the Kentucky Community and Technical College System.

### **1.2 Bylaws**

In the absence of statutory direction, these Bylaws shall govern the conduct of the Board of Directors for Owensboro Community and Technical College under the Kentucky Community and Technical College System, hereinafter referred to as the "Board," which is a board as defined in KRS 164.350; 164.360; 164.365; and 164.400 as amended by HB 1, First Extraordinary Session 1997, HB 223, 2003 Regular Session, and elsewhere in statute.

### **1.3 Statutory Authority**

The Board was established by KRS 164.310 *et seq.* as amended by HB 1, First Extraordinary Session 1997. Its duties and responsibilities are described in KRS 164.310 as amended by HB 1, First Extraordinary Session 1997. The sole governing authority for all colleges of the Kentucky Community and Technical College System is the KCTCS Board of Regents.

## **ARTICLE II**

### **2.1 Purpose**

In carrying out its duties, the Board shall seek to fulfill its mission as established in KRS 164.310 as amended in HB 1, First Extraordinary Session 1997. The Board of Directors shall:

- A. Recommend one (1) candidate for the Owensboro Community and Technical College President 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 Owensboro Community and Technical College president/chief executive officer and advise the President of KCTCS 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 Owensboro Community and Technical 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**

As established in KRS 164.321 as amended 2000, KY Acts Ch. 214 and Ch. 373, each Board of Directors shall consist of ten (10) members as follows: seven (7) of whom shall be appointed by the Governor. 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. 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.
- B. Faculty Member. The faculty member shall be on the teaching or research faculty of Owensboro Community and Technical College. They shall be elected by secret ballot of all full-time faculty members of Owensboro Community and Technical 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 Owensboro Community and Technical 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 of Directors.

- 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 Owensboro Community and Technical 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 Owensboro Community and Technical 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 the president of the student body of Owensboro Community and Technical College. If the president of the student body is not a full-time student who maintains permanent residency in the Commonwealth of Kentucky; a special election shall be held to select a full-time student who does maintain permanent residency in this Commonwealth as the student member.

### **3.2 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.

## **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.

### **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.

#### **4.4 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 Regular Meetings**

The Board shall generally meet in regular session on the second (2nd) Thursday every other month beginning in January 2016 (January, March, May, July, September, and November). The November meeting shall be considered the annual meeting for the Board of Directors. Regular meetings of the Board shall be held in the Administration Boardroom of Owensboro Community and Technical College. However, regular meetings of the Board may be held at other sites as determined by a majority vote of the Board. 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, *et seq.*

## 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 days (3) 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 meeting 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 (7) 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 (5) days in advance of the special meeting. Notice to members shall be by mail, personal delivery, facsimile transmission, or electronic communication 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, pursuant to KRS 164.289, the faculty member and the staff 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. However, voting is permitted via ITV.

#### **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 issue proper notice of all meetings of the Board; 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. The secretary shall sign attesting to the accuracy of the minutes and the Board Chair shall sign certifying approval of the minutes.
- 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 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 Owensboro Community and Technical College**

The president/chief executive officer of Owensboro Community and Technical 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.

### **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 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 Owensboro Community and Technical 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. 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.

## **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 judgement 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 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 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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Jeff B. Carpenter  
Chair

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Scott Williams, Ph.D.  
President