

BY-LAWS OF  
BOARD OF REGENTS OF  
NORTHERN KENTUCKY STATE COLLEGE

Adopted on January 15, 1974

ARTICLE I

A. The governing body of Northern Kentucky State College is the Board of Regents, which by statute is responsible for seeing to the effective government of the College.

B. The Board of Regents is composed of members which are appointed as provided by the Statutes of Kentucky as they now exist or as they may be hereinafter amended.

Any former Regent, other than the faculty or student Regent, who has not been reappointed as an active Regent, may if the Board of Regents so chooses, become a Regent Emeritus, entitling said Regent Emeritus to attend all meetings and functions of the Board of Regents without voting power.

C. Meetings: Meetings of the Board of Regents are of two kinds, regular meetings and special meetings.

1. Regular Meetings - There shall be four regular meetings of the Board of Regents each year during the months of January, April, July and October. These meetings shall be held on such dates and at such places for the succeeding calendar year as the Board of Regents shall determine at its last regular meeting of the calendar year.

2. Special Meetings - Special meetings of the Board of Regents may be called by the Chairman of the Board, the President,

or any two Regents by giving all Regents at least a two day written notice of the meeting.

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 Chairman, the President or Secretary of the Board of Regents. Such notice shall be sent by mail or telegram. All notices of a special meeting shall indicate the item or items of business to be considered.

4. Quorum - A quorum for the conduct of business shall consist of the majority of the members of the Board of Regents being present in person.

5. Agenda - For all meetings the Chairman or President shall prepare an Agenda which shall be mailed 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
- c) Quarterly financial statement submitted by the  
Comptroller/Business Manager for the preceding  
quarter.

6. Conduct of Business - All meetings shall be conducted in Accordance with the principles of procedure prescribed in Roberts' Rules of Order.

## ARTICLE II

A. The powers and duties conferred upon the Board of Regents for carrying out the purposes of Northern Kentucky State College are as provided by law in Kentucky Revised Statutes and in addition thereto, the major powers and duties are:

1. the preservation of the ideals and traditions of the College;
2. the establishment of a general education policy;
3. the authorization of the establishment of any additional branch, center or additional school and the presentation of such action to the Council on Public Higher Education, for its recommendation, and to the General Assembly, for its approval;
4. the authorization of the creation or discontinuation of degrees;
5. the election of a Chairman of the Board, President, Vice President for Academic Affairs, Vice President for Administration, Comptroller, Secretary, and the appointment of faculty members upon the recommendation of the President and Vice President for Academic Affairs, and such other administrative officers as are deemed necessary including Counsel for the College and Certified Public Accountants;
6. the determination of the salary range for all administrative and faculty personnel and the establishment of insurance, retirement and other programs for the administration's and faculty's benefit;
7. the establishment or discontinuation of any faculty rank;
8. the granting of leaves of absence to and the approval of promotions of administration and faculty members;
9. the establishment of tenure for faculty members;
10. the regulation of government and discipline of students and the regulation and government and discipline of faculty;
11. the approval of general policy governing student scholarships and loans;

12. the establishment of scholarships;
13. the fixing of tuition charges and other fees;
14. the issuance of revenue bonds to finance projects required by or convenient for students under its control;
15. the care and preservation of all property belonging to the College;
16. subject to the approval of the Department of Finance, the purchase and sale of real estate and the granting of easements for roads, streets, sewers, water lines, utility lines, or other purposes;
17. provide for the submission of such reports and budget requests as may be required by State Government;
18. the approval of the annual budget;
19. the formulation and periodic revision of long-range plans.
20. in addition to the above mentioned powers, the Board of Regents shall have the power to govern its own members and may, remove one of its own members, by two-thirds affirmative vote of all the members, if removal is predicated upon incompetency, neglect or refusal to perform his duty, or immoral conduct. A Regent shall not be removed until after ten days notice in writing, stating the nature of the charges preferred, and after an opportunity has been given him to make a defense before the Board by counsel and to introduce testimony which shall be heard and determined by the Board. Charges shall be preferred by the Chairman.

### ARTICLE III

A. The officers of the Board of Regents shall consist of the Chairman, President, Vice President for Academic Affairs, Vice President for Administration, Comptroller, Treasurer, Secretary and Assistant Secretary to the Board of Regents and such other officers as the Board of Regents deems necessary to carry out its responsibility of governing the College.

1. Chairman - The Chairman shall be elected annually as provided by law and 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. He shall preside at all Board of Regents' meetings and shall fix the order of business and shall perform such additional duties as may be imposed on his office by statute or by the direction of the Board.

2. President - The President of the College shall be the chief executive and academic officer of the College. He may be a member of the General Faculty.

The President shall be elected by the Board for such term as the Board deems advisable, not to exceed four years. He shall attend all meetings of the Board of Regents.

As chief executive and academic officer of the College, the President shall have the following powers and duties:

a) he shall be responsible for the operation of the College in conformity with the purposes and policies as determined by the Board of Regents;

b) he shall act as adviser to the Board of Regents and shall have responsibility for recommending to it for consideration those policies and programs which in his opinion will best promote the interests of the College;

c) he 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) he shall recommend to the Board the appointment, compensation, promotion and leaves of absence of the faculty on his own or upon the recommendation of the Vice President of Academic Affairs;

e) he shall be authorized, after consultation with the Department head, or affected administration officer, to suspend any faculty member at any time for proper cause;

f) he shall have primary responsibility for the establishment and maintenance of proper relationships with the alumni and the alumnae;

g) he shall at all times maintain cordial relationships with the students, guarding and protecting their best interests;

h) he shall be responsible for the discipline of students with the power to impose appropriate penalties including expulsion;

i) he shall submit to the Board of Regents in advance of the July meeting each year, his annual report of the operation of the College for the prior year and he shall prepare and submit to the Board a biennial budget request as required by law.

j) he shall perform such other duties as may be required by the Board of Regents.

3. Vice President of Academic Affairs - The Board of Regents shall elect the Vice President of Academic Affairs for a term not to exceed four years.

a) The Vice President of Academic Affairs shall be the Academic Dean of the College and will be responsible for the academic program of the College and shall perform other duties as may be required by the President and by the Board of Regents.

4. Vice President of Administration - The Board of Regents shall elect the Vice President of Administration for a term not to exceed four years.

a) The Vice President of Administration shall be in charge of the administration of the College including general supervision of all administrative personnel, construction, reconstruction and maintenance of the college property, supervise and the preparation of the budget and financial affairs, provide for the security of the college campus and perform such other duties as may be required by the President and the Board of Regents.

5. Comptroller and Business Manager - The Board of Regents shall elect the Comptroller and Business Manager for a term not to exceed four years.

a) The Comptroller and Business Manager shall be the chief financial officer of the College and shall have supervision of the financial affairs of the College and he shall advise the Board of Regents and the President on all financial matters affecting the College. Subject to the direction of the Board, the President and the Vice President of Administration, he shall prescribe accounting procedures and practices for the disbursement of all funds for auxiliary services and operations, institute procedures, policies and controls which will assure the faithful execution of the budget. He shall see that no expenditures are made without proper authorization. In addition, he shall advise the Board of Regents on all matters relating to the duties of his office and he shall perform such other duties as may be assigned to him by the Board of Regents, the President or Vice President of Administration.

6. Secretary - The Board of Regents shall elect a Secretary for a term not to exceed one year.

a) Secretary will attend all meetings of the Board and shall record all the Minutes of all proceedings and shall perform all other functions which are usual to the duties of a Secretary and shall assist the Board in the discharge of its official duties.

7. Treasurer - The Board of Regents shall elect a Treasurer of the Board for a term not to exceed one year and the Treasurer shall be responsible for the funds of the Board of Regents and such other duties as may be delegated to the office by the Board of Regents.



8. Assistant Secretary - The Board of Regents shall elect an Assistant Secretary for a term not to exceed one year.

a) The Assistant Secretary shall act as Secretary in the absence of the Secretary.

#### ARTICLE IV

A. The Board of Regents hereby recognizes and approves the Academic Community Code, the Constitution of the Faculty Assembly, Student Government Constitution and the Academic Courts and Codes and same shall govern in its respective jurisdiction except where in conflict with these By-Laws as same are hereby constituted or may be hereinafter amended, in which case the By-Laws of the Board of Regents shall govern and prevail.

The Board of Regents hereby adopts in its entirety for the benefit of all Regents, officers and administrators and faculty, Kentucky Revised Statute 271A.025 on the indemnification of the above described class as if the terms of said statute were set out specifically herein, it being the purpose of this By-Law to insure that if any legal action or claim is made against any member of the above described class, they will be afforded a legal defense and indemnification for any acts or actions taken while on official business of the College.

#### ARTICLE V

A. All communications directed to the Board of Regents shall be channeled through the office of the President or through the Chairman of the Board. All communications from the Board of Regents shall be similarly channeled or copies thereof furnished to the President or the Chairman.

## ARTICLE VI

A. All Minutes of the Board of Regents shall after their approval by the Board of Regents and upon the direction of the Chairman be open to the inspection by any citizen who gives a proper reason for such inspection. All Regents shall be provided with approved copies of all Minutes of their actions.

## ARTICLE VII

A. The Chairman, President and Vice President for Administration shall be authorized to execute in the name and on behalf of the College any instrument which may require the name of the College to be signed thereto and the Secretary shall have the authority to attest same.

## ARTICLE VIII

A. These By-Laws may be amended at any regular meeting by the Board of Regents by a majority vote of all the members of the Board provided the proposed amendment or amendments have been submitted to the Board of Regents at least ten days prior to the meeting upon which the amendment or amendments are to be voted upon.

(16) To be a promoter, partner, member, associate or manager of any partnership, joint venture, trust or other enterprise; and

(17) To have and exercise all powers necessary or convenient to effect its purposes.

(1972 H 178, § 4, eff. 7-1-72)

#### SOURCE NOTE (1972)

Identical to MBCA § 4 with the proviso in subsection (3) relating to corporate seal added. This is based on former KRS 271.125, subsection (1).

#### FORMER RELATED KRS SECTIONS

271.145, 271.425

#### CROSS REFERENCES

Creation of authority, which governmental units may form or join, general powers and purpose, 96A.020  
Application to existing corporations, 271A.675  
Powers of title insurer, 304.22-030

#### AM JUR AND ALR ANNOTATIONS

Powers and functions of corporations, generally. 19 Am Jur2d, Corporations §952 to 962.  
Partnership or joint venture, corporation's power to enter into. 60 ALR2d 917.

#### PRE 1972 CORPORATION LAW NOTES

271.125

#### AM JUR AND ALR ANNOTATIONS

Powers and functions of corporation. 13 Am Jur, CORPORATIONS § 739 et seq.

Humanitarian purposes, right of business corporation to use its funds or property for. 3 ALR 443.

Receiver's appointment as excuse for nonperformance of contract. 3 ALR 627; 12 ALR 1079; 33 ALR 499.

Covenant of vendor of business not to engage in a similar business, right of corporation organized by the purchaser, to enforce, 4 ALR 1081.

Power of corporation to guarantee for accommodation the contracts of its customers or vendors with third persons. 11 ALR 554.

Debts of predecessor, agreement by corporation to assume. 15 ALR 1181; 149 ALR 312.

Promoter's contract for purchase of property, liability of corporation on. 17 ALR 489; 49 ALR 678; 123 ALR 736.

Fraud in execution of corporate notes, which will throw upon subsequent holder burden of proving that he is holder in due course. 18 ALR 57; 57 ALR 1089.

Conclusiveness of decision of corporate officers or directors that property is of sufficient value to warrant a loan under the powers of the corporation. 18 ALR 645.

Jurisdiction of action involving ultra vires act of foreign corporation. 18 ALR 1394; 89 ALR 739; 155 ALR 1241.

Guarantor or surety for corporation, incapacity of principal to contract as affecting liability of. 24 ALR 847; 43 ALR 589.

Interlocutory mandatory injunction to compel surrender of possession of corporate property. 32 ALR 910.

Power of corporation to pass title to real property which it holds in excess of its powers. 37 ALR 204; 62 ALR 494.

Power of corporation with respect to payment of bonus to officers or employees. 40 ALR 1423; 88 ALR 751; 164 ALR 1125.

Officer's or stockholder's personal debt, validity of obligation given by corporation for. 47 ALR 78.

Dissolution of corporation or forfeiture or expiration of its charter as affecting powers with respect to contracts. 47 ALR 1366, 1368, 1376; 97 ALR 481.

Pledge of unissued corporate stock. 51 ALR 1134.

Informality of meeting of directors as affecting authorization of transfer of corporate property. 64 ALR 717.

Action on contract made by promoters, right of corporation to maintain. 66 ALR 1425.

Heirs or next of kin's right to attack devise to corporation on ground of its incapacity to take. 69 ALR 1359.

Negotiable Instruments Law, construction and effect of provision of, as to indorsement or assignment of instrument by corporation. 73 ALR 173.

Records, right of corporation engaged in business of abstracting or insuring titles to inspect or make copies of. 80 ALR 774.

Corporation as party to joint adventure. 80 ALR 1049.

Creditors or their representatives, right of, to complain of pledge of corporate assets by corporation which subsequently becomes insolvent. 117 ALR 1263.

Failure of purchaser of stock from existing corporation, or of subscriber thereto, to pay for same as affecting his right to dividends. 122 ALR 1048.

Power of corporation to enforce a contract made after taking steps necessary to put its corporate existence beyond collateral attack, as affected by limited amount of capital subscribed or paid in. 128 ALR 874.

Quo warranto, power of district or prosecuting attorney to bring action of, involving corporate powers. 131 ALR 1220; 153 ALR 899.

Privacy, corporation's right of. 138 ALR 54; 168 ALR 454.

Right of corporation to engage in business, trade, or activity requiring license from public. 165 ALR 1098.

Applicability of statutes regulating sale of assets or property of corporation as affected by purpose or character of corporation. 9 ALR2d 1306.

Power of corporation to ratify act of corporate officer or agent in hiring employee for life. 28 ALR2d 938.

Power of corporation with respect to payment of remuneration, bonus, and the like, to widow or family of deceased officer. 29 ALR2d 1262.

Power to ratify stock option plan under which selected personnel of corporation may acquire stock interest therein. 34 ALR2d 855-867.

Who may assert invalidity of sale, mortgage, or other disposition of corporate property without approval of stockholders. 58 ALR2d 734.

Power of corporation to change existing redemption rights of common stock shareholders. 70 ALR2d 843.

Judgment in action by or against stockholder or corporate officer as re judicata in action by or against corporation. 81 ALR2d 1323.

#### 271A.025 Indemnification of officers, directors, employees and agents.

(1) A corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(2) A corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably

believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(3) To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsection (1) or (2), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(4) Any indemnification under subsection (1) or (2) (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsections (1) or (2). Such determination shall be made:

(a) By the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or

(b) By the shareholders.

(5) Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action or proceeding as authorized in the manner provided in subsection (4) upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this section.

(6) The indemnification provided by this section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(7) A corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this section.

(8) For the purposes of this section, references to "the corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation as he would if he had served the resulting or

surviving corporation in the same capacity.  
(1972 H 178, § 5, eff. 7-1-72)

#### SOURCE NOTE (1972)

Identical to MBCA § 5 with MBCA § 5(d)(2) omitted. KRS 271A.025(8) has been added to MBCA provisions, no source indicated.

#### FORMER RELATED KRS SECTION

271.375

#### PRE 1972 CORPORATION LAW NOTES

271.375

#### AM JUR AND ALR ANNOTATIONS

Indemnification of directors and officers. 19 Am Jur 2d Corporations § 1395, 1396.

### 271A.030 Right of corporation to acquire and dispose of its own shares.

(1) A corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, but purchases of its own shares, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted earned surplus available therefor, and, if the articles of incorporation so permit or with the affirmative vote of the holders of a majority of all shares entitled to vote thereon, to the extent of unreserved and unrestricted capital surplus available therefor.

(2) To the extent that earned surplus or capital surplus is used as the measure of the corporation's right to purchase its own shares, such surplus shall be restricted so long as such shares are held as treasury shares, and upon the disposition or cancellation of any such shares the restriction shall be removed pro tanto.

(3) Notwithstanding the foregoing limitation, a corporation may purchase or otherwise acquire its own shares for the purpose of:

(a) Eliminating fractional shares;

(b) Collecting or compromising indebtedness to the corporation;

(c) Paying dissenting shareholders entitled to payment for their shares under the provisions of this chapter; and

(d) Effecting, subject to the other provisions of this chapter, the retirement of its redeemable shares by redemption or by purchase at not to exceed the redemption price.

(4) No purchase of or payment for its own shares shall be made at a time when the corporation is insolvent or when such purchase or payment would make it insolvent.

(1972 H 178, § 6, eff. 7-1-72)

#### SOURCE NOTE (1972)

Identical to MBCA § 6.

#### FORMER RELATED KRS SECTION

271.135

#### CROSS REFERENCES

Agricultural cooperative association may buy in stock, 272.201  
Rural electric cooperative corporation, limitations on stock ownership, 279.090, 279.100

#### AM JUR AND ALR ANNOTATIONS

Rights of creditors of corporation with respect to its purchase or acquisition of its own stock. 47 ALR2d 758.

271.135

#### PRE 1972 CORPORATION LAW NOTES

This statute does not apply to stock held in a fiduciary capacity. *Graves v Security Trust Co*, 389 SW(2d) 114 (1963).