

B Y - L A W S
OF
B O A R D O F R E G E N T S
OF
NORTHERN KENTUCKY UNIVERSITY

ADOPTED: 27 AUGUST, 1976

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BY-LAWS

BOARD OF REGENTS
NORTHERN KENTUCKY UNIVERSITY
Adopted on 27 August, 1976

ARTICLE I

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

B. The Board of Regents is composed of members who are appointed as provided by the Statutes of Kentucky.

Any former member of the original Board of Regents 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 quarterly meetings of the Board of Regents each year. 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 special meetings 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

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 to carry out the purposes of Northern Kentucky University are provided by law in Kentucky Revised Statutes; in addition thereto, other major powers and duties are:

- 1. the promotion of the missions and goals of the University;
- 2. the adoption, observance, and evaluation of general education policies and procedures;
- 3. the authorization to establish or discontinue any branch, center or school and the presentation of such action to the Council on Public

Higher Education and any other public agency as required by law, for approval;

4. the authorization of the creation or discontinuance of degrees;
5. the election of a Chairman of the Board, President, and Secretary, the appointment of faculty members upon the recommendation of the President, and the appointment of such administrative officers upon recommendation of the President as are deemed necessary including Counsel for the University;
6. the determination of the salary ranges for all faculty, administrative and University personnel and the establishment of insurance, retirement and other programs for the benefit of faculty, administrative and other personnel;
7. the establishment or discontinuance of any faculty rank;
8. the adoption of policies for granting leaves of absence and the approval of promotions for administration and faculty members;
9. the establishment of policies and procedures for granting tenure of faculty members;
10. the regulation of government and discipline of students and the regulation of government and discipline of faculty;
11. the approval of general policies governing student scholarships and loans;
12. the establishment of scholarships;
13. the fixing of tuition charges and other fees, subject to approval by the Council on Public Higher Education;
14. upon appropriate clearances, the issuance of revenue bonds to finance projects required by or convenient for students under its governance;

15. the care and preservation of all property belonging to the University;
16. subject to the approval of the Executive Department for Finance and Administration, 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 members, by two-thirds affirmative vote of all the members, if removal is predicated upon incompetency, non-attendance at more than three consecutive regular meetings of the Board for reasons other than illness, neglect or refusal to perform his or her 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 or her 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, 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 University.

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 University shall be the chief executive and academic officer of the University. 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 University, the President shall have the following powers and duties:

a) he shall be responsible for the operation of the University 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 for consideration those policies and programs which in his opinion will best promote the interests of the University;

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 and of other personnel as the Board may request;

e) he 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) he shall be authorized to appoint, subject to subsequent ratification by the Board, an employee of the University under conditions set by the Board;

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

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

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

k) he shall submit to the Board of Regents in advance of the first meeting each fiscal year, his annual report of the operation of the University for the prior year;

l) he shall prepare and submit to the Board a biennial budget request as required by law;

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

3. Principal academic officer - The Board of Regents upon recommendation of the President shall appoint a principal academic officer for a term not to exceed four years.

a) The principal academic officer shall be responsible for the academic program of the University and shall perform other duties as may be required by the President.

4. The principal officer for administrative services - The Board of Regents shall upon recommendation of the President appoint a principal administrative services officer for a term not to exceed four years.

a) The principal officer for administrative services shall be in charge of the administrative services of the University including general supervision of all service personnel; construction; reconstruction; maintenance of University property; the security of the University campus; and perform such other duties as may be required by the President.

5. The principal budget and financial officer - The Board of Regents shall upon the recommendation of the President elect the principal budget and financial officer for a term not to exceed four years.

a) The officer shall be the financial officer of the University, shall have supervision of the financial affairs of the University, and shall advise the President on all financial matters affecting the University who in turn reports to the Board. Subject to the direction of the Board and the President, he shall prescribe accounting procedures and practices for the disbursement of all funds and 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 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 President.

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 Senate, 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, he or she will be afforded a legal defense and indemnification for any acts or actions taken while on official business of the University.

ARTICLE V

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

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 under existing statutes governing freedom of information and privacy. All Regents shall be provided with approved copies of all Minutes of their actions.

ARTICLE VII

A. The Chairman 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

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 at least ten days prior to the meeting upon which the amendment or amendments are to be voted upon.

NOTE: Where the pronoun "he" is used in the above By-Laws, same shall define both male and female genders.

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 subsection (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. (Enact. Acts 1972, ch. 274, § 5.)

Kentucky Law Journal. Ham, Kentucky Adopts a New Business Corporation Act, 61 Ky. L. J. 73 (1972).

Shivel, Organizing the Corporation Under the New Kentucky Business Corporation Act—A Comparison with Prior Law, 61 Ky. L. J. 95 (1972).

Hatfield, Statutory Treatment of Directors and Officers Under the Kentucky Business Corporation Act, 61 Ky. L. J. 115 (1972).

Thompson, Changes in the Treatment of the Close Corporation Under the New Kentucky Business Corporation Act, 61 Ky. L. J. 260 (1972).

Opinions of Attorney General. Funds from the sinking fund may neither be used to purchase insurance nor to directly indemnify the directors; and the commissioners of the sinking fund are not authorized to vote upon the question

of direct indemnification of the directors because they have merely an equitable relationship to the shares while legal title remains with the city. OAG 75-175.

The Louisville Water Company may either purchase indemnity insurance for its directors or indemnify the directors directly upon vote of the city, as the shareholder, through the mayor as its executive authority. OAG 75-175.

The Louisville Water Company being judicially recognized as a corporate entity, albeit with special characteristics, the corporation may purchase indemnity insurance for its directors under subsection (7) of this section and the funds to purchase such insurance must come from the corporation's revenue and not from the dividends declared on the stock which become a part of the sinking fund. OAG 75-175.