

**BY-LAWS**

**BOARD OF REGENTS  
NORTHERN KENTUCKY UNIVERSITY  
Adopted on August 27, 1976  
Revised: July 27, 1988  
Revised: May 6, 1992  
Revised: August 13, 1992**

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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. (KRS 164.350)

B. Composition of the Board of Regent Emeritus Status.

1. The Board of Regents is composed of members who are appointed as provided by KRS 164.320, all other applicable Statutes of Kentucky, and the Constitution of the Commonwealth of Kentucky.

2. 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 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 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 Chairman of the Board upon the written request of, the President, or any two Regents. The Chairman's 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 Chairman, the President or Secretary of the Board of Regents. Such notice shall be sent by mail, facsimile transmission, 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 actual physical 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 teacher. KRS 164.340.

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 (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 KRS 164.420

6. 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.

## 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. 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. 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 Higher Education and any other public agency as required by law, for approval;
4. the authorization of the creation or discontinuance of degrees subject to approval of the Council on Higher Education;
5. the selection of a President, Chairman of the Board, and Secretary/Treasurer of the Board, and upon the recommendation of the President, the appointment of faculty members and the appointment of such administrative officers as are deemed necessary;
6. 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;
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 administrative 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, faculty and staff; 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 Higher Education;
14. 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;
15. the care and preservation of all property belonging to the University;
16. subject to the approval of the Finance and Administration Cabinet, the purchase and sale of real estate and the granting of easements;
17. the provision 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; and
20. the power to govern its own members pursuant to KRS 164.350 (2)

### ARTICLE III

#### Officers

A. The officers of the Board of Regents shall consist of the Chairman, Vice-Chairman of the Board, Secretary/Treasurer of the Board, 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. The selection of officers will normally occur at the summer meeting of the Board.

1. Chairman - The Chairman shall be selected annually as provided by law HB 149, Section 5, (1). Eligible candidates are those regents who have already served two years on the Board. The Chairman may succeed himself for one term only. However, a past Chairman may be a candidate if one full year has lapsed since last holding the position of Chairman. The Chairman 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, unless he is unable to do so, in which

case the Vice Chairman shall preside. The Chairman 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. The Vice Chairman - The Vice Chairman shall act as Chairman in the absence of the Chairman and succeed the Chairman in the event of a vacancy.

3. Secretary/Treasurer of the Board - The Board shall select a Secretary/Treasurer for a term not to exceed one year.

a. The Secretary/Treasurer shall perform all statutory duties, pursuant to KRS 164.450. The Secretary/ Treasurer will attend all meetings of the Board unless he is excused by the Chairman from doing so or unless circumstances beyond his control make it impossible for him to do so. The Secretary/Treasurer shall record all the Minutes of all proceedings and shall perform all other functions which are usual to the duties of a Secretary/Treasurer for the Board of Regents. The Secretary/Treasurer shall assist the Board in the discharge of its official duties and his duties shall, in no way, be equated with those of the Treasurer for the University.

4. Assistant Secretary - The Board shall select an Assistant Secretary for a term not to exceed one year.

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

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 the following duties and powers as described in the Administrative Regulations of the University.

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, and shall guard and protect 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.

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 Executive Committee of the Board of Regents shall consist of the Chairman, Vice Chairman, Secretary/Treasurer of the Board. 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 Chairman 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.

#### ARTICLE IV

The Board of Regents hereby adopts in its entirety for the benefit of all Regents, officers, administrators, faculty, and staff (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 for each event which results in a claim or claims of liability against any member of the Class, plus associated legal fees. 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) 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 policy.

#### ARTICLE V

A. All communications 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 Chairman and copies thereof furnished to the President.

#### ARTICLE VI

A. All Minutes of the Board shall, after their approval by the Board and upon the direction of the Chairman, 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

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. The 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 in writing 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.