



# THE GOLD BOOK

*Bylaws of the*  
**KENTUCKY STATE UNIVERSITY**  
**BOARD OF REGENTS**

**January 31, 2025**

# THE GOLD BOOK

## *Bylaws of the* **KENTUCKY STATE UNIVERSITY** **BOARD OF REGENTS**

### **ARTICLE I**

#### *Declaration*

**Section 1.1:** The governance of Kentucky State University is vested in the Board of Regents of Kentucky State University. The Board, in conformity with the laws and Constitution of the Commonwealth of Kentucky, shall have exclusive jurisdiction, power, and authority with regard to the supervision, management, and control of Kentucky State University; shall be the final authority in all matters pertaining to the University; and shall exercise control over the University's policies and its relations with federal, state, and local governments.

**Section 1.2:** The Board of Regents of Kentucky State University is a constituted entity of the Commonwealth of Kentucky. KRS 164.310 and KRS 164.321.

**Section 1.3:** The Board shall constitute a body corporate, with all the usual corporate powers, and with all immunities, rights, privileges, and franchises usually accorded to the governing bodies of educational institutions.

## ARTICLE II

### *Powers and Duties*

**Section 2.1:** The Board of Regents, in governing the affairs of Kentucky State University, shall:

- (a) Appoint the President of the University, who shall serve at the pleasure of the Board according to such terms as may be mutually agreeable to the Board and the President;
- (b) Review and evaluate, on an annual basis, the performance of the President of the University according to the general and specific procedures, processes, and objectives approved by the President and the Board as presented at the outset of each academic year;
- (c) Engage outside advisors and counsel, in its discretion, to assist it in carrying out its duties, including, but not limited to, the evaluation of the President;
- (d) Approve the employment of faculty members at the administrative level, and staff employees at the vice-presidential level and above, and fix their compensation and tenure of service upon the recommendation of the President and prior to any offer of employment, except that the President may conditionally appoint such persons for a ninety-day period;
- (e) Approve all administrative employment contracts offered to University employees prior to execution by the parties;

- (f) Approve salary and benefit ranges for all University personnel;
- (g) Approve the creation and abolition of employment positions;
- (h) Approve the University's annual budget and approve any material changes to it;
- (i) Approve tuition, fees, and other charges;
- (j) Approve all loans, borrowing, and issuances of bonds;
- (k) Approve, after consultation with the President, any administrative structure and plan of organization needed for the successful conduct of the University;
- (l) Act as a policymaking body by approving the University's policies of governance and operations in areas including, but not limited to, human resources, information technology, public relations, and development;
- (m) Entrust the internal administration of the University to the President in accordance with the duly established governing Board policies and administrative regulations;
- (n) Grant diplomas and confer degrees upon the recommendation of the President and faculty;
- (o) Periodically evaluate the University's progress in implementing its mission, goals, and objectives according to its strategic agenda, and

hold University officers and officials accountable for the status of the University's progress;

- (p) Promulgate state financial management administrative regulations in accordance with KRS 164A.560 and delegate the responsibilities for these functions to the President of the University. These financial management functions include purchasing and the acquiring, receiving, depositing, collecting, retaining, investing, disbursing, and accounting of all funds received or due from any source;
- (q) Approve any appropriation, expenditure, disbursement, or contract exceeding \$1,000,000 in a single fiscal year, notwithstanding the provisions of KRS 164A.560 and 745 KAR 1:035;
- (r) Approve the Constitution and bylaws of the Faculty Senate, the Staff Senate, and the Student Government Association, except when they are in conflict with these Bylaws or with governing Board policies;
- (s) Periodically review and approve the University's vision, mission, and proposed long-range strategic plans;
- (t) Commit to, and abide by, the major responsibilities of this governing Board, as set out in these Bylaws and the Kentucky Revised Statutes, including:

1. Defining, clarifying, and approving the

University's vision, mission, and long-range plans; and

2. Regularly evaluating the Board's responsibilities, expectations, and performance, as well as the performance of the President of the University.

(u) Accept the spirit of academic freedom and collegial governance as fundamental characteristics of University governance.

### **ARTICLE III**

#### ***Internal Governance***

**Section 3.1:** The Chair of the Board speaks on behalf of the Board. No other Board member has this prerogative and responsibility unless designated by the Chair.

**Section 3.2:** The Chair presents the Board's positions, interest, policies, plans, and decisions to the public, the media, and public officials.

**Section 3.3:** The Board's authority and influence stem from its official standing as a full Board with all of its assigned duties and responsibilities. No individual member, other than the Chair, has the authority to speak for the Board, notwithstanding the provisions set forth in Section 3.1. No individual member has the authority to take actions or make commitments on behalf of the Board. Only the collective Board has such authority.

**Section 3.4:** All substantive issues, proposals, resolutions, plans, information, data, and inquiries come to, and from,

the Board through the President of the University.

**Section 3.5:** Board members confronted with a University problem or concern shall report the matter to the President and the Chair. In the event the problem or concern relates to the Chair, the matter shall be reported to the Vice Chair of the Board. The Chair or Vice Chair will direct whatever action is deemed necessary in consultation with the President, if necessary, or the University's internal or external legal counsel. The Chair of the appropriate Board Committee will also be involved in the process. Under no circumstances shall a Board member individually address any such situation.

**Section 3.6:** Board members shall not attempt to persuade, direct, coerce, threaten, or influence a University employee's position or practice.

**Section 3.7:** Whenever feasible, and as scheduling permits, Board members should make every effort to attend special events and activities that promote the University.

**Section 3.8:** At its annual retreat, the Board shall develop goals and objectives for the upcoming year and evaluate its performance from the previous year. Subject to full Board approval, the Executive Committee of the Board shall be responsible for determining the procedure by which such evaluations are to be conducted.

## **ARTICLE IV**

### ***Membership and Appointment***

**Section 4.1:** As provided by state law, the Board of Regents of Kentucky State University shall consist of eleven

members:

- (a) Eight (8) members appointed by the Governor of Kentucky;
- (b) One (1) faculty member elected by members of the faculty with academic ranks of instructor or above;
- (c) One (1) nonteaching personnel (staff) member elected by members of the staff; and
- (d) One (1) student member elected by the student body.

**Section 4.2:** The gubernatorial appointments may include one (1) graduate of the University who resides outside the Commonwealth. Not more than two (2) appointed members shall be residents of one (1) Kentucky county. The appointments shall reflect the proportional representation of the two (2) leading political parties of the Commonwealth based on the state's voter registration and the political affiliation of each appointee as of December 31 of the year preceding the date of his or her appointment. Membership on the Board shall not be incompatible with any state office. A change in residency after the date of appointment shall not affect a member's ability to serve, nor shall it prevent a member's eligibility for reappointment.

**Section 4.3:** Appointments to fill vacancies shall be made in the same manner and within the same timeframe as for regular appointments. The appointed member shall hold the position for only the unexpired portion of the term.



**Section 4.4:** The faculty member shall be a teaching or research member of the rank of assistant professor or above, but departmental chairs, deans, directors, vice provosts, and the provost are ineligible to serve as the faculty member. The faculty member shall be elected by secret ballot by all faculty members of the rank of instructor or above.

**Section 4.5:** The nonteaching personnel member, or staff member, may be any full-time member of the University's staff, excluding the President, vice presidents, academic deans, and the chairs of academic departments. The nonteaching personnel member shall represent all nonteaching University employees and shall be elected by secret ballot by all nonteaching employees.

**Section 4.6:** The student member shall be a full-time student and the president of the University's student body during the applicable academic year. The student member may be an out-of-state resident, if applicable.

**Section 4.7:** As a condition of their service, all persons serving on the Board shall be required to attend and complete an orientation program as prescribed by the Council on Postsecondary Education under KRS 164.020.

## **ARTICLE V**

### ***Term of Office of Board of Regents Members***

**Section 5.1:** Each member of the Board shall serve for the term for which he or she is appointed and elected and until his or her successor is selected and qualified.

**Section 5.2:** The terms of the Governor-appointed members of the

Board shall be six (6) years and until their successors are appointed and qualified.

**Section 5.3:** The faculty member shall serve for a term of three (3) years and until his or her successor is elected and qualified. The faculty member shall be eligible for re-election, but he or she shall not be eligible to continue to serve as a member of the Board if he or she ceases being a member of the University's faculty. Elections to fill vacancies shall be for the unexpired term in the same manner as provided for the original election.

**Section 5.4:** The nonteaching personnel member, or staff member, shall serve for a term of three (3) years and until his or her successor is elected and qualified. The nonteaching personnel member shall be eligible for re-election, but he or she shall not be eligible to continue to serve as a member of the Board if he or she ceases being an employee of the University. Elections to fill vacancies shall be for the unexpired term in the same manner as provided for the original election.

**Section 5.5:** The student member shall serve for a term of one (1) year beginning on the first meeting of the applicable fiscal year. If the student member does not maintain his or her position as student body president or his or her status as a full-time student at any time during that academic year, a special election shall be held to select a full-time student member.

**Section 5.6:** Removal of Board Members

(a) Any Governor-appointed Board member may be removed by the Governor for cause, as

prescribed in KRS 63.080(2), or to meet the proportional representation requirement, as prescribed in KRS 63.080(3).

- (b) All appointed members of the Board may be removed for cause, as prescribed in KRS 63.080(4), if the Board is no longer functioning according to its statutory mandates as specified in the enabling statutes applicable to the Board, or if the Board's conduct as a whole constitutes malfeasance, misfeasance, incompetence, or gross neglect of duty, such that the conduct cannot be attributed to any single member or members.
- (c) The inability of the Board to hold quarterly meetings; to elect a Chair annually; to establish a quorum; to adopt an annual budget; to set tuition rates; to conduct an annual evaluation of the President of the University; to carry out its primary function to periodically evaluate the University's progress in implementing its mission, goals, and objectives to conform to the strategic agenda; or to otherwise perform its duties under KRS 164.350 shall be cause for the Governor to remove all appointed members of the Board and replace the entire appointed membership pursuant to KRS 63.080(4).

## **ARTICLE VI**

### ***Meetings of the Board of Regents***

**Section 6.1:** The Board of Regents shall hold a meeting within thirty (30) days after the appointment of each new member.

**Section 6.2:** The Board of Regents shall meet at least quarterly in regular session at the University, or at such other times and places as agreed upon according to a calendar adopted annually by the Board. The annual meeting calendar shall include the dates for the Board's annual retreat once those dates have been approved.

**Section 6.3:** The Chair of the Board shall call special meetings of the Board at the request of the President of the University or two (2) members of the Board. At such special meetings, the Board may transact any and all business that it may transact at a regular meeting except that the business to be transacted at a special meeting shall be specified in the notice of the meeting in accordance with Kentucky's Open Meetings Act.

**Section 6.4:** The Chair of the Board may call an emergency meeting pursuant to this provision of the Bylaws. For the purposes herein, "emergency" is defined as a situation which creates or has the potential to create a threat to the health, wellbeing, or safety of the University or the University community. Under emergency circumstances, the Chair shall make a reasonable effort to notify all members of the Board, media organizations that have filed a written request for notification, and the public of the emergency meeting as soon as practicable. At the beginning of an emergency meeting, the Chair shall briefly describe for the record the emergency circumstances preventing the Board's compliance with the notice provisions of the Open Meetings Act. These comments shall appear in the official minutes of the meeting. Discussions and actions at the emergency meeting shall be limited to the emergency for which

the meeting was called.

**Section 6.5:** Board members are expected to attend all Board meetings and commencement ceremonies, and to participate in Board development activities. If a Board member is unable to physically attend a Board meeting, he or she may participate via any appropriate technology that allows the Board member to substantively participate in a manner consistent with the Open Meetings Act or other applicable laws.

**Section 6.6:** Members of the University community and members of the public are welcome to attend open meetings of the Board, but they may not address the Board or otherwise participate in meetings except if pursuant to a previously approved request for appearance to be heard in accordance with this provision. Persons desiring to be heard by the Board shall first submit a written request to the President of the University, detailing the subject matter and reason for requesting an audience with the Board. The President shall then inform the Board's Chair of the request. The Chair may then determine whether or not to permit the person to speak before the Board, but the Board shall be notified of all requests that are denied. The Board may also grant requests through a majority vote.

**Section 6.7:** The President of the University shall attend all meetings of the Board.

**Section 6.8:** A majority of the members of the Board shall constitute a quorum for the transaction of Board business.

**Section 6.9:** Meeting agendas of the Board shall be determined

jointly by the President and the Board's Chair, with essential materials provided to Board members at least seven (7) days in advance for regular meetings, and as soon as practicable for special meetings.

**Section 6.10:** Upon the concurrence of the Board's Chair and the President, agenda items may be designated as consent agenda items in the agenda of a regular Board meeting. Consent agenda items shall be recommended for approval by a single vote by the Board without discussion of any individual items. Individual Board members shall have the right to remove any item from the consent agenda and place it on the agenda for separate consideration by the Board.

**Section 6.11:** All meetings shall be conducted in accordance with the principles of procedure prescribed in Robert's Rules of Order, as most recently amended.

## **ARTICLE VII**

### ***Officers of the Board of Regents***

**Section 7.1:** The Board of Regents shall annually elect its Chair and Vice Chair during the first meeting of each fiscal year.

**Section 7.2:** The Board shall elect a Secretary, and the term of the Secretary shall be at the pleasure of the Board.

**Section 7.3:** The Board shall appoint a Treasurer, and the term of the Treasurer shall be at the pleasure of the Board. The Treasurer shall not be a member of the Board.

**Section 7.4:** The Board shall appoint any other officers as it deems necessary.

## ARTICLE VIII

### *Duties of the Officers of the Board of Regents*

**Section 8.1:** The Chair shall preside at the meetings of the Board and shall be responsible for the management and orderly conduct of the business of the Board. The Chair shall issue calls to convene the Board in regular and special meetings. He or she shall determine the date, time, and place of Board meetings.

**Section 8.2:** During the absence of the Chair, the Vice Chair shall perform the duties of the Chair.

**Section 8.3:** The Secretary shall keep and prepare all records, books, and papers belonging to the Board. In advance of a meeting, the Secretary shall prepare and submit to Board members an agenda of the business for discussion and decision by the Board. The Secretary shall record and keep on file accurate minutes and other documents of all Board deliberations and decisions. The Secretary shall submit the minutes of each Board meeting to members of the Board not more than thirty (30) days following approval of the minutes, and he or she shall ensure that the Board Chairperson signs all Board-approved minutes. The Secretary shall transmit all officially signed minutes to the University Archives. He or she shall also prepare, under the direction of the Board, all reports and estimates and execute all matters belonging to his or her office. The Secretary's compensation shall be fixed by the Board, if appropriate.

**Section 8.4:** The Treasurer shall be responsible for the management of the financial affairs of the Board and

the University in accordance with accepted budgetary procedures and state law. He or she shall receive and disburse money under the control of the Board and perform all acts that pertain to his or her office under the direction of the Board. He or she shall also present at each regular meeting a statement of the financial statement of the University.

## **ARTICLE IX**

### ***Committees of the Board of Regents***

**Section 9.1:** The standing committees of the Board of Regents shall be the Executive Committee, the Academic Affairs Committee, the Finance & Advancement Committee, the Athletics Committee, and the Student Affairs Committee. Members and Chairs of the standing committees shall be selected and appointed by the Chair of the Board. Other standing committees of the Board shall be determined by the Board, with members to be appointed by the Chair of the Board. Ad hoc committees may be created by the Chair of the Board, who shall also determine their memberships.

**Section 9.2:** Committees shall possess no delegated authority of the Board of Regents unless approved by a majority vote of the Board or as allowed under these Bylaws. Unless taken with delegated authority, all actions of each committee shall be considered recommendations to the Board and shall be subject to approval by the full Board.

**Section 9.3:** All Committee members shall serve for a term of one (1) year or until their successors have been duly selected and appointed by the Board's Chair. In the event of a vacancy on a committee, the successor



member shall be selected by the Board's Chair and shall hold office for the remainder of the term of the member vacating the office.

**Section 9.4:** The Executive Committee shall be composed of the Chair and Vice Chair of the Board of Regents, the Chairs of the standing committees, and the previous Board Chair. The Chair of the Board of Regents shall serve as the Chair of the Executive Committee. The Executive Committee shall provide guidance to the President on matters that arise in the interim between regular meetings. The Executive Committee shall have the same powers as the Board of Regents during the interim between meetings of the Board, except that it may not elect or dismiss the President of the University, create a new position at the University, abolish an existing position, or approve and adopt the University's annual budget.

The Executive Committee shall:

- (a) Serve as the President's Evaluation and Compensation Committee and shall present recommendations concerning the President's compensation to the Board for a full vote;
- (b) Involve the entire Board in the President's evaluation process and shall use approved procedures for the evaluation of the President;
- (c) Be responsible for the planning of the Board's annual retreat;
- (d) Review, evaluate, and provide guidance on all matters related to the University's policies and procedures to enhance the quality, efficiency,

and effectiveness of the Board of Regents and the University.

Prior to each Board meeting, the Executive Committee shall submit to the Board for ratification a complete record of all actions taken by the Executive Committee.

The President shall attend all meetings of the Executive Committee and shall serve as its administrative agent. The Secretary of the Board of Regents shall attend all meetings of the Executive Committee and shall serve as its Secretary.

**Section 9.5:** The Academic Affairs Committee shall be responsible for evaluating all recommendations affecting the academic and intellectual affairs of the University.

The President shall appoint a member of the University's administration to serve as the administrative agent to the Academic Affairs Committee.

**Section 9.6:** The Finance & Advancement Committee shall review, evaluate, and provide guidance on financial and administrative issues, including the biennial budget requests submitted to governmental agencies, the annual operating budget of the University for each fiscal year, and all other financial, administrative, and budgetary matters. The Committee shall also monitor the effectiveness of management's system of internal controls to prevent and detect fraud; ensure open communications among management, internal auditors, external auditors, and the Board; recommend to the Board the

University's external auditor; discuss the annual audit report and other external audit issues with auditors and appropriate staff members; present the annual financial audit to the full Board; and review the annual internal audit plan. Moreover, the Committee is charged with overseeing the University's Enterprise Risk Management System.

In addition to the above duties, the Finance & Advancement Committee shall also review, evaluate, and provide guidance on all matters related to investing, fundraising, development, which shall include leading the Board's fundraising efforts on behalf of the University.

The President shall appoint a member of the University's administration to serve as the administrative agent to the Committee.

**Section 9.7:** The Athletics Committee shall review all matters concerning the athletic department's annual budget and major expenditures, athletics fundraising, and construction or projects affecting the athletics department. The Committee shall also evaluate athletic facilities and make recommendations to the Board concerning their improvements. The Committee is also charged with oversight of the Athletics Advisory Council.

The President shall appoint a member of the University's administration to serve as the administrative agent to the Committee.

**Section 9.8:** The Student Affairs Committee shall review, evaluate, and provide guidance on matters related to student engagement and campus life.

The President shall appoint a member of the University's administration to serve as the administrative agent to the Committee.

## ARTICLE X

### *The President of Kentucky State University*

**Section 10.1:** The President of Kentucky State University reports to the Board of Regents and serves at its pleasure.

The powers and duties of the President include the following:

- (a) To be the chief administrative and educational officer of the University and to perform such other powers as may be prescribed by the Board of Regents;
- (b) To make and provide interpretation and implementation of Board policy, through the promulgation of administration regulations, for all aspects of the academic and other functions of the University, coordinating with whichever individuals, groups, or organizations that may be required;
- (c) To recommend major policies and other major actions to the Board of Regents for its final action and to be the official medium of communication between the Board of Regents and the various segments of the University and their official bodies;
- (d) To make final decisions concerning areas and duties for which he or she has received

delegated responsibility from the Board of Regents; such actions are ordinarily taken after consultation with various concerned individuals, groups, or organizations;

- (e) To enforce the policies, administrative regulations, and guidelines of the University;
- (f) To recommend to the Board the employment of administrative faculty and vice-presidential level staff members;
- (g) To employ all other non-administrative faculty and staff employees of the University, whose compensation shall fall within the approved University Classification and Compensation System;
- (h) To recommend to the Board changes in the administrative structure and organization of the University, which shall enhance and align with the University's mission;
- (i) To recommend to the Board faculty tenure and administrative promotion decisions;
- (j) To prepare annual budgets after consultation with, and input from, the Board and others as appropriate, and to recommend to the Board all other budgets and any modifications of these budgets as needed;
- (k) To appoint University-wide committees;
- (l) To manage the University through officials that report to the Office of the President;

- (m) To provide leadership in the development of academic instruction, research, and service programs by making initiatives to the Faculty Senate and to the faculties and planning committees of academic units concerning changes in curriculum or academic policies which are the responsibility of the faculty;
- (n) To serve as an ex-officio member of all faculties and all faculty committees, to call and preside over the meeting of University faculty and such advisory groups as he or she chooses to appoint, and to call, at his or her direction, meetings of the faculties of the several colleges and schools of the University;
- (o) To be responsible for all University functions relating to student affairs and the life of students at the University, as well as intramural and extramural or intercollegiate athletics;
- (p) To be responsible for all aspects of the relations of the University with the community and for providing information about the activities of the University;
- (q) To be responsible for public relations;
- (r) To maintain continuing relations with governmental agencies at the city, county, state, and federal levels as required by the mission of the University;
- (s) To be responsible for relations of the University with alumni;

- (t) To be responsible for raising funds from the federal government, state and local public sources, corporations, private individuals, foundations, and other sources;
- (u) To supervise programs for constant maintenance and improvement of their quality, for their effective service to students, for their adequacy of research, and for their accountability to the people of the Commonwealth, to students, and to grantors or donors;
- (v) To be responsible for the University's role in construction and renovation, the maintenance of buildings and grounds, the acquisition of essential new facilities, equipment, and library materials, and the allocations and utilization of space;
- (w) To prepare and submit to the Board a quarterly report of all expenditures, disbursements, and contracts exceeding \$100,000 and an annual report that details all money received, how said money was spent, and the general condition of the University; and
- (x) To delegate as appropriate the responsibility for carrying out any of the above functions.

## **ARTICLE XI**

### ***Indemnification, Legal Defense of Board Members, Conflicts of Interest, and Confidential Information***

**Section 11.1:** It is the purpose of this article to provide that any member of the Board of Regents be afforded a legal

defense and indemnification for any acts or actions taken in good faith and within the scope of his or her official duties while conducting official business of the University.

**Section 11.2:** A conflict of interest occurs when any Board member has existing or potential interests that compete or could compete with the interest of the University or any directly affiliated organization, or which impair or might reasonably impair a Board member's independent, unbiased judgment in the discharge of his or her Board-related responsibilities. Board members shall avoid entering into or maintaining any business or financial interests, transactions, acquisitions, or sales of property which are or may be in conflict with the interests of the University. Board members shall avoid any personal interest, direct or indirect, in any contract for the purchase of land, buildings, supplies, or services for the University. Board members shall not accept gifts or benefits from any person holding contracts for supplies or services to the University.

**Section 11.3:** Board members shall refrain from using, discussing, or disseminating confidential information obtained in his or her capacity as a Board member, or through Board discussions during closed sessions of meetings, in any manner and for any reason, including but not limited to, using such information with the intent to obtain financial gain for themselves or any other person or business for which they are associated.

**Section 11.4:** Whenever any conflict of interest appears to exist after taking the oath of office, a Board member shall immediately fully disclose that conflict to the



Executive Committee and to the President of the University. In no event shall such disclosure be delayed longer than seventy-two (72) hours prior to consideration of the matter by the Board.

## **ARTICLE XII**

### *Amendments*

**Section 12.1:** These Bylaws may be amended by the affirmative vote of a majority of the Board of Regents, provided that notice in writing of any proposed amendment is given to members at least seven (7) days prior to the meeting at which the amendment is to be discussed. The seven-day notice provision may be waived upon a majority vote by the Board.

*HISTORY: Adopted March 3, 1983; Revised May 9, 1992; Revised November 16, 1992; Revised January 26, 1996; Revised January 24, 1997; Revised October 30, 1998; Revised February 5, 1999; Major Revision on October 24, 2003; Revised November 5, 2004; Major Revision on January 23, 2015; Revised December 5, 2019; Revised November 28, 2023; Revised January 31, 2025.*