



BYLAWS

WKU BOARD OF REGENTS

[Amended / Approved January 20, 2012]

[Amended / Approved December 13, 2019]

[Amended / Approved December 5, 2024]

PREAMBLE

WHEREAS, the Board of Regents of Western Kentucky University has been duly created pursuant to Chapter 164 of the Kentucky Revised Statutes constituting a body corporate, with the usual corporate powers, and with all immunities, rights, privileges, and franchises usually attached to the governing bodies of educational institutions; and,

WHEREAS, the Board of Regents has the principal responsibility of establishing the policies of the University, and the President, officers, faculty, and employees of the University implement and carry out such policies; and,

WHEREAS, the Board of Regents in order to carry out its responsibilities, adopts these bylaws for the government of its members and to implement and to carry out its responsibilities as defined herein.

ARTICLE I

DUTIES AND RESPONSIBILITIES OF THE BOARD

1. **Statutory Duties and Responsibilities**. Pursuant to the Kentucky Revised Statutes, the government of Western Kentucky University is vested in the Board of Regents, and, as such, the Board may:
 - A. Receive grants of money and expend the same for the use and benefit of the University;
 - B. Adopt bylaws, rules, and regulations for the government of its members, officers, agents, and employees, and enforce obedience to such rules;
 - C. Require such reports from the President, officers, faculty, and employees as it deems necessary and proper from time to time;

- D. Determine the number of divisions, departments, bureaus, offices, and agencies needed for the successful conduct of the affairs of the University;
- E. Grant diplomas and confer degrees upon the recommendation of the President and faculty.

In addition to the foregoing, the Board shall:

- F. Appoint and remove the President and, on the recommendation of the President, may, in its discretion, appoint all faculty members and employees and fix their compensation and tenure of service, subject to the provisions of KRS 164.360;
 - G. Exercise authority over and control of appointments, qualifications, salaries and compensation payable out of the State Treasury or otherwise, promotions, and official relations with all employees; and,
 - H. Exercise such other authority, duties, and responsibilities as from time to time may be conferred upon them in accordance and compliance with the applicable Kentucky laws and regulations.
2. Other Duties and Responsibilities: Recognizing its authority to do so under KRS 164.350 and realizing the significance of serving on the Board of Regents of Western Kentucky University, the Board of Regents agrees that it shall assume the following duties as Regents for Western Kentucky University:
- A. To devote time to learn how the University functions—its uniqueness, strengths, and needs;
 - B. To become familiar with, committed to, and abide by the major responsibilities of this governing board, as set out in the Bylaws of the Western Kentucky University and the Kentucky Revised Statutes, including:
 - 1) To define and clarify the mission and approve long-range plans;
 - 2) To assess periodically their own performance and that of the President;
 - C. To act as a policy-making body.
 - D. To accept the spirit of academic freedom and shared governance as fundamental characteristics of University governance.

ARTICLE II

MEETINGS

1. **Time and Place.** Meetings of the Board of Regents are to be held on the campus of Western Kentucky University or at such other place as agreed upon by the Board. The Board of Regents shall at least annually agree to a calendar of regular meetings, but in no event shall the Board of Regents meet less than once per calendar quarter.
2. **Special Meetings.** Upon written request of the President or any two members of the Board of Regents and with the concurrence of the chairperson, the chairperson of the Board of Regents shall call a special meeting of the Board of Regents, such meetings to be held in a timely fashion at such time and upon such date as determined by the chairperson. The President or any two members of the Board of Regents requesting such special meeting shall set forth in their request, with specificity, the purpose of such meeting. Discussions and action at the meeting shall be limited to items listed on the agenda and the notice.
3. **Notice of Special Meetings.** The notice of the special meeting shall consist of the date, time, and place of the special meeting and the agenda. As soon as possible, written notice shall be delivered personally, transmitted by facsimile, electronic mail, or U.S. postal or private delivery service to every member of the Board of Regents as well as each media organization which has filed a written request, including a mailing address, to receive notice of special meetings. The notice shall be calculated so that it shall be received at least twenty-four (24) hours before the special meeting. As soon as possible, written notice shall be posted in a conspicuous place in the building where the special meeting will take place and then in a conspicuous place in the Wetherby Administration Building. Notice shall be calculated so that it shall be posted at least twenty-four (24) hours before the special meeting.

Emergency Special Meetings. In case of an emergency which prevents compliance with the foregoing, this subsection shall govern the Board of Regents' conduct of special meetings. The special meeting shall be called pursuant to the procedures set forth above. The Board of Regents shall make a reasonable effort, under emergency circumstances, to notify the members of the Board of Regents, media organizations which have filed a written request for notification, and the public of the emergency meeting. At the beginning of the emergency meeting, the chairperson shall briefly describe for the record the emergency circumstances preventing compliance with the notice provision set forth above. These comments shall appear in the minutes. Discussions and action at the emergency meeting shall be limited to the emergency for which the meeting was called.

4. **Emergency Defined.** For purpose of these bylaws, an emergency shall be defined as a situation which creates a threat or impending threat to public health, welfare or safety such as may arise by reason of fires, floods, or other natural or man-caused disasters, epidemics, riots, enemy attack, sabotage, explosion, power failure, energy shortages, transportation emergencies, equipment failures, state or federal legislative mandates, or similar events.
5. **Participation in Meetings by Non-members.** The President shall attend and participate in all meetings of the Board of Regents unless excused when the President's status is under consideration. He may attend all meetings of committees of the Board. The President, with the approval of the Board members, may invite other members of the University staff or faculty to accompany him in attendance at any meeting. They may address the Board or otherwise participate upon request of the Board, any member, or the President.

Other members of the University community and members of the public are welcome to attend open meetings of the Board but may not address the Board of Regents or otherwise participate in the meetings except pursuant to a previously approved request for appearance to be heard in accordance with this paragraph. Persons desiring to be heard by the Board of Regents will first submit to the President in writing the subject matter and the reason for desiring to be heard by the Board of Regents. The President shall then call the request to the attention of the chairperson. The chairperson may then determine whether or not to permit the person requesting appearance before the Board to speak, or the Board by a majority vote may grant such a request of the person requesting authority to speak. The Board shall be notified of all requests that are denied.

6. **Agenda for Meetings.** It shall be the responsibility of the President and the Chairperson to develop an agenda including items which come through Committees of the Board.

ARTICLE III

1. **Officers.** The officers of the Board of Regents shall be a chairperson, a vice chairperson, a secretary, and a treasurer.
2. **The Election.** The chairperson, vice chairperson, and secretary of the Board of Regents shall be elected and the treasurer appointed at the third regular meeting (calendar year) of the Board of Regents of the year in which the term of office expires. All officers shall commence serving upon their election and appointment.
3. **Term of Office.** All officers shall hold office for a term of one year or until their successors have been duly elected/appointed and have qualified, or until removed

as hereinafter provided. If the chairperson shall vacate his/her office prior to the end of their term, the vice chairperson shall serve as chairperson for the balance of that term. If the vice chairperson vacates his/her office prior to the end of their term, an election shall be held to fill that position for the balance of that term. If any officer shall vacate their office, for whatever reason, their successor shall hold office for the balance of the term of office of the person vacating such office.

4. **Removal of Officers.** Any officer may be removed either with or without cause by a vote of the majority of the entire Board of Regents.
5. **Successive Terms.** The chairperson and vice chairperson may be elected for two successive terms. Such persons shall be ineligible for an additional term without an intervening one-year period.
6. **Duties of Officers.** The duties and powers of the officers of the Board of Regents shall be as follows:

CHAIRPERSON

The chairperson shall preside at all meetings of the Board of Regents, call special meetings upon the request of the President or any two members of the Board of Regents.

VICE CHAIRPERSON

The vice chairperson shall, in the absence of the chairperson, carry out the duties of the chairperson. If for any reason the chairperson vacates that position, the vice chairperson shall assume the position of chairperson for the balance of that term.

SECRETARY

The secretary to the Board of Regents shall be elected annually and shall report to the Board. In the absence of the Secretary, the Chair of the Board shall be responsible for appointing an individual to act as Secretary to the Board. The Board secretary shall be responsible for certifying compliance with all open meetings and open records requirements.

TREASURER

The treasurer to the Board of Regents shall not be a member of the Board of Regents and shall be appointed annually. The treasurer shall receive and disburse all monies and report to the Board of Regents on the financial status and fiscal affairs of the University. The treasurer shall periodically furnish to the Board of Regents, but at least annually, an accounting for all monies received and disbursed during the preceding fiscal year.

7. **Other Responsibilities.** The Board of Regents by a majority vote may assign such other duties and responsibilities to each of the respective officers as it shall from time to time determine appropriate.

ARTICLE IV

1. **Committees of the Board of Regents.** The standing committees of the Board of Regents shall be the Executive Committee, the Academic Affairs Committee, the Finance, Budget, and Audit Committee, and the Student Affairs Committee. The Board may from time to time establish such other committees as shall be necessary to carry out its duties and responsibilities.
2. **Executive Committee:** The Executive Committee shall consist of the chairperson, vice chairperson, and the chairperson of the three standing committees of the Board of Regents. In addition, the immediate past chairperson of the Board shall serve as an ex officio, non-voting member of the Executive Committee. The Executive Committee will provide guidance to the President on matters that arise in the interim between regular meetings, and shall have authority to review, evaluate, provide guidance and/or recommendations on issues relating to alumni relations, athletics, development, governmental and public affairs, legal, human resources, and issues related to fund-raising and other similar advancement matters.

The Executive Committee shall also serve as the President's Review and Compensation Committee, and shall present recommendations concerning same to the full Board for vote. The Executive Committee may also perform any and all other functions that may be from time to time assigned by a majority vote of the Board of Regents. The chairperson of the Board of Regents shall serve as the chair of the Executive Committee. The President of the University shall appoint a member of the staff to serve as administrative agent to the committee.

3. **Academic Affairs Committee:** The Academic Affairs Committee shall have authority to review, evaluate, provide guidance and/or recommendations affecting the academic and intellectual affairs of the University. The Academic Affairs Committee shall consist of a minimum of three and a maximum of five members of the Board. The President of the University shall appoint a member of the staff to serve as administrative agent to the committee.
4. **Finance, Budget, and Audit Committee:** This Committee shall have authority to review, evaluate, provide guidance and/or recommendations on financial issues, including the biennial budget requests submitted to governmental agencies, the annual operating budget of the University for each fiscal year, adjustments to the annual operating budget from time to time as required by operations of the University, allocation of unencumbered fund balances, proposals for construction of academic, administrative or service facilities, all other financial and budget

matters, including facilities and facilities management. If necessary, the annual operating budget of the University may be adjusted between the regular meetings of this Committee, and, in that event, this Committee will provide post-review and evaluation of those adjustments. The Finance, Budget, and Audit Committee will also appoint the external auditors, receive and review the annual financial reports and other information from the external auditors, and oversee internal audit activities detailed in the Internal Audit charter. The Finance, Budget, and Audit Committee shall consist of a minimum of three and a maximum of five members of the Board. The President of the University shall appoint a member of the staff to serve as administrative agent to the committee.

5. **Student Affairs Committee:** *(Revised 4-30-04)* The Committee shall have authority to review, evaluate, provide guidance and/or recommendations on all matters related to student life issues, including facilities, renovation, or new construction related to or associated with same. In addition, this Committee shall have delegated authority from the Board of Regents to render a final decision on an appeal of any student disciplinary decision rendered by the University Disciplinary Committee. Any decisions rendered by the Committee should be reported to the full Board at the next regular meeting following the Committee's decision. The Committee will consist of a minimum of three and a maximum of five members of the Board. Absent a unanimous vote of the Student Affairs Committee, the matter will be referred to the full Board for final resolution. The President of the University shall appoint a member of the staff to serve as administrative agent to the Committee.
6. **Authority of Committees.** Committees shall possess no delegated authority of the Board of Regents unless approved by a majority vote of the Board of Regents. All actions of each committee, unless taken with delegated authority, shall constitute recommendations to the Board of Regents and shall be subject to approval by a majority vote of the Board of Regents. All authority delegated to a committee must be within the confines of Kentucky State Statutes and regulations.
7. **Selection of Committee Members.** If a Board officer vacancy occurs, an election shall be held to fill the unexpired portion of that term and to serve on the Executive Committee. Members and Chairpersons of the standing committees of the Board shall be selected by the Chairperson of the Board of Regents, and the terms of the committees can run concurrently with the Chairperson, at the discretion of the Chairperson.
8. **Term of Committee Members.** All committee members shall serve for a term of one year or until their successors have been duly selected by the Chairperson. In the event of a vacancy on a committee, the successor member shall be selected by the Chairperson of the Board of Regents and shall hold office for the balance of the term of office of the person vacating their office.

9. **President as Ex Officio Member/ Board Members as Advisory Members.** The President shall serve as an ex officio, non-voting member of all committees of the Board of Regents, including those created from time to time by the Board. All members of the Board of Regents shall serve as advisory (non-voting) members of all committees of the Board of Regents, including those created from time to time by the Board.
10. **Other Committees.** Such other committees as are from time to time created by the Board of Regents shall have their membership, duties, responsibilities, and term of existence determined by a majority vote of the Board of Regents.
11. **Removal of Committee Members.** Any committee member may be removed either with or without cause by a majority vote of the entire Board of Regents.

ARTICLE V

1. **Quorum.** A simple majority of the members of the Board of Regents shall constitute a quorum for the transaction of its business.
2. **Voting.** Each member of the Board of Regents shall cast one vote. All votes of the Board shall be a voice vote, provided, however, any member may request a roll call vote of the membership on any question. A simple majority of the quorum present and voting is required for any action and is sufficient unless otherwise required by law. The secretary shall note those voting in favor and those voting against any matter except on voice votes.
3. **Majority of Entire Board Required on Finances.** A majority of the Board of Regents must vote affirmatively to affect an appropriation or disbursement of money, the making of a contract that requires an appropriation or disbursement of money, or the employment or dismissal of a teacher.
4. **Indemnification.** The members of the Board of Regents (past, present and future) shall be indemnified and be held harmless from and against all civil liabilities, including judgments, decrees, fines, penalties, expenses, fees, amounts paid in settlement or any other costs, losses (including but not limited to attorney's fees and court costs) not otherwise covered by the insurance coverage maintained by the University and arising or resulting from or in connection or association with, any threatened, pending or completed action, suit or proceeding (whether civil, administrative, investigatory or otherwise) and any appeals related thereto, under which the members of the Board are parties or participants because of their actions or omissions performed in good faith and in any capacity during the course and in the scope of their service on behalf of the University, whether incurred before or after the adoption of these Bylaws, unless they are finally adjudicated to be liable for willful, wanton or malicious conduct or criminal conduct as defined by law or regulation of any state or national government. Indemnification must conform with state and federal statutes and regulations.

ARTICLE VI

1. **Responsibilities of the President.** The President of the University is appointed by the Board of Regents and serves at the pleasure of the Board. The President is the chief executive and academic officer of the University and has direct charge of and is responsible to the Board for the operation of the University. The President shall submit to the Board, in writing, an annual report on the condition of the University.
 - A. In compliance with and pursuant to KRS 164.350(2), the Board shall adopt, and amend from time to time as appropriate, separate written rules, regulations, and policies relating to the governance of officers, agents, and employees of the University.
 - B. The President is hereby designated as an official spokesperson and representative of the University. As the University's designated representative, the President is delegated the general authority to act on behalf of the University and the Board of Regents.
 - C. The general authority granted to the President may be further subject to separate written rules, regulations, and policies, authorized by the Board from time to time pursuant to the authority of KRS 164.350(2) and section 1A of Article VI of the Bylaws, which may be amended from time to time, as appropriate, and at the discretion of the Board.
 - D. The President may designate another University officer or employee to exercise, in whole or in part, the authority provided to the President herein, or in separate written policies, provided that the President shall be responsible for the actions of his/her designee.
2. **Review and Compensation of the President**
 - A. The President shall be evaluated, in executive session, at the annual meeting of the Board, according to written objectives, specific and general, developed by the President in conjunction with the Board and presented to the Board at the outset of each academic year. The Board shall have the discretion to obtain the services of an outside evaluator to assist the Board in the evaluation of the President.
 - B. The Executive Committee shall serve as the President's Compensation Committee and, based on each annual evaluation, meet in executive session to review the President's compensation package. The compensation package recommended by the Executive Committee shall be presented to the full Board for approval.

ARTICLE VII

1. **Amendment to Bylaws.** Amendments to these bylaws may be proposed by any member at any duly constituted meeting of the Board but will not be acted upon until the next meeting. Adoption of amendments shall require a vote of two-thirds (2/3) of the members.
2. **Parliamentary Procedure.** The parliamentary procedure of the Board of Regents shall be governed by Robert's Rules of Order.