



# Council Bylaws

Approval Date: June 21, 2024

Effective Date: June 21, 2024

## **I. Statement of Purpose**

The bylaws provide a framework for the deliberations and actions of the Council on Postsecondary Education (CPE) in carrying out statutory duties and responsibilities. The bylaws establish rules for notification and conduct of meetings and the selection of officers.

## **II. Statutory Authority**

Authority for Council actions comes from KRS Chapter 164 encompassing public, private nonprofit, and proprietary degree-granting postsecondary institutions. The Council bylaws also conform to the requirements of KRS Chapter 61, the Kentucky Open Meetings Law.

## **III. General Rules**

### **A. Amendment of Bylaws**

1. The Council may amend, revoke, or adopt additional bylaws by action of eight of the voting members.
2. Notice shall be given to the members of any proposed changes or additions to the bylaws in the agenda of a regularly scheduled or special meeting of the Council. All changes shall be consistent with state law and administrative regulations.

### **B. Conduct of Meetings**

1. The Council and all Council appointed committees shall follow Robert's Rules of Order concerning motions, recognition of speakers, and order of business.
2. The chair may recognize a non-Council speaker.
3. The Council may designate a parliamentarian from the membership of the Council or Council staff to assist the chair in interpreting the rules of order.

### **C. Policy Statements and Administrative Regulations**

1. Actions taken by the Council shall constitute the policy of the Council until changed or superseded.
2. The Council may act by adoption of policy or by administrative regulation when permitted by law.
3. The Council shall promulgate administrative regulations when required by state law.

4. The policy statements of the Council including all administrative regulations shall be available to the public on the Council Website.

#### **D. Attendance at Council Meetings**

1. Council members shall make a best effort to attend and participate at all scheduled meetings of the full Council.
2. Regularly scheduled meetings of the full Council will be held in person, except in extenuating circumstances as determined by the Chair.
3. If a Council member is unable to attend and participate at a regularly scheduled or special meeting of the full Council, the member shall notify the chair and board liaison at least 7 days in advance of the meeting, or as soon as possible after learning of his or her unavailability. If the member cannot physically attend an in-person meeting, the member may be allowed to attend virtually as determined by the Chair. Exemptions from in-person attendance shall be granted in limited circumstances, including but not limited to the need to secure a quorum.
4. If a Council member is appointed to a committee, they shall make a best effort to attend and participate in all meetings scheduled, whether virtual or in person.
5. If a Council member fails to regularly attend meetings of the full Council in person or does not regularly participate in meetings of assigned Committees, the chair shall discuss the absences with the member to determine a plan for future board service.

### **IV. Selection and Terms of Officers**

#### **A. Nominating Committee**

1. A nominating committee shall be appointed annually by the chair at the last scheduled meeting of the calendar year for the purpose of nominating a new chair and vice chair for the next calendar year.
2. A Council member seeking Council office shall not be a member of the nominating committee.
3. The recommendations of the nominating committee shall be presented to the Council at the first scheduled meeting of the calendar year.

## **B. Selection of Officers**

1. A chair and vice chair shall be elected annually at a regularly scheduled or special meeting and shall each serve a one-year term.
2. In the absence of the chair, or in the event the chair is unable to perform, the vice chair shall perform the duties of the chair. In the absence of both the chair and vice chair or in the event the vice chair is unable to perform the duties of the chair, the Council shall appoint a temporary chair.
3. In the event the chair resigns and the vice chair assumes the duties of the chair, the Council may select a vice chair to complete the unexpired term of the vice chair.
4. The president shall serve as the secretary to the Council and shall cause the minutes of the meetings of the Council to be recorded and presented to the Council.
5. The chair and vice chair are limited to three consecutive one-year terms.

## **V. Meetings of the Council on Postsecondary Education**

### **A. Regular Meeting Schedule**

1. The Council shall approve the regular meeting schedule for the next year prior to the last regularly scheduled meeting of the calendar year.
2. The regular meeting schedule shall provide that the Council meet no less than quarterly but may provide for more than quarterly meetings. KRS 164.011(9)
3. The schedule of regular meetings shall be made available to the public through release to the press by written or electronic means. KRS 61.820
4. The Council shall meet with the Advisory Conference of Presidents and the Board of Student Body Presidents at least once each year. KRS 164.0211

### **B. Special Meetings and Emergency Special Meetings**

1. A special meeting or emergency special meeting is a meeting that is not part of the regular schedule of meetings established by the Council pursuant to Section V.A.1. above.
2. The chair may call a special meeting of the Council when, in the view of the chair, such a meeting is necessary. KRS 164.011(9) and KRS 61.823

3. The chair shall call a special meeting upon receipt of a written request from a majority of the Council stating the reason for the meeting. KRS 164.011(9) and KRS 61.823
4. The following items are required in calling a special meeting and in the conduct of the special meeting:
  - a. The agenda of a special meeting shall be stated in the notification of the meeting.
  - b. Discussions and action at a special meeting shall be limited to items listed on the agenda in the notice. KRS 61.823(3)
  - c. Notice shall be provided to every member of the Council and to each media organization filing a written request to be notified. The notice shall be provided as soon as possible but shall be calculated to be received at least twenty-four hours before the special meeting. KRS 61.823(4)
5. Emergency special meetings may be called by the chair subject to the following requirements:
  - a. The agency makes reasonable efforts to inform members of the Council, the public, and the media of the date, time, and place of the meeting. KRS 61.823(5)
  - b. The chair shall, at the commencement of the meeting, state the reason for the emergency: the statement shall subsequently appear in the minutes of the special meeting. KRS 61.823(5)
  - c. Discussion and action by the Council is limited to the emergency for which the meeting was called. KRS 61.823(5)

## **C. Place of the Meeting**

1. The Council may hold meetings, regularly scheduled or special, by video teleconference. Meetings held by video teleconference shall conform to the notice requirements of the Open Meetings Law and Section V. A. and B. of these bylaws.
2. Meetings held by video teleconference also shall conform to the following:
  - a. The notice of the meeting shall clearly state that the meeting is a video teleconference. KRS 61.826(2)(a).
  - b. All members must be able to both see and hear each other. KRS 61.805(5).
  - c. The primary location of the meeting shall be identified in the notice where all members can be seen and heard and the public may attend in accordance with KRS 61.840. KRS 61.826(2)(b)

- d. Rules concerning participation, distribution of materials, and other matters that apply at the primary location shall apply to all video teleconference locations. KRS 61.826(3)
- e. If the video or audio broadcast is interrupted, the meeting shall be suspended until the broadcast is restored. KRS 61.826(3)

#### **D. Notice of and Agenda for Meetings**

1. Notice of all meetings, regularly scheduled and special, shall be given to members at least ten (10) days prior to the time of the meeting unless all members of the Council waive notice. Waiver may be given orally or in writing. KRS 164.080
2. The agenda and supporting materials for a regularly scheduled meeting shall, to the extent possible, be available to the members at least seven (7) days prior to the meeting.
3. Notice to members shall be by mail or e-mail.
4. Notice of and the agenda for all meetings shall be given to the Advisory Conference of Presidents. KRS 164.021

#### **E. Minutes of Meetings**

1. The minutes of all meetings, regular and special, shall accurately record the deliberations of the Council and all actions taken.
2. All business meetings shall be recorded in audio or video format. The recording may be destroyed thirty (30) days after the minutes have been transcribed and approved, unless challenged. If the minutes are challenged, recordings shall be retained until final resolution. (State Agency Records Retention Schedule – Series M0049).
3. The approved minutes shall be open to public inspection immediately following the next regularly scheduled meeting of the Council. KRS 61.835

#### **F. Quorum and Council Actions**

1. A quorum shall be a majority of the appointive membership of the Council. KRS 164.011(10)
2. A quorum shall be required to organize and conduct business. KRS 164.011(11)
3. An affirmative vote of eight (8) of the appointive members shall be required to carry all propositions. KRS 164.090 and KRS 164.011(11)
4. The Council may consolidate multiple agenda items of a similar nature for the purpose of voting if there is no objection from a Council member.

- a. Before a vote is taken, the chair shall ask if any member objects to the consolidation of the items and shall specify the items to be voted upon.
  - b. The objection of a single member of the Council shall be sufficient to require a separate vote on each item.
5. The Council may, at regularly scheduled meetings, act on any subject within the powers of the Council. The Council may, by an affirmative vote of eight members, add items to the agenda of a regularly scheduled meeting.

## **G. Closed Sessions**

1. It is the policy of the Council that all meetings, regularly scheduled or special, be open to the public unless the matter under discussion meets the exceptions contained in KRS 61.810.
2. The following requirements, consistent with KRS 61.815, shall be met as a condition for conducting closed sessions:
  - a. The chair shall give notice in the open meeting of the general nature of the business to be discussed in a closed session.
  - b. The chair shall state the reason for the closed session citing a specific KRS 61.810 provision authorizing a closed session.
  - c. The session may be closed only upon a motion made and approved by a majority of the appointive membership of the Council present at the meeting.
  - d. No formal action may be taken at a closed session.
  - e. No matters may be discussed at a closed session other than those publicly announced prior to convening a closed session.
3. The requirements of the Council for the conduct of closed sessions shall at all times meet the requirements of KRS 61.815.

## **VI. Committees**

### **A. Committees--General**

1. The Council may create, modify, or abolish any committee, unless the committee is established by statute, upon action taken by a majority of the appointive membership.
2. The chair of the Council shall appoint the members to all committees unless membership is directed by statute or Council policy.
3. The chair of the Council shall assign specific tasks and subject matter to all committees unless action of the Council directs the assignment of a task or subject.

4. The president shall assign staff, as appropriate, to assist committees.
5. Council members should be appointed to at least one of the standing committees listed in sections B, C, and D.
6. All committees shall conform to the requirements of the Open Meetings Act.
7. Committees may take final action on items as directed by the Council.

## **B. Executive Committee**

1. Membership: The Executive Committee shall consist of the chair, vice chair, the chair of the Academic and Strategic Initiatives Committee, the chair of the Finance Committee, and up to three other Council members appointed by the chair.
2. Purpose: Review all agency budget and personnel matters, provide for an annual audit of the agency, evaluate the president, recommend annual compensation for the president. The Executive Committee may also act on items that do not fall within the responsibility of other committees as determined by the Chair.
3. Terms: The appointed members shall serve one-year terms.

## **C. Finance Committee**

1. Membership: The Finance Committee shall consist of at least five members appointed by the chair.
2. Purpose: Review all applicable data and provide recommendations to the full Council in the following areas: biennial budget requests; tuition and mandatory fees; performance funding; and capital projects; college costs; and other college and university finance-related matters.
3. Terms: Members shall serve as the discretion of the chair.

## **D. Academic and Strategic Initiatives Committee**

1. Membership: The Academic and Strategic Initiatives Committee shall consist of at least five members appointed by the chair.
2. Purpose: Review and oversee the progress toward the objectives of the statewide Strategic Agenda and efforts to achieve the state's educational attainment goals; review and recommend to the full Council the following: new academic programs, academic program reviews, and development of statewide academic-related initiatives.
3. Terms: Members shall serve as the discretion of the chair.

## **VII. Compensation and Expenses of Members**

### **A. General**

1. For the purpose of compensation and payment of expenses to members of the Council, meetings shall include all regularly scheduled and special meetings of the Council; meetings of Council committees; hearings; and special events where a member represents the Council at the request of the chair.
2. Members of the Council who reside out of state shall not be reimbursed for out-of-state travel to Council meetings. KRS 164.050

### **B. Compensation of Members**

1. Members of the Council shall receive compensation for each meeting attended in the amount specified by KRS 164.050.

### **C. Expenses of Members**

1. Council members shall receive reimbursement for actual expenses incurred traveling to and attending meetings of the Council as defined in Section VII.A.1.
2. The commissioner of education shall receive reimbursement of expenses in the same manner as other expenses reimbursed through the Department of Education.

## **VIII. President and Staff**

### **A. President**

1. The Council shall set the qualifications for the position of president in accordance with KRS 164.013(1) and (3).
2. The Council may, when selecting a president, employ a search firm and conduct a national search. KRS 164.013(1)
3. The president is the chief executive officer of the Council and as such makes proposals to the Council for consideration, develops and directs the programs and plans established by the Council, ensures compliance with federal and state law, and represents the Council on numerous state, regional, and national education and planning organizations. Specific duties of the president are contained in the statutes. KRS 164.013.

4. The president is responsible for the day-to-day operations of the Council. KRS 164.013(9).
5. The president shall make periodic reports to the Council on the operation of the agency as the Council shall so direct.
6. The Council shall evaluate the president and shall fix the compensation and terms of the contract.
7. The president shall have a contract for a term not to exceed five years, renewable at the pleasure of the Council. KRS 164.013(7).
8. The President shall perform all statutory duties as defined in the Kentucky Revised Statutes as well as any other duties assigned by the Board.

## **B. Staff**

1. Staff of the Council shall serve at the pleasure of the president, subject to the provisions, rules, and regulations approved by the Council. The president shall develop and maintain rules and policies regulating the rights, duties, and responsibilities of employees. KRS 164.013(8)
2. The president shall develop and maintain an organization chart for the organization and shall ensure that all positions have written descriptions of duties and responsibilities. KRS 164.013(8)
3. The president shall develop and maintain a performance evaluation system for all employees.

### Previous Actions

*Original Approval: August 27, 1997*

*Amended: January 12, 1998*

*Amended: September 17, 2001*

*Amended: February 3, 2003*

*Amended: March 24, 2003*

*Amended: January 31, 2005*

*Amended: September 21, 2018*

*Amended: June 19, 2020*