

Morehead, Kentucky
April 15, 1983

The Board of Regents of Morehead State University met in special session on Friday, April 15, 1983, at 4:30 p.m. in the Riggle Room of the Adron Doran University Center.

Chairman Cassity called the meeting to order with the invocation being delivered by Elmer Anderson, Executive Director of the Morehead State University Foundation, Inc.

On roll call, the following were present:

Mr. Lloyd Cassity
Mr. Jerry F. Howell
Mr. John Baird
Dr. John R. Duncan
Mr. Robert M. Duncan
Mrs. Ethel Foley
Mr. Harry LaViers, Jr.
Mr. J. M. Richardson
Dr. Forest M. Skaggs
Ms. Donna Totich

Absent: None

Lloyd Cassity, who was reappointed to a six-year term ending March 31, 1989, by Governor John Y. Brown, Jr., was sworn in by Carol Johnson, Secretary to the Board and Notary Public.

A reorganization of the Board was conducted to elect a Chairman, Vice Chairman, Secretary and Treasurer.

Mr. Baird, seconded by Mrs. Foley, nominated Mr. Cassity as chairman.

Dr. Duncan, seconded by Ms. Totich, nominated Mr. Duncan as chairman.

Discussion took place as to whether the vote for the chairman should be by secret ballot. Dr. Duncan moved, seconded by Dr. Skaggs, that the vote be taken by secret ballot. Mr. Baird opposed and Mr. Cassity and Mr. Duncan abstained from voting. Following more discussion regarding the legality of voting by secret ballot, Joe Lamb, of the Morehead News, indicated he had checked this question with the Attorney General's office and found that according to the open records law, the secret ballot vote was not valid because the vote must be open record of the Board of Regents. Based on this information, Dr. Duncan withdrew motion.

Mr. Cassity relinquished the chair to Mr. Howell, Vice Chairman, whereupon the following votes were cast:

<u>Board Members</u>	<u>Vote</u>
Mr. Cassity	Cassity
Mr. Howell	Cassity
Mr. Baird	Cassity
Dr. Duncan	Duncan
Mr. Duncan	Duncan
Mrs. Foley	Cassity
Mr. LaViers	Cassity
Mr. Richardson	Duncan
Dr. Skaggs	Duncan
Ms. Totich	Duncan

A tie vote resulted with five votes for Cassity and five votes for Duncan. Mr. Duncan suggested that Judge Richardson take the chairmanship. Judge Richardson expressed appreciation but declined. Judge Richardson suggested that Mr. Howell be the compromise candidate. Mr. Howell was agreeable if it were the will of the Board whereupon Mr. Cassity made the motion, seconded by Mr. Duncan, that Mr. Howell serve as chairman. Mr. Cassity resumed the chair. Motion passed with Mr. Howell abstaining from voting.

Mr. Baird, seconded by Dr. Duncan, nominated Mr. Duncan as Vice Chairman whereupon Judge Richardson moved, seconded by Dr. Skaggs, that nominations cease and Mr. Duncan be elected by acclamation. Motion passed.

Mr. Cassity, seconded by Judge Richardson, nominated Carol Johnson as secretary and that she be elected by acclamation. Motion passed. Mr. Baird suggested that Mrs. Johnson be complimented for the work she performs whereupon it was further suggested it be made a matter of record.

Judge Richardson, seconded by Mr. LaViers, nominated Mr. Graham as Treasurer whereupon he was elected by acclamation.

Motion by Dr. Duncan, seconded by Dr. Skaggs, that the minutes of the meeting held January 26, 1983, be approved as distributed. Motion carried.

The first order of business was the proposed draft Bylaws. The following amendments were made:

- (1) On page 3, section G relating to the Agenda, second line, add "ten days" to read as follows:

Agenda: For all meetings the President shall prepare an Agenda which shall be mailed to each Regent ten days prior to the meeting.

- (2) On page 9, section B 1 (d) relating to Election of Officers, second line, remove "by secret ballot" to read as follows:

If more than one name is placed in nomination for a particular office, a vote by secret ballot shall be taken.

Motion by Mr. LaViers that "by secret ballot" be removed. Motion was seconded by Mr. Duncan and unanimously approved.

- (3) On page 8, section A 3 (g) relating to the Responsibilities of the President, third line, add "subject to subsequent ratification by the Board" to read as follows:

He shall be authorized, after consultation with the appropriate officer(s) or employee and the affected individual, subject to subsequent ratification by the Board, to suspend any member of the University at any time for proper cause.

Motion by Dr. Duncan that "subject to subsequent ratification by the Board" be added. Motion was seconded by Judge Richardson and unanimously approved.

Mr. Duncan moved adoption of total Bylaws as amended and commended President Norfleet and the committee on their work. Motion was seconded by Dr. Skaggs and unanimously carried.

Dr. Norfleet recommended that the Board go into Executive Session for the purpose of discussing personnel and legal matters whereupon Mr. Cassity made the motion, seconded by Dr. Skaggs, and was adopted by the following roll call vote:

Mr. Cassity	Aye
Mr. Howell	Aye
Mr. Baird	Aye
Dr. Duncan	Aye
Mr. Duncan	Aye
Mrs. Foley	Aye
Mr. LaViers	Aye
Mr. Richardson	Aye
Dr. Skaggs	Aye
Ms. Totich	Aye
Nays:	None

Chairman Howell called the meeting to order following Executive Session and declared the meeting to be in Open Session.

President Norfleet presented the following recommendations of the Academic Affairs Committee:

- (1) To revise the Master's program in clinical psychology by adding an option in counseling psychology;

- (2) To combine master's in Higher Education with the master's in Adult and Continuing Education; and
- (3) To combine specialist degree program in Higher Education with the specialist degree program in Adult and Continuing Education.

Motion by Mr. Duncan that the three recommendations of the President be approved as there is no cost involved and will increase effectiveness. Motion was seconded by Mr. LaViers and unanimously approved.

President Norfleet recommended a fourth item which had been under discussion by the Academic Affairs Committee. The admissions standards adopted by the Board earlier are in conflict with admissions standards which the Council on Higher Education has just approved. Since we must follow the guidelines as approved by the Council, Dr. Norfleet recommended that the Admissions Standards adopted by the Board be set aside and that we implement the Council on Higher Education Standards and that we continue to study our own direction as a result of these guidelines.

Motion by Mr. LaViers that the President's recommendation be approved. Motion was seconded by Mr. Duncan and unanimously approved.

President Norfleet recommended that the Audit Committee be authorized to proceed to select the auditors for the University for the next fiscal year. Mr. Cassity moved, seconded by Mr. LaViers, that the President's recommendation be approved. Motion passed.

Motion by Judge Richardson, seconded by Mrs. Foley, that the Executive Committee be given the authority to proceed with the selection of the honorary doctorate degree recipients to be presented at the 1983 Spring Commencement and the recommendation will be made to the Board at the next meeting for ratification of its decision. Motion passed.

Motion by Ms. Totich, seconded by Dr. Duncan, that the Board approve the granting of degrees to all candidates who have applied for graduation and who will have completed all requirements as approved by the faculty of the University at the 1983 Spring Commencement. And, further, that the Board approve the granting of degrees to students who complete degree requirements during Summer Sessions I and II. Motion passed.

Mr. Baird suggested that the Chairman write a letter on behalf of the Board to Coach Wayne Martin commending him, his coaching staff and team members on their performance during the 1982-83 season and their trip to the NCAA tournament.

There being no further business, the Board adjourned.


Chairman


Secretary

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BYLAWS

BOARD OF REGENTS

MOREHEAD STATE UNIVERSITY

ARTICLE I

A. The governing body of Morehead State University is the Board of Regents, which by statute is responsible for the essential government of the University.

B. The Board of Regents is composed of ten members as determined by the applicable statutory law with the membership to be selected as provided therein.

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 calendar 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. The meeting date(s) may be changed by the Chairman in cases of need.

2. Special Meetings - Upon written request of the President of the University or of two (2) members of the Board, the Chairman of the Board shall call a special meeting at a place designated by him, and the Board may at such special meeting transact any or all business that it may transact at a regular meeting. The Secretary shall give at least a two-day written notice of the meeting to all Regents.

D. Closed Sessions: No final action will be taken at any closed session of the Board. However, the Board may from time to time conduct closed sessions for the purposes authorized by KRS 61.810; e.g., engaging in:

1. Deliberations on the future acquisition or sale of real property by a public agency, but only when publicity would be likely to affect the value of a specific piece of property to be acquired for public use or sold by a public agency;

2. Discussions of proposed or pending litigation against or on behalf of the public agency; and

3. Discussions or hearings which might lead to the appointment, discipline, or dismissal of an individual employee, member or student without restricting that employee's, member's or student's right to a public hearing if requested, provided that this exception is designed to protect the reputation of individual persons and shall not be interpreted to permit discussion of general personnel matters in secret.

In conducting a closed session, discussion of property transactions under (1), or discussions closed for the purpose of protecting the reputation of individual persons under (3), the following requirements shall be met:

1. Notice shall be given in regular open meeting of the general nature of the business to be discussed in closed session and the reason for the closed session;

2. Closed sessions may be held only after a motion is made and carried by a majority vote in open, public session; and

3. No final action may be taken at a closed session.

E. 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 Secretary of the Board of Regents. Such notice shall be sent by telephone, mail or telegram. All notices of special meetings shall indicate the item or items of business to be considered.

F. Quorum: A majority of the members of the Board shall constitute a quorum for the transaction of business, but no appropriation of money nor any contract that requires an appropriation or disbursement of money shall be made, and no teacher employed or dismissed, unless a majority of all the members of the Board vote for it.

G. Agenda: For all meetings the President shall prepare an Agenda which shall be mailed to each Regent prior to the meeting. All regular meeting agendas shall include the minimum of the following:

1. Roll Call;
2. Report of the President; and
3. Quarterly Financial Statement.

H. Conduct of Business: All meetings shall be conducted in accordance with the principles of procedure prescribed in the most recent edition of Robert's Rules of Order.

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ARTICLE II

A. The powers and duties conferred upon the Board of Regents to carry out the purposes of Morehead State University are provided by law in the Kentucky Revised Statutes; in addition thereto, other major powers and duties are:

1. The promotion of the mission and goals of the University;
2. The authorization of the creation or discontinuance of degrees;
3. The election of a Chairman of the Board, Vice Chairman, President, Treasurer, and Secretary;
4. The appointment of faculty members upon the recommendation of the President and the appointment of such administrative officers upon recommendation of the President;
5. The determination of guidelines for 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;
6. The establishment or discontinuance of any faculty rank;
7. The adoption of policies for granting leaves of absence and the approval of promotions for administration and faculty members;
8. The establishment of policies and procedures for granting tenure of faculty members;

9. The regulation of government and discipline of students and the regulation of government and discipline of faculty;

10. The approval of general budget policies which would govern student financial aid programs;

11. The fixing of special charges and other fees, subject to approval by the Council on Higher Education;

12. Upon appropriate clearances, the issuance of revenue bonds to finance projects required by or convenient for students under its governance;

13. The care and preservation of all property belonging to the University;

14. Provide for the submission of such reports and budget requests as may be required by State Government;

15. The approval of the annual budget; and

16. The formulation and periodic revision of long-range plans.

ARTICLE III

A. The officers of the Board of Regents shall consist of the Chairman, Vice Chairman, President, Treasurer, 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 the Chairman will continue to serve until the annual election is held. He 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 Board 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. Vice Chairman - The Vice Chairman acts for the Chairman when the latter is absent from a meeting.

3. 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 and to develop rules and regulations as are necessary to carry out the purposes expressed herein;

(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 promotions, leaves of absence, sabbaticals of the faculty and other personnel to the Board for ratification;

(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 and determine compensation, subject to subsequent ratification by the Board, of any employee of the University under conditions set by the Board;

(g) He shall be authorized, after consultation with the appropriate officer(s) or employee and the affected individual, to suspend any member of the University at any time for proper cause;

(h) He shall have responsibility for supervising the establishment and maintenance of proper relationships through the Director of the Alumni Association with 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 prepare and submit to the Board a biennial budget request as required by law; and

(l) He shall perform such other duties as may be required by the Board of Regents.

4. Secretary - The Board of Regents shall elect a Secretary at the time other officers are elected for a term not to exceed one year.

The Secretary will attend all meetings of the Board and shall record all the Minutes of all proceedings and shall perform all statutory duties and other functions which are usual to the duties of a Secretary and shall assist the Board in the discharge of its official duties.

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5. Treasurer - The Board of Regents shall elect a Treasurer at the time other officers are elected 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 statutory duties and responsibilities as may be delegated to the office by the Board of Regents.

B. Time and Procedures for Election of Officers

1. A Chairman, Vice Chairman, Treasurer, and Secretary shall be elected annually at the first quarterly meeting to serve for the ensuing calendar year or until the officers are elected according to the following procedural guidelines:

(a) The Chairman declares that nominations are in order;

(b) The Chairman recognizes any member for the purpose of making a nomination;

(c) If after each member has had an opportunity to make a nomination and only one name has been placed in nomination for that particular office, the Chairman shall declare that person elected by unanimous consent; and,

(d) If more than one name is placed in nomination for a particular office, a vote by secret ballot shall be taken. Names shall be voted upon in the same order in which the nominations occurred. The nominee first receiving a vote of majority of members present and voting shall be declared elected.

ARTICLE IV

A. The standing committees of the Board of Regents are: the Executive Committee, the Audit Committee, the Academic Affairs Committee and the Student Affairs Committee. The Board may reorganize its committee structure after a new member is appointed to the Board of Regents and may from time to time establish ad hoc committees to facilitate its work.

1. The Executive Committee - The Executive Committee is composed of the Chairman, Vice Chairman and two other members of the Board who are appointed by the Chairman.

The Executive Committee provides the President with guidance, opinions, and viewpoints on matters that arise in interim periods between quarterly meetings which the President considers to be of importance but not of sufficient urgency to justify a called special meeting of the full Board. The Executive Committee also serves as the finance committee and the Committee may serve as the personnel committee if needed.

In its function as finance committee, the committee will familiarize itself with institutional policies and procedures and state agency and legislative requirements for fiscal administration to enable it to initially review and evaluate and advise the full Board in its evaluation of recommendations made by the President to the Board on financial and budget proposals and policies relating to:

(a) The biennial budget request which is submitted to the Council on Higher Education in accordance with KRS 164.020;

(b) The annual operating budget of the University for the fiscal period July 1 through June 30;

(c) Adjustments in the annual operating budget resulting from unanticipated increases or decreases in revenue;

(d) The allocation of unencumbered fund balances which accrue to the University at the close of fiscal accounting periods;

(e) Any proposal for the construction of academic, administrative, or service facilities through the issuance of revenue bonds of the Consolidated Educational Buildings Revenue Fund or the Housing and Dining System Revenue Fund; and

(f) Other financial and budget matters which the President or the Board may ask the committee to consider from time to time.

2. The Audit Committee - The Audit Committee is composed of three members of the Board, who are appointed by the Chairman, and the Controller of the University.

The Audit Committee has the following responsibilities:

(a) Reports to the Chairman of the Board unless the Chairman of the Committee is also Chairman of the Board;

(b) Provides assistance to the full Board in fulfilling its fiduciary responsibilities relating to accounting

and financial reporting practices;

(c) Recommends to the Board independent accountants for the audit of year end expenditures;

(d) Establishes the minimum scope of the annual audit;

(e) Obtains all other information necessary in providing a full report to the Board, by specifying the type reports to be submitted by management to the Committee or by discussions with management; and

(f) Engages in discussions with the independent auditors to ascertain additional information on the fiscal integrity of the institution.

3. The Academic Affairs Committee - The Academic Affairs Committee is composed of three members of the Board who are appointed by the Chairman.

The Academic Affairs Committee advises the President on new programs and matters of an academic affairs nature which require in-depth study prior to their submission to the total Board.

4. The Student Affairs Committee - The Student Affairs Committee is composed of three members of the Board who are appointed by the Chairman.

The Student Affairs Committee reviews proposals on open house hours, disciplinary matters and other items relating to student activities and services prior to submission to the total Board.

5. Participation by Non-Members - The President will 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 or otherwise participate in the meetings except pursuant to a previously approved request for appearance to be heard.

Except as provided above, 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 a hearing before the Board of Regents ten days prior to the scheduled meeting. The President shall call the request to the attention of the Chairman, who shall determine whether or not the subject matter is relevant and material to Morehead State University. The Chairman may, at his discretion, designate the appropriate committee of the Board to give initial consideration to the matter and make a report to the Board.

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ARTICLE V

A. The Board of Regents hereby recognizes and approves the Constitution of the University Senate, Student Association Constitution and all personnel manuals and same shall govern in its respective jurisdiction except where in conflict with these Bylaws as same are hereby constituted or may be hereinafter amended, in which case the Bylaws of the Board of Regents shall govern and prevail.

ARTICLE VI

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 VII

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 proper reason according to established procedures 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 VIII

A. The 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. The Chairman shall be authorized to sign when a member of the Board's signature is required.

ARTICLE IX

A. These Bylaws 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. The ten-day provision may be waived upon a vote of the majority of the membership.

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