



# Council By-Laws

Unit/Department: Legal  
Effective Date: 1/31/2005

CPE Contact  
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## **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. Policy**

### **Section 1: General Rules**

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

- A.1 The council may amend, revoke, or adopt additional bylaws by action of eight of the voting members.
- A.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**

- B.1 The council and all council appointed committees shall follow Robert's Rules of Order concerning motions, recognition of speakers, and order of business.
- B.2 The chair may recognize a non-council speaker.
- B.3 The council shall 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**

- C.1 Actions taken by the council shall constitute the policy of the council until changed or superseded.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

- C.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**

- D.1 Council members shall make a best effort to attend and participate at all regularly scheduled meetings.
- D.2 If a council member is unable to attend and participate at a regularly scheduled or special meeting of the council, the member shall notify the chair and president of the council.
- D.3 If a council member fails to attend three regularly scheduled council meetings during a calendar year, the chair shall consult with the member about the reason for the absences; and may discuss the matter with the executive committee.

### **Section 2: Selection and Terms of Officers**

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

- A.1 A nominating committee shall be appointed by the chair by November 30 for the purpose of nominating a new chair and vice chair.
- A.2 A council member seeking council office shall not be a member of the nominating committee.
- A.3 The recommendations of the nominating committee shall be presented to the council at a regularly scheduled or special meeting prior to January 31 of each year.

#### **B. Selection of Officers**

- B.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 commencing February 1 and ending January 31. This provision shall become effective upon passage.
- B.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.
- B.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.
- B.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.
- B.5 The chair and vice chair are limited to three consecutive one-year terms.

### **Section 3: Meetings of the Council on Postsecondary Education**

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

- A.1 The council shall set the regular meeting schedule for the next year by resolution prior to the last regularly scheduled meeting of the calendar year.
- A.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)
- A.3 The schedule and agenda of regular meetings shall be made available to the public through release to the press by written or electronic means. KRS 61.820
- A.4 The council shall meet with the Advisory Conference of Presidents at least once each year. KRS 164.021

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

- B.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 3 A.1. above.
- B.2 The chair may call a special meeting of the council when, in the view of the chair, such a meeting is necessary. KRS164.011(9) and KRS61.823
- B.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. KRS164.011(9) and KRS61.823
- B.4 The following items are required in calling a special meeting and in the conduct of the special meeting:  
The agenda of a special meeting shall be stated in the notification of the meeting.
  - a. Discussions and action at a special meeting shall be limited to items listed on the agenda in the notice. KRS 61.823(3)
  - b. Written 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. KRS61.823(4)(a)(b)
- B.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. KRS61.823(5)

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- 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. KRS61.823(5)

**C. Place of the Meeting**

- C.1 The council shall fix the place of meetings at the time they are scheduled. The council may change the place of meetings. KRS164.070
- C.2 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 3 A. and B. of the council bylaws. Meetings held by video teleconference also shall conform to these requirements:
  - a. The notice of the meeting shall clearly state that the meeting is a video teleconference. KRS61.826(2)(a)
  - b. The locations of the video teleconference as well as the designation of one location as the primary location shall be contained in the notice. KRS61.826(2)(b)
  - c. Rules concerning participation, distribution of materials, and other matters that apply at the primary location shall apply to all video teleconference locations. KRS61.826(3)

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

- D.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. KRS164.080
- D.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. In the event some agenda materials are not available within the required time period, the president shall, as soon as possible, indicate in writing the reason for the delay and when the materials shall be available.
- D.3 Notice to members shall be by mail, personal delivery, or electronic transmission such as facsimile (FAX) or e-mail.
- D.4 The notice of a regularly scheduled or special meeting shall contain the date, time, place of the meeting, and the agenda. KRS 61.823(3)
- D.5 Notice of and the agenda for all meetings shall be given to the Advisory Conference of Presidents. KRS 164.021

- D.6 Special information to be presented to the council by interested parties shall be provided to the president or chair of the council seven (7) days in advance of the scheduled meeting. The chair may waive this requirement.

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

- E.1 The minutes of all meetings, regular and special, shall accurately record the deliberations of the council and all actions taken.
- E.2 All meetings of council committees shall be recorded on audio tape, and the tape shall be permanently maintained.
- E.3 The 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**

- F.1 A quorum shall be a majority of the appointive membership of the council. KRS164.011(10)
- F.2 A quorum shall be required to organize and conduct business. KRS164.011(11)
- F.3 An affirmative vote of eight (8) of the appointive members shall be required to carry all propositions. KRS164.090 and KRS164.011(11)
- F.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.
- F.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**

- G.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.
- G.2 The following requirements, consistent with KRS61.815, 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 KRS61.810 provision authorizing a closed session.

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- 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.
- G.3 The requirements of the council for the conduct of closed sessions shall at all times meet the requirements of KRS 61.815.

#### **Section 4: Committees**

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

- A.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.
- A.2 The chair of the council shall appoint members to all committees unless membership is directed by statute or council policy.
- A.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 matter to a committee.
- A.4 The president shall assign staff, as appropriate, to assist committees.
- A.5 The chair of the council shall be an ex officio, voting member of all committees.
- A.6 All committees shall conform to the requirements of the Open Meetings Act.

##### **B. Executive Committee**

- B.1 Membership
  - a. The Executive Committee shall consist of the chair, vice chair, and three other council members appointed by the chair.
- B.2. Purpose
  - a. Review all agency budget and personnel matters, provide for an annual audit of the agency, evaluate the president, and recommend annual compensation for the president.
- B.3. Terms
  - a. The three appointed members shall serve one-year terms.

#### **Section 5: Compensation and Expenses of Members**

##### **A. General**

- A.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.

- A.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**

- B.1 Members of the council shall receive compensation for each meeting attended in the amount specified by KRS164.050.

## **C. Expenses of Members**

- C.1 Council members shall receive reimbursement for actual expenses incurred traveling to and attending meetings of the council as defined in Section 5 6A.1.
- C.2 The chief state school officer shall receive reimbursement of expenses in the same manner as other expenses reimbursed through the Department of Education.

## **Section 6: President and Staff**

### **A. President**

- A.1 The council shall set the qualifications for the position of president. KRS164.013(1) and (3).
- A.2 The council shall, when selecting a president, employ a search firm and conduct a national search. KRS164.013 (1)
- A.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. KRS164.013.
- A.4 The president is responsible for employing, directing, and administering the staff.
- A.5 The president shall make periodic reports to the council on the operation of the agency as the council shall so direct.
- A.6 The council shall perform an evaluation of the president and shall fix the compensation and terms of the contract annually.
- A.7 The president shall be compensated on a basis in excess of the base salary of any president of a Kentucky public university. The council annually shall review the salaries of the presidents of the public universities to assist in satisfying this requirement. KRS164.013(6).

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- A.8 The president shall have a contract for a term not to exceed five years, renewable at the pleasure of the council.
- A.9 The president has a statutory role in the licensing of private colleges and universities and shall exercise those duties consistent with the requirements of the statutes and the direction of the council. KRS 164.945 through 164.947 and KRS164.992.

**B. Staff**

- B.1 Staff of the council shall be employed by and be responsible to the president of the council.
- B.2 Staff 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.
- B.3 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.
- B.4 The president shall develop and maintain a performance evaluation system for all employees.

Certification: Thomas D. Layzell, President

Previous Actions:

Original Approval: August 27, 1997

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