



Board of Trustees BYLAWS

**FLINT HILLS
TECHNICAL
COLLEGE**

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ARTICLE I. RESPONSIBILITY AND MEMBERSHIP

Section 1. Jurisdiction and Responsibility

- (a) The Board of Trustees, the governing board (Board) of Flint Hills technical college, henceforth known as FHTC, is a body corporate established by an act of the Kansas Legislature (Senate Bill 7, 2003), and it possesses all of the powers of a body corporate for the purposes created by or that may exist under provisions of the law of the State of Kansas to exercise such rights and privileges as may be necessary for the management and administration of the FHTC.
- (b) The Board has the responsibility for the development and operation of FHTC in accordance with provisions of the Kansas law and the standards of the Kansas Board of Regents.

Section 2. Membership

(a) The Board of the FHTC shall consist of seven appointed members. Board members will be limited to two consecutive terms. To stagger terms, the initial terms of the following members will be two years: Emporia Area Chamber of Commerce, Emporia State University, and At-Large Member from the Region. Current employees of FHTC are prohibited from serving on the independent Board.

1. Emporia USD 253 Board of Education – one elected member or appointee for a four-year term
2. Emporia Area Chamber of Commerce – one appointment of a Chamber of Commerce member for a four-year term
3. Emporia State University – one appointment of an Emporia State University employee for a four-year term
4. Emporia City Commission – one elected member or appointee for a four-year term
5. Lyon County Commission – one elected member or appointee for a four-year term
6. Regional Development Association of East Central Kansas Board - one appointment of a Regional Development Association member or appointee for a four-year term
7. At-Large Member from the Region Appointment – one appointment by the FHTC Board of Trustees for a four-year term.

(b) All Board members shall be residents of primary FHTC territory, which includes Chase, Coffey, Lyon and Morris Counties, the south half of Osage and Wabaunsee counties or the north half of Greenwood County.

Section 3. Term of Office

- (a) Board members shall serve terms of office as provided by Section 2(a).
- (b) Vacancies occurring for whatever reason shall be filled as provided by criteria in Section 2(a) to finish a term.

Section 4. Removal and Replacement of Trustees

- (a) The Board may remove a member for cause by a majority vote of the Board.
- (b) A major membership responsibility is attendance at scheduled Board meetings. The Board will declare vacant the office of a member who does not attend three consecutive meetings without justifiable excuse.
- (c) As vacancies occur, the Board Chair will notify the proper appointing authority of the need for new members.
- (d) The Chair shall keep appointing agencies apprised of the changing composition of the Board and should strive through the appointing agencies for a Board representative.

Section 5. Compensation, Indemnification, Reimbursement, and Insurance

- (a) No member of the Board shall receive compensation for services rendered as such, but shall be entitled to receive reimbursement, according to the regulations adopted by the Kansas Board of Regents, for cost of travel, meals, and lodging while performing official duties. Board members will be reimbursed for travel and allowances in accordance with the FHTC Travel and Allowance Accounting Procedures within the funds budgeted in the Board's Travel Account for the academic year.
- (b) Board members are encouraged to participate in conferences and seminars that will provide knowledge and skill better enabling them to serve as FHTC Board members. The Board Clerk will coordinate travel arrangements.
- (c) To the fullest extent permitted by the law of State of Kansas, including future amendments of those laws, FHTC shall indemnify and hold harmless each trustee and officer of the college against any and all claims, liabilities, and expenses (including attorneys' fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred and arising from any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with any such position. However, the foregoing shall not apply to:
 - i. any breach of such person's duty of loyalty to the technical college;
 - ii. any act or omission by such person not in good faith or which involves intentional misconduct or where such person had reasonable cause to believe his or her conduct was unlawful; or
 - iii. any transaction from which such person derived any improper personal benefit.
- (d) The decision concerning whether a trustee or officer seeking indemnification has satisfied the provisions in Article I. Section 5(c) shall be made by (i) the Board of Trustees by a majority vote of a quorum consisting of trustees who are not parties to the action, suit, or proceeding giving rise to the claim for indemnity ("Disinterested Trustees"), whether or not such a majority constitutes a quorum; (ii) independent legal counsel, if there are no Disinterested Trustees, or if the Disinterested Trustees so direct; or (iii) a vote of the Kansas Board of Regents.
- (e) The Board of Trustees may, in such cases as, in its complete discretion, it deems appropriate, indemnify and hold harmless employees and agents of the college against any and all claims and liabilities (including reasonable legal fees and other expenses incurred in connection with such claims or liabilities) to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with such position.

ARTICLE II. OFFICERS AND THEIR DUTIES

Section 1. Election and Term of Office

- (a) The officers of the Board shall be the Chair, the Vice-Chair, the Board Clerk and the Treasurer.
- (b) The Chair and the Vice-Chair shall be elected by the voting members of the Board from its membership.
- (c) The Board shall elect a Board Clerk and a Treasurer, neither of whom must be a Board member.
- (d) All Board officers shall be elected for a period of one year. Each officer, with the exception of the Treasurer and Board Clerk, may serve in any one of the Board's elective offices for a maximum of three consecutive years. A person who has held a particular office, other than Board Clerk, for the maximum number of consecutive years will be eligible to hold the same office after a period of one year has elapsed. The time limitations herein shall not affect a person's ability to serve consecutively in different offices.
- (e) The officers of the Board shall be elected annually no later than the July meeting and shall serve from July 1st until the following June 30th, or until such later date as their successors shall be elected or confirmed.

Section 2. The Chair of the Board

The Chair shall appoint the committee members, with Board approval, and serve as an ex-officio voting member of all committees of the Board, preside at all meetings of the Board, call meetings of the Board, and discharge all other functions delegated to the Chair by the Board.

Section 3. The Vice-Chair of the Board

The Vice-Chair of the Board shall serve in the absence of the Chair, perform all duties of the Chair with full authority during the absence or disability of the Chair, and shall discharge any other functions delegated by the Board. In the absence or inability to act of both the chair and vice-chair, the members of the Board who are present shall select a member to act in that capacity.

Section 4. The Board Clerk

The Board Clerk shall maintain records of Board actions. The Board Clerk shall have the responsibility of attesting to the accuracy of all minutes and any other appropriate records. Such records will consist of the meeting announcement, the respective agenda, the minutes of the previous meeting, and related support data. These records shall be made available to Board members in advance of the meeting scheduled by the announcement. The Board Clerk shall perform other duties incidental to the Board.

Section 5. The Board Treasurer

The Board Treasurer shall prepare monthly and annual financial statements and report financial information to the Board. The Board Treasurer shall oversee the college's portfolio and provide the Board with financial data, investment instruments, forecasting information and interest rate schedules. The Board Treasurer shall perform other duties incidental to the Board.

ARTICLE III. POWERS OF THE BOARD

The Board Powers Shall Include the Following

- (1) Approve the technical and general education courses of instruction that will comprise the associate of applied science degree, technical certificate and certificate programs of the college;
- (2) establish the requirements for satisfactory completion of the associate of applied science degree, technical certificate and certificate programs of the college in accordance with the Kansas Board of Regents and the Higher Learning Commission;
- (3) confer the associate of applied science degree (AAS) upon students who successfully complete an AAS degree program and to award a technical certificate or certificate to students who successfully complete a technical certificate or certificate program of the college; and
- (4) appoint teaching staff. No teacher appointed to teach courses comprising the associate of applied science degree programs of the college shall be required to meet certification requirements greater than those required by the Higher Learning Commission;
- (5) have custody of, and be responsible for, the property of the college and be responsible for the operation, management and control of the college;
- (6) select a chair and such other officers as it deems desirable, from its membership;
- (7) sue and be sued;
- (8) appoint and fix the compensation and term of office of a president or chief administrative officer of the college;
- (9) fix and determine, within state adopted standards, all other employees' qualifications, duties, compensation and all other items and conditions of employment;
- (10) enter into contracts;
- (11) accept any gifts, grants or donations;
- (12) acquire and dispose of real or personal property;
- (13) enter into lease agreements as lessor of any property owned or controlled by the college;
- (14) adopt any rules and regulations, not inconsistent with any law or any rules and regulations of the Kansas Board of Regents, which are necessary for the administration and operation of the college or for the conduct of business of the governing board;
- (15) contract with one or more agencies, either public or private, whether located within or outside the territory of the college or whether located within or outside the state of Kansas for the conduct by any such agency of academic or technical education for students of the college and to provide for the payment to any such agency for the contracted educational services from any funds or moneys of the college, including funds or moneys received from student tuition and fees;
- (16) appoint as its resident agent for the purpose of service of process, either the president of the technical college or the chairperson of the governing board, or both;
- (17) take any other action, not inconsistent with any law or any rules and regulations of the Kansas Board of Regents, which is necessary or incidental to the establishment, operation and maintenance of the college;
- (18) issue bonds for capital improvement projects, enter into bond covenants and take such ancillary action as the governing board approves, relating thereto except that such bonds shall not be secured by a pledge of any property tax revenues of the technical college;
- (19) enter into agreements with counties relating to funding for capital improvement projects at technical colleges;
- (20) terminate the President/CEO; and
- (21) to support the Flint Hills Technical College Foundation with in-kind services and financial support for the operational expenses of the Foundation.

ARTICLE IV. COMMITTEES

Section 1. Types of Committees and Method of Appointment

- (a) The Board may establish such standing and *ad hoc* committees as it deems necessary to secure and protect the college's welfare.
- (b) The Chair shall appoint the members of all committees.

Section 2. Limitation of Authority of Committees

Unless the Board in a regular or special meeting expressly authorizes a committee to act on behalf of the full Board on a matter referred to it, the Board at a regular or special meeting shall report committee action as a recommendation for consideration and action. In the event the committee has taken an action authorized by the Board, the Chair of the committee shall report within a reasonable time to the Board the action taken and the action of the committee shall be deemed to have concluded the matter.

Section 3. Executive Committee

- (a) The Executive Committee will consist of the Board Chair, Vice Chair, Treasurer, and President/CEO.
- (b) The Executive Committee shall meet at the call of the Board Chair.
- (c) The Executive Committee shall have the power to conduct business that arises between meetings of the Board of Trustees, as authorized by the Board.

ARTICLE V. MEETINGS

Section 1. Regular Meetings

The regular meetings of the Board will be held monthly, unless mutually agreed, at a time and place chosen by the Board. Meetings shall be conducted pursuant to Kansas Open Meetings Act.

Section 2. Special Meetings

- (a) The time, place, and purpose(s) of special meetings may be determined by the Chair or by the President/CEO.
- (b) The business to be transacted at any special meeting of the Board shall be confined to such matters as have been specified in the call to members and officers of the Board.

Section 3. Notice of Meetings

Members and officers of the Board shall be notified in writing by the President/CEO of the time and place of all meetings and the purpose(s) of such meetings at least one week in advance of the meetings. In the event a special meeting is held in lieu of a regular meeting, the notice shall so state and all such business may be conducted at such special meeting as might have been conducted at the regular meeting. Media requesting notification of regular and special Board meetings will be sent notice of the meeting and a copy of the agenda.

Section 4. Quorum

- (a) The quorum for Board action at scheduled meetings shall consist of a simple majority of voting Board members in active status.
- (b) A majority vote of all of the members of the Board shall be required for the determination of policy, for making rules and regulations, for the election of a President/CEO, and for the establishment or discontinuation of curricula or services of the college.

Section 5. Agenda

(a) The President/CEO of the college will provide the Chair with a list of those items to be presented to the Board with his/her recommendations at least twenty-four hours prior to the meeting for which they were prepared.

(b) In emergencies, the Chair may add items to the agenda regardless of the date such items are received by the Chair.

Section 6. Order of Business

The regular order of business at meetings of the Board shall be:

- I. Call to order
- II. Roll call
- III. Adoption of the Agenda
- IV. Opportunity for visitors to be heard for items not on the agenda
- V. Consent Agenda
- VI. Report of the standing committees, in order selected
- VII. Report from special committees
- VIII. Action Items
 - a. Unfinished business
 - b. New business
- IX. Report by the President/CEO of special items
- X. Report by the Board Clerk of special items
- XI. Adjournment

Section 7. Parliamentary Rules

Board meetings shall be governed by rules of procedures as adopted by the Board and in accordance with law.

ARTICLE VI. THE PRESIDENT/CEO OF THE COLLEGE

(a) The President/CEO shall be qualified by training, experience, habits, and philosophy to develop and maintain a comprehensive technical college of high quality.

(b) The President shall have full authority and responsibility for the operation of the college under the policies and rules and regulations of the Board and of the Kansas Board of Regents and within the budgets approved by the Board.

(c) The Board shall at all times exercise its control of the college through the President/CEO. The Board will collectively and individually confine their activities to policy formulation as distinct and apart from policy administration.

(d) The President/CEO serves at the pleasure of the Board according to the terms of his/her notice of appointment.

(e) The President/CEO shall attend and participate, without voting privilege, in all meetings of the Board, except where his/her absence is expressly required by a majority of those present.

(f) The President/CEO shall submit information and recommended policies to the Board when requested to do so by the Board or when he/she deems it to be in the best interest of the college to do so.

(g) The President/CEO shall discharge any other functions which the Board may delegate to him/her.

ARTICLE VII. POLICIES, RULES AND REGULATIONS

Section 1. General Provisions

By an affirmative vote of a majority of all the members of the Board, the Board may make or amend such policies, rules, and regulations as may be authorized by the law and as may be required in its judgment for the effective discharge of its responsibilities and for the effective operation of the college.

Section 2. Notification and Publication

The President/CEO shall be responsible for insuring that each member of the Board, employee of the college, student and the general public has access to a copy of all current Board bylaws, policies, rules, and regulations.

ARTICLE VIII. ADOPTION AND AMENDMENT

Section 1. Adoption

Adoption of these bylaws shall be by affirmative vote of at least five (5) members of the Board at a regular meeting.

Section 2. Amendments

Amendments to these bylaws may be proposed by any member of the Board at any regular meeting of the Board. Such amendments shall be referred to the Board for review and presentation at a subsequent meeting of the Board. Adoption of amendments shall be by affirmative vote of at least five (5) members of the Board present and voting.

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