

Revised Kepler College By-laws
Ratified February 14, 2000
Amended & adopted November 12, 2007

Preamble

These By-laws contain the standing orders and procedures for the overall guidance, administration and operation of Kepler College. The Articles of Incorporation and these By-laws shall guide the Board of Kepler College in its actions, policy setting procedures, standards, conduct and deliberations. The terms "the Board," "Trustees," and "Administrators" are defined or described in the body of this document. The terms "Kepler College," "Kepler," "KC," and "The College" as used herein are synonymous with Kepler College. The term "s/he" is defined as referring to "she or he."

The Board believes that collegiality furthers the interests of the academic mission of this College and has therefore established a system of shared governance. Without limiting its duties or authority, the Board of Trustees directs its attention to ensuring the College has adequate resources to perform the College's mission and to matters of general policy relating to its mission, overall educational programs, general operations and strategic plan. As identified in this document, the Board delegates other responsibilities to the other internal governing bodies of the College. As a result, this document specifies the duties and responsibilities of all three governing bodies of the College: the Board of Trustees, the Administration, and the Faculty Senate. The Chair of each of these groups shall communicate with the other bodies directly at Board meetings or through written communications. Each body shall provide all Chairs with copies of their minutes. Communication outside of regular meetings between the Board, the Faculty Senate and the Administrative Governance Council shall primarily take place between the Chairs of each.

The President of the College is the conduit for information between all stake-holders in the College. As a result, it is vital that s/he is an Ex-Officio member of all standing committees and all governance bodies. As the official conduit between all bodies, s/he must be prepared to fairly represent the opinions of all bodies to each other. If s/he becomes seen as only being able to represent one body, then communication breaks down and dysfunctional governance occurs. This trust must not be violated.

Article I: The Board of Trustees

Section 1. Trustees

1. The persons named in the Articles of Incorporation of 1992, and their respective elected successors shall constitute the Board of Trustees of Kepler College. The membership of the Board of Trustees shall consist of no less than seven or more than fifteen persons.
2. The President of Kepler College shall be an ex officio non-voting member of the Board of Trustees. The President and Trustees shall be reasonably accessible to each other by electronic means.
3. All Trustees must complete their orientation to the Board prior to being granted the right to vote on the election of other Board members, the Chair or the College budget.
4. Elections. Nominations for new members to the Board of Trustees may occur at any time but must be approved by a majority vote of the Board of Trustees and the Faculty Senate.

5. Newly elected members of the Board of Trustees shall serve a probationary period of six months, after which a majority of the Board of Trustees may grant them regular Board status. Board members serving in their probationary period may be dismissed without specified reason by a simple majority vote of the Board of Trustees in favor of such a dismissal. In this matter the probationers shall have no vote.
6. The President and/or Board Chair will meet with new trustees either electronically or in-person. All new members of the Board of Trustees will be provided with orientation material about the College, its operation and the nature of trusteeship as developed by designated members of the Board and the President. Each member of the Board of Trustees during each term of office will also attend an orientation session covering this material as well as information on effective use of different communication modalities and online access to Board documents.

Section 2. Regular Members

- 1) Regular Board members shall hold office for terms of three years. Replacement Board members may be elected whenever necessary to fulfill the original three year term of the Board member replaced. Elected replacement trustees shall finish that term, and then be eligible for reelection as if never before elected.
- 2) Regular Members of the Board of Trustees shall be eligible for reelection for a term of three years. Eligible members must be approved by a majority vote of the entire Board of Trustees at the yearly formal meeting.
- 3) Regular Members of the Board of Trustees may serve no more than a total of three consecutive full terms.

Section 3. Representative Members

- 1) Representative members of the Board of Trustees shall serve for one year.
- 2) Either the Faculty Senate and/or Student Senate may nominate an individual to be their representative on the Board of Trustees. Faculty or Student representatives will have full voting rights except as otherwise noted in the Bylaws. The Student representative member must be enrolled.
- 3) At least two board positions are open to any organization that has shown significant support and/or financial contribution for the College in the previous year. Nominations for a representative from these organizations may occur at any time, but must be approved by a majority vote of the Board of Trustees and Faculty Senate. The organizations shall select the individual who will be their representative on the Board of Trustees.
- 4) Representatives shall not constitute more than 25% of the Board.

Section 4. Resignation

Any Trustee may resign his/her office at any time by submitting a written or electronic letter of resignation to the Chair.

Section 5. Removal

Any Trustee may be removed from office by two-thirds vote of the entire Board or by a two-thirds votes of the Faculty Senate whenever in its judgment s/he shall have become incapable, ineligible or otherwise be unable to discharge, or shall neglect or refuse to perform the duties of his/her office.

Section 6. Officers of The Board

The Officers of the Board of Trustees shall be Chair, Vice-Chair, Treasurer and Recording Secretary. They shall be elected by a majority vote of the entire Board at any Board meeting. The tenure of such officers shall be for a period of three years, or until their successors are duly elected. If the 2/3 of the Board or 3/4 of the Faculty Senate vote no confidence in the Chair, Vice Chair, Secretary or Treasurer, these officers of the Board will step down and new officers will be elected by a 2/3 majority of the entire Board at any Board meeting.

- a) The Chair shall be the presiding officer of the Board, Standing Committees, and of Kepler College. As such the Chairperson has oversight of the implementation and administration of the Articles of Incorporation, the By-laws, all Board policy, and adherence to civil laws. In this respect the Chair's interpretation of these rules and policies takes precedence over individual Board members except for legal counsel in matters of legal interpretation. Should a matter of dispute arise, the Board's interpretation of the Articles of Incorporation, the By-laws or policy shall supersede the Chair's. The Chair has oversight of all fund-raising efforts. The Chair shall be an ex-officio member of all standing committees of the Board. The Chair shall be responsible to set meeting agendas. Should the Chair elected not be a sitting member of the board, then the Faculty Senate must approve the Chair by a majority vote.
- b) The Vice Chair shall assist the Chair in all designated tasks. The Vice Chair shall discharge the duties of the Chair in his/her absence, and shall keep informed of Kepler business, so as to be able to discharge these duties. The Vice Chair shall be responsible for some major project or committee, commensurate with his/her expertise.
- c) The Secretary is responsible to give a written or electronic notice of all meetings to all members of the Board. S/he will keep minutes of all business transacted in a permanent record and a copy of same shall be distributed to all Trustees no later than two weeks after each meeting. S/he will document all motions made in the business of KC, and record unresolved motions as unfinished business. A comprehensive list of all policies passed by the Board will be maintained on the Board website, in order to reduce the likelihood of repetitious or conflicting motions. The Secretary shall be responsible for keeping current all State and Federal documents. The Secretary shall be responsible for compiling all records that comprise the history of Kepler College, making them available for orientation, historical records, and other purposes.
- d) The Treasurer shall ensure that proper tax accounting procedures are accomplished, that reports are generated on a timely basis, and that all fiscal legal requirements are met and recorded in accordance with applicable laws and standard accounting practices. S/he shall prepare financial statements for each Board meeting and all special reports as directed by the board. S/he shall record and document all financial records of KC. The Treasurer shall oversee all bookkeeping functions of Kepler College.
- e) Parliamentarian: The Board may, at its discretion, elect a Parliamentarian, who may or may not be a member of the Board. If the Parliamentarian is not a member of the Board, election to this office does not confer voting rights. The Parliamentarian shall interpret the correct procedures for the adherence to the policies and procedures of all governing documents of Kepler College. The opinion of the Parliamentarian may be overruled in writing by the Chair between meetings; or by a majority vote of the Board during meetings. If there is a question of order between meetings, that query shall be put to the Parliamentarian, who shall research the answer and present it to the Chair for ratification. The result shall be shared with all Board members and interested parties.

Section 7. Regular Meetings

Regular Board meetings shall be held with such frequency and at such times and places, as may be determined from time to time by resolutions of the Board. Any business may be transacted at the annual or any other regular meeting of the Board of Trustees. A minimum of five Regular Board Meetings shall be held yearly, the place, date and time of each meeting shall be determined by the Chair with consideration given to the availability of the majority of the Board. Agenda items from members of the Board shall be submitted to the Chair one week in advance of regular meetings. A Treasurer's report is required at each meeting. Minutes must be taken and sent to all Board members by mail or electronic means no later than two weeks after each meeting.

Attendance at a Board meeting shall be in person or by electronic means. Trustees who fail to attend three consecutive Board meetings without prior notice, may be dismissed from the Board.

Board meetings shall be closed to the public unless a majority of the Board votes otherwise. Non-voting guests may be invited to attend Board meetings with the specific verbal permission of the Chair or the majority of the Board. Guests may address the Board, and may participate in Board discussion when duly recognized by the Chair.

Section 8. Formal Meetings

The Board shall conduct one formal meeting per calendar year in the summer or fall for the purpose of setting, reviewing and/or adjusting Kepler College's policies, administrative structure and/or practices, and electing Trustees.

The presiding officer of the Board shall have the right to maintain order, recognize speakers, and to limit the length of time used by a speaker for the discussion of any subject at meetings of the Board; provided, however, that any restrictions on debate to be imposed upon members of the Board shall be announced in advance, uniformly applied, and subject to nullification by majority vote. Unless it conflicts with these Bylaws or the Articles of Incorporation in any way, meetings shall be conducted according to the procedures of Robert's Rules of Order.

The agenda for regular meetings of the Board should generally include the following:

- a) Consent items;
- b) Major policy matters and decision options;
- c) Special reports;
- d) Other items or announcements from Trustees, Committees, the College President, Vice Presidents, Faculty Senate Chair, or Student Representative;
- e) Other new business.

Section 9. Special Meetings

The Chairperson may call special meetings of the Board of Trustees. Such requests shall state the purpose or purposes of the special meeting. Business transacted at any special meeting of the Board shall be limited to the purpose or purposes stated in the notice of the meeting.

Any three Trustees can petition the Chair in writing or electronic means to call a non-scheduled meeting of the Board within 3 to 30 days to discuss identified issues. The identified items must be formally addressed at this meeting.

A special meeting may be called through electronic mail, in accordance with the provisions of this section, and shall constitute a virtual session of the Board. All Bylaws relating to meetings apply to virtual sessions, with one addition: A period of three days shall be designated for discussion of a motion, followed by a 24 hour period to collect and tally votes. Notification of a special meeting shall be acknowledged within 24 hours. If a Trustee is unavailable by electronic means, notification by telephone shall be used.

Section 10. Notice of Meetings

A yearly calendar of meeting dates shall be agreed upon by the Board of Trustees. In the event of variance from said calendar, written, telephone, or electronic notice shall be sent or otherwise delivered to each Trustee in a timely manner. Every such notice shall state the place, date and hours at which the meeting is to be held, and the reason for the schedule change.

In consultation with the Chair and President, the Board Secretary will prepare the agenda for meetings and make the agenda available at least three days in advance of any meeting. Copies of supporting materials provided by the President, Chairs of the Board or Faculty Senate, Secretary, Treasurer, or other individual having an agenda item or presentation at the meeting will also be provided at least three days in advance of the meeting. Although other items may be proposed for the agenda by any member, topics at Special meetings are restricted to those for which advance notice has been given.

Section 11. Quorum

The personal or electronic presence (no more than one proxy shall be counted as an electronic presence) of at least 5 (if the Board consists of 8 or fewer members) or of a majority of the entire Board shall constitute a quorum for the transaction of business at all meetings of the Board of Trustees. Voting may be done by proxy. Proxies must be transmitted to the Chair. Provided, where only a quorum of five is present, and a Faculty or Student Trustee has excused himself or herself from participation or voting when the matter relates to the payment of, hiring or discipline of faculty members and personnel, action shall require the affirmative vote of at least three members.

If less than a quorum shall be in attendance at the time for which a meeting shall have been called, the meeting shall be adjourned until a quorum shall attend.

Section 12: Powers and Duties Of The Board Of Trustees

- 1) Subject to the law of the State of Washington and the policies of the Higher Education Coordinating Board, and in accordance with the Bylaws of Kepler College, the Board of Trustees shall exercise authority and responsibility for all acts of the Corporation, except as specified as powers of the President, Faculty Senate and/or Administrative Governance Council. The property, affairs and business of the Corporation shall be managed by the Board of Trustees, which may exercise all powers of the Corporation and do all lawful acts and things as are not by law or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the Members or other governing bodies.
- 2) The Board will approach its task in a manner which emphasizes strategic leadership more than administrative detail, clear distinction of Board and staff roles, future rather than past or present, and proactively rather than reactivity. In this spirit, the Board will be accountable to the faculty, staff, and

students of the College as well as the general public and donors for competent, conscientious, and effective accomplishment of its obligations as a body. It will allow no officer, individual, or committee of the Board to usurp this role or deter this discipline. The Board will keep its major involvement with the intended long-term impact and mission of the organization, not with the administrative or programmatic means of attaining those effects. As an integral part of its strategic planning efforts the Board, through careful deliberation and in concert with recommendations of the Administrative Governance Council and the Faculty Senate, will establish policies related to statements of values or approaches which address (a) the mission statement, (b) the boundaries of prudence and ethics to be observed by the Board, Administration, Faculty and Staff, (c) Board roles and responsibilities, and (d) that are in keeping with Board policy and its delegation of authority as noted in these Bylaws.

- 3) Unless otherwise authorized by the Board, individual Trustees exercise no authority over the institution, nor may they make or enter into contracts on behalf of the Board or the College. The Chair or his or her designee is the spokesperson for the Board.
- 4) Any person who assumes to act on behalf of the College without authority shall be jointly and severally liable for all debts and liabilities incurred or arising as a result thereof.
- 5) The responsibilities of the trustees of the Board shall include but shall not be limited to the following.
 - a) to contribute to the College's fundraising goals, to raise funds for its successful development, operation and growth, and to actively promote the College.
 - b) to organize, administer and operate the Board of Trustees.
 - c) to review and approve all changes to the strategic/long-range plan or plans.
 - d) to hold to high ethical standards, and uphold the purpose and goal of the Articles of Incorporation.
 - e) to constitute such standing or ad hoc committees concerning fundraising, development, publicity, public relations, financial matters, technology, student welfare, operations, buildings and grounds, and other subjects, as the Board from time to time may deem necessary or appropriate to the efficient exercise of its powers and functions.
 - f) to elect the President of Kepler College by a majority vote of the entire Board following a Search and Screen procedure which includes the Faculty Senate as advisor; to employ the President under such terms and conditions as may be negotiated from time to time through a written contract, including, but not limited to, compensation and benefits; and to remove him/her from office by a two-thirds vote of the entire Board.
 - g) to approve the appointment and removal of senior administrative personnel of the College after recommendation of candidate(s) by the President. Senior personnel are those at a rank of Dean or higher.
 - h) to enact and amend the rules of the college concerning the appointment, promotion, tenure and duties of the Officers, Administrators and the Faculty; and concerning the orderly government of the college, including procedures for the enforcement of same, in concert with the recommendations of the President and Administrative Governance Council. This includes the approval of collective bargaining agreements with employees or subcontractors.
 - i) to authorize the establishment and disestablishment, or approve the constitution of official senates, councils, boards or other organizations of administrative officials or members of the faculty or student body of the college in concert with the recommendation of the President.

- j) to establish or abolish departments and degree programs following the recommendations of the President and Faculty Senate.
- k) to authorize the awarding of degrees for appropriate programs of study.
- l) to approve the operating budget and capital budget for each fiscal year, which runs from July 1 through June 30.
- m) to establish fees in collaboration with the Administration, especially all fees related to tuition.
- n) to authorize the purchase or lease of real property.
- o) to authorize the construction of new buildings and major renovations of existing buildings of the college.
- p) to authorize lawsuits and recommend legal defense as well as approve the settlement of any claims against the College for amounts in excess of \$5,000.
- q) to authorize the incurring of debts by the college and securing thereof by mortgage and pledge of real and personal property, tangible and intangible, presently owned or to be acquired by the college; and to authorize and execute all bonds, mortgages, notes or other securities in the name of the college.
- r) to advise the President regarding the acceptance of restricted gifts. Gifts that involve major obligations, must be ratified by a majority vote of the entire Board.
- s) to name buildings and College facilities in honor of a person or persons in accordance with established Board policy.
- t) to authorize self-supporting programs, services and facilities.
- u) to have oversight over any and all uses of the name of Kepler College in any form, such as publications, advertisements, and on any current or future media.
- v) to award Emeritus status.
- w) upon resignation or removal from the Board of Trustees, to return all records and other property of Kepler College and report the status of their duties to a designated agent of the Board, and sign a non-disclosure agreement of Kepler College business.

Section 13: Conflict Of Interest Standards

The following standards apply to each member of the Board of Trustees of Kepler College. These standards are intended to serve as guidance for everyone serving on the Board of Trustees.

- a) **Fiduciary Responsibilities.** Members of the Board of Trustees have an obligation to make all decisions based solely on the desire to promote the interests of the institution and the public good. The College's integrity must be considered and advanced at all times.
- b) Trustees may be involved in the affairs of the College and/or of other institutions, businesses and organizations. An effective Board may not always consist of individuals entirely free from perceived, potential or real conflicts of interest. Although most such conflicts are and will be deemed to be inconsequential, it is every Trustee's responsibility to ensure the Board is made aware of situations at the College that involve personal, familial or business relationships.

If a matter for consideration or decision that raises a potential or real conflict of interest for any Trustee arises, the Trustee shall disclose such to the Chair of the Board as soon as possible. The disclosure shall be recorded in the minutes of the meeting where a vote by the Board will occur on the matter. In the event a Trustee is uncertain as to the need to make disclosure in a particular instance, the Trustee should seek counsel from the Chair and/or the President of the College. They, in turn, may elect to consult with legal counsel.

As permitted by State or Federal law, a Trustee may receive compensation from the College as an independent contractor, or for his or her services as a Trustee. This, by itself, is not deemed a conflict of interest. However, in such event, the Trustee shall be prohibited from voting for or determining any specific dollar amounts for any such compensation and compensation must be reasonable with respect to similar positions in similar institutions.

A Trustee who is deemed to have a potential or real conflict of interest with respect to any such matter shall not vote or participate in discussion in connection with the matter. That Trustee's presence may not be counted in determining whether there exists a quorum for purposes of validating the vote on the matter.

A Trustee who is found to have violated this conflict of interest standard will be removed from the Board of Trustees.

Section 14: Policies

All of the rules, regulations, policies and procedures governing the operation and organization of the College should, insofar as feasible, be contained in a file system maintained by the Office of the President of the College. All such written statements approved by the Board and/or the President should, insofar as feasible, be kept current and up-to-date with amendments, revisions, and additions.

Copies of these documents shall also open to inspection by any person. Access to such materials may also be provided through various electronic means.

Section 15: Emeritus Board Members

There shall be created a group to be known as Board Emeritus, which shall be composed of persons who have served as members of the Board of Trustees, and who have rendered distinguished service to the College. The title "Emeritus Board Member" shall be for life. Emeritus Board Members shall be eligible for appointment to various committees. They shall not be voting members of either the Board of Trustees or of its Standing Committees, nor shall they be considered members of the Board of Trustees of Kepler College as created by its Articles of Incorporation.

Section 16: Emeritus Faculty

The process of awarding "Emeritus" status for faculty will be initiated by colleagues. Faculty eligible must be retiring in good standing, be aged fifty-five or over and have given at least ten years of full-time service as members of the faculty of the college. The nominations will be voted on at a meeting of the faculty. Faculty endorsement will be submitted to the Faculty Senate. The Faculty Senate in consultation with the Academic Deans recommends emeritus status to the President and the Board of Trustees. The Board of Trustees may consider the matter in executive or public session and, should they so decide, make the award in public meeting.

Article II Board Committees

Section 1. Duties And Responsibilities Of Committees

The Board may establish both Standing and Special Committees. The Chairperson of the Board shall be an ex-officio member of all Standing, Special and Ad Hoc Committees. Unless otherwise specifically delegated in the Bylaws, by appropriate resolution or by policy of the Board, authority to act on all matters is reserved to the Board as a whole. The duty of each Standing Committee or Special Committee shall be only to consider and to report or recommend to the Board on appropriate matters. In cases where specific power or authority to act is granted, a report of final action by any Committee shall be made at the next regular meeting of the Board and, if confirmation is required, shall be confirmed and approved by the Board at that time.

With regard to all Committees, whether Executive, Standing, Special or Ad Hoc Committee, no two committees shall have identical membership. All matters relating to the appointment, resignation, or removal of committee members must be conducted in writing and become incorporated into the Minutes of the Board. All activities of any Committee including e-mail correspondence or electronic discussion, shall be accessible to all Board members through the Board website.

Section 2. Standing Committees

The Board shall establish Standing Committees for ongoing projects. The Board shall appoint a Chairperson for each Standing Committee. In case of a vacancy on a committee, a new member shall be appointed by the Board. New Standing Committees may be formed by a 2/3 vote of the entire Board.

- a) Development Committee shall be responsible for fund-raising and grants for the special and on-going needs of the college: library, capital projects, operations, buildings, scholarship, land, beneficiary programs, trusts, technology, and long-term capital for investments.
- b) Operations Committee shall have general oversight of the business management of the College. Such responsibility shall include supervision of policies related to all business, investment, marketing, and financial functions of the College. The Committee shall advise The Board regarding the purchase, sales, exchange, transfer, or management of investment properties, whether real or personal. The Committee shall also determine to what extent the College shall protect itself by insurance against all hazards, such as fire, flood, wind, or other casualty or liability to Trustees and Administrators, Faculty, Staff, Students and the public.
- c) Policies and Procedures Committee shall be responsible for working with the Administrative Governance Council and Faculty Senate to develop strategic and long-range planning policies and values that further the College's mission. This Committee shall also have general oversight of policies and procedures concerning the operation of the College, including those concerning the Board of Trustees, Administration, Staff, Faculty, Students and the public, to ensure these policies comply with legal, authorization and/or accreditation requirements.

Section 3. Executive Committee

The Board of Trustees may appoint an Executive Committee consisting of the Board Chair, the President, ex-officio, and 3 or more other Trustees, as may be determined from time to time by a majority vote of the entire Board. The Executive Committee shall have limited fund allocation authority. The Chair shall ensure

that any actions taken by said Executive Committee shall become agenda items at the next meeting of the Board. All Executive Committee actions shall be subject to the review and approval of the full Board of Trustees. The Board of Trustees shall be notified by electronic means of the results of any Executive Committee meeting within five to seven working days of the meeting.

Article III: Administrators of Kepler College

Section 1. Administrators and Personnel

- 1) Based on screening and input from the Faculty Senate as well as the Board's oversight, the Board shall appoint the President of the College by a majority vote of the Board of Trustees. The Board shall appoint or approve the appointment of Senior Administrators, such as a Vice President, Dean, Registrar, and/or Director for Kepler College to oversee Kepler College's day to day operations.
- 2) With the exception of the President, the administrators of the college shall be selected upon recommendation of candidate(s) by the President, by a majority vote of the Board of Trustees. Administrators may resign from office at any time by submitting a written resignation to the Chairman of the Board or to the President. They may be removed from their positions by 2/3 vote of the Board of Trustees whenever, in the judgment of the Board, the President, or the Faculty Senate, they have become incapable or ineligible to discharge the duties of their office, or shall neglect or refuse to perform the same.
- 3) One person may hold any two positions. No administrator shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required to be executed, acknowledged or verified by any two or more administrators according to the law, or by resolution of the Board of Trustees. No Senior administrator may also be a voting member of the Board of Trustees, because by definition, all senior administrators report to the President. The presence of a voting Board member in this capacity would blur the lines of authority, as it would put the President in an awkward position of direct supervision of that Board member.
- 4) All administrative employees shall have a competent level of computer literacy as needed or determined by their job description, and shall have academic degrees and administrative experience appropriate to the job description.

Section 2. The President

The President shall be the chief executive and administrative officer of the college. The President shall be directly responsible to the Board of Trustees and shall be subject to its direction.

The Board delegates to the President the authority required for the efficient conduct of his/her office, and for the effective management and administration of the College and College personnel. S/he shall be the principle administrative officer of the College and shall have general supervision of all operations and programs of the College, including management of the educational activities, business operations and other affairs which do not set major policy or strategic direction.

The essence of the relationship between the Board and the President shall be one of full mutual confidence, completely open communication, and consultation. Only the Board, acting as a Board, has authority over the President.

The Board delegates to the President the authority to appoint employees of the College, which includes all regular administrative exempt, non-exempt personnel and others, excepting top administrative personnel as indicated in Section 1 of this Article. The Board exempts from such delegation of authority the authority to appoint any employee of the College who is related to the President either as sibling, parent, spouse or offspring. In such case, the Board will make the decision about the appointment of that individual.

The Board delegates to the President and Chief Academic Officer the authority to appoint Faculty, which appointments shall be made in writing to the affected faculty, with copies retained in the individual faculty files. The President or Faculty Senate Chair shall provide regular reports to the Board concerning faculty appointments.

The President of Kepler College shall be ex-officio member of the Board of Trustees and the Faculty Senate. The President shall be entitled to attend Board and Faculty Senate meetings. The Board or Faculty Senate may, with the knowledge of the President, hold executive sessions out of the presence of the President to discuss appropriate matters. The substance of these discussions will be transmitted in writing to the President by the presiding officer of the Board or Faculty Senate. Information from the Office of the President may occasionally be requested by individual Board or Faculty Senate members. Requests for the Office of the President to take action, which is generally a request made by the Board as a whole, shall be requested through the Chair, at which time the request becomes a request of the Board.

The President shall present a written status report to the Board of Trustees concerning the activities, goals, budgets, and plans for each Administrative area. This status report shall encompass: changes in the chain of command; proposed changes in policy, changes in operations, manuals or procedures; budget status; faculty status; physical plant needs; student and faculty growth projections; exceptional graduate or student accomplishments; and similar areas of interest. The President shall work with the designated financial committee to submit the annual budget for approval by the Board of Trustees.

The President shall also provide a written status report to Faculty Senate on decisions of the Board or other matters which affect the Faculty. The President shall design and submit an annual written report on the affairs of the college.

While it is entirely appropriate for the President to teach at Kepler College, his/her teaching duties should not be allowed to interfere with administrative duties, and s/he should not participate directly in faculty governance, except on an ex-officio basis. Thus, a teaching President may technically be faculty, but s/he should always strive to be able to represent all stake-holders of the College fairly and equitably. The President shall ensure that statements of ethics are maintained.

The President shall sign and execute all authorized contracts, instruments of conveyance in interests, in real and personal property, except where the signing and execution of such instruments shall have been delegated by the Board of Trustees exclusively to some other Officer of the Board or Administrator of the college. The President may delegate his/her powers concerning the signing and execution of such instruments to any other senior Administrator of the college.

At a minimum, the President and a member of the Board of Trustees shall be signatories on all monetary accounts of the College. Expenditures over a specific amount as designated from time to time by the Board Trustees shall require approval of both the President and the Board of Trustees.

The President is responsible to entire Board of Trustees, and must avoid undue influence by single Trustees.

The President is responsible for the following areas of Administration:

- a) The Academic Policy and Operations Manual (along with the Chief Academic Officer);

- b) The Personnel Policy Statement Manual;
- c) Faculty personnel job descriptions, functions, orders and procedures (along with the Chief Academic Officer);
- d) Student disciplinary matters;
- e) Ensuring that the material described in the school catalog and course outlines is in fact taught;
- f) Legal and physical requirements of the school catalogue preparation, implementation and distribution.
- g) Management of the certification of International Faculty, and acting as the College's liaison between those Faculty members and the INS.
- h) Supervision of the maintenance of all minutes and official documents of the Board of Trustees, Faculty Senate and Student Senate, as well as all legal documents of the College.

In addition to a formal written evaluation every three years, the Board and the President shall engage in an annual discussion of the President's performance.

Performance reviews of administrative staff are the responsibility of the President.

Section 3. The Chief Academic Officer

The number of Academic Deans necessary at any one time at Kepler College (unless that position is job-shared) is determined by the complexity of the curriculum. Graduate and undergraduate programs may require separate Academic Deans, depending on the number of majors and courses.

The Chief Academic Officer (CAO) may be a Dean, but also supervises and coordinates the work of all Academic Deans. The Chief Academic Officer is equivalent in rank to a Vice President for Academic Affairs. The Chief Academic Officer shall oversee all curriculum development and implementation, and human resource procedures for the faculty of Kepler College. The Chief Academic Officer shall oversee the education of the students at Kepler College, and ensure that Kepler College meets or exceeds all federal, state, local or regional educational requirements. The Chief Academic Officer shall be the permanent Chair of the Faculty Senate.

The Chief Academic Officer has oversight for ensuring the adequacy, completeness and administration of such areas as:

- a) Faculty position qualification standards, verification, and evaluation of on-going educational policies for the faculty or staff;
- b) Course content, description, books, materials, classroom adequacy; etc.;
- c) Development and administration of faculty-wide policies and procedures for student evaluation;
- d) Development and administration of all degree programs;
- e) Maintenance of the Faculty Handbook (along with the President);
- f) Development and administration of student advising (along with the Registrar);
- g) Development and administration of faculty-wide policies and procedures for learning objectives and outcomes.

- h) Development of the organizational structure of the College except as otherwise specifically determined by the Board.
- i) Faculty hiring and firing (with the President and any Academic Deans)
- j) Coordination of programs, and decision-making concerning the appropriate number of Academic Deans, their qualifications, hiring and firing (with the President and Board). The CAO shall nominate any additional Academic Deans to the President, following input from the Faculty Senate, and then the President, upon agreement, shall make the nomination to the Board.

Section 4. The Registrar

The Registrar of Kepler College shall have oversight of all student academic records. The Registrar shall ensure that each student is aware of and understands school rules and regulations. The Registrar shall also be responsible for and oversee Kepler College's policies for:

- a) Managing the degree evaluation process for the student population, in conjunction with Academic Dean(s) and/or Chief Academic Officer;
- b) Interpreting application of academic policy and resolve grievances, in conjunction with the President and Chief Academic Officer;
- c) Maintaining electronic and manual degree audit system; creating and revising relevant materials;
- d) Managing scholarships and other financial aid;
- e) Ensuring that students meet the admissions requirements;
- f) Collecting and recording all course and student fees;
- g) Ensuring that the students meet their academic course requirements;
- h) Managing the student course enrollment functions;
- i) Collecting, organizing, and storing of student transcripts;
- j) Monitoring students' graduation eligibility, working closely with the Academic Dean(s).
- k) Ensuring that classroom spaces are both adequate and adequately furnished with the proper materials and equipment.

The Registrar shall also be responsible for:

- l) The admissions procedures, grades posting, student history and records;
- m) The approval and granting of all degrees;
- n) All admission and student housing allocation functions.

Section 5. Other Administrative Officials

Upon the approval of the board, The President shall have power to appoint such other top level administrative officials to serve the College as s/he may from time to time deem necessary or appropriate for the efficient management of the business and affairs of the college, such as, but not limited to Vice Presidents, Chief Financial Officer, Director of Student Services, Librarian Resource Director, or Computer Lab Director.

Article IV: The Administrative Governance Council

Section 1. Purpose

The purpose of the Administrative Council is to provide an organ for administrators to coordinate on the implementation of administrative policies, and to communicate those policies to the Board of Trustees and the Faculty. This body also exists to allow the other two governing bodies to hear and to interact with Administration.

Section 2. Composition

The Administrative Governance Council shall consist of those administrative officials with a rank of Director, Dean, Vice President, or President. The President shall act as permanent Chair of the Administrative Governance Council. This is a voting position.

Section 3. Duties

The primary duty of the Council is to share and discuss policy, so that all administrators are able to better implement policy of the College. In addition, the Council allows the Administration an organ for communicating with the other governing bodies of the College.

The Administrative Governance Council shall prepare a Constitution and Bylaws that are not inconsistent with governing law, the requirements of authorization or accreditation, the College's Articles of Incorporation and Bylaws, or with powers specifically reserved to the Board or the Faculty Senate. Said Constitution and Bylaws shall be made readily available to the Board of Trustees and Faculty Senate.

Article V: The Faculty Senate

Section 1. Purpose

The purpose of the Faculty Senate is to maintain high academic quality and integrity in the College, as well as to provide an official voice for faculty participation in College governance, and to express faculty concerns.

Section 2. Composition

Kepler College recognizes three classes of faculty:

- a) Full-time faculty: these faculty members must receive either 9 or 12 month contracts, and teach two out of 3 terms. Full-time faculty will have taught at the College for a minimum of three years (not necessarily consecutively).
- b) "Permanent" part-time: these faculty members are not guaranteed yearly contracts, and may only teach certain terms, but they have demonstrated an interest in the continuity of the institution and a commitment to its governance. They have taught for the College for at least a year, and could reasonably expect to teach at least one term each year.
- c) Adjunct: these are faculty members hired to teach a particular course or courses, or who are new to the College structure.

All Full-time and Permanent part-time faculty members may participate in the Faculty Senate. In addition, Adjunct faculty members may petition the Senate to be allowed to participate, and may be admitted by a majority vote of the Senate.

The Chief Academic Officer is the permanent Chair of the Faculty Senate. If s/he is a faculty member, then s/he is a voting Chair; otherwise, the Chair is Ex-Officio, but may vote in a tie. The President of the College is an Ex-Officio member. If the CAO is a voting member, and a tie occurs, then the President may cast the deciding vote.

Section 3. Duties

The primary duty of the Faculty Senate is to share and discuss policy, so that all administrators are able to better implement policy of the College. In addition, the Faculty Senate allows the Faculty an organ for communicating with the other governing bodies of the College.

The Faculty Senate shall prepare a Constitution and Bylaws that are not inconsistent with governing law, the requirements of authorization or accreditation, the College's Articles of Incorporation and Bylaws, or with powers specifically reserved to the Board or the Administrative Governance Council. Said Constitution and Bylaws shall be made readily available to the Board of Trustees and Administrative Governance Council.

The Faculty Senate, in conjunction with the President, shall be responsible for designing and implementation of performance reviews of faculty on a regular basis.

Article VI: The Student Senate

Section 1. Purpose

The purpose of the Student Senate is to maintain is to provide an official voice for student participation in College governance, and to express student concerns.

Section 2. Composition

The Student Senate shall be comprised of students currently enrolled or on an official leave of absence from the college and who have been elected by the student body.

Section 3. Duties

The primary duty of the Student Senate is to share and discuss student concerns. In addition, the Student Senate allows the Students an organ for communicating with the other governing bodies of the College.

The Student Senate shall prepare a Constitution and Bylaws that are not inconsistent with governing law, the requirements of authorization or accreditation, the College's Articles of Incorporation and Bylaws, or with powers specifically reserved to the Board, the Administrative Governance Council or the Faculty Senate. Said Constitution and Bylaws shall be made readily available to the Board of Trustees, Administrative Governance Council and Faculty Senate.

Article VII. Amendments to the Bylaws

Section 1. Proposed modifications, additions or amendments to these Bylaws must be made by way of a petition in writing by any three Trustees submitted to the Chair. A 2/3 affirmative vote of the entire Board of Trustees and a 2/3 affirmative vote of the entire Faculty Senate is necessary for passage. Amendments or modifications become effective upon Board and Senate approval unless otherwise agreed upon by the same.

Article VIII. Closure

Section 1. If in the future, the Board of Trustees should vote to close the College, the Faculty Senate may exercise an option to assume all assets and liabilities of the College, and by so doing, keep the College open by reorganizing the Board. This Faculty Senate option requires a 2/3 vote of the Faculty Senate.

Article IX. Repeal of inconsistent provisions

Section 1. These Bylaws supersede and replace any Bylaws adopted prior to August 20, 2007.