



**BYLAWS  
OF  
MIDWAY COLLEGE**

The Board of Trustees of Midway College pursuant to the authority vested in it by K.R.S. Chapter 273 does hereby adopt the following bylaws for the government and operation of the college.

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**ARTICLE I - Trustees**

**Section 1. Nominations and Election**

Each year at the regular meeting of the board held on the second Wednesday of May, up to nine (9) trustees shall be elected for four-year terms, succeeding those members whose regular four-year terms have expired. Eight (8) trustees per class will be preferred, but nine (9) may be elected in cases where, in the wisdom of the board, there are exceptionally well-qualified nominees to be considered. The board at any regular or called meeting may make appointments to serve out the unexpired terms in which vacancies have occurred as a result of the death, resignation, or removal of members of the board. **See Article III, Section 3.** Persons elected to the board, whether to fill an unexpired term or to begin a regular four-year term, shall take office immediately after the meeting in which they are elected.

At the end of two successive four-year terms, a trustee shall not be eligible for re-election for one year. The trustee shall retire from the board at the expiration of the term in which the age of 74 is attained. Effective upon retirement a trustee may be elected trustee emeritus(a). (See Article I, Section 2.)

All trustee elections, whether they be to fill a regular term or an unexpired term, shall occur only after nominations have been submitted to the full board by the committee on trustees which is a standing committee of the board. In addition to nominations from the committee, nominations may be submitted from the floor.

Election to the board membership shall be decided by majority vote, a quorum being present.

**Section 2. Emeritus(a)**

The board of trustees may elect any former member who has served with distinction on the board to the position of trustee emeritus(a). Such persons may attend any meetings of the board of

Refer to Section {A}  
{Introduction}Unit

## **Procedure for {A 3 -- Bylaws of Midway College}**



trustees with voice but without vote, and may vote in any committee on which he or she consents to serve.

### **Section 3. Removal of Trustees**

At any meeting, by affirmative vote of two-thirds of the membership of the entire board, the board may commence the process of declaring a board seat, an office or a committee appointment to be vacant.

Once the board has initiated the process of declaring vacant a seat on the board, an office of the board, or a committee assignment, the secretary shall notify the member affected, explaining the cause of such action and giving the member full opportunity to appear and be heard by the board. The vacancy shall become effective only if this opportunity to appear is declined or if the board reaffirms its vote after the hearing has taken place.

### **Section 4. Responsibilities of the Board of Trustees**

- (a) The board of trustees is a legislative body which has the responsibility of determining the policies of Midway College.
- (b) The board of trustees determines the educational aims of Midway College and sees that the college fulfills its educational purpose.
- (c) The board, as the legal entity of Midway College, serves as the legal custodian of all its assets.
- (d) The board selects the president of the college and the officers of the board.
- (e) The board authorizes, reviews and approves academic and financial planning to determine its aims and to implement these objectives.
- (f) The board adopts the budget.
- (g) The board judges the work of its executive officers and reviews the operation of Midway College.
- (h) The board receives reports of its committees.
- (i) The board grants both earned and honorary degrees.
- (j) The board acts as a self-disciplining group which sets its own rules and regulations for itself and its members.
- (k) The board reports to certain groups and agencies such as the state which gave a charter to the college, educational accrediting agencies and the broad constituencies of Midway College.
- (l) In all its activities, the authority of the board of trustees rests in the board as a whole and not in its individual members.

Refer to Section {A}  
{Introduction}Unit  
**Procedure for {A 3 -- Bylaws of Midway College}**



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**Section 5. Conflict of Interest**

If any member of the board of trustees becomes directly interested to his or her personal financial gain in any contract with or claim against Midway College or has what is known in popular usage as a "conflict of interest", he or she shall make this situation known as soon as possible to the chair of the board, who shall in turn inform the executive committee at its next meeting. At this time the situation shall be examined and appropriate action taken. If any conflict of interest as described above involving any board member comes to the attention of a board member not so involved, that member should report this to the chair of the board. If such member is the chair, it should be reported to the next executive committee meeting. At this time the situation shall be examined and appropriate action taken. The executive committee shall review all these situations of which it is aware annually at its first meeting following the annual meeting.

**ARTICLE II - Meetings**

**Section 1. Regular Meetings**

The annual meeting of the board of trustees shall be held in the month of November. The precise date of the November meeting will be announced by the chair at the second meeting of the fiscal year which shall always be held on the second Wednesday of May. The board may designate the time for holding other regular meetings it may choose to establish. Twelve members shall constitute a quorum.

**Section 2. Special Meetings**

Special meetings may be called at any time by the secretary upon request of the chair of the board or upon a petition signed by five members of the board and submitted to the secretary.

**Section 3. Notice of Meetings**

Notice of all meetings shall be mailed to each member of the board by the secretary at least ten days prior to the date of such meetings, unless in the opinion of the chair of the board an emergency requires a notice for a shorter time and by other means than mail, such as telephone. Such notice shall state the primary purpose of the meeting but will not preclude the board taking action on any other matters that may be in the best interest of the college.

**Section 4. Rules of Order**

General parliamentary rules as laid down by Robert's Rules or as modified by rules and regulations of the board shall be observed in conducting the business of the board.

Refer to Section {A}  
{Introduction}Unit  
**Procedure for {A 3 -- Bylaws of Midway College}**



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**ARTICLE III - Officers of the Board**

**Section 1. Officers**

At the end of the May meeting, the board shall elect the following officers to serve for the next year: a chair, a vice chair, and a secretary. No officer or employee of the college who receives compensation shall be a member of the board of trustees.

The board shall designate an authorized agent of the corporation upon whom process can be served in conformity with K.R.S. 273.181.

**Section 2. Special Elections**

If for any reason any or all of these officers fail to be elected or in case any vacancy occurs in these offices, then an election may be held at any meeting of the board, or the executive committee may select an "acting" officer to serve until a meeting of the board of trustees.

**Section 3. Duties of Chair**

The chair of the board shall preside at all meetings of the board and he or she shall discharge the duties which ordinarily pertain to that office.

No person may be elected to serve as chair for more than four consecutive years. If a sitting chair's eligibility for board membership has expired, in order to allow the individual to complete work in progress, the board may suspend the requirements of Article I, Section 1, paragraph 2 for this individual until such time as he or she is not reelected to the chair or has held the chair for four consecutive years. During this time, the chair would be temporarily assigned to one of the classes defined in Article I, Section 1, paragraph 1.

**Section 4. Duties of Vice Chair**

The vice chair of the board, in the absence or disability of the chair, shall perform all duties of the chair of the board. In the absence or disability of the chair and vice chair of the board, some member may be chosen pro tem by the members of the board present.

**Section 5. Duties of the Secretary**

The secretary shall perform the usual duties pertaining to the office. The secretary shall keep in permanent book form full and true minutes of all meetings of the board and its executive committee. After each meeting the secretary shall transmit promptly to each trustee a copy of the minutes of the meeting of the board and its executive committee.



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## ARTICLE IV - Committees of the Board

### **Section 1. Standing Committees**

There shall be nine standing committees of the board of trustees, namely:

- (a) Executive committee
- (b) Business affairs committee
- (c) Audit committee
- (d) Academic affairs committee
- (e) Student and enrollment services committee
- (f) Strategic planning and development committee
- (g) Buildings and grounds committee
- (h) Committee on trustees
- (i) Investment committee

### **Section 2. Appointment of Committees**

The standing committees shall be appointed by the chair of the board. These committees shall serve until their successors are appointed and shall have the authority to appoint subcommittees for specific purposes. In making the appointment, the chair of the board shall designate the chair and vice chair of each standing committee, except the executive committee.

### **Section 3. Personnel of Executive Committee**

The executive committee shall consist of not less than seven and not more than 13 members. A majority of the committee shall constitute a quorum. The chair of the board shall be the chair of the executive committee and ex officio a member thereof, unless the chair finds it inconvenient or inexpedient to act. In that case, the committee shall elect its own chair. In addition, the chair of the board serves ex officio on all standing committees.

### **Section 4. Minutes of Committees**

Records of the actions of each committee shall be kept by the committee with a copy to be filed in the office of the president.

### **Section 5. Meetings of Committees**

Meetings of any committee may be called either by the chair of the committee, by the majority of the members of any committee, or by the chair of the board. The executive committee shall meet regularly at such time and places as are fixed by the committee.



Refer to Section {A}  
{Introduction}Unit  
**Procedure for {A 3 -- Bylaws of Midway College}**

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**Section 6. Duties of the Executive Committee**

The board of trustees shall have supervisory power over the executive committee. When the board is not in session, the executive committee shall discharge such duties that the board may delegate to it. In addition, when the board is not in session, the executive committee may act on the recommendations of the president in accordance with the general policies of the board.

Standing and special committees shall report to the executive committee during the intervals between the meetings of the board. The executive committee shall have the power to act on the matters covered in such reports until the next meeting of the board.

The executive committee shall review the administration's proposed annual budget after it is received from the business and finance committee, and make a recommendation on the adoption of an annual operational budget to the full board at its annual meeting.

The executive committee shall make formal reports of its actions by distributing its minutes to the board on a timely basis.

**Section 7. Duties of the Business Affairs Committee**

The business affairs committee shall have the responsibility for recommending to the full board through the executive committee all matters and policies relating to the business and financial affairs of the college.

The proposed preliminary and final annual operational budgets for the college that are prepared by the administration shall initially be reviewed and approved by this committee prior to its submission to the executive committee.

**Section 8. Duties of the Audit Committee**

The committee on audit shall arrange for and receive the annual audit of the financial affairs of the college from a certified public accounting firm.

A report by the audit committee, together with the annual audit report of the public accountants, shall be made to the board at the annual meeting.

**Section 9. Duties of the Academic Affairs Committee**

The academic affairs committee recommends to the board all policies relative to the academic affairs of the college and the establishing, revision and cancellation of all academic degrees and programs. It recommends to the board the granting of promotion in rank and tenure to eligible faculty contingent upon the recommendation of the president. The academic affairs committee has responsibility for exercising oversight of all academic matters of the college including



Refer to Section {A}

{Introduction} Unit

### **Procedure for {A 3 -- Bylaws of Midway College}**

admissions standards, degree requirements, faculty development and welfare, academic governance and administration, library development, and college-sponsored research and service.

#### **Section 10. Duties of the Student and Enrollment Services Committee**

The student and enrollment services committee recommends policies and procedures to the board that relate to student enrollment and to services to maintain and enhance student life. The general areas of review include recruitment and enrollment management, financial aid, residence life and commuter services, career development, campus ministry, counseling, student government and publications, health services, judicial procedures, intramural and intercollegiate athletics, leadership and service development, and co- and extra-curricular activities.

#### **Section 11. Duties of the Strategic Planning and Development Committee**

The strategic planning and development committee primarily reviews strategic planning and fund-raising activities. It works with the president of the college and the vice president for institutional advancement to establish goals and strategies based on the long-term needs of the institution. This committee reviews and recommends to the board any extraordinary fund-raising efforts such as capital campaigns. The committee is also concerned with the public's understanding of the college's mission and monitors marketing and publicity efforts aimed at enhancing the college's image and reputation.

#### **Section 12. Duties of the Buildings and Grounds Committee**

The buildings and grounds committee is responsible for keeping the board informed about the maintenance and repair of all college buildings and equipment as well as the care and landscaping of the campus. The committee shall assess the space requirements necessary to maintain the college's programs and make recommendations on long-range space planning, new construction and renovation of existing facilities.

#### **Section 13. Duties of the Committee on Trustees**

The purpose of the committee on trustees is to review the composition of the board of trustees and nominate persons to fill vacant positions so that a balance of experience and knowledge is achieved. Persons, who have agreed to serve if elected, will be nominated by the committee at the May meeting to fill the eight regular terms that expire each May. Any unexpired terms will be filled at either regular meeting or at a called meeting.

The committee will also assess the effectiveness of the board as a whole. It will, from time to time, make recommendations to the board concerning how the body may improve its service to the college.



Refer to Section {A}  
{Introduction}Unit  
**Procedure for {A 3 -- Bylaws of Midway College}**

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**Section 14. Duties of the Investment Committee**

The committee, acting in accordance with the general policies on investments approved by the board and the executive committee, shall supervise the investment of all funds. This committee shall keep the executive committee informed by making timely reports.

**ARTICLE V - Officers of Midway College**

**Section 1. General Administration**

The president, who shall serve as the chief executive officer of the college, shall be appointed by the board of trustees. The other senior administrative officers shall be appointed by the president. These officers shall serve at the pleasure of the president and report directly to him or her. The president and other senior officers are responsible for the routine major functional areas of the college.

**Section 2. The President**

The president shall be elected for an indefinite period unless a specific term is established at the time of election. The terms of employment and review of performance shall be mutually agreed to by the president and the executive committee of the board.

The president has the responsibility of managing and supervising the total activities of the college and the planning necessary for the college's ongoing effectiveness.

The president has the authority to employ the various faculty, administrative officers and staff of the college. The president shall set the terms of employment and levels of compensation within the guidelines and budgetary restraints that have been established by the board.

The president has the authority to dismiss administrative officers, faculty and staff of the college subject to the policies on staff employment and faculty contracts the board may adopt from time to time. While the president may delegate the dismissal of certain employees to other senior officers, no employee shall be dismissed without the prior consent of the president.

Whenever the president is absent from campus for any sustained period of time, he or she shall appoint a senior officer to act on his or her behalf.

**Section 3. Other Senior Administrative Officers**

The senior administrative officers shall constitute a president's cabinet that advises the president and that, under the president's direction, continually studies and evaluates the overall management of the college. While the specific responsibilities and title of each senior officer other than the president may change from time to time, each member of the cabinet will have major responsibility for at least one of the functional administrative areas of the college:

Refer to Section {A}  
{Introduction}Unit  
**Procedure for {A 3 -- Bylaws of Midway College}**



instruction and academic support, student services, business and finance, and institutional advancement.

### **ARTICLE VI - Indemnity**

Each trustee and officer of the College shall be indemnified by the College against all expenses (including counsel fees), judgments, fines and amounts paid in settlement actually and necessarily incurred by such trustee or officer in connection with any action, suit, or proceeding to which that trustee or officer has been made party by reason of being or having such trustee or officer except in relation to matters to which such trustee or officer shall have been adjudicated in such action, suit, or proceeding to be liable for willful misconduct or wanton or reckless disregard for human rights, safety or property in the performance of duty. Such indemnification may, in the discretion of the Board, include advances of the trustee's or officer's expenses before the final disposition of the action, suit or proceeding, if the trustee or officer furnishes to the Board a written undertaking to repay the advance if it is ultimately adjudicated that such trustee or officer was liable for willful misconduct or wanton or reckless disregard for human rights, safety or property in the performance of duty.

The board may purchase and maintain insurance on behalf of its trustees and officers, and former trustees and officers, and on those persons who were serving the request of the Board in any capacity in another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the College would be required to indemnify such person against such liability under the provisions of the Article or otherwise. Any full or partial payment made by an insurance company under any insurance policy covering any trustee or officer, or former trustee or officer made to or on behalf of a person entitled to indemnification under this Article shall relieve the College of its liability for indemnification provided for in this Article or otherwise to the extent of such payment, and no insurer shall have a right of subrogation against the College with respect to such payment.

### **ARTICLE VII – The Students**

Midway College is constituted as a college for women and, consistent with its charter, only female students may reside at the college. However, for the purposes of conducting certain limited courses of study male students may be permitted to enroll with prior approval of the board or executive committee.



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**ARTICLE VIII – Financial Policies**

**Section 1. The Budget**

The chief financial officer, under the supervision and with the approval of the president, shall prepare each year a preliminary budget for the operation of the college for the coming fiscal year. The fiscal year shall run from July 1 to June 30. The preliminary budget shall be submitted to the executive committee no later than its April meeting and shall be acted on by the full board at the May meeting. **See Article IV, Section 7.** The board of trustees at its annual meeting shall adopt a final budget, acting upon the recommendation of the executive committee and making such changes as its deems proper.

The preliminary and final budgets, when approved by the board, shall be the authority for making expenditures by the college administration. The budget shall include an itemized statement of the probable income available to the college in the coming fiscal year, and shall indicate sources from which the income is to be derived. It also shall give an itemized list of the estimated expenditures for the coming fiscal year.

The list of proposed expenditures shall be divided into current fund expenditures and capital outlays. The total amount budgeted for each of the major expenditure items shall not be exceeded except by prior approval of the executive committee.

The president and chief financial officer shall present to the executive committee a revised estimate of income and recommendations on any changes in expenditures after the January enrollment has been recorded.

**Section 2. Funds of the College**

Under the supervision of the audit committee, the funds of the college shall be organized according to generally accepted accounting principles for colleges and universities and other non-profit entities.

Any gift received by the college for an unspecified purpose above an amount established by the board shall be deposited in the fund or funds designated by the board or the executive committee of the board.

**Section 3. The Endowment Fund**

The endowment fund shall be organized into three areas: the quasi endowment, the restricted endowment and the unrestricted endowment.

The quasi endowment is a trust fund consisting of unrestricted gifts that have been placed temporarily in the endowment fund, but which may be transferred to another fund at the discretion of the trustees.



Refer to Section {A}

{Introduction} Unit

### **Procedure for {A 3 -- Bylaws of Midway College}**

The restricted endowment is a trust fund, the proceeds of which are restricted to specific uses determined by the trustees or by the donors as accepted and approved by the trustees. Examples of uses of the restricted endowment are financing designated scholarships and endowed professorships.

The unrestricted endowment is a trust fund the proceeds of which have not been restricted by the trustees or by the donors as accepted and approved by the trustees. The proceeds from this trust fund may be used as directed each fiscal year by the board when the budget is adopted.

Unlike the quasi endowment, no part of the original principal of the restricted endowment or the unrestricted endowment may be expended or mortgaged but shall be retained and preserved inviolate.

Except where specifically prohibited by a donor or by decision of the board, the endowment fund, in whole or part, may be pooled for investment purposes with proceeds and appreciation of the respective corpuses distributed to the three respective trusts on a pro rata basis.

#### **Section 4. Authority to Borrow**

The executive committee is vested with authority to borrow money for corporate purposes in such amounts as from time to time may, by the committee, be considered advisable not to exceed one hundred thousand (\$100,000) dollars, and said committee is authorized to secure said amounts, if necessary, by pledging any of the property of the institution not prohibited by the board or its bylaws.

#### **ARTICLE IX - Amendments to Bylaws and Charter**

These bylaws may be amended or repealed at any meeting of the board, and by a majority vote of all members of the entire board of trustees, provided that previous written notice of the nature of any proposed amendment has been given at least ten days before action thereon shall be taken. Whenever any changes are made in the charter of the institution, which conflict with any of the provisions of these bylaws, these bylaws shall be amended to conform with the charter.

Amended November, 1999