

Bylaws of the Arkansas Tech University Board of Trustees

Article I Board of Trustees

Section 1. Powers

The Board of Trustees is vested by law with all the powers and authority to govern effectively and set policy for the institution in accordance with the laws of the State of Arkansas. The Board of Trustees is charged with the management and control of Arkansas Tech University. A.C.A. §6-65-302; A.C.A. §25-17-202.

The Board of Trustees is authorized to prescribe the courses of study and grant certificates, diplomas, and degrees therefor. A.C.A. §6-65-103.

The Board of Trustees shall determine the tuition at the university. A.C.A. §6-65-105(a).

Section 2. Eligibility for membership.

Members shall possess the qualifications of an elector and shall reside in the State of Arkansas. A.C.A. §25-17-203(a).

The Governor, Attorney General, Secretary of State, Auditor of State, Treasurer of State, Commissioner of State Lands, Justices of the Supreme Court, and the directing head of any state department, stage agency, or state institution shall be ineligible for membership on the board during the time for which they were elected or appointed. A.C.A. §25-17-203(b).

No individual may be a member of more than one of the boards created under the provisions of A.C.A. §25-17-201 at the same time. A.C.A. §25-17-203(c).

Section 3. Number of Board Members

The Board of Trustees shall consist of five (5) members to be appointed from the counties in the Second Agricultural and Mechanical District. The Governor, by and with the advice and consent of the Senate, shall appoint the members of the board. A.C.A. §6-65-301(b)(2).

Section 4. Oath.

Before entering upon his or her respective duties, each board member shall take, subscribe, and file in the office of the Secretary of State an oath that he or she will:

- (1) Support the Constitution of the United States and the Constitution of the State of Arkansas;
- (2) Faithfully perform the duties of the office upon which he or she is about to enter; and
- (3) Not be or become directly or indirectly interested in any contract made by the board. Any contract entered into in violation of the oath shall be void. A.C.A. §25-17-207.

Section 5. Term

The term of office for each member shall commence on January 15 and shall end on January 14 of the fifth year following the year in which the regular term commenced. The terms shall be arranged so that the term of one (1) member of each board shall expire each years. A.C.A. §6-65-301(d); A.C.A. §25-17-204(b).

Section 6. Officers.

The Board of Trustees shall elect one of its members chair, one vice-chair, and one secretary. The chair of the board shall preside at all meetings of the board, and in the chair's absence, the vice-chair shall preside. In the absence of the vice-chair, the chair may appoint or designate a member of the board to preside. The chair, or the presiding member in the absence of the chair, shall conduct all business according to parliamentary rules. The chair shall have the right to vote upon all questions, motions, or recommendations submitted to the board. The chair shall be the designated spokesperson for the board. Other trustees will direct inquiries and requests for comment to the chair, who may respond on behalf of the board. The chair shall sign all resolutions duly adopted by the board. The secretary of the board shall sign minutes of the meetings of the board, resolutions of the board, proclamations of the board, and board-approved legal and financial documents which require the signature of the Board of Trustees. A.C.A. §6-65-103(a).

Section 7. Resignation

Any vacancies arising in the membership of the board for any reason other than the expiration of the regular terms for which the members were appointed shall be filled by the appointment of the Governor, subject to the approval by a majority of the remaining members of the board and shall be thereafter effective until the expiration of the regular terms. A.C.A. §6-65-301 (e).

Section 8. Removal

The Governor shall have the power to remove any member of the board before the expiration of his or her term for cause only, after notice and hearing.

The removal shall become effective only when approved in writing by a majority of the total number of the board, but the member removed or his or her successor shall have no right to vote on the question of removal.

The removal action shall be filed with the Secretary of State together with a complete record of the proceedings at the hearing.

An appeal may be taken to the Pulaski County Circuit Court by the Governor or the member ordered removed, and the appeal shall be tried de novo on the record of the hearing before the Governor.

An appeal may be taken from the circuit court to the Supreme Court, which shall likewise be tried de novo. A.C.A. §6-65-301 (h).

Section 9. Absence of member from meetings as grounds for removal.

Attendance Required. In order to ensure broad representation and a quorum, all board members have a responsibility to attend all regular or special meetings of the board. A.C.A. §25-17-211(a).

Excessive Absences. A board member shall be subject to removal from the board in the event the member shall fail to present to the Governor a satisfactory excuse for his or her absence.

Unexcused absences from three (3) successive regular meetings, without attending any intermediary called special meetings, shall constitute sufficient cause for removal. A.C.A. §25-17-211(b).

Notice and Removal Procedures. Removal of board members shall be in accordance with A.C.A. §25-17-211(c), which provides the following:

(1) Within thirty (30) days after each regular board meeting, the secretary of each board shall notify the Governor in writing of any member who has been absent from three (3) successive regular meetings without attending any intermediary called special meetings. The secretary's notice to the Governor shall include a copy of all meeting notices and attendance records for the past year;

(2) Any board secretaries failing to submit the notices and documentation required by this section shall be considered cause for removal by the Governor in accordance with the procedures set forth at § 25-17-210;

(3) Within sixty (60) days after receiving the notice and supporting documentation from the board secretary, the Governor shall notify the board member in writing of his or her intent to remove the member for cause. This notice shall suffice for the notice required in § 25-17-210(a);

(4) Within twenty (20) days of the date of the Governor's notice, the member may request an excused absence as provided by this section or may file notice with the Governor's office that the member disputes the attendance records and the reasons thereby;

(5) The Governor shall grant an excuse for illness of the member when the illness is verified by a written sworn statement by the attending physician or other proper excuse as determined by the Governor; and

(6) After twenty (20) days of the date of the Governor's notice, if no rebuttal is received or other adequate documentation submitted, the member may be removed in accordance with the

provisions set forth at § 25-17-210.

Reimbursements Withheld. Any board member referred to the Governor because of excessive absences under the provisions of this section shall not be entitled to any per diem or expense reimbursement for travel or attendance of any subsequent meeting until the board receives notification from the Governor that the member has been excused for the absences. A.C.A. §25-17-211(d).

Article II Board Meetings

Section 1. Regular Meetings

The Board of Trustees shall meet upon call of the chair of the board. The meetings shall be held at the university. A.C.A. §6-65-103(b)(1), (2).

Unless otherwise provided by law, the board shall meet in regular session at least once each semiannual period and shall meet in special session as often as its business may require. A.C.A. §25-17-208(a).

The time and place of each regular meeting shall be furnished to anyone who requests the information. A.C.A. §25-19-106(b)(1).

Section 2. Quorum.

A majority of the board members shall constitute a quorum to do business. A.C.A. §6-65-103(b)(3).

Section 3. Manner of Acting.

A majority of those members present at any meeting at which a quorum is achieved shall constitute an action of the board. Voting by proxy is not permitted.

Section 4. Open public meetings.

Except as otherwise specifically provided by law, all meetings, formal or informal, special or regular, of the Board of Trustees shall be public meetings. A.C.A. §25-19-106(a); A.C.A. §25-17-208(b)(1). All officially scheduled, special, and called open public meetings shall be recorded in a manner that allows for the capture of sound including, without limitation, (a) A sound-only recording; (b) A video recording with sound and picture; or (c) A digital or analog broadcast capable of being recorded. The recording shall be maintained by the University for a minimum of one year from the date of the open public meeting. The recording shall be maintained in a format that may be reproduced upon a request under the FOIA. The recording requirement shall not apply to executive session. A.C.A. §25-19-106(d).

Section 5. Emergency or special meetings.

In the event of emergency or special meetings, the secretary to the board and/or the president's office shall notify the representatives of the newspapers, radio stations, and television stations, if any, located in the county in which the meeting is to be held and any news media located elsewhere that cover regular meetings of the governing body and that have requested to be so notified of emergency or special meetings of the time, place and date of the meeting.

Notification shall be made at least two (2) hours before the meeting takes place in order that the public shall have representatives at the meeting. A.C.A. §25-19-106(b)(2).

Section 6. Executive Session.

Executive sessions will be permitted only for the purpose of considering employment, appointment, promotion, demotion, disciplining, or resignation of any public officer or employee. The specific purpose of the executive session shall be announced in public before going into executive session.

Only the president of the university, the immediate supervisor of the employee involved, and the employee may be present at the executive session when so requested by the Board of Trustees.

Any person being interviewed for the position of president of the university may be present at the executive session when so requested by the Board of Trustees.

Executive sessions must never be called for the purpose of defeating the reason or the spirit of the Freedom of Information Act.

No resolution, rule, contract, regulation, or motion considered or arrived at in executive session will be legal unless, following the executive session, the Board of Trustees reconvenes in public session and presents and votes on the resolution, rule, contract regulation or motion. A.C.A. §25-19-106(c)(1) – (4).

Section 7. Remote Participation.

Any board member may participate in a meeting of the board by means of a conference telephone or similar communication mechanism that allows all persons participating in the meeting to hear each other simultaneously as well as allows members of the public in attendance to hear the board members. Participation by such mechanism shall be equivalent to presence in person at the meeting.

**Article III
Personnel**

Section 1. President

The president is the chief executive officer of the university. The president shall be appointed by the board and employed subject to the terms of an employment agreement. The president shall be responsible for the supervision and management of the institution and for interpreting and implementing the policies of the institution and of the board. Subject to approval from the board, the President may establish or designate other positions as officers of the institution.

**Article IV
Indemnification**

The University shall provide its current and former trustees and officers with legal defense in connection with any threatened or pending lawsuit or claim based on action alleged to have been taken within the course and scope of employment or official capacity. University legal counsel shall defend all such proceedings unless and until it is determined that the trustee or officer acted outside the course and scope of employment or official capacity. The University shall pay all judgments, damages, settlements, and costs reasonably incurred in such proceedings. Trustees and officers may hire personal counsel in their individual capacity, at their own expense.

**Article V
Conflicts of Interest**

Section 1. Conflict of Interest

Board members must act in accordance with A.C.A. §21-8-301 et seq. as well as the applicable Arkansas Ethics Commission Rules on Conflicts.

Section 2. Contracts

Board members shall not be or become directly or indirectly interested in any contract made by the board. A.C.A. §25-17-207(a)(3).

Section 3. Voting

Board members shall disclose to the board any actual, apparent, or possible conflict of interest at the earliest practical time. A board member who has made such a disclosure shall abstain from voting on such matters. The board meeting minutes shall reflect that a disclosure was made and note the board member's abstention from voting. A board member who is recused may be counted for purposes of determining the presence of a quorum at the meeting but shall not be counted for purposes of determining the presence of a quorum for requisite board action.

Section 4. Annual Disclosure

Each member of the Board of Trustees shall complete, sign, and file a Statement of Financial Interest Form on an annual basis. A.C.A. §21-8-701, et. seq.

Section 5. Compensation

Board members serve as volunteers and are not compensated for their services. They may be reimbursed for transportation and other direct expenses while engaged in the discharge of their official board duties. A.C.A. 25-16-902.

Section 6. Prohibited Activities

- A. A trustee shall not use his or her position to secure special privileges or exemptions not available to others for his or herself, or the trustee's spouse, child, parents, persons standing in the first degree of relationship to the trustee or for those with whom the trustee has a substantial financial relationship that are not available to others except as may be otherwise provided by law. A.C.A. §21-8-304(a).
- B. A trustee shall not engage in any public or professional activity while serving as a trustee which the trustee might reasonably expect would require or induce the trustee to disclose any information acquired by the trustee by reason of the trustee's official position which is declared by law or regulation to be confidential. A trustee shall not disclose any such information gained by reason of his or her position, nor shall the trustee otherwise use information for his or her personal gain or benefit. The obligations contained herein shall continue for a period of one year upon the expiration of a board members appointment. A.C.A. §21-8-304(b), (c).

Article VI Amendments to Bylaws

Unless otherwise prohibited by law, these bylaws may be amended at any meeting of the board by a majority of voting members then in office.

Article VII Miscellaneous Provisions

Section 1. Fiscal Year

The fiscal year of the institution begins on July 1st of each year and ends on June 30th of the succeeding year.

Section 2. Subordination to State Code

To the extent that any of these bylaws may be inconsistent with the Arkansas Code Annotated, the code shall control.