

By-Laws
of the
Kentucky Long-Term Policy Research Center Board

Section 1. Purpose.

These rules shall govern the proceedings of the Long-Term Policy Research Center Board and its committees when applicable.

Section 2. Rules of Order.

Whenever the by-laws of the Board do not apply, the proceedings of the Board and its committees shall be conducted in accordance with Robert's Rules of Order.

Section 3. Meetings.

The Board shall hold regular meetings every other month unless otherwise specified. The Board also shall meet on call of the presiding Chair or on the written request of any three members.

Section 4. Notification of Meetings.

The Executive Director of the Center shall notify each member of the Board, or committee, in writing, as to the time and place of each meeting, and shall prepare a tentative agenda of matters to be considered. If a meeting of an emergency nature is called, the Executive Director may telephone the members individually in order to provide as much notice as possible.

Section 5. Officers.

The Chair shall serve as the presiding officer. In the absence of the Chair, the Vice-Chair shall preside. The Executive Director shall see that a record of the proceedings of the Board is kept. Such records shall be available to the public upon request. The Executive Director shall be responsible for preparing and distributing the official minutes and other duties normally considered as secretariat functions.

Section 6. Quorum.

A majority of the currently serving members shall constitute a quorum for the transaction of business. A majority of the Board shall have authority to act on any matter falling within the scope of the Center's duties, powers and authority. The Chair shall have a vote on all matters.

Section 7. General Powers and Administration of the Center.

The affairs and management of this Center, including the control and distribution of its property and funds, are vested in the Board of Directors. Specific powers of the Board include but are not limited to:

- a) The definition of long-run and short-run goals and performance objectives of the Center.
- b) The assignment of priorities to these purposes and objectives.
- c) The review and approval of the Center's budget to ensure that it is a sound financial plan to achieve the purposes and objectives.
- d) The review and approval of contracts or expenditures over \$10,000 unless otherwise delegated. Contracts or expenditures under \$10,000 may be approved by the Executive Director. The Executive Director shall submit regular financial reports to the Board, including a listing of all approved contracts.

- e) The review and approval of major administrative policies to ensure that they are consistent with the purposes and objectives of the Center.
- f) The review and approval of policies to guide the staff in the preparation and distribution of studies and other publications.
- g) The selection and oversight of the Center's Executive Director, to include the annual review. The review will be verbal in nature; be undertaken before the first Board meeting of each calendar year; involve the Chair and the Vice Chair who had just completed a term; and relate to the overall work of the Center. Records of the reviews will be maintained by entry into the minutes.
- h) The review and evaluation of the Center's performance at least once every two years.
- i) The approval of Center programs and projects.

Section 8. Resignation.

Any member of the Board may resign at any time by giving written notice to the Chair of the Board. Should any member of the Board who serves on the Board by virtue of his or her position or office, leave that position or office, that member shall resign on or before the date of the aforementioned change. Board members who miss three (3) consecutive meetings may be removed from the Board by a majority vote of the members at a regularly scheduled meeting in which a quorum is present. In that event, the position shall be declared vacant and shall be filled in the same manner as it was originally appointed (KRS 7B.030(5)).

Section 9. Election of Chair and Vice-Chair.

KRS 7B.030(4) requires that the Chair be elected annually, and alternate between the state government and the at-large members. If the Chair is a member selected from state government, the Vice-Chair shall be an at-large member, and if the Chair is an at-large member, the Vice-Chair shall be a member selected from state government.

The Chair of the Board shall be elected at the last Board meeting of the calendar year to serve for the following calendar year. At each year's election of the Chair, the Vice-Chair shall also be elected.

An at-large member will chair every other year. In the intervening year the chair will alternate between the executive and the legislative branch members. The sequence for serving as Chair and Vice-Chair over a four year period will be as follows:

Year 1 Chair: At-Large	Vice-Chair: Executive Branch
Year 2 Chair: Executive Branch	Vice-Chair: At-Large
Year 3 Chair: At-Large	Vice-Chair: Legislative Branch
Year 4 Chair: Legislative Branch	Vice-Chair: At-Large

In order to provide continuity, it shall be the practice of the board to elect the Vice-Chair to serve as Chair the following year. Outgoing Chairs shall be members of the Operating Committee.

Section 10. Chair of the Board.

The Chair shall preside at all meetings of the Board of Directors and in addition shall perform the following duties and responsibilities:

- a) Appoint the Chairs and members of all Board committees, and serve as liaison among the Center Board, its committees, and the Executive Director.
- b) Facilitate and coordinate the Board's discharge of its responsibilities as set forth in KRS 7B.010 - 7B.090 and its by-laws.

- c) Designate a regular meeting of the Board to be the annual financial and business meeting of the Board.
- d) Such other responsibilities as may be directed by the Board.

Section 11. Vice-Chair.

In the absence of the Chair, the Vice-Chair shall perform the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair.

Section 12. Operating Committee.

The Operating Committee shall be comprised of the Chair, Vice-Chair and outgoing Chair of the Board and two other members appointed by the Chair. The Operating Committee shall be authorized to act for the Board, when, in the judgment of the Chair, the affairs of the Center can best and most expeditiously be handled by the Operating Committee. Actions taken by the Operating Committee under this authority shall be reported to the Board at its next regular meeting.

Section 13. Executive Director.

The Executive Director shall be the principal executive officer of the Center. Subject to the control of the Board of Directors, the Executive Director shall in general supervise and control all of the business and affairs of the Center. He or she shall sign contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or to some other officer or agent of the Center or shall be required by law to be otherwise signed or executed; and in general he or she shall perform all duties incident to the office of the Executive Director and such other duties as may be prescribed by the Board of Directors from time to time including but not limited to the following:

- a) Exercise final authority over the development, production, and publication of Center publications.
- b) Select, employ, and supervise the work of members of the Center's staff, all of whom shall serve at the pleasure of the Executive Director.
- c) Prepare a draft budget for the Center to be submitted to the Operating Committee for its consideration prior to being forwarded to the full Board of Directors for its approval. In addition, execute and implement the Center's budget once it has been approved by the Center Board of Directors. Prepare and submit regular financial reports to the Board.
- d) Implement all Board decisions.
- e) Execute expenditure items, including contracts of values less than \$10,000 for purposes of carrying out activities of the Center and recommend contracts or other expenditure items of more than \$10,000 to the Board for their approval. All contracts are to be reported to the Board.

Section 14. Removal.

Any Director of the Center may be removed at any time with or without cause by a majority or two-thirds vote of the Board of Directors.

Section 15. Advisory Committees.

Advisory committees may be appointed by the Board for such purposes as the Board deems necessary or advisable, and in the case of studies may be composed of state agency employees, university staff, private and civic groups, and citizens. Committee members shall be notified in writing of their appointment, and of the purpose and duties of the committee. These committees shall report their findings and recommendations to the Board.

Section 16. Staff for Committees.

The Executive Director of the Center shall provide staff for advisory committees or for other committees of the Board and shall exercise direct supervision and control over the staff.

Section 17. Report of Advisory Committees.

Each committee shall report on all matters under its consideration in such manner and on such date as the Board shall specify. Upon completion of its duties, each committee shall submit to the Board, in writing, a final report of its findings, conclusions and recommendations.

Section 18. Publication and Distribution of Findings.

All findings, conclusions or recommendations of the Board, its staff, or of committees shall be published or made available for general distribution only with the approval of a majority of the members of the Board.

Section 19. Mileage and Expenses of Members.

Persons serving on advisory committees or other committees of the Board shall be paid their necessary traveling expenses for attending meetings. Board members who are members of these committees and who are eligible for the \$100 per diem shall also be paid the per diem, the same as if they were attending a regular Board meeting.

Section 20. Administrative Policies.

The Executive Director shall be responsible for developing and recommending to the Board necessary administrative and personnel policies to promote the efficient utilization of the staff of the Center. These policies may be adopted or amended and approved by a majority of the members and shall be in effect until changed by a vote of a majority of the members.

Section 21. Procedures.

The Executive Director shall prescribe procedures relating to the form and style of research reports and other matters to be followed by the staff of the Center in performing its functions.

Section 22. Delegation of Authority.

The Board may delegate the authority to act for it under these rules to the Chair and Vice-Chair, to the Executive Director, or to an Executive Committee. The Chair, or Vice-Chair in the absence of the Chair, is authorized to approve expenditures from the operating budget.

Section 23. Adoption of By-Laws.

These by-laws shall be adopted and may be amended or suspended by a majority vote of members of the Board.

Revised 11/15/04.