

**SCTETA BY-LAWS**  
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Regular and special meetings of the Board of Trustees will be conducted in accordance with the Kansas Open Meetings Act.

## **ARTICLE I. RESPONSIBILITY AND MEMBERSHIP**

### **Section 1. Jurisdiction and Responsibility**

- (a) The governing board of Wichita Area Technical College (WATC), shall be called the Sedgwick County Technical Education and Training Authority (SCTETA) established by an act of the Kansas Legislature (K.S.A. 72-4436 et seq., 2003 Supp.), and by Sedgwick County Resolution number 173-04. The Board possesses all of the powers of a body corporate for the purposes created by or that may exist under provisions of the law of the State of Kansas to exercise such rights and privileges as may be necessary for the management and administration of the WATC.
- (b) The sole purpose of the Sedgwick County Technical Education and Training authority is to be the official governing body of the Wichita Area Technical College and to assume all legal and fiduciary responsibilities thereto in accordance with provisions of the Kansas law and subject to the rules, regulations and supervision of the Kansas Board of Regents.
- (c) As the governing body of the Wichita Area Technical College, the Board is responsible for, but not limited to, the following:
  - I. Provide strategic direction, coordination, leadership and support in order to contribute to a strong technical education and training program designed to meet the changing needs of employers, learners and families in this region; and
  - II. Develop and implement standards of accountability that assure compliance with Board of Regents' requirements, industry needs and professional certifications; and
  - III. Assure that training programs are in compliance with legal requirements; and
  - IV. Developed a close working partnership with key private and public organizations that have a stake in the economic success of our community; and
  - V. Coordinate the development of a process to ensure the delivery of technical education and training to meet the needs of business and industry; and
  - VI. Develop a coordinated, flexible, responsive system driven by employer needs.

### **Section 2. Membership**

- I. The Board shall consist of 11 members to be appointed as follows: Nine members representing private sector employers in Sedgwick County to be appointed by the Sedgwick County Manager.
  - II. One member to be appointed by the Sedgwick County Board of Commissioners.
  - III. One member to be appointed by the City Council of the City of Wichita.
- (a) Current employees of WATC are prohibited from serving on the independent governing Board.

(c) Members of the Board shall have no significant administrative position or any ownership interest in any of the following: the institution itself, a company that does substantial business with the institution, company or organization with which the institution has a substantial partnership, a parent, ultimate parent, affiliate, subsidiary corporation, an investment group or firms substantially involved with one of the above organizations.

### Section 3. Term of Office

- (a) Private-sector Board members shall serve a term of three years. Public-sector Board members shall serve a term of one year. Board members may be re-appointed
- (b) Private-sector vacancies shall be filled by the County Manager. Members serving out the unexpired term may be re-appointed. Public-sector vacancies shall be filled by the appointing authority.

### Section 4. Removal and Replacement of Trustees

- (a) The Board may remove a member for cause by a majority vote.
- (b) A major membership responsibility is attendance at scheduled Board meetings. The Board may declare vacant the office of a member who does not attend three consecutive Board meetings or misses more than one-half of the meetings in any 12 month period without justifiable excuse approved by a majority of the Board.
- (c) As vacancies occur, the Chair will notify the proper nominating organization of the need for new members.
- (d) The Chair shall keep the nominating organizations apprised of the changing composition of the Board and report to the nominating organizations for timely nominations for any vacancy.

### Section 5. Compensation, Indemnification, Reimbursement, and Insurance

- (a) No member of the Board shall receive compensation for services rendered as such, but shall be entitled to receive reimbursement, according to the regulations adopted by the Kansas Board of Regents, for cost of travel, meals, and lodging while performing official duties. Board members will be reimbursed for travel and allowances in accordance with the WATC Travel and Allowance Accounting Procedures within the funds budgeted in the Board's Travel Account for the academic year.
- (b) An annual budget will be allotted for Board members' travel. Board members are encouraged to participate in conferences and seminars that will provide knowledge and skill better enabling them to serve as SCTETA Board members. The Board Secretary will coordinate travel arrangements.

## **ARTICLE II. OFFICERS AND THEIR DUTIES**

### Section 1. Election and Term of Office

- (a) The officers of the Board shall be the Chair, the Vice-Chair and the Treasurer.

- (b) The Chair, the Vice-Chair and the Treasurer shall be elected by the voting members of the Board from its membership.
- (c) All Board officers shall be elected for a period of one year. Each officer, with the exception of the Treasurer, may serve in any one of the Board's elective offices for a maximum of three consecutive years. A person who has held a particular office for the maximum number of consecutive years will be eligible to hold the same office after a period of one year has elapsed. The time limitations herein shall not affect a person's ability to serve consecutively in different offices.
- (d) The officers of the Board shall be elected annually no later than the June meeting and shall serve from July 1st until the following June 30th, or until such later date as their successors shall be elected or confirmed.
- (e) The Chair shall appoint a nominating Committee not later than April of each year. Its responsibility shall be to prepare a slate of officers for consideration by the Board.
- (f) The election of officers shall be conducted by the Chair of the Nominating Committee at a Board meeting not later than the June Board meeting.

#### Section 2. The Chair of the Board

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

#### Section 3. The Vice-Chair of the Board

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

#### Section 4. The Board Treasurer

Oversees preparation of financial statements and reports financial information to the Board. Oversees the college's portfolio and provides the Trustees with financial data, investment instruments, forecasting, and interest rate schedules. Perform other duties incidental to the Board. Serves as chair of the Finance and Facilities Committee.

### **ARTICLE III. POWERS AND DUTIES OF THE BOARD**

#### Section 1. The Board Powers and Duties Shall Include the Following (reference K.S.A. 71-201):

- (a) To elect the President and Chief Executive Officer (President/CEO) of the College for such term and under such conditions as the Board may fix, and to evaluate the President/CEO annually.
- (b) To elect or employ all other personnel of the college upon nomination by the President/CEO, subject to standards established by the Kansas Board of Regents. Board members may delegate the authority of employing such other personnel to the President/CEO.

- (c) To purchase any land, easement, or right-of-way which shall be necessary for the proper operation of the college, upon approval of the Kansas Board of Regents.
- (d) To apply the standards and requirements for admission and graduation of students and other standards established by the Kansas Board of Regents.
- (e) To establish programs of instruction within the college.
- (f) To recommend and adopt current expense and capital outlay budgets, subject to the approval of the Kansas Board of Regents.
- (g) To participate in strategic planning.
- (h) To provide for securing necessary real estate.
- (i) To perform such other acts and do such other things as may be necessary or proper for the exercise of the foregoing specific powers, including the adoption and enforcement of all reasonable rules, regulations, and by-laws for the government and operation of the college.
- (j) To sue and be sued.
- (k) To enter into contracts.
- (l) To accept from any government or governmental body, or from any other public or private body grants or contributions that the Board may use in its purposes.
- (m) To acquire by gift, purchase, condemnation or otherwise, and to own, lease, use and operate property, whether real, personal, or mixed, or any interest therein which is necessary or desirable for college purposes.
- (n) To enter into lease agreements as lessor of any property, whether real, personal, or mixed, which is owned or controlled by the college.
- (o) To determine that any property owned by the college is no longer necessary for college purposes and to dispose of the same in such manner and upon such terms and conditions as provided by law.
- (p) The Board may not purchase or otherwise acquire land or land improvements outside the identified college territory.

#### **ARTICLE IV. COMMITTEES**

##### **Section 1 . Types of Committees and Method of Appointment**

- (a) The Board may establish such standing and ad hoc committees as it deems necessary to secure and protect the college's welfare.
- (b) The Chair shall appoint the members of all committees.
- (c) Committee meetings shall be conducted in accordance with the Kansas Open

## Meetings Act

### Section 2. Limitation of Authority of Committees

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

### Section 3. Executive Committee

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

### Section 4. Standing Committees

- (a) The committees will concern themselves with detailed review of college functions in the assigned area of interest, bringing to the Board as a whole, abbreviated information, summaries or recommendations for Board approval. In all activities, the committee will work through the President/CEO of the college.
- (b) The Board Chair will appoint committee members annually. The president /CEO will be an ex-officio of all standing committees. All Board members may attend any committee meetings. However, only members of a committee and the Board Chair may vote on issues addressed by the committee. In order to vote on a recommendation, a quorum of the respective committee (a simple majority) must be present.
- (c) The following committee shall be the standing committee of the Board: Finance and Facilities.
- (d) Responsibilities of the Finance and Facilities committees shall be as follows:  
The Finance Committee shall review annual budgets and monthly financial statements from the college, and shall recommend to the Board approval of annual budgets, transfer of funds between line items, requests for additional local (if legislative authority is granted) funds, the authorizing signatures for college checks, and the establishment and expenditures of special funds.

## **ARTICLE V. MEETINGS**

### Section 1. Regular Meetings

The regular meetings of the Board will be held monthly, unless mutually agreed, at a time and place chosen by the Board. Meetings shall be conducted in compliance with the open meetings law.

### Section 2. Special Meetings

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

### Section 3. Notice of Meetings

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

### Section 4. Quorum

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

### Section 5. Agenda

- (a) The President/CEO of the college will provide the Chair with a list of those items to be presented to the Board with his/her recommendations at least twenty-four hours prior to the meeting for which they were prepared.
- (b) In emergencies, the Chair may add items to the agenda regardless of the date such items are received by the Chair.

### Section 6. Order of Business

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

- I. Meeting called to order
- II. Public communications
- III. Report from the Finance & Facilities Committee
- IV. Report from special committees
- V. Report from Academic Services
- VI. Report from Student Services
- VII. Report from Administrative Services
- VIII. Report from President
- IX. New Business
- X. Miscellaneous
- XI. Consent Agenda
- XII. Adjournment

### Section 7. Parliamentary Rules

ROBERTS RULES OF ORDER shall be followed in conducting the meetings of the Board unless the Board makes other provisions.

#### **ARTICLE VI. THE BOARD SECRETARY**

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

#### **ARTICLE VII. THE PRESIDENT/CEO OF THE COLLEGE**

- (a) The President/CEO shall be qualified by training, experience, habits, and philosophy to develop and maintain a comprehensive technical college of high quality.
- (b) The President shall have full authority and responsibility for the operation of the college under the policies and rules and regulations of the Board and of the Kansas Board of Regents and within the budgets approved by the Board.
- (c) The Board shall at all times exercise its control of the college through the President/CEO. The Board will collectively and individually confine their activities to policy formulation as distinct and apart from policy administration.
- (d) The President/CEO serves at the pleasure of the Board according to the terms of his/her contract with the Board.
- (e) The President/CEO shall attend and participate, without voting privilege, in all meetings of the Board, except where his/her absence is expressly required by a majority of those present.
- (f) The President/CEO shall submit information and recommended policies to the Board when requested to do so by the Board or when he/she deems it to be in the best interest of the college to do so.
- (g) The President/CEO shall discharge any other functions which the Board may delegate to him/her.

#### **ARTICLE VIII. POLICIES, RULES AND REGULATIONS**

##### Section 1. General Provisions

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

##### Section 2. Notification and Publication

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

## **ARTICLE IX. ADOPTION AND AMENDMENT**

### **Section 1. Adoption**

Adoption of these by-laws shall be by affirmative vote of at least six (6) members of the Board at a regular meeting.

### **Section 2. Amendments**

Amendments to these by-laws may be proposed by any member of the Board at any regular meeting of the Board. Such amendments shall be referred to the Personnel and Policy Committee for review and presentation at a subsequent meeting of the Board. Adoption of amendments shall be by affirmative vote of at least six (6) members of the Board at a regular meeting.

## **ARTICLE X. INDEMNIFICATION OF TRUSTEES, OFFICERS AND OTHERS**

(a) The Board shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Board) by reason of the fact that such person is or was a trustee, officer, employee, or agent of the Board, or is or was serving at the request of the Board as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Board, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interest of the Board, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

(b) The Board shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Board to procure a judgment in its favor by reason of the fact that such person is or was a trustee, officer, employee, or agent of the Board, or is or was serving at the request of the Board as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Board and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such persons shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the Board unless and only to the extent that the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper.

(c) To the extent that a trustee, officer, employee, or agent of the Board has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs (a) and (b), or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

(d) Any indemnification under paragraphs (a) and (b) (unless ordered by a court) shall be made by the Board only as authorized in the specific case upon a determination that indemnification of the trustee, officer, employee, or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in paragraphs (a) and (b). Such determination shall be made (1) by the Board of Trustees by a majority vote of a quorum consisting of trustees who were not parties to such action, suit, or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested trustees so directs, by independent legal counsel in written opinion.

(e) Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Board in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Trustees in the specific case upon receipt of an undertaking by or on behalf of the trustee, officer, employee, or agent to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Board as authorized in this Article.

(f) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, by-law, agreement, vote of disinterested trustees or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

(g) The Board may purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee, or agent of the Board, or is or was serving at the request of the Board as a director, officer, employee, or agent of 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 Board would have the power to indemnify such person against such liability under the provisions of this Article.