

BYLAWS OF WICHITA STATE UNIVERSITY CAMPUS OF APPLIED SCIENCES AND TECHNOLOGY INDUSTRY ADVISORY BOARD

INTRODUCTION

On January 18, 2017, the Kansas Board of Regents approved proposed legislation authorizing the affiliation of Wichita State University and the Wichita Area Technical College ("WATC") to create the WSU campus of applied sciences and technology (commonly known as "WSU Tech"). Such bill was signed into law on April 12, 2017, as Senate Bill No. 174, as is codified at K.S.A. 72-42,359. Pursuant to K.S.A. 72-42,359, the governing board of WATC, established pursuant to K.S.A. 72-4470a, was abolished and replaced with the WSU Tech Industry Advisory Board (hereinafter the "Board").

ARTICLE I THE MEMBERS

Section 1.1 Number of Members; Appointment. The Board shall consist of up to fifteen (15) Members, each to be appointed by the President of Wichita State University in consultation with the President of WSU Tech. The number of Members may be increased or decreased from time to time by amendment to the Bylaws.

Section 1.2 Requirements. Board membership shall consist of one (1) member of the Sedgwick County, Kansas Board of Commissioners, and one (1) member of the City of Wichita, Kansas City Council. The remainder of the membership shall be industry representatives of the Sedgwick County, Kansas, private sector. Current employees of WSU and/or WSU Tech are prohibited from being a Member.

Section 1.3 Term. Those Members appointed as representatives from the private sector shall serve a term of three (3) years. Those Members appointed as representatives from the public sector shall serve a term of one (1) year. All Members may be reappointed for successive terms.

Section 1.4 Removal. A Member may be removed, with or without cause, by a majority vote of the Board, at any regularly scheduled or special meeting of the Board, or at the discretion of the President of Wichita State University, in consultation with the President of WSU Tech, whenever such removal is in the best interests of WSU Tech.

Section 1.5 Resignation. Except as otherwise required by law, a Member may resign from the Board at any time by giving notice in writing to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 1.6 Vacancy. If any vacancy in the Board shall exist by reason of the death, resignation, or otherwise, of a Member, such vacancy may be filled for the unexpired term by appointment as set forth in Section 1.1 of these Bylaws.

Section 1.7 Powers and Responsibilities. Subject to and within the limitations of the laws of Kansas and these Bylaws, as amended from time to time, the Board shall:

- a) review non-credit and credit programs with the president and senior leadership of WSU Tech to ensure such programs are aligned with the current and emerging needs of the industry for an educated and trained workforce;

- b) provide input relating to changes in each Board Member's industry sector that affect academic programs;
- c) 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;
- d) participate in the development and implementation standards of accountability that assure compliance with Kansas Board of Regents' requirements, industry needs and professional certifications;
- e) develop a close working partnership with key private and public organizations that have a stake in the economic success of our community;
- f) participate in the development of a process to ensure the delivery of technical education and training to meet the needs of business and industry;
- g) help develop a coordinated, flexible responsive system driven by employer needs;
- h) may provide fiscal oversight for the college with annual budget approval;
- i) provide input and a recommendation to the Wichita State University President to fill any vacancy in the position of President/Chief Executive Officer of WSU Tech and participate in any such hiring process, evaluation and removal; and
- j) provide any additional guidance and/or perform any additional functions as are requested by the President of Wichita State University and the President of WSU Tech.

Section 1.8 Advisory Board Limitations. The WSU Tech Industry Advisory Board is not a governing Board. As such, the Board does not have any fiduciary or operational responsibilities, authority, or power. All opinions and recommendations of the Board are only advisory in nature.

ARTICLE II OFFICERS

Section 2.1 Officers. The Board shall elect a chair and a vice chair. The Board may also elect any such additional officers as it deems desirable. A Secretary, who shall be a WSU Tech staff member, shall be appointed by the President of WSU Tech, upon approval of the Board.

Section 2.2 Term of Office. Officers shall be elected by the Board at its annual meeting and shall hold office until the next annual meeting of the Board, unless such officer is removed or resigns as set forth in these Bylaws.

Section 2.3 Removal. Any officer may be removed, with or without cause, by a majority vote of the Board at a meeting duly called pursuant to notice stating that such removal is to be considered whenever such removal is deemed by the Board to be in the best interests of WSU Tech.

Section 2.4 Resignation from Office. Officers may resign at any time by providing written notice to the chair.

Section 2.5 Vacancies. Vacancies may be filled or new offices created and filled at any meeting of the Board. In the case of an officer elected to fill a vacancy, each officer shall hold office for the unexpired term in respect of which said vacancy occurred or until a successor shall have been duly elected or appointed and qualified, whichever event occurs first.

Section 2.6 Powers and Duties. A basic description of the responsibilities of the Officers is as follows:

- a) Chair. The chair shall preside at all meetings of the Board and shall perform such other duties as the Board may properly direct.
- b) Vice Chair. The vice chair shall, in case of the absence of the chair, or of the chair's inability from any cause or refusal to act, perform the duties and exercise the powers of the chair, and shall perform such other duties as the Board may properly direct.
- c) Secretary. The secretary shall keep a complete record of all meetings of the Board and, except as herein otherwise provided, shall serve all notices of such meetings. The secretary shall receive communications and submit them to the appropriate officers or committees and shall generally perform such other duties as the Board may properly direct.
- d) Treasurer.

ARTICLE III MEETINGS

Section 3.1 Location and Time of Meetings. Meetings of the Board, annual, regular or special, may be held at such time and place as may be (a) fixed by a resolution adopted by a majority of all Members; or (b) fixed by the Chair or Vice Chair, upon written or electronic notice to all Members.

Section 3.2 Annual Meeting. An annual meeting of the Board for the transaction of such business as may properly come before the meeting shall be held once a year at a time and location set by the Board.

Section 3.3 Regular Meetings. The Board shall hold regular meetings no less frequently than bi-monthly, but may meet more frequently as determined to be, in the opinion of the Board, in the best interest of WSU Tech.

Section 3.4 Special Meetings. Special meetings of the Board may be called by the chair or vice chair.

Section 3.5 Informal Action by Board. Unless otherwise restricted by law or these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if a simple majority of the Members consent in writing through fax, mail, or by electronic mail to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Members shall be filed with the minutes of proceedings of the Board.

Section 3.6 Telephone Participation. Unless otherwise restricted by law or these Bylaws, any or all Members may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.

Section 3.7 Meeting Notice. Notice of each meeting of the Board, stating the time and place thereof, shall be mailed, either via USPS or email, to each Member of the Board at least seven (7) days prior to such meeting. All such notice shall be compliant with the requirements of the Kansas Open Meetings Act, K.S.A. 75-4317 et seq.

Section 3.78 Quorum and Voting. A simple majority of the members of the Board then in office shall constitute a quorum for the transaction of business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings.

Section 3.10 Voting. At each meeting of the Board, every Member shall be entitled to vote in person. No Member shall be entitled to vote by proxy. Each Member shall have one vote.

Section 3.11 Compensation. Members shall not receive any compensation for their services as Members of the Board.

Section 3.12 Absence. Each Board member is expected to communicate with the Chair in advance of all Board meetings stating whether or not he/she is able to attend or participate by conference telephone or other agreed-upon means of communication. Any Member who is absent from three successive Board meetings or fails to participate for a full year shall be deemed to have resigned due to non-participation, and his/her position shall be declared vacant, unless the Board affirmatively votes to retain the Member as a member of the Board.

ARTICLE IV COMMITTEES

Section 4.1 Committees of Members. The Board may appoint, from time to time, various standing or temporary committees, the membership of which may include persons who are not Members. Committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or member, adopt a plan of merger, authorize the voluntary dissolution of WSU Tech, or otherwise supersede the power or authority of any individual Officer as set forth in these Bylaws. Any action that is required to or may be taken at a meeting of any such committee may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the members of such committee. All committees so appointed shall prepare and submit to the chair a written report of the actions considered and undertaken at their committee meetings, and the chair shall cause those reports to be recorded in books or kept in files kept for that purpose. The designation of any such committee and delegation thereto shall not relieve the Board of any responsibility imposed by law.

ARTICLE V INDEMNITY AND INSURANCE

Section 6.1 Indemnity. To the extent allowed and permitted by law, WSU Tech shall indemnify any person made, or threatened to be made, a party to any civil or criminal action or proceeding by reason of fact that that person, that person's testator, or that person's intestate, is or was a voting Member of the Board, but only to the extent that it can be shown that the Member acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of WSU Tech. Notwithstanding the foregoing, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to WSU Tech unless and only to the extent that the court in which the action or suit was brought determines 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. Any indemnification under this Section, unless ordered by a court, shall be made by WSU Tech only as authorized in the specific case upon a determination that indemnification of the Member or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this Section. The determination shall be made by the President of Wichita State University, in consultation with the President of WSU Tech, or, in the alternative, by independent counsel in a written opinion.

Section 6.2 Insurance. To the extent allowed and permitted by law, WSU Tech at its cost may, but need not, provide an insurance policy or policies covering the liability of officers, Members, volunteers, committee members, employees and other designated agents against claims arising out of their activities and duties on behalf of WSU Tech. The power to indemnify the individual under this Section of these Bylaws shall not necessarily be a prerequisite to maintenance of or recovery under any such policy.

ARTICLE 6
MISCELLANEOUS

Section 6.1 Conflicts of Interest. Conflicts of interest shall be determined, disclosed, and managed by the Wichita State University Commitment of Time, Conflict of Interest, Consulting and Other Employment Policy.

Section 6.2 Amendments. These Bylaws may be amended or repealed by a majority vote of the entire Board at any regular meeting or, upon notice of a special meeting, at any special meeting. Any amendment to these Bylaws requires approval by the President of Wichita State University.

Adopted/Revised	Date
Adopted	[INSERT DATE]
Revised	[INSERT DATE]
Revised	[INSERT DATE]
Revised	[INSERT DATE]
Revised	[INSERT DATE]
Revised	[INSERT DATE]
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