

**BOARD OF TRUSTEES OF CHICAGO STATE UNIVERSITY**

**BYLAWS**

**ARTICLE I. INTRODUCTION**

**SECTION 1. General Statement**

In accordance with the Chicago State University Law (110 ILCS 660/5-1 et seq.) and related legislation, the State of Illinois charges the Board of Trustees of Chicago State University (hereafter also referred to as the “Board of Trustees”) with responsibility to operate, manage, control, and maintain Chicago State University (hereafter also referred to as the “University”) and assigns to it broad authority to discharge this responsibility. The Board of Trustees and Chicago State University shall operate in accordance with the laws of the State of Illinois and the United States, these Bylaws, and the duly approved Governing Board Regulations and Procedures. If inconsistencies arise, the most current applicable laws shall control the actions of the Board of Trustees and the University.

**ARTICLE II. MEETINGS**

**SECTION 1. General**

The Board of Trustees shall conduct its business and execute its responsibilities in conformity with the Chicago State University Law (110 ILCS 660/5-1 et seq.), as amended.

**SECTION 2. Regular Session Meetings**

- A. The Board shall convene at least quarterly each year on the campus of Chicago State University in Chicago, Illinois, or by electronic communication to the extent permitted by Illinois law in accordance with Section 6, and at such place and on a date and at a time set by the Chair of the Board or by a majority of the members of the Executive Committee of the Board. All regular sessions shall be open to the public and comply with the Illinois Open Meetings Act (5 ILCS 120/1 et seq.), as amended.
- B. Written notice of all regular meetings and of the proposed agenda shall be given to each member of the Board, preferably at least ten days in advance of the meeting.
- C. The President’s report and other meeting materials shall generally be distributed seven (7) days prior to the meeting to Board Members, and other interested parties at the President’s discretion.

**SECTION 3. Special Meetings**

Special meetings of the Board of Trustees may be called by the Board Chair, the Vice-Chair if there is a vacancy in the office of the Board Chair, the President of the University, or by request of no less than three voting members of the Board of Trustees. Notice of any special meetings shall be posted at least 48 hours prior to such meetings. Emergency meetings may be held as provided by state law and as soon as practical following the posting of the meeting.

#### **SECTION 4. Closed Meetings**

- A. The Board of Trustees may hold meetings closed to the public to discuss matters which are exempt from public discussion under the provisions of the Illinois Open Meeting Act. Closed meetings will be held upon a majority vote of a quorum present, taken at a meeting open to the public for which notice has been given.
- B. Minutes of closed meetings will be kept by the Secretary of the Board of Trustees or his/her designee and will be available for inspection only after the Board of Trustees determines, by periodic assessment, that confidentiality of such minutes is no longer required.
- C. Executive sessions of Board of Trustees meetings will be closed. The President of the University shall attend all executive sessions unless excused by the Board Chair. The Board of Trustees may approve the attendance of others at an Executive Session at its discretion.
- D. When the Board meets in executive session, all matters discussed in that session are strictly confidential and shall not be shared with others outside those assembled in the executive session except for absent board members or officers. Minutes of these meetings may be released to the public pursuant to the Illinois Open Meetings Act when the Board has determined that the need for confidentiality no longer exists.

#### **SECTION 5. Quorum**

Unless otherwise provided by applicable law or these Bylaws, a majority of the voting members of the Board of Trustees shall constitute a quorum to transact business. A smaller number may meet and adjourn to some other time or until a quorum is obtained.

#### **SECTION 6. Use of Electronic Meeting and Notice Resources.**

Any meeting provided for in these Bylaws may be conducted electronically, either in lieu of or as an extension of an in-person meeting, to the extent permitted by applicable law. For purposes of this section, electronic meetings include conference calls and any other electronic medium in which Trustees may both send and receive contemporaneous interactive communications, to the extent permitted by law. Participating in a meeting by such means constitutes presence in person at the meeting.

### **ARTICLE III. BOARD OPERATING PROCEDURES**

#### **SECTION 1. Rules of Order**

Insofar as it is consistent with these Bylaws and applicable statutes, the current edition of Roberts Rules of Order shall guide the consideration of all business and debate in meetings of the Board of Trustees or its committees.

## **SECTION 2. Order of Business**

At all regular meetings, and at special meetings where appropriate, the Board of Trustees shall observe the following order of business unless it is suspended or modified by a majority of those voting members present:

1. Call to Order and Roll Call
2. Verification of Appropriate Notice of Public Meeting
3. Meeting Agenda Approval
4. Review and Approval of Consent Agenda or Previous Meeting Minutes
5. Reports and Recommendations of the President of the University
6. Reports and Recommendations of the Chair of the Board
7. Presentation and Discussion of Items on Agenda
8. Reports of Board Committees and Board Liaisons
9. Public Comment Period

## **SECTION 3. Public Comment Period**

**A. Right to Address the Board of Trustees.** The Board of Trustees welcomes constructive communications from members of the University community and the citizens of Illinois and such individuals shall be provided an opportunity to make comments to or ask questions of the Board of Trustees at regular or special meetings of the Board in accordance with the rules established in the Illinois Open Meetings Act, the Chicago State University Law, and these Bylaws.

**B. Procedure.** A sign-up sheet shall be made available to the public at least thirty (30) minutes prior to the meeting of the Board of Trustees or Board committee that is subject to the Illinois Open Meetings Act and the Chicago State University Law.

**C. Allocation of Time.** The agenda for any Board or Board committee meeting subject to the Illinois Open Meetings Act and the Chicago State University Law shall provide for a public comment period. The Chair of the meeting will recognize speakers who have signed up to speak prior to the meeting. To ensure an orderly and timely meeting, the Chair may limit speakers to two (2) minutes, provided that the total comment period shall be not more than thirty (30) minutes.

**D. Restriction of Comments.** The Chair shall restrict comments if laws, regulations, or pertinent policies restrict the Board or committee from receiving the proposed communication in a public forum.

## **SECTION 4. Voting**

**A.** Each member of the Board of Trustees shall be entitled to cast one vote. The Student Trustee may vote on matters as allowed by law. Where required, the Student Member shall be counted for the purpose of determining a quorum at any meeting of the Board or any of its committees to which the Student Member is assigned. The Student Member shall not be considered a Member for the purpose of determining quorum when he or she is not entitled to vote on a measure under the law. The Student Member shall have all of the privileges of membership, including the right to make and second motions, to attend executive sessions, and to vote on all Board matters except those involving faculty tenure, faculty promotion, or on any issue on which the Student Member has a direct conflict of interest.

- B. All votes of the Board of Trustees shall be by a voice vote; provided, however, that any Member may request a roll call vote of the Board on any questions. A simple majority vote of the quorum present and voting is required for any action and is sufficient unless otherwise required by law.
- C. The Minutes shall record those voting in favor, those voting against, and those abstaining upon the request of any member of the Board made before the vote on the item is taken.

## **SECTION 5. Minutes and Proceedings**

The Secretary of the Board of Trustees or the Secretary's designee shall be responsible for the recording and preparation of the minutes of Board meetings. Such minutes shall provide a reasonably detailed record of the meeting, but shall not be verbatim. Once approved, the minutes shall become the official public record of Board meetings and shall be compiled in annual proceedings covering the meetings of a single fiscal year.

## **ARTICLE IV. TRUSTEES AND OFFICERS**

### **SECTION 1. Trustees**

In accordance with the Chicago State University Law (110 ILCS 660/5-15), the Board of Trustees shall consist of seven (7) voting members appointed by the Governor, by and with the advice and consent of the Senate, and one voting member who is a student at Chicago State University. Trustees are appointed for terms of six (6) years from the third Monday in January of each odd-numbered year. Any individuals appointed to the Board of Trustees shall continue to serve in such capacity until their successors are appointed and qualified.

### **SECTION 2. Elected Officers and Terms of Office**

The elected officers of the Board of Trustees shall consist of a Board Chair, a Board Vice-Chair and a Board Secretary, who shall be elected annually. All members of the Board of Trustees are eligible for service as an officer with the exception of the Student Trustee, who may not serve as Chair or Vice-Chair. Officers shall retain their office until a successor is elected and qualified. In the case of a vacancy in an elective office, for any reason, the Board shall hold an election to fill the office for the unexpired term.

### **SECTION 3. Appointed Officers, Fiduciary Roles, and Terms of Office**

The appointed officers of the Board of Trustees shall consist of the Treasurer and the University Counsel. The appointed Treasurer shall be the Chief Financial Officer of the University who shall serve as an *ex-officio* University officer and not as a member of the Board of Trustees. The University Counsel shall be appointed by the Board of Trustees on the recommendation of the President and is not required to be a University staff member. The University Counsel shall not serve as a member of the Board of Trustees. The University Counsel shall also serve as the Parliamentarian to the Board of Trustees. The Board of Trustees may also appoint such other officers as, in its judgment, are necessary to conduct the affairs of the Board.

Once appointed, these officers shall hold office until removed, they resign, or their employment or engagement with the University is otherwise terminated.

### **SECTION 4. Removal From Office**

Any elected officer may be removed from office by majority vote of the total voting membership of the Board of Trustees at a regular or special meeting of the Board of Trustees whenever in the Board's sole judgment the best interests of the University will be served thereby . Such action must be preceded by the conveyance of notice to each Board member and to the officer proposed for removal at least ten (10) days prior to the meeting. Such notice shall clearly set forth the proposed action.

## **SECTION 5. Election of Officers**

Elections of officers of the Board of Trustees shall take place by secret ballot at the last quarterly meeting of the calendar year. The Secretary of the Board of Trustees, in conjunction with the University Counsel, shall tally the results of each election , advise the Chair and the Board of the results, and maintain the ballots as required by law or Board rule.

Officers will assume their duties at the next business day following the election. Voting members shall be entitled to vote, including members whose terms have expired if the Governor and Senate have not acted to fill the vacancy. Elections shall not be postponed because of such terms of gubernatorial or Senate action on appointments.

## **SECTION 6. Duties of Officers**

**A. Board Chair.** The Chair shall be the chief elected officer of the Board of Trustees. It shall be the duty of the Chair to:

- Preside at all board meetings.
- Serve as a member and presiding officer of the Board of Trustees Executive Committee and as an *ex-officio* member of all board standing committees.
- Appoint the chairs of the Board standing committees and make committee assignments from the Board membership.
- Sign, with the Secretary of the Board of Trustees as attesting official, any contracts and other legal documents approved by the Board, provided that the President and others delegated by the Board may sign such documents in accordance with their respective delegations.
- Coordinate Board business with the President and foster communications among Board members.
- Engage in external activities on behalf of the Board and the University, and represent the Board and the University in a ceremonial capacity at public functions.
- Sign all contracts and other instruments requiring execution on the part of the Board of Trustees and discharge any other duties usually devolving upon a presiding officer, unless otherwise determined by the Board.
- Act as spokesperson for the Board, in collaboration with the President.

**B. Board Vice-Chair.** The trustee elected to serve as Board Vice-Chair shall:

- Serve as presiding officer of the Board of Trustees in the absence of the Board Chair.
- Serve as a member of the Board's Executive Committee.

- Assist the Board Chair in facilitating communications among Board members and in identifying and developing Board leadership.
- Assist the Board Chair in external relations and in representing the Board and the University in a ceremonial capacity at public functions.

**C. Secretary.** The trustee elected to serve as Board Secretary shall:

- Serve as a member of the Board's Executive Committee.
- Sign as attesting official, with the Board Chair as appropriate, any contracts and other legal documents approved by the Board, provided that the President and others delegated by the Board may sign such documents in accordance with their respective delegations.
- Determine that the minutes and records of the proceedings of the Board are kept, published, and distributed as required by law.
- Maintain or cause to be maintained a record of the names of all members of the Board of Trustees, the dates of their appointments, and the dates of the expiration of their terms of office. The Secretary shall also maintain or cause to be maintained a record of Board officers and terms of elective/appointed office.

**D. President.** The President of the University shall be appointed by the Board of Trustees and report directly to the Board of Trustees. The President of Chicago State University shall be the Chief Executive Officer of the University. The President's duties are those prescribed by the Board. The President shall:

- Have the authority and responsibility, within the framework of policies established by the Board of Trustees, for the organization, management, direction and general supervision of the University and shall hold office subject to the pleasure of the Board of Trustees.
- Be responsible for transmitting all communications related to official University business from any faculty member, officer, or other employee of the University to the Board of Trustees.
- Transmit all rules, regulations, directions, orders or instructions of the Board of Trustees or any committee or member thereof, to any faculty member, officer, or other employee.
- Be responsible for keeping the Board of Trustees informed of campus interests, concerns, and needs, and shall be responsible for communicating with Board members and for coordinating Board reviews and actions regarding matters before the Board.
- Serve as *ex-officio* non-voting member of the Board of Trustees and its Executive Committee.

**E. Treasurer.** The Treasurer shall be the general custodian of all the funds and securities belonging to the University, and shall give bond for the faithful performance of the duties and the proper accounting and delivery thereof, whenever required and with such security as may be approved by the Board of Trustees. Such bond shall be in such amount as the board may require, but not for less than two hundred and fifty thousand dollars (\$250,000.00). The Treasurer shall:

- Be responsible for complying with the various financial requirements of bond resolutions, oversight of investment and banking relationships, and coordination and development of information for bond holders.
- Make a financial report to the Board reflecting securities held and all receipts and disbursements on an annual basis, or as required.
- Provide for the orderly reimbursement or payment, consistent with state law, for Board member travel and expenses, and establish necessary procedures incident thereto.
- Exercise direct or facsimile signature authority, as authorized and appropriate, on necessary certificates or contracts and other documents approved by the Board of Trustees on behalf of the Board Chair or the Secretary.
- Serve as an *ex-officio* member of the Finance and Audit committee.

**F. University Counsel.** The University Counsel shall be the general legal officer of the Board of Trustees, and the University, and shall serve as legal advisor to the Board of Trustees, to the President of the University, and to other officers of the University. The University Counsel shall represent the Board of Trustees in all legal proceedings, unless otherwise provided. The University Counsel shall advise the Board Chair and the University President on matters of parliamentary procedure.

**G. Committee Chairs.** The Committee Chairs shall:

- Preside over committee meetings.
- Prepare reports of committee meetings to be presented to the Board of Trustees, such reports to include notation of the committee members present, description of the agenda covered, and a summary of decisions and recommendations of the committee.
- Keep informed of the major issues, actions, and needs of the University in the areas of responsibility covered by the committee.
- Work with the President and staff in formulating agendas and preparing for meetings.
- Maintain communications with other members of the committee and work to keep them informed of issues and needs.

## **ARTICLE V. BOARD COMMITTEES AND LIAISONS**

### **SECTION 1. Committees**

#### **A. Finance and Audit Committee**

The Finance and Audit Committee shall review policy concerns and transactions related to financial affairs and internal controls of the University and to provide the Board its advice and counsel relative to such matters. The Finance and Audit Committee shall comprise at least two voting Members of the Board selected by the Board Chair. The Board Chair, President, Chief Financial Officer, and Chief

Internal Auditor shall serve as *ex officio* members. The Board Chair shall designate one member of the Committee to serve as its Chair. The Chief Financial Officer shall provide such additional staff assistance as needed. The Finance and Audit Committee shall oversee the work of the internal and external auditors, including the review and approval of annual audit plans and staffing of audits; review internal controls, accounting, and reporting practices of the University to ensure those practices provide for proper accountability; review recommended budgets for operations and capital, including the requests for operations and capital budgets; and review proposed financing activities. It is charged with bringing any information on problems or irregularities in these areas to the Board of Trustees, as necessary.

## **B. Other Committees**

The Board may establish, by resolution, standing committees, ad hoc committees, task forces, or advisory councils consisting of voting and nonvoting Board members to perform any assigned task. The Board Chair shall select the members who are to serve on a committee, and shall select a Chair from among the members. The chair of each committee shall call its meetings, preside over its proceedings, and report its actions to the Board. In all other respects, the chair shall have no greater authority than any other member of the committee. The Board Chair shall serve as an *ex-officio* voting member of all committees. The President shall be an *ex officio* non-voting member of all committees.

## **SECTION 2. Board Liaisons**

Members of the Board serve in many roles, including that of “liaison” to various areas of University interest and concern. Board liaisons serve to facilitate communication between the Board and the group to which they serve as a liaison. The Board Chair from time to time will appoint Board Liaisons for the following areas of University interest: Academic and Student Affairs, Legislative and Human Resources, and Facilities and Operations. Board Liaisons are responsible for accurately communicating the interests and positions of the group to the Board, and the interests and positions of the Board to the group. Generally, a Board liaison is not required to attend or be present at group meetings, but will establish a system, such as conference calls or email, to stay informed about and communicate with the group and the assigned University staff liaison. The Board Liaison will provide assistance to a group seeking to make a written or oral presentation to the Board.

## **ARTICLE VI. CONFLICTS OF INTEREST**

The University shall adopt and abide by a conflicts of interest policy to protect the University’s interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Trustee, officer, or other member of the University community in a position to substantially influence the University. The conflicts of interest policy is intended to supplement, but not replace any applicable state and federal laws governing conflicts of interest applicable to the University and the Board of Trustees.

## **ARTICLE VI. INDEMNIFICATION**

To the fullest extent permitted by law, the Board shall, pursuant to State law, indemnify and advance and pay including attorneys’ fees and costs, to its Trustees, officers, employees, and any person who has been duly appointed in writing as an agent of the University, and to any person who is or was serving at the request of the Board as a Trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Prior to such indemnification, the Board may require compliance with the terms of the State Employee Indemnification Act, 5 ILCS

350/0.01, et seq., and the Court of Claims Act, 705 ILCS 505/1, et seq., in circumstances to which those Acts may apply.

#### **ARTICLE VII. ADOPTION, REVIEW AND AMENDMENT OF BYLAWS**

The Bylaws may be amended at any regular or special meeting of the Board of Trustees by majority vote of the total voting membership of the Board, provided that notice of the intention to amend the Bylaws shall have been given to the members of the Board of Trustees prior to the meeting.