

**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.

**SECTION 2. General Concepts of the Bylaws**

In order to discharge its statutory responsibilities, the Board of Trustees herewith establishes Bylaws intended to encourage efficiencies and facilitate its business. As a result of its statutory charge, the Board of Trustees is the final institutional authority and, therefore, its Bylaws, enabling legislation, governing board regulations and procedures have precedence over the Constitution, policies, and regulations of the University. The Board of Trustees delegates the conduct of administration and management to the President. It entrusts the conduct of teaching and research through the President to the University faculty. It encourages significant student participation in decision-making processes within limits of attainable effectiveness.

**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 and at such place 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 by the Chair 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 be distributed no less than seven (7) days prior to the meeting to Board Members, campus officers, and other interested parties at the President's discretion.
- D. The President shall sit and participate with the Board at each regular and special meeting of the Board.

### **SECTION 3. Special Meetings**

Special meetings of the Board of Trustees may be called by the Board Chair, Vice-Chair if there is a vacancy in the office of the Board Chair, 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 closed meetings 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 minutes 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 the board meetings will be closed. The President of the University shall attend all executive sessions unless excused. The Board of Trustees may approve the attendance of additional administrators or others 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. The one exception would be to share information with absent board members or officers. Minutes of these meetings will 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, the 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. Special Attendance Circumstances**

Once a quorum is established, action on the part of the members present may allow the physically absent members to participate by audio or video. If a quorum of the Board of Trustees specially

empowered committee is physically present as required above, a majority of the Board of Trustees or committee may allow a member of that body to attend the open meeting by other means if the member is prevented from physically attending because of : (i) personal illness or disability; (ii) employment purposes or the business of the public body; (iii) a family or other emergency; or (iv) other reasons if permitted by applicable law. "Other means" is by video or audio conference. If a member wishes to attend a meeting by other means, the member must notify the meeting's Recording Secretary before the meeting unless advance notice is impracticable. A majority of the Board of Trustees or committee may allow a member to attend a meeting by other means only in accordance with this provision of the Bylaws.

### **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 govern 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 consensus 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 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. Review 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 each member shall be provided an opportunity to address the Board of Trustees in accordance with the rules established in the Illinois Open Meetings Act.
- 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 Trustee or committee subject to the Illinois Open Meetings Act.
- C. Allocation of Time.** The agenda for a Board or committee meeting subject to the Illinois Open Meetings Act 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 the total comment period shall be no less than twenty (20) 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 cast one vote. The Student Trustee may vote on matters 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 a voice vote, provided, however, any member may request a roll call vote of the membership 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. The minutes should note those voting in favor, those voting against and those abstaining on any matter except on voice votes.
- C. A record vote of the Board shall be had: (a) on any proposition to appropriate funds of the University; (b) on any proposition to create any liability; (c) on any proposition to sell, purchase, or lease real estate; or (d) upon the request of any member of the Board made before the vote on the item is taken. A record vote is not required for (a), (b), or (c) where such authority is specifically delegated to University administrative officers by action of the board.

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

The Secretary of the Board of Trustees or his/her 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 corporate record of Board meetings and shall be compiled in annual proceedings covering the meetings of a single fiscal year.

### **ARTICLE IV. OFFICERS AND OTHER LEADERSHIP POSITIONS OF THE BOARD OF TRUSTEES**

#### **SECTION 1. Elected Officers and Terms of Office**

The elected officers of the Board of Trustees shall consist of a Board Chair, Board Vice-Chair and Board Secretary, who shall be elected annually. All members of the Board of Trustees may be eligible for service as an officer with the exception of the Student Trustee who may not serve as

Chair or Vice-Chair. In the interest of planning and continuity, the Board may simultaneously with an election pass a non-binding resolution to elect the same Board Chair and/or Vice-Chair at the next election. Provided, however, the positions of Board Chair and Vice-Chair and Secretary shall retain their office until a successor is elected. In 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, or—at the Board’s option—for a one-year term starting on the date of the election.

## **SECTION 2. Appointed Officers, Fiduciary Roles and Terms of Office**

The appointed officers of the Board of Trustees shall consist of Treasurer, Parliamentarian and University Counsel. The appointed officers of Treasurer and Parliamentarian shall be University staff members appointed by the Board of Trustees on the recommendation of the President and serve as ex-officio corporate officers and not as members of the Board of Trustees. The University Counsel shall be appointed by the Board of Trustees and is not required to be a University staff member. The Treasurer and Parliamentarian shall have a fiduciary duty to faithfully discharge their responsibilities to the Board of Trustees. Where a majority of the Board of Trustees determines it is necessary or appropriate, the appointed officers may be directed to serve the Board of Trustees in special roles and may have occasional responsibilities or duties that relate exclusively to the Board of Trustees and be separate from their roles and reporting relationships as employees of the University.

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

## **SECTION 3. Removal From Office**

Any elected or appointed officer, including the President, may be removed from office by vote at a regular or special meeting of the Board of Trustees, and must be preceded by the conveyance of notice to each board member and to the officer ten days prior to the meeting. Such notice shall clearly set forth the proposed action.

## **SECTION 4. Other Board Leadership Positions**

In addition to the above officers, other board leadership positions shall be the elected delegate to the State Universities Civil Service System Board, appointed chairs of the Board standing committees, and appointed liaisons to the Chicago State Foundation. These positions shall be filled with voting members of the Board.

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

Elections of the Board of Trustees officers shall take place by secret ballot at the last quarterly meeting of the calendar year. Only the voting members of the Board of Trustees shall be entitled to cast votes in officer elections. The Secretary of the Board of Trustees in conjunction with the University Counsel shall tally the results of each election attempt, 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 trustee elected to serve as “president” of the board shall be known and referred to as the Chair of the Board of Trustees. It shall be the duty of the Chair to:

- Preside at all board meetings, with full power to discuss and vote on matters before the Board.
- Serve as a member and presiding officer of the Board of Trustee Executive Committee and as an ex-officio member of all board standing committee.
- 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 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 ceremonial capacity at public functions.
- Sign all contracts and other instruments requiring execution on the part of the Board and shall discharge any other duties usually devolving upon a presiding officer, unless it is otherwise ordered.
- Considered the spokesperson for the board.

**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 with full power to vote on and discuss all matters before the Board and to vote when necessary to break a tie.
- 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, any contracts and other legal documents approved by the Board, provided 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 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 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.
- Transmit 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 then be responsible for communicating with board members and for coordinating board reviews and actions.
- Serve as *ex-officio* non-voting member of the Board of Trustees and its Executive Committee.

**E. Treasurer.** The trustee elected to serve as 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 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. Parliamentarian.** The Parliamentarian shall be the University's General Counsel who advises the Board Chair and the University President on matters of parliamentary procedure.

**G. 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.

**H. Standing Committee Chairs.** The Standing 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. Executive Committee**

The Executive Committee of the Board shall be a standing committee consisting of the Chair, the Vice Chair, and the Secretary and a member of the Board elected by the Board. The Executive Committee Members will be elected by the voting members of the Board. The Board Chair shall preside during meetings of the Executive Committee. The Executive Committee shall meet upon the request of the Board Chair, the President, or any two members of the



Committee.

## **B. 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 be comprised of 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 may cast a vote to break a tie. 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.

## **C. Other Ad Hoc Committees**

The Board may establish committees consisting of voting and nonvoting Board members to perform any assigned task. The Board Chair shall nominate the members, who are to serve on a committee, shall select a Chair from among the members, and shall submit their names to the Board for approval. The Board Chair shall notify all members of the Board as to the nominees at least five days before the meeting at which a committee is to be established. This requirement may be waived upon approval of a majority of a quorum at such meeting. 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 and may be elected chair of a committee by affirmative vote of a majority of a quorum of the Board. The President shall be a 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**

Members of the Board of Trustees, officers of the Board, officers of the University, and employees of the Board of Trustees of Chicago State University must conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of the Chicago State University organization. A conflict of interest is present whenever a Trustee, officer, or employee has a material personal or financial interest in a proposed contract or transaction to which the corporation is a party. This interest can occur either directly or indirectly; the Trustee or officer may be personally involved with the transaction, or may have an employment or investment relationship with an entity with which the corporation is dealing, or it may arise from some family relationship.

Any duality on the part of any Trustee or officer shall be disclosed to the Board of Trustees, and made a matter of record through an annual procedure and also when the interest becomes a matter of Trustee or officer action. In general, a Trustee's or officer's conflict will be cleared of any consequence by, first, full disclosure and, second, approval or ratification of the subject action by a disinterested majority of Trustees. Any Trustee having a duality of interest shall not vote or use personal influence on the matter, and shall not be counted in determining the quorum for the meeting. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.

Any new Trustee or officer will be advised of this Bylaw restriction upon accepting of the duties of office.

## **ARTICLE VII. INDEMNIFICATION**

### **Section 1.**

Subject to applicable law and the terms and conditions of the Board of Trustees Insurance Program, the Board of Trustees shall indemnify each present or former Trustee, officer, employee, and agent of the Board, except independent contractors, against all expenses which may be reasonably incurred or paid in connection with any claim, actual or threatened action, suit, proceeding, or investigation (civil, criminal or other including appeals) in which he or she may be involved by reason of being or having been a Trustee, officer, employee, or agent; or was serving at the written request of the Board as a director or officer of any other corporation, partnership, joint venture, trust; or other cooperative, consortium or enterprise; or by reason of any action or omission or alleged action or alleged action or omission (including those antedating the adoption of the Bylaw) in any official or personal capacity; and against any amount or amounts that may be paid (other than the Board) in reasonable settlement of any claim, action, suit, or proceeding where it is in the interest of the Board that settlement be made.

### **Section 2.**

In cases where an action, suit, or proceeding advances to final adjudication, indemnification shall not extend to matters when it has been adjudicated that the Trustee, officer, employee, or agent is liable for misconduct in the performance of his or her duties to the Board. Neither a judgment of conviction nor the entry of any plea in a criminal case shall in and of itself be deemed an adjudication that the Trustee, officer, or agent was liable for misconduct in the performance of

duties to the Board if he or she acted in good faith, for a purpose which he or she reasonably believed to be in the best interests of the Board, and was not aware that the conduct was unlawful.

### **Section 3.**

The determination of whether a settlement was reasonable and in the interest of the Board or whether the Trustee, officer, employee, or agent acted in good faith for a purpose which he or she reasonably believed to be in the best interests of the Board and was not aware that the conduct was unlawful may be made by a majority of the disinterested Trustees acting on the proposal though less than a quorum, or by one or more disinterested persons to whom the question may be referred by the Board of Trustees.

### **Section 4.**

As used in this Article of the bylaws, the term, "expenses" includes without limitation, attorneys' fees, costs, judgments, fines, penalties, and other liabilities.

### **Section 5.**

The rights of indemnification provided for are severable, are not exclusive of other rights to which any Trustee, officer, or agent may now or hereafter be entitled, and continues in effect notwithstanding the fact that the individual ceases to be a Trustee, officer, employee, or agent at the time the action is instituted, while it is pending or after the judgment is rendered.

### **Section 6.**

The indemnification referred to above covers the conduct of the Trustee, officer, employee, or agent which occurred both before and after the adoption of this Article of the Bylaws and shall inure to the benefit of his or her estate.

### **Section 7.**

If any part of these Bylaws or any payment made pursuant to the indemnification of a Trustee is for any reason is held to be invalid, the remaining provisions of this Article of the Bylaws are not otherwise affected but remain in full force and effect.

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

Bylaws may be adopted at any regular meeting by majority vote of the voting membership of the Board. The Bylaws shall be reviewed periodically as needed.

Articles of the Bylaws of the Board of Trustees 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. Such notice shall provide so far as possible the exact wording of the proposed amendment.