

**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 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 policies and regulations established by the Board of Trustees.

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

In order to discharge its statutory responsibilities to the People of Illinois, the Board of Trustees herewith establishes Bylaws intended to encourage efficiencies and facilitate its business. As a result of its statutory charge, the Board is the final institutional authority and, therefore, its Bylaws, enabling legislation, governing policies, and regulations have precedence over the Constitution, policies, and regulations of the University. However, the Board’s focus is one of oversight and policy determination. The Board 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. BOARD OPERATING PROCEDURES**

**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 it may be amended from time to time.

**SECTION 2. Quorum**

Meetings of the Board shall be held and a quorum determined in accordance with 110 ILCS 660/5-25 of the Illinois Revised Statutes.

**SECTION 3. 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 or its committees. The University's General Counsel shall serve as the parliamentarian at all meetings of the Board.

#### **SECTION 4. Order of Business**

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

1. Call to order and roll call
2. Verification of Appropriate Notice of Public Meeting
3. Meeting agenda approval
4. Review and approval of minutes of the previous meeting
5. Reports of Board Committees and Board Liaisons
6. Reports and recommendations of the President of the University
7. Reports and recommendations of the Chair of the Board

#### **SECTION 5. Appearances before the Board**

*On proper motion and by majority vote, the Board may at any time recognize members of the University community for purposes of making presentations. To facilitate such appearances, individuals wishing to appear before the Board are requested to make a written request to the President ten (10) days prior to the Board meeting and the President shall forward a copy of that request to the Secretary of the Board. Any such request should include the name, address, and position of the individual wishing to speak, the name of the organization or group represented, and a reasonable summary of the presentation. Such requests will not guarantee permission to speak. If approved by the Board, the scheduling of such presentations in relation to the meeting agenda shall be at the discretion of the Board Chair. While not required, written copies of the presentation are welcomed by the Board. [Rev. Jan. 22, 1996]*

#### **SECTION 6. Minutes and Proceedings**

The Secretary of the Board or 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. These Proceedings shall be distributed by the President's office and shall be available

to the public for examination upon request.

The President is authorized to make appropriate releases of information regarding Board actions or proposed actions prior to the approval of Board Minutes.

**ARTICLE III. MEETINGS**

**SECTION 1. Regular Session Meetings**

- A. The Board shall convene in regular session at least each quarter on the campus of Chicago State University at Chicago, Illinois. Additional regular session meetings may be scheduled by the Board.
- B. Written notice of all regular meetings and of the proposed agenda shall be given by the President 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 on a timely basis to Board Members, campus officers, and other interested parties at the President's discretion.

**SECTION 2. Special Meetings**

Special meetings of the Board may be called by the Board Chair, or by the Vice-Chair if there is a vacancy in the office of the Board Chair, or by any three voting Members of the Board.

**SECTION 3. Closed Meetings**

The Board may hold sessions closed to the public to discuss matters which are excepted from public discussion under the provisions of the Illinois Open Meeting Act, (5 ILCS 20/.0 et seq.). Closed sessions will be held upon a majority vote of a quorum present, taken at a session open to the public for which notice has been given.

Minutes of closed sessions will be kept by the Secretary of the Board or designee and will be available for inspection only after the Board determines, by periodic assessment, that confidentiality of such minutes is no longer required.

---

**ARTICLE IV. OPEN MEETINGS POLICY**

The Board of Trustees encourages appropriate openness in the conduct of University business and governance. Consistent with this principle, the Board and its committees will perform duties in open session subject only to the limited exceptions authorized by state law. Reasonable efforts will be made to accommodate and provide balanced responses to requests from communication media and citizens who are interested in actions of the Board.

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

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

*The elected officers of the Board shall consist of a Board Chair, Board Vice-Chair and Secretary. The Board Chair, Vice-Chair, and Secretary shall be elected annually at the first last quarterly meeting of the calendar year and subsequent elections shall occur with a term of one year with at the first quarterly meeting of each year; however, they shall retain their office until a successor is elected. [The position of Board Chair may be held by the same Board Member for no more than two consecutive terms and the same limitation shall apply to the Vice-Chairman position.] [Rev. Jan. 22, 1996]*

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.

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

The appointed officers of the Board shall consist of Treasurer, and Parliamentarian. The appointed officers shall be University staff members appointed by the Board on the recommendation of the President and serve as ex-officio corporate officers and not as Members of the Board. These officers shall have a fiduciary duty to faithfully discharge their responsibilities to the Board of Trustees. Where a majority of the Board 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 until they resign or 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, 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, State University Retirement System, appointed chairs of the Board standing committees, and appointed liaisons to the Chicago State University Foundation and the Illinois Board of Higher Education. These positions shall be filled with voting Members of the Board.

**SECTION 5. Election of Officers**

Elections of Board officers shall take place by secret ballot at the last quarterly meeting of the calendar year , (except the first election shall take place upon the adoption of these Bylaws). Officers will assume their duties at the first quarterly meeting of the new calendar year on, (except the first elected officers shall assume their duties immediately). 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.

Procedures for the election of officers shall be as follows:

- nominations for a given officer position can be made in any number by any Member of the Board (including non-voting Members) and shall be closed only by a motion to close the nominations;
- only the voting Members of the Board shall be entitled to cast votes in officer elections;
- if a majority of votes cast is not achieved by one nominee in the first balloting, the nominee with the fewest number of votes shall be dropped on the succeeding ballot. This process shall continue through three successive ballots. If at the conclusion no nominee shall have achieved a majority, the Board Chair shall declare the election at a stalemate and reopen nominations;

- an absolute majority of the Board shall be required to be elected, even if fewer than seven Board Members vote;
- Board Members shall be entitled to vote by written absentee ballot. However, absentee ballots shall be counted only for Members who have been nominated. Absentee ballots must be filed with the Board Secretary in writing prior to the meeting at which the elections are to occur.

**SECTION 6. Duties of Officers**

**A. Board Chair**

The Board Chair Shall:

1. Preside at all Board meetings, with full power to discuss all matters before the Board;
2. Serve as member and presiding officer of the Board Executive Committee and as ex officio member of all Board standing committees;
3. Appoint the chairs of the Board standing committees and make committee assignments from among the Board membership;
4. Sign, with the Secretary of the Board 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;
5. Coordinate Board business with the President and foster communications among Board Members;
6. Assist new Board Members in becoming familiar with the operations of the Board and the University and in identifying and developing potential Board leadership;
7. 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.

**B. Board Vice-Chair**

The Board Vice-Chair shall:

1. Serve as presiding officer of the Board 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;
2. Serve as a member of the Board Executive Committee;
3. Assist the Board Chair in facilitating communications among Board Members and in identifying and developing Board leadership;
4. 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 Secretary shall:

1. Serve as a member of the Board's Executive Committee;
2. 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;
3. Determine that the minutes and records of the proceedings of the Board are kept, published, and distributed as required by law;
4. Maintain a record of the names of all Members of the Board, 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 office.

---

**D. Treasurer**

The Treasurer shall:

1. Be the chief custodian of all funds held in the name of the Board of Trustees and Chicago State University and be responsible for overseeing the issuance and sale of revenue bonds and other financial instruments on behalf of the Board;
2. 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;
3. Provide for the orderly reimbursement or payment, consistent with state law, for Board Member travel and expenses, and establish necessary procedures incident thereto;
4. Exercise direct or facsimile signature authority, as authorized and appropriate, on necessary certificates or contracts and other documents approved by the Board on behalf of the Board Chair or the Secretary.

**E. Parliamentarian**

The Parliamentarian shall be the University's General Counsel who advises the Board Chair and the University President on matters of parliamentary procedure.

**SECTION 7. Duties of Appointed Leadership Positions**

**Standing Committee Chairs**

Standing Committee Chairs shall:

1. Preside over committee meetings;
2. Prepare reports of committee meetings to be presented to the Board, 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;
3. Keep informed of the major issues, actions, and needs of the University in the areas of responsibility covered by the committee;

- 
4. Work with the President and staff in formulating agendas and preparing for meetings;
  5. Maintain communications with other members of the committee and work to keep them informed of issues and needs.

**ARTICLE V. BOARD COMMITTEES**

**SECTION 1. Executive Committee**

**A. Purpose**

The Executive Committee shall have as its purpose to act on behalf of the Board and to discuss and offer counsel on University operations as needed.

**B. Membership**

The Executive Committee shall be comprised of the Board Chair, the Board Vice-Chair, the Board Secretary, and a Member of the Board elected by the Board. The President shall be a non-voting member of the Committee. The Board Chair shall preside during meetings of the Executive Committee.

**C. Meetings**

The Executive Committee shall meet upon the request of the Board Chair, the President, or any two of the members of the Committee.

**D. Powers and Duties**

Between meetings of the Board, the Executive Committee may discuss and act upon all matters pertaining to the Board of Trustees and Chicago State University except policy changes. The Executive Committee will take action only on routine matters that require Board action between regular Board meetings or on other matters when specifically requested to do so by the full Board.

The Committee shall have the power to make final determinations as to matters of the Board of Trustees, provided its acts shall not conflict with action taken by the Board of Trustees. Actions of the Committee normally shall be reported to the full Board at the next meeting of the Board and entered in the minutes of that meeting.

**SECTION 2. Academic Affairs, Student Affairs, Personnel, and Legislation Committee**

**A. Purpose**

*The Academic Affairs, Student Affairs, Personnel, and Legislation Committee shall have as its purpose to review Board-level policy concerns and transactions related to academic programs, student affairs, and personnel administration and to provide the full Board the advice and counsel relative to such matters. In addition, the Committee shall have as its purpose to monitor pending state and federal legislation as well as administrative agency activity that impacts the University in articulating its concerns to elected representatives. [Rev. March 18, 1998]*

**B. Membership**

*The Academic Affairs, Student Affairs, Personnel, and Legislation Committee shall be comprised of three voting Members of the Board selected by the Board Chair and the non-voting student member. The Board Chair, the President and the Provost shall serve as ex officio members, the first being able to vote to break a tie and the second and third without vote. The Board Chair shall designate one member of the Committee to serve as its chair; and may designate another member to serve as Vice-Chair. The Provost shall provide the Committee such additional staff assistance as needed. [Rev. March 18, 1998]*

**C. Meetings**

*The Academic Affairs, Student Affairs, Personnel, and Legislation Committee shall meet at the request of the President, the Provost, or the Chair of the Committee. Committee meetings will be scheduled so as to facilitate timely review of matters under consideration by the Board. [Rev. March 18, 1998]*

**SECTION 3. Finance, Facilities, Operations and Audit Committee**

**A. Purpose**

*The Finance, Facilities, Operations and Audit Committee shall have as its purpose to review Board level policy concerns and transactions related to financial affairs, physical facilities, and operation, and to provide the Board its advice and counsel relative to such matters. In addition, the Committee shall have as its purpose to review the internal control, accounting, and reporting practices of the University to ensure that those practices provide for proper accountability and to bring to the Board's attention, as necessary, information on any problems or irregularities in that regard. [Rev. March 18, 1998]*

**B. Membership**

*The Finance, Facilitate, Operations and Audit Committee shall be comprised of at least three voting Members of the Board selected by the Board Chair. The Board Chair, President and VP for Administrative Affairs shall serve as ex officio members, the first being able to vote to break a tie and the second and third without vote. The Board Chair shall designate one member of the Committee to serve as its Chair and may designate another member to serve as Vice-Chair. The VP for Administrative Affairs shall provide such additional staff assistance as needed. [Rev. March 18, 1998]*

**C. Meetings**

*The Finance, Facilities, Operations and Audit Committee shall meet at the request of the President, the staff liaison, or the Chair of the Committee. Committee meetings will be scheduled so as to facilitate timely review of matters under consideration by the Board. [Rev. March 18, 1998]*

**SECTION 4. Ad Hoc Committees**

*Each member of the Board shall serve on at least one Board Committee established by Article V, sections 1, 2, or 3. Special purposes or ad hoc committees may be established by the Board either at the discretion of the Board Chair or on motion properly put and approved by the Board. Such committees shall remain in existence only so long as warranted by their assigned purpose or charge. Their operations shall be consistent with state laws on open meetings and applicable Board Bylaws, policies, and regulations. [Rev. March 18, 1998]*

**ARTICLE VI. PRESIDENT OF THE UNIVERSITY**

The President is the chief executive officer of the University and of the Board of Trustees in its governance and policy responsibilities for the University. The President shall be appointed by the Board and shall be directly responsible to the Board. The Board prescribes the duties of the President, contracts with the President and, for good cause, can remove the President. The President shall have the authority and responsibility, within the framework of policies established by the Board for the organization, management, direction, and general supervision of the University and shall be held accountable by the Board for the effective administration and management of the institution.

---

The President has the overall responsibility for the provision of staff services to members of the Board of Trustees and shall maintain a staff adequate for the performance of the governance responsibilities and the President's duties as chief executive officer. The President shall make all recommendations for appointments to University positions under the Board of Trustees and shall implement such information systems and reporting requirements as necessary for the Board to fulfill its responsibilities.

All communications related to official University business from any faculty member, officer, other employee of the University, addressed to the Board of Trustees of the University or to committee thereof shall be transmitted through the President of the University.

All rules, regulations, directions, orders, or instructions of the Board of Trustees or any committee or member thereof, addressed to any faculty member, officer, or other employee of the Board shall be transmitted through the President of the University.

In those areas on campus where the responsibility for the conduct and development of the University is shared, the president shall ensure the involvement of faculty, students, and staff in the internal governance of the University. The President shall be responsible for keeping the Board informed of campus interests, concerns, and needs, and shall then be responsible for communicating with Board Members and for coordinating Board reviews and actions.

## **ARTICLE VII. 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 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 VIII. INDEMNIFICATION**

**Section 1.**

Subject to applicable law, the availability of funds, and the terms and conditions of the Board's Self 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, or 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 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 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 it is for any reason is held invalid, the remaining provisions of this Article of the Bylaws are not otherwise affected but remain in full force and effect.

---

**ARTICLE IX.           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 meeting of the Board by majority vote of the total voting membership of the Board, provided that notice of the intention to amend the Bylaws shall have been presented in writing at the regular meeting immediately preceding. Such notice shall provide so far as possible the exact wording of the amendment propose.