

**GOVERNORS STATE UNIVERSITY
BOARD OF TRUSTEES**

BYLAWS

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ARTICLE I. BOARD AUTHORITY AND RESPONSIBILITY

SECTION 1.01 STATUTORY DUTIES AND RESPONSIBILITIES OF THE BOARD

The Board of Trustees of Governors State University [the “Board”] is created by the State of Illinois and, under its laws, shall have all of the powers and duties specified in 110ILCS 670/15-1 *et seq.* to operate, manage, control, and maintain Governors State University. The ultimate authority for the University is vested solely in the Board.

SECTION 1.02 Pursuant to, and in accord with the powers, duties and responsibilities granted to the Board by statute, the Board may do the following:

- a) Determine and periodically review the University’s mission and purposes, consistent with State constitutional and/or statutory provisions;
- b) Appoint the President, who shall be the University’s chief executive officer, and set appropriate terms of employment, including compensation;
- c) Support the President, and annually assess his or her performance based on mutually agreed-upon goals and other criteria;
- d) Determine the broad policy guiding the appointment of faculty members and employees, on the recommendation of the President, and consistent with other policies and Federal and State regulations;
- e) Approve the annual budget and tuition and fees of the University, regularly monitor the University’s financial condition, and establish policy guidelines affecting all institutional assets, including investments and the physical plant;
- f) Adopt by-laws, rules and regulations for the government of its members, officers, agents, employees and visitors, and require adherence to such rules;

- g) Determine the University's structure and major academic programs and services needed for the successful conduct of its mission and purposes;
- h) Grant diplomas and confer degrees based upon the recommendation of the President and the faculty;
- i) Service actively as advocates for the University in appropriate matters of public policy in consultation with the President and other responsible parties, as the Board shall determine;
- j) Periodically assess its own performance, in order to set an example for the University community and to seek ways to strengthen its effectiveness as a corporate body; and
- k) Exercise such other authority as from time to time may be conferred upon the Board in accordance and compliance with the applicable laws and regulations of the State of Illinois.

SECTION 1.03 Trustee Duties and Responsibilities

Recognizing the significance of serving on the board of Trustees of Governors State University, each Trustee shall adhere to the following principles:

- a) To acknowledge that no individual Trustee has legal standing or authority to act on behalf of the Board or the University. Only the full Board, as a body politic and corporate, is vested with such authority, though the Board Chair ordinarily speaks for the board, and the President speaks for the University consistent with Board policies and actions;
- b) To devote time to learn how the University's mission and multiple purposes are met;
- c) To become familiar with, committed to, and abide by the Board's responsibilities and policies, as set forth in these Bylaws and the laws of the State of Illinois;
- d) To accept and defend academic freedom and the practice of collaborative governance as fundamental characteristics of good University governance; and
- e) To assist the Board in its efforts to balance its responsibilities in serving its broad public trust with advocacy for the University's needs to fulfill its mission and purpose.

ARTICLE II. MEMBERSHIP, OFFICERS AND REPRESENTATIVES OF THE BOARD

SECTION 2.01 MEMBERSHIP

The membership of the board of Trustees of Governors State University shall be determined in accordance with the Governors State University Law, 110 ILCS670/15-1 *et seq.*, as amended.

SECTION 2.02 OFFICERS OF THE BOARD

The Officers of the Board shall include a Chair, Vice Chair, and Secretary who shall be appointed, voting members of the board, and the Treasurer and the General Counsel, both of whom shall be a member of the staff of Governors State University and shall serve ex-officio.

SECTION 2.03 SELECTION OF OFFICERS

- a) The Board shall elect a Chair, Vice Chair and Secretary by secret ballot from their own number. Elections will take place annually. A trustee may not serve more than 3 consecutive terms as Chair of the Board of Trustees. This would not preclude additional non-consecutive terms as Chair. The Governance and Nominations Committee will prepare a report on nominations for the elected officers of the Board to be distributed to all Board Members at least 10 days prior to the election of officers. Officers shall be elected from those nominees set forth in the report of the Governance and Nominations Committee and such other nominations made and seconded at the annual organization meeting of the Board of Trustees;
- b) The Board shall designate a General Counsel and a Treasurer to serve the Board, for whom it shall furnish a bond in such amount and with such security as, is satisfactory to the Board.

SECTION 2.04 DUTIES OF THE BOARD OFFICERS

- a) Chair
 - i. *Preside at all Board meetings, with full power to vote on and discuss all matters before the Board.*
 - ii. *Submit such information and recommendations considered proper concerning the business and interests of the University.*
 - iii. *Certify vouchers for disbursement of State appropriations or delegate such authority to others.*
 - iv. *Sign, with the Secretary of the Board, all contracts approved by the Board, except in those instances wherein the Board, by regulation, has authorized the Chair to designate or has otherwise designated persons to sign in the name of or on behalf of the Chairperson.*
 - v. *Act as spokesperson for the Board.*

b) Vice Chair

- i. *Preside at meetings in the event of nonattendance by the Chair.*
- ii. *Perform the Chair's duties in the event of the Chairperson's temporary inability to do so because of absence from Illinois or otherwise.*
- iii. *Become the Acting Chair in the event of the death, resignation, or removal of the Chairperson until such time as a new Chair is elected.*

c) Temporary Chair

In the event the Chairperson and Vice Chairperson are both absent from a meeting, the voting members present may elect a member to serve as Temporary Chairperson for that meeting only.

d) Secretary

- i. *Certify the minutes and records of the proceedings of the Board and the books, papers, and records pertaining to the Board.*
- ii. *Sign, with the Chairperson of the Board, all contracts approved by the Board, except in those instances wherein the Board, by regulation, has authorized the Secretary to designate or has otherwise designated persons to sign in the name of or on behalf of the Secretary.*
- iii. *Have prepared and distributed to all Board members, officers, and president copies of the Minutes of all meetings of the Board and, within ten days after final approval of the Minutes, have sent to the Library of the University a copy thereof which shall be made available to anyone requesting it.*
- iv. *Have prepared and distributed notices and agendas and have made arrangements for Board meetings.*
- v. *Certify vouchers for disbursement of State appropriations or delegate such authority to others.*

e) Treasurer

- i. *Act as the general custodian of all funds and securities belonging to the University.*
- ii. *Keep the financial records of the Board of Trustees.*
- iii. *Carry out such other function as the Board shall assign or as may be required by law.*

f) General Counsel

- i. *Act as the chief legal officer of the Board and the University.*
- ii. *Serve as legal advisor to the Board, to the President, and to other officers of the University.*
- iii. *Represent the University and the board in all legal proceedings, unless otherwise provided.*

SECTION 2.05 REMOVAL OF A BOARD OFFICER

- a) The Board of Trustees may remove any Board Officer for good cause shown and upon an affirmative vote of at least 6 members of the Board of Trustees;
- b) A vote for removal of any Board Officer shall be preceded by notice specifying the proposed action mailed to each Board member and the Officer at least ten days prior to the meeting at which such vote is taken.

SECTION 2.06 REPRESENTATIVES OF THE BOARD

- a) The Board may select representatives to serve on other boards, commissions, and similar bodies as required by statute. In the absence of statutory requirements, they shall be elected by a majority of a quorum of the Board at the annual meeting in even-numbered years or at such other meeting as may be appropriate. In the absence of statutory requirements, vacancies in such positions shall be filled by nominations presented to the Chair by the Committee on Governance and Nominations, and election by a majority of a quorum at any meeting of the Board.

ARTICLE III. OFFICERS OF THE UNIVERSITY

SECTION 3.01 THE PRESIDENT

- a) The President shall be the Chief Executive Officer of the University;
- b) The President's authority is vested through the Board and includes responsibilities for all University educational and managerial functions, except those which, by the law, these bylaws, or other orders of the board are the specific responsibility of other persons or bodies;
- c) The President shall be the official adviser and executive agent of the Board, shall be *ex-officio* a member of all committees, without vote, and shall attend all meetings of the Board of Trustees;
- d) The President shall make recommendations to the Board of Trustees and its committees, as he/she deems wise, regarding any Phase of University policy or administration;
- e) The President shall keep the Board informed on appropriate matters, and shall consult with the Board in a timely manner on matters appropriate to its policy making and fiduciary responsibility;

- f) The President has the authority to execute all documents on behalf of the University and the Board consistent with Board policies and the University's best interests;
- g) The President of the University shall perform such other duties as may be provided by the laws of the State of Illinois.

SECTION 3.02 OTHER OFFICERS

- a) The President is authorized to recommend to the Board such number of vice-presidents, and other officers as may be necessary for assistance in carrying out efficiently and effectively the President's responsibilities. All such officers shall be appointed by, and be under the supervision of the President, and shall exercise such powers and duties as the President may prescribe.

ARTICLE IV. BOARD MEETINGS

SECTION 4.01 REGULAR AND SPECIAL MEETINGS

- a) Meetings of the Board shall be held and a quorum determined in accordance with 110 ILCS 670/15-1 *et seq.*, as amended;
- b) The Board shall hold meetings at least once each quarter on the campus of Governors State University at University Park, Illinois;
- c) The Board may hold special meetings by call of the Chair or any three voting members of the Board;
- d) All meetings of the Board and its committees shall be conducted, and notice thereof provided, in accordance with the Open Meetings Act, 5 ILCS 120/2 *et seq.*, as amended;
- e) The President shall sit and participate with the Board at each regular and special meeting of the Board.

SECTION 4.02 RULES OF ORDER

- a) Meetings of the Board and its committees shall be conducted in accordance with controlling statutes and applicable bylaws, regulations, or policies. In the absence of such statutes, bylaws, regulations, or policies, meetings shall be conducted in accordance with the current edition of *Robert's Rules of Order*, so far as it may be applicable to this body;

- b) With the exception of usual, short, parliamentary motions, all motions, resolutions, or other propositions requiring Board action shall, whenever practicable, be reduced to writing before submission to a vote;
- c) A record vote of the Board, taken in alphabetical order, shall be had (and preserved in the Minutes) on all propositions involving:
 - (i.) *The creation of indebtedness.*
 - (ii.) *The sale, purchase, or leasing of any real estate.*
 - (iii.) *Any contract for the construction, alteration, or repair of any building or area which requires Board action.*
 - (iv.) *Any adoption of or amendment to the Bylaws, Governing Policies or Regulations of the Board; and*
 - (v.) *Any proposition, at the request of any member of the Board made before the announcement of a vote otherwise taken.*
- d) Order of Business
 - (i.) *At all regular meetings and at special meetings, so far as it may be applicable, the following order of business shall be observed, unless suspended or modified by a consensus of those present as determined by the Chair.*
 - a) *Roll Call*
 - b) *Approval of Minutes*
 - c) *Executive Session*
 - d) *Chair's Report*
 - e) *President's Report*
 - f) *Reports of Committee and Senates*
 - g) *Public Comments*
 - h) *Presentation of Agenda*
 - i) *Voting on Agenda*
 - j) *Old Business*
 - k) *New Business*
 - l) *Election of Officers*
 - m) *Announcement of Future Meetings*

ARTICLE V. BOARD COMMITTEES

SECTION 5.01 STANDING COMMITTEES

- a) Standing Committees shall be those which perform a continuing function, and remain in existence permanently. Except for the Executive Committee, The Board may appoint voting and non-voting members to its committees;
- b) The Executive Committee of the Board
 - (i.) *Members of the Executive Committee shall be the Chair, the Vice Chair, and the Secretary.*
 - (ii.) *For sufficient cause, when the board is not in session, the Executive Committee shall act for the Board. The unanimous vote of the members of the Executive Committee who cast their votes shall be required to authorize the commitment of monies.*
 - (iii.) *All actions taken by the Executive Committee shall be reported and recorded in the Minutes at the subsequent Board meeting.*
- c) Academic Affairs Committee
 - (i.) *Review and oversight of academic programs as well as policies related to student development.*
 - (ii.) *Review of academic policy in terms of the state statutes.*
 - (iii.) *Support of the colleges in carrying out the academic mission.*
 - (iv.) *Consideration of policies and programs related to student life in terms of the University's responsibilities for the health, safety, and general welfare of students.*
- d) Budget and Finance Committee
 - (i.) *Oversight and accountability for the University's budget.*
 - (ii.) *Working with the President, establishment of budget allocation and spending priorities recommended to the Board for approval.*
 - (iii.) *Consideration of tuition and fees.*
 - (iv.) *Oversight for the University's audit function.*

- (v.) *Review and recommend to the Board all policies concerning the management and control of the University's financial resources including oversight of debt management and bond financing.*
- (vi.) *Recommendation for the appointment of investment advisors, financial participants, and bond underwriters.*
- (vii.) *Review of the University's annual financial statements.*

e) Human Resources Committee

- (i.) *Review and recommendation of policies to enhance the quality of the faculty and staff at the University and to ensure retention of highly productive and effective employees.*
- (ii.) *Review and evaluation of policies related to all aspects of employment at the University for all groups of employees including recruitment and search policies, recommendations for salary plans, review of benefits offered faculty and staff, approval of nondiscrimination and equal opportunity policies, and review of administrative data systems for human resources information.*
- (iii.) *Promotion of diversity within the workplace and a climate in which the goals and objectives of the University can best be achieved.*
- (iv.) *Presidential assessment.*
- (v.) *Review of tenure recommendations and sabbatical and other leave recommendations.*
- (vi.) *Establishment of general policies regarding collective bargaining.*
- (vii.) *Oversight of compliance with relevant state and federal laws.*

f) Governance and Nominations Committee

- (i.) *Reports on nominations for the officers and committees of the Board*
- (ii.) *Orientation for new Trustees.*
- (iii.) *Periodic review of the Bylaws of the Board of Trustees.*
- (iv.) *Planning for Board training when appropriate.*

- (v.) *Assumption of responsibility for other matters affecting Board governance and for special projects at the discretion of the Chair.*

SECTION 5.02 SPECIAL COMMITTEES

- a) The Board may establish committees consisting of voting and nonvoting Board members to perform any assigned task. The committee will cease to exist upon completion of its responsibilities.

SECTION 5.03 COMMITTEE CHAIR

- a) The Chair of each committee shall call its meetings, approve the committee agenda, preside over its proceedings, and report its action to the Board. In all other respects the Chairperson shall have no greater authority than any other member of the committee.

SECTION 5.04 BOARD CHAIR

- a) The Board Chair shall serve as an ex-officio voting member of all committees, and may be elected Chairperson of a committee by affirmative vote of a majority of a quorum of the Board.

SECTION 5.05 COMMITTEE APPOINTMENTS

- a) Except for the Executive Committee, the Nominations and Governance Committee shall recommend to the Board nominations for members who are to serve on the Board committees, including a voting Board member to serve as Chair of the committee, and shall submit their names to the Chair. The Board Chairperson shall notify all members of the Board as to the nominees at least five days before the meeting at which committee appointments are to be considered. Committee appointments are subject to Board approval.

ARTICLE VI. CONFLICTS OF INTEREST

SECTION 6.01

- a) The Board, the Trustees and officers of the Board are subject to, and will abide by the provisions of the Governors State University Law, 110 ILCS 670/15-1 *et seq.*, the Illinois Governmental Ethics Act, the State Officials and Employees Ethics Act and all statutes of the State of Illinois.

ARTICLE VII. ADOPTION, AMENDMENT, OR REPEAL OF BYLAWS

SECTION 7.01

- a) All *Bylaws of the Board of Trustees* heretofore passed, inconsistent with the provisions of these *Bylaws*, are hereby repealed.

SECTION 7.02

- a) Bylaws may be adopted, amended, or repealed at any regular meeting of the Board by a majority vote of the total voting membership of the Board; provided that written notice, containing insofar as possible the exact wording of each bylaw to be adopted, amended, or repealed, shall have been presented at least ten days in advance of the meeting.