

***Resolution 23-23***  
***Amendment of Board Bylaws***

**WHEREAS,** The Board of Trustees of Governors State University (the “Board”) was created on January 1, 1996, by Public Act 89-4 to operate, manage, control, and maintain Governors State University in accordance with the rights, powers, and duties vested by law in the Board;

**WHEREAS,** The Board is comprised of eight members, seven of whom are appointed by the Governor of Illinois with the advice and consent of the Senate, and one whom is a Governors State University student selected by student peers;

**WHEREAS,** In order to discharge its responsibilities to the People of Illinois under the Governors State University Law, 110 ILCS 670/15-1 *et seq.* (the “GSU Law”), and other laws, and to establish a structure for self-governance, the Board established a set of governing bylaws, most recently amended and restated effective June 10, 2022 (the “Board Bylaws”);

**WHEREAS,** Article IV(B) of the Board Bylaws requires that the Board meet five (5) times per year—once per quarter and an additional “Annual Meeting”;

**WHEREAS,** Immediately prior to June 10, 2022, the Board Bylaws (as effective October 8, 2010) required the Board to meet only once per quarter, or four (4) times per year;

**WHEREAS,** Section 15-25 of the GSU Law, 110 ILCS 670/15-25, requires the Board to meet only once per quarter;

**WHEREAS,** Amending Article IV(B) of the Board Bylaws to revert to the minimum statutory requirement of four (4) meetings per year would allow for maximum flexibility in terms of scheduling;

**WHEREAS**, Pursuant to Article VIII(2) of the Board Bylaws, the “Bylaws may be adopted, amended, or repealed at any regular meeting of the Board by a majority vote of the total voting membership of the Board; provided that written notice, containing insofar as possible the exact wording of each bylaw to be adopted, amended, or repealed, shall have been presented at least ten days in advance of the meeting”;

**WHEREAS**, On January 25, 2023, written notice containing the exact wording of proposed amendments to Article IV(B) of the Board Bylaws, made to reflect four (4) Board meetings per year instead of five (5), was presented to all Trustees;

**WHEREAS**, On February 3, 2023, a Committee of the Whole carefully considered the proposed amendment;

**WHEREAS**, The Board finds that the proposed amendment is in the University’s best interests; therefore, be it:

*Resolved*, that the Board amends Article IV(B) of the Board Bylaws, effective February 6, 2023, so that the Article IV(B) of the Board Bylaws will read as follows:



The Board shall have ~~five~~ four regular meetings each year, including one per quarter, ~~and an annual meeting held in or around August,~~ on such dates and times as it shall determine and publish at the start of each fiscal or calendar year. At such meetings, any business related to the authority of the Board may be discussed and transacted. Special, emergency, and closed session meetings may be held as provided by Illinois law. Each of the four regular quarterly meetings shall be held on the University's campus in University Park, Illinois.

Approved this 6<sup>th</sup> day of February, 2023.

Approved by:

A handwritten signature in black ink, reading "Angela M. Sebastian".

Angela M. Sebastian, Chair

Approved by:

A handwritten signature in black ink, reading "James Kvedaras".

James Kvedaras, Secretary