

**GOVERNORS STATE UNIVERSITY
BOARD OF TRUSTEES
BYLAWS**

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ARTICLE I. INTRODUCTION

SECTION 1: THE BOARD OF TRUSTEES

- a. In accordance with the Governors State University Law (110 ILCS 670/15-1 *et seq.*), as it may be amended from time to time (“GSU Law”), and related legislation, the State of Illinois has created the Board of Trustees of Governors State University (the “Board”) as a body politic and corporate. The State has charged the Board with the responsibility to operate, manage, control, and maintain Governors State University (“GSU” or the “University”) and has assigned to it broad authority for discharging this responsibility.
- b. Within the constraints fixed by laws of the State of Illinois and the United States, these Bylaws, and duly approved policies, the Board has full responsibility for governing the University and exercises final control over the University. Although the Board properly has delegated certain authority to the President, it cannot divest itself of its ultimate legal responsibility.

SECTION 2: PURPOSE AND EFFECT OF THESE BYLAWS

In order to (i) discharge its statutory responsibilities to the People of Illinois and (ii) establish a structure for self-governance, the Board establishes these Bylaws. The Board Bylaws, as well as any duly adopted policies and regulations, have precedence over the constitution, bylaws, policies, regulations, or other governing documents of any college, department, division, or group within the University or any association affiliated with the University.

SECTION 3: SHARED GOVERNANCE

The Board recognizes that the mission of the University is complex and imposes interdependent relationships between the Board and the University community, all of whom must pursue the common goal of excellence in a spirit of mutual trust. As the final institutional authority, the Board delegates primary responsibility to the President for the management of the University, with the understanding that provisions shall be made for participation by the faculty, staff, and students in University decision-making. While shared governance includes the opportunity for influential advisory input, it does not imply direct participation in individual Board transactions.

SECTION 4: POWERS AND DUTIES OF TRUSTEES

The Board is vested by law with all the powers and authority to govern effectively and to set policy for the University in accordance with the laws of Illinois. Fundamental powers and duties are set forth below; however, this list is not exhaustive. Each Trustee is expected to obtain the training

and knowledge sufficient to make informed decisions with respect to the University's financial and academic policies and practices, and ensure that the Board meets its legal and fiduciary responsibilities. The Board shall:

- a. ensure that the University's mission is kept current, publicly articulated, and aligned with the public good;
- b. select and engage a chief executive officer to lead the University and retain the right to dismiss said chief executive officer;
- c. support and periodically assess the performance of the chief executive officer and review the chief executive officer's compensation;
- d. charge the chief executive officer with the task of leading a strategic planning process, participate in that process, approve the strategic plan, and monitor its progress;
- e. ensure the University's fiscal integrity, preserve and protect its assets, and review and approve an annual budget;
- f. ensure the educational quality of the University and its academic programs;
- g. preserve and protect University autonomy, and academic freedom and freedom of expression in the pursuit of truth in teaching and learning;
- h. ensure that institutional policies and processes are current and properly implemented;
- i. engage regularly with senior administration and with the University's major constituencies; and
- j. conduct the Board's business in an exemplary fashion and with appropriate transparency, adhering to the highest ethical standards and complying with applicable open-meeting and public-record laws, ensure the currency of Board governance policies and practices, and periodically assess the performance of the Board, its committee, and its members.

ARTICLE II. MEMBERSHIP, OFFICERS, AND REPRESENTATIVES OF THE BOARD

SECTION 1: MEMBERSHIP ELIGIBILITY AND TERM

Board membership eligibility and term, as well as voting rights, shall be determined in accordance with the GSU Law.

SECTION 2: ELECTED OFFICERS AND TERMS OF OFFICE

- a. The elected officers of the Board shall include a Chair, Vice Chair, and Secretary, each of whom shall be elected annually by secret ballot of the Trustees. Each elected officer shall hold office for a one-year term or until a successor is duly selected. Only appointed, voting members of the Board are eligible to fill such positions.
- b. Regular elections of officers shall take place during the first meeting of the Academic Year, with terms to begin immediately after the end of such meeting. Vacancies may be filled by

the Board at any regular or special meeting and a member(s) selected shall serve for the remaining portion of the unexpired term or until a successor is duly selected.

- c. An elected officer may be removed from office by vote at a regular or special meeting of the Board, which meeting must be preceded by the conveyance of notice to each Board member, including to the officer who is the subject of the vote, ten (10) days prior to the meeting. Such notice shall clearly set forth the proposed action. Removal requires the affirmative vote of two-thirds of then-incumbent voting members of the Board.

SECTION 3: OTHER BOARD LEADERSHIP POSITIONS

The Board may select representatives to serve on other boards, commissions, and similar bodies pursuant to statutory requirements, if any, including but not limited to representatives to the Governors State University Foundation and the State University Civil Service System Merit Board. In the absence of statutory requirements, representatives shall be elected by a majority of a quorum of the Board at the first meeting of the academic year in even-numbered years from a slate prepared by the Governance and Nominations Committee, or at such other meeting as may be appropriate.

SECTION 4: APPOINTED INSTITUTIONAL OFFICERS

- a. Appointed officers of the Board shall include the Treasurer and General Counsel. They shall be appointed by the Board on the recommendation of the President to 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. Where the Board determines it is necessary or appropriate, the appointed officers may be directed to serve the Board in special roles and may have occasional responsibilities or duties that relate exclusively to the Board and be separate from their roles and reporting relationships as employees of the University. Once appointed, these officers shall hold office until removal, resignation, or termination of employment with the University, or as otherwise directed by the Board.
- b. The Treasurer shall be an employee of the University. The University shall furnish a bond in such amount and with such security as is satisfactory to the Board.
- c. The General Counsel may be, but is not required to be, an employee of the University.

SECTION 5: DUTIES OF BOARD OFFICERS

- a. Chair: The Board Chair shall preside at all Board and Executive Committee meetings, have the right to vote on all questions, and otherwise serve as the spokesperson for the Board. The Board Chair shall serve as chair of the Executive Committee and as an *ex-officio* member of all other standing committees of the Board, with the right but not the obligation to attend and vote at such meetings (the Chair's attendance or absence at committee meetings shall not be considered for purposes of determining whether a quorum is present unless the Chair is an official member of said committee). The Chair shall sign, with the Secretary 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. The Chair (or the Chair's designee) shall discharge any other duties usually devolving upon a presiding officer.

- b. Vice Chair: In the absence of the Board Chair, the Vice Chair shall perform the duties of the office of the chair, including presiding at the Board and Executive Committee meetings. The Vice Chair shall serve as a member of the Executive Committee, and shall have other duties as may be assigned by the Board or chair from time to time.
- c. Temporary Chair: In the event that the Board Chair and Board Vice Chair are both absent from a meeting, the voting members may elect a member to serve as Temporary Chair for that meeting only.
- d. Secretary: The Secretary shall serve as a member of the Executive Committee. The Secretary shall sign, as attesting official and 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. The Secretary shall ensure that the minutes and records of the proceedings of the Board are kept, published, and distributed as required by law or University policy. The Secretary shall ensure that a record is maintained of all members of the Board, their dates of appointments, and the dates of the expiration of their terms of office, as well as a record of Board officers and other Board leadership positions, and terms of elected/appointed office.
- e. Treasurer: The Treasurer shall act as the general custodian of all funds and securities belonging to the University. The Treasurer shall keep the financial records of the institution and shall carry out such other functions as the Board shall assign or as may be required by law. The Board Treasurer has direct access to the Board and vice versa.
- f. General Counsel: The General Counsel shall be the chief legal officer of the Board and the University, and shall serve as legal advisor to the Board, the President, and to other officers of the University, in their respective University capacities. Unless otherwise provided, the General Counsel shall represent the University and the Board in all legal proceedings. The General Counsel shall attend all meetings of the Board except when the Board stipulates otherwise and shall review its proceedings as to the legality of the Board's actions. The General Counsel has direct access to the Board and vice versa.

ARTICLE III. UNIVERSITY PRESIDENT

- a. The President of the University shall report directly to the Board. The President of Governors State University shall be the Chief Executive Officer of the University. The President's duties are those prescribed by the Board. The President shall be appointed by the Board and shall hold office subject to the pleasure of the Board; however, removal, if any, of the President shall be consistent with applicable law, including but not limited to the GSU Law. The President shall be the official adviser and executive agent of the Board, shall be an *ex-officio*, nonvoting member of all committees, and shall attend all meetings of the Board and its committees, unless excused by a majority vote of then- present members.
- b. The President shall be responsible for the supervision and management of the University, for the duties mandated by these Bylaws and delegated by the Board, and for interpreting and implementing the policies of the University and of the Board.
- c. All communications from any instructor, officer or other employee of the University addressed to the Board of the University or to any committee thereof, shall be transmitted through the President of the University or his/her designee.

- d. All rules, regulations, orders, or instructions of the Board, or of any committee or member thereof, addressed to any instructor, officer, or other employee of the Board shall be transmitted through the President of the University.
- e. Nothing herein is intended to preclude Board members from (i) talking with University administrators and staff as may be required to discharge their Board and committee duties, (ii) participating fully in University events, or (iii) communicating with the University community in their individual capacities.

ARTICLE IV. BOARD MEETINGS

- a. As a public body of the State of Illinois, the Board shall conduct its business and execute its responsibilities in conformity with applicable state law, including without limitation, the GSU Law and the Illinois Open Meetings Act (the "Open Meetings Act"), 5 ILCS 120/1 *et seq.*, as it may be amended from time to time, and Board governing documents. Board meetings, including notice thereof, minutes thereof, quorum matters, and voting rights, shall be determined in accordance with existing Illinois law.
- b. The Board shall have four regular meetings each year, including one per quarter, 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.
- c. To the extent consistent with these Bylaws and Board policies and regulations, business and debate shall be conducted in accordance with the current edition of *Robert's Rules of Order*.
- d. Unless excused by a majority vote of then-present members, the President and General Counsel are expected to attend all closed sessions of the Board. The Board may invite other attendees to closed sessions within its discretion.
- e. All matters discussed in closed session are strictly confidential and shall not be shared with others outside those assembled, except that such information may be shared (i) with absent Trustees or Trustees subsequently appointed to fill a vacancy, (ii) as required by law, or (iii) with the public if the Board determines confidentiality is no longer required upon a majority vote.

ARTICLE V. BOARD STANDING AND AD HOC COMMITTEES

SECTION 1: ESTABLISHING COMMITTEES

The Board shall establish such standing and ad hoc committees as it deems appropriate to discharge its responsibilities. Standing committees may include but not be limited to the following: executive; governance and nominations; budget and finance; human resources and compliance; and academic affairs. Each committee shall develop a written statement of purpose and primary responsibilities approved by the Board, and such rules of procedure or policy guidelines as it or the Board, as appropriate, may approve.

SECTION 2: COMMITTEE MEMBERSHIP

Each committee shall have at least three (3) voting members. All committee chairs, vice chairs (if any), and voting members shall be Board members. The President shall be an *ex-officio*, non-voting member of all committees. Each committee shall have an officer of the institution or administrative staff member, designated by the President, to assist with its work. A majority of the committee's voting members shall constitute a quorum.

SECTION 3: EXECUTIVE COMMITTEE

The Executive Committee shall have three (3) members, all of whom shall be voting Board members consisting of the Chair, Vice Chair, and Secretary, in addition to the President, who shall be an *ex-officio* member without vote. For sufficient cause when the Board is not in session, the Executive Committee is empowered to 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. All actions taken by the Executive Committee shall be reported and recorded in the minutes at the subsequent meeting of the full Board.

SECTION 4: COMMITTEE CHAIRS

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.

SECTION 5: COMMITTEE APPOINTMENTS

Except for the Executive Committee, membership shall be determined by majority vote.

SECTION 6: COMMITTEE MEETINGS

- a. To the extent consistent with these Board Bylaws, policies, and regulations, and except as otherwise provided in any committee's approved written statement of purpose, rules or procedures, committee business and debate shall be conducted in accordance with the current edition of *Robert's Rules of Order*.
- b. To the extent applicable, each committee shall conduct its business and execute its responsibilities in conformity with applicable state law, including without limitation, the GSU Law and Open Meetings Act.
- c. Standing committees shall schedule at least one regular meeting per quarter to take place at the University's campus in University Park, Illinois on such dates and times as each committee shall determine. Each committee's regular meeting schedule shall be published at the start of each fiscal or calendar year. Special, emergency, and closed session meetings may be held as provided by Illinois law. Regular meetings may be cancelled or rescheduled in the committee chair's discretion.

ARTICLE VI. INDEMNIFICATION

- a. To the fullest extent permitted by law, the Board shall indemnify each present or former Trustee, officer, employee, and agent (collectively, "Indemnitees") of the Board against all expenses that may be reasonably incurred or paid in connection with any claim, actual or

threatened action, suit, proceeding, or investigation (civil, criminal, or other, including without limitation, 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 these Bylaws) in any official or personal capacity; and against any amount or amounts that may be paid (other than by 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.

- b. 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 party seeking indemnification breached his/her duty of loyalty, committed acts or omissions that involve intentional misconduct or a knowing violation of the law, or engaged in a transaction where the party seeking indemnification derived an improper personal benefit. 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 party seeking indemnification is ineligible under this Section if the party 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.
- c. As used in this Article, the term “expenses” includes without limitation, attorneys’ fees, costs, judgments, fines, penalties, and other liabilities.
- d. The rights of indemnification provided for are severable, are not exclusive of other rights to which any Indemnitee 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.
- e. The indemnification referred to above covers the conduct of the Indemnitee 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.
- f. If any part of these Bylaws or any payment made to an Indemnitee 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 VII. CONFLICTS OF INTEREST

- a. The potential for a conflict of interest exists whenever there is any dissidence between the private interests of a Trustee (or a Trustee’s spouse, close family member, or organization in which the Trustee maintains an interest) and the official responsibilities of the Trustee on behalf of the University. Said another way, the potential for a conflict of interest arises whenever a Trustee’s personal interests, or responsibilities owed to another person or entity, appear to, or in fact do, influence the Trustee’s decision-making on behalf of the University. A conflict of interest may be financial or non-financial, and it may be direct or indirect.
- b. Given the various roles Trustees serve in business and society, it is expected that conflicts may arise from time to time. If an actual or potential conflict arises, the affected Trustee’s

paramount duty it to disclose the conflict to the Board. The Trustee's duty of disclosure is a continuing one.

- c. Once disclosed, a majority of disinterested Trustees shall decide how to manage the actual or perceived conflict.
- d. A conflicted Trustee shall not vote or use personal influence on any matter related to the conflict and shall not be counted towards the quorum for the meeting at which such matter is discussed. The minutes of the meeting at which such matter was discussed shall reflect that a disclosure was made and that the conflicted Trustee abstained from voting.
- e. Because the University is a state institution, the Board, the Trustees, and officers of the Board are subject to, and shall abide by, the provisions of the GSU Law, the Illinois Governmental Ethics Act, 5 ILCS § 420/1-101 *et seq.*, as may be amended from time to time, the State Officials and Employees Ethics Act, 5 ILCS 430/1-1 *et seq.*, as may be amended from time to time, and all applicable state and federal laws and regulations, including without limitation, conflict of interest disclosure and abstention requirements found therein.
- f. Upon appointment to the Board and annually thereafter during Board membership, each Trustee shall make all necessary filings with the State of Illinois regarding the Trustee's economic interests and those of certain persons related to him/her, including without limitation, filing an annual Statement of Economic Interests by May 1 of each year or such other date as is set by law.

ARTICLE VIII. ADOPTION, AMENDMENT, OR REPEAL OF BYLAWS

SECTION 1: REPEAL OF PRIOR BYLAWS

All Board Bylaws heretofore passed, inconsistent with the provisions of these Bylaws, are hereby repealed.

SECTION 2: PROCESS FOR ADOPTING, AMENDING OR REPEALING BYLAWS

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.