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## **INTRODUCTION**

The laws of the State of Illinois establish the Board of Trustees of Northeastern Illinois University, which has the authority and responsibility to operate, manage, control, and maintain Northeastern Illinois University.

The Board herewith adopts Bylaws, Governing Policies, and Board Regulations intended to encourage and facilitate cooperation among the Board, the President, faculty, staff, and students in their mutual efforts to strengthen and improve education at Northeastern Illinois University.

The Board recognizes that the mission of the university is complex and imposes interdependent relationships among the Board, and the university community, which must pursue the goal of excellence in a spirit of mutual trust. As the final institutional authority, the Board entrusts the coordination and management of the University to the President with the understanding that provision shall be made for advisory participation by the faculty, staff, and students in university decision-making. In assigning these duties to the President, the Board delegates primary responsibility to the President for management and direction of all university operations and leadership of the university.

The Board emphasizes its conviction that inquiry and discussion, safeguarded by tenure and academic freedom, are essential to the quest for truth. Furthermore, the Board endorses the principle of shared governance within the framework of its Governing Policies.

## **SECTION I. POWERS AND DUTIES**

The Board shall have all of the powers and duties specified in 110 ILCS §680/25-1, 1001 et seq.; 110 ILCS §615/14; and 110 ILCS §681/26-1, et seq. of the Illinois Revised Statutes.

## **SECTION II. MEETINGS**

*(Revised April 19, 2018, Board action)*

- A. Meetings of the Board shall be held and a quorum determined in accordance with 110 ILCS §680/25-25 and 5 ILCS §120/2.01 of the Illinois Compiled Statutes.
  1. After a quorum is established, additional Board members may attend the meeting via video or audio conference if the member is unable to attend the meeting due to (i) personal illness or disability; (ii) employment purposes or public business of the Board; or (iii) family or other emergency.
  2. If a member wishes to attend by video or audio conference, he/she shall notify the Secretary of the Board as soon as practicable. Upon notifying the Secretary, the member shall also indicate the reason he or she is unable to physically attend the meeting. The Board shall then take a vote to determine whether the member shall be permitted to attend via video or audio conference.
- B. The Board shall hold five regular meetings each year. The regular meeting held in June shall be the annual meeting. The Board, by vote of a majority of a quorum, may omit or cancel any meeting provided the Board meets at least once each quarter as required by Statute. The date of any setting may be changed by vote of a majority of a quorum or by order of the Chair.
- C. The Board may hold special meetings as called by the Chair of the Board or by any 3 members of the Board. Ordinarily, notice of a special meeting shall be mailed to all members at least five days prior to the date of the meeting.
- D. Four of the five regular meetings of the Board shall be held on the campus of Northeastern Illinois University.
- E. All meetings of the Board shall be conducted and notice thereof provided in accordance with the Illinois Open Meetings Act, 5 ILCS § 120/1, et seq.
- F. The President shall sit and participate with the Board at each regular and special meeting of the Board.

## **SECTION III. 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*.
- 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 the creation of indebtedness; the sale, purchase, or leasing of any real estate; or any contract for the construction, alteration, or repair of any building or area which requires Board action, or on any adoption of or amendment to the Bylaws, Governing Policies, or Regulations of the Board; and also

on any proposition, at the request of any member of the Board made before the announcement of a vote otherwise taken.

#### **SECTION IV. OFFICERS AND EX-OFFICIOS**

- A. The Officers and Ex-Officios of the Board shall include:
  - 1. As Officers, a Chair, Vice Chair and Secretary who shall be members elected by members of the Board.
  - 2. As Ex-Officios, an Assistant Secretary and a Treasurer, who shall be employees on staff of the University.
- B. The Chair, Vice Chair, and Secretary shall be members elected by a majority of the voting members of the Board then serving **bi**-annually by secret ballot. The Chair, Vice Chair, and Secretary may be elected for successive terms. The Chair, Vice Chair, or Secretary may be removed from office during a term by the affirmative votes of a majority of the voting members of the Board then serving. Vacancies in these offices shall be filled immediately by election for the remainder of the unexpired term.
- C. The Assistant Secretary and Treasurer, shall be elected by a majority of the voting members of the Board then serving to hold office for an indefinite term and shall serve at the pleasure of the Board until their successors are elected and qualify. They may be removed from office by the affirmative votes of a majority of the voting members of the Board then serving.
- D. A vote for the 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.
- E. Representatives of the Board to serve on other boards, commissions, and similar bodies shall be designated as required by statute. In the absence of statutory requirements, they shall be elected by a majority of a quorum of the Board at a meeting as may be appropriate. In the absence of statutory requirements, vacancies in such positions shall be filled by nomination by the Chair and election by a majority of a quorum at any meeting of the Board.

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#### **SECTION V. DUTIES OF OFFICERS**

##### **A. CHAIR**

The Chair shall:

- 1. Preside at all Board meetings, with full power to vote on and discuss all matters before the Board.
- 2. Submit such information and recommendations considered proper concerning the business and interests of the university.
- 3. Certify vouchers for disbursement of State appropriations or delegate such authority to others.
- 4. 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 Chair.

**B. VICE CHAIR**

The Vice Chair shall:

1. Preside at meetings in the event of nonattendance by the Chair.
2. Perform the Chair's duties in the event of the Chair's temporary inability to do so because of absence from Illinois or otherwise.
3. Become the Acting Chair in the event of the death, resignation, or removal of the Chair until a new Chair is elected.

**C. SECRETARY**

The Secretary shall sign, with the Chair 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.

**D. TEMPORARY CHAIR**

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

**E. ASSISTANT SECRETARY**

The Assistant Secretary shall:

1. Keep the minutes and records of the proceedings of the Board and the books, papers, and records pertaining to the Office of the Secretary.
2. Prepare and distribute to all Board members, Officers, and the President copies of the Minutes of all meetings of the Board and, within ten days after final approval of the Minutes, send to the library of the university four copies thereof, which shall be made available to anyone requesting them.
3. Prepare and distribute notices and agendas and arrange for Board meetings.

**F. TREASURER**

The Treasurer shall:

1. Keep the financial records of the Board.
2. Carry out such other functions as the Board shall assign or as may be required by law.
3. Furnish a bond in such amount and with such security as is satisfactory to the Board.

**SECTION VI. COMMITTEES**

- A. The Executive Committee of the Board shall be a standing committee consisting of the Chair, the Vice Chair, and the Secretary. Another member of the Board shall be a member pro-tem, who shall replace any regular member of the committee who is unable to act for any reason. ~~The Executive Committee Members will be elected by the voting members of the Board.~~ For sufficient cause, when the Board is not in a regular or special meeting, the Executive Committee shall act for the Board. The unanimous vote of the members of the Executive Committee who cast their votes<sup>1</sup> 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 Board meeting.

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- B. 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.
  - C. 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.
  - D. 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.

#### **SECTION VII. ADOPTION, AMENDMENT, AND REPEAL OF 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 the preceding regular meeting of the Board.