



# Board Bylaws

**Title:** Article III – Board Leadership & Organization

**Number:** B4002

**Type:** Bylaws

**Responsible:** Board Chairperson

**Related Policies:** None

**Linked Procedures:** None

**Related Laws:** [110 ILCS 805](#)

**Related Standards:** None

**HLC Criterion:** 2C, 5A, 5B, 5C

## **Section 1 – Officer Positions**

As required by [110 ILCS 805](#) of the Illinois Community College Act, the officers shall be Chairperson, Vice Chairperson, and Secretary. In addition, the Board will designate a Trustee to serve as the Board Finance Committee Chair. The officers must be duly elected Trustees. Officers will be elected in accordance with the bylaws and applicable law.

## **Section 2 – Duties of Chairperson**

The Chairperson is the Chief Officer of the Board. The Chairperson shall:

1. Be a duly elected member of the Board.
2. Ensure the integrity of Board processes.
3. Lead the Board in the development, implementation, assessment, and improvement of Board goals related to governance process and Strategic Outcome policies.
4. Set a positive servant leadership tone for all Trustees to follow.
5. Speak on behalf of the Board as its primary public spokesperson regarding Board decisions and in special circumstances that are specifically authorized by the Board as a whole.
6. Represent the Board, or ensure Board representation, at official events.
7. Ensure Board and individual Trustee actions are consistent with applicable law, Board bylaws, and Board policy.
8. Confer with the President in the development of Board agenda to gain timely and proper Board consideration of items requiring Board attention.
9. Preside over all meetings of the Board.
  - Ensure all meetings of the Board are conducted in an efficient and effective manner and in accordance with the bylaws and applicable law.
  - Stimulate Trustee discussion on issues and decisions.
  - Ensure discussion and deliberation at the Board meetings focuses on issues and decisions, which according to Board policy, belong to the Board, not the President.
  - Ensure deliberation at Board meetings on issues and decisions are orderly, fair, open, and thorough.
  - Attempt to develop Trustee consensus on Board decisions.
10. Call emergency and special meetings of the Board.
11. Ensure Board and Trustee compliance with the provisions in the Governance Process and Delegation of Authority policies.



12. Not make decisions regarding implementation of the Strategic Outcomes and Executive Limitations policies. Such implementation is reserved for the President.
13. Communicate the Board's decisions to the President. Since the President is responsible to the entire Board, the Chairperson has no authority to unilaterally supervise or direct the President.
14. Ensure Trustees are informed of current and pending Board issues and processes.
15. Appoint Trustees to committees established by the Board and disband committees upon completion of their charge.
16. Appoint Trustees to temporary positions as required.
17. When necessary, take corrective action to ensure the Board and/or individual Trustees follow Board policy and established protocols.
18. Support and meet with the President on a regular basis to enhance communication, clarify Board direction as it relates to policy, and strengthen the Board-President relationship.
19. Prepare a College and Community events schedule in collaboration with the President.
20. Ensure Trustees are informed of Board issues and processes.
21. Ensure that all newly elected Trustees engage in Trustee orientation activities.
22. Ensure Board participates in Board development activities.
23. Ensure Board participates annually in self-evaluation activities.
24. Ensure Board regularly evaluates the President.
25. Sign documents on behalf of the College as required.
26. Perform other duties as may be prescribed by law or authorized and directed by the Board.

### **Section 3 – Duties of Vice Chairperson**

The Vice Chairperson shall:

1. Be a duly elected member of the Board.
2. Serve as the interim Chairperson in the event that the Chairperson is unable to serve. The interim Chairperson shall have the same duties and authority to act as the Chairperson.
3. In the event the Chairperson becomes unable to serve on a permanent basis, the Board shall elect a permanent replacement to serve the remainder of the Chairperson's term at its next publicly noticed Board meeting.
4. Perform other duties as may be prescribed by law or authorized and directed by the Board.



#### **Section 4 – Duties of Secretary**

The Secretary shall:

1. Be a duly elected member of the Board.
2. Work with the President's office to ensure that all Board meetings are properly noticed as required by the Illinois Open Meetings Act.
3. Work with President's office to produce minutes for all Board meetings. Sign Board approved minutes of all Board meetings.
4. Work with President's office to maintain Board records and documents.
5. Work with the President's office to ensure appropriate information and public documents are available on the College's website.
6. Preside as the Chairperson at any Board meeting in the event both the Chairperson and the Vice Chairperson are unable to serve.
7. Serve as the local election official as determined by the Illinois General Election Law.
8. Perform other duties as may be prescribed by law or authorized and directed by the Board.

#### **Section 5 – Duties of the Board Finance Committee Chair**

The Board Finance Committee Chair shall:

1. Be a duly elected member of the Board.
2. Work with the President and CFO to ensure the Board performs its financial oversight duty within the Policy and Executive Limitation parameters established by the Board. The President may delegate this responsibility to the CFO.
  - Review the College's financial monitoring reports.
  - Share appropriate and timely financial information with the Board to assist with financial oversight.
  - Share appropriate and timely information with the President to clarify the Board's financial expectations regarding Strategic Outcome policies.
  - Ensure annual budget supports the Board's Strategic Outcome policies and goals.
  - Ensure annual budget supports the College's strategic and long-term plans.
  - Ensure the President notifies the proper city and township assessing officers of Board approved tax levies.
  - Recommend fiscal policy to the Board, as needed to ensure the College's financial integrity and sustainability.
3. Keep informed of legal and regulatory developments relating to the Board's financial oversight duty.
4. Perform other duties as may be prescribed by law or authorized and directed by the Board.



## **Section 6 – Duties of Trustee Liaison to Professional Associations**

The Trustee Liaison to Professional Associations shall:

1. Be a duly elected member of the Board.
2. Work with the Board Chairperson and President to identify Board development opportunities.
3. Serve as an ambassador by attending ACCT, ICCTA, AACC, AGB, and other professional meetings & conferences and casting votes, as appropriate.
4. Communicate with Trustees throughout the year on issues and developments within each professional organization relating to professional development, legislative analyses, and general alerts.
5. Participate in legislative advocacy activities at both the State and Federal level, including Lobby Day, building relationships with local legislators, and communicating Board position on issue of interest.

## **Section 7 – Board Committees**

As noted in the Governing Principles policy (Article I, Section 2 of Bylaws), the Board shall govern as a whole. However, the Board may create standing or ad-hoc committees to assist the Board with its work. A standing committee may be established when the Board determines that ongoing tasks are needed to inform their decision-making as it relates to their oversight and policy governance duties. An ad-hoc committee may be established when the Board determines that special purpose tasks of limited duration are needed to inform their decision-making as it relates to their oversight and policy governance duties.

As it relates to all committees, the following principles will be observed:

1. Committees will be used sparingly and will not interfere with authority that the Board has delegated to the President.
2. The Board shall define the committee charge, which at a minimum, defines the purpose, responsibilities, composition, and terms.
3. Committees shall conduct their work in a manner that is consistent with the Illinois Open Meetings Act.
4. No more than three Trustees can serve on a committee at any time.
5. The President will serve in an ex-officio role to all committees, except in situations specifically limited by the Board.
6. In the event that the Board determines it needs professional skills from one of the College's employees to inform its work, the President will assign the appropriate employee(s) to assist the committee with their work.
7. The Board shall not create committees for the purpose of advising the President or the College's employees.
8. College employees cannot serve on Board Committees.
9. When appropriate to the committee's task, its members may include persons from the community.
10. Generally, committees will conduct studies, present their research, make recommendations via oral or written reports, and provide policy alternatives for Board consideration.
11. Committees act in an advisory capacity only and cannot make decisions on behalf of the Board, except when formally given such authority for specific and time-limited purposes.



12. Committees do not exercise control or authority over the College's employees.
13. Committees do not exercise control or authority over the President except when formally given such authority from the Board as noted above.
14. Committee requests for information will follow the Board Information Request procedure.

As it relates specifically to a standing committee, the following will be observed:

15. Appointments shall be made by the Board at its bi-annual organizational meeting.
16. Individual Trustee participation will generally be on a two-year rotational basis, unless they have a professional skill set that Board deems appropriate for a continuous term appointment.
17. A committee charge, defining the mission/purpose and the scope of responsibility for the committee, will be approved at the time of appointment.

Currently, the Board has one standing committee called the Finance Committee.

As it relates specifically to an ad-hoc committee, the following will be observed:

18. The Board Chairperson will appoint the members and assign the role of committee chair;
19. Ad-hoc committees will be dissolved after completion of their work.
20. A committee charge, defining the mission/purpose and the scope of responsibility for the committee, will be approved at the time of appointment.

#### **Section 8 – Election of Officers**

The Board shall reorganize by electing new officers in each odd-numbered year, at the first regular or special meeting of the Board following the completion of the canvas of the vote cast at the Consolidated Election held on the first Tuesday in April.

#### **Section 9 – Terms of Office**

Each officer shall hold his/her position until the Board again reorganizes.

#### **Section 10 – Vacancy of Officers**

An office will be deemed vacant upon the death of a member or upon his/her resignation of or removal from office.

#### **Section 11 – Removal of Officers**

An officer may be removed from his/her office by the affirmative vote of the majority of the regular voting members of the Board.



### **Change Log**

<b>Date of Change</b>	<b>Description of Change</b>	<b>Governance Unit</b>
03-07-22	Initial Adoption - Updated from previous policy manual.	Board of Trustees
06-15-23	Minor Grammatical Edits	Board of Trustees



