



# Board Bylaws

**Title:** Article IV – Meetings

**Number:** B4003

**Type:** Bylaws

**Responsible:** Board Chairperson

**Related Policies:** None

**Linked Procedures:** None

**Related Laws:** [110 ILCS 805](#), [5 ILCS 120](#)

**Related Standards:** None

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

## **Section 1 – Compliance with Illinois Open Meetings Act**

The following section shall constitute the structure, operation and responsibilities of Trustees as it relates to conducting formal business matters at Board Meetings. Meetings of the Board shall be open to the public and in a place available to the general public in accordance with the Illinois Open Meetings Act (OMA) [5 ILCS 120/](#). All deliberations of the Board constituting a quorum shall take place at a meeting open to the public except when the Board meets in closed session as permitted by the OMA.

## **Section 2 – Definitions**

As noted in the OMA, the Board may conduct a regular meeting, closed meeting, special meeting, and/or an emergency meeting. For the purpose of these bylaws, the following definitions apply:

1. **Meeting** – convening of the Board, at which a quorum is present, for the purpose of deliberating toward or rendering a decision on a public policy.
2. **Decision** – a determination, action, vote or disposition upon a motion, proposal, recommendation, resolution, order, ordinance, bill or measure on which a vote by the Board is required and effectuates or formulates public policy.
3. **Regular Meeting** – a meeting that appears on the Board’s annual schedule of meetings.
4. **Closed Session** – a meeting, or part of a meeting, that is closed to the public. The terms “*closed meeting*” and “*executive session*” are synonymous with closed session.
5. **Special Meeting** – a meeting, outside of the Board’s regular meeting schedule, called for the purpose of deliberating on Board related issues, which may include workshops, study sessions, retreats, or any other gathering that involves a quorum of the Board.
6. **Emergency Meeting** – a meeting, outside of the Board’s regular meeting schedule, called for the purpose of deliberating on a severe and imminent threat to the health, safety, or welfare of the College.
7. **Organizational Meeting** – Generally, part of the regularly scheduled meeting of the Board in May following certification of the Consolidated Election. This is the meeting where the Board elects new officers and makes committee assignments.

8. Legal Meeting - Any gathering, whether in person or by video or audio conference, telephone call, electronic means (such as, without limitation, electronic mail, electronic chat, and instant messaging), or other means of contemporaneous interactive communication, of a majority of a quorum of the members of a public body held for the purpose of discussing public business.
9. Board Committee Meeting - any meeting in which less than a quorum of Trustees is present and the purpose of the committee is authorized by the Board.
10. Quorum - Four (4) or more Trustees participating in a legal meeting for the purpose of discussing Board business. Except as otherwise provided in the OMA, a quorum of members of the public body must be physically present at the location of the meeting. [5 ILCS 120/2.01](#)
11. Majority of a Quorum - Three (3) Trustees participating in a legal meeting for the purpose of discussing Board business.

### **Section 3 - Provisions for All Meetings**

As it pertains to all Board meetings the following provisions apply:

1. Meeting Location - All regularly scheduled Board meetings shall be held within the Shawnee Community College District in a location accessible to the public.
2. Attendance - Trustee participation in meetings will follow guidelines reflected in the Open Meetings Act. Electronic participation is allowed under certain conditions.
3. Quorum - A majority of the entire membership of the Board shall constitute a quorum to conduct business at all meetings of the Board. No act of the Board is valid unless voted at a legal meeting by a majority of the elected Trustees present and a proper record of the vote is made.
4. Transaction of Business - The Board shall transact all business at a legal meeting of the Board.
5. Citizen Participation - Consistent with [5 ILCS 120/2.06 \(g\)](#) of the OMA, individuals and groups are welcome to attend any regular, special, or emergency Board meeting. They may address the Board during the section of the agenda designated as Public Comments.

Three (3) minutes will be allowed for each presentation at the time an individual or group is given the floor by the Chairperson.

Persons attending a meeting may record or broadcast live proceedings of a public meeting in accordance with reasonable rules and regulations to minimize the possibility of disrupting a meeting or obstructing the ability of other members of the public to view or hear the proceedings.

6. Consideration of Citizen Request for Agenda Items - Any citizen or representative of any organization may request that an item of business pertaining to the College be placed on the Board agenda for the next regularly scheduled Board meeting. Such request must be in writing and addressed to the President and the Board Chairperson. The item will be placed on the Agenda if it pertains to Board business and is related to Means (i.e. administrative and operational) activities, which are delegated to the President. Such requests must also include:
  - a. Name, address, and telephone number of person(s) submitting the request and the same of the organization or group represented, if any.
  - b. Statement of action to be requested of the Board and pertinent background information leading to the request.
  - c. Statement detailing the prior channels of communication that have been pursued with the President.
7. Administrative Support to the Board - The Board is responsible for preparing meeting agendas, posting all legal notices, keeping minutes, and maintaining records of all meetings. To assist the Board with these tasks, the President will provide the Board with administrative support which includes assistance with meeting coordination activities.
8. Rules of Order - The Board shall use the most current edition of Roberts Rules of Order as a general guide to conduct its meetings. The Board may deviate from these principles/guidelines, as needed, when they might be in conflict with the Board's bylaws and applicable law. A strict adherence to the precise parliamentary procedures identified in Robert's Rule of Order is not necessary. Questions regarding the application of these rules will be resolved by the Board Chairperson. The Board Chairperson, at their discretion, may consult with a parliamentarian.
9. Meeting Notice Content - At a minimum, a meeting notice must contain the College's name, address, phone number, date, time, and place for each meeting. In addition, a statement indicating where official minutes of the Board are stored and available for inspection must be included. Finally, the announcement must include the following Americans with Disabilities Act language:

*"If you are an individual with a disability who is in need of a reader, amplifier, qualified sign language interpreter, or any other form of auxiliary aid or service to attend or participate in the meeting or hearing, please contact the President's Office at 8364 Shawnee College Rd, Ullin, IL 62992, as soon as possible."*

10. *Minutes* - Consistent with the requirements found in [5 ILCS 120/2.06](#) of the OMA, minutes shall be kept for all meetings. Minutes must contain:
- a. A statement of the time, date, and place of the meeting.
  - b. The Trustees present as well as absent.
  - c. Whether the minutes of the previous meeting were approved, as applicable.
  - d. A record of any motions and decisions made at the meeting and a record of all roll call votes, except closed session.
  - e. Purpose of a closed session, if applicable.
  - f. Corrections, if applicable.
  - g. The hours of meeting and adjournment.

Except for minutes taken during a closed session, all minutes are considered public record, open for public inspection, and must be available for review at the President's Office within 10 days after the minutes have been approved by the Board. Copies of the minutes shall be available to the public at the reasonable estimated cost for printing and copying and available on the College website.

In the event the Board votes to go into closed session, the purpose(s) of calling a closed session shall be entered into the minutes of the meeting at which the vote is taken.

11. *Electronic Communications* - All communications between and among Trustees related to College business are subject to the OMA. In addition, electronic devices, including personal electronic devices, cannot be used to circumvent the OMA. Electronic communications cannot be used for the purpose of deciding or deliberating towards a decision. This would include sequential communications forwarded to or among Trustees with respect to deliberations, opinions or matters which could result in a Board decision. Electronic communications include email, texting, messaging applications, and all forms of social networking. This applies before, during, and after a Board meeting.

#### **Section 4 – Provisions for Regular Meetings**

As it pertains to Regular Meetings, the following additional provisions apply:

1. *Calendar* – A schedule of regular meetings will be adopted by the Board at the November or December meeting. The schedule shall be publicly posted after it is adopted. [5 ILCS 120/2.03](#)
2. *Meeting Notice Timing* – A meeting notice shall be posted at least forty-eight (48) hours prior to the start of each scheduled meeting. [5 ILCS 120/2.02](#)
3. *Meeting Notice Location* – All meeting notices shall be posted at least forty-eight (48) hours prior to the start of the meeting at the District Office and on the College’s website. [5 ILCS 120/2.02](#)
4. *Regular Meeting Changes* – Consistent with [5 ILCS 120/2.03](#) of the OMA, any intentional change to the regular meeting schedule shall be publicly posted at least ten days after the meeting in which the change is made. In this instance, the revised regular meeting schedule will be posted on the College website, outside of the River Room, outside of the Founders Room, outside of the Education Center, and in the Monday’s Pub Newspaper of Anna, Illinois.
5. *Agenda* – The Board Chairperson, in consultation with the President, shall prepare an agenda for each Board meeting. Trustees may make a request to the Board Chairperson that items be placed on the agenda that relate to Board policy.

Meeting agendas will be provided to Trustees electronically unless a Trustee requests paper copies or the materials are not compatible with electronic delivery.

Generally, the agenda and supporting materials shall be provided to each Trustee at least one week prior to the day of a regular meeting. The agenda may be modified by a majority vote of the Trustees in attendance at the regular meeting.

6. *Recess and Reconvene* – Any meeting of the Board may be recessed to a specific time and place. Only items on the agenda of the recessed meeting may be acted upon at the time the meeting is reconvened (i.e. no new items can be added for consideration).

The requirement of public notice of reconvened meetings does not apply to any case where the meeting was open to the public and (1) it is to be reconvened within 24 hours, or (2) an announcement of the time and place of the reconvened meeting was made at the original meeting and there is no change in the agenda. [5 ILCS 120/2.02](#)

7. *Video Recording of Regular Meetings* – Consistent with [5 ILCS 120/2.05](#), all regular meetings of the Board may be visually and audibly recorded by any member of the community, participant, or any person attending the meeting.

## **Section 5 – Provisions for Special Meetings**

As it pertains to Special Meetings, the following additional provisions apply:

1. *Scheduling* - a special meeting can be scheduled at any legal Board meeting. In addition, a special meeting can be scheduled by the Board Chairperson at any time.

Trustee requests for a special meeting shall be directed to the Board Chairperson for consideration. In this situation, the Board Chairperson will decide whether the Special Meeting should be scheduled. If the Board Chairperson decides that a special meeting is not warranted, then the Trustee may submit a motion to schedule a special meeting at the next regularly scheduled Board meeting.

2. *Trustee Notice* - All Trustees will be given at least a twenty-four-hour (24) notice prior to the start of a special meeting. This notice can be given by written electronic means or by hand-delivery to the Trustee's residence.
3. *Video Recording of Special Meetings* - Consistent with [5 ILCS 120/2.05](#), all special meetings of the Board may be visually and audibly recorded by any member of the community, participant, or any person attending the meeting.

## **Section 6 – Provisions for Closed Sessions**

As it pertains to Closed Sessions, the following additional provisions apply:

1. *Calling for a Closed Session* - The Board can enter into a closed session for purposes identified in [5 ILCS 120/2](#) of the OMA. A majority roll call vote of Trustees at a legal open meeting is required.
2. *Topics* - Only topics specified in the vote to close under this section may be considered during the closed session.
3. *Materials* - Any materials distributed during a closed session will be collected.
4. *Minutes* - A separate set of minutes for closed sessions must be recorded and retained. Closed session minutes are not available for public inspection and will only be disclosed if required by law. These minutes may be destroyed one year and one day after approval of the minutes of the regular meeting at which the closed session was approved. The Board may, upon motion, go into closed session to consider approving proposed minutes. Any action to approve the proposed closed meeting minutes must occur in an open session of a legal meeting.
5. *Action* - Consistent with [5 ILCS 120/2](#) of the OMA, no final action may be taken at a closed meeting. Final action shall be preceded by a public recital of the nature of the matter being considered and other information that will inform the public of the business being conducted.

## **Section 7 – Provisions for Organizational Meetings**

As it pertains to Organizational meetings, the following additional provisions apply:

- *Timeframe* - Following the Consolidated Election, the Board shall conduct an organizational meeting as part of the Board's first scheduled meeting in May. Prior to conducting normal business, the Board shall elect Board officers, determine Board committee memberships, and determine liaisons/representatives to the Illinois Community College Trustees Association, the American Community College Trustees, Association of Community College Trustees, Association of Governing Boards, and any other organizations the Board believes appropriate.

If there is an instance where the results of Consolidated Election is certified and the first regularly scheduled Board meeting in May extends beyond the timeframe allowed (within 28 days of the election) by the Illinois Community College Act [110 ILCS 805/3-8](#), the Board will schedule a special meeting to organize prior to its regularly scheduled May meeting.

- *Chairperson* - The meeting shall be called to order by the Board Chairperson of the preceding Board, who shall serve as the presiding Board Chairperson until the election of a new Board Chairperson. If the preceding Board Chairperson is no longer a member of the Board, the President shall serve as the presiding Board Chairperson until the election of a new Board Chairperson.

## **Section 8 – Provisions for Board Committee Meetings**

As it pertains to Board Committee meetings, the following additional provisions apply:

1. *Notification* - If the purpose of any Board Committee is to perform a function on behalf of the Board, and conduct the meeting in accordance with the OMA (e.g. make recommendations, study issues, etc.), then the Committee shall follow the notification bylaw for regular and special meetings.

## **Section 9 – Provisions for Emergency Meetings**

As it pertains to Emergency meetings, the following additional provisions apply:

1. *Notice* - If a majority of the Trustees serving on the Board agree that an emergency meeting is required and delaying the meeting for the purpose of providing notice would be detrimental to efforts to respond to the threat, then 48 hours prior notice to the public shall not be required. In this situation, the Board shall make paper copies of a public notice available to the public at the meeting and post on the College website as soon as practicable, prior to the meeting. [5 ILCS 120/2.02](#)
2. *Notice Content* - The notice must specifically state the circumstances that necessitated the emergency meeting.
3. *Communication of Emergency Meeting* - 5ILCS 120/2.02 provides for the notice of any emergency meeting be provided to a news medium. Public notice, except a meeting held in the event of a bonafide emergency, shall be given at least 48 hours before such meeting. Notice of an emergency meeting, shall be given as so as practicable.

## **Section 10 – Board Calendar**

To accomplish their policy governance and oversight responsibilities, the Board shall adopt an annual schedule of meetings (i.e., Board Calendar) as part of its planning cycle. Trustees shall have an opportunity to identify policy issues to be considered throughout the year on each Board agenda.

The following guidelines will be used when developing the Board Calendar:

1. Strategic Outcome policies will be reviewed annually.
2. A Board & President Monitoring Effectiveness will be scheduled in April each year.
3. A progress review of strategic initiatives, including the College's five-year Strategic Planning model, will be scheduled semi-annually.
4. Board and Trustee professional development activities will be scheduled to promote continuous improvement and expertise.
5. A draft Board calendar, prepared by the Chairperson and President with input from Trustees, will be presented for Board consideration of adoption by December of each year. Once adopted, the Board calendar can be modified, at the discretion of the Board Chair and President, to respond to emerging needs/deadlines.
6. The Board's Annual or Comprehensive review should be completed prior to May of each year.
7. The Board's May organizational meeting will be included, as appropriate.
8. The President's Annual or Comprehensive review will be held no later than May of each year.
9. The presentation of College Monitoring Reports, as noted in the College Monitoring Policy, shall be included in the Board Calendar.
10. The Comprehensive review of the Board will be scheduled every four years starting in 2024. The Board will attempt to schedule the President's Comprehensive review in conjunction with the Board's Comprehensive review. The Board at its discretion can schedule a Comprehensive review of the President in any year.
11. The routine review of Board policies noted in Section-4 of Bylaw B4000, shall be included in the Board Calendar.
12. The College budget will be approved by the Board no later than September. However, the Board will strive to approve the budget by June. During the course of the fiscal year, revised budgets may be submitted to the Board for approval as necessary.
13. In years where HLC Accreditation visits are anticipated, a retreat for the purpose of preparing the Board for the visit shall take place approximately two weeks prior to the scheduled visit and will be included in the Board calendar.



## **Section 11 – Board Agenda**

The Board Chairperson, in consultation with the President, shall prepare an agenda for each Board meeting. Trustees may make a request to the Board Chairperson that items be placed on the agenda that relate to Board policy. Meeting agendas will be provided to Trustees, electronically, unless a paper copy is requested or the materials are not compatible with electronic delivery. Generally, the agenda and supporting materials shall be provided to each Trustee by the Tuesday of the week preceding the regular meeting.

Any business matter or correspondence must be received by the President or Board Chairperson by noon, ten (10) workdays before the meeting in order to be included on the agenda. However, the Chairperson may present a matter of emergency business received after the deadline for inclusion on the agenda. In such instances, a supplement to the agenda should be sent to each Trustee if necessary and possible. The agenda may be modified by a majority vote of the Trustees in attendance at the regular meeting.

In general, Agendas should be organized around the following order of business:

1. Call to Order
2. Pledge of Allegiance
3. A Few Moments of Voluntary Prayer & Reflection
4. Roll Call (Attendance)
5. Approval of Agenda & Addendums
6. Recognition of Guests & Public Comment
7. Communications
8. Monitoring Reports & Board Policy Review
9. Approval of Consent Agenda
10. Shared Governance Updates
11. Presentations, Discussion, and Action Items
12. Executive Session
13. Executive Session Action Items
14. Trustee Comments
15. Adjournment

The order of business may be changed by the Chairperson. These modifications may be overruled by a majority vote of the Trustees.

## **Section 12 – Voting**

The Board will act, by voting, on each motion presented. As it pertains to voting, the following provisions apply:

1. *Methods of Voting* –
  - o *Roll Call* – A roll call vote may be requested by a Trustee by stating “*I move a roll call vote be taken.*”

If a roll call vote is requested, the name of each Trustee is called and their response is recorded in the minutes. The Board Secretary will

conduct roll call voting in alphabetical order starting with the first letter of the last name of Trustees present. For subsequent roll call votes, the Board Secretary will rotate the call order (i.e., the Trustee who voted first on the previous roll call vote will next vote second in order and the Trustee who voted last will next vote first in order with all other Trustees rotating their voting order in like manner, including the Student Trustee).

Roll call voting is generally used for Trustee attendance, adoption of formal resolutions, adoption of policy, approval of threshold expenditures, and adoption of controversial motions.

2. Abstention - If a Trustee wishes to abstain, they answer "*present.*" Abstentions are not considered a vote; thus, they are not recorded except in cases where a record of quorum must be established or in cases where a conflict of interest is present.
3. Tie - A tie vote shall cause a motion to be defeated.
4. Secret Ballot - No action may be taken by secret ballot at any meeting.
5. Electronic Voting - Electronic voting is not permitted.
6. Results - The result of all votes (i.e., motion adopted or motion defeated) should be announced by the Chairperson and recorded in the minutes.
7. Action - The Chairperson will state any action to be taken as a result of the vote. This may include declaring what will or will not be done or assigning tasks to complete the action on the motion adopted. Any action taken or assignments made shall be recorded in the minutes.

### **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
12-05-22	Edited to Reflect Actual Practice	Board of Trustees
06-15-23	Minor Grammatical Edits, Consent Agenda Edits	Board of Trustees