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INTRODUCTION

The laws of the State of Illinois establish the Board of Trustees of Eastern Illinois University (“the Board”), with the authority and responsibility to operate, manage, control, and maintain Eastern Illinois University (“the 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, improve, and protect the integrity of the education provided at the University.

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 advisory participation by the faculty, staff, and students in university decision-making.

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

SECTION I. MEMBERSHIP

Board membership shall be determined in accordance with Section 10-15 of the Eastern Illinois University Law (“University Law”), 110 ILCS 665/10-15.

SECTION II. POWERS AND DUTIES

The Board shall have all of the powers and duties specified in the University Law, 110 ILCS 665/10-1, *et seq.*

SECTION III. MEETINGS

- A. Board meetings shall be held and a quorum determined in accordance with Section 10-25 of the University Law, 110 ILCS 665/10-25.



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- B. Board meetings shall be held at least once each quarter. Subject to the preceding sentence, the Board, by vote of a majority of a quorum, may omit or cancel any meeting. The date of any setting may be changed by vote of a majority of a quorum or by order of the Chairperson. The regular meeting held in April shall be the annual meeting.
 - C. The Board may hold special meetings by vote of a majority of a quorum taken during any regular meeting or by call of the Chairperson or any three voting members. Notice of a special meeting shall be emailed to all members at least forty-eight (48) hours prior to the date of the meeting.
 - D. All Board meetings shall be held in accordance with Section 10-25 of the University Law, 110 ILCS 665/10-25 and may include participation by telephone in accordance with the Illinois Open Meetings Act 5ILCS 120/1, *et seq.* .
 - E. The President shall sit and participate with the Board at each of the Board's regular and special meetings.

SECTION IV. 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 guided by 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 shall be taken 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 Board Regulations; and also on any proposition, at the request of any Board member made before the announcement of a vote otherwise taken.



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SECTION V. OFFICERS AND REPRESENTATIVES

- A. The Officers of the Board shall include:
1. A Chairperson, Vice Chairperson, Secretary and member pro-tem each of whom shall be elected by and from the voting Board members.
 2. A Treasurer and an Assistant Secretary both of whom shall be on the University's staff.
- B. Board members shall elect annually by secret ballot from their own number a Chairperson, who shall preside over Board meetings, and a Secretary. The Chairperson and Secretary shall hold office for one-year terms, and each shall hold office until their successors are elected and qualify. The Chairperson and Secretary may be elected for successive terms.
- C. The Vice Chairperson shall be elected by a majority of the voting Board members then serving to hold office for an indefinite term and shall serve at the pleasure of the Board until his/her successor is elected and qualified.
- D. The Chairperson, Vice Chairperson, 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 by election for the remainder of the unexpired term.
- E. The Treasurer and Assistant Secretary shall be elected by a majority of the voting Board members then serving to hold office for an indefinite term and shall serve at the pleasure of the Board until their successors are elected and qualified. Either the Treasurer and/or Assistant Secretary may be removed from office by the affirmative votes of a majority of the voting Board members then serving.
- F. 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 (10) days prior to the meeting at which such vote is taken.
- G. 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



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shall be elected by a majority of a quorum of the Board at the annual meeting or at such other meeting as may be appropriate. In the absence of statutory requirements, vacancies in such positions shall be filled by nomination by the Chairperson and election by a majority of a quorum at any Board meeting.

SECTION VI. DUTIES OF OFFICERS

A. CHAIRPERSON

The Chairperson shall:

1. Preside at all Board meetings with full power to make motions, 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. Serve as a member of the Executive Committee.

B. VICE CHAIRPERSON

The Vice Chairperson shall:

1. Preside at Board meetings in the absence of the Chairperson.
2. Perform the Chairperson's duties in the event of the Chairperson's temporary inability to do so.
3. Become the Acting Chairperson in the event of the death, resignation, or removal of the Chairperson until such time as a new Chairperson is elected.
4. Serve as a member of the Executive Committee.



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C. TEMPORARY CHAIRPERSON

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

D. SECRETARY

The 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. Notify the President of all Board action pertaining to the University.
3. Certify vouchers for disbursement of State appropriations or delegate such authority to others.
4. Serve as a member of the Executive Committee.

E. ASSISTANT SECRETARY

The Assistant Secretary shall:

1. Assist the Secretary.
2. Perform the Secretary's duties in the event of the Secretary's temporary inability to do so.
3. Prepare and distribute to all Board members, Officers, and the President copies of the Minutes of all Board meetings and, within ten (10) days after final approval of the Minutes, send to the library of the University four (4) copies thereof which shall be made available to anyone requesting them.

F. TREASURER

The Treasurer shall:



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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.

SECTION VII. COMMITTEES

- A. The Executive Committee of the Board shall be a standing committee consisting of the Chairperson, the Vice Chairperson, and the Secretary of the Board. Another voting 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 voting Board members, who serve as members and members pro-tem of the Executive Committee, shall be elected by the voting Board members at the annual meeting. For sufficient cause, when the Board is not in session, the Executive Committee shall act for the Board except that the Executive Committee shall not have the authority to amend the bylaws, to hire or terminate the President, or to act in any manner inconsistent with any prior action of the Board of Trustees. The unanimous vote of the members of the Executive Committee 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.
- B. The Board may establish committees consisting of voting and nonvoting Board members to perform any assigned task. The Board Chairperson shall nominate the members who are to serve on a committee, including as chairperson a voting Board member, and shall submit their names to the Board for approval. The Board Chairperson shall notify all Board members as to the nominees at least five (5) 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 chairperson of each committee shall be a member of the Board, call its meetings, preside over its proceedings, and report its actions to the Board. In all other respects the chairperson shall have no greater authority than any other member of the committee.
- D. The Board Chairperson shall serve as an ex-officio voting member of all committees and may be elected chairperson of a committee by affirmative vote of a majority of a quorum of the Board.



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SECTION VIII. INDEMNIFICATION

To the fullest extent permitted by law, the Board shall, pursuant to State law, indemnify and advance and pay including attorneys' fees and costs, to its Trustees, officers, employees, and any person who has been duly appointed in writing as an agent of the University, and to any person who is or was serving at the request of the Board as a Trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Prior to such indemnification, the Board may require compliance with the terms of the State Employee Indemnification Act, 5 ILCS 350/0.01, *et seq.*, and the Court of Claims Act, 705 ILCS 505/1, *et seq.*, in circumstances to which those Acts may apply.

SECTION IX. ADOPTION, AMENDMENT, AND REPEAL OF BYLAWS

Bylaws may be adopted, amended, or repealed at any regular Board meeting by a majority 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 Board meeting.