

**BOARD OF TRUSTEES of WESTERN ILLINOIS UNIVERSITY**

**BYLAWS**

Approved: September 8, 2006

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**INTRODUCTION**

The laws of the State of Illinois (*Illinois Compiled Statutes, 110 ILCS 690/35*) establish the Board of Trustees of Western Illinois University. The Board of Trustees has the authority and responsibility to operate, manage, control, and maintain Western Illinois University.

These Bylaws are intended to provide clarity regarding how the Board conducts its business.

As the final institutional authority, the Board entrusts the coordination and management of the University to the President with the understanding that provisions shall be made for advisory participation by the faculty, staff, and students in university decision-making.

The Board philosophically emphasizes that it endorses the principle of shared governance within the framework of its Regulations.

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**SECTION I. MEMBERSHIP**

The membership of the Board of Trustees of Western Illinois University shall be determined in accordance with 110 ILCS 690/35-1 et seq. of the Illinois Compiled Statutes.

**SECTION II. POWERS AND DUTIES**

The Board shall have all of the powers and duties specified in 110 ILCS 690/35-45 et seq. of the Illinois Compiled Statutes.

**SECTION III. CONFLICT OF INTEREST POLICY**

Members of the Board of Trustees are expected to refrain from entering into any activity that might constitute a conflict of interest with Western Illinois University, or which would prejudice their ability to carry out their duties and responsibilities as members of the Board. Any situations in which a conflict of interest might exist, or might appear to exist, should be referred to University and Board Legal Counsel or to your personal attorney.

**SECTION IV. MEETINGS**

- A. Meetings of the Board shall be held and a quorum determined in accordance with 110 ILCS 690/35-25 et seq. of the Illinois Compiled Statutes. All meetings of the Board shall be conducted and notice thereof provided in accordance with "The Open Meetings Act" 5 ILCS 120/1 et seq. of the Illinois Compiled Statutes.
- B. The Board shall conduct its required, regular meetings at least once each quarter on the campus of Western Illinois University. Any additional meetings of the Board shall be held within the State of Illinois at such place or places as may be designated by the Board. The Board, by vote of a majority of a quorum, may omit, reschedule, or cancel any meeting, provided however, the Board shall meet quarterly on the Western Illinois University campus. The date of any meeting may be changed by vote of a majority of a quorum or by order of the Chair.
- 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 Chair. Notice of a special meeting shall be communicated to all members at least five days prior to the date of the meeting.
- D. Pursuant to 5 ILCS 120/7, the Board may permit Member attendance by means other than physical presence when the Member's absence is a result of personal illness or disability, employment or board related business, or a family or other emergency. "Other means" is by audio or video conference. A quorum of the Board must be physically present and assent to such remote attendance for the Member by majority vote. The Member must notify the Secretary of his/her absence before the meeting, unless advance notice is impractical.

**SECTION V. AGENDAS**

Agendas of the Board of Trustees meetings shall consist of the following:

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**SECTION V. AGENDAS (continued)**

1. Call to Order and Roll Call
2. Executive Session
3. Review and Approval of Previous Meeting Minutes
4. Chairperson's Remarks
5. Standing Committee Reports
  - a. Academic & Student Services Committee
  - b. Finance Committee
  - c. Audit Committee, and
  - d. Presidential Evaluation and Assessment Committee
6. Adhoc Committee Reports
7. President's Remarks, Reports, Action Items and Information Items
  - a. Legislative Liaison Report
  - b. Advisory Group Reports
  - c. Action Items
  - d. Information Items
8. New Business
9. Adjournment

**SECTION VI. RULES OF ORDER**

- A. Meetings of the Board 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. 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 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; and/or on any adoption of or amendment to the Bylaws or Regulations of the Board. In the event of a tie vote on any matter, the proposition shall fail.

**SECTION VII. OFFICERS OF THE BOARD**

- A. The Officers of the Board shall include:
  1. A Chair, Vice Chair, and Secretary who shall be voting members of the Board. The Chair, Vice Chair, and Secretary shall be elected annually by secret ballot by a majority of the voting members of the Board then serving and shall hold office until their successors are elected. Trustees who are elected to serve as the Chair, Vice Chair, and Secretary may be elected to those positions for one successive term, after which an intervening term must occur before re-election to the same officer position. The Chair, Vice Chair, and 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.

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**SECTION VII. OFFICERS OF THE BOARD (continued)**

2. A Treasurer who shall be a member of the University's staff. The Treasurer shall be designated by the Board in consultation with the President for an indefinite term and shall serve at the pleasure of the Board.
3. The President of the University shall be an *ex-officio* member of the Board without vote and shall attend all regular meetings of the Board. The President of the University shall make recommendations to the Board of Trustees, and also through Board committees, about any phase of University policy or administration.

All rules, regulations, directions, orders or instructions of the Board of Trustees, or of any committee or member of the Board, addressed to any instructor, officer, or other employee of the Board shall be transmitted through the President of the University.

The President of the University shall perform such other duties as may be directed by the Board of Trustees.

**SECTION VIII. 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 appropriate 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, or if conflict of interest exists, a temporary Chair will be appointed.
3. Become the Acting Chair in the event of the death, resignation, or removal of the Chair until such time as a new Chair is elected.

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**SECTION VIII. DUTIES OF OFFICERS (continued)**

**C. SECRETARY**

The Secretary shall:

1. 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.
2. Certify vouchers for disbursement of State appropriations or delegate such authority to others.
3. Carry out such other functions as the Board shall assign or as may be required by law.

**D. TREASURER**

The Treasurer shall:

1. Be a member of the staff of Western Illinois University.
2. Keep the financial records of Western Illinois University.
3. Furnish proof of insurance or a bond in such amount as the Board may require from time to time, but not less than five hundred thousand dollars (\$500,000).
4. Carry out such other functions as the Board shall assign or as may be required by law.

**SECTION IX. COMMITTEES**

A. The Chair of the Board shall have the power to appoint committee members and chairs to standing committees. The following are standing committees of the Board:

1. Academic & Student Services Committee
2. Finance Committee
3. Audit Committee
4. Presidential Evaluation and Assessment Committee

Ad hoc committees may be established by action of the Board. Ad hoc committees will follow the same procedure for formation, constituency, and schedule as standing committees.

B. 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.

C. The Board Chair and the President shall serve as ex-officio non-voting members of all Board committees.

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**SECTION IX. COMMITTEES (continued)**

- D. Committee meetings will be as necessary.
- E. It is intended that committees will consider issues scheduled for public meetings and as deemed appropriate.
- F. 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 appointed by the Board Chair, with approval of a majority of the Board, at the annual meeting or at such other meetings as may be appropriate.

**SECTION X. ADOPTION, AMENDMENT, AND REPEAL OF BYLAWS**

Following the initial adoption, the 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 regular meeting of the Board.