

University of Illinois

BYLAWS
OF THE
BOARD OF TRUSTEES



Amended: May 22, 2025

<https://www.bot.uillinois.edu/governance/bylaws>

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Introduction

These *Bylaws of the Board of Trustees (Bylaws)* have been written to provide guidance to the members of the Board about the conduct of all meetings of the Board. Attention has been given to flexibility in procedures and effort has been taken to avoid prescriptive direction.

The *Bylaws* are reviewed and changes made as custom and Board preference suggest. They are intended to inform the members of the Board of Trustees and others of processes used to facilitate orderly and effective meetings, which are essential to conducting the business of the Board.

1 *BYLAWS OF THE BOARD OF TRUSTEES*
2 *OF THE UNIVERSITY OF ILLINOIS*
3

4 **ARTICLE I. MEETINGS**
5

6 **Section 1.** The Board of Trustees shall hold an annual meeting on the third Thursday of
7 January, unless the date of such meeting is changed by the Board. The Board shall hold regular
8 meetings to address business in a timely fashion. A yearly schedule of meetings for the next
9 academic year is approved at a Board meeting in the spring of each year. The date of any
10 meeting may be changed by vote of the Board or by order of the chair thereof; any meeting
11 may be omitted by vote of the Board or by order of the chair thereof, in case it appears that the
12 amount and nature of the business to be presented is not sufficient to justify a meeting.

13 **Section 2.** Special meetings may be called whenever deemed necessary by the chair or any
14 three members of the Board, by giving at least 48-hour notice thereof by mail, e-mail,
15 facsimile, or telephone call to each member of the Board; notice to the public will be given as
16 required by law. In such notice, the object and general character of the special business to be
17 transacted at such meeting shall be stated. For a meeting held in the event of a *bona fide*
18 emergency, notice shall be given as soon as practicable but in any event prior to the holding of
19 such meeting.

20 **Section 3.** All regular meetings of the Board shall be held at one of the campuses of the
21 University unless otherwise ordered by vote of the Board or by the chair thereof. The members
22 of the Board shall be notified of the meeting location not later than five business days before
23 any regular meeting.

24 **Section 4.** A majority of the voting members of the Board shall be a quorum to transact
25 business. A smaller number may meet and adjourn to some other time or until a quorum is
26

27 obtained. As permitted by Illinois law, the Board may conduct any meeting by conference
28 telephone call or other communication equipment by means of which all persons participating
29 in the meeting can communicate with each other.

30

31 **ARTICLE II. ORDER OF BUSINESS**

32

33 **Section 1.** At all regular meetings and at special meetings, so far as it may be applicable,
34 the following order of business shall be observed, unless suspended or modified by a consensus
35 of those present as determined by the Board chair.

36 1. Roll Call

37 2. Election of Officers (if necessary)

38 3. Executive session (as needed); normally this is planned in advance and noted on Board
39 schedules available several days prior to a Board meeting. However, urgent business
40 may necessitate an unplanned executive session. An unplanned executive session
41 normally is called by the chair or requested of the chair by three members of the Board.

42 4. Reports and recommendations of the chair of the Board

43 5. Reports and recommendations of the president of the University

44 6. Reports of committees

45 7. Comments and petitions (public comment session)

46 8. Reading and approval of minutes of previous meetings; if a printed copy thereof has
47 been furnished to each member before the beginning of the session, the reading may be
48 dispensed with unless requested by a member of the Board.

49 9. Presentation, discussion, and voting of items on the agenda

50 10. Old business

51 11. New business

52 12. Announcements regarding future meetings by the chair of the Board

53

54 **ARTICLE III. RULES OF ORDER**

55

56 **Section 1.** *Robert's Rules of Order* shall govern the consideration of all business and
57 debate, so far as it may be applicable to this body, except as may be modified by these *Bylaws*.
58 The University counsel (aka “general counsel”) shall serve as the parliamentarian at all
59 meetings of the Board and its committees.

60 **Section 2.** All items on which the Board will take action at a regular or special meeting
61 shall be specifically set forth in an agenda published at least 48 hours before the beginning of
62 the meeting at which action is to be taken. Short parliamentary motions and minor editing to
63 clarify or correct an item may be made during a meeting.

64 **Section 3.** No second shall be required to any motion.

65 **Section 4.** A roll-call vote of the Board shall be had: (a) on any proposition to appropriate
66 funds of the University; (b) on any proposition to create any liability; (c) on any proposition to
67 sell, purchase, or lease real estate; or (d) upon the request of any member of the Board made
68 before the vote on the item is taken. A roll-call vote is not required for (a), (b), or (c) where
69 such authority is specifically delegated to University administrative officers by action of the
70 Board. All other actions of the Board may be conducted by voice vote of the Board.

71 **Section 5.** Subject to applicable law, the Board must have a motion from a member that is
72 passed by a vote of the majority of those voting provided a quorum is present in order to hold
73 an executive session.

74 **Section 6.** When the Board meets in executive session, all matters discussed in that session
75 are strictly confidential and shall not be shared with others outside those assembled in the
76 executive session, with the exception that matters discussed in the executive session may be
77 shared with absent Board members or officers in a manner consistent with the Illinois Open

78 Meetings Act. Minutes of these meetings will be released to the public pursuant to the Illinois
79 Open Meetings Act when the Board has determined that the need for confidentiality no longer
80 exists.

81
82 **ARTICLE IV. COMMITTEES OF THE BOARD AND TRUSTEE SERVICE ON**
83 **OTHER BOARDS**

84
85 **Section 1.** The Executive Committee shall consist of the chair of the Board of Trustees,
86 who shall serve as the chair *ex officio* of the committee, and two additional Board members,
87 who shall be elected at the annual meeting. Members of the Executive Committee shall serve
88 for one-year terms or until their successors have been elected.

89 **Section 2.** The Executive Committee shall meet whenever the chair, or two members
90 thereof, shall find it necessary for the transaction of any business which is urgent and cannot be
91 postponed to a regular meeting of the Board. If two committee members are present in the same
92 location, the third member may participate via video conference or telephone. The committee
93 may transact business providing a quorum is present. All trustees shall be given the same notice
94 of the meeting that is sent to the members of the Executive Committee, and any who wish may
95 elect to participate in the meeting as nonvoting participants.

96 **Section 3.** The Executive Committee functions as an instrument of the Board and shall
97 possess all the powers of the Board when in session, provided that it shall not overrule, revise,
98 or change the previous acts of the Board or take from regular or special committees any
99 business referred to them by the Board.

100 **Section 4.** The Executive Committee shall make a written record of all its transactions and
101 submit it to the Board at its next regular meeting. The minutes of the Executive Committee
102 meeting will be signed by all the members of the Executive Committee agreeing thereto. Such
103 record shall thereupon be incorporated in the minutes of the Board as an integral part thereof.

104 **Section 5.** The standing committees of the Board and their respective charters are as follows:

105
106 a) **Academic and Student Affairs Committee:** This committee shall consider changes in
107 the academic program portfolios of the universities, monitor and stimulate improvement
108 in the academic quality and student environment, and recommend actions to the Board
109 on these matters.

110 b) **Audit, Budget, Finance, and Facilities Committee:** This committee shall oversee the
111 work of the external and internal auditors; review the recommended budgets for
112 operations and capital respectively, including the requests for operations and capital
113 budgets; review proposed financing activities as recommended by the vice
114 president/chief financial officer; review major building and renovation projects; and
115 recommend actions to the Board on these matters.

116 c) **Governance, Personnel, and Ethics Committee:** This committee shall oversee the
117 structure and functioning of the Board of Trustees and attend to matters involving its
118 members; ensure a proper “tone at the top,” including definition of and compliance with
119 proper standards of ethical conduct for the Board and University personnel; and
120 recommend actions to the Board on these matters.

121 d) **University Healthcare System Committee:** This committee shall serve as a resource to
122 the vice president for health affairs and the leaders of the health sciences colleges to
123 ensure quality patient care, facilities development, and responsible financial
124 management of the University healthcare system’s facilities, services, and related
125 operations; and recommend actions to the Board on these matters.

126 **Section 6.** The standing committees of the Board shall be appointed by the chair of the
127 Board, and a list thereof inserted in the minutes of the next meeting of the Board of Trustees
128 after which such appointments are made.

129 **Section 7.** The chair of the Board shall appoint the chair and vice chair of each standing
130 committee. Each standing committee chair will call meetings of the committee and direct its
131 proceedings but shall not otherwise have greater power or authority than any other member.

132 **Section 8.** The chairs of standing committees are responsible for keeping the Board
133 informed of their committees' activities by way of reports, as needed.

134 **Section 9.** Special committees may be created by the chair of the Board or by action of the
135 Board to take charge of subjects specifically referred to them. The chair may determine the
136 manner of appointment and membership of special committees as deemed appropriate for each
137 special committee. The chair of the Board shall appoint a chair of each special committee who
138 will call meetings of the committee and direct its proceedings but shall not otherwise have
139 greater power or authority than any other member of the special committee. A special
140 committee shall cease to exist when discharged by the Board.

141 **Section 10. Trustee Service on Other Boards.** The Board of Trustees has certain
142 responsibilities to participate in the governance of other entities, as follows:

143 **a) State Universities Civil Service Merit Board:** The chair shall appoint three trustees to
144 serve on the State Universities Civil Service System Merit Board.

145 **b) University of Illinois Foundation:** The chair of the Board shall serve as delegate to and
146 member of the Board of Directors of the University of Illinois Foundation.

147 **c) University-Related Organizations:** The chair shall appoint board member(s) to serve
148 on the governing boards of each University-Related Organization (URO) as required by
149 the relevant Operating and/or Service and Management Agreements of each URO.

150 **Section 11.** Each type of committee shall consider all matters referred to them as soon as
151 possible and carry out the orders of the Board insofar as they are specifically empowered by the
152 Board and shall report their recommendations or action as soon thereafter as possible.

153

154 **ARTICLE V. TERMS OF OFFICERS AND APPOINTEES OF THE**
155 **BOARD**

156

157 **Section 1.** The officers of the Board shall consist of: the chair, who shall be elected for a
158 term of one year; the secretary, the comptroller, and the University counsel (aka “general
159 counsel”), who shall each be elected for a term of one year, and a treasurer who shall be elected
160 for a term of two years.

161 **Section 2.** Officers of the Board shall be elected at the annual meeting of the Board and
162 shall hold office until their successors are elected and qualified. Prior to the election of the
163 secretary, comptroller, and University counsel, the Board shall have the advice of the president
164 of the University. All officer vacancies for any cause shall be filled by vote of the Board of
165 Trustees. In the event of a vacancy in the chair of the Board, for the period between the
166 occurrence of such vacancy and the next regular meeting of the Board of Trustees, the member
167 of the Executive Committee with the greatest seniority on the Board shall be and become chair.
168 In the event of a temporary absence of the chair for reasons other than a vacancy, the member
169 of the Executive Committee with the greatest seniority on the Board shall act as chair until the
170 chair’s return. If both the chair of the Board and the Executive Committee member with the
171 greatest seniority are absent, the third member of the Executive Committee shall act as chair.
172 For all other vacancies or absences, the chair may designate a person to serve as secretary,
173 comptroller, University counsel, or treasurer, as the case may be.

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175 **ARTICLE VI. DUTIES OF OFFICERS AND APPOINTEES OF THE BOARD**

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177 **Section 1. CHAIR.** The trustee elected to serve as “president” of the Board shall be known
178 and referred to as the chair of the Board of Trustees. It shall be the duty of the chair to preside
179 at all its meetings, to sign warrants for all accounts when properly audited and allowed, and to
180 submit such recommendations and information as the chair may consider proper concerning the
181 business and interest of the University. The chair of the Board participates with the president of
182 the University of Illinois System in planning meetings of the Board. All requests from Board
183 members for special reports or other information shall be transmitted to the chair via the Board
184 secretary. The chair of the Board shall be considered the spokesperson for the Board.

185 **Section 2. SECRETARY¹.** The secretary of the Board shall keep the records and minutes of
186 the proceedings of the Board and the books and papers pertaining to the office. They shall be
187 open for inspection by any member of the Board or officer of the University. The secretary
188 shall be *ex officio* clerk of the Executive Committee of the Board and keep its record, shall
189 countersign all warrants on the treasurer, and shall insert in each warrant the particular
190 appropriation or fund as authorized by the Board or the Executive Committee thereof. The
191 secretary shall notify the president of the University of Illinois System of all votes, orders, or
192 resolutions of the Board relating to the management and control of the University, whenever
193 these occur in the president’s absence.

194 **Section 3.** The secretary of the Board shall keep minutes of the proceedings of the Board,
195 which shall contain summary statements of all matters presented by the chair of the Board, the
196 president of the University of Illinois System, the secretary of the Board, the comptroller of the
197 Board, or other officer, or communications of any character to the Board on which action is

¹The secretary shall perform the duties of the “Recording Secretary” and “Corresponding Secretary” as provided for by Illinois statute.

198 taken, with identification referenced by title or number to all papers or other exhibits in
199 connection therewith. Such communications shall not be recorded verbatim unless ordered by a
200 vote of the Board provided that all regular financial or business statements, recommendations,
201 or reports, or lists of appointments submitted, shall be entered in complete form therein.

202 **Section 4. TREASURER.** The treasurer of the Board shall be the general custodian of all the
203 funds and securities belonging to the University, and shall give bond for the faithful
204 performance of the duties and the proper accounting and delivery thereof, whenever required
205 and with such security as may be approved by the Board.

206 Such bond shall be in such amount as the Board may require, but not for less
207 than five hundred thousand dollars (\$500,000.00).

208 The treasurer shall not have authority to invest any permanent funds or convert
209 any securities held by that person, except as directed by the Board. The treasurer shall not have
210 authority to act or vote upon the making or letting of any University contract or the
211 performance of any work, including, but not limited to, the selection of any bank in which the
212 University's funds or property may be deposited.

213 The treasurer shall pay out of any funds such sums only as shall be represented
214 by warrants signed by the chair of the Board and countersigned by the secretary of the Board.

215 The treasurer shall serve as an *ex officio*, voting member of the Audit, Budget,
216 Finance, and Facilities Committee.

217 **Section 5. COMPTROLLER.** The comptroller of the Board shall be the general fiscal officer
218 of the Board of Trustees and of the University and shall approve for the Board all expenditures
219 for which an appropriation has been made. The comptroller shall assist the Audit, Budget,
220 Finance, and Facilities Committee of the Board in matters pertaining to the handling of funds
221 and investments. The comptroller shall report to the Board quarterly the financial condition and

222 operations of the University and at such times and on such other matters as it may direct.

223 Unless otherwise ordered by the Board in specific cases, contracts to which the University is a
224 party shall be signed by the comptroller.

225 **Section 6. UNIVERSITY COUNSEL.** The University counsel (aka “general counsel”) shall be
226 the general legal officer of the Board of Trustees and the University, and shall serve as legal
227 advisor to the Board of Trustees, to the president of the University of Illinois System, and to
228 other officers of the University. The University counsel shall represent the University and the
229 Board of Trustees in all legal proceedings, unless otherwise provided.

230 **Section 7. ASSOCIATE OR ASSISTANT SECRETARY AND DEPUTY OR ASSISTANT**
231 **COMPTROLLER:** The chair of the Board, in consultation with the president of the University,
232 may appoint members of the staff as associate or assistant secretary and deputy or assistant
233 comptroller, who shall perform the duties of the secretary and comptroller, respectively, during
234 occasional absences of those officers, and who shall perform such other duties as from time to
235 time may be assigned to them.

236 **Section 8.** Duties of all officers and appointees of the Board shall include those as may be
237 defined in the **University of Illinois Statutes** and **The General Rules Concerning University**
238 **Organization and Procedure** of the University, or as may be otherwise ordered or authorized
239 by the Board.

240
241 **ARTICLE VII. PRESIDENT OF THE UNIVERSITY²**

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243 The president of the University of Illinois System shall be the official adviser and executive
244 agent of the Board, shall be *ex officio* a member of all committees, without vote, and shall

²110 ILCS 305/4 (Formerly Illinois Revised Statutes 1991, Chapter 144, paragraph 25) provides: “The board of trustees shall elect a regent who shall be charged with the general supervision of the educational facilities and interests of the university. Said regent shall be known as President of the University and his term of office shall be at the pleasure of the board of trustees.”

245 attend all meetings of the Board of Trustees. The president of the University of Illinois System
246 shall make recommendations to the Board of Trustees and its committees as he/she deems wise,
247 regarding any phase of University policy or administration. The president shall make all
248 nominations for appointments to positions under the Board of Trustees.

249 All communications from any instructor, officer, or other employee of the
250 University, addressed to the Board of Trustees of the University or to any committee thereof,
251 shall be transmitted through the President of the University or his/her designee.

252 All rules, regulations, directions, orders or instructions of the Board of Trustees,
253 or of any committee or member thereof, addressed to any instructor, officer, or other employee
254 of the Board shall be transmitted through the president of the University of Illinois System.
255 This does not preclude Board members from talking with University administrators and staff as
256 may be required to discharge their Board committee duties.

257 The president of the University of Illinois System shall perform such other
258 duties as may be provided by the **University of Illinois Statutes**.

259 The president of the University of Illinois System shall be elected to hold the
260 office on indefinite tenure, at the pleasure of the Board.

261
262 **ARTICLE VIII. AMENDMENTS; REPEAL**

263
264 **Section 1.** All *Bylaws* and all resolutions or orders heretofore passed, inconsistent with the
265 provisions of these *Bylaws*, are hereby repealed.

266 **Section 2.** These *Bylaws* may be amended or repealed at any regular meeting of the Board
267 by a majority vote of record of voting members of the Board provided that copies of such
268 amendments shall be submitted in writing and furnished to each member at least 15 calendar
269 days prior to such meeting.