

Illinois Mathematics and Science Academy®

**Section B
Board of Trustees Governance and Operations**

Board of Trustees Rules for Conducting Business

Official business of the Illinois Mathematics and Science Academy Board of Trustees shall be conducted in accordance with the following rules and procedures:

1. Organization of the Board of Trustees

The Board is organized pursuant to Section 3 of the Illinois Mathematics and Science Academy Law (105 ILCS 305/3), and consists of thirteen voting members and four ex-officio non-voting members. Section 3 of said Law is made a part hereof, and incorporated herein, by reference.

2. Quorum

A majority of the voting membership of the Board of Trustees or a Board Committee physically present and seated at the location of an open meeting shall constitute a quorum, provided that if less than the majority of the voting members are present at said meeting, a majority of the Board members present may adjourn the meeting from time to time without further notice. The requirement of physical presence for purposes of establishing a quorum shall not apply to closed meetings of the Board of Trustees or any meeting of a Board Committee with only advisory functions.

The requirement for physical presence at a meeting will be satisfied if the meeting of the Board of Trustees or a Board Committee is held simultaneously at one of its offices and one or more other locations in a public building, which may include other of the Academy's offices, through an interactive video conference and the Board of Trustees or Board Committee provides public notice and public access as required under the Open Meetings Act for all locations, then members physically present and seated in those locations will count towards determining a quorum.

3. Manner of Acting

All actions of the Board shall be taken only in official Board meetings called, scheduled and conducted according to this policy and the laws of the State of Illinois. Members of the Board have authority only when acting as a Board legally in session. The Board shall not be bound in any way by any action or statement on the part of an individual Board member except when such action or statement is taken pursuant to specific instructions from the Board. In addition, individual Board members shall have no authority to direct action by the President or other Academy employees except when authorized to do so by the Board.

4. Meetings

The only mechanism for official action by the Board of Trustees or a Board Committee is a duly called and legally conducted meeting. For purposes of this policy the term "meeting" is defined as any gathering of the majority of a quorum of the voting members of the Board of Trustees or Board Committee members for the purpose of discussing Academy business.

a. Regular Meetings

Regular meetings of the Board of Trustees or Board Committee shall be set in accordance with the Illinois Open Meetings Act.

b. Special Meetings

Special meetings of the Board of Trustees may be called by or at the request of the Chairman, the Executive Committee, or any four voting Trustees. The person or persons authorized to call Special Meetings of the Board of Trustees may fix any place within the State of Illinois as the place for holding any Special Meeting of the Board of Trustees called by them.

Notice of any Special Meetings shall be given at least two days previous thereto by telephone, U.S. mail, facsimile or e-mail to each Trustee at his or her official address. The purpose of the Special Meeting shall be specified in the oral or written notice of such meeting. The Secretary of the Board shall ensure that notice of the Special Meeting is published in accordance with the Illinois Open Meetings Act.

c. Place of Meetings

The Board of Trustees or Board Committee members may designate any place as the place of meeting.

d. Attendance Expectations

Attending Board Meetings is an important responsibility of Board members. Each voting Board member is expected to attend all Regular and Special Board Meetings held in a given fiscal year. Voting members with sporadic attendance may be asked to resign by the Chairman or may be removed from the Board by an authorized vote of the Board.

e. Closed Sessions

The Board of Trustees, or any Committee thereof, may meet in closed session for the purposes specified in the Open Meetings Act. The specific reason for a closed session meeting must be clearly stated in the motion to enter into closed session and must be recorded in the minutes of the meeting at which such motion is adopted.

All closed session meetings shall be audio recorded and the recordings retained for at least 18 months by the Secretary of the Board in accordance with the Open Meetings Act. The audio recordings of closed session meetings may be destroyed after both of the following occur:

(1) The Board of Trustees or the Board Committee conducting such meeting approves the written minutes of such meetings. In the event a Board Committee no longer

exists or meets irregularly or infrequently, the Board of Trustees or Executive Committee may approve the written minutes of the closed session meetings.

(2) Destruction of the audio recordings of such meetings is approved. Approval of destruction of the audio recordings of any closed meeting may be issued by the Board of Trustees, the Board Committee creating the audio recording, or the Executive Committee.

All Committees appointed to provide the Board with professional consultation on matters germane to their field of competence may hold a closed session meeting for reasons permitted by the Open Meetings Act.

Closed sessions may be held as an entire regularly scheduled meeting or any part thereof, an adjourned meeting, or a special meeting, whether or not specifically listed on the agenda of such meeting.

All final actions taken by the Board of Trustees or Board Committee shall be taken in an open meeting.

f. Attendance by means other than physical presence.

- i. A quorum of the members of the Board of Trustees or a non-advisory Board Committee present at the location or locations for an open meeting, a majority of those members physically present may allow a member to attend the meeting by video or audio conference. If a member wishes to attend an open meeting by video or audio conference, the member must notify the Secretary before the meeting, unless advanced notice is impracticable.
- ii. Members of the Board of Trustees or Board Committees are permitted to attend closed meetings by video or audio conference if they notify the Secretary prior to the meeting, unless advanced notice is not practicable.
- iii. Members of a Board Committee with only advisory functions are permitted to attend open or closed meetings if they notify the Secretary prior to the meeting, unless advanced notice is not practicable.

5. Rules of Order

All meetings of the Board shall be presided over by the Chairman or in his absence, the Vice-Chairman. The meetings shall be conducted in accordance with an agenda prepared prior to the meeting by the Chairman or his designee. The Chairman may move items on the agenda during the meeting.

Some or all of the action items may be placed on a consent agenda by the President in consultation with the Chairman. Consent agenda items will be voted on in the aggregate, in one resolution without questions or discussion. Any item may be removed from the consent agenda and placed on the regular agenda for questions and discussion by any Trustee in one of three ways. If possible, Trustees shall notify the Secretary of the Board at least 24 hours in advance of the Board Meeting. If this is not possible, Trustees shall notify the Chairman or

Secretary of the Board immediately preceding the Board Meeting or shall indicate their request during the Board Meeting at the time the consent agenda is presented.

For each item not on the consent agenda, the Chairman shall ensure that all members of the Board, including ex-officio non-voting members, have the opportunity to offer comments, ask questions and participate in discussions.

Matters requiring official action by the Board of Trustees shall be presented by a motion made and seconded by a voting member of the Board of Trustees. After the motion has been made and seconded, the Chairman shall allow all Trustees the opportunity to participate in discussion of the matter.

Any voting Trustees may make or second a motion to amend the pending motion and any motions to amend shall be voted upon before the main motion. After the Chairman has allowed all members a reasonable opportunity to participate in discussion of any pending motion, the Chairman shall call the matter for a vote.

All questions regarding procedure of the Board shall be decided by the Chairman, but the Board may, by a motion made and seconded by a voting member of the Board, review and change, amend or alter the decision of the Chairman.

6. Public Comments

Members of the public may request to address the Board in public session by contacting the Secretary no later than two business days prior to a Board meeting. Such individuals must inform the Secretary of the topic(s) they will address. Upon receiving a request, the Secretary will add the item(s) to the agenda and will inform the individuals of the approximate time in the meeting for their comments. An individual may address the Board for no more than five minutes. Afterwards, Board members may or may not ask questions or respond to the individual(s).

If more than three individuals wish to address the Board on the same topic, a maximum of 15 minutes will be allotted for the topic. The time will be divided equally among all of the individuals requesting to address the Board, or the individuals may designate up to three representatives to address the Board on behalf of the larger group, with no one person speaking more than 5 minutes. The other individuals may submit written statements to the Board.

If the larger group cannot reach agreement regarding the designation of its representatives to address the Board, the time will be equally divided among all of the individuals requesting to address the Board.

7. Voting

All votes on motions shall be "ayes" and "nays" and "abstains." The vote of each Trustee shall be recorded in the minutes. In the event of a tie vote, the Chairman will request additional discussion, followed by a second motion and a second vote. In the event of a tie on the second vote, the Chairman will decide the matter.

At the request of any voting Trustees made just prior to a vote or immediately after the vote before the next order of business, voting shall be by a roll call vote.

8. Committees

Committees of the Board may be appointed by the Chairman for any purpose approved by the Board. The functions of Committees ordinarily shall be fact finding, deliberative, and advisory. In such cases, Committees may make reports to the Board for discussion and action. The functions of some Committees may be decision-making if authorized by Board Policy or Board action. Committees shall conduct their business in accordance with the Illinois Open Meetings Act.

9. Officers

The officers of the Board of Trustees shall be a Chairman, a 1st Vice-Chairman, a 2nd Vice-Chairman, a Secretary and a Treasurer. The Chairman, 1st Vice-Chairman and 2nd Vice-Chairman must be voting members of the Board of Trustees. The Secretary and Treasurer may be voting members of the Board, ex-officio non-voting members of the Board, or IMSA Administrators other than the President.

To be duly elected, officers must receive the votes of a majority of the Trustees present. The Board will schedule elections for officers on an as needed basis.

The Board Chairman shall be elected to serve a two-year term. Other officers may be elected to serve fixed terms or continuing, open-ended terms. They may serve continuing, open-ended terms until one of the following occurs: (1) the individual resigns the position; (2) the individual's service as an IMSA board member or administrator ends; or (3) the Board votes to remove the individual as an Officer.

Duties of the Chairman include but are not limited to: presiding at meetings; appointing committees; helping plan the agendas of meetings; executing documents requiring official signature where authorized by the Board to do so; coordinating the Board's evaluation of the President's job performance; calling Special Meetings and performing all other duties as prescribed by law or required by the Board.

Duties of the Vice-Chairmen include but are not limited to: presiding at meetings in the absence of the Chairman; serving as Chairman Pro Tem on a vacancy in the office of Chairman; leading special projects at the request of the Chairman, Executive Committee or full Board; and assisting the Chairman as needed.

Duties of the Secretary include but are not limited to: keeping accurate records of the proceedings of the Board; in the absence of the Chairman and Vice-Chairmen temporarily presiding at a Board of Trustees meeting in order to call for the election of a Chairman pro tem or Chairman; issuing calls to meetings as directed by the Chairman; arranging Board Appeal Committee hearings; attesting to and signing documents required to be executed on the Board's behalf; and assisting the Chairman as needed. In the absence of the Secretary, a Secretary Pro Tem will be elected or appointed by the Board Chairman or Board Committee Chairman.

Duties of the Treasurer include but are not limited to: having custody of the Academy's funds; maintaining accounting and other financial records; and reconciling balances, furnishing to the Board regular reconciliation, and maintaining the books in accordance with applicable law and generally accepted accounting principles.

10. Minutes of Meetings

a. Open Meetings

The Secretary shall keep, in an orderly and reliable manner, a record of the official acts of the Board of Trustees.

The minutes of each Board of Trustees meeting shall record the members present and absent; a summary of discussion on all matters proposed, deliberated or decided; a record of all motions made, showing the member making the motion, the second and the result of the vote, recording "yeas" and "nays" and "abstains" by name. The minutes, with any changes made by a motion properly made and carried, or as directed by the Chairman without objection, shall be approved by the Board at each meeting, and shall be signed by the Chairman and the Secretary.

The minutes of each Board Committee meeting shall record the members present and absent; a summary of discussion on all matters proposed, deliberated or decided; a record of all motions made, showing the member making the motion, the second and the result of the vote, recording "yeas" and "nays" and "abstains" by name. A draft of the minutes will be distributed to Committee members for their review and approval at the next Board Committee meeting. The Secretary will work with Committee members to resolve any question or dispute that may exist. If the question or dispute cannot be resolved informally, the Committee will resolve the matter by a vote. After the Committee approves the minutes, these shall be signed by the Secretary.

All minutes shall be in the custody of the Secretary. Open meeting minutes shall be available to citizens for inspection during regular business hours in the office of the Academy President, and in the presence of the Board Secretary, the Academy President or any Board member. Only approved minutes shall be made available to the public. The official record shall not be removed from the President's office except by a vote of the Board of Trustees.

b. Closed Meetings

The Secretary shall keep in a punctual, orderly and reliable manner, a general description of all issues discussed.

The minutes of each closed Board meeting shall record the members present and absent; a summary of discussion on all matters proposed, discussed, or deliberated. These minutes, with any changes made by a motion properly made and carried, or as directed by the Chairman without objection, shall be approved by the Board at each meeting and shall be signed by the Chairman and the Secretary.

The minutes of each closed Board Committee meeting shall record the members present and absent; a summary of discussion on all matters proposed, discussed, or deliberated. A draft of the minutes will be distributed to Committee members for their review and approval. The Secretary will work with Committee members to resolve any question or dispute that may exist. If this cannot be resolved informally, the Committee will resolve the matter by a vote. After the Committee approves the minutes, these shall be signed by the Secretary.

The Executive Committee of the Board shall review the minutes of all closed session meetings of the Board of Trustees or any Board Committee at least once every six months to determine whether or not they should be made available to the public for inspection. Minutes of closed meetings may become available to any person for inspection if the Executive Committee determines that it is no longer necessary to protect the public interest or the privacy of an individual by keeping them confidential. Once the Executive Committee has determined the minutes of a closed meeting should no longer be kept confidential, they shall become available for inspection by the public at the office of the Academy President during regular business hours in the presence of either the Board Secretary, the Academy President or any Board member.

11. Policies

Every Board Policy must be reviewed by its administrative leader on an annual basis to determine if any changes are needed. Recommendations for changes will be reviewed with the President and Executive Committee and slotted for Board review and action on the Consent Agenda or on the Regular Agenda as appropriate. Recommendations for continuation of Policies adopted or last amended more than four (4) years ago, and still appropriate as written, will be slotted for Board review and reaffirmation on the Consent Agenda. In addition, the Academy President will recommend new Policies for Board review and action as necessary and appropriate.

Any Board member may recommend or request Policy changes or new Policies to the Academy President, Executive Committee and Board; however, only the Board can direct Policy work by a majority vote of members present at a meeting.

Board Policies will be internally audited on a regular basis by the Board Secretary or designee who will report progress to the Executive Committee at least once a year. Board Policies not linked to laws or contracts may be temporarily suspended by a majority vote of members present at a meeting.

12. Amendments

This Policy's rules of procedure may be altered, amended, or repealed and new rules adopted at any meeting of the Board of Trustees by a majority vote of members present at a meeting.

ADOPTED: January 13, 1986
AMENDED: March 16, 1999
AMENDED: July 13, 1999
AMENDED: May 23, 2000

AMENDED: September 18, 2000
AMENDED: March 12, 2001
AMENDED: March 11, 2003
AMENDED: January 13, 2004
AMENDED: November 15, 2006
AMENDED: November 18, 2009
AMENDED: January 20, 2012