

**BOARD OF TRUSTEES
OF CHICAGO STATE
UNIVERSITY BYLAWS**

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BOARD OF TRUSTEES OF CHICAGO STATE UNIVERSITY BYLAWS

ARTICLE I. INTRODUCTION

SECTION 1. General Statement

In accordance with the Chicago State University Law (110 ILCS 660/5-1 *et seq.*) and related legislation, the State of Illinois charges the Board of Trustees of Chicago State University (hereafter also referred to as the “Board of Trustees”) with responsibility to operate, manage, control, and maintain Chicago State University (hereafter also referred to as the “University”) and assigns to it broad authority to discharge this responsibility. The Board of Trustees and Chicago State University shall operate in accordance with the laws of the State of Illinois and the United States, these Bylaws, and the duly approved governing board regulations and procedures. If inconsistencies arise, the most current applicable laws shall control the actions of the Board of Trustees and the University.

SECTION 2. General Concepts of the Bylaws

In order to discharge its statutory responsibilities, the Board of Trustees herewith establishes Bylaws intended to encourage efficiencies and facilitate its business. As a result of its statutory charge, the Board of Trustees is the final institutional authority and, therefore, its Bylaws, enabling legislation, governing board regulations and procedures have precedence over the Constitution, policies, and regulations of the University. The Board of Trustees delegates the conduct of administration and management to the President. It entrusts the conduct of teaching and research through the President to the University faculty. It encourages significant student participation in decision-making processes within limits of attainable effectiveness.

ARTICLE II. MEETINGS

SECTION 1. General

The Board of Trustees shall conduct its business and execute its responsibilities in conformity with the Chicago State University Law (110 ILCS 660/5-1 *et seq.*), as amended.

SECTION 2. Regular Session Meetings

- A. The Board shall convene at least quarterly each year on the campus of Chicago State University in Chicago, Illinois and at such place on a date and at a time set by the Chair of the Board or by a majority of the members of the Executive Committee of the Board. All regular sessions shall be open to the public and comply with the Illinois Open Meetings Act (5 ILCS 120/1 *et seq.*), as amended.
- B. Written notice of all regular meetings and of the proposed agenda shall be given by the Chair to each member of the Board, preferably at least ten days in advance of the meeting.

- C. The President's report and other meeting materials shall be distributed no less than seven (7) days prior to the meeting to Board Members, campus officers, and other interested parties at the President's discretion.

SECTION 3. Special Meetings

Special meetings of the Board of Trustees may be called by the Board Chair, Vice-Chair if there is a vacancy in the office of the Board Chair, or by request of no less than three voting members of the Board of Trustees. Notice of any special meetings shall be posted at least 48 hours prior to such meetings. Emergency meetings may be held as provided by state law and as soon as practical following the posting of the meeting.

SECTION 4. Closed Meetings

- A. The Board of Trustees may hold closed meetings to the public to discuss matters which are exempt from public discussion under the provisions of the Illinois Open Meeting Act. Closed meetings will be held upon a majority vote of a quorum present, taken at a meeting open to the public for which notice has been given.
- B. Minutes of closed minutes will be kept by the Secretary of the Board of Trustees or his/her designee and will be available for inspection only after the Board of Trustees determines, by periodic assessment, that confidentiality of such minutes is no longer required.
- C. Executive sessions of the board meetings will be closed. The President of the University shall attend all executive sessions unless excused. The Board of Trustees may approve the attendance of additional administrators or others at its discretion.

SECTION 5. Quorum

Unless otherwise provided by applicable law, the majority of the voting members of the Board of Trustees shall constitute a quorum to transact business. A smaller number may meet and adjourn to some other time or until a quorum is obtained.

SECTION 6. Special Attendance Circumstances

Once a quorum is established, action on the part of the members present may allow the physically absent members to participate by audio or video. If a quorum of the Board of Trustees specially empowered committee is physically present as required above, a majority of the Board of Trustees or committee may allow a member of that body to attend the open meeting by other means if the member is prevented from physically attending because of: (i) personal illness or disability; (ii) employment purposes or the business of the public body; (iii) a family or other emergency; or (iv) other reasons if permitted by applicable law. "Other means" is by video or audio conference. If a member wishes to attend a meeting by other means, the member must notify the meeting's Recording Secretary before the meeting unless advance

notice is impracticable. A majority of the Board of Trustees or committee may allow a member to attend a meeting by other means only in accordance with this provision of the Bylaws.

ARTICLE III. BOARD OPERATING PROCEDURES

SECTION 1. Rules of Order

Insofar as it is consistent with these Bylaws and applicable statutes, the current edition of Roberts Rules of Order shall govern the consideration of all business and debate in meetings of the Board of Trustees or its committees.

SECTION 2. Order of Business

At all regular meetings, and at special meetings where appropriate, the Board of Trustees shall observe the following order of business unless it is suspended or modified by a consensus of those voting members present:

1. Call to Order and Roll Call
2. Verification of Appropriate Notice of Public Meeting
3. Meeting agenda approval
4. Public Comment Period
5. Review and Approval of Previous Meeting Minutes
6. Presentation and Discussion of Items on Agenda
7. Review of Board Committees and Board Liaisons
8. Reports and Recommendations of the President of the University
9. Reports and Recommendations of the Chair of the Board

SECTION 3. Public Comment Period

- A. Right to Address the Board of Trustees.** The Board of Trustees welcomes constructive communications from members of the University community and the citizens of Illinois and each member shall be provided an opportunity to address the Board of Trustees in accordance with the rules established in the Illinois Open Meetings Act.
- B. Procedure.** A sign-up sheet shall be made available to the public at least thirty (30) minutes prior to the meeting of the Board of Trustees or committee subject to the Illinois Open Meetings Act.
- C. Allocation of Time.** The agenda for a Board or committee meeting subject to the Illinois Open Meetings Act shall provide for a public comment period. The Chair of the meeting will recognize speakers who have signed up to speak prior to the meeting. To ensure an orderly and timely meeting, the Chair may limit speakers to two (2) minutes, provided the total comment period shall be no less than twenty (20) minutes.

- D. Restriction of Comments.** The Chair shall restrict comments if laws, regulations, or pertinent policies restrict the Board or committee from receiving the proposed communication in a public forum.

SECTION 4. Voting

Each member of the Board of Trustees shall cast one vote. The Student Trustee may vote on matters allowed by law. All votes of the Board of Trustees shall be a voice vote, provided, however, any member may request a roll call vote of the membership on any questions. A simple majority vote of the quorum present and voting is required for any action and is sufficient unless otherwise required by law. The minutes should note those voting in favor, those voting against and those abstaining on any matter except on voice votes.

SECTION 5. Minutes and Proceedings

The Secretary of the Board of Trustees or his/her designee shall be responsible for the recording and preparation of the Minutes of Board meetings. Such minutes shall provide a reasonably detailed record of the meeting but shall not be verbatim. Once approved the minutes shall become the official corporate record of Board meetings and shall be compiled in annual proceedings covering the meetings of a single fiscal year.

ARTICLE IV. OFFICERS AND OTHER LEADERSHIP POSITIONS OF THE BOARD OF TRUSTEES

SECTION 1. Elected Officers and Terms of Office

The elected officers of the Board of Trustees shall consist of a Board Chair, Board Vice-Chair and Board Secretary, who shall be elected annually. All members of the Board of Trustees may be eligible for service as an officer with the exception of the Student Trustee who may not serve as Chair or Vice-Chair. In the interest of planning and continuity, the Board may simultaneously with an election pass a non-binding resolution to elect the same Board Chair and/or Vice-Chair at the next election. Provided, however, the positions of Board Chair and Vice-Chair and Secretary shall retain their office until a successor is elected. In case of a vacancy in an elective office, for any reason, the Board shall hold an election to fill the office for the unexpired term, or—at the Board’s option—for a one-year term starting on the date of the election.

SECTION 2. Appointed Officers, Fiduciary Roles and Terms of Office

The appointed officers of the Board of Trustees shall consist of Treasurer, Parliamentarian and Board Legal Counsel. The appointed officers of Treasurer and Parliamentarian shall be University staff members appointed by the Board of Trustees on the recommendation of the President and serve as ex-officio corporate officers and not as members of the Board of Trustees. The Board Legal Counsel shall be appointed by the Board of Trustees and is not required to be a University staff member. The Treasurer and Parliamentarian shall have a fiduciary duty to faithfully discharge their responsibilities to the Board of Trustees. Where a majority of the Board of Trustees determines it is necessary or appropriate, the appointed officers may be directed to serve the Board of Trustees in special roles and may have occasional

responsibilities or duties that relate exclusively to the Board of Trustees and be separate from their roles and reporting relationships as employees of the University.

Once appointed, these officers shall hold office until removed, they resign or their employment with the University is otherwise terminated.

SECTION 3. Removal From Office

Any elected or appointed officer, including the President, may be removed from office by vote at a regular or special meeting of the Board of Trustees, and must be preceded by the conveyance of notice to each board member and to the officer ten days prior to the meeting. Such notice shall clearly set forth the proposed action.

SECTION 4. Other Board Leadership Positions

In addition to the above officers, other board leadership positions shall be the elected delegate to the State Universities Civil Service System Board, appointed chairs of the Board standing committees, and appointed liaisons to the Chicago State Foundation. These positions shall be filled with voting members of the Board.

SECTION 5. Election of Officers

Elections of the Board of Trustees officers shall take place by secret ballot at the last quarterly meeting of the calendar year. Only the voting members of the Board of Trustees shall be entitled to cast votes in officer elections. The Secretary of the Board of Trustees in conjunction with the Board Legal Counsel shall tally the results of each election attempt, advise the Chair and the Board of the results and maintain the ballots as required by law or Board rule.

Officers will assume their duties at the next business day following the election. Voting members shall be entitled to vote, including members whose terms have expired if the Governor and Senate have not acted to fill the vacancy. Elections shall not be postponed because of such terms of gubernatorial or Senate action on appointments.

SECTION 6. Duties of Officers

A. Board Chair. The trustee elected to serve as “president” of the board shall be known and referred to as the Chair of the Board of Trustees. It shall be the duty of the Chair to:

- Preside at all board meetings, with full power to discuss and vote on matters before the Board.
- Serve as a member and presiding officer of the Board of Trustee Executive Committee and as an ex-officio member of all board standing committee.
- Appoint the chairs of the Board standing committees and make committee assignments from the board membership.

- Sign, with the Secretary of the Board of Trustees as attesting official, any contracts and other legal documents approved by the Board, provided others delegated by the Board may sign such documents in accordance with their respective delegations.
- Coordinate board business with the President and foster communications among board members.
- Engage in external activities on behalf of the Board and the University, and represent the Board and the University in ceremonial capacity at public functions.
- Sign all contracts and other instruments requiring execution on the part of the Board and shall discharge any other duties usually devolving upon a presiding officer, unless it is otherwise ordered.
- Considered the spokesperson for the board.

B. Board Vice-Chair. The trustee elected to serve as Board Vice-Chair shall:

- Serve as presiding officer of the Board of Trustees in the absence of the Board Chair with full power to vote on and discuss all matters before the Board and to vote when necessary to break a tie.
- Serve as a member of the Board's Executive Committee.
- Assist the Board Chair in facilitating communications among board members and in identifying and developing board leadership.
- Assist the Board Chair in external relations and in representing the board and the University in a ceremonial capacity at public functions.

C. Secretary. The trustee elected to serve as Board Secretary shall:

- Serve as a member of the Board's Executive Committee.
- Sign as attesting official, with the Board Chair, any contracts and other legal documents approved by the Board, provided others delegated by the Board may sign such documents in accordance with their respective delegations.
- Determine that the minutes and records of the proceedings of the Board are kept, published, and distributed as required by law.
- Maintain a record of the names of all members of the Board of Trustees, the dates of their appointments, and the dates of the expiration of their

terms of office. The Secretary shall also maintain a record of Board officers and terms of elective/appointed office.

D. President. The President of the University shall be appointed by the Board of Trustees and report directly to the Board of Trustees. The President of Chicago State University shall be the Chief Executive Officer of the University. The President's duties are those prescribed by the Board. The President shall:

- Have the authority and responsibility, within the framework of policies established by the Board of Trustees for the organization, management, direction and general supervision of the University and shall hold office subject to the pleasure of the Board of Trustees.
- Transmit all communications related to official University business from any faculty member, officer, or other employee of the University to the Board of Trustees.
- Transmit all rules, regulations, directions, orders or instructions of the Board of Trustees or any committee or member thereof, to any faculty member, officer, or other employee.
- Be responsible for keeping the Board of Trustees informed of campus interests, concerns, and needs, and shall then be responsible for communicating with board members and for coordinating board reviews and actions.
- Serve as *ex-officio* non-voting member of the Board of Trustees and its Executive Committee.

E. Treasurer. The trustee elected to serve as Treasurer shall be the general custodian of all the funds and securities belonging to the University, and shall give bond for the faithful performance of the duties and the proper accounting and delivery thereof, whenever required and with such security as may be approved by the Board of Trustees. Such bond shall be in such amount as the board may require, but not for less than two hundred and fifty thousand dollars (\$250,000.00). The treasurer shall:

- Be responsible for complying with various financial requirements of bond resolutions, oversight of investment and banking relationships, and coordination and development of information for bond holders.
- Make a financial report to the Board reflecting securities held and all receipts and disbursements on an annual basis, or as required.
- Provide for the orderly reimbursement or payment, consistent with state law, for Board member travel and expenses, and establish necessary procedures incident thereto.

- Exercise direct or facsimile signature authority, as authorized and appropriate, on necessary certificates or contracts and other documents approved by the Board of Trustees on behalf of the Board Chair or the Secretary.
 - Serve as an *ex-officio* member of the Finance and Audit committee.
- F. Parliamentarian.** The Parliamentarian shall be the University's General Counsel who advises the Board Chair and the University President on matters of parliamentary procedure.
- G. Board Counsel.** The Board Counsel shall be the general legal officer of the Board of Trustees, and shall serve as legal advisor to the Board of Trustees. The Board Counsel shall represent the Board of Trustees in all legal proceedings, unless otherwise provided.
- H. Standing Committee Chairs.** The Standing Committee Chairs shall:
- Preside over committee meetings.
 - Prepare reports of committee meetings to be presented to the Board of Trustees, such reports to include notation of the committee members present, description of the agenda covered, and a summary of decisions and recommendations of the committee.
 - Keep informed of the major issues, actions, and needs of the University in the areas of responsibility covered by the committee.
 - Work with the President and staff in formulating agendas and preparing for meetings.
 - Maintain communications with other members of the committee and work to keep them informed of issues and needs.

ARTICLE V. BOARD COMMITTEES

SECTION 1. Executive Committee

A. Purpose

The Executive Committee functions as an instrument of the Board and may act on behalf of the Board when the Board is not in session or at the request of the Board of Trustees.

B. Membership

The Executive Committee shall be comprised of the Board Chair, the Board Vice-Chair, the Board Secretary, and a Member of the Board elected by the Board. The President shall be a

non-voting member of the Committee. The Board Chair shall preside during meetings of the Executive Committee.

C. Meetings

The Executive Committee shall meet upon the request of the Board Chair, the President, or any two of the members of the Committee.

D. Responsibilities

Between meetings of the Board, the Executive Committee may discuss and act upon all matters pertaining to the Board of Trustees and Chicago State University except policy changes. It shall possess all the powers of the Board when in session, provided that it shall not overrule, revise or change the previous acts of the Board, or take from regular or special committees any business referred to them by the Board. The Executive Committee will take action only on routine matters that require Board action between regular Board meetings or on other matters when specifically requested to do so by the full Board. At any time, the full Board has the authority to take up and matter expressly designated for consideration by the Executive Committee.

The Committee shall have the power to make final determinations as to matters of the Board of Trustees, provided its acts shall not conflict with action taken by the Board of Trustees. Actions of the Committee normally shall be reported to the full Board at the next meeting of the Board and entered in the minutes of that meeting.

SECTION 2. Academic and Student Affairs Committee

A. Purpose

The Academic and Student Affairs Committee shall review policy concerns and transactions related to academic programs and student affairs.

B. Membership

The Academic and Student Affairs Committee shall be comprised of two voting Members of the Board selected by the Board Chair, including the Student Trustee. For matters involving issues that the student trustee cannot vote on as permitted by law, the Board Chair will vote in his/her stead. The Board Chair, the President and the Provost shall serve as ex officio members, the first being able to vote to break a tie and the second and third without vote. The Board Chair shall designate one member of the Committee to serve as its chair. The Provost shall provide the Committee such additional staff assistance as needed.

C. Meetings

The Academic and Student Affairs Committee shall meet monthly or more frequently when needed. Committee meetings will be scheduled so as to facilitate timely review of matters under consideration by the Board of Trustees.

D. Responsibilities

The Academic and Student Affairs Committee shall counsel, advise and make recommendations to the Board of Trustees on matters concerning faculty, academic programs, academic quality, enrollment management and the student environment at the University. Fulfill all other responsibilities assigned by the Board of Trustees, as needed.

SECTION 3. Finance and Audit Committee

A. Purpose

The Finance and Audit Committee shall review policy concerns and transactions related to financial affairs and internal controls of the University and to provide the Board its advice and counsel relative to such matters.

B. Membership

The Finance and Audit Committee shall be comprised of at least two voting Members of the Board selected by the Board Chair. The Board Chair, President, Chief Financial Officer, and Chief Internal Auditor shall serve as ex officio members. The Board Chair may cast a vote to break a tie. The Board Chair shall designate one member of the Committee to serve as its Chair. The Chief Financial Officer shall provide such additional staff assistance as needed.

C. Meetings

The Finance and Audit Committee shall meet monthly or more frequently when needed. Committee meetings will be scheduled so as to facilitate timely review of matters under consideration by the Board of Trustees.

D. Responsibilities

The Finance and Audit Committee shall oversee the work of the internal and external auditors, including the review and approval of annual audit plans and staffing of audits; review internal controls, accounting, and reporting practices of the University to ensure those practices provide for proper accountability; review recommended budgets for operations and capital, including the requests for operations and capital budgets; and review proposed financing activities. It is charged with bringing any information on problems or irregularities in these areas to the Board of Trustees, as necessary. Fulfill all other responsibilities assigned by the Board of Trustees, as needed.

SECTION 4. Legal, Legislative and Human Resources Committee

A. Purpose

The Legal, Legislative and Human Resources Committee shall review concerns and transactions related to legal affairs, legislative matters and personnel administration.

B. Membership

The Legal, Legislative and Human Resources Committee shall be comprised of two voting Members of the Board selected by the Board Chair. The Board Chair, the President, General Counsel and Director of Human Resources shall serve as ex officio members. The Board Chair may cast a vote to break a tie. The Board Chair shall designate one member of the Committee to serve as its chair. Additional staff assistance will be provided as needed.

C. Meetings

The Legal, Legislative and Human Resources Committee shall meet monthly or more frequently when needed. Committee meetings will be scheduled so as to facilitate timely review of matters under consideration by the Board of Trustees.

D. Responsibilities

The Legal, Legislative and Human Resources Committee shall advise and make recommendations to the Board of Trustees on matters concerning legal affairs, personnel administration, state and federal legislation, administrative agency activity and statutory or policy regulations at the state and federal levels that impact University interests. Fulfill all other responsibilities assigned by the Board of Trustees, as needed.

SECTION 5. Facilities and Operations Committee

A. Purpose

The Facilities and Operations Committee shall review policy concerns and transactions related to physical facilities and operations, and to provide the Board of Trustees advice and make recommendations related to such matters.

B. Membership

The Facilities and Operations Committee shall be comprised of two voting Members of the Board selected by the Board Chair. The Board Chair and the President shall serve as ex officio members. The Board Chair may cast a vote to break a tie. The Board Chair shall designate one member of the Committee to serve as its chair. Additional staff assistance will be provided as needed.

C. Meetings

The Facilities and Operations Committee shall meet monthly or more frequently when needed. Committee meetings will be scheduled so as to facilitate timely review of matters under consideration by the Board of Trustees.

D. Responsibilities

The Facilities and Operations Committee is responsible for the oversight of all infrastructure, physical plant, environmental, safety and security of the University. Fulfill all other responsibilities assigned by the Board of Trustees, as needed.

SECTION 6. Ad Hoc Committees

Each member of the Board shall serve on at least one Board Standing Committee. Special purposes or ad hoc committees may be established by the Board either at the discretion of the Board Chair or on motion properly put and approved by the Board of Trustees. Such committees shall remain in existence only so long as warranted by their assigned purpose or charge. Their operations shall be consistent with state laws on open meetings and applicable Board Bylaws, Regulations and Procedures.

ARTICLE VI. CONFLICTS OF INTEREST

Members of the Board of Trustees, officers of the Board, officers of the University, and employees of the Board of Trustees of Chicago State University must conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of the Chicago State University organization. A conflict of interest is present whenever a Trustee, officer, or employee has a material personal or financial interest in a proposed contract or transaction to which the corporation is a party. This interest can occur either directly or indirectly; the Trustee or officer may be personally involved with the transaction, or may have an employment or investment relationship with an entity with which the corporation is dealing, or it may arise from some family relationship.

Any duality on the part of any Trustee or officer shall be disclosed to the Board of Trustees, and made a matter of record through an annual procedure and also when the interest becomes a matter of Trustee or officer action. In general, a Trustee's or officer's conflict will be cleared of any consequence by, first, full disclosure and, second, approval or ratification of the subject action by a disinterested majority of Trustees. Any Trustee having a duality of interest shall not vote or use personal influence on the matter, and shall not be counted in determining the quorum for the meeting. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.

Any new Trustee or officer will be advised of this Bylaw restriction upon accepting of the duties of office.

ARTICLE VII. INDEMNIFICATION

SECTION 1.

Subject to applicable law and the terms and conditions of the Board of Trustees Insurance Program, the Board of Trustees shall indemnify each present or former Trustee, officer, employee, and agent of the Board, except independent contractors, against all expenses which may be reasonably incurred or paid in connection with any claim, actual or threatened action,

suit, proceeding, or investigation (civil, criminal or other including appeals) in which he or she may be involved by reason of being or having been a Trustee, officer, employee, or agent; or was serving at the written request of the Board as a director or officer of any other corporation, partnership, joint venture, trust; or other cooperative, consortium or enterprise; or by reason of any action or omission or alleged action or alleged action or omission (including those antedating the adoption of the Bylaw) in any official or personal capacity; and against any amount or amounts that may be paid (other than the Board) in reasonable settlement of any claim, action, suit, or proceeding where it is in the interest of the Board that settlement be made.

SECTION 2.

In cases where an action, suit, or proceeding advances to final adjudication, indemnification shall not extend to matters when it has been adjudicated that the Trustee, officer, employee, or agent is liable for misconduct in the performance of his or her duties to the Board. Neither a judgment of conviction nor the entry of any plea in a criminal case shall in and of itself be deemed an adjudication that the Trustee, officer, or agent was liable for misconduct in the performance of duties to the Board if he or she acted in good faith, for a purpose which he or she reasonably believed to be in the best interests of the Board, and was not aware that the conduct was unlawful.

SECTION 3.

The determination of whether a settlement was reasonable and in the interest of the Board or whether the Trustee, officer, employee, or agent acted in good faith for a purpose which he or she reasonably believed to be in the best interests of the Board and was not aware that the conduct was unlawful may be made by a majority of the disinterested Trustees acting on the proposal though less than a quorum, or by one or more disinterested persons to whom the question may be referred by the Board of Trustees.

SECTION 4.

As used in this Article of the bylaws, the term, "expenses" includes without limitation, attorneys' fees, costs, judgments, fines, penalties, and other liabilities.

SECTION 5.

The rights of indemnification provided for are severable, are not exclusive of other rights to which any Trustee, officer, or agent may now or hereafter be entitled, and continues in effect notwithstanding the fact that the individual ceases to be a Trustee, officer, employee, or agent at the time the action is instituted, while it is pending or after the judgment is rendered.

SECTION 6.

The indemnification referred to above covers the conduct of the Trustee, officer, employee, or agent which occurred both before and after the adoption of this Article of the Bylaws and shall inure to the benefit of his or her estate.

SECTION 7.

If any part of these Bylaws or any payment made pursuant to the indemnification of a Trustee is for any reason is held to be invalid, the remaining provisions of this Article of the Bylaws are not otherwise affected but remain in full force and effect.

ARTICLE VIII. ADOPTION, REVIEW AND AMENDMENT OF BYLAWS

Bylaws may be adopted at any regular meeting by majority vote of the voting membership of the Board. The Bylaws shall be reviewed periodically as needed.

Articles of the Bylaws of the Board of Trustees may be amended at any regular or special meeting of the Board of Trustees by majority vote of the total voting membership of the Board, provided that notice of the intention to amend the Bylaws shall have been given to the members of the Board of Trustees prior to the meeting. Such notice shall provide so far as possible the exact wording of the proposed amendment.