



Illinois State Charter School Commission

**BYLAWS OF THE
ILLINOIS STATE CHARTER SCHOOL
COMMISSION
AS AMENDED
OCTOBER 15, 2013**

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ILLINOIS STATE CHARTER SCHOOL COMMISSION**

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ARTICLE I

OBJECT

Public Act 97-152 establishes the State Charter School Commission and states that it is responsible for authorizing high-quality charter schools throughout this State, particularly schools designed to expand opportunities for at-risk students.

ARTICLE II

POWERS AND DUTIES

The State Charter School Commission shall have such powers and duties as may be specified from time to time in the School Code (105 ILCS 5/1 *et seq.*) or other applicable laws of the State of Illinois or the United States of America.

ARTICLE III

MEMBERSHIP

A. Members and Terms

1. The members of the State Charter School Commission shall be appointed by the Board of Education as set forth in Article 27A7.5 of the School Code.
2. The Board shall consist of nine (9) members
3. Vacancies and renewal of terms shall be filled by appointment by the State Board of Education, pursuant to Article 27A-7.5 of the School Code.
4. All terms shall be for four years, except that the initial terms of the nine members appointed to the Commission pursuant to Public Act 97-152 shall be as set forth in Article 27A-7.5(e).

B. Qualifications and Ethics Requirements

1. The members of the State Charter School Commission shall collectively possess strong experience and expertise in public and nonprofit governance, management and finance, public school leadership, higher education, assessments, curriculum and instruction, and public education law.

2. All members of the State Charter School Commission shall abide by the Board's adopted Code of Conduct attached hereto as Exhibit A, the Conflicts of Interest Policy attached hereto as Exhibit B, and all requirements set forth in the State Officials and Employees Ethics Act..

C. Reimbursement of Expenses

1. Members shall be reimbursed for all ordinary and necessary expenses incurred in performing their duties as members of the Commission. All such reimbursement for expenses shall be consistent with the laws, policies and requirements of the State of Illinois and the State Charter School Commission.

ARTICLE IV

OFFICERS

A. Elective Officers

1. The officers of the State Charter School Commission shall be a Chairperson, Vice-Chairperson, and Secretary.
2. Except for the selection of the initial Chairperson by the State Board of Education, the Chairperson, Vice-Chairperson and Secretary shall be elected from among, and by the membership of the State Charter School Commission. The election of the initial Vice-Chairperson and Secretary shall take place within ninety days of the establishment of the Commission. Thereafter, election of the Chairperson, Vice-Chairperson and Secretary shall take place biennially in February of even-numbered years.
3. A Nominating Committee recommended by the Board Chairperson and voted upon by the Commission, shall recommend in January of even-numbered years a slate of elective officers to the Board for its consideration in February. Nominations may also be made from the floor. The elective officers shall be elected by roll call ballot.
4. Except for the terms of the initial Chairperson, Vice-Chairperson and Secretary, the terms of the Chairperson, Vice-Chairperson and the Secretary shall be for two years, beginning immediately following their election. The Vice-Chairperson and the Secretary shall serve for no more than two consecutive terms in the same office. There is no limit on terms served by the Chairperson. Only members may serve as Officers. Members may be appointed to an office regardless of the remainder of time left in their term at the time of appointment.
5. Vacancies occurring in the elected offices of the Commission shall be filled by the Commission at the next regular or special meeting thereof for the unexpired term of such officer, by nominations submitted by the Nominating Committee last appointed.

B. Duties

1. The Chairperson shall preside over all meetings of the Commission, call meetings as herein provided, appoint the members and chairs of all Standing and Temporary committees and advisory bodies, represent the Commission in ceremonial and other appropriate situations, appoint Commission members to act on behalf of the

Commission in specified circumstances, and perform such other duties as may be vested in him or her by the Commission.

2. The Vice-Chairperson shall preside over all meetings in the absence of the Chairperson and perform such other duties as may be vested in him or her by the Chairperson or the Commission.
3. The elected Secretary shall review the record of proceedings at all regular, special and emergency meetings of the Commission, take the record of the proceedings at closed meetings of the Commission, and perform such other duties pertaining to the office as the Commission may from time to time direct. In the event that the Secretary is absent from any regular or special meeting of the Commission, the Chairperson shall appoint a Commission member in attendance at that meeting to serve as Secretary *Pro Tem*.
4. *Members of the Commission, shall, as a duty of service, commit in writing to the Code of Conduct attached hereto as Exhibit A, and endeavor to: (1) attend 80% of Commission Meetings annually; (2) serve on at least one Standing Committee; and (3) serve as a hearing officer, provider of testimony, representative on other appointed task forces or similar bodies, or such other public duties as the Commission may require of its members from time to time. When a Commissioner is not in compliance with the foregoing provisions, the Chairperson may report in writing such matters to the Governor and the State Board.*

ARTICLE V

MEETINGS

A. Regular Meetings

1. The Commission shall meet at least quarterly unless otherwise provided by the Commission.
2. At the beginning of each calendar year, the Commission shall have prepared and made public a schedule of all regular meetings, including the dates, time and location of said meetings. If a change is made in regular meeting dates, at least ten (10) days' notice of such change shall be given in accordance with Section 2.03 of the Open Meetings Act.
3. At least three days before the date of a regular meeting, the members shall be given written notice* containing the time, place, and agenda for the meeting, and other related and necessary material. The notice will be sent to each member of the Commission at the address provided by the member. Attendance at a meeting shall constitute waiver of notice thereof, except where a member attends a meeting for the express purpose of objecting to the holding of the meeting because the meeting is not lawfully called or convened.

* All references to written notice shall be interpreted as including electronic mail.

B. Special and Emergency Meetings

1. Upon the call of the Commission Chairperson or the request of at least one-third of the members of the Commission, special meetings may be held to conduct the business of the Commission.

2. At least three days in advance of the special meeting, the members of the Commission shall be provided with written notice containing the time, place, and purpose of the special meeting, the names of the Commission members who called the meeting, and other related and necessary materials.
3. The Commission shall consider only those matters included in the call and set forth on the agenda for the special meeting of the Commission.
4. Emergency meetings of the Commission may be called in the event of a *bona fide* emergency. Notice to Commission members for emergency meetings shall be issued in writing as soon as is practical in advance of the emergency meeting. The written notice shall include the time, place and purpose of the emergency meeting.
5. During emergency meetings, the Commission shall consider only those matters directly related to the call for the emergency meeting.

C. Meetings Open to the Public--Open Meetings Act

1. All regular, special and emergency meetings of the Commission and its committees (a) shall be open to the public and the press, unless the Commission or one of its committees takes action to go into closed session in accordance with the Open Meetings Act; and (b) may take place in the traditional face to face manner, by teleconference or video conference, subject to the physical presence requirements set forth in Sections 2.01 and 7 of the Open Meetings Act (5 ILCS 120/2.01 & 7).
2. Subject to Sections 2.01 and 7 of the Open Meetings Act (5 ILCS 120/2.01 & 7), a quorum of members of the Commission or one of its committees must be physically present at the location of an open meeting. If, however, an open meeting is held simultaneously at one of the state educational agency's offices and one or more other locations in a public building, which may include other of its offices, through an interactive video conference and the Commission or committee provides public notice and public access as required under the Open Meetings Act for all locations, then members physically present in those locations all count towards determining a quorum. "Public building" means any building or portion thereof owned or leased by any public body.
3. To the extent the physical presence requirements of Section 2.01 and 7 of the Open Meetings Act are applicable, if a quorum of the members of the Commission or one of its committees is physically present as required by Section 2.01 of the Open Meetings Act, a majority of the Commission or the relevant committee may allow a member of that body to attend the meeting by other means (i.e., video or audio conference) if the member is prevented from physically attending because of: (a) personal illness or disability; (b) employment purposes or the business of the public body; or (c) a family or other emergency. If a member wishes to attend a meeting by other means, the member must notify the staff Secretary (designated in Section V.G of these Bylaws) within 24 hours before the meeting unless advance notice is impractical. Such notice may be made by electronic means and must include the reason for the request and the specific exception under which it falls. The Commission or committee must then take a roll call vote at the outset of such meeting to determine whether to permit such member to attend by other means (the requesting member may vote and such vote shall be counted towards the majority required for permission). Any member attending a meeting by other means must identify himself or herself any time he or she speaks during such meeting.

4. Closed sessions of the Commission and its committees may be convened only for the purposes authorized in Section 2(c) of the Open Meetings Act, 5 ILCS 120/2(c). No final action may be taken during closed session. Final action on any matter discussed during closed session shall be preceded by a recital in open session on the matter being considered and other information that will inform the public of the business being conducted. (5 ILCS 120/2(d))
5. The Commission shall ensure that public notice is given regarding all regular, special and emergency sessions of the Commission. Such public notice shall be made in the manner established by law no less than 48 hours prior to regular or special meetings and as soon as practical for emergency meetings (but in any event, prior to the holding of such meeting).
6. Any person or organization may request regular notification of the time, location and purpose of Commission meetings. In addition to such notice, copies of the meeting agendas and materials shall be provided consistent with individual requests.
7. Three or more Commission members may not gather for the purpose of discussing Commission business without adhering to the requirements of the Open Meetings Act.

D. Location of Meetings

1. The meetings of the Commission shall be held throughout the State, at locations determined in advance by the Commission.
2. In the event that the Commission or one of its committees meets via video conference, a location shall be identified at which the public may have an opportunity to watch and/or listen to the proceedings.

E. Agenda

1. The Chairperson shall have prepared, in writing, the agenda for regular, special and emergency meetings.
2. The agenda for regular meetings of the Commission shall include, but not be limited to, the following items: Call to Order and Roll Call, Pledge of Allegiance, Consideration of and Possible Actions on Any Requests for Participation in Meeting by Other Means, Approval of Minutes, Reports of the Chairperson, Items for Commission Action, Public Participation, Committee and Commission Member Reports, and Information Items. The order of business shall be determined during the preparation of the agenda for each meeting, but may be modified at the discretion of the Chairperson during the course of the meeting.
3. The Public Participation agenda item for regular meetings of the Commission shall include an opportunity for members of the public to present to the Commission their comments and recommendations on educationally-relevant issues. Public participation in the Commission meeting shall be in compliance with policies and procedures adopted by the Commission.
4. The Commission shall provide an opportunity for public participation during special and emergency meetings, provided that such public commentary is directly relevant to the issues on the agenda. Public participation in such special and emergency meetings of the Commission shall be in compliance with policies and procedures adopted by the Commission.

5. The agenda and order of business shall be included in the notice for each regular, special and emergency meeting. The Commission shall not take action on any item unless the subject is identified on the published agenda. However, the Commission may consider (without taking action on) items not specifically set forth on a regular meeting agenda.

F. Quorum/Voting Procedures

1. A quorum of the Commission is defined as a simple majority of the actual number of Commissioners appointed and confirmed at the time of the meeting in question.
2. A majority vote of the members appointed, confirmed, and serving on the Commission, and present and attending the Commission Meeting at the time of the vote, is required to approve any action except that no action shall be approved with less than 4 votes.
3. A Commission member may vote by telephone or video conference provided that he or she is permissibly present under Sections 2.01 and 7 of the Open Meetings Act (5 ILCS 120/2.01 & 7) and Section V.C of these Bylaws and fully participates in the discussion leading to the specific vote and casts his or her own vote. Votes may not be cast by proxy nor in any other form except by personal participation.
4. Every motion or resolution adopted by the Commission shall be taken by determining the ayes and nays. A voice vote may be taken on any motion or resolution except for those involving the expenditure of money, decisions concerning appeals or renewals, action to permit a Commission member's attendance by other means (as discussed in Section V.C of these Bylaws), the convening of a closed session of the Commission or the election of officers. A member may request that any motion or resolution be voted upon by call of the roll.
5. The voting order of members for roll call votes shall be determined in relation to the maker of the motion, with that Commission member casting the first vote and subsequent votes taken by calling upon the next person in alphabetical order from the person first to vote.

G. Minutes

1. Minutes shall be taken of all regular, special and emergency meetings, whether open or closed, and a verbatim record shall be made of all closed meetings in the form of an audio or video recording. Minutes shall include, but not be limited to: (i) the date, time and place of the meeting; (ii) the members of the public body recorded as either present or absent and whether the members were physically present or present by means of video or audio conference; and (iii) a summary of discussion on all matters proposed, deliberated, or decided, and a record of any votes taken.
2. The Commission shall biennially designate a staff Secretary to the Commission who shall, on behalf of the elected Secretary, take and record the roll of members present at all regular, special and emergency meetings of the Commission, record the minutes of these meetings, record the votes for all motions for which a roll call vote is to be taken, keep the official records of the Commission, and perform such other duties as are assigned. The elected Secretary shall record the minutes of all closed sessions held by the Commission.
3. All minutes of regular, special and emergency meetings of the Commission shall be approved by action of the Commission. These minutes shall be prepared and submitted

in draft form to the members in advance of the date at which the minutes shall be considered for corrections, changes, additions, and final approval.

4. After the Commission has approved the minutes of regular, special and emergency Commission meetings, the minutes shall be available to the public in accordance with the Open Meetings Act. (5 ILCS 120/2.06(b))
5. Once every six (6) months, the Commission shall review the minutes of all closed meetings and make a determination, to be reported in open session, that (i) the need for confidentiality still exists as to all or part of those minutes, or (ii) the minutes or portions thereof no longer require confidential treatment and are available for public inspection. (5 ILCS 120/2.06(d))

ARTICLE VI
COMMITTEES

A. Standing Committees

1. The Commission shall maintain and charge standing committees as it determines.
2. The Commission, effective October 2013, maintains three (3) Standing Committees: (1) School Operations; (2) Commission Operations; and (3) External Relations.

B. Membership of Standing Committees

1. Biennially, the Board Chairperson shall call for volunteers and thereafter appoint or reappoint all members and designate the Chairperson of the standing Board Committees. The appointments shall be made no later than March 1 of even-numbered years and take effect on March 1 of that same year.
2. Any vacancies in the membership of these committees which may occur prior to the annual appointment or reappointment of committee membership shall be filled by appointment of the Board Chairperson. The Committee Chairperson and members of standing committees shall serve for two-year terms, with no limit on the renewal of said terms.
3. Each Committee shall consist of at least one Chairperson and two (2) other members. Each member must be a member of at least one Standing Committee, and may choose to serve on more committees voluntarily or by request of the Chairperson of the Commission.

C. Temporary Committees and Advisory Bodies

1. The Chairperson may establish temporary committees and advisory bodies through written notice to the other Commission members. Membership of temporary committees shall consist solely of Commission members. Membership of advisory bodies may include non-members of the Commission.
2. The written notice from the Chairperson shall specify the charges to and membership of a temporary committee or advisory body. The Chairperson shall regularly request reports to the Commission concerning their activities, and shall dissolve them when their specific charges have been completed. The Chairperson may fill any vacancies in committee or advisory body membership which may occur.

D. Committee and Advisory Body Meetings and Procedures

1. Committee and advisory body meetings will be held in conjunction with regular meetings of the full Commission or at the call of either the committee chairperson or one-third of the committee members.
2. At least three days before each committee or advisory body meeting, the members shall be given notice of the time, place, and agenda of the meeting.

3. Except as allowed by law, all committee and advisory body meetings shall be open meetings in accordance with the Open Meetings Act and Section V.C of these Bylaws.
4. Committees and advisory bodies may conduct their business in meetings of two or more members. A majority of members must approve recommendations to the State Charter School Commission.
5. A record shall be taken of all committee and advisory body meetings in accordance with Section V.G of these Bylaws.
6. All committees and advisory bodies may conduct public hearings relevant to their responsibilities.

ARTICLE VII

PARLIAMENTARY AUTHORITY

Commission Meetings shall be conducted according to procedures established by the Commission, with parliamentary questions to be resolved by reference to the current edition of *Robert's Rules of Order*.

ARTICLE VIII

INDEMNIFICATION

The Commission shall seek from the Office of the Attorney General the indemnification of all of its present and former members to the fullest extent permitted from time to time by the State Employee Indemnification Act (5 ILCS 350/0.01 *et seq.*), or any successor thereto.

ARTICLE IX

AMENDMENTS

Except for those sections prescribed by law, the Bylaws may be amended at a regular or special meeting of the Commission by a vote of six Commission members provided such amendments have been filed with the Commission staff Secretary, in writing, fourteen (14) days prior to such meeting. The staff Secretary shall electronically mail a copy thereof to each member of the Commission.

EXHIBIT A
STATE CHARTER SCHOOL COMMISSION CODE OF CONDUCT

Reaffirmed October 15, 2013

The Illinois State Charter School Commission recognizes its responsibility to lead the effort to provide an excellent education for every child in Illinois. The task demands the highest standards of professional and ethical conduct to inspire confidence that this Commission will meet the goal. As a member of this Commission, I shall do my best to meet these standards:

1. To devote the time, thought and study needed to perform in an exemplary manner my responsibilities as an educational leader, state policy maker and steward of public funds, all in compliance with standards set forth in Article IV.B.4 of the Commission's By-Laws.
2. To work with fellow Commission members in a spirit of harmony and cooperation in spite of difference of opinion that may arise during vigorous debate.
3. To base my personal decisions upon all available facts and upon the best thinking that emerges from Commission debate; to vote my honest conviction in every case, un-swayed by partisan, regional, or other bias; and once the decision has been made, to abide by and uphold the final majority of the Commission.
4. To remember that I have no legal authority as an individual outside the meetings of the Commission; to conduct my relationships with Commission staff, the public and the media in a manner which is consistent with this fact; and to avoid speaking or giving the appearance of speaking for the Commission except when either representing an adopted position of the Commission or when designated as its spokesperson.
5. To avoid circumstances that present conflicts of interest or even the appearance of impropriety with respect to my position as a member of the State Charter School Commission.
6. To maintain strict confidentiality regarding Commission information and executive session matters until privileged information becomes public knowledge.
- 7/ To acknowledge that in the event that I willingly, or as forced by circumstance, fail to adhere to the letter and spirit of the Commission's Code of Conduct, that the Chairperson of the Commission may report said matters to the Governor and the State Board of Education with recommendations for removal or other appropriate action.

Signature of Commissioner & Date

EXHIBIT B

STATE CHARTER SCHOOL COMMISSION CONFLICTS OF INTEREST POLICY

AS

1.1. Definitions. The following Conflicts of Interest Policy shall apply to any matter in which a Commission member has or may have a conflict of interest. A member has a conflict of interest in a matter if the member's interest, either through business, investment or family, might reasonably create the appearance of or result in;

1. using public office for direct or indirect private gain;
2. giving preferential treatment to any organization or person;
3. losing independence or impartiality of action;
4. making a government decision outside official channels; or
5. adversely affecting the confidence of the public in the integrity of the Commission.

1.2. Disclosure. Prior to the Commission taking action on a matter in which a Commission member has or may have a conflict of interest, the interested Commission member shall disclose such interest to the other Commission members and all material facts relating thereto.

1.3. Determination of Potential Conflict of Interest. A Commission member may use any one of the following procedures to determine whether an interest constitutes a conflict of interest:

- i. The member may request a determination from the General Counsel of the State Charter School Commission;
- ii. The member may ask the Commission to determine whether such an interest constitutes a conflict of interest. The Commission shall ask the member with the potential conflict of interest to leave the meeting during such discussions or deliberations on whether a conflict of interest exists. The member with the potential conflict of interest may be counted in determining the existence of a quorum at any meeting of the Commission where the interest is discussed but shall not vote on whether a conflict exists. A majority of the non-interested Commission members present at a meeting at which a quorum is present must determine whether a conflict exists; or
- iii. The member with the potential conflict of interest may indicate his or her willingness to follow the procedures set forth in Section 1.4 of this Policy absent a determination by the Commission that a conflict of interest exists.

1.4. Procedure When Conflict of Interest Determined. Upon the Commission's determination that a conflict of interest exists:

- i. The Chairperson may appoint a non-interested person to investigate alternatives to the proposed transaction or arrangement;
- ii. The Commission must approve the matter involving the conflict of interest by a majority vote of non-interested members as being in the best interest of the Commission and for the Commission's own benefit; and

- iii. The member with the conflict of interest shall not be present for discussion or vote regarding the matter.

1.5. Procedures for Adequate Record Keeping. The minutes of the meeting of the Commission shall include: (i) the names of the member(s) who disclosed an actual or potential conflict of interest, the nature of the conflict of interest, and whether the Commission determined there may be a conflict of interest; and (ii) the names of the members who were present for discussion and votes relating to the matter, the content of these discussions, and a record of the vote.