



Illinois State Charter School Commission

**BYLAWS OF
THE
ILLINOIS STATE CHARTER
SCHOOL COMMISSION
AS AMENDED
MAY 22, 2018**

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ARTICLE I

NAME

The name of this agency shall be the Illinois State Charter School Commission, and shall be denoted as the “Commission” or “SCSC” throughout this document and entity materials.

ARTICLE II

OBJECT

Public Act 97-152 establishes the Illinois 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.

Vision: The Commission believes in high quality public education for all children, especially for those who are at risk, and in the right of all families of Illinois to experience access to high performing schools and academic experiences.

Mission Statement: The Commission will serve as a statewide charter school authorizer committed to the use of national best practices in all domains, especially:

1. resolving appeals fairly and timely according to the law;
2. overseeing the Commission’s charter portfolio of schools annually and on renewal through a rigorous and transparent accountability standards to provide high quality public education;
3. serving as an approachable and helpful resource state-wide to districts, applicants, elected leaders and the public regarding excellence in authorizing practices; and
4. leading civic discourse on chartering issues, guided by data and best interests of students.

ARTICLE III

POWERS AND DUTIES

The State Charter School Commission shall have such power 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 IV
MEMBERSHIP

A. Members and Terms

1. *Appointment:* The members of the Commission shall be appointed by the Board of Education as set forth in Article 27A-7.5(c) of the School Code.
2. *Number of members:* The Commission shall consist of nine (9) members.
3. *Vacancy:* 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. *Removal:* Upon a motion of current Commission members, any member may be removed for any cause by two-thirds (2/3) vote of all current members, at any regular meeting of the Commission. Prior to any consideration of a motion, a statement of the reason(s) shall be forwarded by Registered Mail to the member proposed for removal. This statement shall be accompanied by a notice of time when, and the place where, the Commission is to take action on the proposal to remove. The member shall be given an opportunity to be heard and the matter considered by the Commission at the time and place mentioned in the notice.
5. *Term:* All terms shall be four years as set forth in Article 27A-7.5(e) of the School Code. The Illinois State Board of Education shall appoint according to 105 ILCS 27A-7.5(c) at the expiration of Commissioner Terms.

B. Qualifications and Ethics Requirements

1. The members of the 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 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

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 V
OFFICERS

A. Elective Officers

1. *Officers:* The officers of the Commission shall be a Chairperson, Vice-Chairperson, and Secretary. Only members of the Commission may serve as Officers.
2. *Terms:* The terms of Chairperson, Vice-Chairperson and Secretary shall be for two years, beginning in March of each even-numbered year. Each officer shall serve for no more than two full consecutive terms in the same position. Members may be appointed to an office regardless of the time left in a term.
3. *Nominations and Elections:* the Commission Chair shall recommend, a nominating committee, comprised of current Commission members, to consider nominations for expiring elective officer positions. The Nominating Committee shall present a slate of proposed elective officer candidates to the full Commission for a vote at the first scheduled meeting of the even-numbered calendar year. Any officer/member that wishes to seek re-election of an officer position should inform the Nominating Committee. Nominations may be made from the floor. Elections will be effectuated by a roll call vote during the first regularly-scheduled meeting of the even-numbered calendar year. Elective officer terms shall become effective at the first subsequent, regular or special, meeting of the Commission.
4. *Vacancies:* Officer vacancies shall be filled by the Commission at its next regularly scheduled or special meeting thereof for the unexpired term of such officer. Candidates shall be chosen from nomination submitted by the Nominating Committee most recently appointed. Officers appointed to an unexpired term shall only serve for the remainder of the unexpired term. Officers may seek full term re-election at the expiration of their temporary term.

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 of Education.

ARTICLE VI

MEETINGS

A. Regular Meetings

1. The Commission shall meet at least quarterly unless otherwise provided by the Commission.

2. At the beginning of each fiscal 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. The notice will be sent to each member of the Commission at the electronic mail 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 (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 and its committees 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, and for 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 designate staff to serve as 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 VII

COMMITTEES

A. Standing Committees

1. The Commission shall maintain and charge standing committees as it determines.
2. The Commission maintains two (2) Standing Committees: Commission Schools and Commission Operations.

B. Membership of Standing Committees

1. *Term:* The term of Committee Chairperson and members shall be for two years, and as requested by the Chair, with no limit on the renewal of said terms.
2. *Appointment:* The Commission Chairperson shall appoint or reappoint all members and designate the Chairperson of the standing committees. The appointments shall be at the first regularly scheduled meeting of the of each even-numbered calendar year and become effective upon appointment.
3. *Committee Composition:* Each Committee shall consist of at least one Chairperson and three (3) 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 Commission Chairperson.
4. *Vacancy:* Any vacancies in the membership of these committees which may occur prior to the appointment or reappointment of a Commissioner shall be filled by appointment of the Chairperson. Members appointed to an unexpired standing committee chair term shall only serve for the remainder of the unexpired term. Members may be reappointed as a standing committee chair at the expiration of their temporary term by the Board Chairperson.

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 Meeting and Procedures

1. Committee and advisory body meetings will be held in advance of 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 VI (C) of these Bylaws.
4. Committees and advisory bodies may conduct their business in meetings of three 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 VIII

FISCAL YEAR & BUDGET

The fiscal year of the Commission shall be the fiscal year of the State of Illinois. The Executive Director shall prepare and submit an operating budget to the Commission for its approval and adoption prior to the start of each fiscal year. The operating budget shall include an estimate and allocation of the funds necessary for the operation of the Commission and the implementation of its duties and obligations. The adoption of the budget shall confirm the annual Operational Fee percentage assessed to schools.

ARTICLE XI

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 X

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 XI

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 Commissioners and the Commission staff, 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

Illinois State Charter School Commission Code of Conduct

Adopted: November 15, 2011

First Amended: October, 2013

Last Amended: December 16, 2014

Effective Date: December 16, 2014

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 Commissioners and staff in a spirit of respect, harmony and cooperation despite any differences 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, unswayed 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; to avoid discussion of Commission business with multiple other Commissioners via email so as to facilitate compliance with the Open Meetings Act and other applicable laws, rules and Commission policies to promote the highest standard of public transparency related to Commission work; to direct questions and requests for assistance in between Commission meetings to the Executive Director or the Commission Chairman, even if the matter involves or necessitates the involvement of other Commission staff, counsel, Commission agents or contractors or ISBE; 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 and to comply with Commission conflict of interest policies throughout my term of service.
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 circumstances, 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.

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.