



## CORPORATE FORMALITIES

### Bylaw Change Approved on First Reading

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The Higher Learning Commission (HLC) Board of Trustees (“the Board”) approved this policy on first reading at its meeting on February 25, 2022.

#### Background

As an Illinois not-for-profit corporation, HLC is required to have several corporate officers. These proposed Bylaws changes would formalize the role of Treasurer as a corporate officer. Additionally, the changes would provide that HLC’s President may appoint other employees to serve as a corporate officer and would generally clarify language related to election, resignation and removal of officers.

#### Comments Invited

HLC invites comments on this change before the Board takes final action at its meeting on June 23–24, 2022. Comments can be sent to [policycomments@hlcommission.org](mailto:policycomments@hlcommission.org). Comments are due by May 20, 2022.

#### Proposed Change

Wording that was deleted or revised is shown as strikethrough (~~old wording~~); new language, whether through addition or revision, is shown in bold (**new wording**).

#### Article VIII: HLC Officers

##### Section 1. Structure.

The officers of HLC ~~also serve as the officers of the Board of Trustees. The officers shall be~~ **include** a chair, a vice chair who serves as the secretary of HLC and who is also the chair-elect, **a treasurer, and** a chief executive officer, **and other officers as the chief executive officer deems necessary for the proper management of HLC.**

The chair, ~~and the vice-chair/secretary,~~ **and treasurer** shall be Trustees.

The chief executive officer shall be appointed and retained in accordance with Article IX and shall be an ex-officio member of the Board without the power to vote. ~~His or her~~ **The chief executive officer's** presence shall not be counted in determining whether a quorum exists. ~~All officers serve at the pleasure of the Board.~~

**Each other employee who is appointed by the chief executive officer as an officer shall hold such role at the chief executive officer's pleasure and shall have such powers and perform such duties as may be assigned by the chief executive officer or the Board of Trustees.**

#### Section 2. Terms of Office.

The term of office of the chair, ~~and the vice-chair/secretary,~~ **and treasurer** shall be two (2) years, commencing on September 1 following their election. When a Trustee is elected as an officer, the term of that person as a Trustee shall, upon approval of the Board, be extended ~~to eight (8) years as~~ so long as that person otherwise meets the requirements for service as a Trustee **and does not otherwise exceed the term limit as defined in Article V, Section 3.**

#### Section 3. Election of **Trustee** Officers.

~~The vice chair/secretary~~ **The chair, vice chair, and treasurer** shall be elected from among the Trustees by majority vote of the Board of Trustees at least one (1) month before the beginning of the terms of office. ~~The vice chair shall automatically become the chair unless the vice chair chooses not to serve, in which case a chair shall then be elected by majority vote of the Board of Trustees.~~

#### Section 4. Duties of **Trustee** Officers.

The chair shall preside at all meetings of the Board and shall perform other duties required by these Bylaws or customary to the office. The vice chair/~~secretary~~ shall perform the duties of the chair in the absence of the chair **and shall perform other duties required by these Bylaws or customary to the office.** ~~The treasurer shall perform duties as required by these Bylaws or customary to the office.~~

#### Section 5. ~~Vacancies and~~ Resignations.

~~If either the chair or vice chair~~ **a Trustee who is an officer wishes to resign temporarily is unable or unwilling to perform the duties of office,** that officer shall submit a written notification to the ~~remaining officers~~ **chair (or, in the case of the chair's resignation, to the vice chair).** Such resignation becomes effective when delivered unless the chair (or, in the case of the chair's resignation, the vice chair) and the resigning officer set an alternative effective date. ~~The vice chair shall perform the duties of the chair until such time as the chair is again able to perform those duties. If the vice chair is unable to perform those duties, the Board may~~

~~at its discretion appoint another Board member to act in place of the chair until such time as the chair resumes those duties.~~

~~If the chair resigns or is removed, the vice chair shall succeed to the office of chair to complete the remainder of that year of the term, which succession shall be effective on the date of the written resignation. If HLC learns about the permanent incapacity of the Chair, the effective date of succession shall be the date on which HLC learns this fact.~~

~~If the vice chair chooses not to fill a vacancy in the position of the chair, then a chair shall be elected by a majority vote of the Board of Trustees to complete the remainder of that term.~~

~~In the event of the permanent incapacity of the chair after which the vice chair succeeds to the position of chair or if the vice chair resigns, is permanently incapacitated or removed, a new vice chair shall be elected by the Board of Trustees from among its members at the next regularly scheduled meeting of the Board of Trustees to complete the remainder of that year of the term.~~

#### Section 6. Removal of Officers.

~~A~~ **A Trustee who is an officer** can be removed from office at any time by an affirmative vote of two-thirds (2/3) of the Trustees participating in a regularly scheduled Board meeting or special meeting of the Board as provided for in ~~Article VII, Section 2.~~

**If the chief executive officer is no longer employed by HLC as the chief executive officer they shall automatically be removed as an officer.**

**Any employee appointed by the chief executive officer to serve as an officer may be removed as an officer at any time by the chief executive officer.**

#### **Section 7. Vacancies.**

**When there is a temporary vacancy of a Trustee officer, a temporary replacement for that officer may be appointed by a majority of the Board of Trustees as needed. If there is a temporary vacancy of the chair, the vice chair shall perform the duties of the chair. If the vice chair is unable to perform those duties, the Board may at its discretion appoint another Board member to act in place of the chair until such time as the chair resumes those duties.**

**When there is a permanent vacancy of a Trustee officer, a replacement for that officer shall be elected by a majority vote of the Board of Trustees to complete the remainder of that term.**

In the case of a vacancy of the chair, the vice chair shall succeed to the office of chair to complete the remainder of that term. If the vice chair chooses not to fill a vacancy in the position of the chair, then a chair shall be elected by a majority vote of the Board of Trustees to complete the remainder of that term.

## Article X: Committees of the Board of Trustees

### Section 1. Executive Committee.

There shall be an Executive Committee of the Board of at least five (5) Trustees consisting of the chair, ~~and vice chair of the Board,~~ treasurer, and other Trustees elected by the Board. The Executive Committee is authorized by the Board of Trustees to act for the Board between meetings of the Board - except in such areas excluded by Board policy. However, the Executive Committee may not act for the Board on the following: validating or deciding actions on member institutions; employing or terminating the chief executive officer; approving or revising policy; altering the Board-established budget; initiating litigation; filling vacancies on the Board or on any of its committees; appointing or removing any **Trustee** officer or Trustee; or taking any other action expressly prohibited by law. All actions by the Executive Committee shall be reported to the Board at its next meeting.