TO: IHLS Executive Committee  
FROM: Leslie Bednar  
DATE: January 8, 2024  
RE: IHLS Draft Bylaws Update

Following committee and board meetings in November, I forwarded the questions/comments below to Phil Lenzini. His replies are in blue.

I look forward to our discussion at tomorrow’s meeting. Thank you!

Article IV (Board of Directors), Section 8—Officers.
Can the Member-at-Large be voted on as all the other officer positions instead of it being the president’s recommendation?
The bylaws could provide for any manner of selection of the member at large.

Article IV (Board of Directors), Section 9—Attendance of Board Members.
In the draft proposal to the board, we added the statement, “It is expected that board members attend meetings at a public location for regularly scheduled meetings of the full board.” Comments included: Why not make this if at all possible? Getting people to be on the board is difficult if they have to attend at a set location.
The word expected implies that it would be “if at all possible” without expressing that element. Some level of commitment to attend at a public location strikes a balance. Service on the board or committees and attendance at meetings would be minimal since expenses could be reimbursed.

Article IV (Board of Directors) Section 10—Committees.
In this section, we added, "Closed session minutes will be reviewed by the President or Vice-President at the January and July meetings each year." Is it legal that all board members cannot access executive session minutes? Why can’t the minutes be shared with the entire board via the board intranet?
All members of the board (public body) are allowed access to executive session minutes in general. The question is the security and confidentiality of those minutes. These minutes are stored in a locked drawer at the Edwardsville office. When board members review those minutes, they are accompanied by a member of our executive staff.

How many board members does it take to make a committee? Can the Executive Committee be only the President and Vice President? In other boards, the President only meets with the superintendent or director to create board meeting agendas.
The Bylaws determine how many should serve on a committee. Under the current language, the duties of the officers and the executive committee may put too much responsibility on
the President and Vice President to take on. Meeting agendas, approval of bills between board meetings, and evaluation of the executive director all benefit from the input of a committee as opposed to one or two individuals.

Can the Executive Committee be advisory some months and non-advisory in others if designated so in the bylaws? The Open Meetings Act does not offer that flexibility regarding committees. A committee is either advisory or non-advisory and cannot fluctuate.