

**BYLAWS
OF THE UNIVERSITY OF ILLINOIS – WILLARD AIRPORT
AIRPORT ADVISORY BOARD**

**ARTICLE I
Purpose & Formation**

1.1 **Name.** The Willard Airport Advisory Board for the University of Illinois – Willard Airport (“Airport”), which is referred to herein as the “Board.”

1.2 **Creation.** The Board was created by the University of Illinois (“University”) Chancellor on July 28, 2023.

1.3 **Principal Office.** The principal office of the Board shall be located at 11 Airport Road, Savoy, IL 61874.

1.4 **Purpose.** The purpose of the Board as set forth by the University is:

- a. Advise in the development of a program relative to the administration and management of the Willard Airport and to advise the Executive Director with regard to such other programs relative to the Willard Airport as he may undertake. Such program shall include, but not be limited to identification of future capital needs, examining the means and methods of financing such future capital needs, the promotion and examination of the financing means and methods for the economic development of the area on and around the airport, the joining together of such economic development and the airport operations, the identification and implementation of ways of working with the local community to accomplish the program.

1.5 **Advisory Only.** The Willard Airport Advisory Board shall act in an advisory capacity only. All power to make law or policy concerning the Airport is reserved to the University or, to the extent delegation of authority has been extended by the University, to the Vice Chancellor for Administration and Operations, or Executive Director.

1.6 **Legal Counsel.** The Vice Chancellor for Administration and Operations, the Executive Director, and/or anyone authorized to act on behalf of the Board of Trustees of the University of Illinois may seek advice and support from the Office of University Counsel on behalf of Willard Airport. Outside legal counsel may be used at the recommendation of the Office of University Counsel. The Advisory Board shall not have power to seek advice, engage, or take legal actions on behalf of the University or Willard Airport.

ARTICLE II

Members

2.1 **Members.** The Members of the Airport Advisory Board shall consist of nine (9) voting Members as appointed by the Chancellor of the University consisting of the following:

- a. One ex-officio shall include the Village of Savoy President or Designee
- b. One ex-officio shall include the City of Urbana Mayor or Designee.
- c. One ex-officio shall include the City of Champaign Mayor or Designee.
- d. One ex-officio shall include the County of Champaign Executive or Designee.
- e. Four of the Five remaining members shall reside within Champaign County.

To avoid any actual or perceived conflicts of interest, airport tenants are precluded from serving as a member of the Board.

2.2 **Term.** Members shall serve for a term of four years, except for the initial appointment terms. Initial appointments shall be staggered terms with one of the nominees of the Chancellor being made to a one-year term, one of the nominees of the Chancellor being made to a 2-year term, one of the nominees of the Chancellor being made to a 3-year term and two nominees of the Chancellor to a 4-year term. This term limit shall not apply to Members named by an agency and title who serve in continuous job positions, e.g., specific employees and University/Village/County managers and administrators, etc.

2.3 **Vacancies.** Should a Member of the Advisory Board resign or should a vacancy otherwise occur, the remainder of the unexpired term for that position shall be filled in the same manner that said position would be filled under section 2.1 of these Bylaws.

2.4 **Compensation.** Members of the Advisory Board shall serve without compensation but shall be reimbursed for actual, reasonable, and necessary expenses incurred by a Member in the performance of their duties as a Member of the Board and subject to approval by the University, or by authority granted from the University, the Vice Chancellor for Administration and Operations, or Executive Director.

2.5 **Removal.** The University may remove a Member from the Advisory Board at any time by the Chancellor for cause. Cause includes a member ceasing to meet qualifications for appointment, failure to attend the required number of meetings of the Board, conviction of a felony or crime involving moral turpitude, breach of fiduciary duty to the University, having a conflict of interest, being in default to the University, and other conduct as specified in these bylaws for which the Board may recommend removal by the University.

ARTICLE III

Meetings

3.1 **Regular Meetings.** Regular meetings shall be held no less than six times per year at the call of the Secretary or the Chair. Meetings will take place in a public forum. The schedule of regular meetings shall be posted with appropriate advance public notice.

3.2 **Special Meetings.** Special meetings of the Advisory Board may be called by the Secretary, the Chair, or four or more Members of the Board. Such meetings shall be held at a place and time set forth in a public meeting notice.

3.3 **Quorum.** A majority of the voting Members of the Advisory Board then appointed and serving shall constitute a quorum for the transaction of business. Action by the Board shall be taken upon the concurrence of a majority of the Members present at a meeting where a quorum is present.

3.4 **Conflicts of Interest.** Members of the Advisory Board shall avoid conflicts of interest as defined by State law. When a Member determines that they have a conflict of interest, the Member with the conflict shall notify the Board, which shall then be noted in the minutes. The Member may participate in discussions on such matters, but shall not vote.

3.5 **Agenda for Regular Meetings.** The Secretary, after first reviewing pending matters and requests, shall prepare the proposed agenda of business for all regularly scheduled Advisory Board meetings. Any Member desiring to place a matter on the agenda shall notify the Secretary of such item by 3:00 PM on Monday of the week preceding the meeting. Items not included on the proposed agenda, or received after the proposed agenda has been posted, shall not be considered by the Board unless approved by a majority vote of the Members appointed and serving.

3.6 **Conduct of Meetings.** Meetings of the Advisory Board shall be presided over by the Chair or, in the Chair's absence, the Vice Chair. In the absence of both the Chair and Vice Chair, a Board Member chosen by the Members at the meeting. The conduct of all business before the Board shall be consistent with the provisions of Illinois law and Robert's Rules of Order (latest edition).

3.7 **Motions.** The name of the originator of a motion and its second shall be recorded.

3.8 **Voting.** Voting shall be by voice and shall be recorded by "yes" and "no." Roll call votes will be recorded upon request by a Member of the Advisory Board or upon the advice of the University attorney.

3.9 **Attendance.** Attendance at meetings is encouraged in order to facilitate the transaction and business of the Advisory Board. If any Member of the Board is absent and unexcused from three consecutive regularly scheduled meetings, then that Member shall be

considered delinquent. Delinquency may be grounds for the University to remove any Member for nonperformance of duty or misconduct. The Secretary, or Acting Secretary in the absence of the Secretary, shall keep attendance records of the Board. The Secretary shall inform the University, in writing, of any delinquencies.

3.10 **Notification of Intended Absence.** If an Advisory Board Member is unable to attend a meeting, the Member is requested to notify the Secretary by 3:00 PM on Monday of the week preceding the meeting.

3.11 **Remote Participation.** A Member may participate in a meeting of the Advisory Board via videoconference, teleconference, or similar communication equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communication equipment and the names of the participants in the conference are divulged to all participants. Remote attendance pursuant to this provision shall be considered attendance for the purpose of establishing a quorum.

3.12 **Public Comment.** Public comment by members of the public shall be permitted at the designated public comment section(s) of the Advisory Board's agenda subject to the following rules and regulations:

- a. Any person desiring to give public comment will be requested to identify themselves and provide the Secretary with their mailing address.
- b. Public comment shall be limited to five (5) minutes per person, unless otherwise provided an extension by the Chair.
- c. Public comment is reserved for comment on any item relating to the Board, the Airport, or agenda items.
- d. The Chair shall have the authority to limit and terminate any public comment that becomes disruptive, obscene, unduly repetitive, or impedes the orderly progress of the meeting.
- e. The total allotted time for public comment shall be limited to thirty (30) minutes.

ARTICLE IV

Officers

4.1 **Appointment of Officers.** The Advisory Board shall annually elect a Chair and a Vice-Chair and any additional officers that the Board considers necessary from its members. Ex-officio members are precluded from holding a position as an officer.

4.2 **Powers and Duties of the Chair.** The Chair shall preside over all meetings of the Advisory Board and shall supervise the affairs of the Board with direction and assistance of the Secretary. In absence of the Chair, the Vice Chair or an appointed Board Member shall preside over the meeting.

4.3 **Powers and Duties of the Vice-Chair.** The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as the Advisory Board shall prescribe.

4.4 **Powers and Duties of the Secretary.** The Secretary shall be the Chancellor or their designee. The duties of the Secretary are as follows:

- a. **Minutes.** Minutes shall be kept of each meeting showing the date, time, place, Members present, Members absent, any advice made at a meeting open to the public, and the purpose or purposes for which a closed session is held. The minutes shall include all roll call votes taken at the meeting. Corrections in the minutes shall be made not later than the next meeting after the meeting to which the minutes refer. Corrected minutes shall be available no later than the next subsequent meeting after correction. The corrected minutes shall show both the original entry and the correction.
- b. **Recordings.** All meetings shall be recorded by tape or other electronic method.
- c. **Notice of Regular Meetings.** The Secretary shall post a notice stating the dates, times, and places of its regular meetings for the calendar year no later than the second regular meeting of the Advisory Board each year.
- d. **Special Meetings.** The Secretary shall provide for notice to each Advisory Board Member of the time, place, and purpose of special meetings. If emailed, the notice shall be deemed delivered on the date that the email is sent to the Member at the email address as it appears in the University records. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at their address as it appears in the University records.

ARTICLE V
Committees

5.1 **Committee Formation.** The Chair of the Advisory Board may from time-to-time form Committees of the Board. Each Committee shall have a chair appointed by the Chair of the Advisory Board. The purpose, duties, number of members, and term of such committee shall be recorded within the notice of the meeting and the minutes of the Board. Committees shall report to the Advisory Board and are precluded from taking any formal action.

ARTICLE VI
Amendments

6.1 **Amendments.** These Bylaws may be altered or repealed, or new Bylaws may be adopted in lieu thereof, by the Chancellor of the University. A 30-day advance notice of the proposed alteration, repeal, or substitution shall be provided to the Advisory Board. The Advisory Board may request the Chancellor amend the Bylaws following a super majority vote of the Board regarding such amendment.