



BYLAWS  
OF  
METHODIST COLLEGE

Approved December 10, 2019

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**BYLAWS  
OF  
METHODIST COLLEGE**

**ARTICLE I  
DEFINED TERMS**

Section 1.1 Definitions

As used in these Bylaws, the term:

“Academic Council Chairperson” means a member of the College’s Faculty who chairs the College’s Academic Council, a committee of Faculty and academic affairs administrators who act as the College’s primary steering committee for academic matters.

“Bylaws” means the Bylaws of the College, except where reference is specifically made to the bylaws of another entity.

“Chair” means the Chair of the College Board.

“College” means Methodist College, an operating division of UnityPoint Health - Methodist.

“College Board” means the Board of Directors of the College.

“College Board Committee” means a body, whose members are appointed as provided in these Bylaws.

“College Director” means a voting member of the College Board.

“Conflicts of Interest Policy” means the policy of the type described in Section 9.2. “Eligible to Vote” means a College Director who is a member in good standing on the College Board, and not otherwise disqualified from voting on a matter.

“Faculty” means the faculty of the College.

“Faculty Handbook” means the bylaws, rules and regulations, and policies and procedures of the Faculty.

“MHSC” means Methodist Health Services Corporation, an Illinois not-for-profit corporation.

“UnityPoint Health - Methodist” means The Methodist Medical Center of Illinois, an Illinois not-for-profit corporation.

“UnityPoint Health - Methodist Board” means the Board of Directors of UnityPoint Health - Methodist.

“UnityPoint Health - Methodist President” means the President and Chief Executive Officer of UnityPoint Health - Methodist.

“Chancellor of the College” means the Chief Executive Officer of the College.

“State” means the State of Illinois.

“Statute” means the Illinois General Not-for-profit Corporation Act of 1986, as amended, or any comparable successor statute of the State.

“Treasurer” means the Treasurer of the College Board.

“Vice-Chair” means the Vice-Chair of the College Board.

## Section 1.2 Other Defined Terms

Capitalized terms which are not defined in this Article I shall have the meanings ascribed to them in the other Articles and Sections of these Bylaws.

## ARTICLE II

### ORGANIZATION AND GOALS

#### Section 2.1 College Organization

The College is an operating division of UnityPoint Health - Methodist and the College Board is the governing body of the College, possessing, as set forth in these Bylaws, power and authority over the governance, operations, and management of the College as delegated to it by the UnityPoint Health - Methodist Board.

The College shall hire the Faculty and staff of the College; shall collect tuition and student fees; shall offer and provide all of the courses relating to and required for the degrees and certificates offered by the College; shall be responsible for the administration of program curricula; shall incur and be responsible for both the costs of classroom instruction and clinical supervision; and shall provide academic resources and the support required for classroom instruction, clinical supervision and the accomplishment of all other responsibilities expected of individuals who are employed in an academic setting.

#### Section 2.2 Mission Statement, Philosophy and Purposes

From time-to-time, the Chancellor of the College and the Faculty may develop and recommend to the College Board revisions to the College’s mission statement, vision and goals, each of which shall be consistent with the charitable and educational purposes of UnityPoint Health - Methodist as set forth in its respective Organizing Documents.

## ARTICLE III

### THE COLLEGE BOARD

#### Section 3.1 College Board Functions, Responsibilities, and Powers

The College Board shall be the governing body of the College. Its primary function shall be policy-making, and it shall have responsibility for the sound resource management of the College, in conformity with applicable state and federal laws. It shall have the power and authority necessary to operate and manage the College for the purposes for which the College was formed.

#### *Responsibilities of the MC Board:*

- a) Oversee the provision of quality education at the College;
- b) Represent and promote the best interests of the College in all areas of influence;
- c) Protect the institutional integrity of the College;
- d) Review annually the mission statement, vision, and goals of the College;
- e) Oversee the fiscal affairs of the College in compliance with budgetary and financial requirements and constraints;
- f) Ensure that new members of the College Board are oriented to the responsibilities, powers and operation of the College Board;
- g) Conduct annually a self-evaluation of the College Board;
- h) Review annually these Bylaws and the governance processes of the College, and, as appropriate, recommend to the UnityPoint Health - Methodist Board changes thereto;
- i) Delegate day-to-day management of the College to the College administration with the expectation that Faculty have primary responsibility for student learning, and shall actively participate in development of academic policies; and
- j) Assure compliance by the College with the applicable standards of regulatory bodies such as the State Board of Nursing, the State Board of Higher Education and the College's accrediting agencies, including the Higher Learning Commission.

#### *To carry out these Responsibilities, the MC Board shall have the power to:*

- a) Approve the strategic plan for the orderly development of the College's programs and services;
- b) Appoint, evaluate the performance of, and remove the Chancellor of the College;

- c) Maintain general oversight of the College, including oversight of financial and academic policies and practices as aligned with the Board’s fiduciary responsibilities;
- d) Approve the College operating budget and capital plan, subject to final approval of the UnityPoint Health - Methodist Board;
- e) Approve the annual budget for the College;
- f) Review annually the audited financial statement of the College;
- g) Establish and authorize any changes in tuition and fees for the College;
- h) Approve the Faculty Handbook;
- i) Authorize and approve all earned degrees upon recommendations of the Chancellor of the College and the College Faculty;
- j) Authorize and approve all honorary degrees upon recommendations of the Chancellor of the College; and
- k) Designate the standing and ad hoc committees of the College Board.

### Section 3.2 Number and Composition of College Board Directors

The number of members on the College Board shall be no more than thirteen (13), excluding Emeritus members, and not less than nine (9). The College Directors shall consist of individuals who understand their responsibilities as stewards, function in accordance with stated Board policies, and have an interest in education and the resolve necessary to preserve the integrity of the College. The maximum and minimum number of College Directors may be increased or decreased from time-to-time by amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent College Director.

The Chancellor of the College shall be an *ex-officio* voting member of the College Board and shall be counted toward the number of College Directors comprising the College Board.

The UnityPoint Health - Methodist Chief Financial Officer and UnityPoint Health - Methodist liaison shall be *ex-officio* voting members of the College Board and shall be counted toward the number of College Directors comprising the College Board.

Notwithstanding any of the foregoing, at all times, some of the members of the College Board shall be public members. “Public” members are individuals who have no significant administrative position and/or no significant business or partnership interest with the College, the College’s parent, ultimate parent, affiliate, or subsidiary corporation; or any investment group of firm substantially involved with one of the aforementioned organizations.

### Section 3.3 Tenure and Election

The UnityPoint Health - Methodist Board shall appoint the College Board who are not *ex-officio* members at a regular or special meeting of the UnityPoint Health - Methodist Board, to hold office for a term of three (3) years or until their successors are elected and qualified. Terms shall be staggered so that no more than approximately one-third (1/3) of the College Directors shall be eligible for re-election annually.

No person shall be eligible for election or re-election as a College Director following the person's seventieth (75th) birthday.

No person other than the *ex officio* members referenced in Section 3.2, may serve more than four (4) consecutive three (3)-year terms on the College Board. A person who has served four (4) consecutive three (3) year terms on the College Board will be eligible to serve on the College Board for an additional four (4) consecutive three (3) year terms if the person remains off of the College Board for one (1) year.

#### Section 3.4 Conflict of Interest

Members of the Board will comply with the College's Conflict of Interest Policy. This policy ensures the College Board and College senior administrative personnel act in the best interest of the institution.

#### Section 3.5 Vacancies

Prior to the Annual Meeting of the UnityPoint Health - Methodist Board, the College Governance & Membership Committee shall determine the number of vacancies for non-*ex-officio* Board positions and identify and evaluate individuals who are qualified to serve on the College Board based on their background, experience and any other qualities valuable for a College Board member. Based on a College Board vote, a slate of College Board candidates will be nominated for consideration as College Board members.

The UnityPoint Health - Methodist Board, based upon nomination recommendations of the College Board, shall fill election vacancies on the College Board at a regular or special meeting of the UnityPoint Health - Methodist Board, whether such vacancies occur by death, resignation, removal, or increase in the number of College Directors. A College Director elected to fill a vacancy shall hold office from the date of election for the unexpired portion of the term of the College Director being replaced, or the term specified, and until the election and qualification of a successor.

#### Section 3.6 Resignation

A College Director may resign at any time by submitting a written resignation to the College Board or the Chair of the College Board. Unless made effective on a future date, the resignation shall become effective upon its delivery to the College Board and/or the Chair and, unless otherwise specified in the resignation, need not be accepted to be effective.

#### Section 3.7 Removal



The College Board may recommend to the UnityPoint Health - Methodist Board removal, with or without cause, of any College Director from office, upon a vote of a two-thirds (2/3) majority of the College Board of Directors then in office (who are members in good standing of the College Board and not otherwise disqualified from voting) at a regular or special meeting of the College Board. Any College Board Director who is the subject of the vote to remove shall be disqualified from voting for purposes of the vote to remove. The UnityPoint Health - Methodist Board may approve the College Board recommendation upon a two-thirds (2/3) majority vote of the UnityPoint Health - Methodist Directors.

### Section 3.8 Compensation

College Directors shall not receive any compensation for their services as members of the College Board. The UnityPoint Health - Methodist Board shall determine policies for authorization of reimbursement for expenses incurred by College Directors in connection with the performance of their duties.

### Section 3.9 Regular Meetings

The College Board shall hold six (6) regular meetings annually at such times and locations as may be determined by the College Board.

### Section 3.10 Special Meetings

The College Board shall hold special meetings at the call of the Chair of the College Board, the Chair of the UnityPoint Health - Methodist Board, or at the request of any three (3) College Directors who are Eligible to Vote, addressed to the Chair of the College Board.

### Section 3.11 Notice of Regular or Special Meetings: Waiver

The Chair shall notify each College Director of every regular and special meeting of the College Board at least five (5) calendar days by electronic, regular, or overnight mail to his/her last known address prior to the date of each such meeting. The notice will contain the time and place of the meeting and a description of the proposed business to be transacted at the meeting. Attendance of a College Director at any meeting shall constitute a waiver of notice of such meeting, except where the College Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### Section 3.12 Quorum and Manner of Action

A majority of the College Directors then in office shall constitute a quorum for the transaction of business at any meeting of the College Board. Meetings may be held by telephone conference or other communications equipment by means of which all persons participating in the meeting can communicate with each other. The act of a majority of the College Directors present and Eligible to Vote at a meeting at which a quorum is present shall be the act of the College Board unless the act of a greater number is required by Statute, the Bylaws of UnityPoint Health - Methodist, or these Bylaws. If a quorum is not present at any meeting of the College Board, including a telephone conference meeting, a majority of the College Directors

present in person or by telephone conference may adjourn the meeting until a quorum shall be present. Minutes of each College Board meeting shall be mailed or otherwise sent to College Directors within a reasonable time after each such meeting.

### Section 3.13 Attendance, Educational and Compliance Requirements for College Directors

College Directors shall be expected to attend annually no fewer than sixty percent (60%) of the meetings of the College Board and of College Board Committees of which they are members, as well as complete an orientation. Failure to meet the attendance requirement shall be a reason for removal.

### Section 3.14 Financial Report

At the regular meeting of the College Board immediately following the completion of the annual consolidated audit of the corporation that includes the College, the treasurer the College shall submit to the College Board the audited financial statement of the College included in the consolidated audit, during the preceding fiscal year.

### Section 3.15 Faculty Representative

The Academic Council Chairperson shall be an *ex officio* non-voting member of the College Board. The Academic Council Chair person shall be invited to and included in all College Board meetings (excluding executive sessions) and functions, without vote, but will not be required to maintain regular attendance and will not be counted for purposes of determining a quorum or a vote. The Faculty Academic Council Chairperson who serves on the College Board *ex officio* shall automatically cease to be a member of the College Board upon ceasing to hold the Academic Council Chairperson position.

### Section 3.16 Emeritus Directors

The Emeritus Board member designation is restricted to past members of the College Board who have provided distinguished service to the College over a sustained period of time. Upon recommendation from the College Board, the UnityPoint Health – Methodist Board shall appoint Emeritus Directors. The responsibilities of Emeritus Board members are to:

- a) Serve as advocates and ambassadors for the College within the community;
- b) Assist the College in cultivating relationships that will benefit the College; and
- c) As appropriate, provide advice and assistance to the College Board.

Emeritus Directors shall be invited to and included in all College Board meetings and functions, without vote, but will not be required to maintain regular attendance and will not be counted for purposes of determining a quorum or a vote. An Emeritus Director may be appointed, with his or her consent, to a College Board Committee and will enjoy all the rights and responsibilities of the other members of such College Board Committee.

## ARTICLE IV

### RESERVED POWERS

#### Section 4.1 Corporate Powers Reserved by the UnityPoint Health - Methodist Board

The UnityPoint Health - Methodist Board shall have the following powers and authority over the College, to be exercised by it in accordance with, and subject to, the terms of the UnityPoint Health - Methodist Bylaws:

Appoint and remove all voting members (except *ex officio* members) and all Emeritus Directors of the College Board based on the recommendations of the College Board;

Modify, amend, alter or restate these Bylaws either upon or not upon recommendation of the College Board;

Approve the liquidation of the College, or the cessation of its operations;

Approve, upon recommendation of the College Board, the annual operating budget and capital plans of the College (in accordance with UnityPoint Health - Methodist's own plans, and any unbudgeted operating or capital expenditures of the College in excess of such cumulative sums as may be specified from time to time by UnityPoint Health - Methodist;

Initiate, direct and approve proposed transfers, borrowings, and lendings of funds in whatever form by the College where the dollar amount of the proposed transfer, borrowing or lending exceeds dollar amounts specified from time to time by UnityPoint Health - Methodist, generally not to exceed \$25,000;

Initiate, direct and approve the investment of funds in any form or manner by the College in any corporation, partnership, joint venture, contractual obligation or other entity or enterprise, whether related to UnityPoint Health - Methodist by common ownership or control or not, where the amount of the proposed investment exceeds dollar amounts as may be specified from time to time by UnityPoint Health - Methodist;

Initiate, direct and approve the granting of any mortgage, lien, indenture, or other security interest in whatever form upon real or personal property owned by UnityPoint Health-Methodist;

Initiate, direct and approve any lease as lessee or sublessee of real or personal property by the College where the term of the lease or sublease exceeds one (1) year and the cumulative amount of the lease obligation exceeds dollar amounts specified from time to time by UnityPoint Health - Methodist; and

Approve, upon recommendation of the College Board, the commencement or discontinuance of any project or service by the College whether or not requiring Certificate of Need review under the laws of the State or otherwise, whenever such

project or service exceeds a total capital and/or operating amount specified from time to time by UnityPoint Health - Methodist.

Section 4.2 Additional Corporate Powers Reserved by UnityPoint Health – Methodist

Any powers not specifically delegated to the College Board shall be reserved by UnityPoint Health-Methodist (regardless of whether such powers are enumerated in Section 4.1), to be exercised by it in accordance with the terms of UnityPoint Health-Methodist's Organizing Documents.

Section 4.3 Action by UnityPoint Health - Methodist

When UnityPoint Health - Methodist is required to act under these Bylaws, that action may be expressed and evidenced by the delivery of a document, in writing, to the Chair of the College or the Chancellor of the College, which has been executed by the authorized representatives of UnityPoint Health - Methodist and which describes the action adopted by UnityPoint Health - Methodist. The action adopted by UnityPoint Health - Methodist will be deemed to be effective as of the date such document is delivered to the Chair of the College or the Chancellor of the College, unless an alternative effective date is stated in the document.

ARTICLE V

OFFICERS OF THE COLLEGE BOARD

Section 5.1 Number

The Officers of the College Board shall be a Chair, a Vice-Chair, the Chancellor of the College, a Secretary, and a Treasurer, and such other Officers as the College Board may determine.

Section 5.2 Chair of the College Board

The UnityPoint Health-Methodist Board, at its annual meeting, shall appoint a Chair, from among the College Directors on the recommendation of the College Board, to serve for a term of two (2) years, but who will be expected to serve one (1) successive two (2)-year term if re-appointed. The Chair shall preside at all meetings of the College Board, appoint the chairpersons of all College Board Committees, and be an ex officio voting member of all other College Board Committees that are authorized in these Bylaws or by resolution of the College Board to exercise specified powers of the College Board when the College Board is not in session. The Chair shall have the following duties, responsibilities, and powers, together with all others necessary or useful to the Chair's function:

- a) Generally, communications between the College Board and the UnityPoint Health-Methodist Board shall be made through the Chair in conjunction with the Chancellor of the College;
- b) Supervise College Board affairs overall;

- c) Send to the College Directors all notices of all meetings of the College Board;
- d) Preside at all meetings of the College Board;
- e) Provide leadership to the College Board and to the College Board Committees in formulating, developing and evaluating the corporate mission and policies of the College Board;
- f) Facilitate appropriate communication to the UnityPoint Health-Methodist Board and among the College Board and the Officers, and encourage an atmosphere of cooperation and open communication among such organizations and individuals;
- g) Appoint the chairpersons of all College Board Committees, unless these Bylaws otherwise specify;
- h) Develop and prepare, with the assistance of the Chancellor of the College, the agenda for each College Board meeting; and
- i) Perform all duties incident to the office of Chair that are of a kind and nature similar to those identified above.

#### Section 5.3 Vice-Chair of the College Board

The UnityPoint Health-Methodist Board, at its annual meeting, shall appoint a vice-chair, from among the college directors on the recommendation of the College Board, to serve for a term of two (2) years, but who will be expected to serve one (1) successive two (2) year term if re-appointed. The duties, responsibilities, and powers of the vice-chair shall include the following:

- a) Act as Chair in the absence of, disability of, or at the request of, the Chair or as otherwise provided by formal resolution of the College Board; and
- b) Perform all duties incident to the office of Vice-Chair and such other duties as may, from time to time, be assigned to him or her by the Chair.

#### Section 5.4 Chancellor of the College

The Chancellor of the College shall exercise and provide general supervision of all the affairs of the College and bring such matters to the attention of the College Board as are appropriate to keep the College Board fully informed in meeting its policy-making responsibilities:

- a) Oversee and report to the College Board on the business and affairs of the College;
- b) Have the authority, on behalf of the College Directors, to perform all acts and execute all documents to make effective the actions of the College Board.

- c) Report to the College Board periodically on the overall operations and condition of the College;
- d) Provide dependable information to the College's constituencies and, as appropriate, involve them in the decision-making processes;
- e) Fulfill responsibility for the development, implementation and updating of academic programs;
- f) Oversee the content and management of the College's curriculum;
- g) Upon appointment of new Board members, ensure that an orientation program will be conducted by the Chancellor of the College in conjunction with the Board of Directors;
- h) Supervise employees and agents who work for or on behalf of the College, and oversee Faculty workload, professional development and scholarly activities;
- i) Furnish staff support to the College Board and College Board Committees, and maintain close communication with the Chair;
- j) Fulfill responsibility for the employment, supervision, and determination of compensation (within guidelines approved by the College Board and in compliance with appropriate policies) for all other employees of the College;
- k) Oversee the recruitment and retention of qualified Faculty and academic personnel for the College;
- l) Validate the licensure and certification of all Faculty and staff who are required by Illinois law to maintain licensure or certification;
- m) Develop and submit to the College Board (for its review and recommendation to the UnityPoint Health - Methodist Board) proposed annual capital and operating budget for the College;
- n) Oversee the fiscal affairs of the College in compliance with budgetary and financial requirements and constraints;
- o) Recommend names of potential honorary degrees to Board;
- p) Ensure that the College maintains accreditation from the Higher Learning Commission and/or such other accrediting bodies that may accredit the College or its programs;
- q) Ensure, by direct action or appropriate delegation, compliance by the College with the applicable standards of regulatory bodies such as the State Board of Nursing, the State Board of Higher Education, and other government organizations;

- a) Develop and maintain appropriate relationships with local, state, and federal government agencies, academic institutions and health care groups, colleges, universities, related academic or health care planning organizations, and business entities;
- b) Represent the College at national, state, regional and local college and administrative meetings; and
- c) Perform such other functions and responsibilities as the College Board may delegate from time to time, consistent with these Bylaws;
- d) Oversee the fundraising efforts of the College; and
- e) Oversee grant-writing to obtain outside funding for the College and its programs.

#### Section 5.5 Secretary

The UnityPoint Health - Methodist Board, at its annual meeting, shall appoint a Secretary from among the College Directors, upon the College Board recommendation, to serve for a term of two (2) years, but who will be expected to serve one (1) successive two (2) year term if re-appointed. The duties, responsibilities and powers of the Secretary shall include the following:

- a) Perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him or her by the Chair.
- b) Serve as custodian in charge of the books, records, and papers of the College, and see that all reports, statements and other documents required by law are properly kept or filed, except to the extent that some are to be kept or filed by the Treasurer;
- c) To see that minutes are recorded and are communicated; and
- d) Assure that all meeting materials are distributed in a timely manner.

#### Section 5.6 Treasurer

The Treasurer of the College Board shall be the individual who contemporaneously occupies the office of the Treasurer and the Chief Financial Officer of UnityPoint Health-Methodist. The Treasurer shall have the following duties, responsibilities and powers, together with all others necessary or useful to the function of the Treasurer:

- a) Have charge and custody of, and be responsible for, all the funds of the College and keep, or cause to be kept and be responsible for the keeping of, accurate and adequate records of the assets, liabilities, and transactions of the College;
- b) Maintain the funds of the College in the name of and to the credit of College in such banks, trust companies, or other depositories as may be designated in the manner provided in these Bylaws;

- c) Disburse the funds of the College based upon proper vouchers for such disbursements; and
- d) Perform all the duties incident to the office of Treasurer.

#### Section 5.7 Surety Bonds

The College Board may require Officers, employees and/or agents of the College to execute any documents necessary for the issuance of a surety bond in such sums and with such sureties as the College Board may direct, conditioned upon the faithful performance of all duties to the College Board, including responsibility for negligence and the accounting for all property, monies or securities of the College Board which may come into the possession or control of such Officer, employee or agent.

#### Section 5.8 Removal of Officers

The UnityPoint Health-Methodist Board may remove, upon approval of the College Board, with or without cause, any Officer appointed by it from office, upon a vote of a two-thirds (2/3) majority of the UnityPoint Health-Methodist Directors then in office (who are members in good standing of the UnityPoint Health-Methodist Board and not otherwise disqualified from voting) at a regular or special meeting of the UnityPoint Health-Methodist Board. Any UnityPoint Health-Methodist Director who is the subject of the vote to remove shall be disqualified from voting for purposes of the vote to remove.

The College Board may remove, with or without cause, the Chancellor of the College from office, upon a vote of two-thirds (2/3) of the College Directors then in office who are Eligible to Vote. When a vote of the College Board is taken to remove the Chancellor of the College, the Chancellor of the College shall be disqualified from voting.

An Officer's removal from office shall not affect any rights the Officer may have under contract with the College or any of the Officer's Faculty or academic appointments.

#### Section 5.9 Resignation

Unless otherwise provided in a contract with the Officer, an Officer appointed by the UnityPoint Health-Methodist Board may resign at any time by submitting a written resignation to the Chair of the UnityPoint Health-Methodist Board. Unless made effective on a future date, the resignation shall become effective upon its delivery to the Chairman of the UnityPoint Health-Methodist Board, and, unless otherwise specified in the resignation, need not be accepted to be effective.

Unless otherwise provided in a contract with the Chancellor of the College, the Chancellor of the College may resign at any time by submitting a written resignation to the Chair of the College Board. Unless made effective on a future date, the resignation shall become effective upon its delivery to the Chair, and, unless specified in the resignation, need not be accepted to be effective.



## ARTICLE VI

### ADMINISTRATION AND FACULTY

#### Section 6.1 Administration

The administration of the College shall be seated with the Chancellor of the College who shall have the power to administer the College in accordance with these Bylaws and the policies, procedures and directives of the College Board.

The Chancellor of the College shall be the Chief Executive Officer of the College and the official advisor to, and executive agent of, the College Board.

#### Section 6.2 Faculty

The Faculty shall have a significant role in developing and evaluating the College's educational programs and shall be composed of individuals who are academically and experientially qualified and maintain expertise appropriate to teaching service and scholarly activities. It shall have and exercise responsibility for determining the award of academic credit by the College and shall have such rights as the College Board may approve, consistent with these Bylaws. In addition to his or her other duties, each Faculty member will render a reasonable share of the general service required of the Faculty in common, necessary for the best interest of the College.

## ARTICLE VII

### EXECUTION OF INSTRUMENTS, BORROWING OF MONEY, AND DEPOSIT OF CORPORATE FUNDS

#### Section 7.1 Execution of Instruments

Subject to compliance with approval and other requirements set forth in these Bylaws, the Chancellor of the College may, within such written policy guidelines as the College Board determines from time to time, in the name and on behalf of the College, execute and deliver any properly authorized ordinary course contracts (other than financial instruments, or contract scaling for the execution of financial instruments).

#### Section 7.2 Loans

No loan or advance shall be contracted on behalf of the College, no guarantee of any obligations or indemnification of any other entity shall be made by the College, no negotiable paper or other evidence of its obligation under any loan or advance shall be issued in its name, and no property of the College shall be mortgaged, pledged, hypothecated, transferred, or conveyed as security for the payment of any loan, advance, indebtedness, or liability of the College, unless and except as authorized by the UnityPoint Health - Methodist Board in compliance with Article IV. Any such authorization may be general or confined to specific instances.

### Section 7.3 Deposits

All monies of the College, not otherwise employed, shall be deposited from time to time to its credit in such banks, trust companies, or other depositories as the UnityPoint Health - Methodist Board may select, or as from time to time may be selected by any officer or agent authorized to do so by the UnityPoint Health - Methodist Board.

### Section 7.4 Checks, Drafts, etc.

All notes, drafts, acceptances, checks, and, subject to the provisions of these Bylaws, and other evidences of indebtedness of the College, shall be signed by the College Board Treasurer. Endorsements for deposit to the credit of the College in any of its duly authorized depositories shall be in such manner as the UnityPoint Health - Methodist Board may from time to time determine.

## ARTICLE VIII

### COLLEGE BOARD COMMITTEES

#### Section 8.1 Number and Appointment

The College Board may from time to time establish one or more standing or ad hoc College Board Committees. The Chair shall annually appoint the chairperson and members of each College Board Committee. The chairperson of each standing College Board Committee must be a College Director. All College Board Committees shall be advisory committees to the College Board. The College Board Committees will meet as necessary to transact business, at the call of the Chair, the Committee chairperson or the Chancellor of the College.

#### Section 8.2 College Board of Directors Committees

Under State statutory and common law, officers and board members of corporations (including nonprofit corporations and public bodies that operate colleges and universities) are fiduciaries and must act in accordance with the fiduciary duties of care, loyalty, and obedience. The Methodist College Board of Directors shall consist of four (4) permanent committees, with the acceptance of Ad Hoc Committee(s) should the Board of Directors vote to add a special Ad Hoc committee. The permanent committees of the Board of Directors are as follows:

**Executive Committee:** The Executive Committees principal purpose is to act on behalf of the College Board, as needed, between meetings and to assume specific responsibilities that are not otherwise assigned to standing or ad hoc committees. The Executive Committee shall facilitate the board's engagement in strategic planning and oversight of the strategic plan, serve as the sounding board for the Chancellor and Chair, and facilitate that Chancellor assessment and compensation process.

**Membership and Governance Committee:** The Membership and Governance Committee has two central responsibilities: (i) identify individuals qualified for the College Board and recommend them for nomination to become Board members; taking into consideration the Board's current composition, including expertise, diversity and

general qualifications; and (ii) monitor, recommend, test, and implement best practices of governance in higher education to ensure an ethical and high-functioning Board that meets its fiduciary responsibilities and supports institutional excellence.

**Finance and Audit Committee:** The primary responsibility of the Finance and Audit Committee is to provide oversight of the institution's financial practices and standards of conduct. The committee is charged with ensuring the institution is operating in a financially sustainable manner and balancing its long-term and short-term financial obligations.

**Academic Affairs Committee:** The Academic Affairs Committee bears responsibility for ensuring that the institution's academic programs are consistent with the mission, of appropriate quality, suitably staffed and funded, and that appropriate policies and practices are in place. The committee ensures the institution has the capabilities to realize its educational mission and achieve its strategic academic priorities.

### Section 8.3 Executive Committee

The College Board shall appoint an Executive Committee, consisting of the Board Chair, the Board Vice Chair, the Board Secretary and the College Chancellor.

The Executive Committee shall be an advisory committee to the College Board. The Executive Committee shall be responsible for:

1. Monitor the performance of the College Chancellor.
2. Serve as a sounding board for the College Chancellor.
3. Conduct an annual formal evaluation of the College Chancellor's performance.
4. Conduct an annual survey of salaries and benefits received by Presidents or Chancellors of comparable institutions.
5. Report annually to the College Board the results of the Chancellor's evaluation.
6. Report annually to the College Board the salary and benefits to be paid, or extended, to the College Chancellor.
7. Facilitate the Board's engagement in strategic planning and oversight of the strategic plan.
8. Initiate and assure completion of the annual review of the mission, vision, and goals of the College.

### Section 8.4 Membership and Governance Committee

The College Board shall appoint a Membership and Governance Committee, consisting of the Committee Chair, the Committee Vice Chair, at least two (2) additional College Directors

and the College Chancellor. The Membership and Governance Committee shall be responsible for:

1. Identify persons who are potential College Board members.
2. Determine if potential members have expertise that would benefit the College.
3. Inform potential members of the expectations for, and functions of, College Board members.
4. Nominate potential members for approval by the College Board.
5. Assure completion and dissemination of results of the College Board of Director's annual survey.
6. Perform a periodic review of these Bylaws according to Section 9.7, and recommend any proposed changes to the full board for approval.

#### Section 8.5 Finance and Audit Committee

The College Board shall appoint a Finance and Audit Committee, consisting of the Committee Chair, the Committee Vice Chair, Treasurer, the College Chief Financial Officer, at least two (2) additional College Directors and the College Chancellor. The Finance and Audit Committee shall be responsible for:

1. Monitor the financial operations of the College.
2. Engage in financial planning for future College development.
3. Review proposed budgets before their submission to the College Board.
4. Make budget recommendations to the College Board.
5. Oversee that guidance of building planning for current College buildings as well as potential new buildings for the institution.
6. Monitor the state of the institutions physical plant, budgets and expenses for capital assets and major project milestones.
7. Identify improvements of, or additions to, the physical facilities of the College

#### Section 8.6 Academic Affairs Committee

The College Board shall appoint an Academic Affairs Committee, consisting of the Committee Chair, the Committee Vice Chair, the College Chief Academic Officer, at least two (2) additional College Directors, and the College Chancellor. The Academic Affairs Committee shall be responsible for:

1. Ensuring that the institutions academic programs are consistent with the mission.

2. That appropriate policies and practices are in place.
3. That the institution has the capabilities to realize its mission and achieve its strategic academic priorities.
4. Review at least annually policies related to Faculty and other College personnel as contained in Student Handbook.
5. Review proposals for new degree and certificate programs.
6. Recommend to the College Board changes in policies as noted above.
7. Recommend to the College Board action on proposed new programs.

#### Section 8.7 Ad Hoc College Board Committees

The College Board shall appoint the members of each ad hoc College Board Committee established by it. Each ad hoc College Board Committee shall be formed for the purpose of completing a specific assignment or assignments. The members of an ad hoc committee may include Faculty and other individuals who are not on the College Board and the College Chancellor, or Chancellor's designee, as an ex-officio member. The Chair shall appoint the chairperson of each ad hoc committee (who need not be a College Director). Each ad hoc College Board Committee shall be an advisory committee to the College Board.

#### Section 8.8 Committee Chairs

The Board Chair shall appoint the chairperson of each committee, each of whom shall have the following general duties, responsibilities and powers, together with such others as may be designated from time to time by the College Board:

- a) Coordinate committee activities through the management liaison;
- b) Assist the Chancellor of the College to prepare an agenda for each committee meeting;
- c) Preside, or designate an alternate to preside, at committee meetings;
- d) Provide for maintenance of official records of the committee;
- e) Report committee activities and formal recommendations to the College Board at its regular meetings;
- f) Delegate specific responsibilities among committee members; and
- g) Appoint members to subcommittees as necessary and appropriate.

#### Section 8.9 Committee Meetings

The Chair of the College Board, the chairperson of the committee of which he or she is the chairperson, and the Chancellor of the College may call a meeting of the committee by delivering notice of the meeting, including the time and place of the meeting, either personally, by overnight mail or by e-mail or telephone to the residence or business address of each committee member, as listed in the office of the Chancellor of the College, at least forty-eight (48) hours prior to the meeting.

#### Section 8.10 Committee Rules

Each committee shall establish its own rules for operation, which shall be consistent with these Bylaws and subject to approval by the College Board. Each committee shall keep records and accounts of its proceedings and transactions.

#### Section 8.11 Term of Office

Each member of a committee, except as otherwise specified in these Bylaws, will continue to serve until the next annual meeting of the College Board and until a successor is appointed, unless the committee is sooner dissolved or the member resigns or is removed from the committee.

#### Section 8.12 Quorum and Manner of Action

A majority of the members of a committee then in office shall constitute a quorum and the act of a majority of the members of the committee present at a meeting at which a quorum is present who are members in good standing and not otherwise disqualified from voting shall be the act of the committee.

#### Section 8.13 Removal

The College Board may remove, with or without cause, any member of a committee, upon a vote of a majority of the College Directors then in office who are Eligible to Vote at a regular or special meeting of the College Board. The Chancellor of the College shall not be Eligible to Vote for purposes of the vote to remove if he or she is the subject of the vote or if the member who is the subject of the vote is a College Director. In addition, any College Director who is the subject of the vote shall not be Eligible to Vote for purposes of the vote to remove.

#### Section 8.14 Resignation

A member of a committee may resign at any time by submitting a written resignation to the Chair. Unless made effective on a future date, the resignation shall become effective upon its delivery to the Chair, and, unless otherwise specified in the resignation, need not be accepted to be effective.

### ARTICLE IX

#### GENERAL

#### Section 9.1 Not-for-profit Status

All activities of the College Board, the conduct of its business, and the disposition of its property upon dissolution shall be in accordance with the requirements of the Organizing Documents of UnityPoint Health - Methodist, and all applicable provisions of the Internal Revenue Code (“IRC”) of the United States governing not-for-profit organizations qualified under IRC Section 501(c)(3).

#### Section 9.2 Conflicts of Interest

The conflict of interest policy adopted by MHSC shall be the conflict of interest policy of the College. The Chair shall become familiar with the disclosure statements of all College Directors in order to guide the Chair's conduct should a conflict arise. The Vice-Chair shall be familiar with the statement filed by the Chair.

#### Section 9.3 Indemnification

Subject to Article IV, the UnityPoint Health - Methodist Board may indemnify and hold harmless any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by reason of the fact that such person is or was a director, officer, employee or agent of the College Board, or is or was serving at the request of the College Board as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to the fullest extent permitted by law.

#### Section 9.4 Insurance

The UnityPoint Health - Methodist Board may purchase and maintain insurance on behalf of any person who is or was a director, officer, trustee, employee or agent of the College Board, or who is or was serving at the request of the College Board as an officer, director, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his status as such.

#### Section 9.5 Fiscal Year

The fiscal year of the College Board shall be July 1 to June 30.

#### Section 9.6 Medicare Reimbursement

The College is intended to be organized and operated in such manner that UnityPoint Health - Methodist will be eligible for Medicare reimbursement for educational programs offered through the College. If for any reason UnityPoint Health - Methodist or the Medicare program determines that the College is not so organized or operated, UnityPoint Health - Methodist may make such changes as it deems necessary to bring the College into compliance with Medicare reimbursement principles.

#### Section 9.7 Review of Bylaws

These Bylaws shall be reviewed at least every two (2) years and the date of the review shall be recorded in the minutes of the next annual meeting of the College Board.

#### Section 9.8 Force and Effect of Bylaws

These Bylaws are subject to the provisions of the Bylaws of UnityPoint Health - Methodist and the Statute, as they may be amended from time to time. If any provision in these Bylaws is inconsistent with a provision in the Bylaws of UnityPoint Health - Methodist, or the Statute, the provisions of the Bylaws of UnityPoint Health - Methodist or the Statute shall govern.

#### Section 9.9 Discrimination Prohibited

In administering its affairs, the College Board shall not discriminate against any person on the basis of race, creed, color, national or ethnic origin, sex, age, or disability.

#### Section 9.10 Amendments

The UnityPoint Health - Methodist Board may amend or restate these Bylaws (i) by the affirmative vote of a majority of the UnityPoint Health - Methodist Directors then in office upon the UnityPoint Health - Methodist Board's receipt of the written determination of the College Board (made by the affirmative vote of a majority of the College Directors then in office) that an amendment or restatement may be necessary or appropriate and (ii) by the affirmative vote of a two-thirds (2/3rds) majority of the UnityPoint Health - Methodist Directors then in office upon the UnityPoint Health-Methodist Board's receipt of the written determination of the UnityPoint Health - Methodist President that an amendment or restatement is necessary or appropriate to achieve UnityPoint Health - Methodist's objectives in establishing the College, to secure and maintain the licensure or accreditation of the College, to preserve the integrity of the relationship between UnityPoint Health - Methodist and the College, and/or to obtain and maintain favorable treatment of the costs and expenses of the College.

(Approvals on next page)



Approved this \_\_\_ day of \_\_\_\_\_ 2019

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Chairman of the Board  
The Methodist Medical Center of Illinois

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Chair of the Board  
Methodist College of Illinois

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