

**Bylaws of the
Broadband Advisory Council**
Adopted August 19, 2019

Article I: Authorization

The Broadband Advisory Council (the “Council”) is established pursuant to the requirements of the Broadband Advisory Council Act (the “Act”), 220 ILCS 80/15.

Article II: Mission

The Council shall advise the State of Illinois on steps to ensuring the availability of affordable, reliable, and state-of-the-art Internet access to all Illinois residents and businesses. The Council will assist with the development of policies to extend broadband Internet access and eliminate barriers to widespread adoption of broadband Internet access.¹

The general powers and duties of the Council are set forth in Section 20 of the Act.² The Council is housed within the Department of Commerce and Economic Opportunity (“DCEO”), which shall provide the Council with administrative, personnel, and technical support services.³

Article III: Membership

A. Composition: The Council shall consist of 21 voting members and 4 non-voting members. The appointments are made pursuant to Section 15 of the Act.⁴

B. Terms: Once appointed, members shall serve until resignation or removal from the Council except for the 7 members appointed by the Governor to represent broadband providers. The broadband provider members appointed by the Governor shall serve for 3-year terms.⁵

C. Removal from Office:⁶ The Council may request that a member be removed from office if the member fails to perform the member’s duties as set forth in statute or in these bylaws or fails to attend **five** meetings of the Council within a two-year period. Requests for removal from office shall only be made by a two-

¹ 220 ILCS 80/5.

² 220 ILCS 80/20.

³ 220 ILCS 80/15.

⁴ 220 ILCS 80/15(b).

⁵ 220 ILCS 80/15(b)(15).

⁶ There’s nothing in the BAC about this. Removal doesn’t need to be in the bylaws, but sometimes advisory boards have issues with attendance and obtaining a quorum. This at least establishes a formal process for escalating attendance issues.

thirds vote of the remaining members. Requests for removal shall be forwarded to DCEO and the office that appointed the member.

D. Member Vacancies: In the event that a vacancy occurs, the Council shall request the responsible appointing officer to make a new appointment. The Council may make such requests directly or request that DCEO make such requests on behalf of the Council.

Article IV: Council Chair and Vice Chair

A. Chair and Vice Chair: The Council shall be chaired by the Director of DCEO or the person designated by the DCEO Director to serve as a voting member on the Council as the Director's designee.⁷

At the first meeting of each calendar year, the voting members shall select a vice chair. The vice chair shall be one of the voting members of the Council, and nominees shall be elected by majority vote of the members present. The vice chair shall serve as chair in the absence of the DCEO Director or the Director's designee. Vice chairs are eligible for election to successive terms.

B. Secretary-Treasurer: At the first meeting of each calendar year, the voting members shall select a secretary-treasurer.⁸ The secretary-treasurer need not be a member of the Council. Nominees shall be elected by majority vote of the members present.

C. Vacated Offices: In the event either the vice chair or secretary-treasurer cannot complete a term, the Council shall elect an alternate member to complete the remainder of the term.

D. Duties: The Chair shall preside over Council meetings. The Chair shall set meeting agendas for the Council after consultation with other members. The Co-Chair shall preside over Council meetings in the absence of the Chair. The secretary-treasurer shall be responsible for keeping records of the Council's proceedings and for other tasks assigned by the Council.

Article V: Working Groups

The Council may establish Working Groups to investigate and make recommendations to the full Council.⁹ Members of the Working Groups need not be members of the Council. Working Groups consisting of 4 or more voting members of the Council are obligated to comply with the Open Meetings Act.

⁷ 220 ILCS 80/15(b)(1).

⁸ 220 ILCS 80/15(e).

⁹ 220 ILCS 80/15(f).

Working Groups may be established on an ad hoc or standing basis to assist in the execution of the duties of the Council. Membership in Working Groups may be determined by the Chair or a majority vote of the Council. Each Working Group shall be given a specific charge by the full Council and shall bring all analysis and recommendations resulting from their work to the Council for consideration, approval, and action.

Article VI: Compensation¹⁰

A. Members: Members of the Council shall not receive compensation for their services as members (e.g., wages, salaries, stipends, or contractual services fees). However, upon request, members may be reimbursed for reasonable expenses incurred in serving on the Council, subject to the availability of funds appropriated for that purpose and approval by DCEO. Such reimbursement shall be limited to expense items and maximum reimbursement amounts allowed by the Governor's Travel Control Board. Members may request reimbursement for allowable expenses only in conformance with procedures provided to the members by DCEO.

B. Nonmembers: Nonmembers assigned to Working Groups of the Council shall not receive compensation for their services as Working Groups members (e.g., wages, salaries, stipends, or contractual services fees). Nonmembers serving on Working Groups may not be reimbursed for their actual expenses incurred in serving the Working Groups.

Article VII: Meetings

A. Open Meetings Act: The Council meets the definition of a "public body" as defined in Section 2 of the Open Meetings Act (5 ILCS 120) and it shall conduct all meetings in accordance with the requirements of that law. A quorum of the Council is 7 voting members,¹¹ and a "meeting" occurs when a majority of a quorum of the Council (4) engages in "contemporaneous interactive communication" about Council business. Council members are responsible for compliance with the Open Meetings Act, including the completion of mandatory training through the Illinois Attorney General. DCEO will provide support on compliance with Open Meetings Act requirements.

Open Meetings Act training must be completed within 90 days of appointment to the Council unless the member has already completed the training as part of other official duties.¹²

¹⁰ 220 ILCS 80/15(i).

¹¹ 220 ILCS 80/15(g).

¹² 5 ILCS 120/1.05(b).

Attendance by proxies is not permitted. A member who cannot attend may send a representative to observe and provide commentary, but that person shall not be counted toward the quorum.

B. Regular Meetings:¹³ Regular meetings of the Council shall be held at least quarterly. Meetings may be held more frequently as needed and approved by the Council. All regular meetings shall be publicized at the beginning of each fiscal year through a public notice listing the dates, times, and places of such meetings. Changes to the published schedule may be made provided that public notice of such a change is made at least 10 days in advance.

C. Special Meetings: Special meetings of the Council may be called by the Chair. Public notice shall be provided at least 48 hours in advance of such meetings.

D. Meeting Locations: All meetings of the Council shall be held in locations that are convenient and open to the public. To the extent feasible, meetings shall be held in locations that support video conferencing to promote attendance of the Members and the broadest possible public participation.¹⁴ The Council will endeavor to stream audio and video of all public meetings.

The Council may meet in person or through video or audio conference; however, for any such teleconference meetings, the Council and DCEO shall ensure the public is able to observe and comment on the proceedings by attending an accessible DCEO or other state agency office.

E. Public Notice:¹⁵ Public notice of all meetings shall meet the requirements of the Open Meetings Act. At a minimum, public notice of the annual meeting schedule shall be given by posting a copy of the schedule at the DCEO offices in Chicago and Springfield, including the dates, times and locations of all scheduled meetings, and on a DCEO website. Notices of individual meetings shall be posted 48 hours in advance at the building in which the meeting is to be held. The meeting notice shall include the preliminary agenda.

F. Parliamentary Procedures:¹⁶ The Council will conduct meetings in a general parliamentary fashion. In the event of a question or dispute about proper procedure among the Council, the latest edition of Robert's Rules of Order Newly Revised shall be the parliamentary authority for the Council.

¹³ 220 ILCS 80/15(h).

¹⁴ The Council, because of its advisory nature, may discuss and implement remote participation provisions. See 5 ILCS 120/2.01 and 5 ILCS 120/7.

¹⁵ 5 ILCS 120/2.02

¹⁶ Boilerplate

G. Order of Meetings:¹⁷ The Chair shall conduct meetings generally following the following agenda.

1. Call to Order and Recording of Attendance
2. Review and Approval of the Minutes of the Previous Meeting
3. Working Group Reports, if any
4. Unfinished Business
5. New Business
6. Public Comment
7. Announcements
8. Adjournment

H. Voting: Only duly appointed members of the Council shall make motions and vote. A vote may take place only if a quorum is present. A member is considered present if the member is either in attendance at the meeting site or participates in the meeting via telephone or video conferencing. Voting may commence and continue once a quorum has been declared by the Chair. The affirmative vote of a simple majority of those members present is necessary for any action taken by vote of the Council.¹⁸

Voting by proxies is not permitted.

I. Public Participation: Council meetings shall be open to the public and public participation is encouraged. A public comment period shall be part of the agenda of each meeting. Generally, public comments shall be limited to five (5) minutes per person; but, the aggregate total public comment should not exceed thirty (30) minutes. The Chair may extend the time allowed for comments. Written comments may also be submitted for review by the members. Public comments should be limited to matters on the agenda or related to the purpose and duties of the Council.

Article VIII: Staff Support

DCEO shall provide staff support to the Council. Unless delegated to the secretary-treasurer, such staff support shall include: taking minutes of meetings, preparing meeting materials and forwarding such materials to members, providing public notice of Council meetings, processing requests for reimbursement from members, maintaining the records of the Council, and other duties assigned by the Chair that are consistent with the mandate of the Council.

Article IX: Ethics

The Council and its members are subject to the requirements of the State Officials and Employees Ethics Act, 5 ILCS 430/1-1 through 99-99. Each member must

¹⁷ Boilerplate

¹⁸ 220 ILCS 80/15(g).

complete annual ethics training (including sexual harassment training) and statements of economic interest in the times required by Illinois law and the DCEO Ethics Officer.¹⁹

Conflicts of Interest

A member of the Council may not vote or substantially participate in the discussion of a matter before the Council where the member (or that person's immediate family member) has an actual or potential conflict of interest with respect to the issue being deliberated. A conflict of interest may be created where the independence of the member's judgment may be affected by the member's personal interest in the outcome of Council's activity.

The Council is composed of individuals who, in part, are appointed to represent the views of certain stakeholders (e.g. incumbent local exchange carriers or cable companies). There is not necessarily a conflict of interest when a member advocates or votes based on that member's role as a representative of an industry stakeholder; however, there may be the potential for an actual or perceived conflict of interest where that advocacy or vote disproportionately favors a particular business within that stakeholder category and the member has a relationship to or interest in that business.

Any potential conflicts should be disclosed to the Council and the DCEO Ethics Officer prior to the member's participation in discussion of the subject matter posing the potential or actual conflict. Upon approval of the DCEO Ethics Officer, the Council may permit participation in a matter by a member with a potential conflict of interest provided that the potential conflict has been sufficiently addressed through disclosure and any mitigation.

Article X: Reporting Mandates

In addition to researching and advising on areas of broadband policy set forth in Section 20 of the Act, the Council has certain defined mandates, the completion of which may be subject to compliance testing by the Illinois Auditor General. Those mandates include:

1. Reporting to the General Assembly on or before January 1 of each year on action taken by the Council during the previous year in carrying out provisions of the Act.²⁰
2. Publishing updates to the Federal Communications Commission benchmark downstream data rates and upstream data rates in the Illinois Register within 60 days after the federal update.²¹

Article XI: Adoption

¹⁹ 5 ILCS 430/5-10 and 10.5; 5 ILCS 420/4A-101.

²⁰ 220 ILCS 80/20(e).

²¹ 220 ILCS 80/20(a)(9).

The bylaws shall be in effect immediately upon their adoption by majority vote of the Council.

Article XII: Amendment to Bylaws

These bylaws may be amended at meetings of the Council, provided that the amendment has been proposed in writing to the members at one meeting and approved by a majority vote at a subsequent meeting.

Article XIII: Repeal of Bylaws

These bylaws may be repealed at meetings of the Council by a majority vote of the Council.