

## **Business Enterprise Council Bylaws**

### **Article I – Compliance with Laws**

The Business Enterprise Council (“BEP Council”) shall comply with all applicable laws, rules, and regulations, including those set forth in the Business Enterprise for Minorities, Women, and Persons with Disabilities Act (“BEP Act”) and Title 44 Part 30 of the Illinois Administrative Code.

### **Article II – Definitions**

Advisory Member	The Comptroller or their designee.
BEP	The Commission on Equity and Inclusion’s Business Enterprise Program is an Illinois initiative designed to promote and support businesses that are at least 51% owned and operated by minorities, women, or persons with disabilities. The program helps these businesses gain access to government contracts and other opportunities by certifying them as diverse suppliers. Through BEP, the Commission on Equity and Inclusion works to create a more inclusive business environment, ensuring that businesses owned by underrepresented groups have a fair chance to compete for and succeed in the marketplace.
BEP Act	The Business Enterprise for Minorities, Women, and Persons with Disabilities Act is a law in Illinois designed to promote fairness and increase opportunities for minority-owned, women-owned, and persons-with-disabilities-owned businesses in Illinois government contracting. The BEP Act states that not less than 30% of the total dollar amount of every State contract and not less than 20% of the total dollar amount of every State construction contract shall be awarded to BEP certified vendors, unless an exemption or waiver is granted by the BEP Council. See 30 ILCS 575/4 and 7. The goal is to create a more inclusive and diverse business environment, ensuring that businesses owned by historically underrepresented groups have equal access to government contracts.
BEP Council	The Business Enterprise Council for Minorities, Women and Persons with Disabilities was developed to help implement, monitor, and enforce the goals of the BEP Act.
BEP Council Chairperson	The Chairperson of the Commission on Equity and Inclusion.
CEI or Commission on Equity and Inclusion	CEI works maximize supplier diversity in Illinois. CEI oversees programs, including BEP and the Veterans Business Program, that support businesses owned by minorities, women, veterans, and people with disabilities, ensuring they have access to government contracts and opportunities.
JCAR	The Joint Committee on Administrative Rules.
Member	A member of the BEP Council as described in Section 5(1) of the BEP Act.

OMA	The Open Meetings Act is a law that requires meetings of public bodies, including the BEP Council, to be open to the public, with certain exceptions. The OMA ensures transparency by requiring that all meetings where public business is discussed or decided are accessible to the public and that proper notice is provided in advance. The law mandates that agendas, meeting notices, and minutes be publicly available, promoting accountability in the decision-making processes of government entities and public bodies.
Robert's Rules of Order	A widely recognized set of parliamentary procedures used to govern meetings and decision-making processes in formal organizations. These rules provide guidelines on how to conduct meetings in an orderly, fair, and efficient manner, ensuring that all Members have an opportunity to participate in discussions and decisions. Robert's Rules of Order is used to facilitate the orderly conduct of meetings, including motions, debates, voting procedures, and maintaining decorum.
Secretary	This individual, subject to the approval of the BEP Council, is appointed by the BEP Chairperson and responsible for BEP's operation.
State	The State of Illinois.

### **Article III – BEP Council Membership**

#### **5.1     Membership**

- 3.1.1 The BEP Council consists of the CEI Chairperson, the Secretary of Human Services (DHS), the Director of the Department of Human Rights (IDHR), the Director of the Department of Commerce and Economic Opportunity (DCEO), the Director of the Department of Central Management Services (CMS), the Director of the Department of Transportation (IDOT), the Director of the Capital Development Board (CDB), ten individuals representing businesses that are minority-owned (MBE), women-owned (WBE), or owned by persons with disabilities (PBE), two individuals representing the business community, a representative of public institutions of higher education, and the Comptroller, as an Advisory Member.
- 3.1.2 Individuals representing MBEs, WBEs, PBEs, the business community, and the public institutions of higher education representative are appointed by the Governor.
- 3.1.3 The CEI Chairperson, the Comptroller, the DHS Secretary, and the Directors of IDHR, DCEO, CMS, IDOT, and CDB may appoint a representative to serve on the BEP Council in their stead.
- 3.1.4 Proxies other than the CEI Chairperson, Comptroller, DHS, DHR, DCEO, CMS, DOT, and CDB representatives are prohibited.

#### **5.2     Term**

- 3.2.1 Members serve a two-year term and are eligible for reappointment.

5.3 Vacancies

- 3.3.1 Any vacancy occurring on the BEP Council shall also be filled by the Governor. Any Member appointed to fill a vacancy occurring prior to the expiration of the term for which his or her predecessor was appointed shall be appointed for the remainder of such term.

5.4 Expenses

- 3.4.1 Members of the BEP Council shall serve without compensation but shall be reimbursed for any ordinary and necessary expenses incurred in the performance of their duties.

5.5 Chairperson

- 3.5.1 The CEI Chairperson serves as the BEP Council Chairperson.

5.6 Secretary Selection

- 3.6.1 The CEI Chairperson selects, subject to the approval of the BEP Council, the Secretary, who is responsible for BEP's operation.

**Article IV – Authority and Responsibilities**

- 4.1 The BEP Council authorities and responsibilities listed in the BEP Act are listed below.

- 4.1.1 The BEP Council must submit an annual report to the Governor, the Bureau on Apprenticeship Programs and Clean Energy Jobs, and the General Assembly by March 1<sup>st</sup> each year. The report will include information on agency and public institutions of higher education (other than community colleges) contracts for insurance, investment, IT, accounting, architectural, engineering, and legal services. *See 30 ILCS 575/4f(4).*
- 4.1.2 The BEP Council must submit an annual report to the Governor, the Bureau on Apprenticeship Programs and Clean Energy Jobs, and the General Assembly by March 1<sup>st</sup> each year. The report will include information on community college contracts for insurance, investment, IT, accounting, architectural, engineering, and legal services. *See 30 ILCS 575/4f(5).*
- 4.1.3 The BEP Council must discuss the status of BEP utilization on contracts for insurance, investment, IT, accounting, architectural, engineering, and legal services at each regularly scheduled BEP Council meeting. *See 30 ILCS 575/4f(6).*
- 4.1.4 The BEP Council must implement, monitor, and enforce the goals of the BEP Act. *See 30 ILCS 575/5(1).*
- 4.1.5 The BEP Council must approve (or deny) the BEP Council Chairperson's Secretary selection. *See 30 ILCS 575/5(1).*
- 4.1.6 The BEP Council must establish certification and registration procedures to ensure businesses legitimately classified as BEP firms can take advantage of the BEP Act, including recognizing certifications from other approved programs. *See 30 ILCS 575/5(2)(a).*

- 4.1.7 The BEP Council must maintain a comprehensive list of businesses legitimately classified as owned by minorities, women, or persons with disabilities. *See 30 ILCS 575/5(2)(b).*
- 4.1.8 The BEP Council must review and update rules and regulations for implementing the BEP program. *See 30 ILCS 575/5(2)(c).*
- 4.1.9 The BEP Council must review compliance plans submitted by agencies and public institutions of higher education. *See 30 ILCS 575/5(2)(d).*
- 4.1.10 The BEP Council must serve as a central clearinghouse for State contracts, providing information on bidding opportunities to businesses owned by minorities, women, and persons with disabilities. *See 30 ILCS 575/5(2)(f).*
- 4.1.11 The BEP Council must establish a toll-free telephone number for information requests about certification and pending contracts. *See 30 ILCS 575/5(2)(g).*
- 4.1.12 The BEP Council must develop a process to grant automatic certification to businesses holding certifications from specified entities. *See 30 ILCS 575/5(2)(h).*
- 4.1.13 The BEP Council must maintain a repository for non-certified vendors who have applied for certification and were denied, have an incomplete certification application, have achieved certification but didn't seek renewal, or are known businesses owned by minorities, women, or persons with disabilities. *See 30 ILCS 575/5(2)(i).*
- 4.1.14 Members must disclose any direct financial or personal interest in any measure pending before the BEP Council and abstain from participating in the decision-making process. *See 30 ILCS 575/5(4).*
- 4.1.15 The BEP Council must review, approve, or reject agency and public institutions of higher education compliance plans. *See 30 ILCS 575/6.*
- 4.1.16 The BEP Council must review, approve, or reject agency and public institutions of higher education individual contract BEP participation exemption requests. The BEP Council must send those exemption requests to the Bureau on Apprenticeship Programs and Clean Energy Jobs. *See 30 ILCS 575/7(1).*
- 4.1.17 The BEP Council must review, approve, or reject agency and public institutions of higher education class contract BEP participation exemption requests. The BEP Council must send those exemption requests to the Bureau on Apprenticeship Programs and Clean Energy Jobs. *See 30 ILCS 575/7(2).*
- 4.1.18 The BEP Council must review, approve, or reject vendor BEP participation waiver requests. The BEP Council must send those waiver requests to the Bureau on Apprenticeship Programs and Clean Energy Jobs. *See 30 ILCS 575/7(3).*
- 4.1.19 The BEP Council will hold regular meetings to fulfill its responsibilities under the BEP Act. *See 30 ILCS 575/8b.*
- 4.1.20 The BEP Council must set aside time during its regular meetings to review and discuss evidence of past or present discrimination that affects State contracting with businesses owned by minorities, women, and persons with disabilities. If the

BEP Council finds evidence of discrimination against a specific group, race, or sex, it will establish or adjust sheltered markets to address the specific issues identified. *See* 30 ILCS 575/8b.

- 4.1.21 The BEP Council must approve any recommended rules and regulations for establishing and continuing narrowly tailored sheltered markets before the rules are submitted to the JCAR. *See* 30 ILCS 575/8c.
- 4.1.22 The BEP Council must submit an annual report on the BEP's status to the Governor and the General Assembly before March 1<sup>st</sup>. *See* 30 ILCS 575/8f.
- 4.1.23 The BEP Council must report any applicable vendor that fails to submit a supplier diversity report to the Chief Procurement Officers. *See* 30 ILCS 575/8h.
- 4.1.24 Oversee the Special Committee on Minority, Female, Persons with Disabilities, and Veterans Contracting. *See* 30 ILCS 575/8j.
- 4.2 The BEP Council has delegated the following responsibilities to BEP:
  - 4.2.1 Developing and implementing a certification procedure and system, including the recognition certification processes.
  - 4.2.2 Reviewing BEP certification applications to ensure applicants are eligible.
  - 4.2.3 Maintaining a publicly available list of certified BEP vendors.
  - 4.2.4 Reviewing rules and regulations and making rule recommendations for the BEP Council.
  - 4.2.5 Reviewing solicitation goal setting and making pre-award individual contract exemption and good faith effort waiver request determinations.
  - 4.2.6 Conducting outreach to current and prospective BEP vendors.
  - 4.2.7 Drafting and submitting the annual reports denoted in the BEP Act.
  - 4.2.8 Overseeing the Special Committee on Minority, Female, Persons with Disabilities, and Veterans Contracting.
- 4.3 Unless and until the BEP Council votes to return these delegated responsibilities to the BEP Council, BEP shall be independently responsible for performing all duties and responsibilities delegated to it.

## **Article V – BEP Council Meetings**

- 5.1 Aside from section 5.3.1, Article V – BEP Council Meetings pertains to all BEP Council meetings, including those of subcommittees.
- 5.2 Schedule, Agenda, and Notice
  - 5.2.1 The full BEP Council meets quarterly. The BEP Council subcommittees meet bimonthly. The meeting schedules will remain unchanged until the BEP Council decides to implement any modifications to the meeting cadence.
  - 5.2.2 The BEP Council Chairperson, or their designee, presides over meetings and sets

the agenda in coordination with the Secretary or their designee.

- 5.2.3 Meeting notices are posted according to the requirements in Section 2.02 of the OMA.

### 5.3 Quorum

- 5.3.1 The BEP Council achieves quorum if a majority of voting Members are present. A quorum is required for the BEP Council to vote on pending matters.
- 5.3.2 Attendance at a BEP Council meeting will count toward quorum only as Section 7 of the OMA prescribes.
- 5.3.3 A roll call of the Members is to be conducted immediately after each BEP Council meeting is called to order.

### 5.4 Voting Rules

- 5.4.1 The meeting agenda will include items scheduled for a vote by the BEP Council. According to Article VII, Members with a conflict of interest must disclose their conflict and abstain from voting. The Advisory Member of the BEP Council is not permitted to vote on any matters before the BEP Council.
- 5.4.2 The BEP Council Chairperson and the subcommittee chairs are entitled to vote on all matters before the BEP Council or subcommittee unless they serve as the Advisory Member.
- 5.4.3 In the event of a tie vote among the BEP Council, the BEP Council Chairperson will cast the deciding vote to break the tie. The BEP Council Chairperson is otherwise entitled to vote on all matters before the BEP Council.

### 5.5 Conduct

- 5.5.1 To conduct a fair and informed decision-making process during BEP Council meetings, meetings will be conducted following Robert's Rules of Order. The BEP Council Chairperson and subcommittee chairs are responsible for maintaining order. Members are expected to treat all Members, members of the public, and State employees with civility. According to Robert's Rules of Order, Members must be recognized by the BEP Council Chairperson or subcommittee chair before speaking.
- 5.5.2 When a Member commits a first offense, the parliamentarian, Secretary, or BEP Council Chair will raise a point of order to highlight the issue and the necessary corrective action.
- 5.5.3 If the same Member commits a second offense, they may lose the right to speak, face removal from the meeting, and receive a temporary suspension from their duties and privileges for the next regularly scheduled BEP Council meeting. Additionally, the Member must attend a mandatory professional

conduct and ethics session.

5.6 Meeting Minutes

5.6.1 The Secretary or their designee will record meeting minutes and distribute them to the BEP Council before the next meeting. At that time, the BEP Council will vote to approve the minutes. The Secretary or their designee will make any changes if needed. Once the BEP Council approves, the minutes will be posted on CEI's website.

5.7 Ad Hoc Meetings

5.7.1 Ad hoc meetings may be scheduled if the BEP Council cannot complete its review of the matters outlined in the meeting agenda or if the BEP Council votes to hold an ad hoc meeting. Ad hoc meetings must be conducted in accordance with Article V.

5.8 Closed Meetings

5.8.1 By motion, the BEP Council may hold an executive session (also referred to as a "closed meeting") that is closed to the public. Executive sessions may only be convened to consider one or more of the topics specified in Section 2(c) of the OMA, which includes evidence or testimony presented in an open hearing, litigation, when an action against, affecting, or on behalf of the BEP Council or the BEP, is likely to go before a court or administrative tribunal or has been filed, and legal advice from the BEP Council's attorney that is otherwise protected by the attorney-client privilege.

5.8.2 A motion to hold an executive session must clearly outline the subject matter to be discussed and specify the reason or reasons under Section 2(c) of the OMA that permit the deliberations to be closed to the public.

5.9 Public Testimony

5.9.1 All meetings, except for closed meetings, of the BEP Council and its subcommittees are open to the public. Following the guidelines provided, the BEP Council will hear from any interested members of the public.

5.9.2 Because the public comment period of the meeting is set aside to hear from stakeholders, discussion between speakers and audience members is not permitted.

5.9.3 Speakers shall address all comments to the subcommittee as a whole and not to individual Members.

5.9.4 Each individual wishing to be heard during this period will have up to three minutes to comment. The remaining time cannot be given to another speaker. Public comments, in aggregate, cannot exceed thirty minutes.

- 5.9.5 Comments must focus on the subcommittee's work and not be used to air personal grievances, make political endorsements, or discuss matters subject to public hearings. Public comments are one-directional communication from the public to the BEP Council, and will be used for informational purposes, not as problem resolution.

## **Article VI – BEP Council Subcommittees**

- 6.1 Each subcommittee established herein shall possess the authority and responsibility to convene meetings and make recommendations to the BEP Council regarding matters that fall under that subcommittee's jurisdiction.
- 6.2 The BEP Council has three subcommittees: Certification Subcommittee, Compliance Subcommittee, and Outreach Subcommittee.

### **6.2.1 Certification Subcommittee**

The primary purpose of the Certification Subcommittee is to provide guidance on best practices and methods for certification, review the BEP certification rules outlined in the Illinois Administrative Code, recommend updates or modifications to those rules or the BEP Act, adjudicate appeals from vendors whose certification applications were denied by BEP, per 44 Ill. Adm. Code 30.70, and acknowledge and address public concerns and needs.

### **6.2.2 Compliance Subcommittee**

The Compliance Subcommittee reviews BEP compliance, monitoring, and enforcement. This includes evaluating vendor contract participation to ensure adherence to program requirements and providing input on BEP's compliance procedures. Additionally, the Compliance Subcommittee assesses purchasing entity compliance plans. Furthermore, it analyzes the reports specified in 30 ILCS 575/8g, and submits findings and recommendations to the full BEP Council. Moreover, it addresses public concerns regarding BEP compliance.

### **6.2.3 Outreach Subcommittee**

The Outreach Subcommittee supports CEI's outreach unit staff by reviewing and recommending policies and processes that connect businesses owned by minorities, women, and persons with disabilities to BEP and State procurement opportunities. Additionally, the Outreach Subcommittee collaborates with CEI's outreach staff to strengthen BEP outreach efforts by linking partners, identifying opportunities, and providing resources to expand BEP's initiatives.

### **6.3 Subcommittee Membership**

- 6.3.1 Members may serve on up to two subcommittees without needing a full BEP Council vote. Members may request the full BEP Council's approval to join a third subcommittee if they attest that their involvement will not hinder their ability to fulfill the responsibilities of the full BEP Council or the other subcommittees they are part of.



6.3.2 Members who wish to serve on a subcommittee must submit a written request to the Secretary at least 24 hours before the start of the subcommittee meeting they intend to attend. The Secretary will notify the interested Member in writing if the request is approved by the subcommittee chair.

6.3.3 Members can resign from a subcommittee at any time by providing a resignation letter to the subcommittee chair.

#### 6.4 Subcommittee Chairs

6.4.1 Subcommittee chairs preside over all subcommittee meetings and provide reports on their subcommittee's actions and updates during BEP Council meetings. In the absence of a subcommittee chair, the Secretary or their designee will serve in their place.

6.4.2 Each subcommittee will vote to approve its chair. The chair may serve throughout their term as a Member. If a chair position becomes vacant before the term ends, the Secretary or their designee will fill in until the subcommittee elects a replacement.

#### 6.5 Authority

6.5.1 Each subcommittee may review, discuss, and hear public comment on matters falling under the subcommittee's jurisdiction. Subcommittees may vote to recommend actions for the BEP Council, which shall be considered by the BEP Council at the next regularly scheduled BEP Council meeting, excluding votes subject to 44 Ill. Adm. Code 30.70 regarding an applicant's request for review of a certification denial.

6.5.2 Subcommittees cannot take action or enforce penalties without a vote from the full BEP Council, except that the Certification Subcommittee may adjudicate appeals under 44 Ill. Adm. Code 30.70.

### **Article VII – Attendance Policy**

7.1 Achieving a quorum is crucial for the BEP Council's effectiveness in promoting its mission to enhance supplier diversity in the State. Consistent attendance at full BEP Council and subcommittee meetings is essential for implementing, monitoring, and enforcing the goals of the BEP Act. This article promotes regular meeting attendance, establishes Member attendance standards, and outlines procedures to address attendance failures.

7.2 The BEP Council can achieve a quorum by utilizing its right to extend public meetings to other public buildings within the State, provided that interactive video conferencing equipment is available and said location is included on the meeting agenda. See 5 ILCS 120/2.01.

7.3 OMA requires a public body to reach a quorum of physically present Members at a meeting location to hold a meeting and conduct business. See 5 ILCS 120/7(a). Members are expected to attend all meetings of the full BEP Council and the Certification Subcommittee in person unless prevented by circumstances allowed under the OMA.

- 7.3.1 If a quorum of the Members is physically present, a majority of the BEP Council may allow a Member to attend the meeting virtually if the Member is prevented from physically attending because of personal illness or disability, employment purposes or BEP Council business, a family or other emergency, or unexpected childcare obligations. Members who attend virtually but don't claim one of these four exceptions cannot vote or be counted toward an in-person quorum. A motion to include a virtual participant can only be made if one of those exceptions applies.
- 7.3.2 Members who need additional physical venues in public buildings must notify the Secretary 96 hours prior to the meeting so that CEI staff can meet the OMA public posting requirements.
- 7.3.3 Unless one of the 8.2.1 exceptions applies, Members are considered absent for full BEP Council and Certification Subcommittee meetings when they do not attend in person.
- 7.4 A notified absence occurs when the Member informs the Secretary at least 48 hours before the meeting that they will be absent. Additionally, an absence resulting from unforeseen circumstances qualifies as a notified absence if the Member reports it to the Secretary as soon as reasonably possible.
- 7.5 A Member cannot have two unnotified absences in one calendar year.
- 7.6 A Member cannot have three notified absences in one calendar year.
- 7.7 If the attendance poll indicates a quorum will not be met 24 hours before the meeting start time, the Secretary or their designee may cancel any full BEP Council or subcommittee meeting.
- 7.8 The Secretary or their designee must record and monitor Member attendance. A current attendance sheet will be accessible to Members. The Secretary or their designee must indicate whether absences are notified.

#### **Article VIII – Violations**

- 8.1 The Secretary or their designee must record all BEP Council Bylaws violations. If a Member suspects another Member has violated the BEP Council Bylaws, they must report the potential violation to the Secretary.
- 8.2 If a Member violates Article VII – Attendance Policy at least once in any calendar year, the Secretary must first consult with the Member to discuss the violation. If the Member has an additional violation following that discussion, the Secretary can recommend to the appointing authority to remove the Member from the BEP Council, and depending on the severity of the violations, can recommend prohibiting the Member from serving on the BEP Council in the future.
- 8.3 If a Member violates any article of these Bylaws, other than Article VII – Attendance Policy, two or more times in any calendar year, the Secretary can make a recommendation to the appointing authority to remove the Member from the BEP Council, and depending on the severity of the violations, can recommend prohibiting the Member from serving on the BEP Council in the future.