

## **BY-LAWS**

### **ILLINOIS LOCAL GOVERNMENT LAWYERS ASSOCIATION, LTD.**

A Not-For-Profit Corporation

FEIN: 37-1286578

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS

## **ARTICLE I**

### **Association Offices**

#### **Section 1.01. Registered Office.**

The registered office of the Association shall be located in the State of Illinois, at such location as shall be designated from time to time by the Board of Directors. (Source: 01-2018 Amendment)

#### **Section 1.02. Other Offices.**

The Association may also have offices at such other places as the Board of Directors may from time to time appoint or as the business of the Association may require. (Source: 01-2018 Amendment)

## **ARTICLE II**

### **Rules of Construction and Defined Terms**

#### **Section 2.01. Interpretive Rules and Definitions.**

A. The language in these By-Laws shall be interpreted in accordance with the following rules of construction: (i) The word "may" is permissive and the word "shall" is mandatory; and (ii) except where the context reveals the contrary: The singular includes the plural and the plural includes the singular, and the masculine gender includes the feminine and neuter.

B. When the first letter of the following words in bold font are used in these By-Laws in the upper case, such words shall have the meanings ascribed to them in this Subsection:

1. **Agreement.** The contract entered into by the Association acting by and through its Board of Directors with a person, firm of corporation pursuant to which the Executive Director is retained, which contract, among other matters, shall define the duties of the Executive Director.

2. **Amendment.** Any modification of these By-Laws or any part thereof which is formally adopted by the Board of Directors in accordance with Article IX hereof.

3. **Annual Conference.** Unless the Board of Directors determines a different date, a full-day program of presentations for the continuing legal education of and a networking forum for the Members held each year on the third Monday of February at a Location designated by the Board of Directors,

4. **Annual Meeting or Annual Business Meeting.** Held each year as set forth in Section 3.03 of these By-Laws, the regular Members Meeting at which Members are elected to the Board of Directors.

5. **Articles of Incorporation.** The articles of incorporation of the Association as an Illinois not-for-profit corporation.

6. **Associate.** Any person who is not an attorney, and/or any firm or corporation owned and/or operated by non-attorneys whose Membership is without full status in this Association as it is of a non-voting classification as set forth in Section 3.01 and there defined and further described as “Affiliate” or “Commercial Associate” or “Student Associate” or other classification as such the status of such person, firm or corporation may be.

7. **Association.** The Illinois Local Government Lawyers Association, Ltd., also referred to herein as “ILGL.”

8. **Board or Board of Directors.** The duly elected Directors of the Association meeting as a group in accordance with these By-Laws to govern the affairs and to conduct the business of the Association.

9. **Chairman.** The Member who presides over any meeting of the Board of Directors and/or its Directors Committees, and/or the Association’s Members, its Members’ Committees.

10. **Committee.** A group of Members appointed by the President or the Board of Directors, as the case may be, to attend to any matter or business referred to them; and may be any of the following:

a. **Ad Hoc Committee,** a temporary Committee appointed pursuant to these By-Laws for a specific purpose.

b. **Directors Committee,** being any Ad Hoc Committee and/or any of four (4) Standing Committees consisting of Officers appointed by the Board of Directors to serve on the By-Laws Committee, Executive Committee or Finance Committee as more fully described in Section 4.09 of these By-Laws.

c. **Members’ Committee,** being any Ad Hoc Committee and/or any of four (4) Standing Committees consisting of persons appointed from the Membership by the Board of Directors to serve on the Membership and Awards Committee or the Nominating Committee or the Professional Development Committee or the Communications and Technology Committee as more fully described in Section 3.11 of these By-Laws. Any Members’ Committee may include one or more Officers.

11. **Director.** A Member duly qualified and holding office as a voting member of the Board of Directors.

12. **Dues.** The sum of money to be paid by a person, firm or corporation for Membership in the Association, the amount of which for each of the classifications of Membership shall be determined from time to time by the Board of Directors and listed on the Membership application form.

13. **Executive Director.** The position filled by the person, firm or corporation retained by the Association from time to time to provide administrative, secretarial and other services to the Association. The Executive Director shall have non-voting Membership in the Association.

14. **Location.** The place within the State of Illinois at which any regular or special meeting of the Board of Directors or of the Membership or of a Committee is to be held, which in all cases shall be specified in the Notice of such meeting.

15. **Member.** Any attorney who is or was licensed to practice law by any State within the United States of America, whose classification of Membership in this Association is set forth in Section 3.01 and there defined and further described as “Regular Member” or “Junior Member” or “Retired Member” or “Honorary Member” or “Emeritus Member” or other classification — as such Member’s status may be. “Member” does not include non- voting Associate Memberships as set forth in Subsection A of Section 3.01.

16. **Membership.** The status of a person, firm or corporation in relation to the Association, either as an Associate, **Executive Director** or an active Member, the classifications of which are as more fully described in Section 3.01 of these By-Laws.

17. **Members Meeting.** Any meeting of the general Membership of the Association, including the Annual Meeting of the general Membership.

18. **Notice.** A written notification given in the manner set forth in Section 8.01 of these By-Laws.

19. **Notice of Intent.** A Notice given to each Member at least 48 hours before the Annual Business Meeting stating the intent of the Member giving the Notice to nominate a Member for election to the Board of Directors, which shall include the name of the Member and the name of the candidate as well as a brief biographic profile of that candidate.

20. **Officer.** Any Member who holds an elected or appointed office of the Association as set forth in these By-Laws, including but not limited to the Directors, the Executive Director, the General Counsel, the President, the Secretary, and the Treasurer.

21. **Quorum.** As the case may be, the minimum number of Members required to be present in order to conduct business at any given Members Meeting as set forth in Section 3.06; or the minimum number of Directors required to be present in order to conduct business at any given Board of Directors meeting as set forth in Section 4.06. At any Committee meeting, a majority of the Members of such Committee attending such meeting shall constitute a Quorum.

22. **Seminars.** Throughout each year on dates designated by the Board of Directors, the Association may hold one or more relatively short programs consisting of timely topics to further the continuing legal education of its Members.

23. **Standing Committee.** Whether a Members’ Committee or a Committee of the Board of Directors, a permanent Committee established in these By-Laws to continue during the existence of the Association.

(Source: 01-2018 Amendment)

## **ARTICLE III**

### **Members**

#### **Section 3.01. Membership.**

The Association’s Membership may consist of both Associates and active Members. From time to time the Board of Directors shall designate the Dues, if any, payable by each Membership class.

A. Classifications of non-voting Memberships. From time to time, the Board of Directors may establish additional non-voting Membership classes consisting of persons, firms or corporations

who are not attorneys but who shall become an Associate of the Association upon application and payment of the annual Dues. As of the date hereof, the following are non-voting Memberships:

1. **Affiliate Members.** An Associate is a city or a village or an individual who is not an attorney but is a municipal official or an academic. Affiliates are entitled to a copy of the monthly ILGL Journal.

2. **Commercial Associate.** A non-attorney who is a consultant or vendor of services to local government or lawyers. Commercial Associates are entitled to a copy of the monthly ILGL Journal.

3. **Student Associate.** A non-attorney who is currently enrolled in a recognized school of law located within the United States. As established in these By-Laws, Student Associates shall have no vote but shall otherwise enjoy all of the benefits of Members.

B. **Classifications of voting Memberships.** The following Membership classifications are established:

1. **Regular Member.** Any active Member, so long as such Member is current in the payment of Dues in the amounts set by the Board of Directors from time to time.

2. **Junior Member.** Any active Member admitted to practice law for less than five (5) years as of the date such Member's Dues are payable to the Association at a reduced rate set by the Board of Directors from time to time.

3. **Retired Member.** Any attorney who has notified the Illinois Supreme Court of impending retirement and desires to be placed on in-active status or any attorney who is at least sixty-five (65) years of age as of the date such Member's Dues are payable to the Association may elect reclassification as a Retired Member of the Association for which all services and benefits of active Membership shall be awarded upon payment of annual Dues at a reduced rate set by the Board of Directors from time to time.

4. **Honorary Member.** A **former** Member of the Association who becomes a member of the judiciary. No Dues are payable by Honorary Members.

5. **Emeritus Member.** A person who has attained the age of sixty-five (65) years and who has served as an Officer of the Association for a minimum of four (4) years but permitted by the Board of Directors to retain for life as an honorary title, the title of "(insert title of office) Emeritus of the Illinois Local Government Bar Association" or similar title established by the Board of Directors from time to time. No Dues are payable by Emeritus Members.

C. In all cases the annual Dues for each Membership classification as determined by the Board of Directors from time to time shall be set forth on the Association's Membership application form.

D. **Resignation.** Any Member may resign by filing a written resignation with the Secretary of the Association or by failing timely to pay the annual Dues prescribed by the Board of Directors. (Source: 01-2018 Amendment)

(Source: 01-2018 Amendment)

### **Section 3.02. Location of Members Meetings.**

Except as set forth in Section 3.3, the Location of all special meetings of the general

Membership shall be at the principal office of the Association or at such other Location as shall be determined from time to time by the Board of Directors. A change in the Location of a meeting shall not be made within three (3) days immediately preceding the day on which an election of Members as Directors to serve on the Board of Directors is to be held, and the Executive Director shall give the Members Notice of any such change at least three (3) days before the election is to be held. (Source: 01-2018 Amendment)

### **Section 3.03. Annual Meeting.**

A. The only regular meeting of the general Membership of the Association shall be the Annual Business Meeting.

1. During the Annual Meeting, the Members will transact such business that may properly come before the meeting and will also elect from the general Membership Directors to succeed those whose terms will be expiring during that meeting. If the election of Directors shall not occur on the day herein designated for any Annual Meeting, or at any adjournment of the meeting, the President or, in the absence of the President, a majority of the Board of Directors shall call a special Members Meeting as soon as conveniently possible.

a. At that meeting, the election of Directors shall take place, and the election and any other business transacted shall have the same force and effect as if occurring during an Annual Meeting.

b. Any Member may nominate a Member to stand for election by giving a Notice of Intent at least 48 hours before the Annual Business Meeting held for electing Officers and shall include the name of the Member and the candidate as well as a brief biographic profile of that candidate. Such candidate may then be nominated as set forth in Subsection B of this Section 3.03.

2. The Annual Meeting shall be held each year on the third Monday of February following the Association's Annual Conference at the Location of the conference, unless the Board of Directors shall designate a different Location or day for the conference or the Annual Meeting.

3. In light of the above, each year each Director shall pay the Association the cost of the registration fee for such Annual Conference, whether or not the Director attends the conference.

1. Nominations; Election of Directors. In connection with the election of Directors at the Annual Business Meeting: The Nominating Committee shall make its report and make its nominations from its written slate;

2. Before submitting any name for a vote, the President or the Chairman of the meeting, as the case may be, shall call for nominations from the floor.

a. Provided a Notice of Intent has been filed as set forth in Section 3.03, any Member present may make or second a nomination of a Member for Director.

b. The name of any person so nominated shall be added to the list of candidates for election as a Director.

3. In the event no nominations are made from the floor, the President or the Chairman of the meeting, as the case may be, shall entertain a motion to close the nominations and, upon a second of that motion, shall take a vote *viva voce*.

4. A majority of all votes cast shall be necessary to determine the choice of any Director elected.

C. As an historic note, prior to the initial meeting of the Membership the following were Directors: Robert J. Mangler, President; Frederick Stavins; Jack Waaler; James A. Flummer; Gerald M. Gorski and Thomas W. Kelty — named to serve until the appointment of the interim Directors.

D. As an additional historic note, at the first Members Meeting, on February 4, 1993, in lieu of an election by the Membership, the President appointed the interim Directors, consisting of ten (10) persons to serve until the second Annual Meeting in February, 1994:

At Large	By District	No.
Henry J. Stephens	William G. Raysa	1
Richard J. Troy	Gerald M. Gorski	2
John Zimmermann	William F. Morris	3
Don Johnson	Frederick Stavins	4
Robert J. Mangler	James A. Flummer	5

(Source: 01-2018 Amendment)

#### **Section 3.04. Special Members Meetings.**

The Board of Directors may authorize the President to call special Members Meetings as the Directors from time to time may determine. Business transacted at all special Members Meetings shall be confined to the matters set forth in the Notice. (Source: 01-2018 Amendment)

#### **Section 3.05. Notice of Annual Meetings and Special Members Meetings.**

The Executive Director shall give Notice of the time and Location of the Annual Meeting or a special Members Meeting and of the purpose of a special Members Meeting at least ten (10) days, and not more than thirty (30) days prior to the meeting, to each Member of the Association entitled to vote at the meeting. In the event the Board of Directors so determines, such Annual Meeting may be attended via teleconference which may be a video conference and in such case the Notice thereof shall include the time, the Meeting ID (if any), the Meeting Passcode as well as a dial in phone number. No other publication of the Notice of meeting shall be required. (Source: 06-27-2021 Amendment)

#### **Section 3.06. Quorum for Annual Meetings.**

A Quorum at any Annual Meeting or special Members Meeting shall be equal to the number of Directors holding office on the Board of Directors at the time the meeting is to be held or ten percent (10%) of the number of voting Members who attended the Association's Annual Conference held in the calendar year during which the regular or special meeting is held, whichever is less, except as otherwise specifically provided by law or in the Articles of Incorporation. (Source: 01-2018 Amendment)

#### **Section 3.07. Conduct of Meetings.**

A. At every Members Meeting, the President or, in the absence of the President, the Vice President; or, in the absence of both the President and Vice-President, another person (who shall be one of the Officers, if any is present) chosen by a majority of a Quorum of the Members of the Association present in person and entitled to vote, shall act as Chairman. The Secretary of the Association or, in the absence of the Secretary, such other person as the Chairman may appoint, shall

act as secretary of the meeting.

B. The rules contained in the then current edition of *Robert's Rules of Order* shall govern the conduct of meetings of the Association in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any other rules the Board of Directors may adopt.

(Source: 01-2018 Amendment)

### **Section 3.08. Voting.**

A. At every Members Meeting and all special meetings of the Members, if any, each Member of the Association entitled to vote at the meeting shall be entitled to one vote on each matter submitted to a vote of the Members.

B. The voting at all meetings of Members shall be by voice vote, including the election of Directors, but upon the request of a majority of Members of the Association, the vote shall be taken by written ballot, each of which shall state the name of the Member voting. Cumulative voting shall not be permitted.

C. So Long as a Quorum of the Members is present, the affirmative vote of a majority of the Members at the meeting shall be the act of the Members unless the vote of a greater number, or voting by classes, is required by the laws of the State of Illinois, the Articles of Incorporation, or these By-Laws. In the absence of such Quorum or the withdrawal of enough Members to leave less than a Quorum, any meeting may be adjourned from time to time by the vote of a majority of the Members present, but no other matters may be voted upon and no other business shall be conducted until a Quorum is established. Proxy, electronic and/or absentee voting shall not be allowed.

(Source: 01-2018 Amendment)

### **Section 3.09. Inspectors of Election.**

At any Members Meeting , the Chairman of the meeting may or, upon the request of any Member present in person, shall appoint one or more persons as inspectors of election for that meeting. In such case, the inspectors shall determine the number of Members represent at the meeting; the existence of a Quorum; and shall receive votes or ballots; hear and determine challenges and questions arising in connection with the right to vote; count and tabulate votes or ballots; determine the results; and do such other acts as are proper to conduct the election or vote with fairness to all Members. The inspectors shall report to the Members at the meeting on any of the facts found by them or matters determined by them, such report to be spread across the minutes of the meeting. The report of a majority of the inspectors shall be the report of the inspectors. The report of the inspectors as recorded by the secretary of the meeting is prima facie evidence of the facts stated and of the vote as certified orally by the inspectors. (Source: 01-2018 Amendment)

### **Section 3.10. Member Committees.**

A. The Board of Directors, by resolution adopted or other action taken by a majority of the Directors present and voting at a meeting of the Board of Directors at which a Quorum exists, or the President may appoint such Ad Hoc Committees from among the Membership as deemed necessary to make recommendations to the Board of Directors and to further the objectives of the organization. Each such Member Committee shall consist of a number of Members and shall have and exercise such powers as shall be conferred or authorized by the foregoing action of the Board creating it. One Director shall serve on and chair each Members' Committee so appointed. A majority of any such

Committee may determine its action and may fix the time and Location of its meeting unless otherwise provided by the Board of Directors. Appointments, including vacancies, to any such Committee shall be filled by the President with the advice and consent of the Board of Directors.

B. Currently there exists the following Standing Committees of Members:

1. Communications and Technology Committee. This Committee is responsible for oversight and assistance in the promotion of the Association's communications with its Members and others, including its campaigns for additional Members and sponsors, the ILGL Member Listserv, the ILGL Journal, the ILGL website and social media such as Facebook, LinkedIn and other forms of media as needed.

2. Membership and Awards Committee. This Committee is responsible for recruiting new Members and determining Membership targets in order to broaden the Membership base. Prior to the Association's Annual Conference this Committee will present its recommendation to the Board of Directors for awards to be presented to Members and distinguished attorneys during the luncheon held during the Annual Conference.

3. Professional Development Committee. This Committee is responsible to prepare recommendations to the Board of Directors for conference programming, document sharing, and articles and article formats for the Association's journal.

4. Nominating Committee. This Committee is responsible for preparing a slate of Members it proposes to be elected to serve on the Board of Directors and shall complete the slate at least ten (10) days prior to the Annual Business Meeting. During the Annual Meeting, the Chairman of the Nominating Committee shall make its report to the general Membership and nominate the Members on the slate to stand for election to the Board of Directors at that Annual Meeting.

(Source: 01-2018 Amendment)

## **ARTICLE IV**

### **Directors**

#### **Section 4.01. Board of Directors.**

The Board of Directors shall manage the business and affairs of the Association by the affirmative vote of a majority of the Directors attending a Board meeting provided a Quorum exists.  
(Source: 01-2018 Amendment)

#### **Section 4.02. Powers.**

Each Director shall be a Member of the Association and be licensed to practice law in the State of Illinois. The Directors meeting as a Board of Directors shall authorize and exercise all of the corporate powers of the Association, subject to limitations imposed by law and/or the Articles of Incorporation and/or these By-Laws. Hence, so long as a Quorum of the Directors is present, the affirmative vote of a majority of the Directors at the meeting shall be the act of the Board of Directors. (Source: 01-2018 Amendment)

#### **Section 4.03. Number and Term of Directors.**

A. The number of Directors serving on the Board of Directors of this Association shall be



thirteen (13) of which seven (7) shall be elected at large, one (1) shall be elected by the Members from each of the five Appellate Districts in Illinois and one (1) Director shall be elected by the Municipal Prosecutors Group from its Membership.

B. The number of Directors may at any time be increased or decreased by Amendment to these By-Laws.

C. Except in the instance wherein a newly created Director position is to be filled, there shall be elected at each Annual Meeting a number of Directors equal to the number of Directors who have completed serving a two-year term of office. Except as set forth in the next sentence, Directors elected at the Annual Meeting shall be elected to serve for a term of two (2) years and shall hold office thereafter until their successors are elected and have qualified. In the instance in which more than one (1) newly created Director position is to be filled, at least one-half (1/2) of such positions shall be filled for a one-year term and thereafter such position(s) shall be filled for two-year terms.

D. As an historic note, at the first election in February, 1994, the at large Directors were elected to three-year terms and the district Directors were elected to two-year terms.  
(Source: 01-2018 Amendment)

#### **Section 4.04. Resignation and Vacancies.**

A. A Director may resign by giving written **Notice** to the Secretary with a copy to the President. The resignation shall be effective upon its receipt, unless a later date is specified in the Notice of resignation.

B. Vacancies created by the death or resignation of a Director may be filled by the remaining Directors by vote of a majority of the Directors present at a Board meeting so long as a Quorum exists, and the Member appointed to fill such vacancy shall serve for the remainder of the term of the Director who died or resigned and shall serve thereafter until a successor is elected and has qualified.  
(Source: 01-2018 Amendment)

#### **Section 4.05. Meetings of Directors.**

Regular meetings of the Board of Directors shall be held, without call or Notice, immediately following each Annual Meeting and following Notice at such other times as the Directors may determine by action of a majority of the Directors present at a Board meeting at which a Quorum exists. Special meetings shall be called by the President or by any two Directors; and the Executive Director shall give Notice of the special meeting, stating the time, Location and purpose of the meeting at least seven (7) days prior to the date set for the special meeting. Other than the meeting held immediately following the Annual Meeting, all meetings may be attended via teleconference which may be a video conference, utilizing Zoom or other video platform as determined by the Board of Directors. (Source: 06-27-2021 Amendment)

#### **Section 4.06. Quorum.**

Five (5) Directors constitutes a Quorum of the Board of Directors for the transaction of business at any meeting of the Board of Directors. (Source: 01-2018 Amendment)

#### **Section 4.07. Majority Action.**

Every act or decision done or made by a majority of the Directors present at a duly held

meeting at which a Quorum is exists is the act of the Board of Directors, if agreed upon by a majority vote of those present. Attendance of a Director at any meeting shall constitute such Director's waiver of Notice of such meeting, except where such attendance is for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. (Source: 01-2018 Amendment)

#### **Section 4.08. Conduct of Meetings.**

A Unless absent, the President of the Association shall preside at every meeting of the Board of Directors. The Secretary of the Association shall act as Secretary of the meetings. For all purposes a Director shall be considered "present" at any meeting of the Board of Directors, other than the Directors' meeting held immediately following each Annual Meeting, if such Director participates via telephone conference call and responds "present" during a call of the roll at the beginning of the meeting or otherwise responds during any subsequent call of the roll during the meeting. Monthly Board of Directors meetings shall routinely be conducted and held via teleconference and, if any Board of Directors meeting is held at a designated location, any one or more of the Directors may participate in such Board meetings in person or by conference telephone call, however, nothing herein shall preclude a Director from attending any meeting of the Board of Directors in person.

B Each agenda for every meeting of the Board of Directors shall be substantially in the following format: (**Note:** For facility and as an example only, the names of those Directors holding office at the time of the adoption of the 2021 Amendment were used to further demonstrate this format. In addition, the text in brackets, [ ], is not meant to be included in the final draft of an agenda.)

**"Meeting of the Board of Directors of the Illinois Local Government Lawyers Association**

mmmmm/dd/yyyy @ hh/mm o'clock (p)(a).m.

(815) 753-0018

[If by Zoom or other video platform as determined by the Board of Directors] Meeting ID: ###

#### ##

Passcode: #####

or

Dial by your Location:

1 (###) ###-#### US

#### **AGENDA**

I. Call to Order

II. Roll Call

Paul Stephanides, President

Frederick Keck, Vice-President

Frederick Stavins, Secretary

Patricia Lord, Treasurer

Brian Day

Howard Jablecki

Peter Murphy

James Rhodes

John Zimmermann

Kathleen Elliott

Steven Mahrt

Enza Petrarca

Michael Santschi

- III. Approval of Minutes
  - A. Minutes of mmmm/dd/yyyy
  - B. Minutes of mmmm/dd/yyyy
- IV. Treasurer's Report — Approval of Bills
- V. President's Report
- VI. Executive Director's Report
  - A. Strategic Plan Update
  - B. Other
- VII. Committee Reports
  - A. Membership and Awards Committee
    - 1. Report
    - 2. New Members
  - B. Professional Development Committee
    - 1. Conference Planning
    - 2. Other Matters
  - C. Communications Committee
    - 1. Report
    - 2. Other Matters
  - D. Nominating Committee
    - 1. Report
  - E. By-Laws Committee
    - 1. Report
- VIII. General Counsel Report
- IX. New Business
  - A.
  - B.
- X. For Information Only
  - A. Journal Schedule
    - 1. Articles due by mmmm/dd/yyyy
      - a. Director Column —
      - b. Feature —
      - c. Something to Think About —
      - d. General Counsel —
    - 2. Articles due by mmmm/dd/yyyy
      - a. Director Column —
      - b. Feature —
      - c. Something to Think About —
      - d. General Counsel —
  - B. Nuts-n-Bolts Schedule
    - 1. mmmm/dd/yyyy
    - 2. mmmm/dd/yyyy
  - C. Future Meeting Schedule
    - 1. mmmm/dd/yyyy

2. mmmm/dd/yyyy

Adjournment”

(Source: 06-27-2021 Amendment)

#### **Section 4.09. Directors Committees.**

A. During a Board meeting at which a Quorum is present, the Board of Directors, by resolution or other action unanimously adopted by the Directors present and voting, may designate two (2) selected from them to serve with the President on the Executive Committee. In the same manner the Board of Directors may create such Ad Hoc Committees from among the Directors as it deems necessary to accomplish the objectives of the organization. Each such Committee shall have and exercise such powers as shall be conferred or authorized by the resolution or other action of the Directors creating it. A majority of any such Committee may determine its action and may fix the time and Location of its meeting unless otherwise determined by the Board of Directors. A simple majority of a of the Board of Directors present and voting at a Board meeting, so long as a Quorum exists, shall have the power at any time to fill vacancies in, to change the size or Membership of, and/or to discharge any such Committee.

B. Currently there exists the following Standing Directors Committees, each consisting of a Chairman and two (2) other Directors:

1. By-Laws Committee. This Committee is responsible to prepare Amendments to these By-Laws as necessary to reflect the current policies of the Board of Directors. No such Amendment shall be effective until and unless approved by the Board of Directors in accordance with these By-Laws.

2. Executive Committee. This Committee shall be chaired by the President and is responsible to recommend to the Board of Directors the ongoing compensation of and other financial matters affecting the Executive Director.

3. Finance Committee. This Committee shall be chaired by the Treasurer and is responsible to oversee the finances of the Association and to work with the Executive Director in the preparation of the annual budget.

C. Each Committee shall keep a written record of its acts and proceedings, and shall submit such record to the Board of Directors at such times as requested by the Board of Directors.

D. As the President deems necessary, nothing in these By-Laws shall preclude the President’s appointment, from time to time, of Ad Hoc Committees of the Board of Directors consisting solely of Directors.

(Source: 01-2018 Amendment)

#### **Section 4.10. Reimbursement of Costs.**

By the affirmative vote of a majority of the Directors at a Board of Directors meeting wherein a Quorum exists may approve reimbursement of expenses incurred by any Director as a result of assignments approved and/or authorized by the Board of Directors. (Source: 01-2018 Amendment)

#### **Section 4.11. Validation of Meeting Defectively Called or Noticed.**

Provided a Quorum is present, actions taken by a majority of Directors present at any meeting of

the Board of Directors, however called or Noticed or wherever held, are as valid as if they had been taken at a duly called and Noticed meeting if either before or after the meeting, each of the Directors not present signs a waiver of Notice, which shall be made part of the minutes of the meeting. (Source: 01-2018 Amendment)

## **ARTICLE V**

### **Elected and Appointed Officers, Executive Director, General Counsel and Staff**

#### **Section 5.01. Number, Qualifications and Titles of Officers.**

The elected Officers of the Association shall be thirteen (13) Directors whose number shall include a President, a Vice President, a Secretary and a Treasurer as set forth in Section 5.02. The Officers of the Association must be Members of the Association and must attend the Annual Meeting. The Board of Directors may appoint any other Officers and agents as it deems necessary, including but not limited to an Executive Director and General Counsel. An appointed Officer shall hold office for the period specified in the appointment or these By-Laws, as the case may be, have the authority, and perform the duties in the management of the Association as provided in these By-Laws, or as determined by resolution or other action of the Board of Directors not inconsistent with these By-Laws. The Board of Directors may delegate to any Officer or Committee the power to appoint any subordinate Committees, or agents; to specify their duties and authority. (Source: 01-2018 Amendment)

#### **Section 5.02. Election of Officers.**

Annually, following the Annual Meeting, the Board of Directors shall choose the Officers of the Association from the Directors then serving on the Board of Directors, each of whom shall hold office for a term of two (2) years and until such Officer's successor to such office shall be elected and qualified. An Officer may resign from such office at any time or may be removed or otherwise disqualified to serve in such office. However, each Officer so chosen shall remain a Director during such Officer's Term of office and after having served in Office, provided such person's term of office as a Director has not expired. One person may be elected to hold two or more offices on the Board of Directors. However, an Officer may not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law, the Articles of Incorporation, or these By-Laws to be executed, acknowledged or verified by two or more Officers. (Source: 06-27-2021 Amendment)

#### **Section 5.03. Duties.**

A. President. Except as set forth in Subsection B, the President shall preside at all meetings of Members, Directors and the Executive Committee, and shall have general supervision of the affairs of the Association, shall sign or countersign all certificates and other instruments of the Association as authorized by the Board of Directors, shall make reports to the Board of Directors and Members, and shall perform all other duties incident to the office or which are properly required of the President by the Board of Directors. Annually, not less than sixty (60) days prior to the date of the annual Members Meeting of the Association for the election of Directors, the President shall appoint a nominating Committee consisting of five (5) Members one of whom shall be a Director who shall be the Chairman of the Committee.

B. Vice-President. The Vice-President shall chair all meetings in which the President shall preside, if the President is not in attendance and shall perform all of the duties of the President whenever the President is ill and bedridden or is absent from the State of Illinois.

C. Secretary. The Secretary shall: (i) keep the minutes of the proceedings of the Members Meetings and of the Board of Directors in one or more books provided for that purpose; (ii) in the absence of the Executive Director, see that all Notices are duly given in accordance with the provisions of these by-laws or as required by law; (iii) be custodian of the corporate records and of the seal of the Association, maintained as provided in Article VIII; (iv) see to it that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized; (v) keep a register of the post office address and the e-mail address, if any, of each Member and each Associate which shall be furnished to the Secretary by such Member or Associate, as the case may be; and (vi) in general perform all of the duties incident to the office of the Secretary, including attesting the signatures of other Officers and impressing the seal of the Association on documents as may be necessary. In the absence of the Secretary from any meeting, the President shall designate a person to act as minute-taker of the meeting. The Secretary shall provide the Association the post office address and the e-mail address whereby the Secretary wishes to receive correspondence from the Membership and the Association shall make those addresses known to the Membership.

D. Treasurer. The Treasurer shall keep regular books of account. The Treasurer shall disburse the funds of the Association in payment of the just demands against the Association or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors from time to time as may be required, an account of all transactions as Treasurer and of the financial condition of the Association. The Treasurer shall perform all duties incident to the Treasurer's office or that are properly required by the Board of Directors. The Treasurer shall be the principal financial Officer of the Association and, subject to the control of the Board of Directors, shall in general supervise the financial affairs of the Association and shall have the custody of all moneys and securities of the Association. The Treasurer may (i) sign, with the President or any other proper Officer of the Association thereunto authorized by the Board of Directors, certificates for shares of the Association, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other Officer or agent of the Association, or shall be required by law to be otherwise executed, (ii) receive and give receipts for moneys due and payable to the Association from any source whatever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these By-Laws; and (iii) have charge and custody of and be responsible for all funds and securities of the Association. If required by the Board of Directors, the Treasurer shall give a bond for the faithful performance of the Treasurer's duties in such sum and with such surety as the Board of Directors shall determine. The Treasurer shall cause to be held an annual certified audit of the Association's financial condition and, at the Annual Meeting, shall report the results to the Members present.

E. Other Members appointed by the Board of Directors shall exercise the powers and perform the duties that are delegated to them by the resolutions or other actions of the Board appointing them or by any subsequent resolutions or other actions of the Board.

F. In case of the absence or disability of any Officer of the Association and of any person hereby authorized to act in such Officer's place during such period of absence or disability, the Board of Directors may from time to time delegate the powers and duties of that Officer to any other Officer or any Director or any other Member it may select.

(Source: 01-2018 Amendment)

#### **Section 5.04. Executive Director.**

A. Office of Executive Director Established; Appointment. The Board of Directors may appoint a chief executive Officer, who need not be a licensed attorney, as Executive Director of the Association and whose term of office, compensation, if any, and duties shall be specified by the Board of Directors in the Agreement.

B. Duties. The Executive Director, as Chief Executive Officer, shall manage and direct all activities of the Association subject to and implementing the policies of the Board of Directors. At the cost and expense pre-approved by the Board of Directors, the Executive Director shall employ such staff as is necessary to carry on the work of the Association within the approved budget set forth in the Agreement. The Executive Director shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be in the best interest of the Association. The Executive Director shall serve without vote as an ex-officio Member of the Executive Committee and Board of Directors.

(Source: 01-2018 Amendment)

#### **Section 5.05. General Counsel.**

A. Office Established; Appointment. The Board of Directors may appoint as General Counsel any Regular Member who is an attorney licensed to practice law in Illinois. The General Counsel shall serve without compensation, shall be a non-voting Board member and have direct communication with the Executive Director and the Board of Directors individually and collectively.

B. Duties. The General Counsel shall be the legal advisor to the Board of Directors, the Executive Director and the Standing Committees of the Association and shall advise and assist the Board of Directors in choosing special legal counsel whenever in the judgment of the General Counsel or Board of Directors the Association is in need of additional legal services. He shall review the articles published by the Association in its Journal, in each issue of which he shall also author a "General Counsel" column. He shall attend all of the meetings of the Board of Directors and maintain his Membership with the Association. He shall undertake the legal work necessary to file annual reports with the State of Illinois and otherwise undertake all that is necessary to maintain the Illinois Local Government Lawyers Association, Ltd. in good standing.

C. Office of General Counsel Emeritus Established. As noted earlier in these By-Laws, Thomas W. Kelty is one of the "founding fathers" of this Association. In 2017, he determined to leave the office of General Counsel and to remain an active Member. The Association desires that he maintain an honorary role with the Association as its General Counsel Emeritus. As such Mr. Kelty will receive no compensation and will have only the following duties: He will have *ex-officio* membership on the Executive Committee and the Board of Directors of this Association and will continue to serve as the representative of ILGL to the International Municipal Lawyers Association. In addition, he will enjoy for life all of the emoluments of an Emeritus Member in good standing.

(Source: 01-2018 Amendment)

### **Section 5.06. Removal and Resignation.**

Any appointed Officer or agent may be removed whenever in the judgment of the Board of Directors the best interests of the Association will be served thereby; provided, however, that such removal, if without cause, shall be without prejudice to the contract rights, if any, of the person so removed. Any Officer may resign at any time by Notice to the Board of Directors or to the President or to the Secretary of the Association. Any such resignation shall take effect at the date of the receipt of such Notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. (Source: 01-2018 Amendment)

### **Section 5.07. Vacancies.**

If the office of the President, Secretary or Treasurer becomes vacant by reason of death, resignation, removal, or otherwise, the Board of Directors shall elect a successor who shall hold office for the unexpired term of such President, Secretary or Treasurer and until a successor is elected. (Source: 01-2018 Amendment)

### **Section 5.08. Salaries.**

No Officer of the Association shall receive a salary, except that in the Agreement the Association may provide compensation for the Executive Director and the staff, if any, of the Executive Director. (Source: 01-2018 Amendment)

### **Section 5.09. Bonds.**

By written resolution adopted by a majority of the Directors present during a Board meeting at which a Quorum exists, the Board of Directors may require any and all of the Officers to give bonds to the Association, with sufficient surety or sureties, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors. (Source: 01-2018 Amendment)

## **ARTICLE VI Execution of Instruments**

### **Section 6.01. Authority.**

The Board of Directors, except as otherwise provided in these By-Laws, may authorize any one or more Officers and any agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount. (Source: 01-2018 Amendment)

### **Section 6.02. Execution of Instruments.**

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Association, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the Association, and other corporate instruments or documents, and certificates of shares of stock owned by the Association shall be executed, signed, or endorsed by the President and by the Secretary or the Treasurer, or any person designated by the Board of Directors



as Assistant Secretary or Assistant Treasurer, and may have the corporate seal affixed thereto. (Source: 01-2018 Amendment)

## **ARTICLE VII**

### **Finance and Investments**

#### **Section 7.01. Dues.**

Each Member shall pay annual Dues, if any, as may be fixed and determined by the Board of Directors from time to time. (Source: 01-2018 Amendment)

#### **Section 7.02. Bank Accounts and Deposits.**

A. All funds of the Association shall be deposited from time to time to the credit of the Association with such banks, trust companies, or other depositories as the Board of Directors may select or as may be selected by any one or more Officers or agents of the Association to whom such power may be delegated from time to time by the Board of Directors.

B. Endorsements for deposit of checks, drafts, or other order for payment of money, notes, or other commercial paper to the credit of the Association in any of its duly authorized depositories may be made by hand-stamped impression in the name of the Association without countersignature by the President or the Treasurer or any Assistant Treasurer, or by any other Officer or agent of the Association.

C. All checks, drafts, or other order for payment of money, notes, or other evidences of indebtedness issued in the name of or by the Association shall be signed by such person or persons and in such manner as shall be determined from time to time by written resolution adopted by a majority of the Directors present during a Board meeting at which a Quorum exists.

(Source: 01-2018 Amendment)

#### **Section 7.03. Fiscal Year.**

The fiscal year of the Association shall the calendar year, unless otherwise provided by the Board of Directors. (Source: 01-2018 Amendment)

#### **Section 7.04. Dissolution.**

The Association shall use its funds only to accomplish the objectives and purposes specified in these By-Laws and no part of said funds shall inure, or be distributed, to the Members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors. (Source: 01-2018 Amendment)

## **ARTICLE VIII**

### **Notice, Corporate Records, Reports and Seal**

#### **Section 8.01. Notice.**

All Notices required to be given pursuant to the terms of these By-Laws shall be in writing and

shall be properly given to the persons to whom they are required to be sent as of the date deposited, postage prepaid, with the U. S. Postal Service for First Class delivery or on the date sent via e-mail or delivered personally.

A. If mailed, the Notice shall be directed to the addressee at the address appearing on the books of the Association. In the event a Member shall make written request of the Secretary that Notices intended for such Member be mailed to some other address, future Notices shall be transmitted to the address so requested.

B. If given by e-mail, Notice shall be sent to the e-mail address, if any, of such Member on file with the Secretary of the Association.

C. Whenever any Notice is required to be given a Member under law or under the provisions of the Articles of Incorporation or these By-Laws, a waiver thereof in writing signed by the Member entitled to Notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such Notice to such Member. In the case of Notice for special meetings of Members, any written waiver of Notice must state the business to be transacted and the purpose of the meeting, and the waiver is only valid as to the matter so stated. Attendance of a person at a Member Meeting shall constitute a waiver of Notice of that meeting, except where the Member attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting was not lawfully called or convened.

(Source: 01-2018 Amendment)

### **Section 8.02. Records.**

The Association shall keep at its registered office a book of minutes of all meetings of the Members and the Board of Directors, books of account, and a Member register. The book of minutes shall note the time and Location of each meeting, whether it was regular or special and if special, how it was called, whether proper Notice was given, the names of the Directors present at a Board of Directors meeting, the names of the Members present at the Members' Meeting, and the proceedings thereof. The books of account shall cover the Association's property and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus. The Member register shall contain the names and addresses of each Member and the date each became a Member. (Source: 01-2018 Amendment)

### **Section 8.03. Inspection of Records by Directors.**

Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the Association and of its subsidiary corporations, domestic or foreign. Inspection by a Director may be made in person or by the Director's agent or attorney, and the right of inspection includes the right to make extracts. (Source: 01-2018 Amendment)

### **Section 8.04. Corporate Seal.**

The Board of Directors may adopt, use, and thereafter alter, a corporate seal. However, use of a corporate seal or a facsimile thereof shall not be required and shall not affect the validity of any instrument. (Source: 01-2018 Amendment)

## **ARTICLE IX**

### **Amendment of By-Laws**

#### **Section 9.01. Adoption, Amendment and Repeal.**

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a unanimous vote of the Board of Directors present and voting, provided that such By-Laws are not in conflict with Articles of Incorporation or with the law. (Source: 01-2018 Amendment)

#### **Section 9.02. Notice of Amendment.**

At least thirty (30) days prior to the Board meeting at which the Amendment is to be considered for adoption, the Executive Director shall give the proposed Amendment to the Board of Directors with Notice of the meeting. (Source: 01-2018 Amendment)