

**By-Laws Of
The Illinois Public Works Mutual Aid Network, Inc.**

An Illinois Not-for-Profit Corporation

**Article One
Name, Principal Office, Purpose and Powers,
Registered Agent and Corporate Seal**

1.1 **Name.** The name of the corporation is **The Illinois Public Works Mutual Aid Network, Inc. (IPWMAN)** (“the Corporation”).

1.2 **Location.** The location of the principal office of the Corporation shall be in the _____ of _____, in the County of _____ and State of Illinois. In addition, the Corporation may maintain other offices and facilities either within or without the State of Illinois as determined by the Board of Directors from time to time. The Board of Directors may from time to time change the address of the Corporation’s principal office by duly adopted resolution.

1.3 **Purpose and Powers.** IPWMAN is organized to provide a system of Mutual Aid among participating public works agencies. The purpose is explicit in the “Illinois Public Works Mutual Aid Network Agreement,” which is incorporated herein by reference and which in pertinent part reading as follows:

“The Illinois Public Works Mutual Aid Network (IPWMAN) program is hereby established to provide a method whereby public works related agencies, including, but not limited to, local municipal public works departments, township road districts, unit road districts, county highway departments, public water agencies and public wastewater agencies or any other governmental entity that performs a public works function in need mutual aid assistance may request aid and assistance in the form of personnel, equipment, materials and/or other associated services as necessary from other public works related agencies.”

1.4 **Authority.** Illinois Public Works Mutual Aid Network Agreements established the Illinois Public Works Mutual Aid Network, Inc. (IPWMAN) in 2008. The Illinois Intergovernmental Cooperation Act, 5 ILCS 220/1 et seq., provides that any power or powers, privileges or authority exercised or which may be exercised by a unit of local government may be exercised and enjoyed jointly with any other unit of local government including a unit of local government from another state.

System membership is in full force and in effect with the passage and approval of a companion ordinance, resolution or other legally binding document by a participating agency, in the manner provided by law, and executed by a representative of a participating public works agency who has the legal authority to sign and enter into this Agreement on behalf of his or her public works agency.

1.5 Registered Agent and Registered Office. The Registered Agent of the Corporation may be either an individual resident in the State of Illinois, or a domestic or foreign corporation authorized to act as such agent. The Corporation shall continuously maintain such an agent in the State of Illinois. A new Registered Agent shall be appointed if the office of such agent becomes vacant for any reason, or such agent becomes disqualified or incapacitated to act, or if the Corporation through the Board of Directors revokes the appointment of such agent by duly adopted resolution. The new appointment shall be made by duly adopted resolution of the Board of Directors and submission of the appropriate statement to the office of the Illinois Secretary of State. Such Registered Agent shall be recognized as an agent of the Corporation on whom any process, notice, or demand required or permitted by law to be served on a Corporation may be served.

1.6 Corporate Seal. The Corporation shall have a seal, which shall have inscribed thereon the name of the Corporation and the words "SEAL" and "ILLINOIS".

Article Two Membership, Ratification and Termination of Membership

2.1 General Membership. Membership shall be limited to public works agencies, as currently and hereinafter defined by Illinois Compiled Statutes.

2.2 Membership Process and Ratification. The Board of Directors of the Corporation shall be the sole authority in determining membership status. The Board of Directors by a majority vote shall approve or disapprove the following classifications of membership status:

(a) Agency Membership - public works agency after the submission of an approved application form signed by an active IPWMAN member; a signed copy of an ordinance, resolution or other legally binding document by a participating agency, in the manner provided by law, and executed by a representative of a participating public works agency who has the legal authority to sign and enter into this Agreement on behalf of his or her public works agency; and, the payment of any required fees or dues.

(b) *Ex-Officio* Membership - A federal, state or local agency or organization, including, but not limited to the past President of the Board of Directors, the Illinois and Chicago Metro Chapters of the American Public Works Association, Illinois Association of County Engineers and others.

(c) *Ad Hoc* Membership - an individual appointed to provide a particular service.

2.3 Voting Privileges. Only Authorized Representatives of Member Agencies shall have voting authority.

2.4 Termination of Membership. Members who fail to meet their obligations in

accordance with the terms of the Illinois Public Works Mutual Aid Network Agreement or with these By-laws may be suspended or expelled from membership by a two-thirds vote of the Board of Directors. Prior to the initiation of any disciplinary action against a member, the member will be notified of a hearing and shall have a right to appear before the Board of Directors.

Article Three Board of Directors

3.1 General Powers. The affairs and activities of the Corporation shall be managed by or under the direction of its Board of Directors (“Board”).

3.2 Composition of the Board. The Board of Directors of IPWMAN shall consist of 19 members representing the following: 2 members from each of the eight (8) IPWMAN regions, and the President, Vice-President and the Secretary/Treasurer. All officers and members of the Board of Directors shall serve without compensation.

3.3 Term.

- Each member will serve a three-year term.
- Two members will be chosen from each of the eight IPWMAN regions.
- Any member agency can submit nominations for candidates for the Board of Directors.
- If more than two names are submitted from any region, the Nominating Committee shall select the two most qualified candidates based upon the qualifications established by the Board of Directors

Initially, terms shall be staggered, rotating according the following schedule:

IPWMAN Regions	3, 6 and 8	3-year terms
IPWMAN Regions	2, 7 and 9	2-year terms
IPWMAN Regions	4 and 11	1-year term

Following the initial elections, terms shall be for three years.

3.4 Nominating Committee. The President shall appoint a Nominating Committee consisting of five members of the Board of Directors, one from each region not holding an election. It shall be the duty of the Nominating Committee to provide a slate of qualified candidates to fill the offices of IPWMAN. The current officers shall not serve as Nominating Committee members.

3.5 Election Procedures. Elections shall be by paper ballot sent to the Authorized Representative each member agency. The person receiving the highest number of votes shall be declared elected. The President shall appoint a Teller Committee to count ballots. The Teller Committee shall consist of one member from each region conducting elections to tabulate and report the results to the Board of Directors. Elected officers shall be installed at the next annual

meeting and shall assume their duties of office at that time.

3.6 Authority. The Board of Directors shall have the authority to take all appropriate actions and to perform all duties required to accomplish the purposes of IPWMAN. The Board of Directors shall cause to be promulgated an operational plan for giving and receiving aid under the provisions of the Illinois Public Works Mutual Aid Network Mutual Aid Agreement.

3.7 Regular Meetings. The Board of Directors shall convene at least annually at a time and place specified by the Board. The President shall preside at the meeting of the Executive Committee and conduct business for IPWMAN. Minutes of these meetings shall be provided to all members.

3.8 Annual Membership Meeting. The Annual Meeting of IPWMAN membership shall be held during the month of October each year at a time and place specified by the Board of Directors.

3.9 Special Meetings. The President, at his or her discretion, or a majority of the Executive Committee, or any six members of the Board of Directors, may call a special meeting of the Board by giving at least five days advance written notice to each member of the Board, specifying the time, place, and purpose of the meeting.

3.10 Quorum. Ten (10) members of the Board of Directors shall constitute a quorum.

3.11 Waiver of Notice. Any member may waive notice of any meeting, and attendance of such member at any meeting shall constitute a waiver of notice of such meeting.

3.12 Committees and Advisory Bodies. The Board of Directors may from time to time establish or appoint one or more committees or one or more advisory bodies. A majority of the membership of any committee or advisory body shall be voting members. Non-Board members of committees and advisory bodies shall serve at the pleasure of the Board of Directors. The following standing committees may be appointed annually:

- Nominating Committee
- Finance Committee
- Audit Committee
- Tellers Committee
- Member Committee
- By-Laws Committee
- Operations Committee
- Resources Committee
- Training Committee

3.13 Action without Meeting. If a matter of immediate and critical need shall arise

requiring action of the Board of Directors and it is impracticable to wait to convene a regular or special meeting, the matter may be submitted electronically to each member entitled to vote thereon for consideration upon approval of not less than two Executive Committee members. The notice of proposal shall specify a deadline for voting on the matter submitted not less than 7 days from the date of notice. If approved by a majority of the members of the Board of Directors, or the required number of votes that may be elsewhere specific in these by-laws, the action so approved shall be considered the same as though approved at a formal meeting.

Article Four Executive Officers

4.1 Executive Officers of the Corporation; Executive Committee. The executive officers of the Corporation shall be a President, a Vice President, Secretary/Treasurer, and two members of the Board selected by the Board of Directors, which shall constitute the Executive Committee. All such officers shall be members of the Board of Directors. The Executive Committee of IPWMAN shall be elected from the Board of Directors members who shall have been members in good standing for at least one year prior to their election

4.2 Term. The Officers shall hold office for a term of two years or until their successors have been duly elected, providing they continue to qualify for active membership during their term of office. All officers may be re-elected or appointed for additional terms of office. The President, subject to advice and consent of the Board of Directors, will fill vacancies to positions on the Executive Committee within the two-year terms.

4.3 Nominating Committee. The President shall appoint a Nominating Committee consisting of five members of the Board of Directors, with no more than one member from a region. It shall be the duty of the Nominating Committee to provide a slate of qualified candidates to fill the offices of IPWMAN. The current officers shall not serve as Nominating Committee members.

4.4 Election Procedures. Election shall be by paper ballot sent to the Authorized Representative of each member agency. The person receiving the highest number of votes shall be declared elected. The President shall appoint a Teller Committee to count ballots. The Teller Committee shall consist of no more than five members to tabulate and report the results to the Board of Directors. Elected officers shall be installed at the next annual meeting and shall assume their duties of office at that time.

4.5 The President. The President shall:

- a. Be the principal executive officer of the Corporation.
- b. Supervise and control all of the business and affairs of the Corporation, subject to the control of the Board of Directors, in general.
- c. Preside at all meetings of the Board of Directors and the Executive Committee.
- d. Sign, with the Secretary or any other proper offices of the Corporation, 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 has been expressly delegated by the Board of Directors to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed.

- e. Perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
- f. Make all appointment with the advice and consent of the Board of Directors.

4.6 The Vice President. In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President (or in the event of his or her death, inability or refusal to act, the Secretary/Treasurer) shall:

- a. Perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the limitations upon the President's powers.
- b. Serve as an assistant to the President and may perform such other duties as from time to time may be assigned to him by the President or the Board of Directors.
- c. If a vacancy occurs in the office of the President, the Vice-President will succeed in that office for the remainder of the term.

4.7 The Secretary/Treasurer. The Secretary/Treasurer shall:

- a. Keep the records of the Corporation.
- b. Prepare minutes of the meetings of the Board and send copies of such minutes to each of the members.
- c. Carry on all official correspondence of the Association under the direction of the Board of Directors.
- d. Keep an official register of each member of this Corporation.
- e. Have charge of and safely keep all such additional books and papers as the Board may direct.
- f. Have custody of the seal of the Corporation and affix such seal to all documents, the execution of which, on behalf of the Corporation under its corporate seal, has been duly authorized in accordance with these by-laws.
- g. Have general oversight over all funds and securities of the Corporation.
- h. Have authorization, along with at least one other member from the Executive Committee, to endorse, or cause to be endorsed in his or her name, on behalf of the Corporation, all checks, notes or other obligations and evidence of the payment of money paid by the Corporation coming into his or her possession, or other officers or employees.
- i. See that all funds received by or on behalf of the Corporation are promptly deposited in such banks or trust companies as may be selected as depositories of the Corporation by the Board and shall also see that all securities are placed in safe-keeping in the manner directed by the Board.
- j. Pass on the electronic system of accounts and reports and provide for general overseeing and audit thereof. The report of each such audit shall be submitted to the Board.
- k. Prepare a budget annually for review by the Board of Directors and file any reports required by any government agency (i.e. IRS Tax Return, Secretary of State Annual Report of Officers).

- l. Perform all duties, which are incident to the office of Secretary/Treasurer of a not for profit corporation subject, however, at all times to the direction and control of the Board.
- m. Chair the Finance Committee.
- n. Serve as Ex Officio member of the Audit Committee.
- o. Set time and date for annual audit.

All Executive Officers shall give bond to the corporation in the amount and for, fixed by the Board. The cost of bond shall be borne by the Corporation.

Article Five Administrative Officers

5.1 Designation of Administrative Officers. The Board of Directors shall designate titles, appoint and discharge such administrative staff officers of the Corporation, as it shall deem necessary. Such administrative staff officers shall not be members of the Board and such appointees shall hold their offices for such term and exercise such powers and perform such duties as shall be determined from time to time by the Board. The duties and responsibilities of appointed staff personnel are defined in the IPWMAN “Definitions and Operating Procedures” incorporated herein by reference.

5.2 Compensation. The Board of Directors shall determine compensation and benefits for all administrative staff officers.

Article Six Indemnification of Officers, Board of Directors, Employees and Agents

6.1 Actions other than by or in the Right of the Corporation. The Executive Board has the power to indemnify itself though insurance or bonds as it deems necessary for the good of the organization.

6.2 Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a member, an *ad hoc* member, an *ex officio* member, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a member, an *ad hoc* member, an *ex officio* member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this article.

Article Seven Contracts, Loans, Checks, Deposits, Dues and Gifts

7.1 Contracts. The Board may authorize any officer or agent of the Corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or sign any instrument in the name of the Corporation, and such authority may be general or confined to specific instances.

7.2 Borrowing. No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

7.3 Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness (issued in the name of the Corporation) shall be signed by such officers or agents of the Corporation as shall from time to time be determined by the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President or the Vice President.

7.4 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

7.5 Membership Dues. Membership dues will be determined by the Board of Directors based upon the population of the service area of each agency. The amount of the membership dues shall be reviewed annually by the Board of Directors. Dues shall be due within thirty days of January 1 of each year.

7.6 Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

7.7 Reimbursement. The Board shall adopt reimbursement procedures and associated policies.

Article Eight Fiscal Year, Books and Minutes

8.1 Fiscal Year. The fiscal year and business year of the corporation shall commence on the first day of January each year, and terminate on the thirty-first day of December of that year.

8.2 Books and Minutes. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the meetings of its Board.

Article Nine Distribution of Assets upon Dissolution

If at any time the dissolution of this Corporation is authorized pursuant to the General Not-For-Profit Corporation Act of the State of Illinois, the members of the Board of Directors then holding office as such shall distribute the assets of the Corporation remaining after payment, satisfaction and discharge, or adequate provision therefore, of all liabilities and obligations of the Corporation, to a domestic or foreign corporation, charity or organization engaged in activities substantially similar to those of this Corporation, pursuant to a plan of distribution as duly adopted by the Board. The Board shall incur no personal liability for failure to ascertain, after a reasonable examination, the existence of any contributor.

Article Ten Amendment to Articles of Incorporation

The Articles of Incorporation of this Corporation may be changed or altered pursuant to the statutes of the State of Illinois. The proposed amendment shall be adopted upon receiving the affirmative vote of at least three-fifth of the ballots received from the members of the IPWMAN, provided, however, that such amendment shall not become effective until a certificate of amendment is issued by the Secretary of State of the State of Illinois.

Paper ballots shall be sent to the Authorized Representative of each member agency. The deadline for the return of the ballots shall be established by the Board of Directors, but shall be a minimum of at least thirty (30) days from the date the ballots were sent to the agencies by first-class mail.

Article Eleven Amendment to By-Laws

The By-Laws of the Corporation may be repealed, modified altered, or amended at the annual meeting of the Board of Directors, by a three-fifths vote of the Board Members in attendance; or by a majority vote of the Board provided, however, that no repeal, modification, alteration or amendment may be adopted at the regular or special meeting where introduced unless the Secretary, at least thirty (30) days before such meeting, shall have mailed to each member a copy of such proposed amendment.

Article Twelve Retention of Property Interest

All right, title, and interest, both legal and equitable in and to property of the Corporation shall remain in the Corporation. If such property shall be in the possession of a member, Executive Officer, Administrative Officer or such other person so entrusted, it shall be immediately returned to the Corporation in the event of that person's death, resignation, removal or such other action disassociating that person with the Corporation.

Article Thirteen Rules of Procedure.

The rules contained in the current edition of “Robert’s Rules of Order –Revised” shall govern the procedural conduct of the Board of Directors and Executive Committee and its committees and advisory bodies in all cases to which they are applicable and in which they are not inconsistent with these By-laws. Additionally, the Board may adopt its own rules of procedure, which shall not be inconsistent with these by-laws.

Article Fourteen
Establishing an Interim Board of Directors

Until elections are held and the Board of Directors assume office, the Illinois Public Works Mutual Aid Network Steering Committee shall serve as the Interim Board of Directors for the Illinois Public Works Mutual Aid Network, Inc. (IPWMAN).

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**ATTACHMENT 1
PROPOSED DUES SCHEDULE**

Membership dues shall be based upon the population served by a member agency at the following rates:

<u>Population</u>	<u>Dues</u>
Less than or equal to 15,000	\$100.00
15,001 to 75,000	\$250.00
75,001 and over	\$500.00

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