

**CONSTITUTION AND BYLAWS
OF THE ILLINOIS ASSOCIATION OF REGIONAL COUNCILS**

ARTICLE I

NAME

The official name of the Association shall be the Illinois Association of Regional Councils, hereinafter called the "Association".

ARTICLE II

PURPOSE

The purpose of the Association shall be to:

- (1) Provide a forum for the exchange of knowledge that will strengthen and improve the intergovernmental concept of planning and development;
- (2) Study and comment on Federal and State legislation, policies and administrative guidelines on matters that are of an intergovernmental and regional nature;
- (3) Encourage and sponsor educational efforts that will lead to a greater understanding of the services rendered by Illinois Planning Agencies to all levels of government and the general public;
- (4) Confer with Federal and State legislators on matters that are of an intergovernmental and regional nature;
- (5) Provide a single statewide legally constituted entity with which State or Federal Agencies as well as other organizations can enter into contractual agreements for the purpose of providing assistance for the delivery of community planning and development services for the benefit of communities served by Illinois Regional Councils; and
- (6) Manage its affairs in accordance with this Constitution and Bylaws.

ARTICLE III
MEMBERSHIP

Section 1. Eligibility: The eligible membership of the Association shall consist of single and multi-county regional planning commissions created and operated under provisions of 55 ILCS 5-14 (Regional Planning) and 50 ILCS 10.01 et seq. (Regional Council Act), 70 ILCS 1707 Regional Planning Act (Chicago Metropolitan Agency for Planning), 70 ILCS 1710/1 et seq. (Southwestern Illinois Metropolitan and Regional Planning Act) of the Illinois Compiled Statutes, and the East-West Gateway Coordinating Council. Membership shall also be extended to not-for-profit organizations structured under the IRS Code 501(c)(3).

Section 2. Membership in Good Standing: Members shall be those agencies eligible for membership and paying annual dues as provided under Article XI. Such members shall be considered members in good standing.

Section 3. Ex-Officio Membership: Ex-officio membership shall be extended to other organizations duly recognized by the majority vote of the membership.

Section 4. Associate Membership: Associate Membership shall be extended to organizations having specific interest in planning, management, development or government and who support the purposes of the Association. Applications for Associate Membership shall be filed with the Association's Executive Board, which shall review such applications and recommend to the Association at a regular meeting whether such applications should be accepted. Upon affirmative vote of the Association and payment of dues as determined by the Association, such applicant shall become an Associate Member. Upon determination and recommendation of the Executive Board Associate members may also be removed from membership in the Association. Associate Members shall be eligible for all privileges of membership except they shall not hold office in the Association nor vote on Association business. Associate members are, however, encouraged to serve on and chair committees of the Association.

**ARTICLE IV
REPRESENTATION**

Each member agency and each ex-officio member agency shall be represented by its Executive Director or designee.

**ARTICLE V
VOTING**

Each member agency in good standing, as defined in Article III, Section 2, shall have one (1) vote. Each ex-officio member, as defined in Article III, Section 3, shall serve in a non-voting capacity. All votes shall be cast in person, with proxy votes not being accepted.

**ARTICLE VI
OFFICERS**

Section 1. Titles of Officers: The officers of the Association shall consist of a President, a President-Elect, a Past President, a Secretary and a Treasurer. There shall be two (2) Directors-at-Large. These officers shall be elected from the voting member agencies that are members in good standing.

Section 2. Nomination of Officers: The President, the President-Elect, the Past President, the Secretary and the Treasurer shall comprise the Nominating Committee. The Past President shall chair the Nominating Committee. The Nominating Committee shall make its report to the Association members not less than fifteen (15) days prior to the Annual Meeting. Nominations may also be made from the floor. The Nominating Committee may submit any number of names for each office to be filled, which nominees shall have agreed to such submission of their names for office. The nominee receiving the vote of the

majority of the member representatives present at the Annual Meeting shall be elected. The method of voting shall be any allowed under the most current edition of Robert's Rules of Order and deemed acceptable by the Association.

Section 3. Terms and Election of Officers: The Officers and the Executive Board shall be elected for one (1) year terms by a majority of the votes cast by the voting member agencies present and voting during the Annual Meeting of the Association and installed at that Annual Meeting. All officers of the Association shall be eligible for re-election for not more than two (2) consecutive one-year terms. Excepting the office of Treasurer, no elected officer who has served two (2) consecutive one-year terms shall be eligible for re-election to the same office.

Section 4. Duties of Officers: The duties of the officers shall be:

- (a) **The President:** The President shall preside at all meetings of the Association and shall represent the Association at all conferences and meetings where attendance is deemed necessary to further the purpose of the Association.
- (b) **The President-Elect:** In the absence of the President, the duties of the President shall be vested in the President-Elect. Should the President not seek re-election in accordance with Article VI, Section 3, the President-Elect shall be nominated by the Nominating Committee as President for the subsequent term of office unless conditions arise preventing the President-Elect from assuming the office of President.
- (c) **The Secretary:** The Secretary shall record the proceedings of all meetings, make said proceedings available to all members of the Association and shall file any non-financial State and Federal documents required of the Association.
- (d) **The Treasurer:** The Treasurer shall see that all funds due the Association are collected and deposited in the name of the Association in a bank as may be chosen by the Treasurer and President. The Treasurer shall have charge of the books of account by the Association and shall render a

statement of such account upon request of the Association. The Treasurer shall file any financial State and Federal returns or statements required of the Association.

Section 5. Vacancies: vacancies in the office of President, President-Elect, Secretary, Treasurer, or Director-at-Large shall be filled by the Association at any regularly scheduled meeting.

ARTICLE VII EXECUTIVE BOARD

Section 1. Membership: The Executive Board shall consist of the President, the President-Elect, the Secretary, the Treasurer, the two (2) Directors-at-Large, and the past President still serving in the position at his/her respective agency from which he/she was elected President. The Chairpersons of Special Interest Groups established under the provisions of Article IX of this Constitution and Bylaws shall also serve as ex-officio, non-voting members, as shall the Executive Director of the Association should one be employed. Ex-officio members shall not be considered in determining the presence of a quorum.

Section 2. Term: The term of office for a member of the Executive Board shall be one (1) year or until their successor is elected.

Section 3. Powers and Duties: The Executive Board shall manage the normal affairs of the Association and shall meet and take action during the intervals between Association meetings. It is the intent that the Directors and ex-officio members assist the other Executive Board members in any way deemed appropriate by the other Executive Board members.

Section 4. Authority to Employ Staff: With the approval of the membership,

the Executive Board shall be empowered to contract for the services of staff, which may include the employment of an Executive Director who shall serve at the pleasure of the Board. The Executive Board shall have authority to set standards and conditions of employment, establish scopes of work and work agendas, and take other such personnel actions as may be necessary for the effective and efficient management of the Association.

ARTICLE VIII COMMITTEES

Committees may be formed or dissolved from time-to-time by the President with the concurrence of the Executive Board. In considering the establishment of a committee, the Executive Board shall consider the need for and goals of the proposed committee as well as its effect on Association staffing and budgeting.

ARTICLE IX SPECIAL INTEREST GROUPS

Areas of special membership interest that do not conflict with any other established committee or unit of the Association may be authorized as a Special Interest Group (SIG) of the Association upon recommendation by the Executive Board and a simple majority vote of the Association as a whole approving the action.

Section 1. Relationship to the Association: All SIGs shall be subject to the Bylaws and policies of the Association, and the chairperson of a SIG shall serve as an ex officio, non-voting member of the Executive Board. Upon establishment, and with the approval of the Executive Board, the Association may secure such office space and equipment for a SIG as the SIG may find necessary to conduct its activities and affairs, however all costs associated with such office space and its equipage shall be borne by the SIG in an amount determined by the Executive

Board.

Section 2. Conditions for Establishment: Prior to its consideration for establishment, a proposed SIG must:

- (a) Provide a written justification to the Executive Board that addresses the purpose of the SIG and its goals and objectives.
- (b) Approve operating procedures that shall include provisions for membership and voting, functions, the election and terms of officers, and establishment of any dues, and record them with the Executive Board.
- (c) Demonstrate its ability to provide the resources necessary to maintain its functions and activities.
- (d) Demonstrate its ability to effectively manage its programmatic and financial affairs.

Section 3. Membership of a Special Interest Group: To maintain its status as a SIG, no less than four-fifths of a SIG's membership shall include Association members and those eligible for membership under Article III of this Constitution and Bylaws.

Section 4. Structure and Activities of a Special Interest Group: The internal structure and activities of a SIG shall be determined by its membership unless otherwise proscribed, and shall be in keeping with its approved operating procedures as well as with the general tone and direction of the Association.

Section 5. Operations of a Special Interest Group: The members of a SIG shall schedule its meetings and may hold an annual, organizational meeting in concert with the Association's annual meeting. A SIG may develop and adopt its own policy positions subject to review by the Association's Executive Board and voting members so as to eliminate conflicts of interest with Association policies and positions. A SIG shall not profess or imply that it speaks for or represents the Association or its members, other than those currently holding membership in the

SIG, unless authorized to do so in writing by the Executive Board. A SIG may not enter into contractual relationships without the approval of the Executive Board, nor shall it commit funds in excess of its approved budget. A SIG shall maintain a listing of its membership, and as approved by the Executive Board, collect and hold its own funds and use such funds to carry out its programs and services.

Section 6. Special Interest Group Reporting: The chairperson of a SIG shall prepare and present an annual summary of SIG activities and finances to the Association in such form as the Executive Board shall prescribe. It shall also submit an annual budget to the Executive Board for its approval consistent with the Association's fiscal year. The chairperson of a SIG shall also provide to the Executive Board any other information pertaining to the activities, functions, finances, staffing or operation of the SIG that the Executive Board may from time-to-time request.

Section 7. Changes in Special Interest Group Operating Procedures: A SIG may amend its operating procedures under processes it shall enumerate in same, but such changes shall not become effective unless and until approved by a majority vote of the Association as a whole upon recommendation of the Executive Board to approve or disapprove.

Section 8. Dissolution of a Special Interest Group: By simple majority vote of the Association as a whole, the Executive Board may be authorized to dissolve a SIG subject to conditions or requirements the Executive Board may establish. The physical property and records of a dissolved SIG shall be conveyed to the Association or such party as the Executive Board may direct. Any financial assets of the dissolved SIG shall first go to the payment of any debts owed by the SIG, with any remainder disbursed to the dissolved SIG's membership in proportion to their annual dues or financial contribution.

ARTICLE X MEETINGS

Section 1. Dates of Meetings: The dates of the meetings shall be announced for the coming year by the President following his or her election. The association shall meet in accordance with said dates, one of the meetings to be the Annual Meeting. The Executive Board shall meet as deemed necessary. Special meetings of the Association may be called by the President, or by written petition signed by at least twenty-five percent (25%) of the voting members, not less than 10 days notice prior to the date of said special meeting.

Section 2. Notice: All meetings shall be preceded by written notice and an agenda thereof sent to all Association members at least 10 days prior to the date of said meeting.

Section 3. Quorum: A quorum must be present at any meeting of the Association, the Executive Board, or any of the Association's Committees or Special Interest Groups in order to transact business. A majority of the Association membership shall constitute a quorum, inclusive of those present through teleconference, except that for meetings only of the Executive Board, four members shall constitute a quorum. Quorums for Committees or Special Interest Groups shall be a majority of those members present or as otherwise established in their operating procedures.

Section 4. Rules of Order: Meetings of the Association shall be governed, except as noted herein, by Robert's Rules of Order, as revised.

Section 5. Teleconference: Whenever deemed necessary, and when authorized by the President or his or her designee, official business may be transacted by means of teleconference or electronic transmission.

ARTICLE XI

FINANCES

Section 1. Dues: The amount of annual dues assessed each member agency and the dues year for which they shall be assessed shall be established by vote of the Association.

Section 2. Acceptance of Funds: The Association may accept funds, grants, gifts and enter into contractual agreements with the Federal government or its agencies, with the State of Illinois or its departments, agencies or entities, or with any other governmental unit whether participating in the Association or not, and from private and civic sources.

Section 3. Contracts: Unless otherwise authorized by the Executive Board, all contracts and other documents entered into by the Association shall be executed on behalf of the Association by the President and the Treasurer.

ARTICLE XII

AMENDMENTS

The Association may amend, supplement, or supercede the Constitution and Bylaws by an affirmative vote of two-thirds (2/3) of the members present at any regular or special meeting at which a quorum is present, and only after each member agency has been notified of the proposed change at least ten (10) days prior to the date of the meeting at which a vote is to be taken on said change. The effective date of any amendment, supplement, or superceding provision shall be so specified.

ARTICLE XIII
LEGAL STATUS

The Association was created in 1977 and on April 29, 1977, the Illinois Secretary of State issued a Certificate of Incorporation No. 32769 under the General Not for Profit Corporation Act. The Association files and Annual Report with the Secretary of State File number 5115-323-5. The Association was issued a Federal Employer Identification Number (FEIN) 36-2930415 by the U.S. Department of the Treasury Internal Revenue Service on September 21, 1977.

Adopted: February 18, 1977

Amended: May 16, 1986
 October 27, 1989
 September 27, 1991
 June 12, 1992
 February 28, 2003
 September 30, 2005
 April 2, 2008
 August 8, 2008