

BYLAWS

PURPOSE OF ORGANIZATION

To foster intergovernmental cooperation among municipalities and between municipalities and other levels of government; to provide research and technical assistance in the development of solutions to local problems presented by member municipalities; to articulate positions and, when appropriate, implement solutions to regional, state and countywide problems; to serve as an information clearinghouse for member municipalities; to provide training and educational programs designed to foster leadership development and an understanding of municipal issues; to uphold and advocate principles of effective local government; and to otherwise lessen the burdens of government.

BYLAWS

I. NAME AND PRINCIPAL OFFICE

The name of this organization shall be the DuPage Mayors and Managers Conference. (Hereafter called "Conference".) Its principal office shall be located in DuPage County, Illinois.

II. MEMBERSHIP

Members of the Conference shall be those municipalities located in DuPage County which pay the annual specified dues of the Conference. Any member municipality which has not paid its membership fee by July 1 of each year shall be delinquent. The status of a delinquent member shall be referred to the Board of Directors for appropriate action.

Any member municipality may withdraw its membership from the Conference by advising the President of the Conference of its intent to do so. No member is entitled to a refund of any membership dues, or any other fees of amounts, previously paid upon withdrawal from the Conference. In the event the Conference is still obligated or liable on any debt at the time of the withdrawal of any member, said member shall be required to pay a fee equal to the balance of its share of the remaining debts plus interest that may accrue thereon. Said fee will be calculated by the Conference.

III. DELEGATES

Each member municipality shall be entitled to two (2) voting delegates for matters put before the full membership. In those municipalities which employ a manager or administrator, the mayor or president and the manager or administrator shall comprise the two delegates. A member municipality may substitute its mayor or president delegate for votes on matters put before the full membership with a village board or city council member provided that the member municipality

submits a letter of appointment by the mayor or president or submits a resolution of appointment, approved by the governing body, to the Conference office annually and concurrently with the Conference fiscal year.

In those member municipalities not employing a manager or administrator, the village or city clerk, or some administrative officer as may be designated by the governing body may be substituted for a manager or administrator. In the absence of the president/mayor or the manager/administrator, an alternate delegate for votes on matters put before the full membership may be appointed by letter by said regular delegate. Said letter shall be filed with the Conference office and shall be valid during that conference fiscal year. The alternate delegate for a president/mayor shall be a village board or city council member.

IV. FISCAL YEAR

The fiscal year of the Conference shall commence on May 1 and conclude on April 30 of the following calendar year.

V. CONFERENCE OFFICERS AND BOARD OF DIRECTORS

The Conference shall be served by three officers: a President, Vice-President, Secretary-Treasurer and a Board of Directors.

The Conference officers shall be members of the Board of Directors. Other members of the Board of Directors shall include the Director of the Nominating Committee, the Directors and Deputy Directors of the Legislative, Budget/Operations, Transportation Policy, Transportation Technical, Managers, and Regulatory Issues Committees, Director and Alternate Director representatives to the Executive Board of the Metropolitan Mayors Caucus, all other Past-Presidents who remain as sitting mayors or village presidents and indicate a desire to be on the Board of Directors at the start of each term-year, and up to five (5) at-large members. Each member of the Board of Directors shall be entitled to discuss and vote on matters coming before the Board.

A. ELECTION OF OFFICERS

The President and Vice-President shall each be a sitting mayor or president of a member municipality. The Secretary-Treasurer shall be a full-time manager or administrator of a member municipality. Officers shall be elected by the voting delegates of the Conference. Elections will be held in April at the Conference's Annual Corporate Meeting. The President, Vice-President, and Secretary-Treasurer shall be elected to each serve one (1) year terms, beginning on June 1. Officers shall be installed following their election at an Annual Dinner or similar gathering of the full membership in May of each year.

B. AUTHORITY AND DUTIES OF THE OFFICERS AND BOARD OF DIRECTORS

The President of the Conference shall serve as the principal spokesperson for the Conference and shall represent the Conference in discussions of mutual concern with other governments or governmental associations. The President may delegate this responsibility to any voting delegate or the Executive Director of the Conference as required. The President shall be responsible for conducting the Board of Directors meetings and the regular or special meetings of the full membership. The President shall be responsible for annually appointing the Directors and Deputy Directors of each standing committee of the Conference and other such committees as required, with the exception of the Budget/Operations Committee, whose Director shall be the elected Secretary-Treasurer, and the Nominations Committee, whose Director shall be the most recent Past President. The President shall also appoint annually, with the concurrence of the Board of Directors, Director and Alternate Director representatives to the Metropolitan Mayors Caucus, and up to five at-large members. If four at-large members are appointed, at least one shall be an individual who has served as a Director or Deputy Director of a DMMC standing committee. If five at-large members are appointed, at least two shall be individuals who have served as a Director or Deputy Director of a DMMC standing committee. The President shall also appoint annually, with the concurrence of the Board of Directors, a Nominating Committee whose functions are defined in Article X. The President shall also recommend, with the concurrence of the Board of Directors, representatives to any regional agencies or entities for whom representatives are either selected or recommended by the Conference.

In the absence of the President, the Vice-President shall serve as the spokesperson of the Conference and shall conduct the meetings of the Board of Directors and regular or special meetings of the full membership.

The Secretary-Treasurer of the Conference shall serve as the official record-keeper of the Conference, and also be responsible for the monitoring of the Conference's cash flow and investments. The Secretary-Treasurer shall also serve as Director of the Budget/Operations Committee. However, the duties of the Secretary-Treasurer may be assigned, in whole or in part, to the Executive Director, except that those responsibilities placed by statutory law on a Secretary of an Illinois not-for-profit corporation may not be assigned to the Executive Director.

The Board of Directors shall approve the appointment of, and may enter into a contract with, the Executive Director of the Conference. The Board of Directors shall also supervise the work of the Executive Director, and, if necessary, authorize the removal of the Executive Director.

The Board of Directors shall have the authority to enter into intergovernmental agreements to obtain loans for Conference purposes and, in addition, to enter into intergovernmental agreements to obtain funds for the repayment of such loans, on such terms and conditions as the Board shall determine. Loan proceeds, the funds obtained to repay such loans and the debt service payments for such loans shall be included in the annual budget.

The Board of Directors shall be responsible for reviewing and approving the annual budget as recommended by the Budget/Operations Committee. The Board of Directors shall also review periodic member dues changes as part of the budget approval process. Upon approval, the Board shall send the annual budget to the full membership for adoption before May 1 of each year.

The Board of Directors shall cause an annual audit of the financial affairs of the Conference to be performed by a certified public accountant. The report of such audit shall be made available to the Conference office and to the member governments no later than six (6) months after the close of the fiscal year.

The Board of Directors shall make all necessary provisions for the management and disbursement of Conference funds.

The Board of Directors shall approve all disbursements of Conference funds, with the exception of those disbursements for which the Board has delegated the responsibility to the Executive Director.

The Board of Directors shall be and serve as the Board of Trustees set forth in the Articles of Incorporation, as amended, under the general Not-for-Profit Corporation Act of Illinois.

C. VACANCIES

When a vacancy occurs in the office of President, the Vice-President shall become the President for the balance of the unexpired term. Vacancy in the office of Vice-President or Secretary-Treasurer shall be filled by a simple majority vote of the Board of Directors. The individual chosen to serve as Vice-President or Secretary-Treasurer shall do so for the balance of the unexpired term. Vacancies of Directors and Deputy Directors shall be filled by appointment of the President.

VI. MEETINGS OF THE BOARD OF DIRECTORS AND THE FULL MEMBERSHIP

The Board of Directors of the Conference shall meet the first Wednesday of each month, or as needed. The general meetings of the full membership shall be held on the third Wednesday of each month, or as needed. The Annual Corporate Meeting of the delegates shall be held in April. New officers and other directors of the Board of Directors will be installed in May.

VII. QUORUM AND VOTING

A. QUORUM

A quorum shall exist for the transaction of ordinary business at a Board of Directors meeting if a majority of members are present from the group consisting of all Officers, the Directors of the Legislative, Budget/Operations, Transportation Policy, Transportation Technical, Managers, and Regulatory Issues Committees, the Director representative to the Executive Board of the Metropolitan Mayors Caucus, all Past-Presidents who are current members of the Board of Directors, and all at-large members. If a Committee Director is not present, the Deputy Director of that Committee, if present, may be counted toward a quorum. If the Director representative to the Executive Board of the Metropolitan Mayors Caucus is not present, the Alternate Director representative to the Executive Board of the Metropolitan Mayors Caucus, if present, may be counted toward a quorum.

A quorum shall exist for the transaction of ordinary business at a regular meeting of the full membership if at least one-third (1/3) of member municipalities are represented by at least one delegate when the Business Meeting is called to order.

A quorum shall exist for the transaction of ordinary business as a committee meeting if a majority of member municipalities which have one or more representatives on the committee roster have at least one of those representatives in attendance at the meeting. Additional representatives from a member municipality shall not count toward a quorum.

B. VOTING

All matters coming before a committee shall be decided by a simple majority vote of one member from each municipality represented by one or more members of the committee, as designated according to Section X. of these Bylaws. Additional representatives from a single municipality shall not result in additional votes for that municipality.

All matters coming before the Board of Directors shall be decided by simple majority vote except for proposed changes to the Bylaws of the Conference, which must be approved by a two-thirds (2/3) vote of all voting members of the Board of Directors. Each voting member of the Board of Directors shall have one vote. For questions normally put before the full membership for action, other than amendment to the Bylaws, election of Conference Officers, and adoption of the annual budget, the Board of Directors may take final action and report that action to the full membership, rather than making a recommendation for full membership action, if and only if the following conditions are met:

- The full membership has been issued notice of the proposed action(s) which specifies a deadline that allows at least six (6) calendar days for members to submit input on the proposed action(s);
- At the meeting where final action is taken, members of the Board of Directors in attendance have been given all member input that is received prior to the deadline that was specified in the six (6)-day notice above;
- The full membership has been issued a supplemental notice of any committee recommendation that changes, contradicts, or reverses one or more proposed actions as presented in the original six (6)-day notice, in cases where the committee recommendation was made after the six (6)-day notice was issued; and
- The supplemental notice above has been issued to the full membership within 24 hours following adjournment of the meeting at which the committee made the recommendation.

All matters coming before a meeting of the full membership on which the Board of Directors has not taken final action may be decided by a majority of those delegates present, except for changes to the Bylaws and matters designated by the President or Board of Directors, which must be approved by two-thirds (2/3) of the delegates voting on the issue. At any meeting of the Board of Directors, any member of the Board of Directors may move to designate a matter as requiring approval by two-thirds (2/3) of the delegates voting on the issue when the matter is forwarded to the full membership for consideration. If the motion is seconded and approved by a simple majority of Board members present, then that matter shall be designated as requiring

approval by two-thirds (2/3) of the delegates voting on the issue when the matter is forwarded to the full membership for consideration. Each voting delegate present shall have one vote on any matter brought to a vote at a meeting of the full membership.

At any time, the President, or in his or her absence the Vice President, and, at any meeting of the Board of Directors, any member of the Board of Directors upon making the appropriate motion and receiving a second and approval of that motion, may designate a matter as requiring immediate full membership action. Upon said designation, a description of the matter, including the specific question being put to the full membership, shall be issued to all voting delegates along with a deadline for reply. The deadline shall be no less than twenty-four (24) hours, and, except in cases of legislative positions requiring action before the next business day, no sooner than the next business day, after issuance. After the deadline has passed, or when at least a quorum of one-third (1/3) of all member municipalities have responded with a vote with at least two-thirds (2/3) of the respondents voting in favor of the action, whichever is later, then the action will be considered approved by the full membership of the Conference and the results of the full membership vote will be forwarded to the Board of Directors.

At any meeting of a standing committee, the committee director, or in his or her absence the deputy director, or any member of the committee upon making the appropriate motion and receiving a second and approval of that motion, may recommend a matter as requiring immediate full membership input. Upon this recommendation, the matter shall be forwarded to the Conference President, or in his or her absence the Vice President. The President, or in his or her absence the Vice President, may then designate the matter as requiring immediate full membership action, and if so designated the matter will be issued to the voting delegates as described in the preceding paragraph.

A member of a committee or of the Board of Directors who is not chairing the meeting of that body may attend by electronic (audio, or video and audio) connection. The member shall give notice of his or her desire to participate electronically to Conference staff at least twenty-four (24) hours in advance of the meeting, unless it is impractical to do so, so that necessary communications equipment can be arranged. Inability to provide the necessary technical arrangements will result in denial of the request for electronic attendance.

VIII. RULES OF ORDER

The Conference shall maintain an informal atmosphere to ensure maximum participation of all delegates. However, to ensure orderly procedure, *Robert's Rules of Order* may be invoked. The President shall serve as Chairman. In the President's absence, the Vice-President shall serve as Chairman. If both the President and Vice-President are absent, the President may appoint a President Pro Tem. Failing in same, the presiding officer for the meeting shall be selected from among the delegates present and shall be approved by a majority vote of the delegates present at such meeting.

Any action by a committee, the Board of Directors, or the full membership shall be made by a motion, second, and a vote by the relevant body. Any member of a committee or the Board of

Directors, or voting delegate of the full membership, may, at a meeting of that body, request a roll call vote, immediately following the announcement of the result of a voice vote, on any matter before that body.

For all meetings of Conference standing committees, the Board of Directors, and the full membership, Conference staff shall issue a meeting agenda to members of the respective body at least five (5) calendar days in advance of the meeting. Members of each respective body and/or Conference staff may add items to the agenda after the agenda is issued, and Conference staff will communicate those additions to members of each respective body as soon as is practical.

IX. CHANGES IN BYLAWS AND ORGANIZATION PURPOSE

Change in the Bylaws of the Conference may be submitted by the governing board of any member municipality or by any voting delegate. Following review, the Board of Directors shall cause any proposed change in the Conference Bylaws to be provided in writing to each member municipality at least twenty (20) days prior to its consideration by the delegates.

To consider an amendment to the Bylaws of the Conference, at least two-thirds (2/3) of the member municipalities must be represented by at least one authorized delegate. If a member is unable to be represented at a meeting when a change in the Bylaws is considered, said municipality, may by written statement signed by both delegates, authorize, by name, proxy votes to be cast by the President or any member of the Board of Directors. Said written statement shall be delivered to the Conference office at least seven (7) days prior to the meeting of the delegates where the Bylaws or Stated Objectives changes are being considered.

X. STANDING COMMITTEES OF THE CONFERENCE

The Conference shall have six standing committees: Legislative Committee, Budget/Operations Committee, Transportation Policy Committee, Transportation Technical Committee, Regulatory Issues Committee, and Managers Committee. Also, the Board of Directors may appoint such other committees, sub-committees, or task forces as are necessary. The Director and Deputy Director of each committee shall be the Mayor, President, Manager, or Administrator of a member municipality. Requests for committee membership by any individual shall be considered only if submitted by the Mayor or Manager of the applicable municipality. Any request for committee membership by more than one representative of a member municipality shall specify which representative shall be the primary representative and allowed to vote on motions before the committee, and list the other representatives as alternates in the order they would be authorized to vote, in the absence of the primary representative or preceding alternates. The Director of each committee shall submit to the President of the Conference a list of committee members to be comprised of elected municipal officials, municipal staff persons or other municipal representatives.

A. LEGISLATIVE COMMITTEE

The Legislative Committee shall be responsible for preparing the annual Legislative Action Program which shall include the policies and initiatives of the Conference. The Committee will follow the initiatives and other legislation affecting members and provide reports and recommendations for action to the membership. As appropriate, the Committee will articulate the positions of the Conference to federal, state and county legislators in concert with the Conference Board of Directors and full membership.

B. BUDGET/OPERATIONS COMMITTEE

The Budget/Operations Committee shall be responsible for the development and recommendation of the annual budget. The Committee shall also, when necessary, assist the Executive Director in the operations of the Conference.

C. TRANSPORTATION POLICY COMMITTEE

The Transportation Policy Committee shall recommend innovative solutions to municipal transportation problems and seek intergovernmental cooperation on issues of region-wide significance. The Committee shall serve as a forum for discussion of regional transportation issues having impact on Conference members. The Committee shall provide recommendations to DuPage County, the Illinois Department of Transportation, Chicago Area Transportation Study and regional transit agencies on transportation projects, plans and programs, as appropriate.

D. TRANSPORTATION TECHNICAL COMMITTEE

The Transportation Technical Committee shall recommend to the Board of Directors an annual element and multi-year program for federally funded surface transportation projects, based upon funding allocations to the Conference as the DuPage Council of Mayors. The Committee shall oversee the DuPage program and serve as a resource on technical issues relating to highway, transit, rail, and air transportation.

E. REGULATORY ISSUES COMMITTEE

The Regulatory Issues Committee shall work to improve municipal governance, the delivery of municipal services, and the quality of life in member communities by examining and evaluating proposed policies and actions and informing and advising member municipalities and the Conference regarding Federal, State and DuPage County policy and legislation regarding telecommunications and information technologies, cable television, electric power, natural gas, and other non-transportation infrastructure systems.

F. MANAGERS COMMITTEE

The Managers Committee shall work to improve the performance and effectiveness of Conference municipalities by calling on member Managers and Administrators to evaluate and exchange and develop ideas on topics introduced by Conference members, create venues for exchange and development of ideas of management level staff from Conference member

municipalities, and create and oversee work groups consisting of municipal staff from Conference member municipalities which complete tasks and projects to benefit multiple municipalities.

G. NOMINATING COMMITTEE

The President shall appoint a Nominating Committee from among the member municipalities of not less than five (5) or more than nine (9) members. The Nominating Committee shall be approved by the Board of Directors. The most recent Past President shall preside over the Committee. The Nominating Committee shall submit nominations for the offices of President, Vice President and Secretary-Treasurer to the full membership by March of each year. At the Annual Corporate Meeting of the full membership, the nominations of the Nominating Committee, along with an opportunity for nominations from the floor, will be heard and the officers shall be elected. In addition, the Committee shall submit a list of potential candidates for Director and Deputy Director of each standing committee, for Director and Alternate Director to the Metropolitan Mayors Caucus Executive Board, and for at-large Board members for review by the incoming President.

XI. EXECUTIVE DIRECTOR

The Conference shall employ an Executive Director to manage the business affairs of the Conference. The Executive Director shall be an individual with professional training in government and shall have a demonstrated ability to work in an intergovernmental agency with elected and appointed officials of member municipalities. The Executive Director shall be responsible for the investment of funds held by the Conference, ensuring preparation of minutes and summaries of the Conference meetings, and providing technical assistance to member municipalities on matters of concern to the Conference. The Executive Director shall be appointed and removed by a majority vote of the entire Board of Directors. The President shall be responsible for the coordination of an annual performance evaluation of the Executive Director in which all members of the Board of Directors shall participate. The President shall recommend to the Board of Directors any changes in salary, benefits or employment agreement provisions. The Board of Directors shall approve any changes as appropriate. The Executive Director shall retain personnel, obtain equipment and maintain office facilities necessary to perform functions of the Conference. However, such personnel, equipment or facilities may be secured only insofar as the annual budget of the Conference permits.

The Executive Director shall have such authority to approve purchases, expend funds, and contractually bind the Conference as the Board of Directors shall determine.

XII. PUBLIC PARTICIPATION

It shall be the policy of the Conference to encourage the interest of the press and the public in the meetings and affairs of the Conference. However, to ensure orderly procedure, only matters of general interest to the Conference may be heard, and then only if submitted to the Executive

Director, in writing, at least eight (8) days prior to the next scheduled meeting. The Executive Director shall, in turn, notify the President of the request. The President shall make the final decision on the request.

XIII. DISSOLUTION

A motion to dissolve the Conference may be made by any delegate at a regularly scheduled meeting of the delegates at which a quorum is present. Upon receiving a proper second to the motion, the President shall defer action on the motion until the next regularly scheduled meeting of the Conference. All members shall be notified by mail of the pending motion to dissolve. At the next regularly scheduled meeting, the President shall, after discussion, call for a roll call vote on the motion to dissolve, which shall require the affirmative vote of 2/3 of the Conference voting delegates.

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Conference, liquidate the assets of the Conference and distribute the proceeds to the then remaining members in pro-rata shares equal to the percentage of the membership dues of each member in relation to the total dues collected by the Conference after taking into account any amounts due from or prepaid by any member.

If any asset of the Conference is to be liquidated and the value distributed to members, distribution will be made only to then members of the Conference, and in pro-rata shares as described in the preceding paragraph.



Richard Veenstra, President

Joe Block, Secretary/Treasurer

Adoption of Bylaws: June 19, 1962
Amendment I: January 5, 1965
Amendment II: November 20, 1973
Amendment III: December 17, 1975
Amendment IV: April 20, 1977
Amendment V: June 20, 1979
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