

**BY-LAWS OF THE NORTHEASTERN ILLINOIS PLANNING COMMISSION
AS AMENDED MARCH 26, 2001**

**ARTICLE I
DEFINITIONS**

As used in these By-Laws the following terms have the indicated meanings:

Section 1. "Act" means the Northeastern Illinois Metropolitan Area Planning Act of July 6, 1957, as amended;

Section 2. "Commission" means the Northeastern Illinois Planning Commission;

Section 3. "Counties Area" means all of the Territory of the State of Illinois contained within the counties of Lake, Cook, Will, DuPage, Kane and McHenry;

Section 4. "Unit of government" means any municipal corporation, body politic or political subdivision of this State within the Counties Area.

**ARTICLE II
OFFICE**

The office of the Commission shall be located at such place within the Counties Area as may from time to time be fixed by the Commission.

**ARTICLE III
COMMISSIONERS**

Section 1. The corporate authority of the Commission and the direction of its affairs shall be entrusted to the Commissioners appointed as prescribed by the Act. Within 30 days after appointment and before entering upon the duties of office, each Commissioner shall take and subscribe to the constitutional oath of office and file it with the Secretary of the State. Commission shall hold office for a term of four years and until their successors are appointed and qualified, except that the term of a Commissioner appointed to fill a vacancy shall be for the unexpired term of the predecessor in office.

Section 2. In case of incompetency, malfeasance in office or neglect of duty, a Commissioner may be removed from office by the authority by whom the Commissioner was appointed. Absence from any three consecutive regular meetings of the Commission is deemed neglect of duty, and shall be reported to the appropriate appointing authority by the Secretary of the Commission.

Section 3. Commissioners shall serve without compensation but shall be reimbursed for expenses incurred in the performance of their duties in accordance with the policies of the Commission in effect from time to time.

ARTICLE IV

MEETINGS OF THE COMMISSION

Section 1. Regular meetings of the Commission shall be held at least four times in each calendar year on dates to be established by the Commission by resolution adopted at the last meeting of each year for the following calendar year and at such time and place as shall be designated by the Commission.

Section 2. Special meetings of the Commission may be called by the President of the Commission or by any four Commissioners. Written notice of the time, place and purpose of any special meeting shall be mailed to all Commissioners by the Secretary of the Commission at least three days prior to the date fixed for the meeting. The business of any special meeting shall be limited to matters specified in the notice of the meeting or required by the By-Laws and standing resolutions of the Commission, if any.

Section 3. All regular and special meetings of the Commission shall be public meetings in accordance with the Open Meetings Act of Illinois (**5 ILCS 120**), as amended; provided that pursuant to the terms of said Open Meetings Act, closed sessions may be held to consider, *inter alia*, matters of employment, professional ethics or technical performance, litigation, settlement of claims or when federal regulation so requires.

Section 4. The President, or in the President's absence the Vice President, Secretary or Treasurer, successively, shall preside at all meetings of the Commission. Should none of the officers be present, the Commissioners in attendance may appoint from their number a temporary chairman who shall preside at the meeting.

Section 5. A majority of the Commissioners constitutes a quorum, and concurrence of a majority of the Commissioners present is necessary for the Commission to take any action on any matter coming before the Commission at a meeting thereof.

ARTICLE V STANDING AND SPECIAL COMMITTEES

Section 1. There shall be the following standing committees, which shall have the duty of advising the Commission and the Executive Director in their respective areas of concern:

- a) Executive Committee: To consider and advise the Executive Director on appropriate action on policy and programs, general management, and matters of public information; to adopt and oversee the legislative program of the Commission; to consider the adequacy of Commission structure and finances to fulfill the Commission's statutory responsibilities and to make such recommendations as it deems appropriate; to oversee the development of the annual work program and budget and receive periodic reports on work progress and financial conditions; and to recommend to the Commission amendments to these By-Laws and other such measures as it may see fit.
 - i. Any action by the Executive Committee or its subcommittees involving Commission policies and programs shall be subject to confirmation at the next regular or special meeting of the Commission.
 - ii. The membership of the Executive Committee shall comprise the President, Vice President, Secretary and Treasurer of the Commission, the Vice President for Planning,

the Vice President for Water Resources, Past Presidents serving as Commissioners and two at large members to be appointed by the President. The President shall be chairman of the Executive Committee and ex-officio member of the other standing committees. The Vice President shall be Vice Chairman of the Committee and may preside at the request of the President or in the President's absence. The Secretary or Treasurer shall serve, successively, in the absence of the President and Vice President.

- iii. A quorum of the Executive Committee shall consist of four members. Any Commissioner in attendance who is not a member of the Executive Committee shall be entitled to vote on matters with respect to the Commission's legislative program.
- b) Planning Committee: To direct and oversee the development of comprehensive long-range policies of regional significance; to direct and oversee the preparation of plans and programs of regional significance, including functional plans and programs for public facilities and human resources development; to direct and oversee the development of recommended means necessary to implement such plans and programs; to make recommendations to the Commission on the adoption, amendment, or revision of such plans and programs; to assist units of government in developing intergovernmental agreements in areas of common concern and to advise the Commission on its participation in such agreements; to advise the Commission on a program of planning assistance to all units of government; to oversee the Commission's program of research and regional significance and to make recommendations to the Commission as to standards of comprehensive planning among units of government in the Counties Area; and to advise the Commission on legislation affecting the Commission's area of interest. The Vice President for Planning shall chair this Committee.
- c) Water Resources Committee: To annually prepare and recommend to the Commission revisions to the water quality management plan for adoption and submittal to the governor; to annually prepare and recommend to the Commission a work program and budget for continuing water resources planning and coordination; to advise the Commission and local governments and coordinating agencies in the resolution of water resources and stormwater issues; to advise the Commission in the maintenance of a program of public information and participation in water resources and stormwater planning; to oversee the Commission's program of work activities related to water resource issues; to review and comment upon projects or proposals submitted for review by the Commission in its role as designated water quality management planning agency for northeastern Illinois, in conformity with rules and procedures established by resolution of the Commission; to conduct project reviews pertaining to water resources and water quality and act on behalf of the Commission with respect thereto; to advise the Commission on legislation affecting the Commission's area of interest; and to recommend to the Commission contracts for the performance of water resources planning activities, including contracts with local governments and other coordinating bodies. The Vice President for Water Resources shall chair this Committee.

Section 2. Authority is delegated to the Planning and Water Resources Committees to take official action in the name of the Commission with respect to any project or proposal relating to its clearinghouse and review responsibilities submitted to the Commission for review. Those projects or proposal relating principally to water resources will normally be the review responsibility of the Water Resources Committee. All other projects or proposals will normally be the responsibility of the Planning Committee. Staff shall be responsible for assigning projects to appropriate standing

committees, considering both the subject matter and the timing of the review. A review shall normally be conducted in its entirety by the standing committee to which it has been assigned. However, the committee to which a review responsibility has been initially assigned may refer the project or proposal to any other standing committee for concurrence or additional comment. Any standing committee may initiate a proposed amendment to any Commission plan or policy as a consequence of its review findings and recommendations. Any action take by either Committee pursuant to this delegation may be reviewed by the Commission upon the request of any four Commissioners, such request to be in writing and mailed to all members of the Commission at least ten days in advance of the meeting at which the review is requested to take place. No such action shall be reviewed by the Commission more than once. In the event that the Planning or Water Resources Committee adopts a negative finding on a project, the applicant may request, with seven working days' notice, subject to rules adopted by the Commission, that the Committee reconsider its finding at its next regular meeting. No review shall be reconsidered by the Committee more than once.

Section 3. Members of the Commission shall be appointed to standing committees by the President at the beginning of his or her term with approval of the Commission except as otherwise provided by law. A minimum of seven Commissioners shall be appointed to each standing committee other than the Executive Committee, the members of which are appointed as provided under Article V Section 1(a)(ii). Absence from three consecutive regular meetings of a standing committee to which a Commissioner has been appointed may constitute neglect of duty and may result in removal from the Committee by the President. Vacancies in standing committee membership shall be filled in the same manner as the original appointment.

Section 4. A quorum for Planning and Water Resources Committees purposes shall consist of a majority of the number of members appointed to each committee. Any Commissioner in attendance at a Committee meeting shall be entitled to vote on any matter coming before either committee, and to be counted for purposes of establishing a quorum. Any Commissioner who is present and entitled to vote at a meeting of a standing committee at which an action is taken, and who does not vote on the losing side on the action, shall be entitled to move reconsideration of the vote by which the action was taken, at that meeting, or at the next regular meeting of the committee in which there is at least seven working days' notice of such proposal, in accordance with Robert's Rules of Order Newly Revised.

Section 5. Standing committees may establish such subcommittees as they may see fit, except that the life of no such subcommittee shall extend beyond the calendar quarter in which it is established without the approval of the Commission. The Chairman and members of each such subcommittee shall be appointed by the chairman of the standing committee with the consent of the committee.

Section 6. Special committees of the Commission may be established by the President or upon direction of the Commission to serve for such time and for such purpose as the President or the Commission may decide. The chairman and members of each such special committee shall be appointed by the President, with the consent of the Commission in the case of committees established by the Commission or with the consent of the Executive Committee in the case of committees established by the President. The Commission may, by resolution adopted in the same manner as is provided in Article XIII for the amendment of these By-Laws, provide for membership by non-Commissioners on any special committee of the Commission and for the manner of selection and appointment of such non-Commissioners. No such non-Commissioner shall vote on any matter which shall constitute a final decision of the corporate authorities of the Commission.

Section 7. The Commission staff shall serve as the staff to all standing and special committees and subcommittees thereof.

ARTICLE VI ADVISORY COMMITTEES

Section 1. The President of the Commission shall have the authority to establish any advisory committee which the President finds will promote the objectives of the Commission. The purposes of each such committee shall be to advise the Commission in the development of a special field of interest upon the preparation of a special project, or to provide expert or technical advice for a continuing program.

Section 2. The Commission may request from a committee a report on any subject within the competence of that committee. Any committee may on its own initiative forward to the Commission a report on any subject within the competence of that committee. If any committee member disagrees with the contents of a report, the/a minority view or views may be set out in the report. Upon receiving a report from an advisory committee, the Commission shall duly consider such report, including any recommendations, before reaching any decision regarding the subject of the report.

Section 3. The members of each advisory committee shall have particular expertise and experience in the committee's area of concern, and need not be members of the Commission. They shall be appointed by the President for one-year terms and may be reappointed. The Chairman of each committee shall be appointed by the President.

Section 4. The Commission staff shall serve as the technical staff of all committees.

ARTICLE VII OFFICERS AND ELECTIONS

Section 1. At its first regular meeting after October first of each year the Commission shall elect from its membership a President, a Vice President, a Secretary, a Treasurer, a Vice President for Planning, and a Vice President for Water Resources. The elected officers of the Commission shall have the powers and duties set forth in the Act and these By-Laws and shall have such other powers and perform such other duties as relate to the functions of the Commission as may from time to time be assigned to them by the Commission.

Section 2. Not less than 45 days prior to an election, the President or, in the event that office shall be vacant, the Executive Committee, shall appoint a Nominating Committee with the approval of the Commission. The Nominating Committee, or a subcommittee thereof, may interview all candidates for any Commission office which is contested, and shall file a written report of its recommendations with the Commissioners not later than seven days prior to the date set for election. The Nominating Committee shall serve until a successor Nominating Committee shall have been appointed.

Section 3. The President shall preside at all meeting of the Commission and shall preside or designate some other Commissioner to preside in the President's stead at all public hearings on the Commission's comprehensive plan or segments of the plan for the Counties Area. The President shall be entitled to vote on any matter coming before the Commission.

Section 4. The Vice President shall preside at all meetings of the Commission at which the President is not present. During the absence or disability of the President and in case of resignation or death of the President the Vice President shall act as President until a successor is selected at the next regular or special meeting for the remaining term of office. The Vice President shall act as Treasurer pro tem in the absence or disability of the Treasurer and as secretary pro tem in the absence of the Secretary, provided that the Vice President shall act in only one official capacity under said circumstances. The Vice President for Planning and the Vice President for Water Resources shall not be considered Vice Presidents of the Commission for purposes of this paragraph.

Section 5. The Secretary shall preside at all meetings of the Commission when the Vice President and President are not present. The Secretary shall keep minutes of all meetings of the Commission and file them in its office. A copy of the minutes thereof shall be mailed by the Secretary to each Commissioner. The Secretary shall have custody of the seal of the Commission and shall affix it to duly executed instruments of the Commission requiring the seal. Upon the adoption by the Commission of a comprehensive plan or segment of such plan the Secretary shall certify a copy thereof to each unit of government within the Counties Area. The Secretary shall give all requisite notices of meetings and cause publication of notices of all public hearings of the Commission, in the manner and form prescribed by the Act, these By-Laws or other law or regulation.

Section 6. The Treasurer shall preside at all meetings of the Commission when the Secretary, Vice President and President are not present. Before entering upon the duties of office the Treasurer shall execute and file in the office of the Commission a bond with corporate sureties approved by the Commission, payable to the Commission in whatever penal sum it shall direct, conditioned upon the faithful performance of duties of office and the payment of all money received by the Treasurer according to law and the orders of the Commission. Should the Commission at any time so require, the Treasurer shall execute and file in the office of the Commission a new bond in such penal sum as the depository approved by it all funds received for the use of the Commission. At the close of each fiscal year, the Treasurer shall prepare and submit to the Commission a complete report of the receipts and expenditures of the Commission during the fiscal year.

Section 7. With the approval or ratification of the Commission or the Executive Committee, as the case may be, any officer may execute contracts in the name of the Commission.

ARTICLE VIII EXECUTIVE DIRECTOR

Section 1. The Commission shall appoint an Executive Director qualified in the fields of municipal and regional planning or public or business administration and shall fix the Executive Director's compensation.

Section 2. The Executive Director shall be the chief of staff of the Commission. The Commission authorizes the Executive Director to contract in the name of the Commission for such services, supplies and commodities as may be necessary and as are consistent with the Commission's approved work program and budget. Under the direction of the Commission, the Executive Director shall carry out the duties specified in the Act and these By-Laws and such other duties as relate to the functions of the Commission as it may direct.

ARTICLE IX

FISCAL MATTERS

Section 1. Checks or drafts or check registers, as the case may be, for the withdrawal or payment of Commission funds shall be signed only by Commissioners or employees of the Commission who shall have been designated for that purpose by the Commission and who shall have executed bonds with corporate sureties approved by the Commission in the same manner and amount as required by the Treasurer or the President. Commission funds shall be withdrawn or paid out only by check or draft upon the depository approved by the Commission signed by any two of such designees. Anything herein above to the contrary notwithstanding, in the event that the Commission shall modify its financial procedures so as to employ computers and/or accounting machines for payroll or vendor payments, facsimile signatures shall be permitted on all checks or drafts provided that the check registers for such payroll and/or vendor checks shall have been signed by the Commissioners or employees of the Commission who shall have been designated as per the provisions of this Article.

Commission designation to sign checks or drafts on Commission funds shall be in the form of a blanket bond with corporate sureties approved by the Commission, the Treasurer or the President the premium for which shall be considered an expense of the Commission.

ARTICLE X INDEMNIFICATION OF COMMISSIONERS, OFFICERS, EMPLOYEES AND AGENTS

Section 1. The Commission shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Commission by reason of the fact that such person is or was a Commission, officer, employee or agent of the Commission) against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Commission, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit or proceeding by judgment or settlement, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interest of the Commission, and with respect to any criminal action or proceeding, had reasonable cause to believe such conduct was unlawful.

Section 2. The Commission shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Commission to procure a judgment in its favor by reason of the fact that such person is or was a Commissioner, officer, employee or agent of the Commission against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Commission and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of duty to the Commission unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 3. Any indemnification under Sections 1 and 2 (unless ordered by a court) shall be made by the Commission only upon a determination that indemnification of the Commissioner, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made (a) by the Commission by a majority vote of a quorum consisting of Commissioners who were not parties to such action, suit or proceedings, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Commissioners so directs, by independent legal counsel in a written opinion.

Section 4. The indemnification provided by this article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any contract or agreement, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Commissioner, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 5. The Commission shall have the power to purchase and maintain insurance on behalf of any person who is or was a Commissioner, officer, employee or agent of the Commission, against any liability asserted against such person and incurred in any such capacity, or arising out of their status as such, whether or not the Commission would have the power to indemnify such person against such liability under the provisions of this article.

ARTICLE XI SEAL

The seal of the Commission shall be in the custody of the Secretary and shall be of such form and bear such inscription as the Commission may from time to time establish.

ARTICLE XII PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the proceeding of the Commission in all cases to which they are applicable and in which they are not inconsistent with provisions of the Act or of these By-Laws or with any special rules which the Commission may by resolution adopt.

ARTICLE XIII AMENDMENTS

These By-Laws may be amended by resolution of the Commission adopted by two-thirds vote at any meeting thereof, providing that notice of such proposed change has been mailed by the Secretary to all Commissioners at least 10 days prior to the date of the meeting at which such proposed action is to be taken.