

OUTLINE OF MCCG BY LAWS

- I. New name: McHenry County Council of Governments
- II. Purpose: To foster cooperation between municipalities and other local governments.
- III. Members:
 - A. Municipal Members: All municipalities, townships and McHenry County
 - B. Local Gov't. Members: Local governments in McHenry County
 - C. Supporting Members: Non-govt'l organizations (law firms, engineers, etc.) and individuals
 - D. Honorary Members: All others
- IV. Voting:
 - A. Each Municipal Member has one vote:
 - 1. Mayor/President and municipality
 - 2. Township Supervisor and township
 - 3. McHenry County Board Chairperson
 - 4. Mayor/President, Township Supervisor and McHenry County Board Chairperson may appoint a delegate to act on their behalf in casting vote
- V. Dues: Determined by Executive Committee
- VI. Officers:
 - A. Positions: President, VP, Secretary, Treasurer
 - 1. Only one Executive Officer per Municipal Member
 - B. Terms: Two years
 - C. Elected: By Municipal Members in May, in odd numbered years
- VII. Executive Committee:
 - A. Purpose: Manage the business of MCCG, including supervise Executive Director
 - B. Up to 9 Directors:
 - 1. President, Vice President, Secretary, Treasurer
 - 2. Chair of Legislative/Intergovernmental Committee

3. Chair of Finance and Management Committee
4. Chair of MCCG Transportation Committee
5. Chair of the MCCG Mayors Caucus
6. McHenry County Board Chairperson

C. Terms: Two years

D. Limits: No 2 Directors from same Municipal Member

E. Meetings: Not less than 8 times per year

F. Quorum: Majority of Directors currently serving on the Executive Committee

VIII. Executive Director:

A. Appointment: Majority vote of Municipal Members

B. Duties: Promote MCCG's purpose, represent MCCG at public functions and meetings, coordinate activities, supervise staff; report to Executive Committee

C. Salary: Approved by Executive Committee.

IX. Standing Committees:

A. Four:

1. Legislative and Intergovernmental
2. Finance and Management
3. Transportation
4. Mayors Caucus

B. Members:

1. Appointed: By President, consent of Executive Committee
2. Chairpersons: Municipal Members
3. Members: Municipal, Local Government and Supporting Members
For the MCCG Mayors Caucus, only municipal Mayors or Presidents and their Chief Appointed Official shall serve as a member.

X. MCCG Meeting Dates: Date, time and place set by Executive Committee

BY – LAWS

MCHENRY COUNTY COUNCIL OF GOVERNMENTS

ARTICLE I

NAME

This organization shall be incorporated as the “McHenry County Council of Governments.” The official abbreviation for the organization’s name shall be “MCCG.”

ARTICLE II

MISSION STATEMENT

The McHenry County Council of Governments is a cohesive network of governmental bodies who seek to foster cooperation between all levels of government. The purpose of the McHenry County Council of Governments is to uphold and advocate principles of effective local government, facilitate solutions to regional issues and otherwise lessen the burdens of government.

ARTICLE III

MEMBERSHIPS

Section 1 Definition: Membership in MCCG shall be open to all governmental and other organizations including McHenry County, municipalities, townships, districts, public agencies, associations, organizations and individuals who subscribe to and support the purpose of MCCG, and who are interested in its field activity.

Section 2 Classes of Members: The membership shall consist of four classes: Municipal Members, Local Government Members, Supporting Members, and Honorary Members.

Section 3 Municipal Members: Any municipality and township situated in McHenry County, and McHenry County, which pay the amount of dues for such membership and as may be

determined by the Executive Committee from time to time shall be eligible to be a Municipal Member.

Section 4 Local Government Members: Any unit of government (other than municipal and township governments and McHenry County) situated in whole or in part in McHenry County which pays the amount of dues for such membership as may be determined by the Executive Committee from time to time shall be eligible to be a Local Government Member. Local Government Members, may include but are not limited to school districts, park districts, fire districts, sanitary districts, conservation districts and shall be entitled to attend and participate in all meetings; receive and share in all information generated by MCCG; serve as members of Standing Committees and Ad Hoc Committees.

Section 5 Supporting Members: Any non-governmental organization or individual approved for membership by the Executive Committee and pays the amount of dues for such membership as may be determined by the Executive Committee, shall be eligible to be a Supporting Member. Supporting Members shall also be eligible to serve on any Standing Committee and Ad Hoc Committee.

Section 6 Honorary Members: Any other public agency, association, organization, or individual approved by the Executive Committee, which subscribes to and supports the mission statement of MCCG shall be designated Honorary Member.

Section 7 Voting Delegates: Only Municipal Members and the County Board Chairperson are voting delegates. Each shall be entitled to one (1) vote. Said vote shall be cast by the Mayor/President, Township Supervisor and County Board Chairperson. In the event the Mayor/President, Township Supervisor or County Board Chairperson cannot act in voting, he or she may appoint a substitute delegate in writing, with said writing to be on file with MCCG. In the event the Mayor/President, Township Supervisor or Chairperson of the County Board makes no such appointment, the governing board (i.e. of the municipal government, township or County Board) may appoint by resolution a substitute delegate by filing a copy of that resolution with MCCG. Any writing appointing a substitute delegate to vote in place of a Mayor/President, Township Supervisor or County Board Chairperson shall be filed with MCCG and shall be valid during MCCG's fiscal year or until the appointment of a new delegate as otherwise permitted by this section.

Section 8 Annual Dues: Each membership class shall pay such annual dues as the Executive Committee may determine. The dues for Supporting Members shall be a flat fee determined by the Executive Committee. Honorary members will participate without dues assessment. Each membership shall continue automatically from year to year, with annual dues payment by June 30 of each year, unless otherwise determined by the Executive Committee. MCCG's fiscal year shall commence May 1 of each year and shall end on the last day of April of each year.

Section 9 Privileges: Only the Mayor/President of a municipality, Township Supervisor and the McHenry County Board Chairperson shall be eligible to serve on the Executive Committee. Local Government Members shall be entitled to serve on any standing or Ad Hoc Committee, along with Municipal Members.

Section 10 Application for Membership: If the other requirements for membership in the class applied for are met, membership shall be conferred upon application for membership accompanied by the proper amount of dues for the class of membership for which the application was made, Honorary Memberships excluded.

Section 11 Suspension for Nonpayment of Dues: Any member whose dues are sixty (60) days past due may be suspended and all privileges of membership terminated. Any member suspended for nonpayment of dues may be reinstated at any time upon payment of any past dues and of the current year's dues.

Section 12 Termination of Membership: The Executive Committee may, at any general membership meeting, by a two-thirds vote of those present, terminate the membership of any member of any reason which, in its sole discretion, it deems adequate. Before such termination, the member concerned shall receive written notification of the Executive Committee's intended action and the member shall be granted an opportunity to be heard at a general membership meeting prior to final action being taken by the Executive Committee.

Section 13 Meetings: Business may be transacted as long as 25% of current members are present at any meeting of the Municipal Members. Passage of any vote shall require the consent of the majority of the Municipal Membership present at the meeting.

ARTICLE IV

EXECUTIVE OFFICERS

Section 1 Executive Officers:

- A. President: The President shall preside at all Membership Meetings, Executive Committee Meetings, and shall be MCCG's principal Executive Officer. The President shall nominate chairs of committees. The President shall determine rules of order in conducting business at any such meeting. In the President's absence the duties and powers of the President shall be performed by the Vice-President.
- B. Vice-President: The Vice-President shall, in the absence or unavailability of the President, perform those duties of President as set forth above.
- C. Secretary: The Secretary shall be responsible for the coordination and execution of meeting minutes of meetings held by the Municipal Members, Executive Committee, Standing Committees and Ad Hoc Committees; recording of attendance at meetings; coordination of all notices required by these By-Laws.
- D. Treasurer: The Treasurer shall coordinate with the Executive Director the MCCG's books of account and shall report on MCCG's financial condition to the Municipal

Members at Municipal Membership meetings. The Treasurer shall assist the Finance Committee and Executive Director in setting up MCCG's yearly budget. The Treasurer shall be responsible for MCCG's funds and securities and shall be responsible for receipt and disbursement thereof unless those duties are otherwise assigned by the Executive Committee.

Section 2 Term of Office: All Officers shall serve a two (2) year term.

Section 3 Election: The Officers shall be elected by the voting membership attending the May meeting each odd numbered year. Only a Mayor/President, Township Supervisor and/or County Board Chairperson may be elected as an executive officer.

Section 4 Oath of Office: The President shall be sworn into office immediately upon election or appointment in the following manner:

"I, _____, having been elected/appointed to the office President of the McHenry County Council of Governments, do solemnly swear that I will support the Constitutions of the United States and the State of Illinois and the By-Laws of the McHenry County Council of Governments, and that I will faithfully discharge the duties of the office of President to the best of my ability."

Section 5 Vacancy: In the event of a vacancy in the Office of President, the Vice President (and if the Vice President is unable or unwilling to act, the Treasurer and then the Secretary) shall fill the President's remaining term. In all other circumstances involving a vacancy in an Executive Office, the vacancy shall be filled pursuant to Article VI, Section 2, Paragraph H.

ARTICLE V

EXECUTIVE DIRECTOR

Section 1 Appointment: The Executive Committee shall be responsible for recommending and nominating an individual for the position of Executive Director of the MCCG for consideration by the Municipal Members at a meeting of the Municipal Members. The employment of an Executive Director shall take place upon the positive vote of a majority of the Municipal Members. The termination of the Executive Director shall take place in the same manner as the Executive Director is hired. The job performance of the Executive Director shall be reviewed annually by the Executive Committee.

Section 2 Duties and Functions: The Executive Director shall perform such duties as approved by the Executive Committee, which shall include the following:

- A. Promote the purpose of the MCCG within the framework of these By-Laws, MCCG policies and procedures, and through general and specific assignments given by the Executive Committee.

- B. Coordinate and administer all MCCG activities including all MCCG meetings.
- C. Represent the MCCG in dealings with the public, other agencies, and the various Levels of government with which MCCG members have a mutual interest as authorized by the MCCG President or Executive Committee.
- D. Select and supervise other employees hired by the MCCG as authorized by the Executive Committee with the approval of the MCCG's Municipal Membership.
- E. Perform such other duties and functions from time to time may be assigned by the MCCG President or Executive Committee.
- F. With the Finance and Management Committee, prepare and recommend an annual MCCG budget to the Executive Committee for approval.
- G. Attest to the President's signature on all MCCG documents that require such.
- H. Attend all MCCG Municipal Membership and Executive Committee Meetings.

Section 3 Salary: The Executive Committee shall, as part of its annual review of the MCCG budget, approve the annual compensation to be offered to the Executive Director and said salary shall be approved by a majority vote of the Executive Committee.

ARTICLE VI

COMMITTEES

Section 1 Executive Committee: The affairs of the MCCG shall be managed by the Executive Committee. The President shall be the chair of this committee. The general powers of the Executive Committee are as follows:

- A. Establish a set of goals and objectives for the MCCG to attain during the next fiscal year.
- B. Review and approve the MCCG annual budget as recommended to it by the Executive Director and Finance and Management Committee.
- C. Review and make recommendations to the MCCG membership regarding MCCG programs.
- D. Recommend to MCCG members, the appointment and removal of the Executive Director.
- E. Supervise the day-to-day activities of the Executive Director and review his/her performance on at least an annual basis.
- F. Set the agenda for any annual or regular meetings of the MCCG.

- G. Perform any and all other duties as required of it by the MCCG membership and as outlined in these By-Laws.

Section 2 Directors: The Executive Committee shall consist of no more than nine (9) members who shall be called Directors. Membership shall be as follows:

- A. Four (4) Directors shall be the President, Vice President, Secretary, and Treasurer of the MCCG.
- B. Four (4) Directors shall be the Chairs of the MCCG Legislative and Intergovernmental Committee, MCCG Finance and Management Committee, MCCG Transportation Committee and MCCG Mayors Caucus.
- C. The McHenry County Board Chairperson shall be a Director if he/she is not an Executive Officer.
- D. No two (2) Directors shall come from the same Municipal Member.
- E. Each Director shall serve for a two (2) year term, commencing immediately after their election.
- F. The immediate Past-President of MCCG shall serve as ex-officio member of the Executive Committee for a two (2) year term unless he/she is no longer the Mayor/President of a municipality or Supervisor of a Township. He/She shall not vote on Executive Committee matters.
- G. The Executive Director shall serve as an ex-officio member of the Executive Committee. He/she shall not vote on Executive Committee matters.
- H. Vacancies. Any vacancy occurring in the Executive Committee shall be filled by appointment by the President with approval of the Executive Committee for the unexpired portion of the vacating Director's term.
- I. Meetings. Regular meetings of the Executive Committee shall be held as the Committee shall determine, but not less than eight (8) times a year. The Executive Committee shall determine the time and place of its meetings.
- J. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business.
- K. Manner of Acting. Business of the Executive Committee shall be decided by a simple majority vote as meetings, at which there is a quorum.

Section 3 Standing Committees: The Standing Committees shall be Legislative and Intergovernmental, Finance and Management, Transportation and Mayors Caucus. All MCCG standing committees shall be appointed by the MCCG President with approval of the Executive Committee. The President shall be an ex-officio member of all committees. The chair shall be in charge of all committee meetings and in his/her absence the vice-chair shall chair such meetings. Standing committee members shall elect an acting chair in the absence of both the chair and vice-chair. Standing committees and their duties shall include, but not be limited to:

- A. Legislative and Intergovernmental Committee: The Legislative and Intergovernmental Committee shall review and make recommendations to the membership regarding proposed legislation that affects the geographical area. The Legislative and Intergovernmental Committee may also recommend the formulation of legislation and policies to address problems and issues raised by Municipal and Local Government members.

The Committee shall have general oversight authority for all MCCG intergovernmental activities, and programs, as established from time to time by the MCCG. The Committee shall identify new concepts in Intergovernmental cooperation and make recommendations to the MCCG membership on possible new MCCG activities and programs.

- B. Finance and Management Committee: The Finance and Management Committee, with the assistance of the Executive Director and with input from the Treasurer, shall be responsible for the development and recommendation for the annual budget. The Committee shall have general oversight authority for MCCG's revenue-raising and cost improvement programs and activities.
- C. Transportation Committee: The Transportation Committee shall review and recommend to the MCCG membership possible action on general transportation issues having impact on McHenry County.
- D. Mayors Caucus: The Mayors Caucus shall provide a forum for municipal Mayors and Presidents and their chief appointed official to discuss and recommend or take action on issues of common concern.
- E. Committee Membership: All standing committee chairs, vice-chairs and members shall be appointed by the MCCG President with the approval of the Executive Committee. A Municipal Member shall be Chairperson of any standing Committee, and any delegate of a Municipal Member, Local Government Member or Supporting Member may be a Standing Committee member (excluding the MCCG Mayors Caucus, in which membership shall only include municipal Mayors, Presidents and their chief appointed official). However, no one Municipal Member or Local Government Member shall have more than two (2) delegates simultaneously serving on any one Standing Committee's membership. A delegate is defined as any elected official of a Municipal Member or Local Government Member approved that member's governing body to represent that governing body on a MCCG standing committee.
- F. Term of Office. Each member of a committee (excluding the Committee Chairperson) shall continue as such until the next annual meeting and/or until a successor is appointed.
- G. Manner of Acting. Each committee may adopt rules for its own procedures not inconsistent with By-Laws or with rules adopted by the Executive Committee. Each committee may appoint subcommittees to act on those issues which it feels warrant more detailed attention.

Section 4 Ad Hoc Committee: The President shall form and appoint any Ad Hoc committees as he/she deems necessary. The President shall be an ex-officio member of all Ad Hoc committees. All Ad Hoc Committee appointments shall be subject to the same rules governing a standing committee

appointments and membership. There is also hereby created a Nominating Committee which shall constitute a permanent Ad Hoc Committee recognized by MCCG and shall be governed by the following standards:

- A. Nominating Committee: In the interest of promoting a high level of participation, the MCCG shall institute a rotating system whereby delegates from all Municipal Members shall have an opportunity to serve as an Executive Officer of the MCCG. This rotating nomination system shall be established and administered by the Nominating Committee. The Nominating Committee shall be appointed by the MCCG President with the approval of the Executive Committee at least sixty (60) days prior to the annual meeting. It shall present nominations for the offices of President, Vice President, Secretary and Treasurer, to the Municipal Members prior to the May voting meetings.

ARTICLE VII

MEETINGS

Section 1 General Meetings: Municipal Membership meetings shall be held monthly on a date, time and place to be determined by the Executive Committee.

Section 2 Annual Meeting: The Annual Meeting shall be the meeting of the Municipal Members in May of each year.

Section 3 Special Meetings: Special meetings of the Municipal Membership may be called by a majority vote of the Executive Committee.

ARTICLE VIII

AMENDMENTS

These By-Laws may be amended by a three-fifths (3/5) vote of Municipal Membership present and voting at any regularly called meeting or any special meeting of the Municipal Membership called for that purpose, provided that proposed amendment, alterations or repeals, shall be plainly stated in the call for the meeting at which they are to be considered. Any proposed amendment to these By-Laws shall be presented to the Municipal Members no later than two weeks prior to the meeting at which the vote on the proposed amendment is to take place. Mailing by U.S. Mail of the proposed amendment(s) to the address of the Municipal Members on file with MCCG shall be considered compliance under this paragraph.

ARTICLE IX

DISSOLUTION

The McHenry County Council of Governments shall use its funds only to accomplish the objectives and purposes specified in these By-Laws and no part of said funds shall inure or be distributed to the members of the Association. On dissolution of MCCG, any funds remaining shall be distributed to the Municipal Members on a prorated basis of the dues structure as otherwise allowed by law involving the dissolution of a not-for-profit corporation.