

BY-LAWS
of the
ILLINOIS TOWNSHIP TRUSTEES ASSOCIATION

Preamble

We, the Illinois Township Trustees Association, hereby declare that we are an unincorporated association whose members may only include Illinois township trustees.

BY-LAWS

Article I. Name

The name of this organization shall be the Illinois Township Trustees Association (the "Association"). The Association has been and sometimes may continue also to be referred to as the Trustees Division of Township Officials of Illinois.

Article II. Purpose

The purpose of the Association is to provide a medium through which members may:

- A. Promote educational opportunities for township trustees by conducting educational conferences.
- B. Promote and protect the interests of township trustees in Illinois.
- C. Disseminate information of interest and concern to all member township trustees and officials.
- D. Increase cooperation among member township trustees.
- E. Promote legislation beneficial to the operation of township trustees.
- F. Inform the public, the Illinois legislature and other governmental bodies of the advantages and benefits which are derived from township government.
- G. Coordinate and cooperate with organizations located in Illinois for the purpose of strengthening township government in Illinois.

Article III. Membership

- A. Regular members: Regular membership in this organization shall be limited to duly elected or appointed township trustees who are also in good standing with the Association.

- B. Honorary members: Honorary members are those persons who have demonstrated a contribution to the interest of township government in Illinois. They shall, upon recommendation of the Board of Directors, become honorary members. Honorary members shall not be entitled to vote.
- C. Voting members: Regular members who have paid dues to the Association through their townships shall be considered voting members and be entitled to vote on any matters properly coming before the Association's voting members.

Article IV. Officers and Directors

- A. The officers of this organization shall consist of the following: President, Vice President, Secretary and Treasurer. The Board of Directors shall consist of the officers together with the Immediate Past President and six elected Directors. For a two-year term, the Immediate Past President shall be a voting member of the Board of Directors so long as he/she shall be a township trustee in good standing with the Association.
- B. In the odd-numbered years there will be an election for President, Vice President, Secretary and Treasurer, which will be for a two-year term, two Directors for a two-year term and two Directors for a one-year term. In the even-numbered years there will be an election for two Directors for a two-year term and two Directors for a one-year term. Officers and Directors shall be elected at the same time and place where the Township Officials of Illinois ("TOI") holds its convention (the "Annual Convention") during the Association's meeting by a majority of votes cast.
- C. No person shall qualify for election to any office unless at the time of election that person shall be a regular member of this Association.
- D. Any Director or Officer who shall miss two (2) or more meetings, including, without limitation, regular or special meetings of the Board of Directors and committee meetings, in any one calendar year without having been previously excused by the President shall be removed by action of the Board of Directors.
- E. No individual may hold more than one officer position simultaneously. All officers shall serve as members of the Board of Directors.

Article V. Duties of Officers and Directors

- A. The President shall be the executive officer, preside at all meetings, serve as ex-officio member of all committees, and have the right to vote. The President shall make all required appointments of committees with approval of the Board of Directors.

- B. The President shall attend all meetings of the Board of Directors of TOI to report the Association's activities.
- C. In the event of the absence, death or resignation of the President, the Vice President shall assume the duties and powers of the President for the unexpired term, and shall serve in that capacity until his/her successor is elected. Other vacancies may be filled by the Board of Directors.
- D. The Secretary shall be the keeper of the records and have charge of all correspondence, make and preserve the correct minutes and proceedings of all meetings, prepare copies and deliver to each officer and director as soon as reasonable after each meeting. The Secretary shall also hold the bond for the Treasurer.
- E. The Treasurer shall be the custodian of the funds. The Treasurer shall be bonded for an amount sufficient to meet the maximum deposits made to the treasury of the organization for that fiscal year. Funds received shall be deposited within five (5) business days after receipt of same. The Treasurer shall disburse these funds at the direction of the President and give a regular accounting of funds at each meeting of the Board of Directors, at the Annual Convention, and at such other times when requested by the President or the Board of Directors.
- F. The Board of Directors shall manage and control any business between meetings aside from the directions of the Annual Meeting. Five (5) members of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors. Once a quorum is confirmed, a simple majority vote of those present shall be sufficient to act upon any matter discussed or considered. The Board members shall receive no compensation for their service, but the Board of Directors may authorize reimbursement for reasonable expenses for travel, lodging and meals incurred while conducting business of the Association.
- G. An officer or director whose term as a township trustee is expired because he/she was not re-elected at the consolidated election or did not run for re-election shall immediately forfeit his/her office. In the event of an officer or director vacancy, other than the office of President, the vacancy shall be filled by appointment of the remaining members of the Board of Directors as soon as feasible.

Article VI. Meetings

- A. The President shall call meetings of the Board of Directors when deemed necessary. In the absence of the President, or in the event of the President's refusal, meetings of the Board of Directors shall be called by the Secretary on written request of any three (3) members of the Board of Directors, provided, however, that such written request to the Secretary and the notice of call by the Secretary shall specify in detail the reasons for and the subject matter to be discussed at the meeting. No less than five (5) nor more than fifteen (15) days'

notice shall be given to each officer and director of meetings of the Board of Directors. Meetings may be conducted by teleconference. Notice of any meeting shall be delivered to each member either personally, by U.S. Mail, electronic mail, or facsimile. Notice sent by electronic mail or by facsimile shall be deemed delivered at the time of transmission.

Article VII. General Provisions

- A. Officers shall not endorse in the name of the Association any candidate for political office, but may endorse for or against legislation affecting township government.

Article VIII. Dues

- A. The dollar amount of member annual dues shall be established by the regular membership and payable at such time as determined by the Board of Directors. Dues are paid for township trustees by the township at which they have an elected or appointed position.

Article IX. Financial Matters

- A. All funds of the Association shall be deposited in such banks, trust companies or other depositories subject to the direction and approval of the Board of Directors.
- B. No funds from the Association shall be loaned to any director or officer or to any corporation, firm, association or other entity in which any director or officer is a director or officer or holds any investment.
- C. There shall be no private inurement to any asset of the Association.
- D. Assets of the Association shall be dedicated during its operation for the purposes herein described for the benefit of its members.

Article X. Dissolution

- A. In the event of dissolution of the Association, remaining assets will be distributed equally to townships whose trustees were regular members in the year of dissolution.

Article XI. Approval of By-Laws

These By-Laws, and any amendments thereto from time to time, may be adopted by this Association, by a two-thirds (2/3rds) vote of its regular membership in Annual Convention meeting assembled.

The foregoing amended By-Laws were duly adopted by the regular members of the Association at the regular Annual Convention meeting assembled in Springfield, Illinois, on the 8th day of November 2011, by the affirmative vote of two-thirds (2/3rds) or more of the regular members in attendance.