

# Southern Illinois Workforce Investment Board, Inc.

## Bylaws

### **ARTICLE I**

#### **NAME, SERVICE AREA, OFFICE LOCATION/DEFINITIONS**

##### Section 1. Name

The name of the organization shall be the Southern Illinois Workforce Investment Board, Inc. hereinafter referred to as SIWIB.

##### Section 2. Service Area

The SIWIB shall serve the residents of Franklin, Jackson, Jefferson, Perry and Williamson Counties, hereinafter referred to as Workforce Investment Area #25 (WIA #25).

##### Section 3. Office Location

The official office shall be within Workforce Area # 25 and shall be located at such place as the Board may, from time to time, designate.

##### Section 4. Definitions

For the purposes of these bylaws and consistent with WIA, “Chief Elected Officials or Chief Local Elected Officials (CLEOs)” are defined as the County Board Chairs of Franklin, Jackson, Jefferson, Perry and Williamson Counties.

### **ARTICLE II**

#### **VISION/MISSION/DUTIES**

##### Section 1. Vision

Citizens and employers of Franklin, Jackson, Jefferson, Perry, and Williamson Counties in southern Illinois will have access to and be part of the foremost workforce development system in the Midwest.

##### Section 2. Mission

The Southern Illinois Workforce Investment Board serves as the premier source for information about and access to the array of workforce development programs and services offered for citizens and employers in Franklin, Jackson, Jefferson, Perry, and Williamson Counties in southern Illinois. To that end, the Board makes an unwavering commitment to meet the workforce development needs of all youth and adults in the region as well as the training and retraining needs of the southern Illinois business community.

##### Section 3. Duties

The SIWIB, in partnership with the CLEOs, shall perform the function and duties as described in WIA Section 117(d), and all other functions and duties as deemed necessary by the SIWIB in partnership with the CLEOs to accomplish the goals of the Board, including:

- Shall develop and submit a local plan to the Governor
- Shall, consistent with section 121(d) of WIA, designate or certify one-stop operators and may terminate for cause the eligibility of such operators
- Shall, consistent with Section 123 of WIA, identify eligible providers of youth activities by awarding grants or contracts on a competitive basis, based on the recommendations of the youth council
- Shall, consistent with section 122 of WIA, identify eligible providers of training services described in section 134(d)(4) of WIA
- Shall identify eligible providers of intensive services described in section 134(d)(3) by awarding contracts
- Shall develop a budget for the purpose of carrying out the duties of the SIWIB under WIA section 117
- Shall conduct oversight with respect to local programs of youth activities authorized under WIA section 129, local employment and training activities authorized under section 134, and the one-stop delivery system
- Shall negotiate local performance measures
- Shall assist the Governor in developing the statewide employment statistics system described in section 15(e) of the Wagner-Peyser Act
- Shall coordinate the workforce investment activities with economic development strategies and develop other employer linkages with such activities
- Shall promote the participation of private sector employers in the statewide workforce investment system and ensure the effective provision, through the system, of connecting, brokering, and coaching activities, through intermediaries such as the one-stop operator in the local area or through other organizations, to assist such employers in meeting hiring needs.

### **ARTICLE III BOARD MEMBERSHIP/APPOINTMENTS/AUTHORITY**

#### **Section 1. Member Representation**

To the extent possible, each county will be equally represented on the SIWIB. The composition of the voting SIWIB members shall include, at a minimum, the following representatives with optimum policymaking or hiring authority, and shall be in compliance with Section 117 of the Workforce Investment Act:

- Business, which shall constitute a majority (51% or more) of the membership,
- Local educational entities,
- Labor,
- Community-based organizations,
- Economic development agencies,
- Each of the one-stop partners,
- Other Individuals or representatives of entities as the chief local elected officials in WIA #25 deemed appropriate.

The voting membership of the SIWIB is representative to the extent possible of the local labor market as presented by the Illinois Department of Employment Security. SIWIB members shall be residents living within WIA #25 and who meet federal and state

guidelines for membership. Under special circumstances, members may reside outside WIA #25 but must work within WIA #25. This special circumstance will be addressed on a case by case basis and must be approved by a majority of the Chief Local Elected Officials.

**Section 2. Member Nominations and Appointments**

Nominations to the SIWIB shall be made to the Chief Local Elected Officials by the appropriate entity as defined in Section 117 (b)(2) of the Workforce Investment Act. The Chief Local Elected Officials in accordance with the CLEO agreement and Section 117 of the Workforce Investment Act shall make the SIWIB appointments.

**Section 3. Member Terms**

The term of initial appointments shall be staggered with approximately half of the business members and half of the other members to be chosen at random by a majority vote of the CLEOs, serving for approximately (1) one year from the date of initial appointment through June 30, 2001. Members will serve two-year terms thereafter. On June 30, 2007, appointments will be extended until October 1<sup>st</sup>. Thereafter, terms of appointment will begin on October 1<sup>st</sup> and run through September 31<sup>st</sup>.

Board members will serve until their term of office expires; or their status under which they were appointed changes; or a majority of the CLEOs agree to revoke their appointments; or the member becomes incapacitated or otherwise unable to complete their term of office; or the member resigns.

**Section 4. Vacancies**

Vacancies in the membership of the SIWIB shall be filled in accordance with the requirements of the Act, as interpreted in the regulations of the State of Illinois and the local and state appointment criteria.

Any vacancy occurring on the SIWIB before the expiration of a member's term shall be filled in the same manner as the original appointment to membership on the Board. Any member so appointed shall serve for the remainder of the term.

**Section 5. Compensation**

All members of the SIWIB shall serve without compensation or refund of personal expenses except as otherwise authorized by the SIWIB. (Refer to SIWIB Travel Policy)

**Section 6. Liability**

No member of the SIWIB shall be personally liable for any of its debts, liabilities, or other obligations, nor shall any member be subject to any assessment except as stated under the Workforce Investment Act.

**Section 7. Voting Rights**

Each member shall be entitled to one vote on each matter submitted to a vote of the members unless a conflict of interest arises. Members must be present at meetings to cast a vote and may not vote by proxy except that Vice Chairs of standing committees may represent the committee chair and cast votes and count toward quorums on the Executive Committee in the absence of their respective committee Chair. Only members

of the Executive Committee or their proxy may be counted as present at Executive Committee meetings via telephone or video conferencing.

**Section 8. Removal**

A majority of the CLEOs may agree to revoke a SIWIB appointment; or may terminate a membership if the member becomes incapacitated or otherwise unable to complete their term of office; or the member resigns. The CLEOs will review SIWIB attendance and may remove members if a majority of the CLEOs agree that a member is not adequately attending meetings.

**Section 9. Authority**

The SIWIB shall conduct and engage in activities as set forth in the federal Workforce Investment Act of 1998, (WIA). The SIWIB shall, in conjunction with the CLEOs, use available funding for workforce investment activities in the Workforce Investment Act, that will most effectively satisfy the labor demand needs of the residents and business community of WIA #25 to enhance the economic well being of the community.

**Section 10. Conflict of Interest**

A member of the SIWIB may not vote on a matter under consideration by the SIWIB regarding the provision of services by such member (or by an entity that such member represents); or that would provide direct financial benefit to such member or the immediate family of such member. SIWIB members will publicly disclose any conflict of interest, whether real or apparent, prior to discussion of that matter and they will also abstain from voting on any such matter.

**ARTICLE IV  
OFFICERS**

**Section 1. Officers**

The officers of the SIWIB shall be the SIWIB Chairperson, SIWIB Vice-Chairpersons, Secretary, Treasurer, and Parliamentarian.

**Section 2. Chairperson**

The SIWIB Chairperson shall be selected from among voting members of the SIWIB and from among the representatives of business and industry who are owners of businesses, chief executives or operating officers of businesses, and other business executives or employers with optimum policymaking or hiring authority.

The Chairperson shall preside at all meetings of the SIWIB and shall, in general, perform all duties incident to the office of Chairperson including but not limited to the following:

- Shall preside at all Executive Committee meetings
- Shall establish or approve agendas in consultation with the administrative entity, for each full Board and Executive Committee meeting
- Shall have signatory authority on behalf of the Board, regarding necessary legal documents

- Shall establish, at the direction of the members, such ad hoc committees as the Board deems necessary to carry out its responsibilities
- Shall appoint, all members of the standing committees and ad hoc committees
- Shall be the official representative of the Board as required
- Shall call special meetings of the Board
- Shall be an advisory member of all committees
- Shall perform such other duties as directed by the Executive Committee or members of the SIWIB

### Section 3. Vice-Chairpersons

The SIWIB shall have 4 Vice-Chairpersons. Each Vice-Chairperson shall be selected from among the voting members of the SIWIB and from among the representatives of business and industry.

The 1<sup>st</sup> Vice-Chairperson shall preside over meetings in the absence of the Chairperson, and shall, in general, perform all duties and responsibilities incident to the office of the Chairperson.

The 2<sup>nd</sup> Vice-Chairperson shall assume all duties and responsibilities of the Chairperson in the absence or disability of the Chairperson and 1<sup>st</sup> Vice-Chairperson respectively.

The 3<sup>rd</sup> Vice-Chairperson shall assume all duties and responsibilities of the Chairperson in the absence or disability of the Chairperson, 1<sup>st</sup> Vice-Chairperson and 2<sup>nd</sup> Vice-Chairperson respectively.

The 4<sup>th</sup> Vice-Chairperson shall assume all duties and responsibilities of the Chairperson in the absence or disability of the Chairperson, 1<sup>st</sup> Vice-Chairperson, 2<sup>nd</sup> Vice-Chairperson and 3<sup>rd</sup> Vice Chairperson respectively.

### Section 4. Secretary

Secretary of the SIWIB shall be appointed by the Administrative Entity with approval from the SIWIB Chairperson. The Secretary, if a non-SIWIB member, shall not have voting rights on the SIWIB.

The duties and responsibilities of the Secretary shall include:

- Preparing agenda and mailing to SIWIB members
- Transcribing minutes of the full SIWIB meetings
- Sending notice of meetings to SIWIB members

### Section 5. Treasurer

The Treasurer of the SIWIB shall be appointed by the Administrative Entity with approval from the SIWIB Chairperson. The Treasurer, if a non-SIWIB member, shall not have voting rights on the SIWIB.

The duties and responsibilities of the Treasurer shall include:

- Preparing a financial report regarding funding levels and expenditures for program activities
- Reporting on annual audit findings
- Reporting on grant activity

## SIWIB BYLAWS

### Section 6. Parliamentarian

The Parliamentarian shall be appointed by the Administrative Entity with approval from the SIWIB Chairperson. The Parliamentarian, if a non-SIWIB member, shall not have voting rights on the SIWIB. The Parliamentarian shall insure that parliamentary procedure is followed at meetings of the membership using Robert's Rules of Order, Revised as a guide.

### Section 7. Terms of Office

The term of office for all officers of the SIWIB shall be for (1) year. Terms shall commence on October 1<sup>st</sup>.

### Section 8. Slate of Officers

A nominating committee shall be appointed by the Chairperson consisting of not less than five members, one member being from each county, to prepare and recommend a slate of at least one nominee for Chairperson and each Vice Chairperson of the Board.

### Section 9. Election of Officers

The Chairperson and Vice Chairpersons shall be elected at the annual meeting. Terms of office shall commence on October 1<sup>st</sup> of each year.

## **ARTICLE V COMMITTEES/YOUTH COUNCIL**

### Section 1. Committee Structure

The SIWIB shall have standing committees and ad hoc committees as determined by the SIWIB Chairperson.

Appointments to committees shall be made as deemed necessary by the SIWIB Chairperson. The SIWIB Chairperson can appoint non-council members to act as advisory members to each committee whom have no voting rights. Each member of a committee shall continue as such until his or her successor is appointed, unless the committee shall be sooner terminated, or unless the committee member resigns from the committee. Vacancies in the membership of any committee shall be filled by an appointment made from the SIWIB Chairperson.

The committee members shall select a Chairperson and Vice-Chairperson from among voting members with the exception of the Executive Committee in which the SIWIB Chairperson shall chair the committee with the Vice-Chairpersons of the SIWIB, respectively, fulfilling the Chairpersons responsibilities in his/her absence and any Ad Hoc Committees and the Youth Council where the SIWIB Chairperson shall appoint the committee Chair. The First Vice Chairperson shall chair the Business and Economic Development Committee. A Chairperson and Vice-Chairperson shall be elected for a (1) one-year term.

### Section 2. Committee Rules

The Committee meetings shall be held as deemed necessary by the committee Chairpersons and noticed and conducted in the same manner and with the same formality

as regular SIWIB meetings. The committee members shall set the time and place of committee meetings unless otherwise deemed necessary by the SIWIB Chairperson.

**Section 3. Committee and Youth Council Quorum**

A quorum of the standing committees, ad hoc committees and the Youth Council with the exception of the Executive Committee shall be 33% of voting members. A quorum of the Executive Committee shall consist of 51% of the voting members. Vice Chairs of standing committees may represent the committee chair and cast votes and count toward quorums on the Executive Committee in the absence of their respective committee chair.

**ARTICLE V  
COMMITTEES/YOUTH COUNCIL**

**Section 4. Standing Committees**

The Standing Committees of the SIWIB shall be the Executive Committee, One-Stop Committee, WIA Policy & Planning Committee, Business and Economic Development Committee, and Board Development Committee.

**a. Executive Committee**

The Executive Committee shall consist of officers of the SIWIB if voting SIWIB members, the chairperson of the standing committees, the chairperson of the Youth Council and other voting SIWIB members as deemed necessary by the Chairperson of the SIWIB. The majority of the Executive Committee shall be representatives of business. The Executive Committee shall meet as deemed necessary by the SIWIB Chairperson. The Executive Committee shall meet on matters of emergency and Board policy requiring immediate attention without the need to call a Special Meeting of the Board. The Executive Committee shall be used when it is not possible to have a quorum of the full board at Regular or Special Meetings of the Board. The Executive Committee shall have and may exercise all of the authority of the full SIWIB with the following exceptions:

- The Executive Committee shall not exercise the authority of the full SIWIB with respect to the election of officers, the adoption, repeal or amending of these Bylaws, merger, consolidation or dissolution of the SIWIB.

The duties and responsibilities of the Executive Committee shall include but are not limited to the following:

- As deemed necessary by the SIWIB Chairperson, resolve conflicts regarding recommendations made by committee chairpersons to the full SIWIB;
- As deemed necessary by the SIWIB Chairperson, review and approve the agenda items prior to the full SIWIB meeting;
- As deemed necessary by the SIWIB Chairperson, review recommendations from the committees and the Youth Council to ensure they are in accordance with federal, state and local criteria in order to make recommendations to the full SIWIB for approval.
- Approve eligible providers of training services described in section 134(d)(4) in the local area, approve eligible providers of intensive services

described in section 134(d)(3) in the local area, conduct oversight with respect to local programs of youth activities and local employment and training activities authorized under section 134 of WIA, and the one-stop delivery system in the local area;

- Approve local plan modifications; approve local policies and requests for proposals, grants, grant requests and contracts.

Any action taken or initiated by the Executive Committee on behalf of the SIWIB shall require full disclosure to the SIWIB at the regularly scheduled meeting following said action.

b. One-Stop Committee

The One-Stop Committee shall be responsible for making recommendations to the SIWIB regarding but not limited to the following:

- Developing the memorandum of understanding described in Section 121 (c) of WIA, with one-stop partners;
- Developing a designation and certification process of one-stop operators in accordance with Section 121 (d) of WIA;
- Make recommendations to the SIWIB regarding the One-stop operator designee
- Developing a monitoring procedure and conducting oversight with respect to the one-stop delivery system to include goals and objectives for the one-stop delivery system
- Make recommendations to the SIWIB regarding the local performance measures to be negotiated between the SIWIB, CLEOs and the Governor
- Make recommendations to the SIWIB regarding the development of the employment statistics system described in Section 117 (d)(4)(6)
- Developing both short term and long term goals including the development of a clear and unified message.

c. WIA Policy & Planning Committee

The WIA Policy and Planning Committee is charged with the oversight and development of WIA Title I policy with regard to establishing programs and services to assist employers in meeting their hiring needs. This committee shall develop and make recommendations to the full board and CLEOs for approval regarding such policy.

- Recommend plan modifications or new plan submittals
- Negotiate local performance measures
- Review and modify supportive service policy
- Review and modify a self-sufficiency policy
- Monitor and provide oversight of WIA Title I programs
- Monitor achievement of performance standards and program outcomes
- Review and modify local customer grievance procedures
- Establish programs and services to assist employers in meeting their hiring needs by
  - Identifying the appropriate assessment process and mix of core and intensive services

- Identifying eligible providers of core, intensive and training services for adults and dislocated workers
- Identifying training programs that will allow job seekers to select a training program that is directly linked to the employment opportunities either in the local area or in another area to which the individual is willing to relocate as identified by the Business and Economic Development Committee
- Identifying training services that are directly linked to occupations that are in demand in the local area, or in another area to which an adult or dislocated worker receiving such services is willing to relocate as identified by the Business and Economic Development Committee, except that a local board may approve training services for occupations determined by the local board to be in sectors of the economy that have a high potential for sustained demand or growth in the local area
  - Develop follow-up and retention services
- Establish a competitive process used to award contracts for training services when exceptions are made to the use of ITAs
- Review and comment on WIA Legislation, DOL WIA Rules and Regulations, DCEO State Plan]

d. Business and Economic Development Committee

The Business and Economic Development Committee will:

- Assess local economic conditions, labor market problems and opportunities, and economic development priorities, e.g. targets/goals: attractions, retentions, expansions;
- Seek advice and verify data from businesses to determine needs and wants and identify problems and potential solutions;
- Recommend One-Stop System, Center and program policies;
- Develop a list of current business services and identify new services and products to respond to the local labor market;
- Identify and recruit local business and economic development partners to expand, enhance and improve local business services and programs.

e. Board Development Committee - The committee shall ensure effective board processes, structures and roles, including retreat planning, committee development and board evaluation. The committee shall be responsible for but not limited to the following:

- Recruitment of a pool of nominees from which the Chief Local Elected Officials may appoint new members to the SIWIB
- Development and recommendation of agendas for meetings, conferences, seminars and workshops sponsored by and or conducted by the SIWIB
- Recommendation of Board enrichment and development activities and training to include meetings, conferences, seminars, workshops and orientation materials for the SIWIB members

Section 5. Youth Council

The Youth Council shall be established as a subgroup within the SIWIB. Youth Council members shall be appointed by the SIWIB members, in cooperation with the CLEOs. In addition any member of the SIWIB can elect to serve on the Youth Council with the approval from the SIWIB in cooperation with the CLEOs. Members of the Youth Council who are not members of the SIWIB shall be voting members of the youth council only and non voting members of the SIWIB. The Youth Council shall be limited to no more than 25 voting members. The Youth Council Chair can appoint advisory members to the Council who shall have no voting rights.

Membership of the Youth Council shall include:

- Members of the SIWIB
- Representatives of youth service agencies, including juvenile and local law enforcement agencies
- Representatives of local public housing authorities
- Parents of eligible youth seeking assistance
- Individuals, including former participants, and representatives of organizations, that have experience relating to youth activities
- Representatives of Job Corps, as appropriate
- Other individuals as the chairperson of the SIWIB in cooperation with the CLEOs determine appropriate

The Chairperson and Vice-Chairperson of the Youth Council shall be a voting member of the SIWIB. The Chairperson and Vice-Chairperson shall be selected from among the Youth Council members and shall be appointed by the SIWIB Chairperson with approval of the full SIWIB. A Chairperson and Vice-Chairperson shall be elected for a (1) one-year term.

Each member of the Youth Council shall continue as such until his or her successor is appointed, unless the Youth Council shall be sooner terminated, or unless the Youth Council member resigns from the Council. Vacancies in the membership of the Youth Council shall be filled by an appointment made from the SIWIB Chairperson in cooperation with the CLEOs.

The Youth Council meetings shall be held as deemed necessary by the Youth Council Chairperson and noticed and conducted in the same manner and with the same formality as regular SIWIB meetings. The Youth Council members shall set the time and place of the meetings unless otherwise deemed necessary by the SIWIB Chairperson.

The duties and responsibilities of the Youth Council shall be in compliance with federal and state criteria and shall include but is not limited to the following:

- Developing portions of the local plan relating to eligible youth, as determined by the chairperson of the SIWIB
- Subject to approval of the SIWIB and consistent with section 123—
  - Recommend eligible providers of youth activities, to be awarded grants or contracts on a competitive basis by the SIWIB to carry out the youth activities
  - Conduct oversight with respect to the eligible providers of youth activities
- Coordinate youth activities authorized under section 129 of WIA
- Other duties determined to be appropriate by the chairperson of the SIWIB

Section 6. Ad Hoc Committees

The SIWIB Chairman shall at his/her discretion and/or at the direction of the Board or the Executive Committee appoint ad hoc committees to serve specific duties or functions, e.g. nomination committee, bylaws committee, etc. The SIWIB Chairman shall appoint a Committee Chairperson to chair the meetings.

**ARTICLE VI  
MEETING PROCEDURES**

Section 1. Meeting Schedule

a. Regular meetings of the SIWIB shall be held at least quarterly at a place and time to be determined by the members. The Secretary shall send written notice of each meeting to the SIWIB members.

b. An annual meeting of the SIWIB members shall be held during the month of September at such time and place as may be fixed by the SIWIB members for the purpose of electing officers.

c. Committee and Youth Council meetings shall be held as deemed necessary by the committee chairpersons and noticed and conducted in the same manner and with the same formality as regular SIWIB meetings.

d. Special meetings of members may be called at any time by the SIWIB Chairperson or by a petition signed by not less than 25% of the membership of the SIWIB Board setting forth the reason for calling such a meeting.

Section 2. Meeting Notice

a. Public notice of the schedule of regular meetings shall be given at the beginning of each fiscal year and shall state the regular dates, times, and places of such meetings.—An agenda for each regular meeting shall be posted 48 hours in advance of such meeting at the principal office.

b. If a change is made in the regular meeting dates, at least 10 days' notice shall be given by publication in a newspaper of general circulation.

c. Public notice of any special meeting except a meeting held in the event of bona fide emergency, or of any rescheduled regular meeting, or of any reconvened meeting, shall be given at least 48 hours before such meeting.

Section 3. Meeting Procedures

a. Participation in meetings shall be limited to the voting members of the SIWIB and the CLEOs with the following exceptions:

- Youth Council meetings, in which it is mandated by law that members of the Youth Council be both SIWIB members and non SIWIB members
- Regularly scheduled agenda items that call for reports or participation by non-members.
- At the discretion of the Chairperson and with the consent of the SIWIB, comment or other participation by non-members, which is relevant or material to the matter under consideration before the group.
- There shall be a "Matters From the Floor" item regularly scheduled at all meetings at which the Chairperson may recognize members of the public and non-voting SIWIB members.

b. All SIWIB Board, Committee and Youth Council meetings shall be subject to the Illinois Open Meetings Act and the Sunshine Provision as stated in the Workforce Investment Act as follows:

*SUNSHINE PROVISION*- The local board shall make available to the public, on a regular basis through open meetings, information regarding the activities of the local board, including information regarding the local plan prior to submission of the plan, and regarding membership, the designation and certification of one-stop operators, and the award of grants or contracts to eligible providers of youth activities, and on request, minutes of formal meetings of the local board.

c. The SIWIB Board, Committee and Youth Council minutes shall be kept of all meetings and shall be available in the MAN-TRA-CON Corp. office for anyone who requests to see them, and shall be reviewed and approved at the next SIWIB Board or Committee meeting as appropriate.

d. Quorum

The SIWIB or its committees shall conduct no official business in the absence of a quorum. A quorum of the full board and the Executive Committee shall consist of 51% of the voting members. A quorum of the standing committees, ad hoc committees and the Youth Council with the exception of the Executive Committee shall be 33% of voting members of standing committees, ad hoc committees and the Youth Council.

e. Parliamentary Procedures

When parliamentary procedures are not covered by these bylaws, Robert's Rule of Order, Revised shall prevail.

f. Participation by Conference Telephone

Having been physically present at his or her inaugural meeting, a member may thereafter participate in any committee or regular meeting, when such equipment is available, through the use of a conference telephone or similar communications equipment by means of which all participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting for all purposes, including quorum.

## **ARTICLE VII GENERAL PROVISIONS**

### Section 1. Fiscal Year

The fiscal year shall be from July 1 through June 30<sup>th</sup>.

### Section 2. Termination

The SIWIB shall remain in existence until (a) the Workforce Investment Act expires or is repealed by Congress; (b) it is dissolved for cause by the Governor of the State of Illinois; or (c) if the Workforce Investment Area is re-designated by the Governor of the State of Illinois.

## SIWIB BYLAWS

### Section 3. Contracts

The SIWIB may authorize, when appropriate, any officer, member or staff, in addition to the officers so authorized by these Bylaws, to enter into any contract in the name of and on behalf of the SIWIB. Such authority will be limited to specific instances.

### Section 4. Book and Records

The SIWIB shall keep correct minutes of the proceedings of the SIWIB and its standing committees and the Youth Council, which shall include but are not limited to:

- (1) the date, time and place of the meeting;
- (2) the members of the public body recorded as either present or absent; and
- (3) a summary of discussion on all matters proposed, deliberated, or decided, and a record of any votes taken.

The minutes of meetings open to the public shall be available for public inspection within 7 days of the approval of such minutes by the SIWIB. Minutes of meetings closed to the public shall be available only after the SIWIB determines that it is no longer necessary to protect the public interest or the privacy of an individual by keeping them confidential.

The minutes along with a record giving the name and address of all members and officers of the SIWIB entitled to vote shall be kept in the Administrative Entities' office. SIWIB attendance records will be kept and reviewed by the CLEOs on a regular basis.

### Section 5. Amendment of Bylaws

These Bylaws may be amended at any regular or special meeting of the SIWIB by an affirmative vote of 51% of the full SIWIB. Any proposed amendment shall be given by written notice to the SIWIB at least (15) days prior to voting. Appropriate consistent amendments will be proposed for adoption by a majority of SIWIB members present at a meeting of the Board.

### Section 6.

Nothing in these Bylaws shall be construed to take precedence over federal, state or local laws or regulations, or to constrain the rights or obligations or the units of the local elected officials or governments party to the consortium agreement.

### Section 7.

The Chairman and the Executive Committee shall periodically adopt and publish a Travel Reimbursement Policy in accordance with all applicable laws and regulations.

## **ARTICLE VIII INDEMNIFICATION AND INSURANCE**

### Section 1.

The Corporation shall indemnify its Director, Officers and Employees against legal proceedings which may arise from actions performed in good faith in service to the Corporation, to the fullest extent permitted by the Illinois Not-for-Profit Corporation Act of 1986 as amended.

### Section 2.

SIWIB BYLAWS

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such.