



**CONSTITUTION AND BY-LAWS**  
**THE ILLINOIS ASSOCIATION OF CHIEFS OF POLICE**  
(As amended to April 22, 2016)

**ARTICLE I**  
**NAME**

This body shall be known as the Illinois Association of Chiefs of Police (IACOP).

**ARTICLE II**  
**MISSION OF THE ORGANIZATION**

The mission of this association is to promote the professional and personal development of its members through innovative services, training, and camaraderie and to make a positive impact on the quality of life in the communities its members serve through proactive leadership in:

- Vision and Innovative Change
- Legislation
- Ethics and Integrity
- Professional Standards
- Knowledge and Information Dissemination
- Media Relations
- Community Partnerships

**ARTICLE III**  
**CLASSES OF MEMBERSHIP**

The membership of the Association shall be classified as follows: Active, Associate, Life, Retired Members, Honorary, and Sustaining.

Section 1. ACTIVE MEMBERS

The following persons shall be eligible for active membership:

- a) Commissioners, Superintendents, Chiefs, Directors and Sheriffs having actual supervision of and receiving salaries from any legally constituted state, county, or municipal police department of any political subdivision or governmental jurisdiction of this state, having authority to adopt and enforce police regulations under the Constitution and the laws of the State of Illinois.
- b) Executive assistants, Executive heads, Assistant Chiefs, Deputy Chiefs, and Division, District or Bureau commanding officers, all of such persons having command authority, and including legal advisors who are employed full time by the same governmental unit, when their application is approved by the Chief Executive of the department. This approval by the Chief Executive of the department must be renewed annually.
- c) The executive head or commanding officer of federal law enforcement agencies stationed within this state; and division or bureau commanding officers of such department only when recommended for such membership by the commanding officer of such departments annually.
- d) The chief executive officers of railroad police systems that maintain offices within this State; chief executive officers of university police departments with statutory authority; and division or bureau commanding officers of such departments only

when approved for such membership by the chief executive of these departments. This approval by the chief executive of these departments must be renewed annually.

- e) All applicants for active membership must be recommended by an active member in good standing.

## Section 2. ASSOCIATE MEMBERS

- a) Any person not eligible for active membership, but qualified by training and experience in police or other law enforcement activity, or by other professional attainments in police science or administration, or persons who have a legitimate special interest in law enforcement activity compatible with the goals of the Illinois Association of Chiefs of Police shall be eligible for associate membership in this Association. Associate members shall have all the privileges of active membership except:
  - 1. Associate members shall not hold office and cannot vote.
- b) All applications for associate membership shall be recommended by an active member who possesses knowledge of the qualifications and the character of the applicant.

## Section 3. LIFE MEMBERS

- a) Any member in good standing who has held Active Membership Status for a total of ten years and who has been honorably retired from law enforcement service is eligible for Life Membership Status. This is not limited only to the heads of agencies.
- b) The Executive Director, upon written notification of the member's retirement date and request for Life Membership Status, shall review the Association Membership records and, if qualified, grant Life Membership Status and dues exemption effective the date of the member's retirement.
- c) In the event that Association membership records do not qualify the retiring Active Member for Life Membership, a written explanation will be sent to the member, and the Chair of the Membership Committee. Retiring member shall be advised of the Retired Member option.
- d) The Executive Director, upon notification and verification that a Life Member has returned to a full time employment position which would qualify, per by laws definition, for Active or Associate Membership, shall temporarily suspend the Life Member's dues exemption until such time that the Life Member returns to retirement status. Upon written notification of the member's subsequent retirement date, the Executive Director shall reinstate the Life Membership dues exemption. A Life Member who has returned to a position which would qualify for either an Active or Associate Membership, and whose dues exemption has been temporarily suspended, shall have all the rights, privileges or restrictions associated with that Active or Associate Membership classification.
- e) All Life Memberships granted, as well as a report of all dues exemptions suspended or reinstated, shall be reported to the Membership Committee at its next meeting.

- f) Any member who has been granted Life Membership, regardless of current status (excluding Honorary Lifetime), shall be eligible to vote.
- g) Persons who have completed their term as the President of this Association shall be eligible to be Life members of the Association upon their retirement regardless of the total number of years of tenure they have as an Active member. Article III, Section 3. Paragraph d) would also apply to a past president that has been awarded Life Membership.

#### Section 3 A. RETIRED MEMBERS

- a) Any person who has been honorably retired as an active member and who was an active member upon retirement, but who does not qualify in length of time of **membership** for life membership, may retain membership as a retired member.
- b) A retired member shall be required to pay dues as determined by the Executive Board, is eligible to vote, but may not hold elected office.
- c) A retired member, upon attaining the years necessary for life membership, may apply for life membership.

#### Section 4. HONORARY MEMBERS

- a) The President, with the advice and consent of the Board of Officers, may appoint qualified persons to honorary membership. Such honorary members shall not have the right to hold office or to vote and shall be exempt from the payment of dues.
- b) An honorary membership may be conferred only upon a person who holds a recognized position in the official or civic life of the nation or of the community he/she represents and who has demonstrated through his/her official position, civic leadership or public benefactors that he/she is worthy of recognition by the Association.
- c) Honorary memberships shall be issued for the term of the appointing authority.
- d) Honorary Lifetime memberships shall be issued on a limited basis on the recommendation of the Executive Board. *This shall be awarded to notable Associate members who have held membership status in good standing for at least ten years. No voting privilege is granted by this membership type.*

#### Section 5. SUSTAINING

Sustaining members of the ILACP Foundation will also be recognized as ILACP members.

- a) Persons and Corporations known to be consistent advocates of law enforcement who may desire to lend their aid to the forces engaged in that pursuit, may apply for sustaining membership.
- b) Corporations applying for membership shall designate one person to be representative of that membership.
- c) The corporation and representative(s) must be approved by the Executive Board and represent the quality and character required by the Association.
- d) Sustaining membership remains with the Corporation upon termination of the representative.

- e) All applicants shall be recommended by any member who possesses knowledge of the qualifications and character of the applicant.
- f) Sustaining members or their representatives shall have all the rights and privileges of active membership except that of voting or of holding office.

#### Section 6. APPLICATIONS

- a) Applications shall be submitted on such forms and in such manner as the Executive Board may prescribe.
- b) All applicants shall be screened for eligibility by the Executive Director and presented with his/her recommendation to the Membership Committee for its action on the recommendation.
- c) Eligibility in any grade of membership shall be determined by the Membership Committee.
- d) All applications shall be approved by the Membership Committee.

#### Section 7. DUES

- a) Annual dues for all membership categories shall be determined by the Executive Board.
- b) The dues shall be payable to the ILACP and sent to ILACP headquarters and shall be due on January 1st of each year.
- c) Dues received with applications for membership after the first day of October shall be considered paid up to and including the following year.

#### Section 8. DISQUALIFICATION

- a) Any member who is in arrears of dues will not be allowed or entitled to vote. Any member who is in arrears of dues for ninety (90) days shall be notified by the Executive Director by mail. Unless such dues are paid within thirty (30) days from the date of such notice, the member will be automatically disqualified as a member of the Association and his/her name will be removed from the membership roll.
- b) Any member of the Association having been found guilty by a majority vote of the Executive Board of participating in any activity unworthy of or detrimental to the best interest of the law enforcement profession, as evidenced by dismissal or requested resignation from any law enforcement agency based on nonfeasance, misfeasance or malfeasance, shall be suspended or expelled from this Association.
- c) No member of the Association, in publicly representing a position contrary to one adopted by the Association, shall imply or state that they are representing the Association.
- d) Any member of the Association having been found guilty by a majority vote of the Executive Board of the falsification of his/her membership application to join this Association shall be suspended or expelled from this Association.
- e) Any member who knowingly sponsors an applicant for membership in the Association and by sponsoring such membership causes an unqualified application to be submitted shall, after an affirmative majority vote of the Executive Board, be suspended or expelled from this Association.

- f) The Ethics Committee will investigate misconduct allegations of the ILACP Code of Ethics and report the findings at the next meeting of the Board of Officers and Executive Board meetings. The Executive Board may discipline any member for cause, after a hearing before Ethics Committee to allow the person to defend himself/herself or in the absence of such member, after due notice to appear for such hearing, and in such manner as the Board of Officers shall direct. See Article VII. Disciplinary Action.
- g) Any member whose agency or the member him/herself is in arrears to the Association for more than ninety (90) days may not be permitted to vote or participate in any function of the Association until such debt is paid.

## **ARTICLE IV OFFICERS**

### Section 1. OFFICERS ESTABLISHED

- a) The officers of this Association other than the Immediate Past President and Parliamentarian, shall be active members of this Association and the Active head of a legally constituted law enforcement agency in this State. They shall consist of a President, a First Vice-President, a Second Vice-President, a Third Vice-President, a Fourth Vice-President (but the Fourth Vice-President position will be abolished at the conclusion of the conference business meeting in April 2018), a Parliamentarian and Immediate Past President. They shall hold their respective offices for the term of one year or until their successors are elected. If during his/her term of office an officer's status as active head of a legally constituted law enforcement agency in the State of Illinois changes, he/she shall be allowed to serve out the remainder of that term, pursuant to the terms of Article III, Section 9-b) of these by-laws, and providing he maintains full-time residence within the State of Illinois. However, no officer shall progress to higher office if not an active head of a legally constituted law enforcement agency in the State of Illinois. If full-time residency is not maintained, within 30 days the officer shall submit his/her resignation, or the Board of Officers shall declare the position vacant. Any vacant position shall be filled by ascending progression of the remaining officers, leaving the lowest office vacant. The President may appoint a member to fill a vacated Vice-President or At-Large Vice-President position until the next election at the association conference. Any appointed member of the Board of Officers shall fulfill the remainder of the 12-month term. If the appointed member wishes to remain on the Board of Officers, he/she must file their candidacy intent with the Executive Director as outlined in Section 2 of this Article.
- b) Effective April 2017, the members of the association will elect three At-Large Vice-Presidents. The At-Large Vice-Presidents will serve as members of the Board of Officers and have the same authority and rights, but will not ascend through the positions to President. At-Large Vice-Presidents shall hold their respective office for the term of three years. The first three At-Large Vice-Presidents will be divided into one-year, two-year, and three-year terms and then to continuous three terms thereafter. This will ensure that the three At-Large Vice-President positions will be vacated during alternating years. One At-Large Vice-President will be elected from each region on the electoral map (See attached Addendum). Region 3 will serve from April 2017-April 2018; Region 2 will serve from April 2017-April 2019; and Region 1 will serve from April 2017-April 2020. If there are no candidates from a Region, the President shall have the option of leaving that Region's At-Large Vice-President

position vacant or he/she may appoint someone to that position provided it is from the same Region.

- c) There shall be an office of Secretary-Treasurer. The Executive Director shall serve in the office of Secretary-Treasurer.

## Section 2. NOMINATION

- a) There shall be a Nominating Committee composed of four past presidents, one of whom shall be the immediate past president of the Association. This committee shall be appointed by the President and its duty shall be to screen for eligibility all the candidates for office.
- b) Any member seeking office shall file a declaration of candidacy by filing a letter of intent to run for office with the Executive Director at least 60 days before the opening date of the ILACP Annual Conference where the election will be held, but no earlier than the General Membership/Executive Board Meeting at the previous ILACP Annual Conference. There can be no formal announcement of one's candidacy or distribution of campaign materials before this earliest date as well.
- c) The Executive Director will include Candidate Announcements, once candidacy is declared by a member, in the ILACP weekly bulletins. The name of the candidate shall appear first on the ballot in the order of filing. In the event that candidates file for office on the same date, candidates will be placed on the ballot alphabetically by last name.

## Section 3. ELECTION

- a) All of said nominations shall be voted upon at the ILACP Annual Conference meeting by a secret ballot unless there is only one candidate for the office to be filled. The candidate receiving a majority of the number of votes for each office shall be declared elected and shall hold office for one year or until his/her successor has been qualified and elected. In the event no candidate receives a majority of the votes on the first ballot, another ballot shall be taken between the two candidates receiving the highest number of votes on the first ballot, and the one receiving the majority of votes shall be elected. All candidates for office must be the Chief Executive Officer of their respective departments and must be active members of this Association.
- b) At-Large Vice-Presidents can serve a maximum of two full consecutive terms. Association members may only vote for the At-Large Vice-President candidates from their Region.
- c) The successful candidates shall be invested in their offices at that same ILACP Annual Conference.
- d) The polls shall be open for a minimum of two hours on the day of any election.

## Section 4. PRESIDENT

- a) The President shall preside at all meetings of the Association and shall act as chair of the Executive Board. He/She shall appoint such standing and special committees as are authorized by this constitution, by the Association or its Executive Board. The

President shall be responsible to the Executive Board for the proper functioning of all committees and shall perform such other duties as may from time to time be assigned to him by the Executive Board or by resolution of the Association.

- b) The President shall appoint a sergeant-at-arms to assist in preserving order during meetings as the President may direct, to be responsible for the physical arrangements in the meeting place and to perform such other duties as may be assigned by the President. If deemed appropriate by the President, additional sergeant(s)-at-arms may be appointed.

#### Section 5. VICE-PRESIDENT and AT-LARGE VICE-PRESIDENT

- a) The Vice-Presidents shall perform such duties as may be assigned by the President. In absences of the President, the Vice-Presidents in order of succession shall perform the duties of the President of the Association.
- b) The At-Large Vice-Presidents shall perform such duties as may be designated by the President.

#### Section 6. EXECUTIVE DIRECTOR

- a) In his/her capacity as Secretary-Treasurer, the Executive Director shall serve as secretary of the meetings of the Association, of the Executive Board and of the Board of Officers. He/she shall give due notice of all such meetings and shall keep the official minutes thereof.
- b) In his/her capacity as Secretary-Treasurer, the Executive Director shall be the chief financial agent of the Association and shall exercise authority in financial matters in accordance with this Constitution. He/she shall be responsible for the custody of all funds and securities belonging to the Association and, subject to the approval of the Executive Board, shall determine the manner of depositing and safeguarding these funds and securities. Subject to the approval of the Executive Board, he/she shall prescribe the system of financial records. He/she shall disburse funds only in accordance with the provisions of this Constitution or the rules which may be established by the Executive Board.
- c) As Secretary-Treasurer, he/she shall cause the receipts and disbursements of the Association to be audited annually and shall make a full financial report to the Association at its annual meeting.
- d) Subject to the policies, rules and direction of the Executive Board and/or of the Board of Officers, the Executive Director shall:
  - 1. Serve as the chief administrator for the Association;
  - 2. Maintain the records and files of the Association and handle its general correspondence;
  - 3. Conduct continuous efforts to increase active, associate and sustaining memberships and to increase the revenues of the Association;
  - 4. Prepare an annual budget of the Association for consideration and approval by the Executive Board, keep complete records of all moneys owed to the Association and of expenditures incurred by the Association and take all appropriate measures to assure the prompt collection, payment of and accounting for Association funds;

5. Assist the committees of the Association by furnishing them technical information and assisting in the preparation of their reports;
  6. Serve as liaison between the Association and the legislature and other state agencies in matters of interest to the Association;
  7. Coordinate committees responsible for Association meetings, conferences and other seminars;
  8. Be responsible for Association training programs;
  9. Submit reports concerning the Association's activities, operations, finances or interests as directed by the Board of Officers or by the Executive Board.
  10. Supervise the preparation and distribution of the Association's publications, promotional material and any reports that may be required;
  11. Perform such other duties as may be assigned to him by the President, the Board of Officers or the Executive Board.
- e) In order to perform the foregoing duties, the Executive Director may employ such staff and incur such other expenses as the Executive Board shall authorize in its budget.

#### Section 7. BOARD OF OFFICERS

- a) There shall be a Board of Officers consisting of the President, the four Vice-Presidents (although the Fourth Vice-President position will be eliminated in April 2018), and three At-Large Vice-Presidents (effective April 2017), the Immediate Past President and the Parliamentarian. The Parliamentarian shall serve as an Ex-Officio, non-voting member of the Board and shall provide advice and counsel to the members of the Board of Officers and Executive Board as to matters that pertain to the conduct of business of the Association. The Parliamentarian shall be appointed by the President.
- b) If the immediate Past President is unwilling or unable to serve, he shall notify the President. The President will appoint the next prior Past President (or as available in order) to serve as the Immediate Past President, with concurrence of the Executive Board.
- c) The Board shall meet at the request of the President for the purpose of planning the meetings of the Executive Board and of the Association, to give advice and counsel to the President and the other officers in the discharge of their responsibilities and to perform such other duties that may from time to time be authorized by the Executive Board.

### **ARTICLE V EXECUTIVE BOARD**

#### Section 1. MEMBERS

- a) There shall be an Executive Board consisting of the President, and all Vice-Presidents, any officers or members of the Executive Committee of the International Association of Chiefs of Police who are active or life members of this Association, all Past Presidents, appointed active member committee chair of a Standing Committee, the Parliamentarian and the Presidents of all Regional Chiefs of Police organizations



(or their designate) in Illinois, who are active or associate members of the Illinois Association of Chiefs of Police, during their term of office as President of the regional organization. In the absence of both a Committee chair and vice-chair, the Committee chair may designate a representative to the Executive Board, but that representative has no voting privilege. Regional Presidents may designate a voting representative in their absence.

The Illinois Association of Chiefs of Police shall not be accountable for travel or lodging unless the travel and lodging is budgeted and prior approval is received from the Executive Director and Board of Officers.

The Executive Board shall promulgate criteria for membership and shall be the final judge for eligibility of participation by regional associations on the Executive Board.

The President, upon entering office, shall appoint ten (10) active members of the Association for a term of two years and fill by appointment any vacancies as they occur. Appointees shall not accept the appointed position if they reasonably know they cannot attend or are unwilling to attend all Executive Board meetings during their tenure.

- b) The term of any person appointed as a member of the Executive Board shall terminate thirty (30) days after his/her retirement, resignation or separation for any reason from active police service. Nothing herein contained shall supersede the provisions of Paragraph (a) of this section.
- c) Three absences by committee chairs and appointed positions from meetings of the Executive Board, in a two-year period, shall be grounds for removal from the Executive Board by the President with approval by the Executive Board. Participation at meetings via remote access can be permitted at the discretion of the Board of Officers.

## Section 2. DUTIES

- a) The Executive Board shall be the governing body of the Association and shall have authority to take all appropriate measures and to perform all duties required to accomplish the objectives of the Association.
- b) The Executive Board shall, by issuing rules, establish a formal procedure for the conduct of the business affairs of the Association in accordance with the provisions of this Constitution. Such rules shall include membership procedure, regulations governing the budgeting, receipts, custody, disbursements of, and accounting for the Association's funds; purchases, contracts, travel vouchers and other expenditures; employment and compensation of staff; the order of business and conduct at Executive Board meetings; and the adoption and use of the official seal and insignia of the Association.

The Executive Director may also enter into contracts for services and materials of vendors related to day-to-day operations of the association. Any contract that relates to a statewide scope sales program for products and services that may affect the tax-exempt status of the corporations, or that involves a major change in the format of a program, or that represents a departure from established policy, must be reviewed by the Board of Officers for approval.

- c) The Executive Board may appoint such assistants as may be necessary to carry on the work of the Association, and may appoint legal counsel to represent the Association when necessary to protect its best interest.

### Section 3. MEETINGS

The Executive Board shall convene at a time and place specified by the President, and at such other times as a majority of the Executive Board may determine. Ten (10) members of the Executive Board shall constitute a quorum.

## **ARTICLE VI COMMITTEES**

### Section 1. APPOINTMENT

The President shall appoint such committees as may be authorized by these by-laws, by resolution of the Association or by the Executive Board. All committee Chairpersons shall be Active members of the Association. Chairpersons shall select a Vice Chair, with the approval of the President. The Vice Chair must be a member of the ILACP.

- a) In the event that the President determines that a non-Active member of the Association has unique skills, knowledge and ability to serve as chairman of a committee, the President may appoint that non-Active member as a committee chair with concurrence of the Board of Officers. Said appointee, while serving as a Committee Chair shall have the right to serve on the Executive Board and vote as a member of the Executive Board.

### Section 2. STANDING AND OTHER COMMITTEES

- a) To aid in accomplishment of the Association's objectives, Standing Committees shall be appointed by action of the Executive Board.
- b) Special Sub and *Ad Hoc* committees shall be appointed by the President of the Association or the Executive Board, as from time-to-time deemed necessary, to carry on the work of the Association.
- c) The President shall appoint all committee chairs, co-chairs, vice chairs and committee members annually and shall be *Ex Officio* member of all committees except the Nominating Committee
- d) All Standing, Sub, and *Ad Hoc* committees shall be listed on the official Association website.

### e) DEFINITIONS:

1. *Standing Committee* - standing committees shall be established to assist the association in accomplishing its goals, objectives, mission statement and duties by providing focused and durational attention on a particular subject matter.
2. *Subcommittee* – a subset of committee members organized for a specific purpose. Subcommittee chairs do not have voting privileges.

3. *Ad Hoc Committee* – *Ad Hoc* committees shall be established to assist the Standing Committee in accomplishing projects and programs

**[NOTE: All ILACP Committees are listed on the ILACP website under the “About Us” tab.]**

### Section 3. COMMITTEE EXPENSES

Actual expenses incurred by the committees shall be paid by the Executive Director, provided that such expenses were budgeted and authorized by the President of the Association in advance.

## **ARTICLE VII DISCIPLINARY ACTION**

The ILACP Ethics Committee will oversee governance and investigation of any allegation(s) of misconduct of an ILACP Association member, Board of Officer, or Executive Board member. The Ethics Committee will consist of a minimum of three members of the Executive Board, and will not include the individual against whom the allegation(s) are directed. ILACP Staff may serve in an advisory capacity to the Ethics Committee to ensure member rights are upheld.

### Section 1. Allegation(s) of Misconduct

- a) Claimants will contact the President and/or Executive Director of the ILACP regarding any alleged allegation(s) of the ILACP Code of Ethics that any Association member, Board of Officer, or Executive Board member should be considered for written sanction, suspension or discharge.
- b) The claimant will contact the First Vice-President if the President of the ILACP is the subject of the allegation(s).

### Section 2. Notice

- a) The Ethics Committee will send a written notice to the respondent outlining the allegation(s), and requesting a written response within twenty-one (21) days from the date the notice was sent.
- b) The Ethics Committee will include in the notice the allegation(s); the requirements and deadline for response; and the names and contact information of the members of the Ethics Committee.
- c) At the time of the written notice, based on the alleged allegation(s), the Board of Officers may, at its own discretion, require an administrative leave or request a leave of absence from the member.
  1. Administrative leave is a temporary leave from the ILACP membership, Board of Officers or Executive Board. During the leave, the Ethics Committee may investigate the situation before determining an appropriate course of action. Administrative leave does not in itself imply that a member will be disciplined or even that an allegation(s) is credible. It simply allows the Ethics Committee to investigate the situation while at the same time removing the member from the

association, eventually leading to their return or written sanction, suspension or discharge.

2. Leave of absence is a period of time that a member voluntarily rescinds his/her membership to the ILACP. Generally, such an arrangement has a predefined termination at a particular date or after a certain event has occurred.
- d) If no response is received from the respondent(s) within twenty-one (21) days, the Ethics Committee will develop a recommendation to the Board of Officers, based on the facts.

### Section 3. Response

- a) The Ethics Committee will request that a closed hearing occur before the Ethics Committee.
- b) The respondent may present a written response to the alleged allegation(s).
  1. The respondent will be notified of the date and place of the meeting, which is at the discretion of the Ethics Committee.
- c) Upon notice by the Ethics Committee, the respondent may be accompanied at the meeting by an attorney of his or her own choice.
- d) The Ethics Committee will have the opportunity to interview witnesses during the closed hearing
  1. All costs associated with representation of the respondent or for appearance at the meeting are the responsibility of the respondent.

### Section 4. Recommendation

- a) The Ethics Committee will review the written response and/or the results of the hearing.
- b) The Ethics Committee will consult with the ILACP's external legal counsel, if necessary.
- c) The Ethics Committee will present a recommendation to the Board of Officers and Executive Board to either dismiss the matter, or to issue a written sanction, suspend or discharge the member.
- d) If the recommendation is to issue a written sanction, the Ethics Committee will include the nature and form of the sanction.
- e) If the recommendation is to suspend, the Ethics Committee will include the length and term of suspension. During the term of the suspension, all member privileges, i.e. membership status, voting privileges, attendance at ILACP meetings and functions, will be relinquished.
- f) If the recommendation is to discharge, the Ethics Committee will include the terms of the reinstatement, if any.

### Section 5. Decision

- a) A special meeting of the Executive Board will be convened to review the recommendations.

- b) The President, or the First Vice-President, if the allegation(s) are directed against the President, will present the recommendations to the Executive Board.
- c) If the allegation(s) involve an officer or a member of the Executive Board, such member is not:
  - 1. considered a member of the Executive Board for the purpose of the proceedings to determine dismissal of the matter, censure, suspension or expulsion.
  - 2. counted in determining whether or not a quorum is present at the proceedings to determine dismissal of the matter, censure, suspension or expulsion.
  - 3. permitted to cast a vote on the question of determining dismissal of the matter, censure, suspension or expulsion.
- d) The Executive Board will vote regarding the decision to dismiss the matter or issue written sanction, suspension or discharge the member. The decision to suspend or discharge an officer or Member of the Executive Board from the Executive Board is effective upon a vote of the Executive Board. The decision to remove an officer from office or discharge a Member of the Executive Board from the Executive Board is effective upon a two-thirds vote of members of the Executive Board who are qualified to vote at any regular or special meeting.
- e) The decision of the Executive Board will be conveyed in writing to the respondent soon after the special Executive Board meeting.

## **ARTICLE VIII MEETINGS**

### Section 1. REGULAR MEETINGS

- a) The regular meetings of the Association shall consist of the number of meetings as determined by the Executive Board. If there is more than one meeting, the Executive Board will designate one as the Annual Meeting. The location and time of the meetings shall be determined by the Board of Officers.
- b) The Annual Meeting shall be for the purpose of electing and installing all officers, receiving reports of the officers and committees, and for conducting any business of the Association.

### Section 2. SPECIAL MEETINGS

Special meetings may be called by the President, by the Executive Board or at the request to the Executive Board by not less than twenty-five (25) active members, provided not less than thirty (30) days notice is given to all active members. No business shall be transacted at this special meeting except that announced in the notice of the special meeting.

### Section 3. QUORUM

Twenty-five (25) active members of the Association shall constitute a quorum at a Regular or Special Meeting.

### Section 4. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the By-Laws and any special rules of order the Association may adopt.

## **ARTICLE IX PROPERTY**

### Section 1. TITLE

All legal and equitable title in and to all property of this Association shall remain in the Association. If any such property shall be in the possession or trust of a member, it shall be returned immediately to the Association in the event of his/her death, resignation, suspension or expulsion.

## **ARTICLE X SPECIAL FUNDS**

### Section 1. RECEIPT OF FUNDS

The Association may accept special donations or bequests and devises of personal and real property from public spirited persons, corporations or organizations having a philanthropic interest in the work of the Association, to provide sufficient and additional means for the aid of the Association or to carry out its general or special purposes. Such funds shall be spent in accordance with the terms of the donor as agreed upon by the Association.

### Section 2. ADMINISTRATION OF FUNDS

All special funds granted to the Association shall be under the administrative supervision of the Executive Board and the Executive Director.

## **ARTICLE XI FISCAL YEAR**

### Section 1. YEAR

- a) Fiscal year of the Association shall be from January 1 through December 31.
- b) The annual budget of the Association shall be adopted prior to the beginning of the fiscal year that it covers.

## **ARTICLE XII AMENDMENT OF BY-LAWS**

### Section 1. AMENDMENT

These by-laws may be amended by a two-thirds vote of active members present and eligible to vote at any Regular Meeting of the Association provided that the proposed amendment shall have been filed with a written explanation of the reasons for the amendment with the Executive Director at least sixty (60) days before the meeting at which it is to be considered.

## Section 2. NOTICE TO MEMBERS

Following editing and consideration by the Constitution and By-Laws Committee, the Executive Director shall publish notice of the proposed amendment and the reasons therefore to all active members not less than twenty (20) days prior to the meeting at which it is to be considered.

## Section 3. ACTION BY EXECUTIVE BOARD

Prior to the meeting at which it is to be considered, the Executive Board shall consider the proposed amendment and shall report its recommendations to the Association before the membership shall vote upon it.

### **ARTICLE XIII DISSOLUTION**

#### Section 1. VOTE

The Executive Director shall furnish written notice to all active members of any proposal for dissolution not less than 20 days prior to the meeting at which it is to be considered. If at any regular, or special meeting called for this purpose, three-fourths of the membership present as defined in Article III, Section 1, vote in favor of dissolution of the Association, the Association shall be dissolved within sixty (60) days of the date of such vote.

#### Section 2. FINANCIAL SETTLEMENT

Immediately after a vote favoring dissolution, the Executive Board shall proceed to settle any financial obligations pending against the Association and to dispose of all property held by the Association. Any funds remaining after all claims have been settled and all property disposed of shall be turned over to such non-profit, tax-exempt charitable, scientific or educational organization(s) as selected by the Executive Board.

### **ARTICLE XIV ACTION OR VOTING BY BOARD OF OFFICERS OR EXECUTIVE BOARD**

SECTION 1: The Board of Officers and the Executive Board shall be able to hold meetings, vote or take action in any manner provided for by the Laws of the State of Illinois for Corporations.

REV April 22, 2016