



**ILLINOIS METROPOLITAN
PLANNING ORGANIZATIONS
ASSOCIATION**

DRAFT BYLAWS

Submitted for Consideration
July 2012

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**BYLAWS OF
THE ILLINOIS METROPOLITAN PLANNING ORGANIZATIONS
ASSOCIATION**

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ARTICLE I. GENERAL PROVISIONS

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Section 1: General. These Bylaws establish the procedures and practices of the Illinois Metropolitan Planning Organizations Association, an Illinois not-for-profit corporation, hereinafter referred to as the "Association".

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Section 2: Purpose. The purpose of the Association shall be to provide a forum and establish a process whereby the positions, views and recommendations of federally designated metropolitan transportation planning organizations can be developed, prioritized and presented to all relevant parties, and where the professional needs of the member organizations may be identified and met.

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Section 3: Function. The Association is intended to:

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- i) Represent its members in making recommendations on policies, priorities and other matters affecting their ability to effectively plan and implement necessary transportation improvements;
 - ii) Initiate, coordinate, and support professional development opportunities, and conduct research and analysis, for the benefit of the Association's member organizations;
 - iii) Respond to requests for information, views and positions on proposed and existing policies and programs with the potential to affect transportation in Illinois or the ability of the Association's members to efficiently and effectively carry out their responsibilities;
 - iv) Serve in partnership with other organizations and agencies to implement programs and policies that are important to the success of the Association's members and transportation planning in the State; and
 - v) Have and exercise all powers as are now or may hereafter be granted by the General Not For Profit Corporation Act of the State of Illinois and these Bylaws.

Section 4: Limitations. As an exempt organization under Sec. 501(c) (6) of the Internal Revenue Code:

- i) No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and functions set forth above.
- ii) No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements concerning), any political campaign on behalf of any candidate for public office.

- 1 iii) Notwithstanding any other provisions of these Bylaws, the Association shall not carry
2 on any other activities not permitted to be carried on by an organization exempt from
3 federal income tax under Sec. 501 (c) (6) of the Code.
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6 **ARTICLE II. MEMBERSHIP & VOTING RIGHTS**

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8 **Section 1: Qualification for Membership.** Membership in the Association is open to all
9 federally designated Metropolitan Planning Organizations (MPO) whose boundaries include
10 one or more Illinois' communities. Membership shall be effective upon request for
11 membership and the payment of dues. Upon such request and payment, the duly designated
12 representative of any such organization shall be considered qualified to vote, take part in
13 Association activities, and hold office.
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15 **Section 2: Representation of Member Organizations.** The Executive Director of each
16 qualified member organization, or his/her designee in the absence of the Executive Director,
17 shall be the official designated representative of the member organization.
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19 **Section 3: Designees of Official Representatives.** Designees of the official representative
20 of a member organization as identified in Article II, Sec. 2, may serve only upon the written
21 notification of the relevant Executive Director, such notification to be provided to the
22 Association's President or such other person as the President may from time-to-time so
23 designate for the receipt of this communication.
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25 **Section 4: Term of Appointment.** All representatives of qualified member organizations
26 shall serve at the discretion of their appointing organizations, and designees shall serve at
27 the discretion of their appointing Executive Director.
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29 **Section 5: Voting Rights.** The representative of each qualified member organization, or
30 her/his designee in the absence of the Executive Director, shall be entitled to one (1) vote on
31 all matters to come before the Association that require that a vote be taken.
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33 **Section 6: General Responsibilities of Members.** Along with their responsibilities to ensure
34 attendance at Association meetings, take part in discussion and debate, and be contributing
35 members of the Association, member organizations shall also:
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- 37 i) Serve as mentors and sources of information to other Association members,
38 assisting them in their responsibilities as Metropolitan Planning Organizations.
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- 40 ii) Offer advice to the Association's President, other officers, or the chairs of
41 committees on means to improve the Association's programs and activities.
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- 43 iii) Pursue and suggest areas for investigation which could result in substantial
44 improvements in transportation planning.
45
- 46 iv) At the request of the Association, assist in activities that will further its purposes
47 and functions.
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- 49 v) Assist in the preparation of draft reports under the direction of, and for review by,
50 Association committees and other working groups, for the approval of the full
51 membership.
52
- 53 vi) As called upon, assist municipal officials in interpreting and implementing the
54 Association's programs, activities and recommendations.
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1 **Section 6: Resignation of Members.** Any member organization may withdraw from
2 membership in the Association by filing a written resignation with the Association's Secretary-
3 Treasurer, but such withdrawal shall not relieve the member so resigning of the obligation to
4 pay any dues, assessments, or other charges theretofore accrued and unpaid.
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6 7 **ARTICLE III. OFFICERS**

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9 **Section 1: Officers.** Other than as allowed in Article III, Section 3, there shall be three (3)
10 officers of the Association: a President, a Vice-President, and a Secretary-Treasurer.
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12 **Section 2: Special Qualifications and Selection of Officers.** The officers of the
13 Association shall be selected in the following manner:
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- 15 i) A Nominating Committee shall be appointed annually by the President for the
16 purpose of nominating the Association's officers for the next year. This
17 committee shall consist of the representatives of two (2) member organizations
18 serving a population of less than 200,000, and two (2) representing member
19 organizations serving a population of more than 200,000.
20
- 21 ii) The Nominating Committee shall make its recommendations to the Association's
22 membership at the Annual Meeting, at which time the election of officers shall be
23 held. Upon presentation of the recommendations by the Nominating Committee,
24 other nominations may be made. Subject to the provisions of sub-sections iii), iv)
25 and v) of this section, the officers of the Association shall be elected by a majority
26 vote of the representatives of the Association's members, a quorum being
27 present.
28
- 29 iii) The President of the Association shall serve a term of one (1) year and be
30 elected from the representatives of qualified member organizations other than
31 the representative of the organization representing the Chicago-area MPO.
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- 33 iv) The Vice-President of the Association shall serve a term of one (1) year and be
34 the representative of the Chicago-area MPO as long as the Chicago-area MPO is
35 a qualified member of the Association.
36
- 37 v) The Secretary-Treasurer shall be elected for a term of one (1) year from the
38 representatives of qualified member organizations other than the representative
39 of the organization representing the Chicago-area MPO.
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42 **Section 3: Other Officers.** The Association's member representatives may appoint such
43 other acting or temporary officers as they may find appropriate. The members may fix and
44 determine the qualifications and duties of these other officers.
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46 **Section 4: Responsibilities and Duties of the President.** The President shall be the
47 Association's presiding officer. The President's duties shall be those authorized in these
48 Bylaws or by the membership, and shall include:
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- 50 1. Presiding over meetings of the Association and establishing the agenda of those
51 meetings. The President is also responsible for calling special meetings as
52 necessary.
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- 54 2. Authenticating and executing, by his or her signature, when necessary, all acts,
55 orders, resolutions, documents, and proceedings of the Association.
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- 3. Appointing the membership of committees and any other working groups, and designating their chairs or directors.
- 4. Recommending to the Association the undertaking and priority of Association programs, tasks and activities.
- 5. Keeping committee chairs and other Association members informed of all Association activities.
- 6. Conferring with any staff and other relevant persons on all matters relating to the activities of the Association and providing direction to the staff in relation to these matters.
- 7. Conferring with public officials and the staff of member organizations when appropriate, discussing the contents of Association reports and other documents prior to their release, coordinating the visits of those presenting information to the Association.
- 8. Representing, or requesting that other members of the Association or staff represent, the Association at government agencies or other organizations when appropriate.
- 9. Representing, or requesting that other members of the Association or staff represent, the Association in communications with the news media.
- 10. Ensuring that the resolutions and directives of the membership are carried into effect.
- 11. Preparing an annual progress report, which shall be submitted to the membership no later than the Annual Meeting.

Section 5: Responsibilities of the Vice-President. The Vice-President's duties shall be all those authorized in these Bylaws or as assigned by the President or the membership.

Section 6: Responsibilities of the Secretary-Treasurer. The Secretary-Treasurer's duties shall be as provided in these Bylaws, or as assigned by the President or the membership, and shall include:

- 1. Serving as the principal financial officer for the Association, which shall include:
 - a. Having charge of, and being responsible for, the maintenance of adequate books of account for the Association, or causing such to be prepared and maintained.
 - b. Having charge and custody of all funds and securities of the Association, and being responsible therefore, and for the receipt and disbursement thereof.
 - c. Ensuring that all checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, or agent or agents, of the Association and in such manner as shall from time-to-time be determined by resolution of the Executive Committee or the members.

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- d. Seeing that all funds of the Association shall be deposited from time-to-time to the credit of the Association in such financial institutions as the membership may select.
 - e. Assisting the President in the development of the Association’s annual budget and its submission to the membership.
 - f. Ensuring the conduct of the annual audit, and when complete, its submission to the membership and other relevant parties.
 - g. Preparing and submitting to the membership quarterly financial reports as well as an annual financial report, which shall be submitted to the membership no later than the Association’s Annual Meeting.
2. Preparing, or causing to be prepared, minutes of meetings of the Association, and the keeping of appropriate notes, correspondence, records and archives as necessary to support Association operations and meet legal requirements.
 3. Seeing that all notices are duly given, or causing such notice to be given, in accordance with these Bylaws or as required by law.
 4. Dissemination of the Association’s reports, recommendations and findings to the general public or other appropriate organizations or individuals, as shall be authorized by the President or the membership.

Section 7: Vacancy of the Office of the President or Secretary-Treasurer. Should the office of President become vacant for any reason, the Association’s Secretary-Treasurer shall fill that vacancy for the remainder of the term. The President shall then appoint a Secretary-Treasurer from the eligible representatives of qualified member organizations for the remainder of that term.

Section 8: Executive Committee. The President, Vice-President and Secretary-Treasurer shall serve as the Association’s Executive Committee. The Executive Committee may exercise the powers and carry out the duties provided in these Bylaws or as may be granted from time-to-time by the membership.

ARTICLE IV. COMMITTEES & OTHER WORKING GROUPS

Section 1: Purpose. The purpose and scope of authority of any committee or other work group shall be determined by the Association, either at the time the committee or work group is established, or, if deemed necessary, at the time a committee or work group is reconstituted. Meetings of committees and work groups are open to the participation of any representative of a qualified member organization not appointed to the committee or work group by the President, with the approval of the committee or work group Chair.

Section 2: Authority. The President may establish, eliminate or reconstitute committees or work groups at her or his discretion. He or she may define the area(s) of operation and concern, and establish rules for their operation. The committee or work group has the responsibility for review and development of processes and procedures appropriate to its establishment, and may operate within the delegated authority without further Association approval until such time that the President or membership may determine that it is no longer necessary or useful and act to eliminate or reconstitute it.

1 **Section 3: Composition.** The President of the Association shall announce during a
2 regular meeting his or her intention to establish a new committee or work group to
3 undertake a task or activity. Any representative of a qualified member organization, or a
4 staff member of such an organization, interested in serving on or chairing the committee
5 or work group may volunteer her or his services by notifying the President. The
6 President is also authorized to appoint non-members to Association committees and
7 working groups so long as no committee or work group so established shall be composed
8 of less than a majority of the appointments coming from qualified Association member
9 organizations.

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11 The Chairs of the Association's committees or work groups shall be drawn from the
12 designated representatives of member organizations, their officers or their staff.

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14 **Section 4: Duties of Committee and Work Group Chairs.** A committee or work group
15 Chair shall be the presiding officer of that committee or group. The duties of Chairs shall
16 include, but not be limited to:

- 17
18 i) Recommending to the committee or work group the undertaking and
19 priority of activities meant to achieve the ends established by the
20 Association.
21
22 ii) Collecting information and preparing analysis and reports for review by
23 the full membership.
24
25 iii) Presenting completed committee or work group reports at regular
26 Association meetings, along with the Association's President.
27
28 iv) Monitoring meetings of the Association and informing their committee or
29 work group of actions relevant to their work.
30
31 v) Preparing committee or work group minutes and maintaining notes and
32 correspondence as necessary to support committee or work group
33 operations, or seeing to their preparation and maintenance.
34
35 vi) Providing reports on the status of committee or work group activities and
36 efforts at regular meetings of the Association.
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38 39 **ARTICLE V. MEETINGS OF THE ASSOCIATION**

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41 **Section 1: Annual and Regular Meetings.** The Association will normally hold regular
42 meetings quarterly on a day and at a time and place designated at the call of the
43 President. One of the regular meetings shall be held in June of each year and shall be
44 designated the Association's Annual Meeting. Except for the Annual Meeting, if there is
45 insufficient business to conduct or there is a lack of a quorum, a regular meeting may be
46 cancelled by the President.

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48 A. **Notice:** The Secretary-Treasurer of the Association, or such person as he or
49 she may from time-to-time designate, shall give notice to the members of a
50 scheduled or rescheduled regular meeting.
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52 B. **Agenda:** The agenda for all meetings must contain a brief general
53 description of each item of business to be transacted or discussed at the
54 meeting. Items may be placed upon the agenda in the following manner:
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- a. At the direction of the President;
- b. By order of the Association's members as documented in the minutes;
- c. By advanced request of a representative of a member with the approval of the President;
- d. By advanced request of three (3) members without approval of the President; or
- e. By advanced request of an organization or member of the public with the approval of the President.

- C. **Action on Items:** In general, no action can be taken if the item is not on the agenda.
- D. **Cancellation:** Except for the Annual Meeting, meetings may be cancelled by a majority vote of the member representatives present at a regular Association meeting. Proposals for the cancellation of a meeting or meetings shall be placed on the agenda and notice provided pursuant to established procedures. The President may cancel a meeting due to lack of a confirmed quorum and inform member representatives of the cancellation.
- E. **Draft Reports and Publications:** Draft committee and work group reports, and similar publications, to be considered for Association action will be forwarded by the committee or work group Chair to Association member representatives for their review no less than ten (10) working days in advance of the next regularly scheduled Association meeting unless otherwise directed by the Association's President. Association member representatives shall submit to the committee or work group Chair any comments they may have on the report draft no later than five (5) business days prior to the scheduled Association meeting where the draft report will be considered.

Section 2: Special Meetings. Special meetings of the Association may be called by the President or at the request of any five (5) members of the Association. A special meeting may be held by providing an advance notice of no less than ten (10) working days to all Association members. The notice for a special meeting must state the business to be discussed. No other business can be considered at the meeting.

Section 3: Committee and Other Work Group Meetings. Committees and other working groups shall meet as necessary to fulfill assigned responsibilities in a timely manner. Member representatives shall be notified as soon as possible of committee and work group meetings.

Section 4: Rules of Order. The rules contained in the most current edition of *Robert's Rules of Order*, except as otherwise provided herein, shall govern the Association in all cases to which they are not inconsistent with these Bylaws and any special rules of order or procedure that the Association may from time-to-time adopt. Such rules may be changed either by majority vote of the Association's members or at the discretion of the President.

Section 5: Quorum. A quorum of the Association shall exist if a majority of the qualified member representatives, including designees, are present. A quorum for a committee or work group shall exist if a majority of those appointed to the committee or work group is present.

Section 6: Minutes. Minutes of Association, committee and work group meetings shall be taken by a person designated to do so by the President or committee or work group Chair. They will be distributed in a timely manner as deemed appropriate by the Commission and consistent with any legal requirements.

1 **Section 7: Conducting Business.**

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- 3 A. **Order of Business.** The following is the usual order of business for a regular
- 4 meeting:
- 5 a. Call to order;
- 6 b. Roll call and notice of absences;
- 7 c. Reading and approval of the minutes of the previous meeting;
- 8 d. Introductions and announcements;
- 9 e. Report of officers, committees and work groups;
- 10 f. Other special reports, if any;
- 11 g. Unfinished business;
- 12 h. New business;
- 13 i. Adjournment.
- 14
- 15 B. **Bringing Up a Matter.** A matter may be brought up by either a representative of a
- 16 member organization or by the presence of a communication.
- 17

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19 **Section 8: Voting on a Motion.**

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- 21 A. **Order of Vote.** The Presiding Officer must first call for the affirmative and then the
- 22 negative votes.
- 23
- 24 B. **Majority Vote.** Unless otherwise indicated in these Bylaws, when a quorum is
- 25 present, a majority vote of those present is sufficient for the adoption of any motion
- 26 that is within order.
- 27
- 28 C. **Tie Vote.** On a tie vote, the motion fails.
- 29
- 30 D. **Duty of the Presiding Officer to Vote.** The presiding officer, as a member of the
- 31 Association, has the same duty as any other member to vote on every question
- 32 submitted to the Association or its committees or work groups unless such a vote
- 33 would represent a conflict of interest.
- 34
- 35 E. **Vote Must Be Announced.** Announcing the vote is a necessary part of putting the
- 36 question, and the vote does not go into effect until announced. In announcing the
- 37 vote the presiding officer should state first whether the motion is carried or failed;
- 38 second, what is the effect or result of the vote; and third, what is the immediately
- 39 pending business if any.
- 40

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42 **Section 9: Attendance and Voting by Electronic Means.** Unless otherwise noted in the

43 meeting agenda distributed to members, the representatives of member organizations or their

44 designees shall be allowed to take part in regular meetings and to vote on matters placed upon

45 the agenda, by means of telephone conferencing. Members taking part by telephone

46 conferencing may be considered in attendance for the purpose of establishing a quorum for

47 voting, but only if the vote is taken by roll-call.

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50 **ARTICLE VI. MANAGEMENT & OPERATIONS**

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52 **Section 1: Fiscal Year.** The fiscal year of the Association shall be from July 1 through June 30 of

53 the following year.

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55 **Section 2: Annual Dues.** The members of the Association may determine from time-to-time the

56 amount of any dues payable to the Association, the date or dates by which such dues shall be

1 paid, and the nature of any prorating of dues for new members that will be allowed. Regardless of
2 when made, any changes in dues will not be effective until the following Association fiscal year
3 unless an earlier effective date is approved by a three-fourths (3/4) majority of those present and
4 voting, a quorum being present.
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6 When any member shall be in default in the payment of dues for three (3) months from the
7 beginning of the period for which the dues become payable, that membership may be terminated
8 upon vote of the Executive Committee.
9

10 **Section 3: Execution of Documents.** Except as otherwise provided by law or resolution,
11 checks, drafts, promissory notes, order for the payment of money, and other evidence of
12 indebtedness of the Association may be signed by the President or other officer at the written
13 direction of the President. Contracts and grant applications executed in the name of and on
14 behalf of the Association will be signed by the President or other officer or agent of the
15 Association upon express delegation by the President.
16

17 **Section 4: Audit.** The Association shall have a yearly audit done by a certified public accountant.
18 All books and records of the Association may be inspected by the representatives of any member
19 organization, or their agent or agents, for any proper purpose at any reasonable time.
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21 **Section 5: Insurance.** The Association shall purchase and maintain insurance on behalf of any
22 person who is or was a director, officer, employee, or agent of the Association, or who is or was
23 serving at the request of the Association as a director, officer, employee, or agent of another
24 corporation or organization, against any liability asserted against such person and incurred by
25 such person in any such capacity, or arising out of her or his status as such, whether or not the
26 Association would have the power to indemnify such person against such liability under the
27 provisions of this section, article or Bylaws.
28

29 **Section 6: Grants and Other Funding.** The Association shall have the authority to seek
30 contributions, gifts, bequests, grants and other sources of funds helpful and necessary in the
31 accomplishment of its purpose, functions and tasks, and accept any such funding as may be
32 authorized and approved.
33

34 The members may authorize any officer or officers, or agent or agents, of the Association to enter
35 into contracts or execute and deliver any instrument in the name of and on behalf of the
36 Association, and such authority may be general or confined to specific instances.
37

38 **Section 7: Staff and Other Assistance.** As it may from time-to-time find necessary, the
39 Association may hire and pay staff, seek assistance from the staff of qualifying member
40 organizations, and seek assistance from other bodies that would assist the Association in its
41 work. It may also obtain the assistance of volunteers who are not members of the Association.
42

43 **Section 8: Office.** The Association shall continuously maintain in the State of Illinois a registered
44 office and a registered agent whose business office is identical with such registered office and
45 may have other offices within or without the state.
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48 **ARTICLE VII. AMENDMENT OF BYLAWS**

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50 These Bylaws may be amended at any regular meeting of the Association constituting a quorum
51 by a vote of not less than two-thirds (2/3) of the representatives of member organizations. A
52 written notice of the proposed amendment and its language shall be provided at the previous
53 regular meeting, but no less than thirty (30) days prior to the meeting at which the amendment will
54 be considered. Proposed amendments may be provided by mail, or by facsimile or other
55 electronic means to member organizations with the capability to receive documents in this way.
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2 **ARTICLE VIII. DISSOLUTION**
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4 The Association may be dissolved by a three-fourths (3/4) vote of all voting member
5 representatives at a meeting called for the purpose of discussing dissolution. All members shall
6 be given at least fifteen (15) working days written notice of said meeting. After dissolution, the
7 Association shall, after paying or making provision for payment of all the liabilities of the
8 Association, dispose of all the assets of the Association exclusively for the purpose of the
9 Association in such manner, or to such organization or organizations, as provided under Section
10 501(c)(6) of the Internal Revenue Code (or the corresponding provision of any future United State
11 Internal Revenue law).
12