

NorthCOG

Northern Illinois Council of Governments

*Boone County, City of Belvidere, City of Loves Park, City of Rockford, City of South Beloit,
Region 1 Planning Council, Village of Machesney Park, Winnebago County*

RESOLUTION NO. 2021-01

A RESOLUTION APPROVING BYLAWS FOR NORTHERN ILLINOIS COUNCIL OF GOVERNMENTS

WHEREAS, Northern Illinois Council of Governments ("NorthCOG") is an Illinois not-for-profit corporation organized pursuant to 805 ILCS 105/101.01 et seq., General Not-for-Profit Corporation Act of 1986;

WHEREAS, NorthCOG exists to allow local governments to enter into multi-jurisdictional partnerships, joint procurements and other joint ventures to reduce the costs of legacy government operations;

WHEREAS, NorthCOG exists to develop and represent unity among local governmental bodies for shared legislative priorities;

WHEREAS, local governments in Northern Illinois share concern about various legislative issues and issues that are Regional in nature, which can be solved effectively by local governments acting in concert;

WHEREAS, sharing solutions to regional challenges that face one or more local government(s) among the community of local governments in the Region will benefit to the Region as a whole;

WHEREAS, there is demand in the Region for a forum for the cooperative development of consensus action on public policy issues involving the Region, which will be possible only as a result of the successful coordination of the policies and activities which are vital to the solution of Regional problems; and

WHEREAS, NorthCOG wishes to be guided by a uniform set of rules for governance and operation.

NOW, THEREFORE, BE IT RESOLVED, that the proposed Bylaws of the Northern Illinois Council of Governments, a copy of which is hereto attached and made integral and continuing part of this resolution, be accepted and approved.

BE IT FURTHER RESOLVED, that these Bylaws shall be in full force and effective immediately.

[SIGNATURE PAGE TO RESOLUTION ADOPTING BYLAWS OF NORTHERN ILLINOIS COUNCIL OF GOVERNMENTS]

Effective the 27th day of August 2021.

Boone County
Name: Karl Johnson
Director: [Signature]

City of Belvidere
Name: [Signature]
Director: [Signature]

City of Loves Park
Name: GREGORY R. JURY
Director: [Signature]

City of Rockford
Name: Thomas P. Madamara
Director: [Signature]

City of South Beloit
Name: TED REAL
Director: [Signature]

Village of Madhesney Park
Name: Steve Johnson
Director: [Signature]

Region 7 Planning Council
Name: [Signature]
Director: Michael Dunn

Winnebago County
Name: Joseph V. Chiarelli
Director: [Signature]

BEING ALL THE DIRECTORS OF NORTHERN ILLINOIS COUNCIL OF GOVERNMENTS

Northern Illinois Council of Governments Bylaws

ARTICLE 1. INCORPORATION

Section 1.00. Name. The name of the corporation is Northern Illinois Council of Governments, NorthCOG and it shall be known by its trade name "NorthCOG."

Section 1.01. Institution. NorthCOG was formed as of December 13, 2018, as an Illinois not-for-profit corporation organized pursuant to 805 ILCS 105/101.01 *et seq.*, General Not-for-Profit Corporation Act of 1986 (the "Act") and is established pursuant to the authority set forth in the Act.

Section 1.02. Principal Office. The principal office of the corporation shall at all times be the principal office of Region 1 Planning Council ("RPC").

ARTICLE 2. PURPOSE

Section 2.00. Mission. The mission of NorthCOG is to develop and represent unity among local governmental bodies for shared legislative priorities and to participate in joint ventures as a means to overcome regional challenges and reduce the legacy costs of local government operations. NorthCOG is an organization through which individual counties, municipalities and other local governmental bodies can coordinate their efforts.

Section 2.01. Limitations. NorthCOG is not a unit of government nor does it seek to become one. NorthCOG shall consider only those problems which are Regional in nature and which can be solved effectively by the local governments acting in concert. NorthCOG is not a group which shall service special interests and will not engage in activities which do not comply with these Bylaws and align with the strategic direction and legislative agenda as established by the Board.

Section 2.02. Guiding Principles. NorthCOG initiatives and its representatives will be guided by the following principles:

1. County and city governing bodies are now and should continue to be the primary policy makers in local government.
2. The well-being of the Region, its citizens, its business enterprises, and its institutions, now and in the future, is dependent upon an orderly development of the entire Region. Therefore, shared solutions to issues in one or more local government(s) among the community of local governments in the Region will bring benefit to the Region as a whole.
3. Regional issues are most effectively and expeditiously addressed through active collaboration by local elected officials organized into a Regional voluntary forum dedicated to the solution of such problems.

ARTICLE 3. FUNCTION

Section 3.00. Function. NorthCOG shall operate within the parameters of its designated not-for-profit corporate status as defined by the Act, as amended. NorthCOG shall serve as an instrument of its member counties and municipalities. Its functions shall be to facilitate the convening and agreement of its Member Entities in the development and improvement of local government, to reduce the cost of legacy government operations, promote efficient government administration and service provision, support enhanced state and federal investment in the region, foster regional unity and cooperation among its Member Entities, and to advocate for the advancement of long-term regional planning priorities set by the RPC Board.



In furtherance of its corporate purpose, the functions of NorthCOG are:

1. To furnish a forum for government entities to discuss and resolve Regional issues of mutual concern.
2. To furnish a vehicle through which Member Entities may jointly introduce, support, or oppose state and federal legislation where it is deemed in the best interest of the Region.
3. To furnish a vehicle through which Member Entities, working together, can take joint action on matters affecting the Region and to recommend action to be taken by the Member Entities.
4. To furnish a vehicle through which Member Entities can develop and advocate for shared state and federal legislative priorities.
5. To furnish a vehicle through which Member Entities can establish multi-jurisdictional partnerships, procurements and joint ventures to modernize and reduce the cost of local government operations and services.
6. To study, report, and make recommendations on innovative, proactive solutions to Regional issues and best practices in good governance and other issues as approved by the Board.
7. To organize elected official orientation and education on relative matters, developments, and Regional issues and initiatives.
8. To foster dialogue on best practices and to share the efficiencies of shared priorities, resources, knowledge, challenges, and opportunities.
9. To advocate for policy set by the Region 1 Planning Council governing board.
10. To do such other things from time to time as the Board deems appropriate.

ARTICLE 4. ORGANIZATION

Section 4.00. Membership. NorthCOG shall have Member Entities known as “Standing Members” and “Associate Members.” Standing membership will be open to counties and municipalities. Associate membership will be open to all other units of local government. The initial Member Entities shall be City of Rockford, City of Loves Park, City of Belvidere, City of South Beloit, Village of Machesney Park, Boone County, Winnebago County, and Region 1 Planning Council. Region 1 Planning Council shall serve as an ex-officio non-voting member. Membership need not be evidenced by corporate membership certificates; an administrative list of membership shall serve instead (see Section 4.06.) Membership is available to any unit of government. The Board of Directors may admit additional Member Entities upon the concurrence of at least two-thirds (2/3) of a quorum of the Board of Directors present at a duly convened meeting. Admission shall be subject to the Act, these Bylaws, and upon the same terms and conditions that apply to all other Member Entities.

Section 4.01. Directors. NorthCOG shall be governed by a Board of Directors. Each Member Entity shall be entitled to appoint one Director. The duly elected chief elected official of each Member Entity shall serve as the designated Director by default during the term of his/her service to the Member Entity. The Director may assign, in writing directed to the Executive Director, a substitute Director who may serve in the place of the appointing Director until such time as the appointment expires or is revoked.

The Board of Directors shall set policy and legislative priorities within the limits of these Bylaws, the Act, as amended, and the policies and procedures established by the Board of Directors from time to time. It may adopt policies and procedures for conducting business as shall be deemed advisable, and may in the execution of the powers granted to it, appoint such agents as it may consider necessary. The policies and procedures established by the Board of Directors shall be monitored by the Executive Director.

Section 4.02. Officers. Officers shall include a Chairman and Vice-Chairman. The Chairman shall preside over meetings of the Board of Directors, ensure the Board fulfills its governance obligations set forth in these Bylaws, and fulfills other obligations as may be delegated from time to time. The Vice-Chairman shall assist and serve as alternate to the Chairman in the discharge of duties as the Chairman may direct and shall perform such other duties as may be assigned



by the Chairman or Board. The Board shall elect a Chairman and Vice-Chairman from its membership. Officer terms shall be for one year, not to exceed two consecutive years. Upon the due conclusion of an Officer's elected term, Officer positions shall be open to nomination and a simple majority vote approval from the Board of Directors. For purposes of the first meeting, the Executive Director shall be chair pro tem with the first order of business being the adoption of these Bylaws and the second being the election of officers.

Section 4.03. Committees. The Chairman shall establish Committees of the Board of Directors as needed, and shall decide the purpose, size and membership of said committees.

Section 4.04. Removal. A Member Entity or Director may be removed at any time upon the concurrence of at least two-thirds (2/3) of the entire membership of the Board of Directors. A withdrawing member is not entitled to a refund of membership dues or any other fees previously paid to NorthCOG.

Section 4.05. Vacancy. A Director vacancy caused by death, resignation, or removal from office shall be filled as soon as practicable. When a vacancy occurs in the Office of Chairman, the Vice-Chairman shall become the Chairman. Vacancy in the position of Vice-Chairman shall be filled by the concurrence of a majority of a quorum of the Board of Directors present at a duly convened meeting.

Section 4.06. Withdrawal. A Member Entity may withdraw from NorthCOG by notifying the Executive Director, in writing, of its intent to do so. A withdrawing member is not entitled to a refund of membership dues or any other fees previously paid to NorthCOG. In the event that NorthCOG is still obligated any debt from any member seeking to terminate membership, said member shall be required to pay the remaining balance upon notice of intent to withdraw membership.

Section 4.07 Administration. Subject to the control and direction of the Board of Directors the executive director of RPC shall serve as the "Executive Director" of NorthCOG, and is hereby vested with all administrative and executive powers and duties of the office, as its authorized agent. The Executive Director shall appoint a Secretary (and such Assistant Secretaries as the Executive Director deems appropriate) to the Board who shall maintain a list of Member Entities and Directors, take and maintain minutes, resolutions and other written documents evidencing the actions of the Member Entities and Board of Directors, and perform such other functions as directed by the Board of Directors or Executive Director.

NorthCOG will rely on RPC staff for operational and administrative support, and the Executive Director shall have the power to appoint RPC staff to fulfill such operational and administrative functions as the Executive Director deems prudent subject only to the oversight of the Board of Directors. The RPC shall serve as NorthCOG's fiscal, operational, and administrative agent and be responsible for providing services including, without limitation, human resources, payroll, finance, benefits, legal services, recordkeeping, correspondence, document maintenance, public information, auditing, financial reporting, and other supportive services. RPC will be reimbursed for direct and proportionate indirect costs necessary to fulfill its operational and administrative support role.

ARTICLE 5. MEETINGS AND VOTING

Section 5.00. Meetings. The Board of Directors shall meet a minimum of once per calendar quarter and shall designate a month in which it will hold its annual meeting. At its annual meeting, the Board of Directors shall set a calendar of regular meetings for the next year, elect a Chairman and Vice-Chairman to serve for the next year, adopt an annual budget (which shall include establishing the annual contributions to NorthCOG to be made by each Member Entity), and do such other things as the Board deems appropriate. Special meetings of the Board of Directors may be called by the



Chairman or any two Directors, in consultation with the Executive Director, as deemed necessary to achieve the priorities established by the Board of Directors.

Meetings of the Board shall be held at the location designated by the Chairman or the Directors calling such meeting. Meetings of the Board shall be conducted pursuant to the most current edition of Robert's Rules of Order.

Section 5.01. Quorum and Voting. Each Director shall be entitled to one vote. The presence of two-thirds (2/3) or more of the Directors at a meeting in person or by approved electronic means shall constitute a quorum. Except as otherwise specified herein, all matters coming before the Board shall be decided by majority vote.

Section 5.02. Fixing of Record Date. For the purpose of determining the Directors entitled to notice of or to vote at any meeting of Board of Directors or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or for the purpose of any lawful action, the Board of Directors may fix in advance a record date which shall not be more than sixty (60) days and not less than ten (10) days. If no record date is fixed, the record date for the determination of Directors entitled to notice of or to vote at a meeting of Board of Directors shall be the date on which notice of the meeting is mailed, and the record date for the determination of Directors for any other purpose shall be the date on which the Board of Directors adopts the resolution relating thereto. A determination of Directors of record entitled to notice of or to vote at a meeting of the Board of Directors shall apply to any adjournment of the meeting.

Section 5.03. Attendance. Attendance in person at all meetings is expected for all Directors. Directors who are unable to attend in person may, by prior written notice to the Executive Director, designate a representative to serve in their absence as their proxy. Directors may participate in a meeting of the Board of Directors through the use of any means of communication by which all persons participating may simultaneously hear each other during the meeting. Such participation shall constitute presence in person at the meeting and the Director shall be allowed to vote on matters before the Board.

Section 5.04. Notice. Written notice stating the place, date, and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 48 hours, nor more than sixty days before the date of the meeting. Notice shall be delivered by or at the direction of the Chairman, or the Directors calling the meeting, to each Director entitled to vote at such meeting. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. Whenever any notice is required to be given under the provisions of these Bylaws, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

Section 5.05. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these Bylaws, or the Articles of Incorporation.

Section 5.07. Informal Action by Directors. Any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, or of any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof, or by all the members of such committee, as the case may be. Any such consent signed by all the Directors or all the members of the committee shall have the same effect as a unanimous vote, and may be stated as such in any document filed with the Secretary of State.



ARTICLE 6. FINANCIAL

Section 6.00. Fiscal Policy. The fiscal policies and practices of RPC, as the fiscal agent, will serve as the fiscal policies and practices of NorthCOG, and the fiscal year of the RPC shall be the fiscal year of NorthCOG. Accordingly, the Executive Director shall cause to be kept correct and complete books and records of account and all books and records of the Board may be inspected by the Board of Directors for any proper purpose at any reasonable time.

Section 6.01. Establishment of Budget and Annual Contribution. The Board of Directors shall establish NorthCOG's budget annually and submit this budget to the Members for each Fiscal Year. The Budget may be amended by action of the Board. The Budget shall establish and provide for the payment of annual contributions of the Member Entities.

Section 6.02. Compensation. The Board of Directors shall receive no compensation, nor any reimbursement of expenses.

Section 6.03. Fiduciary Duty. Directors have a fiduciary duty to conduct the activities and affairs of NorthCOG in the organization's best interests and to refrain from self-dealing or other conduct which is contrary to these Bylaws, the Act, and the policies and procedures established by the Board of Directors. The Board of Directors shall discharge their duties in good faith and with the care an ordinarily prudent individual would exercise under similar circumstances.

Section 6.04. Conflict of Interest. Directors shall not vote on any matter in which such Director or a Director's family member, partner, employer, or client has an interest in any property or business that would be affected by such action. Directors shall disclose all known conflicts of interest promptly upon realizing the existence of such conflict. In the event that a Director abstains from a specific vote due to a conflict of interest, the conflict shall be disclosed prior to consideration by the Board.

ARTICLE 7. INDEMNITY AND INSURANCE

Section 7.00. General. Notwithstanding any provision in these Bylaws to the contrary, individuals who serve as Directors, officers, and agents shall have all rights of indemnification and defense provided under law.

Section 7.01. Third Party Actions. NorthCOG shall hold harmless, defend and indemnify any person or member, who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, administrative or investigative (other than an action by or in the right of NorthCOG) by reason of the fact that he, she or it is or was a Director, officer, member, or agent of NorthCOG, or who is or was serving at the request of NorthCOG as a Director, officer, or agent of another partnership, joint venture, trust or other enterprise, against any amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of NorthCOG.

Section 7.02. Insurance. As NorthCOG's fiscal agent, RPC shall purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of NorthCOG, or who is or was serving at the request of NorthCOG as a Director, officer, or agent of another NorthCOG, partnership, joint venture, trust or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his or her status as such.



Section 7.03. No Waiver of Governmental Immunity. Members agree that no provision of these Bylaws is intended, nor shall it be construed, as a waiver by any Member of any governmental immunity provided under any applicable law.

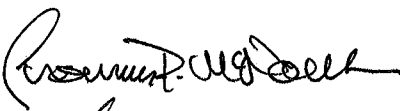
SECTION 8.00. OTHER.

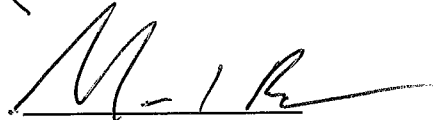
Section 8.00. Amendments. These Bylaws may be amended by the concurrence of at least two-thirds (2/3) of a quorum of the Board of Directors present at a duly convened meeting. Notice of any meeting at which an amendment is to be considered shall contain notice that the Bylaws are proposed to be amended and shall include the language of the proposed amendment, in full. Provided, however, that nothing shall prevent the Board of Directors from voting upon a proposed amendment which has been revised during debate at such meeting.

Section 8.01. Independent Verification. In discharging their duties, the Board of Directors is entitled to rely upon information, opinions, reports or statements, including financial statements and other financial data presented to them without the need to independently verify such information.

Section 8.02. Non-Discrimination. NorthCOG shall comply with all applicable laws prohibiting discrimination. NorthCOG shall not provide services in a manner that discriminates against a person with respect to employment, compensation, or a term, condition, or privilege of employment because of religion, race, color, national origin, age, sex, sexual orientation, height, weight, marital status, partisan considerations, disability, or genetic information that is unrelated to the person's ability to receive services from NorthCOG.

These Bylaws were adopted by action of the Northern Illinois Council of Governments on the 27 day of August 2021.

Thomas P. McNamara 
Chairman



Attest

MICHAEL DUNN

