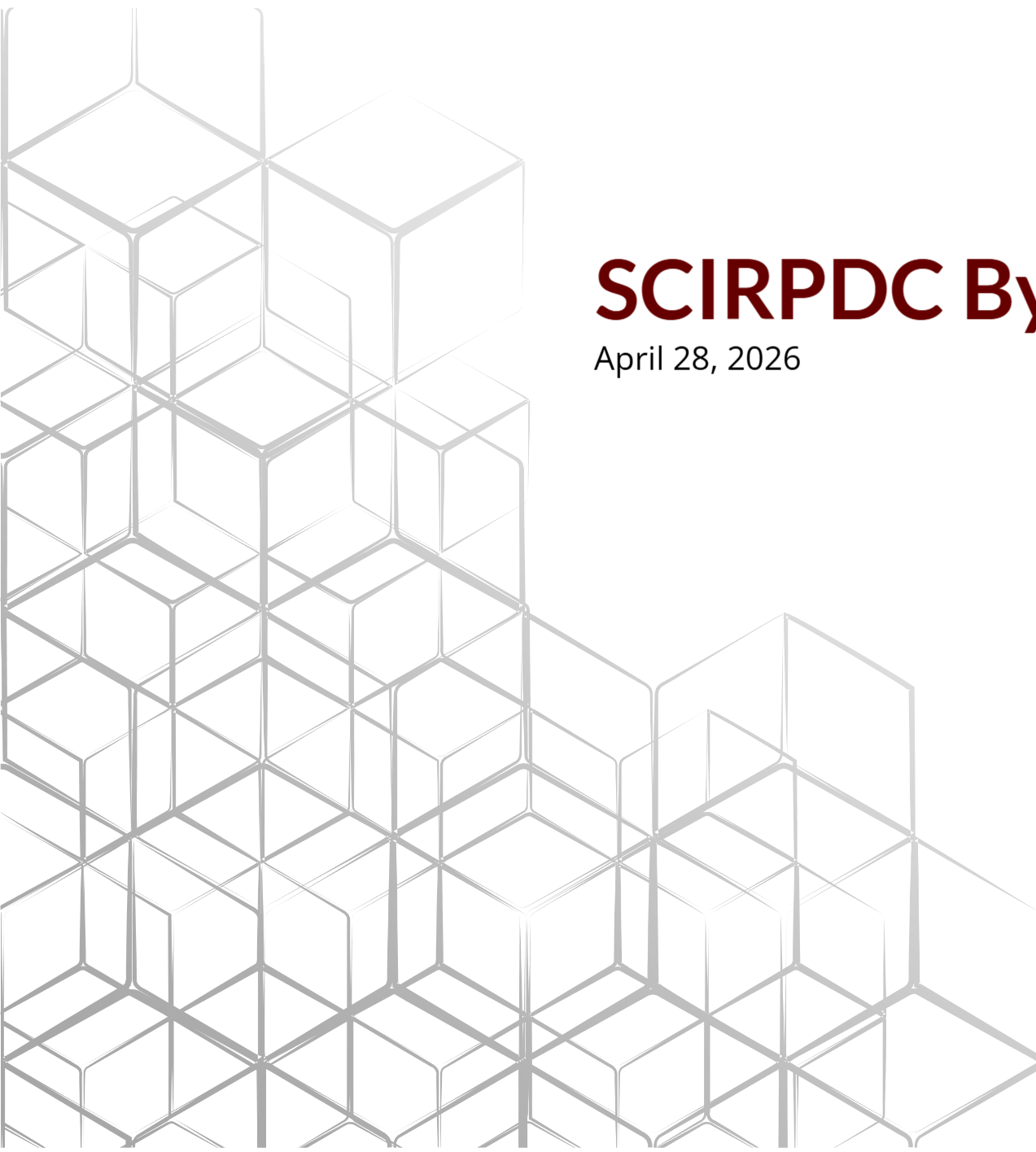
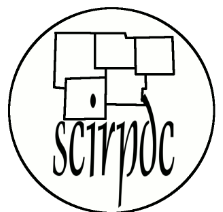
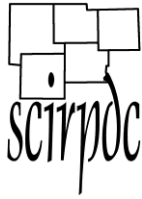




SCIRPDC By-Laws

April 28, 2026





South Central Illinois Regional Planning & Development Commission

120 Delmar Avenue / Suite A - Salem, Illinois 62881-2000

Phone: (618) 548-4234 Fax: (618) 548-4236 www.scirpdc.com

Serving the Illinois Counties of Clay, Effingham, Fayette, Jasper and Marion since 1972

**RESOLUTION OF THE SOUTH CENTRAL ILLINOIS REGIONAL PLANNING AND
DEVELOPMENT COMMISSION APPROVING AMENDMENTS TO THE COMMISSION BY-LAWS**

WHEREAS, the Board of Commissioners of the South Central Illinois Regional Planning & Development Commission has reviewed the current By-Laws and has determined that certain amendments are necessary in in the best interest of the Organization; and

WHEREAS, the proposed amendments to the By-Laws have been presented to the Board of Commissioners and reviewed in accordance with requirements set forth in the existing By-Laws and applicable law;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the South Central Illinois Regional Planning and Development Commission as follows:

Section 1: that the amendments to the By-Laws, in the form attached hereto as "Exhibit A", are hereby approved and adopted in all respects.

Section 2: that the By-Laws of the Commission are hereby amended effective April 28, 2026, and that all prior versions of the By-Laws are superseded to the extent inconsistent with such amendments.

PASSED AND ADOPTED THIS THE 28th DAY OF APRIL 28, 2026 A.D.

APPROVED:

Larry Taylor, Chairman
SCIRPDC Board of Commissioners

ATTEST:

Douglas Knebel, Corporate Secretary
SCIRPDC Board of Commissioners

Yes Votes: _____

No Votes: _____

Absent: _____

Abstentions: _____

Table of Contents

Article 1: Name & Location	1
1.1 Governing Document.....	1
1.2 Name	1
1.3 Office Location	1
1.4 Definition and Terms	1
Article 2: Powers & Responsibilities	2
2.1 Legal Authority	2
2.2 Functions & Responsibilities	2
2.3 The Commission.....	2
Article 3: Policy-Making Body Composition	5
3.1 Board Membership	5
3.2 Board Authority.....	7
3.3 Board Replacements	7
3.4 Board Compensation	7
Article 4: Commission Officers	7
4.1 Officers	7
4.2 Chairperson	7
4.3 First Vice-Chairperson	7
4.4 Second Vice-Chairperson	8
4.5 Corporate Secretary	8
4.6 Treasurer	8
4.7 Executive Director	9
4.8 Other Commission Personnel	9
4.9 Delegation of Duties.....	9
4.10 Election of Commission Officers	9
4.11 Filling of Vacancies	10
Article 5: Standing & Special Committees	10
5.1 Committee Authorizations	10
5.2 Executive Committee	10
5.3 Operations and Budget Committee	11
5.4 Personnel Policy Committee	11
5.5 Area-wide Loan Review Committee.....	12
5.6 Other Special Committee Appointments.....	13

Article 6: Commission Meetings	13
6.1 Open Meetings.....	13
6.2 Governance at Meetings.....	14
6.3 Regular Business Meetings	14
6.4 Special Commission Meetings	14
6.5 Order of Business.....	15
6.6 Annual Commission Meeting.....	15
6.7 Committee Meetings	15
6.8 Reconvened Meetings.....	15
6.9 Securing a Quorum	16
6.10 Methods of Voting	16
6.11 Minutes of Meetings.....	17
6.12 Execution of Documents	17
6.13 Use of Commission Seal.....	17
6.14 Indemnification	17
Article 7: Fiscal Administration	18
7.1 Fiscal Management	18
7.2 Fiscal Period	18
7.3 Governing Documents	18
7.4 Year-End Audits	18
Article 8: Amendment of By-Laws	18
8.1 Modification and Amendment.....	18
8.2 Severability.....	19
8.3 Adoption.....	19

Commission By-Laws

WHEREAS, the counties of Clay, Effingham, Fayette, Jasper, and Marion in the State of Illinois, have each previously adopted joint resolutions for the establishment of a "regional planning commission" and said resolutions include provisions for the establishment and adoption of "by-laws."

NOW, THEREFORE, BE IT RESOLVED, that the following by-laws be and are hereby adopted as the official by-laws of the South Central Illinois Regional Planning and Development Commission (SCIRPDC).

Article 1: Name & Location

Section 1.1. Governing Document: This document, together with any written amendments hereinafter duly adopted, shall constitute the by-laws of the Commission, and any previous versions of the Commission's by-laws are hereby amended by the complete substitution of this document.

Section 1.2 Name: The name of the Commission shall be the "South Central Illinois Regional Planning and Development Commission".

Section 1.3. Office Location: The offices of the South Central Illinois Regional Planning and Development Commission are located at 120 South Delmar Avenue, Suite A, Salem, Illinois 62881-2000. However, the Commission may hold its regularly scheduled business meetings at such other places as it may designate by so voting the change and place of each meeting. This will normally be accomplished by the adoption of an "Annual Meeting Schedule" at the November business meeting each calendar year. In general, the Commission's offices shall remain open and staffed during normal business hours 8:00 AM to 4:00 PM Monday through Friday, except holidays whenever it is safe for the staff and productive to do so. When in the opinion of the Executive Director, the offices are closed on an emergency basis, the staff will be notified by phone, text, or e-mail at their homes.

Section 1.4. Definitions and Terms: As used in these by-laws, the terms have the indicated meaning provided below:

"Commission" or "SCIRPDC" shall refer to and mean the South Central Illinois Regional Planning and Development Commission.

"The Region" or "Five-County Area" shall refer to and mean the Illinois counties of Clay, Effingham, Fayette, Jasper, and Marion as well as the entirety of the corporate limits of the City of Centralia and the City of Wamac, Illinois.

"Local Units of Government" shall refer to and mean any village, town, city, township, or county located within Clay, Effingham, Fayette, Jasper, and/or Marion County.

"The Act" shall refer to and mean Chapter 55, Division 5, Section 14001, et. seq. of the Illinois Compiled Statutes (as revised) through which the respective counties were granted the necessary authority to create and establish the Commission in order to prepare a "regional plan."

Article 2: Powers & Responsibilities

Section 2.1. Legal Authority: The Commission shall function in accordance with the provisions of the Illinois Regional Planning Act (Illinois Compiled Statutes [as amended], Chapter 55, Division 5, Section 14001), and the previously adopted county board joint resolutions establishing the Commission to serve Clay, Effingham, Fayette, Jasper, and Marion Counties.

Section 2.2. Functions and Responsibilities: In accordance with the legal authority cited in Article 2.1.

Section 2.3. The Commission:

- a. Shall encourage the cooperation of the political subdivisions within the five-county region, in any matter whatsoever, which may concern the regional plans or programs prepared by and/or established through the Commission as an aid toward coordination of municipal plans and aspirations with regional goals and objectives.
- b. Shall prepare and recommend to the County Boards, a regional plan, or functional segments thereof, looking to the present and future efficient growth and development of the five-county region. The regional plan may include recommendations for industrial development, land use, traffic circulation, the general location of public works, revitalization, and rehabilitation, and other such considerations relevant to an orderly area-wide planning process. Such a plan shall be known as the Comprehensive Economic Development Strategy: South Central Region. The South Central Illinois Regional Planning

and Development Commission may thereafter recommend changes or updates to the aforesaid multi-county plan.

- c. Shall prepare and recommend to the County Boards, from time to time, other functional plans for specific improvements to promote the realization of the multi-county plan and/or various components thereof including but not limited to functional plans such as Water & Sewer Needs Analysis Study, Regional Housing Element, Regional Transportation Plans, etc.).
- d. Shall have access to information reports and data relating to local planning that are available to and in possession of departments of the municipal and/or county governments located within Clay, Effingham, Fayette, Jasper, and Marion County.
- e. May request, for its information, all municipal or other agency plans, zoning ordinances, official maps, building codes, subdivision regulations, or amendments or revisions of any of the aforementioned documents, as well as copies of reports dealing in whole or in part with planning- related matters from the region's local governments.
- f. Shall consult with and advise units of government concerning the relationship of any local site-specific plans, projects, proposals, and policies adopted or under consideration by any such unit of government to other local or regional plans, projects, proposals, and policies applicable to South Central Illinois Region as a part of the Commission's routine functions for the region and compliance with the federal Single Point of Contact (SPOC) process as applicable.
- g. Shall have authority to contract with any general-purpose unit of local government, special taxing district, or other public or private sector for-profit or non-profit organization within or serving the five-county region to provide specialized planning services or technical staff assistance with appropriate reimbursement, when so requested and deemed appropriate by the Commission's Executive Director and/or the Board of Commissioners.
- h. Shall annually prepare an "Indirect Cost Allocation Plan & Agency-wide Operating Budget" in the same manner as other departments of the county or municipal government. Each of the respective County Boards and the two (2) communities with the greatest population within each of the five counties shall annually appropriate from their funds on a per capita basis, and the administrative staff shall cause to be deposited with the Commission such amounts as may mutually be agreed upon by said county boards

and municipal governments, such total amount to be reflective and representative of the population of said region, according to the latest official U.S. Census of Population along with any special assessment as may be mutually agreed upon.

- i. Annual per capita invoices shall be issued each November and are due within 45 days of the invoice date. Accounts past due will follow a structured notification process: a courtesy reminder at 15 days, a formal written notice at 30 days to appropriate officials, and a final notice at 60 days indicating delinquent status and potential consequences if unpaid within 30 days. Failure to remit payment will result in the delinquency being reported to the full board and may result in the temporary suspension of voting privileges, committee participation, and access to discretionary services.
- j. The Commission shall deposit said funds in a local federally insured lending institution acceptable to the Board of Commissioners for utilization along with other Commission financial resources. Pledges of security shall be routinely requested of the selected lender for any amounts invested above such federal depository insurance limits as required by the Commission's "Investment Policies, Objectives, and Procedural Guidelines."
- k. Shall have the authority to make expenditures upon vouchers executed by proper officers of the Commission from funds appropriated by the separate county boards and other municipal governments as well as those received from all other local, regional, state, and federal funding sources.
- l. Shall have the authority to accept, receive and subsequently administer and expend, or pass through to its constituent local governments, any monies received as gifts, donations, or grants from public or private sources for planning, technical assistance, grant writing and management, business development financing related purposes, or any other lawful purpose, and deposit the same in the Commission's Operating Fund account, and subsequently prepare written warrants upon such monies to be drawn only upon vouchers signed by an officer of the South Central Illinois Regional Planning and Development Commission along with its Executive Director.
- m. Shall have the authority to accept, and receive loan funds from local, regional, state, and federal funding sources and offer security when necessary for such indebtedness in connection with the establishment and operation of area-wide direct loan programs of benefit to the region including the administration of one or more area-wide revolving loan programs designed to promote private sector investments which create or retain

local employment opportunities and/or remove impediments to the region's orderly growth and development).

- n. Shall have authority to negotiate, enter into, and award contracts by competitive bidding or sole source selection with respect to any funds, grants, loans for necessary support services (professional consulting fees, legal fees, auditing fee's, etc.) from whatever source derived, within the limits of such funds provided for in the Commission's board approved annual "Indirect Cost Allocation Plan & Agency-wide Operating Budget."
- o. Shall have authority to appoint and continuously employ an Executive Director and such other full and/or part-time salaried and/or hourly employees as it deems necessary and engage the services of contractual employees or part-time consultants as it may require, within the limits of the funds allocated within the Commission's "Indirect Cost Allocation Plan & Agency-wide Operating Budget."
- p. May acquire real estate and improvements, equipment, and materials for the Commission's use in fulfilling its functions on behalf of the region's public and private sector leadership and legally incur the resultant expenses within limits established within the Commission's "Indirect Cost Allocation Plan & Agency-wide Operating Budget."
- q. The Board shall have and exercise all corporate powers and be responsible for all corporate actions and business.
- r. Shall require investment in economic development in each of the states in the Areas of Operation in which it has a portfolio, with the Board of Directors approving investments through the Commission's budget review.

Article 3: Policy-Making Body Composition

Section 3.1. Board Membership: The Commission's governing body members shall be known as the "Board of Commissioners" and shall be comprised of six (6) representatives from each of the five (5) participating counties, for a total of 30 members, of which:

- a. one (1) member shall represent each participating county and shall normally be the Chairperson of the County Board, or their appointed representative and whose term shall coincide with his or her term of office as such;

- b. one (1) member each shall represent the two (2) most heavily populated municipalities within each participating county who shall normally be the Mayor or Village Board President or his or her official representative selected with the advice and consent of the City Council or Village Board of the respective communities, and whose terms of appointment shall be for their term of office or two (2) years;
- c. two (2) members who are residents of the respective counties shall be appointed by the County Board Chairperson with the consent of the County Board to represent the varied interests and economic sectors of the citizens of the said county, and whose term of appointment shall be for two (2) years or until a new appointment is made;
- d. one (1) member from each participating county shall be appointed by a caucus of the Mayors and Presidents representing the City Councils and Village Boards of the remaining incorporated general-purpose units of government within the said county not granted direct representation to the Commission's governing body by the preceding paragraphs whose term of office shall be for two (2) years or until a new appointment is made; and
- e. The Commission's Executive Director, who shall serve as an "ex-officio" (non-voting member) conducts meetings only, thereby representing the 31st member of the Commission's governing body while affording equal representation for each of the region's five participating counties.
- f. The Commission's board members must be actively involved in encouraging economic development in the Area of Operations. Board members must have background & expertise in internal controls, financial risk management, commercial lending, legal issues relating to commercial lending, and corporate governance. Initial Board may be created by any method permitted by applicable state law.
- g. Directors may be either currently employed or retired. Retirees may represent the field from which they retired.
- h. The Commission required that no Board member may serve on the Board of another Commission.
- i. The Commission specifies Directors from the Commercial Lending field must comprise less than 50% of the representation on the Board.

- j. The Board of Directors shall maintain Directors' and Officers' Liability and Errors and Omissions insurance in amounts based on the size of the Commission's portfolio and other relevant factors.

Section 3.2. Board Authority: The corporate authority for the Commission and the overall direction of its policies and affairs shall be entrusted to the members comprising the Board of Commissioners, as described in Section 3.1 of this Article. Commissioners shall be seated on the Board of Commissioners for a term commensurate that previously described except that the term of appointment for a Commissioner appointed to fill a vacancy on the Commission's governing body shall be for the unexpired term of the predecessor.

Section 3.3. Board Replacements: In the case of death, incompetence, malfeasance in office, neglect of duty, relocation outside the region, or other reasonable cause(s), a Commissioner may be removed from the Board of Commissioners by the action of the appointing authority. Repeated absences from Commission meeting (i.e., attending less than three (3) meetings in a given calendar year without good cause) may be deemed neglect of duty and shall be reported by the Commission's Executive Director to the appointing authority for a possible new appointment.

Section 3.4. Board Compensation: Members appointed to the Board of Commissioners or standing committees thereof shall serve without financial compensation but may be reimbursed for out-of-pocket expenses incurred in the performance of their Commission duties and responsibilities in accordance with the policies of the Commission in effect from time to time.

Article 4: Commission Officers

Section 4.1. Officers: The officers of the South-Central Illinois Regional Planning and Development Commission shall include: A Chairperson, a First Vice-Chairperson, a Second Vice-Chairperson, a Corporate Secretary, and a Treasurer.

Section 4.2: Chairperson: The Chairperson shall preside at all regularly scheduled business meetings of the Commission except as otherwise authorized by resolution of the Commission. Except as otherwise provided for, the Chairperson shall sign all contracts, notes, deeds, and other legal instruments made by the Commission. At each business meeting, the Chairperson shall submit such recommendations and information as he or she may consider proper concerning the business affairs and policies of the Commission. The Chairperson is entitled to vote on any matter coming before the Board of Commissioners.

Section 4.3: First Vice-Chairperson: The First Vice-Chairperson shall perform the duties of the Chairperson in the absence of or the Chairperson's incapacitation and in case of the resignation or death of the Chairperson. The First Vice-Chairperson shall perform such duties as are normally entrusted to the Chairperson, until such time as the Chairperson is able to resume his or her responsibilities or the Board of Commissioners shall elect a new Chairperson.

Section 4.4: Second Vice-Chairperson: The Second Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson and First Vice-Chairperson, and in case of the death or resignation of the Chairperson and First Vice-Chairperson. In such instances, the Second Vice-Chairperson shall perform such duties as are normally entrusted to the Chairperson, until such time as the Chairperson or First Vice-Chairperson is able to resume his or her responsibilities, or the Board of Commissioners shall elect a new Chairperson.

Section 4.5: Corporate Secretary: The Corporate Secretary for the Commission shall keep or oversee the official records (i.e., minutes) of the Commission, shall function as secretary for the meetings of the Commission and record all votes, shall keep an accurate record of the proceedings of the Commission in a journal of proceedings to be kept for such purpose, and shall perform all other required duties incidental to his or her office. The Corporate Secretary shall attest to signatures of Commission officials affixed on all contracts and instruments authorized to be executed by the Commission.

Section 4.6: Treasurer: The Treasurer shall have the responsibility to oversee all funds entrusted to the Commission and shall ensure that the Commission's staff members deposit the same in the name of the Commission, in such banks within the region as the Board of Commissioners may select. The Treasurer shall be authorized to sign all orders and checks for the payment of money and shall oversee payout and disbursement of such monies under the direction of the Board of Commissioners. The Executive Director shall keep the Treasurer informed of any significant issues related to the Commission's business affairs.

All such Commission orders and checks shall be signed by an elected official and the Commission's Executive Director. The Treasurer shall ensure that the Commission's Office Manager/Bookkeeper maintains proper journals and ledgers showing receipts and expenditures and shall render to the Board of Commissioners at each regular business meeting or more often when requested an account of the agency's transactions and the general financial condition of the Commission.

Like other officers, the Treasurer shall give such bond for the faithful performance of his or her duties as the Commission may designate. The Treasurer shall ensure that the Commission

authorizes an audit at the end of each fiscal year by a qualified, certified public accounting firm and the resultant audit report shall be presented and eventually accepted by the Board of Commissioners.

Section 4.7: Executive Director: The Executive Director shall be appointed by the Board of Commissioners and shall be well qualified in the fields of municipal and regional planning, public administration, and business management. The Executive Director shall have general supervision over the routine administration of the corporation's business and affairs; the direction and supervision of all programs and personnel; hiring and dismissal authority of professional and non-professional staff in accordance with the Commission's personnel policies; and shall be empowered to contract in the name of the Commission for such services, supplies and commodities as required to fulfill the organization's duties and responsibilities and implement the Commission's annual "Indirect Cost Allocation Plan & Agency-wide Operating Budget."

The Executive Director shall serve as an ex-officio member of both the Board of Commissioners and all Standing Committees except for the Personnel Grievance Committee and shall be the exclusive agent of the Commission. In such capacities, the Executive Director shall be a co-signer of all orders and checks issued by the Commission and shall also serve as Assistant Corporate Secretary when necessary or expedient. The Executive Director shall give such bond for the faithful performance of his or her duties as the Board of Commissioners or various funding sources may designate. The compensation of the Executive Director shall be reviewed annually and established by the Board of Commissioners.

Section 4.8: Other Commission Personnel: The Board of Commissioners, acting upon the advice and counsel of the Executive Director, may from time to time employ such additional full or part-time personnel or private contractors or consultants as may be deemed necessary to effectively carry out the duties and responsibilities of the Commission on behalf of its local constituents. No more than 50% of the Board can be from the Commercial Lending Field.

Section 4.9. Delegation of Duties: The duties and responsibilities imposed upon the various officers of the Commission as set forth in earlier portions of this article may be delegated to other persons typically a full-time permanent employee of the Commission, but each officer shall continue to directly supervise the actual performance of said duties and responsibilities for the good of the regional organization.

Section 4.10. Election of Commission Officers: The Chairperson, First Vice-Chairperson, Second Vice-Chairperson, Corporate Secretary, and Treasurer along with five (5) additional At-Large Members of the Executive Committee shall be elected at the Annual Meeting of the

Commission from among the membership of the Board of Commissioners, and shall hold office for two consecutive years, except the five At-Large Members will hold their office until such time as their successors are duly elected and seated.

Prior to the Annual Meeting of the Commission, a "Nominating Committee" consisting of one Commissioner from each of the five (5) participating counties, shall be appointed by the Chairperson and charged with the responsibility of recommending a "slate of candidates" for each of the ten (10) positions on the Executive Committee. In addition, nominations for Executive Committee members will be accepted from the floor on the evening of the Annual Meeting.

Section 4.11. Filling of Vacancies: Should any position on the governing body or a standing committee become vacant, the Board of Commissioners shall elect a successor from the same county from among its members as soon as can be appointed by either of these three officials: 1) their County Board Chairperson & County Board Members; 2) their Mayor or Village Board President city for the Largest Two County Communities; and 3) the Village Board President of the Smaller County Communities. The proper selection of officials shall make a replacement appointment within a reasonable period, not exceeding 90 days.

Article 5: Standing & Special Committees

Section 5.1. Board Membership: There shall be established and maintained the following "standing committees" to assist and advise the Executive Director and Board of Commissioners in their respective areas of concern: The Executive Committee, the Operations and Budget Committee, the Personnel Grievance Committee; and the Area-wide Loan Review Committee. Voting board members exclude members of staff other than the Executive Director.

Section 5.2. Executive Committee: The Executive Committee shall be composed of the elected officers of the Commission, comprised of voting members of the Board, five (5) additional members elected "at large" from the Board of Commissioners and the Executive Director who shall serve as an ex-officio member, conducting meetings only. The Executive Committee shall be composed of at least two members from each of the five participating counties who are also members of the Board of Commissioners and shall have the necessary powers, including but not limited to annually reviewing and recommending modifications to the Commission's By-Laws, to otherwise act for the Commission in the absence of the Board of Commissioners in emergency situations or when expedient to do so between regularly scheduled business meetings of the Commission. As such, the term of committee members shall be commensurate with the term of

their election by the full Board of Commissioners or until such time as they are duly replaced by the Board of Commissioners as provided for in Sections 4.10 and 4.11.

Six (6) members of the Executive Committee shall constitute a quorum. The act of the majority of those present at which there is a quorum has been achieved shall be the act of the Executive Committee, but the delegation of authority to an Executive Committee does not relieve a Board of its responsibilities. Minutes shall be kept, and all actions of the Executive Committee shall be reported to the Board of Commissioners at the next regularly scheduled Commission meeting. As a courtesy, the minutes reflecting the actions taken by the Executive Committee shall be submitted for retroactive confirmation and approval by the membership of the Board of Commissioners.

The Commission requires the Executive Committee to meet the same organizational and representational requirements as the Board of Directors, except the Executive Committee, must have a minimum of five voting members who are present to conduct business. (Two members, other than the Executive Director, must have Commercial Lending experience and one member must have economic, community, or workforce development experience).

Only the Board or Executive Committee, if authorized by the Board, may provide credit approval for loans greater than \$2,000,000. No further delegation or re-delegation of a Board's authority is permitted.

Section 5.3. Operations and Budget Committee: The Operations and Budget Committee shall be composed of at least two members from each of the five (5) participating counties who are also members of the Board of Commissioners and the Executive Director who shall serve as an ex officio member who conducts meetings only. Membership on this committee shall be appointed by the Commission's Chairperson. This committee shall be responsible for working closely with the Executive Director to formulate an "annual operating budget" as required by Section 2.2 (h) of these by-laws. Accordingly, their term of committee members shall be commensurate with that of the Chairperson who made the appointment or until such time as they are duly replaced by further appointments made by the Commission Chairperson.

Six (6) members of the Operations and Budget Committee shall constitute a quorum, and the act of the majority of those present at which a quorum is achieved shall be the act of the Operations and Budget Committee. Since this committee's primary purpose principally centers upon consideration of a variety of budgetary-related matters to formulate recommendations to the Board of Commissioners, unless otherwise instructed, minutes of such committee meetings will not be kept.

Section 5.4. Personnel Policy Committee: As required by Section 2 of the SCIRPDC Personnel Policies," the Commission's Personnel Policy Committee shall be composed of two members from each of the five participating counties, who shall also be a member of the Board of Commissioners. Accordingly, their term of committee membership shall be commensurate with that of the Chairperson who made the appointment or until such time as they are duly replaced by further appointments made by the Commission Chairperson.

The principal functions of this committee centers upon bi-annually reviewing the "SCIRPDC Personnel Policies" and, as necessary, interpreting the agency's personnel policies to resolve any grievance filed by a full-time Commission employee at the lowest possible level. Except for the annual review function, a meeting of a five-member subset of this committee known as the Personnel Grievance Committee will not be deemed necessary until all efforts have been exhausted to resolve the employee grievance by the action of the Commission's Executive Director.

Six (6) members of the Personnel Policy Committee shall constitute a quorum, and the act of a majority of those present at which a quorum is achieved shall be the act of the Personnel Policy Committee. Except as stipulated by the Commission's "grievance procedures" contained in the most current version of "SCIRPDC Personnel Policies," minutes of the Personnel Policy Committee shall not be kept - but instead shall be reported as appropriate to the membership of the Board of Commissioners at the next business meeting.

Section 5.5. Area-wide Loan Review Committee: The Area-wide Loan Review Committee shall be comprised of two members from each of the five participating counties who are also members of the Board of Commissioners and possess reasonable expertise in the area of "credit analysis." The Executive Director shall also function as an "ex-officio" non-voting member conducting meetings only of the Area-wide Loan Review Committee. No staff member may serve on this committee.

Appointments to the Area-wide Loan Review Committee shall be made by the Commission Chairperson, and their term of committee membership shall be commensurate with the term of the appointed Chairperson or until such time as they are duly replaced by a suitable successor. The principal function of the Area-wide Loan Review Committee will be to conduct a bi-annual review of the Commission's "Investment Policies, Objectives, and Procedures Guideline" and consider loan application proposals prepared by the Commission staff falling under the purview of the Commission's Intermediary Relending (RBI/CDI) Loan Programs, and/or its Title IX RLF Loan Program, etc.

The Area-wide Loan Review Committee may exercise the authority of the Board only as set forth in 13 CFR 120.823(d)(4)(ii); however, the delegation of its authority does not relieve the Board of its responsibility imposed by law or Loan Program Requirements sets delegation authority limit for Loan Committees for credit approvals up to \$2,000,000. For loans of \$1,000,000 to \$2,000,000, the Loan Committee actions must be ratified by the Board or Executive Committee prior to Debenture closing.

The Commission must establish and set forth in detail in a policy manual its credit approval process, and this should be reflected in the By-Laws.

Acting through the Executive Director, the Area-wide Loan Review Committee's written recommendations regarding direct loan proposals shall be shared with the Board of Commissioners or in their absence the Executive Committee membership at the next meeting of the Commission. Accordingly, minutes shall not normally be kept of the Area-wide Loan Review Committee. Accordingly, minutes shall be taken for each full board meeting, which must identify any recusals from voting by any Committee members due to perceived, potential or actual conflicts of interest. Six (6) members of the Area-wide Loan Review Committee including the Executive Director shall constitute a quorum. A quorum of at least five committee members authorized to vote, with attendance allowed in any method allowed by state law.

Section 5.6. Other Special Committee Appointments: Although not to be interpreted as permanent "standing committees" of the Commission, the Commission Chairperson, full Board of Commissioner's and/or the local governments served by the Commission may from time to time find it necessary or beneficial to appoint "other special committees" to serve in an advisory capacity to the Commission's staff or governing body. In general, such advisory committees are expected to have a rather narrowly defined function focusing upon a single area of concern.

In order to ensure that the area's expertise relative to such functional areas is mobilized for the benefit of the region, membership on such ad hoc "advisory committees" need not be limited to individuals seated on the Board of Commissioners. Depending on the source of such committee appointments and the magnitude of their advisory responsibilities and the term of ad hoc committee membership may vary considerably. In general, members of such committees will serve without compensation; however, in certain instances, such individuals may be reimbursed by the Commission or other appointing local government entity for the actual expenses incurred in performing such duties and responsibilities.

Article 6: Commission Meetings

Section 6.1. Open Meetings: All meetings, whether regular or special meetings of the Board of Commissioners, shall be public meetings and conducted in accordance with the Open Meetings Act of Illinois Compiled Statutes, Chapter 102, Section 41 et. seq. 1977 as mandated; provided, however, that pursuant to the terms of the Open Meetings Act, closed sessions may be held for the following purposes:

- a. For deliberation concerning personnel or collective negotiating matters relating to employment by the Commission;
- b. To consider the Commission's acquisition of real property;
- c. To consider a pending court proceeding either against or on behalf of the Commission;
- d. To deliberate matters involving professional ethics and/or technical performance; and/or other instances where the state constitution and/or state or federal laws provide that public bodies and not for profit organizations can legally hold closed meetings.

Section 6.2. Governance at Meetings: The duly elected Commission Chairperson or in his or her absence the First Vice-Chairperson or Second Vice-Chairperson successively shall preside over all regularly scheduled or specially called meetings of both the Board of Commissioners and/or Executive Committee. Should none of the duly elected officers find it possible to be present at the meeting in question, the Commissioner's in attendance may appoint from their membership a temporary chairperson who shall preside at the meeting. Parliamentary procedure at all Commission meetings shall be governed by "Robert's Rules of Order" as revised.

Section 6.3. Regular Business Meetings: Regular business meetings of the Commission are required to meet at least quarterly; the Commission opts to meet six times per calendar year on the last Tuesday of each month and shall be responsible for Commission staff decisions and actions. Notice of the time, date, and specific location of each regularly scheduled monthly business meeting will be mailed or emailed to the members of the Board of Commissioners not less than five calendar days in advance of the actual meeting date. In the event that the date of the regularly scheduled business meeting falls on a legal holiday, said the meeting should normally be held on the next succeeding normal business day i.e., the last Wednesday of the month or the first Wednesday of the following month, etc.

When, in the opinion of the Executive Director, it would be perilous to attempt to travel to the said monthly meeting, or that it is unlikely that a legal quorum can be obtained as defined in Section 6.9 to officially conduct business, the staff will immediately attempt to contact and alert all board members and guests of the decision by telephone, text or e-mail.

Section 6.4. Special Commission Meetings: The Chairperson of the Commission shall, when he/she deems it necessary and expedient, or upon the written request of any five (5) members of the Board of Commissioners, call a "special meeting" of the Commission for the purpose of transacting any business designated in the call. The call for such a meeting shall, to the extent feasible, utilize the same notification measures as that of a "regularly scheduled meeting" ref. Section 6.3. At special meetings, no business shall be transacted except that designated in the call, unless 100% attendance is achieved, in which case any and all Commission business may be transacted.

Section 6.5. Order of Business: At regularly scheduled or special business meetings of the Commission, the following "order of business" shall be maintained:

- | | | | |
|-----|------------------------|------|------------------------|
| (1) | Roll Call | (6) | Staff Progress Reports |
| (2) | Recognize Guests | (7) | Committee Reports |
| (3) | Approval of Minutes | (8) | Old Business |
| (4) | Bills & Communications | (9) | New Business |
| (5) | Treasurer's Report | (10) | Adjournment |

To the extent feasible, the advance notice provided by staff to all members of the Board of Commissioner's shall contain a proposed agenda which may be amended by the Chairperson the evening of the meeting, a copy of the previous month's minutes for advance review, and where possible, various handouts designed to aid policy body members in preparing for and fully understanding the issue to be discussed.

Section 6.6. Annual Commission Meeting: The Annual Meeting of the Commission shall normally be held on the last Tuesday in October of each calendar year or at such other time and place to be determined by the full Board of Commissioners. Commission officers for the coming year shall be elected at the Annual Meeting.

Section 6.7. Committee Meetings: The Chairperson of the Commission or the Committee Chairperson may when he or she deems it to be necessary and expedient or upon the written request of any two (2) members of a "standing committee" of the Commission, call for a meeting of the committee membership in question for the purpose of transacting any business designated in the call. The call for such a meeting shall utilize the same notification measures as that of a regularly scheduled meeting ref. in Section 6.3.

Section 6.8. Reconvened Meetings: Any meeting of the Board of Commissioners or "standing committee" of the Commission may by motion and second of any two voting members and the

approval of a majority of those in attendance be recessed with the intent of being reconvened at a specific later time and place, provided that there is no substantial change in the scope of the original meeting agenda.

Section 6.9. Securing a Quorum: The powers of the Commission shall be vested in the membership of the Board of Commissioners and officers thereof from time to time. A simple majority of appointed board positions including the attendance of the Executive Director shall constitute a quorum of the full governing body for the purposes of conducting its business, otherwise exercising its powers and for all other purposes. When a quorum is in attendance at a regular or special meeting of the Board of Commissioners or any of the Commission's "standing committees," action may be taken upon a consensus vote of the majority of those present. For instance, when a vacancy occurs in the membership of board member(s), the number of members needed for a quorum will change. Example: If there are 26 active board members, then 14 members in attendance shall constitute a quorum, etc.

Section 6.10. Methods of Voting: Every member of record at the date of a Commission meeting according to the records of the Corporate Secretary shall be entitled to cast one vote on each matter under discussion. All questions and/or issues coming before the Board of Commissioners or any of the Commission's "standing committees" shall be voted upon in one of the following manners:

- (1) voice vote;
- (2) a show of uplifted hands;
- (3) a roll call voice vote of those present; or
- (4) a secret ballot.

Any voting member of the Board of Commissioners may specifically request and shall be granted a roll call voice vote regarding any matter before the Board of Commissioners, and when requested, the votes of the individual members shall be entered into the minutes of the meeting.

The Commission must have no perceived, potential, or actual conflicts of interest including, for example, a Loan Committee member participating in deliberations on a loan for which the Third-Party Lender is the member's employer, or the member is otherwise associated with the Third-Party Lender.

The Commission requires that at least one of the voting board members have a background in economic, community, or workforce development experience (representing one of these fields).

Normally, votes cast in connection with the acceptance of the recommendations of the Area-wide Loan Review Committee (relative to loan proposals) will be accomplished by secret ballot.

Section 6.11. Minutes of Meetings: The Corporate Secretary acting through the Executive Director shall ensure that an accurate journal of proceedings (i.e., a detailed set of minutes) is developed and mailed or emailed to each member of the Board of Commissioners prior to the next subsequent monthly business meeting. Said minutes shall be reviewed and formally adopted or modified to improve their accuracy at the next regular meeting of the Board of Commissioners at which a quorum is achieved. The executed originals of the minutes of all monthly business meetings including any resolutions adopted during such meetings shall be maintained in the Commission's offices as a public record and made available for inspection by interested parties.

Section 6.12. Execution of Documents: When written evidence is required regarding the Commission's authorization for or approval of certain action(s), such documentation will normally be provided via the adoption of a written "resolution" which states the Commission's position on the matter in question, the date of such action and the signatures of both the Chairman and Corporate Secretary. However, routine "certifications" may be executed by the Executive Director or other appropriate staff members on behalf of the regional organization.

All checks or other orders for the payment of money by the Commission shall be prepared by the Office Manager/Bookkeeper for the initial review by the Executive Director. Said Commission check(s) must then be executed (i.e., counter-signed) by the Commission's Executive Director and any one (1) of the remaining duly elected members of the Commission's Executive Committee both of whom shall be properly covered by a position fidelity bond in the amount of not less than \$25,000.00.

Section 6.13. Use of Commission Seal: The "official seal" of the Commission shall be in the custody of the Executive Director and shall be of such form and design and bear such inscription as the Board of Commissioners may designate from time to time.

Section 6.14. Indemnification: The Commission shall indemnify any person who was or is a party to, or is threatened to be made a party to any threatened, pending or completed legal action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that such person is or was a commissioner, officer, committee member, employee or agent of the Commission against expenses (including attorney's fees, etc.) judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person, provided that the individual

acted in "good faith" and in a manner reasonably believed to be in the best interests of the regional organization.

Article 7: Fiscal Administration

Section 7.1. Fiscal Management: Acting principally through its Executive Director, the Board of Commissioners shall ensure that sound "fiscal management practices" are employed at all times relative to the public and/or private sector monies entrusted to the regional organization.

Section 7.2. Fiscal Period: Unless modified by an amendment to these by-laws, the Commission's "fiscal year" of operation shall be consistent with that utilized by the federal government (i.e., currently October 1st through September 30th of the following calendar year). Accordingly, the Executive Director shall annually meet with the membership of the Operations and Budget Committee in a time frame that permits the presentation of recommendations regarding the Commission's "Indirect Cost Allocation Plan & Agency-wide Operating Budget" to the Board of Commissioners for adoption (by resolution) during the September monthly business meeting.

Section 7.3. Governing Documents: All fiscal management decisions and actions were taken by the Board of Commissioners and/or Executive Director shall be governed by the policies and procedures previously set forth in two (2) interrelated Commission-authored financial documents which include: (1) the "Indirect Cost Allocation Plan & Agency-wide Operating Budget"; and (2) the Commission "Investment Policies, Objectives, and Procedural Guide."

Section 7.4. Year-End Audits: The Executive Director shall annually ensure that an independent certified public accounting firm is employed to objectively examine the financial transactions and fiscal management practices of the Commission during the preceding fiscal year in accordance with generally accepted auditing standards issued by the Comptroller General of the United States and the Office of Management and Title 2 U.S. Code of Federal Regulations (CFR) Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards (Uniform Guidance) to state and local governments and Non-Profit Organizations (replaces OMB Circular-133) . The results of the year-end audit shall be presented to the Board of Commissioners at the earliest possible business meeting after completion of the year-end report.

ARTICLE 8: AMENDMENT OF BY-LAWS

Section 8.1. Modification and Amendment: The Commission's "by-laws" may be modified and amended from time to time by a majority vote of the members present at any "regular" or "special meeting" of the regional organization at which a quorum is achieved, provided that written notice of the meeting shall include a copy of the proposed amendment and notice of intent to vote on such modifications. The call for such a meeting to amend the by-laws shall utilize the same notification measures as that of a "regularly scheduled meeting" (ref. Section 6.3).

Section 8.2. Severability: If any component, portion, or provision of these by-laws, or the application of their provision to any person or circumstance, is held to be "invalid," the invalidity of that single component, portion, or provision shall not affect the other provisions contained in these by-laws.

Section 8.3. Adoption: These by-laws have been adopted by a roll call vote of the individual members of the Board of Commissioners at a regularly scheduled meeting of the Commission at which a quorum was in attendance. They shall become effective immediately upon their passage and repeal and replace any earlier Commission by-laws.