



Illinois City/County Management Association

founded in 1953

Bylaws of Illinois City/County Management Association founded in 1953:

I. NAME OF THE ORGANIZATION

The name of this organization shall be the Illinois City/County Management Association (ILCMA).

II. PURPOSE OF THE ORGANIZATION

The purpose of this organization shall be to foster and encourage the personal and professional development of its members in order that they may better serve their communities and to promote, encourage and preserve high ethical standards for municipal and county government management professionals. ILCMA is the official statewide organization unit in Illinois representing the International City/County Management Association.

III. MEMBERSHIP AND QUALIFICATIONS

A. CORPORATE MEMBERS (Voting)

The following are corporate members and thus they are eligible to vote and hold office:

Municipal managers and administrators and county managers and administrators, chief administrative officers in cities, villages, and counties, townships, directors of councils of government, and any person employed in a position assisting the chief administrative officer of a municipality, county or council of government, members who are in transition from such employment, persons who have retired from such positions and from active professional life, and persons who have been presented with the Robert B. Morris Lifetime Achievement Award

ILCMA Corporate Honorary Lifetime Membership shall be given to all Robert B. Morris Lifetime Achievement Award recipients. In order to become and remain an Honorary member, said members agree to abide by the ICMA Code of Ethics, tenants one (1), two (2), three (3), six (6) and twelve (12). Honorary members shall receive ILCMA's newsletter (via electronic delivery) and registration rates at the corporate member level for all events.

All members of the Illinois City/County Management Association must be eligible to be a member in good standing of the International City/County Management Association (ICMA).

All members are encouraged to be Credentialed Managers as set forth by ICMA.

All members of the Illinois City/County Management Association shall accept and abide by the Code of Ethics of ICMA. ILCMA members who are not ICMA members shall agree to submit to a peer-to-

peer review as outlined in the ILCMA Rules of Procedure for Enforcement of the ICMA Code of Ethics should there be an allegation of unethical conduct.

B. NON-CORPORATE MEMBERS (Nonvoting)

The following classifications are non-corporate members and thus they are not eligible to vote or hold office:

1. COOPERATING NON-CORPORATE MEMBERS shall be either individuals employed in a city, village, county or council of governments, who have municipal management as a career objective; or persons who by personal attainment and interest are eligible to cooperate with practicing managers or administrators in the advancement of professional knowledge and practice.

2. STUDENT NON-CORPORATE MEMBERS shall be persons studying for a career in Public Administration.

3. LOCAL GOVERNMENT PARTNERS shall be Friends of ILCMA, as defined by the ILCMA Corporate Partnership Standard Operating Procedure, and/or employees of firms working with local government who take an interest in the advancement of professional management for local government managers and administrators.

4. CONSULTANT MEMBERS shall be employees of firms working with local government who do not wish to be a Local Government Partner under the ILCMA Corporate Partner program.

All cooperating members of the Illinois City/County Management Association shall be encouraged to be members in good standing of the International City/County Management Association.

5. NON-CORPORATE ILCMA HONORARY MEMBERS shall be so designated by the ILCMA Board of Directors because of distinguished service to local government management in Illinois. Honorary members shall be proposed by at least five active ILCMA members and must initially be approved by a super majority vote of the ILCMA Board of Directors. An ILCMA honorary member remains so designated until either of the following occurs:

- a) Said membership is discontinued by a majority vote of the ILCMA Board of Directors; or
- b) Said membership is discontinued by the honorary member.

In order to become and remain an Honorary member, said members agree to abide by the ICMA Code of Ethics, tenants one (1), two (2), three (3), six (6) and twelve (12). Honorary members shall receive ILCMA's newsletter (via electronic delivery) and registration rates at the corporate member level for all events.

6. NON-CORPORATE ILCMA COMPLIMENTARY MEMBER shall be so designated by the ILCMA Board of Directors or Secretariat because of the need to share information with persons so designated for the betterment of the association. These individuals designated as complimentary members shall be so listed on the records of the association for a term of one year and can be extended year to year. Complimentary members should support the principles and beliefs of ILCMA as outlined in the ICMA Code of Ethics.

The entire, approved list of ILCMA complimentary members shall be reviewed as needed by the ILCMA Secretariat for continuation of the designation.

C. APPLICATION FOR MEMBERSHIP

Applicants for corporate membership shall, as a prerequisite for consideration, file with the Secretariat a membership application form. It is recommended that all applicants for ILCMA, also serve as members of ICMA. Submission of the membership form implies adherence to the ILCMA Statement of Values and the ICMA Code of Ethics. It is required that a complete application be filed when reinstatement of membership is requested. Membership is not transferable; it shall be in the name of the individual and shall not attach to the position. Any member who has resigned or has been removed from his/her position may retain his/her membership status provided the constitutional provisions regarding his/her classification are met.

Members desiring to nominate an Honorary Member shall file an application with the Secretariat on the form supplied as well as documentation from the five supporting members. Said application shall be acted upon by the ILCMA Board of Directors at their next regular meeting. Upon action by the Board the Secretariat shall notify the proposed Honorary Member of the determination. Robert B. Morris Lifetime Achievement Award recipients are automatically given an honorary membership and not subject to this application process.

- The Illinois City/County Management Association is committed to diversity. The association membership is open to all qualified individuals regardless of race, color, national origin, sex, religion, age, physical or mental disability, marital status, veteran status, sexual orientation, political affiliation, or any other factor unrelated to professional qualifications.

IV. OFFICERS, BOARD OF DIRECTORS, ELECTION OF SAME, SECRETARIAT, AND STRATEGIC PLANNING

A. Officers of the Association. The officers of the Association shall consist of a president, president-elect, vice-president, and secretary-treasurer. All officers shall be corporate members in good standing as defined in Article III, and their term of office shall be for a period of one year, or until their successor has been qualified, or upon the departure of an incumbent from service in the profession in the State of Illinois.

1. The PRESIDENT shall serve as the chief executive officer of the Association and shall preside at all meetings of the Board of Directors and the Annual Business meeting of the Association. The PRESIDENT shall make all Chairperson and Committee Member appointments to standing and ad hoc committees unless the bylaws state otherwise, and represent the Association in its contacts with ILCMA affiliates, ICMA, other state associations and other organizations.

2. The PRESIDENT-ELECT shall provide general assistance to the President, Chair the Conference Committee, serve on such committees as may be assigned by the President and preside over Board of Directors meetings in the absence of the President. The President-Elect shall chair one of the conference sub-committees and shall serve as the representative for ILCMA on the ICMA Conference Planning Committee. The President-Elect shall also be responsible for facilitating the annual performance review of the Executive Director.

3. The VICE-PRESIDENT shall provide general assistance to the President, Chair one of the conference sub-committees, and serve on such committees as may be assigned by the President.

4. The SECRETARY-TREASURER shall be responsible for insuring the proper maintenance of minutes, records, standard operating procedures, and documents of the Association. The Secretary-Treasurer shall prepare an annual budget for review and adoption by the Executive Board and

approve the financial transactions including approval of vouchers and checks. Additionally, the Secretary-Treasurer shall serve on such committees as may be assigned by the President.

B. Board of Directors. In addition to the Officers of the Association, the Board of Directors shall consist of the Immediate Past President, the Presidents of the affiliate Metropolitan Management Association, Illinois Association of Municipal Management Assistants, Downstate City / County Management Association, Illinois Association of County Administrators, Southwestern Illinois City Management Association, Women's Legacy Project and four (4) other Directors elected at-large from the Corporate Membership at least one of whom must hold an assistant's position at the time of election, unless at least one of the Officers of the Association holds an assistant's position at the time of election. All Directors shall be corporate members as defined in Article III. The at-large director shall have a term of three years. The term of any person who is a member of the Board because of their elected position as an officer with an affiliate association shall serve as long as he/she is in the position. All directors shall serve until a successor has been qualified, or upon departure of an incumbent from service in the State of Illinois. All members of the Board of Directors must be members in good standing of the ICMA. Directors may serve on special ad hoc committees and task forces.

C. Election and Appointment of Officers.

1. Nominations for officers and directors shall be made by a Nominating Committee as prescribed in V. 8.

2. The nominating committee shall invite nominations from Corporate members in the February issue of the "City/County Management in Illinois" newsletter. The committee shall provide ample opportunity for any eligible association member to express interest in service as an officer or director.

3. In performing their task, the nominating committee shall weigh factors such as desire to serve, past contributions to the profession, diversity of the Board, and geographic representation in selecting a slate of candidates.

4. The nominating committee shall publish its slate of candidates in the April issue of the "City/County Management in Illinois" newsletter, and announce a deadline for Corporate members choosing to be nominated by petition.

5. Corporate members wishing to add their name in nomination may do so by submitting a petition bearing the genuine signatures of at least ten (10) corporate members of the association who are in good standing. The petition shall be submitted to the chair of the nominating committee by May 1 of each year.

6. In the event of a contested election, the election of officers shall be by electronic ballot, prior to the annual meeting. In the event of an uncontested election, officers shall be elected by unanimous consent of the membership at the annual meeting and no ballot is required.

7. The newly elected officers and directors shall assume and hold office commencing at the end of the Annual Meeting and until such time as their successor assumes office at the end of the Annual Meeting at which each of their respective term ends.

8. Vacancies in elected office shall be filled by appointment of the President with the consent of the Board of Directors. If a vacancy occurs within six months of the last election, the immediate past nominating committee shall recommend a replacement to the President who then may be appointed

with the concurrence of the Board of Directors. If a vacancy occurs in the Past-President position, the position will not be filled and the current President will fulfill the duties of the Past-President position.

9. If any member of the Board of Directors is permanently disabled, or is otherwise unable to perform his/her duties because of sickness, accident, injury, mental incapacity or health for a period at least 30 days, that office or directorship may be considered vacated. At that time, the officers of the ILCMA shall have the authority to determine there is an inability to serve and either declare a vacancy in the position or appoint someone to serve in an interim role until said officer can resume duties. If a vacancy is determined to exist, the President shall follow the vacancy procedure set forth in Section IV. C. 8 above.

D. Removal from Office

1. Expulsion Procedure. Upon written request by ten (10) or more Corporate Members, all of whom shall either individually or collectively specify their reason(s) for requesting the same, an Officer or a Director may be eligible for removal from office. The written request must be submitted to the President. The Committee for Professional Conduct shall investigate the matter, which includes a hearing with the accused, and make a recommendation to the full Board of Directors; and, if in the judgment of the Board there exists good cause for expulsion, the accused thereupon shall be advised of the charges preferred. The Officer or Director being recommended for removal from office shall not be in attendance when the Committee makes its report.

2. Appeals. Persons against whom charges have been formally preferred may present a written or personal defense of the same, and such defense shall be considered by the Committee for Professional Conduct.

3. Final Consideration. Within two (2) months of the date upon which the original petition for expulsion of a member has been submitted to the Executive Board by the Committee for Professional Conduct, the Board shall give final consideration to the case. If the accused has at that time neither tendered his/her resignation from the Board nor presented to the Board a defense of the charges against him/her, the Board shall notify said accused that his/her summary expulsion from the Association will be effective immediately. If, however, the accused has presented a statement of defense to the Board of Directors, the Board shall meet in called executive session to consider the same, and the decision of the Board concerning the accused thereafter shall be final.

E. Secretariat.

The Board of Directors may approve by contract the engagement of Secretariat services to provide various administrative functions to the Association. These functions may include, but are not limited to: maintenance of Association records, preparation and administration of the budget, performing accounting, investment and financial transactions on behalf of the Secretary-Treasurer, preparing a newsletter, maintenance of membership records and various staff support service to the President and Board of Directors. The Secretariat shall include the appointment of an Executive Director to the Association who shall be responsible to the Board of Directors for the performance of Secretariat services. The President-Elect shall be responsible for facilitating the annual performance review of the Executive Director. The annual performance review shall be done at the last Board meeting of the year. The Executive Director shall be expected to attend all Board of Directors meetings and committee meetings. The Executive Director shall be kept informed of all action taken by the ICMA Ethics Committee.

F. Senior Advisors.

The Board of Directors may approve the appointment, with concurrence by ICMA, the engagement of Senior Advisor services to provide various support functions to the members of the Association. The Board shall adhere to the Senior Advisor Program Statement of Policy. The functions of the Senior Advisors may include, but are not limited to, provision of information on the various services ICMA and ILCMA provide to members, counseling and support, and referral to other municipal and county contacts for employment.

G. Strategic Planning.

The Board of Directors and other appropriate designees shall participate in a strategic planning session periodically as determined by the Board of Directors. The President, or his or her designee, shall be responsible for facilitating the strategic planning session.

V. COMMITTEES

Standing Committees. The vitality and success of the Association is directly related to the active participation of its members. As such, the Board of Directors shall promote the involvement of all Association members in Affiliate organizations, standing committees and ad hoc committees. The President shall appoint a chairperson or chairpersons to the Conference Committee, Scholarship and Awards Committee, and the Nominating Committee and any duly authorized ad hoc committees for a term of one year unless said appointment and term is otherwise indicated below. The President shall appoint the Chairs of the Professional Development Committee, Committee on Professional Conduct, Communications Committee, and Membership Services Committee who shall serve a two year term. There shall also be a vice-chair of the Professional Development Committee, Communications Committee, Committee for Professional Conduct, and Membership Services Committee who will be expected to step into the chair position when the term of the chairmanship is expired. The designated Chairs of the committees shall select a minimum of six (6) Association members for their respective committees who shall serve terms of one year unless otherwise indicated below. Chairs are encouraged to select a diverse membership for their committees and may request assistance from the Executive Director in determining interest in committee membership from Association members. All committee members shall be in good standing as defined in Article III.

1. The Conference Committee shall plan and organize the summer and winter conferences. The Conference Committee shall be divided into two sub-committees in order to divide the labor of planning the conferences. The Summer Conference Sub-committee shall plan and organize the principal annual Association conference held in June, which includes the Annual Business Meeting. The Winter Conference Sub-committee shall plan and organize the Association conference held in February. The president-elect shall serve as the chair of the Conference Committee. The President-Elect and the Vice President shall decide between themselves who chairs the Summer Conference Sub-committee and Winter Conference Sub-committee. The Committee make-up shall be as follows: two representatives from each affiliate (one to serve on the Summer Conference Sub-committee and one to serve on the Winter Conference Sub-committee) and a representative from the host cities for the summer and winter conference when appropriate. There should also be geographic representation on each of the Sub-committees.

2. The Committee on Professional Conduct shall serve as a fact-finding committee to review ICMA ethics complaints or questions involving Illinois members, develops and carries out education and training activities to promote the highest ethical standards of conduct and serves as the primary

liaison with the ICMA Committee on Professional Conduct. The term of the chair and members shall be two years. Members may serve multiple terms.

3. The IML Municipal Managers Committee shall serve as a liaison between the Association and the Illinois Municipal League participating with the League on legislative and other matters of mutual interest and concern to local government in the State of Illinois. Committee members may be called upon to provide analysis and expertise in a variety of areas, including but not limited to financial management, personnel and labor relations, training and staff development, legislative mandates and other operational impacts or issues affecting local government. The chair and the term of the chair and members are determined by the Illinois Municipal League.

4. The Professional Development and Education Committee shall provide information and guidelines to further the continuing education of its members. In addition, the committee assists ILCMA members in achieving continuing education goals for their respective organizations, and in periodically reassessing the professional development and continuing education goals of the ILCMA membership. There shall be a commitment to the ICMA credentialing program so members are able to achieve professional development goals. The term of the chair shall be two years; there shall be a vice-chair who shall be expected to serve as chair when the respective chair's term is over.

5. The Scholarship and Awards Committee shall recommend to the ILCMA Executive Board annually individuals for the following award categories: Outgoing President's Award, Robert B. Morris Lifetime Achievement Award and Special Service Awards for significant community, professional and personal achievements of members as determined by the Committee and any other awards, scholarships, and grant programs as approved by the Board of Directors. The Committee shall also be charged with the selection of winners of the International Scholarship, Banovetz Scholarship, and conference scholarships. The committee shall follow the various standard operating procedures for the respective awards, as approved by the Board of Directors. Both the President and Past President shall serve on the committee. The President shall chair the committee. Along with the President and Past President, the Committee shall consist of the President from each affiliate association. If the president of the affiliate association designates someone else, that person shall be an officer of the affiliate association. Members must be corporate members of the association in good standing. At least one member of the committee shall be an assistant.

6. The Membership Services Committee shall evaluate current services and provide recommendations on additional member services. The committee shall be responsible for the retention of members as well as the attainment of new members, implementation of the member-in-transition program, implementation of the ombudsman program and shall be responsible for facilitating a survey of the membership every three years. The term of the chair shall be two years; there shall be a vice-chair who shall be expected to serve as chair when the respective chair's term is over.

7. The Communications Committee The Communications Committee adds value to a member's relationship with ILCMA by providing information and opportunities to expand professional knowledge and contacts through a variety of methods including, but not limited to:

- The ILCMA newsletter and articles/discussions,
- Development of a comprehensive strategy using all forms of media networks to communicate professional/association news timely and effectively,
- Assessment of and a periodical re-evaluation of the communication needs and the mechanisms to identify adequacy/deficiencies/improvement opportunities,

- Promotion of the value of professional local government management to elected officials, citizens, and the next generation of professional local government leaders.

The term of the chair shall be two years; there shall be a vice-chair who shall be expected to serve as chair when the respective chair's term is over.

8. The Nominating Committee shall follow the procedures as outlined in section IV.C. The immediate past president is the chair and the membership of the committee shall consist of the President or the president's designee from each affiliate and one at-large corporate member as appointed by the ILCMA President. If the president of the affiliate designates someone else, that person shall be an officer of the affiliate association.

B. Ad Hoc Committees and Task Forces. The President may establish special committees or task forces for the purpose of studying specific topics or performing specific functions for the Association. Members of such ad hoc committees or task forces are appointed by the President, with approval by the Board, for a period not to exceed one year or the President's term of office.

VI. MEETINGS

The annual business meeting of the Association shall be held at the Summer Conference at a time and place to be selected by the President. Any corporate member is eligible to vote on all matters. The meeting notice for the annual business meeting shall be distributed to the membership at least thirty (30) days in advance of the meeting. The agenda containing all items requiring action of the membership will be distributed with the conference package materials; additional items may subsequently be added to the agenda at the meeting by a vote of two-thirds (2/3) of those corporate members participating in that meeting.

Meetings of the Board of Directors shall be held at least quarterly. Additional special meetings of the Association or the Board of Directors may be called upon the request of the President of the association.

VII. QUORUM

The quorum for meetings of the Board of Directors shall be one more than half of the members. The quorum for business meetings of the Association, including the annual business meeting, shall be one-fourth of the corporate members attending the conference at which the meeting is held. For any informal voting action taken by members a quorum shall be 10% of those people to whom the ballot was distributed.

VIII. AFFILIATE AGENCIES

A. Affiliate agencies are those professional organizations in Illinois dedicated to the advancement of the city/county management profession in Illinois and to the purposes of the Association; whose membership is largely comprised of Association members; whose members have organized to advance their specialized interest within the city/county management profession; and which has been organized pursuant to this Article to cooperate with the Association.

B. The following organizations are recognized as affiliate agencies of the Association: The Illinois Association of Municipal Management Assistants; The Downstate City/County Management Association; The Metropolitan Managers Association, The Illinois Association of County

Administrators, The Legacy Project, and The Southwest Illinois City/County Management Association.

C. Other affiliate agencies may from time to time be accepted into the Association by said affiliate petitioning the ILCMA Board for inclusion in these by-laws.

D. Affiliate agencies shall be entitled to representation on the Board of Directors of the Association. Such representation shall be in the person of the President of said affiliate agency or the President's designee. If the affiliate president designates someone besides him/herself as the ILCMA Board representative, it shall be an officer of the board of the said affiliate. All Board of Directors must be an ILCMA member in good standing.

E. Affiliate agencies shall be entitled to such privileges and obligations of membership as may be determined by the Board of Directors except that any policy decision of the Board which imposes direct fiscal or programmatic obligations upon an affiliate agency shall become operative in its application to that agency only after the passage of thirty (30) days from the date of the Board of Directors' notification of said action, and then only if the executive board of the affiliate agency does not request a reconsideration. If the affiliate agency requests a reconsideration of said proposed policy, the policy shall become effective only when agreement on the policy has been reached between the affiliate agency and the Board of Directors, or, failing such agreement, by majority vote of the membership.

F. Each affiliate agency shall have the authority to:

1. Levy such additional dues, fees and charges as are reasonably necessary to the members of the affiliate agencies.
2. Place said funds in restricted accounts of principal agency so as to be drawn upon by the affiliate agency which deposited said sum.
3. Use said funds for the conduct of meetings of the affiliate agency, educational programs or seminars or any other purpose which would serve to benefit the affiliate agency not in conflict with the Constitution, or By-laws of this organization, or the laws and regulations applicable to it.

G. Affiliate agencies may withdraw from the Association, or be expelled from it, in accordance with the following procedures:

1. Any affiliate agency may withdraw from the Association effective at the close of any fiscal year of the Association. Written notice of intent to withdraw must be delivered to the President at least sixty (60) days prior to the annual business meeting, or one hundred twenty (120) days prior to the close of the fiscal year.
2. In order for an Affiliate to be expelled from the Association a petition consisting of genuine signatures of at least 10% of the corporate members must be submitted to the Board of Directors. Following clarification of that submittal a simple majority of the corporate membership would have to approve a by-law amendment removing the said Affiliate from the Association's by-laws.
3. An affiliate agency which withdraws or is expelled from the Association in accordance with the procedures specified above shall cease to be a member of the Association and shall cease to enjoy any of the benefits related thereto.

IX. PARLIAMENTARY PROCEDURE

Robert's Rules of Order shall be used.

X. AMENDMENTS TO THE BYLAWS

These Bylaws may be amended through a ballot as may be directed by the Board of Directors by a simple majority of the corporate members voting. All Bylaw amendments shall be distributed to the membership at least thirty (30) days before ballots are due. Members may vote on each proposed amendment or all proposed amendments on the ballot.

XI. ANNUAL DUES

A. The Board of Directors shall establish the amounts for membership dues. Dues shall be payable on July 1 of each year.

B. Non-payment of Dues. Any member of the Association whose dues are in arrears for a period of three months shall be automatically suspended from membership in the Association.

XII. ANNUAL AUDIT

There shall be performed on an annual basis an audit of the financial and related records of the Association. The audit shall be performed in accordance with generally accepted auditing standards. Those auditing standards shall be those as established by the agency or governing body charged with the establishment of such standards issued for the Association. The audit must be performed by a licensed firm of certified public accountants. ILCMA will engage an independent firm of certified public accountants to perform an annual financial and compliance audit according to Generally Accepted Auditing Standards (GAAS) and will have these accountants publicly issue an opinion which will be incorporated in the Comprehensive Annual Financial Report.

Further, acting in their capacities as fiduciaries of the Association, the President, Treasurer and Executive Director are charged with the lawful and prudent collection and disbursement of funds. Further, as there may from time to time be funds in excess of short term needs in amounts sufficient to invest, those funds shall be invested in a manner consistent with applicable statutes and prudent man doctrine. In these regards, the President, Treasurer and Executive Director shall be bonded for amounts sufficient for their positions as determined by the Board of the Association. It is understood that the amount set by the Board shall be determined based upon exposure to loss and the cost benefit to be derived from bonding premiums paid.

XIII. FISCAL YEAR

The fiscal year shall begin on May 1 and end the following April 30.

Adopted by Mail Ballot in 1973

Amended February 15, 1974

Amended May 29, 1975

Amended December 30, 1975

Amended May 11, 1978

Amended January 5, 1981

Amended by Mail Ballot February 25, 1983
Amended June 16, 1988
Amended February 10, 1992
Amended May 20, 1993
Amended June 7, 1996
Amended June 20, 1997
Amended February 18, 2000
Amended June 14, 2005
Amended June 12, 2008
Amended April 30, 2010
Amended April 30, 2013
Amended April 1, 2015
Amended August 15, 2019