

**LOGAN COUNTY ECONOMIC DEVELOPMENT PARTNERSHIP, NFP.  
BYLAWS**

**SECTION 1. OFFICIAL NAME**

The official name, as stated in its Certificate of Incorporation, under the Illinois General Not For Profit Corporation Act, is: “*Logan County Economic Development Partnership NFP,*” hereinafter referred to as the “Partnership.”

**SECTION 2. MISSION STATEMENT**

*To cultivate a business environment that enhances Logan County by expanding our local and regional economy through programs that provide operational assistance to sustain and grow existing businesses, attract and establish new businesses, and increase quality employment opportunities.*

**SECTION 3. BOARD OF DIRECTORS.**

**3.1. General Powers.**

The affairs of the Partnership shall be managed by the Directors.

**3.2. Number of Directors, Term of Office, Removal**

**3.2.1. Number of Directors.**

The Board of Directors will be composed of:

- 1 (one) representative from each incorporated community in Logan County: The mayor or village president, or a representative appointed by the mayor or village president. An alternate representative should also be appointed to attend if the representative is not able to participate.
- 1 (one) representative from the Logan County Board to represent the unincorporated communities of Logan County: The Logan County Board Chairperson and/or individual appointed by the Logan County Chairperson. An alternate representative should also be appointed to attend if the representative is not able to participate.

**3.2.2. Term of Office.**

The term of a-Director (elected or appointed representative) shall not exceed that of their respective elected office. Replacement of such members shall be filled according to the rules of the particular governing body of whom they represent.

**3.2.3. Removal.**

Any Director may be removed by the majority of the full board of Directors whenever in its judgment the best interest of the Partnership would be served by such removal. Replacement of such members shall be filled according to the rules of the particular governing body of whom they represent.

### **3.3. Manner of Acting.**

The acts of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors.

#### **3.3.1. LIMITATION OF AUTHORITY**

No director or committee shall take or make public any formal or informal action or discussion, or make public any resolution, or in any way commit the Partnership to a policy without first receiving approval of the Board of Directors.

Special committees shall be discharged by the President when their work has been completed and their efforts accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

### **3.4. Compensation.**

Directors shall not receive any salary for their services, but by resolution of the Directors may be reimbursed for expenses while conducting official business of the Partnership.

### **3.5. Meetings, Special Meetings, Location, Quorum.**

#### **3.5.1. Meetings.**

The Board of Directors should meet in regular session monthly to conduct the business of the Partnership.

#### **3.5.2. Special meetings.**

Special meetings of the Board may be called by the President. Special meetings of the Board shall be called by the Secretary upon request in writing signed by one-third (1/3) of the entire number of directors. Notice of meetings shall be given in such manner as a majority of all members of the Board of Directors may determine. Attendance at any meeting shall constitute waiver of notice thereof.

#### **3.5.3. Location.**

All meetings of the Board of Directors shall be held within the geographical area served by the Partnership, unless a majority of the members of the Board of Directors votes to meet outside such area.

#### **3.5.4. QUORUM.**

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. If less than a majority of the members of the Board are present at any meeting, a majority of the directors present may adjourn the meeting to a later date. Notice of the adjourned meeting shall be given to all members of the Board in the same manner as notice of the original meeting was given.

## **SECTION 4. EXECUTIVE BOARD AND OFFICERS.**

### **4.1 Executive Board.**

The Executive Board is composed of the President, Vice-President, Treasurer, Executive director, and one (1) other Board of Director member elected by the board. It is the express purpose of the Executive Board to make decisions regarding personnel and office operations. The Executive Board may also make recommendations and endorsements to the Board of Directors regarding voting issues. In the instance the Executive Board is unclear on their authority they must defer to the whole board. Annually the President shall direct the Executive Board to make an appraisal of the Executive Director's performance in keeping with the job description and official duties.

### **4.2. Officers.**

The officers shall be a president, vice president, treasurer, The Executive Director will serve as the secretary of the Partnership.

#### **4.2.1 Election, Term, and Succession of Office.**

On an annual basis the Board of Directors will elect a Director to become an officer on the Executive Board of Directors. The at large Director will fill the seat of Treasurer. The past Treasurer will become the Vice President, the previous Vice President will become President. Vacancies may be filled at any meeting of the Directors.

#### **4.2.2. Removal.**

Any officer elected or appointed by the Directors may be removed by the majority of the full board of Directors whenever in its judgment the best interest of the Partnership would be served by such removal.

#### **4.2.3. President.**

The President is subject to the direction and control of the Directors; will be in charge of the business and affairs of the Partnership; will see that the resolutions and directives of the Directors are carried out except in those instances in which that responsibility is assigned to some other person by the Directors; and, in general, will discharge all duties incident to the Office of President and such other duties as may be prescribed by the Directors.

The President will preside at all meetings of the Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Partnership or a different mode of execution is expressly prescribed by the Directors or these By Laws. The President may execute for the Partnership any contracts, deeds, mortgages, bonds, or other instruments which the Directors have authorized to be executed, and may accomplish such execution either under or with the seal of the Partnership or with the Executive Director, or any other officers thereunto authorized by the Directors, according to the requirements of the form of the instrument. The President may not vote all securities except in the instance of a tie between the Board of Directors in which case the President may make the deciding vote.

#### **4.2.4. Vice President.**

The Vice President will assist the President in the discharge of the duties as the president may direct and shall perform such other duties as from time to time may be assigned to him by the President or by the Directors. In the absence of the President or in the event of his inability to act, the Vice President will perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Partnership or a different mode of execution is expressly prescribed by the Directors or these By Laws. The Vice President may execute for the Partnership any contracts, deeds, mortgages, bonds, or other instruments which the Directors have authorized to be executed, and may accomplish such execution either under or without the seal of the Partnership and with the Executive Director, or any other officer thereunto authorized by the Directors, according to the requirements of the form of the instrument. The Vice President may vote on all securities.

#### **4.2.5. Treasurer.**

The Treasurer shall be the principal accounting and financial officer of the Partnership. The Treasurer shall have charge of and be responsible for the maintenance of adequate books of account for the Partnership, shall be the chair of the Finance Committee have charge and custody of all funds and securities of the Partnership, and be responsible therefore, and for the receipt and disbursement thereof, and perform all the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to him by the president or by the Directors. If required by the Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Directors shall determine.

#### **4.2.6. Executive Director/ Secretary.**

The Executive Director shall be the chief administrative and executive officer of the Partnership and shall be charged with the general supervision and management of the office and business affairs. He or she shall perform the duties of Partnership Secretary, act as agent for service of process, and shall conduct the correspondence, preserve the records, documents, and communications, keep books of account, maintain an accurate record of the Partnership and the Board of Directors meetings.

He or she shall engage, discharge, and have supervision over all employees including fixing their duties, compensation and evaluating progress with the approval of the Executive Board of Directors. The Executive Director will make formal recommendations regarding employment of other Partnership personnel to the Executive Board.

He or she shall prepare and maintain a statement of all Partnership policies as determined by the Board of Directors, and shall recommend a plan whereby such policies may be re-examined, reaffirmed, or rescinded by the Board of Directors.

In addition, the Executive Director or his/her designee shall serve for the Board of Directors as the chief liaison to any appropriate community agencies, bureau, associations, councils, and all other committees, divisions, or task forces relevant to the Partnership operations.

#### **4.2.7. VOTING RIGHTS FOR EMPLOYEES.**

Any paid employee of the Partnership shall not have voting rights.

#### **4.3. AUTHORITY.**

The Executive Board and Officers shall exercise those powers delegated to it by the Board of Directors and shall report its actions at each meeting of the Board.

#### **4.4. QUORUM AND PROCEDURE.**

Subject to any regulations prescribed by the Board of Directors, the Executive Board and Officers shall fix its own rules of procedure. A majority of the members of the Executive Board and Officers shall constitute a quorum for the transaction of business. If less than a majority of the members of the Executive Board and Officers are present at any Executive Board and Officers meeting, a majority of the members present may adjourn the meeting to a later date. Notice of the adjourned meeting shall be given to all members of the Executive Board and Officers in the same manner as notice of the original meeting was given.

### **SECTION 5. COMMITTEES.**

#### **5.1. Other Committees.**

Other committees not having and exercising the authority of the Directors in the Partnership may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise may provide in such resolution, members of each such committee do not have to be members of the Partnership. Any member of such a committee may be removed by a majority of the Directors whenever in their judgment the best interest of the Partnership shall be served by such removal.

#### **5.2. Term of Office.**

Each member of a committee shall continue as such until the next annual meeting of the members of the Partnership and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless the purposes of such committee have been fulfilled.

#### **5.3. Chair.**

One member of each committee shall be elected as its Chair.

#### **5.4. Vacancies.**

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

### **5.5. Quorum.**

Unless otherwise provided in the resolution of the Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

### **5.6. Rules.**

Each committee may adopt rules for its own government not inconsistent with these By Laws or with rules adopted by the Directors.

## **SECTION 6. OFFICES.**

The Partnership shall maintain a registered office. The registered office shall be located in Logan County, Illinois, at such place as the Directors shall determine. The Partnership shall also have a registered agent. The registered agent's office shall be located in the registered office. The location of the office and the agent may be changed from time to time by action of the Directors.

## **SECTION 7. CONTRACTS, CHECKS, DEPOSITS AND FUNDS.**

### **7.1. Contracts.**

The Directors may authorize any officer or authorized officers, or agents of the Partnership, in addition to the officers so authorized by these By Laws to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Partnership, and such authority may be general or confined by specific instances.

### **7.2. Checks, Drafts, Etc.**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Partnership, shall be signed by such officer or officers, agent or agents of the Partnership, and in such manner as from time to time be determined by resolution by the Directors. In the absence of another determination by the Directors, such instruments shall be signed by at least two of the following: the President, Vice President, the Treasurer or the Executive Director of the Partnership.

### **7.3. Deposits.**

All funds of the Partnership shall be deposited once a week to the credit of the Partnership in such banks, trust companies, or other depositories as the Directors may select. It shall be the intent of the Partnership to use depositories in Logan County for such funds.

### **7.4. Gifts.**

The Directors may accept on behalf of the Partnership any contribution, gift, bequest, or devise for the general purposes of or for any special purpose of the Partnership. All gifts accepted by a director must be reported in writing to the Executive Board and recorded by the Treasurer at the next Executive Board meeting.

#### **7.5. Budget.**

By November 30<sup>th</sup> it is the responsibility of the Board to approve an operating budget for the fiscal year starting January 1. An approved budget will be identified as a budget including expenditures and revenue approved by a vote of the Board of Directors. Prior to November 1st it is the responsibility of the Executive Board and the Executive Director to supply the Board with a draft operating budget for their approval.

#### **SECTION 8. BOOKS, RECORDS AND AUDITS/REVIEWS.**

The Partnership shall keep correct and complete books and records of account and also keep minutes of the proceedings of its members, Directors, and committees having any of the authority within the organizational framework of the Partnership. The Partnership shall keep at the registered or principal office a record giving the names and addresses of its members. All books and records of the Partnership may be inspected by any Director for any proper purpose at any reasonable time. The accounts of the Partnership shall be audited by a professional consultant on a five year basis and reviewed on a yearly basis by a third party professional.

#### **SECTION 9. FISCAL YEAR.**

The Fiscal Year of the Partnership shall be January 1 through December 31.

#### **Section 10. Dues**

Dues are to be defined by the Board created by the adoption of these bylaws.

#### **SECTION 11. SEAL.**

The Corporate Seal shall have inscribed thereon the name of the Partnership and the words "Corporate Seal, Illinois".

#### **SECTION 12. BONDING.**

The Treasurer and Executive Director of the Partnership shall be covered by an adequate fidelity bond.

#### **SECTION 13. WAIVER OF NOTICE.**

Whenever any notice is required to be given under the provisions of the general "Not For Profit Corporation Act of Illinois" or under the provisions of the Articles of Incorporation or the By Laws of the Partnership, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated shall be deemed equivalent to the giving of such notice.

**SECTION 14. AMENDMENTS.**

The power to alter, amend, or repeal the By Laws or adopt new By Laws shall be vested in the Directors. In order to amend, alter or adopt new By Laws, it shall require a two-thirds vote. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The By Laws may contain any provision for the regulation and management of the affairs of the Partnership not inconsistent with law or the Articles of Incorporation.

**SECTION 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS.**

The Partnership shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request or by its election as a director or officer of another Partnership against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit, or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or a director or officer of the Partnership or of such other Partnership, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.

In WITNESS THEREOF I, Executive Officer of the named Partnership, have set forth my hand and by my signature below hereby swear that the foregoing *By Laws* are the true, exact and complete text adopted by the Incorporators on that date above.

Logan County Economic  
Development Partnership, NFP

\_\_\_\_\_  
Signature, Executive Director

\_\_\_\_\_  
Printed Name, Executive Director

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Signature, Board President

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Printed Name, Board President