

**OFFICIAL COMMISSION BY-LAWS**

**GREATER WABASH REGIONAL PLANNING COMMISSION**

**Adopted on December 1, 2016**

**GREATER WABASH REGIONAL PLANNING COMMISSION  
BY-LAWS**

**Be it resolved that the following By-laws are hereby adopted as the By-laws of the Greater Wabash Regional Planning Commission on December 1, 2016, and as amended:**

**ARTICLE I**

**THE COMMISSION**

**Section 1. Name.** The name of the Commission shall be the "Greater Wabash Regional Planning Commission".

**Section 2. Office of the Commission.** The principal office of the Commission shall be located at 10 West Main Street, Albion, Illinois, 62806, however the Commission may hold its meetings at other places as designated by the Chairman.

**Section 3. Legal Authority.** The Commission shall function in accordance with the provisions of the Illinois Regional Planning Act, Illinois Compiled Statutes, as revised, Chapter 55, Division 5, Section 14001, et.seq.

**Section 4. Membership.** The Board membership shall consist of four (4) members from each member County. The appointments will be made by the County Boards with the Mayor of the County Seat acting in an advisory capacity. Final disposition of appointments will be through the approval of each County's governing body. At least two (2) members from each County shall be elected officials or their appointed representatives. An appointed representative will advise the elected official he or she represents by monthly reports on the Commission's progress. All appointments will be made in accordance with applicable Federal or State laws.

**ARTICLE II**

**OFFICERS AND PERSONNEL**

**Section 1. Officers.** The officers of the Commission shall be a Chairman, a Vice-Chairman, a Treasurer, and a Secretary.

**Section 2. Chairman.** The Chairman shall preside at all meetings of the Commission. The Chairman may sign all contracts, deeds, resolutions, correspondence, and other legal instruments made by the Commission. At each meeting, the Chairman may submit such recommendations and information as may be considered proper concerning the business affairs and policies of the Commission. The Chairman shall appoint members to all standing committees.

**Section 3. Vice-Chairman.** In the absence or incapacity of the Chairman, and in the case of resignation or death of the Chairman, the Vice-Chairman shall perform the duties of the Chairman, until such time as the Commission can elect a new Chairman.

**Section 4. Secretary.** The Secretary shall keep the records of the Commission, shall act as the Secretary of the meeting of the Commission and record all votes, shall keep record of all proceedings of the Commission in a journal of proceedings to be kept for such purpose, and shall perform all duties of the office. The Secretary shall attest to all contracts, correspondence, and instruments authorized to be executed by the Commission. The Secretary shall prepare meeting minutes and forward same to the County Boards and shall mail meeting notices to all members prior to any meetings called by the Chairman.

**Section 5. Treasurer.** The Treasurer shall have the care and custody of all funds of the Commission and shall deposit the same in such banks as the Commission may select. The Treasurer shall supervise the financial records of the Commission and shall co-sign with the Executive Director all checks or drafts written upon Commission deposits. The Treasurer shall give such bond for the faithful performance of his or her duties as the Commission may designate. In case of incapacity of the Executive Director or Treasurer, checks may be signed by the Chairman or whomever the Chairman may designate.

**Section 6. Executive Director.** The Executive Director shall be appointed by the Commission and shall give general supervision of its business and affairs, subject to the direction of the Commission. The Executive Director shall be charged with the management of the Commission programs and will, during the employment of new staff members, recommend personnel to the Commission for selection. The compensation of the Executive Director will be determined by the Commission.

**Section 7. Commission Staff.** Support staff will be employed on professional merit, in support of Commission programs and within the budget.

**Section 8. Executive Committee.** One (1) member of each County shall serve on the Executive Committee, in addition to the Commission Officers; and shall be appointed by the Chairman of the GWRPC with the approval of the respective County Board.

**Section 9. Election of Officers.** The Chairman, Vice-Chairman, Secretary, and Treasurer shall be elected at the annual meeting of the Commission and shall hold office for one (1) year or until their successors are elected.

**Section 10. Vacancies.** Should any office of the Commission become vacant, the Commission shall elect a successor from its membership at the next regular meeting and such election shall be for the unexpired term of said office.

**Section 11. Meeting Attendance.** Any Commission member absent without cause for three (3) consecutive meetings will be contacted by the Executive Director in regards to his/her intentions to attend, and if not interested, shall be reported by the Executive Director to the County Board which originally made the appointment with the recommendation that the member be replaced.

**Section 12. Length of Membership.** The length of term of membership will be two (2) years. Members may be re-appointed as noted in Article 1, Section 4. In case of elected officials, the member's term of office expires at the end of his/her term unless re-appointed by the appropriate governing body.

**Section 13. Confidentiality.** All Commission members and staff will be required to sign a Director Loyalty and Confidentiality Statement that requires them to maintain strict confidentiality of all information disclosed to them during the course of any Commission activity. A violation of this policy shall constitute grounds for disciplinary action up to and including removal from the Board.

## ARTICLE III

### MEETINGS

**Section 1. Annual Meeting.** The annual meeting of the Commission shall be held on the fourth (4<sup>th</sup>) Thursday in March each year or at whatever date is established by the Commission.

**Section 2. Regular Meetings.** Regular quarterly meetings shall be held on the fourth (4<sup>th</sup>) Thursday in the months of March, June, September, or as prescribed by the Chairman. The December meeting will be held the first Thursday of the month, or as prescribed by the Chairman. The Executive Director shall select a location and time most convenient to a majority of the Commission members. The Executive Director, or whoever is designated by the Chairman or Commission, shall notify all Commission members of the time, date, and place of each meeting at least forty-eight (48) hours prior to said meeting.

**Section 3. Special Meetings.** The Chairman of the Commission may, when deemed expedient, and shall upon request of the Executive Committee of the Commission, call a special meeting of the Commission for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each member of the Commission or may be mailed to the business or home address of each Commission member at least three (3) days prior to the date of said meeting. At such a called special meeting, no business shall be considered other than designated in the call,

**Section 4. Quorum.** The power of the Commission shall be vested in the appointed Commission members thereof. Fifteen (15) Commissioners shall constitute a quorum for the purpose of conducting business and exercising its powers and for all other purposes, but a small number may adjourn from time to time until a quorum is obtained. When a quorum is in attendance, action may be taken by the Commission upon a vote of a majority of the Commissioners present. A quorum must be physically present at the meeting in order to conduct business.

**Section 5. Electronic Attendance Rules:**

A quorum of the members must be physically present at the location where the meeting is to be conducted. If a quorum is present, a majority of the board body may allow a member of the board to attend the meeting by phone conference only if the member is prevented from physically attending because of one of the following reasons:

- personal illness or disability;
- employment purposes or the business of the public body; or
- a family or other emergency.

**Section 6. Agenda.** The agenda shall be prepared by the Executive Director unless otherwise specified by the Commission or Chairman and shall include, but not be limited to, the following:

- |                        |                 |
|------------------------|-----------------|
| a. Roll Call           | d. Old Business |
| b. Approval of Minutes | e. New Business |
| c. Financial Report    | f. Adjournment  |

All Resolutions shall be recorded verbatim in the minutes. All votes shall be by voice unless a roll call is called. All yeas and nays shall also be so entered in the minutes except where the rules and regulations otherwise provide. Roberts Rules of Order, as revised, shall govern.

An agenda for each regular meeting shall be posted at 1) the principal office of the Planning Commission, and 2) the location of the meeting, at least 48 hours in advance of the holding of the meeting.

The agenda of any regular meeting of Board will be posted online on the website 48 hours in advance and will remain posted until the regular meeting is concluded.

Notice, including the agenda, for any special meeting, (except in the event of a bonafide emergency) rescheduled regular meeting, or reconvened meeting shall be given at least 48 hours before such meeting..

For an emergency meeting, notice must be given as soon as practicable, but in any event prior to the holding of the meeting, to any news medium which has filed a request for such notice.**Section 7. Public Attendance.** All special or called meetings shall be open to the general public and all local news media shall be given advance notice of said meetings. News media providing a local address or telephone number for notice are entitled to notice of special, emergency, rescheduled or reconvened meetings given in the same manner as it is given to members of the public body.

The Board will give citizens an opportunity to speak at all public meetings. There will be a time for public comment posted on the agenda. All public comments must be addressed during this time. Public Comments must be within a 5 minute time limits and shall remain limited to the subjects on the agenda. The Board may discontinue a comment if it is irrelevant, repetitious or disruptive. These rules will be posted within the GWRPC Office.

## ARTICLE IV

### REVOLVING LOAN FUND

**Section 1. Name.** The name of the fund shall be the “Greater Wabash Regional Planning Commission Revolving Loan Fund”.

**Section 2. Purpose and Authority.** The Commissioners of the Greater Wabash Regional Planning Commission shall have the authority to provide for direct loans from the Revolving Loan Fund to individuals, partnerships, associations, or corporations. Funds shall be loaned in accordance with the guidelines approved by the appropriate State/Federal funding agency.

The Commission shall have the authority to accept and receive loan funds from local, regional, state and federal funding sources and offer security, where necessary, for such indebtedness in connection with the establishment and operation of areawide programs of benefit to the region. This includes the administration of a Revolving Loan Fund 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.

**Section 3. Revolving Loan Fund Committee.** The Revolving Loan Fund Committee shall consist of a minimum of the GWRPC Board Chairmain and four (4) members from the seven (7) participating counties who are also members of the Planning Commission and shall possess reasonable expertise in the area of credit analysis. The Chairman of the Commission shall also serve as an ex-officio member of the Revolving Loan Fund Committee.

Appointments to the Revolving Loan Fund Committee shall be made by the Commission Chairman and the term of Committee membership shall be commensurate with the term of the appointing Chairman or until such time as they are duly replaced by a suitable successor. The principal function of the Revolving Loan Fund Committee will be to give consideration to loan application proposals prepared by the Commission staff falling under the purview of the Commission’s loan program.

Acting through the Executive Director, the Revolving Loan Fund Committee’s written recommendations regarding individual loan proposals shall be forwarded to the Commissioners (or in their absence the Executive Committee) at the next meeting of the Commission. Three (3) members of the Revolving Loan Fund Committee, including the Commission Chairman, shall constitute a quorum. The act of a majority of those present at which a quorum is achieved shall serve as the official recommendation of the Committee to the Commission.

ARTICLE V

**AMENDMENT OF BY-LAWS**

**Section 1. Amendments to the By-Laws.** These By-Laws may be amended by a seventy-five percent (75%) majority vote of the membership present at any regular meeting, provided that such amendment shall be in writing in the call for, or the notice of, the meeting at which they are acted upon.

**Section 2. Adoption.** These By-Laws have been adopted by a roll call vote of Commissioners and shall become effective immediately upon their passage and amend any earlier Commission By-Laws.

**ADOPTED THE 1<sup>st</sup> Day of December, 2016 A.D.**

  
Charlotte St. Ledger, Chairman

  
Scott Merkle, Secretary

Yeas:    Abstain:                      Nays:                      Absent:

<b>Amended:</b>	<b>08/22/76</b>	<b>07/26/90</b>	<b>05/28/98</b>
	<b>08/25/83</b>	<b>09/26/96</b>	<b>06/22/00</b>
	<b>01/08/87</b>	<b>04/24/97</b>	<b>08/25/05</b>
			<b>09/28/06</b>
			<b>12/6/12</b>
			<b>6/25/2015</b>
			<b>12/1/2016</b>