

BY-LAWS OF THE MCHENRY COUNTY CONSERVATION DISTRICT
AS AUTHORIZED IN SECTION 12 (a)
OF THE CONSERVATION DISTRICT ACT OF
THE STATE OF ILLINOIS

EFFECTIVE AS OF THE

17th DAY OF MAY, 2007

ARTICLE I

Section 1. Definitions - as used in these By-Laws unless the text otherwise specifies:

- (a) "Conservation District Act" refers to the Conservation District Act of the State of Illinois, *70 ILCS 410/1* et seq., inclusive, and any subsequent amendments thereto.
- (b) "District" means the McHenry County Conservation District of McHenry County, Illinois.
- (c) "Board" is the duly appointed Board of Trustees of the McHenry County Conservation District of McHenry County, Illinois, as constituted by the Conservation District Act.

Section 2. These By-Laws shall establish rules for the internal government and the administration of the business affairs of the District, provided, that in the event these By-Laws conflict in any manner with the Conservation District Act, said Act shall control.

Section 3. If any part of any Article or Section of these By-Laws is found or held to be invalid, it shall not affect any of the other provisions.

ARTICLE II

Section 1. The Board shall exercise all of the powers over the business of the District, subject to any limitations in any statute of the State of Illinois or contained in these By-Laws.

Section 2. The number of trustees, the term of office, the eligibility for membership, the appointment, removal, and filling of vacancies shall be governed by the Conservation District Act.

ARTICLE III

MEETING PLACES AND TIMES

Section 1. Meetings shall be held any place in McHenry County that the Board by resolution shall designate.

Section 2. The District may establish an office or offices, of the District any place in

McHenry County that the Board shall by resolution designate.

Section 3. Regular and Special Meetings:

- (a) Regular Meeting(s) shall be held each month at such time as the Board shall by resolution designate.
- (b) A Special Meeting may be called at any time by the President or shall be called upon the request of a majority of the members of the Board.
- (c) The Organizational Meeting shall be the Regular Meeting in July. In the event that circumstances deem this inadvisable, a the date for the Organizational Meeting shall be scheduled as soon thereafter as reasonably possible but, in any event, not later than October 1st.

Section 4. Public notice of the schedule of Regular Meetings shall be given at the beginning of each fiscal year and shall state the dates, times, and places of such meetings. Public Notice of any Special Meeting or of any reconvened meeting, shall be given at least 48 hours before such meeting; provided, however, that no public notice shall be required of any reconvened meeting where such meeting is to be reconvened within 24 hours, nor where announcement of the time and place of the reconvened meeting was made at the original meeting and there is no change in the agenda. The Secretary shall provide public notice for purposes of this Section, by posting a copy of such notice at the principal office of the public body, at the location where the meeting is to be held, and on the District Website. Notice of a meeting held in the event of a bona fide emergency need not be given 48 hours prior to such meeting, however, said notice shall be given as soon as practicable, and in any event prior to the holding of such meeting. In the event of a conflict between the provisions hereof and the Open Meetings Act (5 ILCS 120/1 et.seq.) (the "Act"), the provisions of the Act shall control.

Section 5. Quorum: The presence of a majority of the Board shall constitute a quorum for the transaction of business. In the absence of a quorum, no business may be transacted and the meeting shall be adjourned.

Section 6. Executive Sessions: An Executive Session may be called at any time by the President, or by a majority of the members of the Board and:

- (a) Shall be limited to the following purposes as stated in the Act as amended:
 - (i) Collective negotiating matters between the District and its employees or representatives thereof;
 - (ii) Where information is being considered regarding the appointment, employment, compensation, discipline, performance, or dismissal of an employee or legal counsel of the District;
 - (iii) Where the acquisition or lease of real property is being considered;
 - (iv) The setting of a price for sale or lease of property owned by the District;

- (v) The sale or purchase of securities, investments, or investment contracts;
 - (vi) Security procedures and the use of personnel and equipment to respond to an actual, a threatened, or a reasonably potential danger to the safety of employees and the public or public property;
 - (vii) Where a pending court proceeding against, or on behalf of, the District is being considered;
 - (viii) Settlement of claims as provided in the Local Governmental and Governmental Employees Tort Immunity Act;
 - (ix) Self evaluation, practices and procedures or professional ethics, when meeting with a representative of a statewide association of which the District is a member;
 - (x) Discussion of minutes of meetings lawfully closed under this Act, whether for purposes of approval or review of the minutes; or
 - (xi) Where federal regulations require holding a closed session.
- (b) Shall keep a verbatim record of all their closed meetings in the form of an audio or video recording for a minimum of 18 months and can then be destroyed after the Board approves the destruction of a particular recording and the written minutes have been approved.

Section 7. Remote Participation. In accordance with the Open Meetings Act (5 ILCS 120/07), a member of the Board may attend a Board Meeting by video or audio conference, or other means of remote participation using electronic contemporaneous interactive communication provided:

- (a) A quorum of the Board is physically present for the meeting.
- (b) Any member who desires to attend a meeting by remote participation has given the Executive Director at least four (4) hours advance notice that they are unable to physically attend the meeting due to a (a) personal illness, (b) employment purpose or the business of the Board; or (c) a family or other emergency.
- (c) Members should use all means necessary to be physically present for all meetings.
- (d) The Board may revoke the right to attend a meeting by remote electronic participation if a member is abusing the remote participation policy or if the cost of the District for participating remotely were unreasonable.
- (e) When a member is attending by remote electronic participation, the Board Secretary shall, upon taking the roll, announce to the public that the member notified the Board in accordance with this policy, and that the member is attending by remote participation, unless a motion objecting to the member's electronic attendance is made, seconded, and approved by two-thirds of the

members of the Board physically present at the meeting, then the request by the member to attend the meeting electronically shall be deemed approved by the Board and the presiding officer shall declare the requesting member electronically present. After such declaration by the presiding officer, the question of a member's electronic attendance may not be reconsidered.

- (f) Any member attending electronically shall be considered an off-site attendee and counted as present electronically for that meeting. If the member is allowed to attend, the minutes shall reflect that the member or members were attending by remote electronic participation.
- (g) The electronic equipment used for remote participation shall be of such quality that the members present and the public shall be able to hear the comments of the member participating.
- (h) The member attending by remote electronic participation shall have the same rights to participate in discussions and vote as if the member was physically present. A member attending electronically may leave a meeting and return as in the case of any member provided the member attending electronically shall announce his or her leaving and returning.
- (i) If the member is able to provide notice in advance of the meeting, prior to completion of the agenda, the agenda shall note that a member has requested remote electronic participation and the basis for missing the meeting due to (a) personal illness; (b) employment purpose or the business of the Board; (c) a family or other emergency.

Section 8. Voting Rights: Each member of the Board shall be entitled to one vote which shall not be exercised by proxy.

Section 9. Rules of Order: When any questions of dispute shall arise concerning the conduct or procedure of any meeting of the Board, Robert's Rules of Order, revised, shall govern.

ARTICLE IV

CORPORATE SEAL

Section 1. The Corporate Seal shall be inscribed with the words: "McHenry County Conservation District - Seal".

Section 2. It may be impressed upon, engraved, printed, stamped, lithographed, or affixed to any contract, conveyance, or other instrument executed by the District.

ARTICLE V

OFFICERS OF THE BOARD

Section 1. The officers shall be President, Vice President, Secretary and Treasurer.

Section 2. Each officer shall be elected by a majority of the members of the Board at the Organizational Meeting in each fiscal year. Each officer shall hold office until a successor shall have been duly elected and qualified, upon the expiration of the term, or upon death, resignation or removal.

Section 3. In the event of the expiration of the President's term as a trustee prior to the election of a new President, the Vice President shall preside at the organizational meeting until the new President has been duly elected.

Section 4. President: The President shall be the chief executive officer of the Board, preside at all the meetings and the executive sessions, exercise the powers and perform the duties that are assigned by the Conservation District Act, these By-Laws, and/or resolution of the Board, shall execute all contracts or other instruments of the District that are approved by the Board except in cases where that authority is expressly delegated to another officer by the Conservation District Act, these By-Laws, or resolution of the Board.

Section 5. Vice President: The Vice President shall assist the President in the discharge of the President's duties as the President may direct and shall perform such other duties as may from time to time be assigned by the President or the Board. In the President's absence, inability, or refusal to act, the Vice President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions of the President. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the District or a different mode of execution is expressly prescribed by the Board or by these by-laws, the Vice President may execute any contracts, deeds, mortgages, bonds, or other instruments which the Board has authorized to be executed, and may further accomplish such execution either under or without the seal of the District and either individually or with the Secretary or any other officer thereunto authorized by the Board according to the requirements of the form on the instrument.

Section 6. Secretary:

- (a) Shall keep at the principal office of the District the certified, original copy of these By-Laws as amended, a book of the record of proceedings of all of the meetings, the executive sessions, and committee meetings of the Citizens Advisory Council, and a record of the certified original copies of all the Ordinances.
- (b) Shall be custodian of the records and the Corporate Seal of the District and shall see that it is used on all official documents.
- (c) Shall give all notices, record the proceedings, of all the meetings and the executive sessions, and see that all the publications are properly made as required by the Conservation District Act, other statutes of the State of Illinois, or these By-Laws.
- (d) Shall exhibit at any reasonable hour to any member of the Board or the general public, the By-Laws, the record of the proceedings of any Regular or Special Meetings, the Ordinances, and/or other records of the District.
- (e) Shall perform all other duties that the President, and/or the Board may assign.

- (f) Shall delegate, with the consent of the Board, the authority to perform any of the above duties to any staff officer, consultant or other employee designated by the Executive Director.

Section 7. Treasurer:

- (a) Shall keep a proper system of accounts showing a true and accurate record of all business transactions and a current inventory of the real and personal property of the District.
- (b) Shall receive and give receipt for monies due and payable to the District from any source whatsoever.
- (c) Shall be responsible for all funds and securities of the District and to use such banks, trust companies, or other depositories that the Board by resolution shall select.
- (d) Shall make a financial report at each regular monthly meeting.
- (e) Shall furnish a surety bond in an amount to be fixed and in a form as approved by the Board with the expense of said bond to be paid by the District.
- (f) Shall exhibit at any reasonable hour to any member of the Board or to the general public, the books of accounts and other financial records of the District.
- (g) Shall perform all other duties that the President and/or the Board may assign by resolution.
- (h) Shall delegate, with the consent of the Board, the authority to perform any of the above duties to any staff officer, consultant, or other employee designated by the Executive Director.
- (i) Shall preside at meetings in the absence of the President and the Vice President.

Section 8. Resignations: Any trustee may resign his/her position as an officer of the Board at any time by giving written notice to the President and Vice President.

ARTICLE VI

GENERAL CONDUCT OF BOARD MEMBERS

Section 1: The Board of Trustees recognizes the need for decision making and public responsiveness which requires a commitment to sound operating policies. In order to establish a higher degree of efficiency among Board Members in the performance of their duties, members:

- (a) Shall avoid making individual pronouncements and public conjectures outside of official Board Meetings about District matters not yet decided by the Board.

- (b) Shall represent all the people of the District while avoiding partisanship based on special interests.
- (c) Shall make decisions involving the welfare of the District based on the study and evidence recognizing that personal feelings, opinions, and other such factors are not conducive to sound decision-making.
- (d) Shall accept the principle of Board unity by supporting majority decisions of the Board.
- (e) Shall respect the Board's commitment to work through the Executive Director by requesting desired information about the District's programs directly through him/her, by referring to him/her suggestions for new policies, for his/her professional advice, by refraining from acting on any complaint until after the Executive Director has had the opportunity to investigate fully and report to the Board, and by wholeheartedly supporting Board approved actions by the Executive Director and staff.
- (f) Shall recognize that the individual Board Member, having no more authority over District policies and operations than any other District resident, shall speak or act for the Board only when specifically authorized to do so by action of the Board.
- (g) Shall work through the President of the Board when it relates to governance issues.
- (h) Shall understand and respect the separation of Board responsibilities and functions from those of the Executive Director and staff.
- (i) Shall adhere to the "State Officials and Employees Ethics Act (5 ILCS, 430/10-10 et seq.) and subsequently adopted Ethics Ordinance #04-504 implementing the provisions of this law.
- (j) Shall refer to the McHenry County Conservation District's Board Manual for guidance on the procedures and responsibilities of being an effective Board Member.

ARTICLE VII

FISCAL YEAR

Section 1. The fiscal year of the District shall commence on April 1st of each year and extend through the following March 31st or as dictated by statute of the State of Illinois.

ARTICLE VIII

CITIZENS ADVISORY COUNCIL AND/OR COMMITTEES

Section 1. A Citizens Advisory Council and/or Committees shall be selected by the

Board in accordance with procedures to be established by resolution thereof. The Council and/or Committees shall consist of residents of McHenry County, who are legal voters in the District, who are other than Trustees, staff, officers, consultants, employees, agents of the District or members of their immediate families and who do not hold any paid public office or serve as an officer of any political party as defined in the Conservation District Act, and who have demonstrated their interest in the conservation district and/or recreational or related fields.

Section 2. The purpose of the Citizens Advisory Council and/or Committees shall be:

- (a) To evaluate and render appropriate advice to the Board on any matter of policy or operating procedure referred to it by the Board, staff, or one of its own Council and/or Committee members.
- (b) Assist the Board in promoting public understanding and achievement of the goals of the District.

ARTICLE IX

EMPLOYED PERSONNEL

Section 1. Legal Counsel: At least one qualified attorney shall be retained to counsel, advise and execute legal matters for the Board.

Section 2. Auditor: A Certified Public Accountant shall be retained to perform the annual audit.

Section 3. Executive Director, Staff Officers, Consultants, Employees, Agents.

- (a) The Board may hire persons in any of the aforementioned capacities when the need arises, funds are justifiably available, and qualifications can be met.
- (b) The Board may appoint by resolution of a majority of the members, an Executive Director who shall not hold other public office or serve as an officer of any political party as defined in the Conservation District Act.
- (c) Removal and Suspension: The Executive Director and any consultant, including but not necessarily limited to attorneys, accountants, engineers, and the like, may be removed with or without cause subject to the terms of any contract by resolution of a majority of the members of the Board, at any Regular or Special Meeting.
- (d) The Executive Director is responsible for the administration of the day-to-day operations of the District including the hiring and termination of employees. The Board shall be notified of all employee terminations.

ARTICLE X

CONTRACTS, LOANS, FINANCIAL INSTRUMENTS, BANK ACCOUNTS, ETC.

Section 1. Contracts: The Board may authorize any member of the Board, employee, or agent to enter into a contract on behalf of the District. However, an affirmative vote of the majority of the Board is required to authorize any member of the Board, employee, or agent to enter a contract on behalf of the District for the acquisition of land. Unless so authorized, no consultant, employee, or agent shall have the power to bind the District by any contract, or to pledge its credit, or to render it liable pecuniarily for any purpose or amount.

Section 2. Loans: No bonds or warrants shall be issued in its name except as authorized by a majority of the members of the Board and in accordance with the Conservation District Act.

Section 3. Deposits: All funds of the District shall be deposited to its credit with those banks, trust companies or other depositories that the Board shall select by resolution and in accordance with the requirements of the Conservation District Act.

Section 4. Checks, Drafts, Etc.: All checks, drafts, or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness shall be signed by the officer of the Board and in such manner as the Board shall determine by resolution. All checks to the District are to be deposited in any of the District's authorized depositories upon the endorsement of the President, Treasurer or by any other officer or agent of the District to whom the Board shall have delegated such power by resolution.

Section 5. The Board of Trustees, when so requested by the Treasurer of the District, shall designate a bank or banks or other depository in which funds and monies received by the Treasurer by virtue of his office, may be deposited.

ARTICLE XI

NOTICES

Section 1. Notices: Whenever a notice is required by any statute of the State of Illinois or these By-Laws to be given to any member of the Board of a meeting or some other purpose, it may be given personally or sent to the trustee by mail or other form of written communication which is prepaid and addressed to the address as shown in the records of the District. In case the notice is mailed, it shall be deemed given at the time it is deposited in the United States Mail. Such mailing or delivery shall be due, legal and personal notice to the trustee.

ARTICLE XII

Section 1. Trustees of the District, in accordance with the Conservation District Act, shall serve without monetary compensation.

Section 2. Trustees of the District may be paid their actual and necessary expenses incurred in the performance of their official duties.

ARTICLE XIII

AMENDMENTS

Section 1. A proposed amendment to these by-laws may be introduced to the Board of Trustees at any regularly scheduled meeting. Discussion may be held, but action must be deferred until the next regular meeting. The proposed amendment may be tabled for an additional meeting at the request of a majority of the trustees present. The proposed amendment may be withdrawn at any time by the original presenter. An affirmative vote of the majority of the entire Board is required to amend these by-laws.

ARTICLE XIV

INDEMNIFICATION

Section 1. Each Trustee and officer of the District, now or hereafter serving as such, shall be indemnified by the District against any and all claims and liabilities to which such person has or shall become subject by reason of serving or having served as such Trustee or officer, or by reason of any action alleged to have been taken, omitted, or neglected by such person serving as a Trustee or officer.

Section 2. The District shall reimburse each such person for all legal expense reasonably incurred in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with any claim or liability arising out of such person's own willful misconduct or gross negligence.

Section 3. The amount paid to any Trustee or officer by way of indemnification shall not exceed such person's reasonable necessary expenses, and/or loss of wages or income incurred in connection with the matter involved.

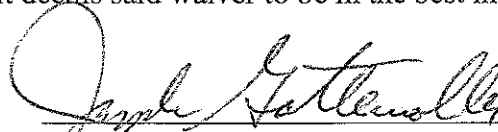
Section 4. The right of indemnification hereinabove provided for, shall not be exclusive of any rights to which any Trustee or officer of the District may otherwise be entitled by law.

ARTICLE XIV

REAL ESTATE ACQUISITION PROCEDURES

Section 1. The Board of Trustees shall secure at least one appraisal by a recognized qualified appraiser prior to making a bona fide offer or entering into a contract to purchase real estate.

Section 2. The Board of Trustees may waive the appraisal requirement set forth in Section 1. hereof in those cases in which it deems said waiver to be in the best interests of the District.



Joseph Gottemoller, President



Bonnie Leahy, Vice-President