



Providing Wastewater Treatment to the Kankakee River Valley

BY - LAWS



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Sharon L. Eiseman
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MEMORANDUM

TO: Board of Directors
Kankakee River Metropolitan Agency

FROM: Sharon L. Eiseman

DATE: June 21, 1996

RE: Revised By-laws

Enclosed is a set of revised By-laws for the Board's consideration. Please also note that I have added a description of the position and duties of Superintendent. Since I have not yet received any comments from the directors regarding the first draft, the other changes I made are minor and, for ease of identification, have been "red-lined".

I have also enclosed additional optional sections 6c and 6d of Article III defining the duties of Secretary and Treasurer in the event the Board decides to create those offices. You can either include these sections in the By-laws as optional offices now or wait until such time as you decide to appoint directors (or others) to these offices and then amend the By-laws. Although the latter method may be less convenient, either approach will work.

At the July 15th meeting, we can discuss this version and any comments or recommendations sent to me within the next few weeks.

Enclosures

cc: Richard Simms, Superintendent
Mark L. Smith
Lawrence K. Ohm
Stewart H. Diamond, Esq.

~~CONFIDENTIAL~~
FINAL

**BY-LAWS OF THE
KANKAKEE RIVER METROPOLITAN AGENCY**

These By-Laws, together with the Municipal Joint Sewage Treatment Agency Intergovernmental Agreement (which Agreement, together with amendments to it from time to time, is referred to as the "Agreement"), govern the function and operation of the Kankakee River Metropolitan Agency, the name of the entity which functions as the statutorily-created Municipal Joint Sewage Treatment Agency (the "Agency").

ARTICLE I

GENERAL PROVISIONS

SECTION 1: GENERAL PURPOSE

The general purpose of these By-Laws is to establish the organizational structure and rules of procedure of the Agency.

SECTION 2: CORPORATE AUTHORITY

The Directors shall be the corporate authority of the Agency and shall have the power to pass and enforce all necessary ordinances, resolutions, rules, regulations and administrative orders for the conduct of business and management of property of the Agency.

SECTION 3: DEFINITIONS

For the purposes of these By-Laws, the following terms, phrases, words and their derivations shall have the meaning given herein. When not inconsistent with the context, words used in the present tense include the future tense, words in the plural number include the singular number, and words in the singular number

include the plural number. The word "shall" is always mandatory and not merely directory.

- A. "Agency" shall mean the Directors of the Kankakee River Metropolitan Agency when acting as the governing body of said Agency.
- B. "Board" shall mean the body composed of Directors as provided in the Intergovernmental Agreement and which is the governing body of the Agency.
- C. "Chairman" shall mean the Chairman of the Kankakee River Metropolitan Agency duly appointed pursuant to the Intergovernmental Agreement.
- D. "Director" shall mean a Director of the Kankakee River Metropolitan Agency, duly appointed as such pursuant to the Agreement.
- E. "Employee" shall mean any full or part-time regular or temporary worker in the employ of the Agency.
- F. "Municipal Joint Sewage Treatment Agency Act" shall mean 5 ILCS 220/3.4 of the state statutes.
- G. "Presiding Officer" shall mean the Chairman, Vice Chairman or Chairman *Pro-Tem*, as the case may be, whose duty it is to chair Agency meetings.

ARTICLE II

AGENCY AND DIRECTORS

SECTION 1: COMPOSITION

The Agency shall consist of the duly appointed Director from each member municipality as set forth in the Intergovernmental Agreement. These representatives will serve as Directors as provided by statute.

SECTION 2: ALTERNATE DIRECTOR

Each member municipality shall select an Alternate Director with the same qualifications of a Director who may act on behalf of

the municipality at any scheduled meeting of the Agency, in the absence of the duly appointed Director.

SECTION 3: DESIGNATION

Each member shall file with the Chairman of the Agency the names of its appointed Director and its appointed Alternate Director.

SECTION 4: TERM

The term of each Director and Alternate Director shall be one (1) year, or until his or her successor is duly appointed by each member of the Agency.

SECTION 5: REMOVAL AND VACANCIES

A Director may be removed for any cause for which any other municipal officer may be removed. In the event of a vacancy on the Agency for whatever reason, such vacancy shall be filled promptly in accordance with the applicable statute and procedures for filling vacancies.

SECTION 6: DUTIES

The Agency shall perform those duties prescribed by Illinois statute and other duties as may from time to time be established by the Agency pursuant to such statutes.

SECTION 7: AUTHORITY

The Board of Directors shall be the corporate authority of the Agency and shall have the power to pass and to enforce all necessary ordinances, resolutions, rules, regulations and administrative orders and to form such other functions as are

necessary for the conduct of the business and the management of the property and affairs of the Agency.

SECTION 8: VOTING

Each Director is entitled to one (1) equal vote on all matters presented to the Agency at regular or special meetings. The vote may be cast only by the Director or Alternate Director, who must be in attendance at the scheduled meeting. No proxy votes or absentee voting shall be permitted.

SECTION 9: COMPENSATION

Directors may be reimbursed for their actual expenses incurred with regard to Agency business and shall be paid \$50.00 per meeting attended.

ARTICLE III

OFFICERS OF THE AGENCY

SECTION 1: OFFICERS

The officers of the Agency shall be the Chairman and Vice Chairman.

SECTION 2: CHAIRMAN AND VICE CHAIRMAN

The Chairman and Vice Chairman shall be elected by the Directors from their own number.

SECTION 3: TERM

All officers shall serve for a term beginning with the date of their appointment and ending with their successors having been properly appointed annually.

SECTION 4: VACANCY

In the event of a vacancy in office, for whatever reason, such vacancy shall be filled according to the same procedure used for the initial appointment.

SECTION 5: ADDITIONAL OFFICERS

The Agency may also, from time to time, by resolution create (and may subsequently discontinue) officer positions for the Agency in addition to those provided by these By-Laws. The Agency shall determine the duties of such additional officers, which shall not conflict with the duties specifically given by these By-Laws to other officers. The Agency shall determine the term of office and the method of election for such additional officers.

SECTION 6: DUTIES OF OFFICERS

The duties of officers shall be as follows:

A. Chairman: The Chairman shall

- (i) perform those duties prescribed by statute or the Agency;
- (ii) preside at all meetings of the Agency;
- (iii) appoint the officers with the advice and consent of the other Directors where the power to appoint is not granted to the Board of Directors directly;
- (iv) sign all ordinances, resolutions and other documents necessary to be signed on behalf of the Agency and execute all contracts entered into by the Agency unless the Board of Directors shall by resolution authorize some other person to execute contracts on behalf of the Agency;
- (v) have the power to vote in the same manner as the other Directors;
- (vi) perform such other duties as may be prescribed by the Board.

- B. Vice Chairman: In the event of the Chairman's absence or inability to act, the Vice Chairman shall, during such absence or inability to act, perform all duties and exercise all powers within the normal purview of the Chairman. The Vice Chairman shall serve until the Chairman's absence or inability to act shall terminate, or until such time as a new Chairman is duly elected in accordance with these By-Laws and applicable statutes.

SECTION 7: BONDS

Any officer or employee of the Agency who has the authority to authorize the payment, investment or expenditure of Agency funds, other than by participating in an act of the Board of Directors, shall give a bond for the faithful discharge of his or her duties, in such amount and with such surety or sureties as are approved by the Agency. The cost of such bond shall be paid by the Agency. No Director, officer or employee of the Agency shall be liable for any loss of the money deposited in an approved depository which loss occurs by reason of any failure or default of the depository.

ARTICLE IV

ADMINISTRATIVE AND OPERATING PERSONNEL OF THE AGENCY

SECTION 1: ADMINISTRATIVE STAFF

The administrative and operating personnel may consist of the following:

- A. Superintendent.

If a Superintendent or person of similar status is appointed, he/she shall report to the Board of Directors or to the Executive Director if there is one and shall be accountable to the Agency as well as the City and to the public for the overall operation and

maintenance of the regional wastewater treatment facility and the collection system. In addition to those duties described in the Operating Agreement, the person who serves as the Superintendent or in a similar or equivalent position or capacity shall supervise the staff of the Facility and its general operation and perform some or all of the following tasks and/or other tasks as directed by the Board or Executive Director:

1. establish policies, procedures, schedules and methods for operation and maintenance of the treatment plant and collection system and related equipment;
2. analyze plant and laboratory reports, and direct the adjustment of processing methods to improve plant efficiency;
3. prepare annual budget and maintain budgetary controls;
4. plan and recommend the improvement of plant facilities through equipment acquisition; assists in development of specifications, make requisitions for supplies, materials, and equipment;
5. prepare detailed reports on plant operations for submission to superiors and/or other governmental agencies;
6. investigate and respond to employee grievances;
7. ensure employee compliance with safety rules and regulations;
8. determine staff requirements and interview prospective personnel as requested by the Board;
9. recommend rates for system users and maintain system reserve funds.

B. Executive Director

1. Appointment.

The Executive Director, if one is appointed, shall be appointed by a majority vote of the Directors for an indefinite

term and shall serve at the Agency's pleasure. The Executive Director shall be chosen on the basis of administrative and executive qualifications with reference to the duties of the office.

No Director or Alternate Director shall receive the appointment as Executive Director during his or her term of appointment as Director or Alternate Director.

The Executive Director may be removed by a majority of the Directors at any time. A contract employing the Executive Director may provide severance pay and benefits. The action of the Agency in removing the Executive Director shall be final.

2. Duties.

The Executive Director is charged with the supervision and management of the Agency's affairs. The Executive Director shall be the chief administrative officer of the Agency and shall administer all functions of the Agency as directed by the Chairman or the Board. The duties of the Executive Director shall include, but are not necessarily limited to, the following:

1. administrative responsibility for the organization, construction, operation and maintenance of the Agency;
2. supervision of all employees and consultants of the Agency;
3. hiring personnel to fill positions of vacancies on the Agency's administrative staff and to discharge or retire such employees in accordance with the administrative rules and procedures established by the Agency;
4. attendance at all Agency meetings unless excluded therefrom;

5. attendance at any Agency committee meeting at which his or her attendance has been requested;
6. attendance at relevant Village Board and City Council meetings of the Agency's member communities when so requested;
7. recommendation of policies, plans and procedures for the organization, construction, operation and maintenance of the wastewater treatment facilities and equipment of the Agency;
8. purchase of materials and services according to administrative rules and procedures established by the Agency;
9. preparation and presentation of the annual budget to the Agency;
10. preparation and presentation to the Board for consideration and approval such administrative rules and orders as may be deemed necessary and appropriate; and
11. representation of the Agency before conferences, professional associations or relevant public groups when requested to do so by the Agency.

SECTION 2: OTHER PERSONNEL

Any and all additional supervisory, administrative or operating personnel shall be under the direction of the Executive Director if there is one, otherwise, the Board or its designee.

SECTION 3: COMPENSATION

The Executive Director shall receive such compensation as the Agency shall from time to time determine. Other personnel shall receive such compensation as determined by the Board or by the Executive Director, if there is one, authorized by the annual budget and approved by the Agency.

SECTION 4: ABSENCE OR INABILITY

In the event of the Executive Director's absence or inability to act, the Chairman or his or her designee may perform the duties of the Executive Director until the next regular meeting of the Board of Directors. At that meeting, the Board of Directors shall determine whether the Chairman or his or her designee shall continue to serve in the Executive Director's absence or inability to act, or whether some other interim arrangement shall be in the best interest of the Agency.

ARTICLE V

MEETINGS

SECTION 1: OPEN MEETINGS

All regular and special meetings shall be open to the public except such meetings as may be held in closed session; and public notice of such meetings shall be given, in each case, in the manner as provided by the "Open Meetings Act," 5 ILCS 120/1, et seq., as amended from time to time.

SECTION 2: REGULAR MEETINGS

The Board of Directors shall establish the dates for the regular meetings of the Agency.

SECTION 3: ORDER OF BUSINESS AT REGULAR MEETINGS

The Chairman shall cause an agenda for all regular and special meetings to be given to each of the other Directors.

SECTION 4: SPECIAL MEETINGS

Special meetings, in the manner provided by law, may be called by the Chairman upon his or her own initiative or at the request of any four of the Directors. The notice shall include the time, date and location of the special meeting, as well as the agenda specifying the subjects to be covered at that meeting. Business conducted at the special meeting shall be limited to those items specified in the agenda.

SECTION 5: QUORUM

A quorum shall consist of a majority of all the appointed Directors.

SECTION 6: VOTE REQUIREMENTS

Except as set forth in the Intergovernmental Agreement, the concurrence of a majority of all the appointed Directors is necessary for the passage of any ordinance or resolution, the incurring of any debt or financial obligation, or the approval of any payment. All other action of the Agency not set forth in the Agreement shall require a majority of those Directors present, provided there is a quorum.

SECTION 7: RULES OF ORDER

The Chairman shall preside over all Agency meetings, shall preserve order and decorum, and shall conduct meetings in an orderly fashion. The Chairman may speak to points of order and shall decide all questions of order. Questions of procedure for meetings of the Agency which are not determined by its rules shall be governed by the latest edition of Roberts Rules of Order.

Revised. In case of any disturbance or disorderly conduct, the Chairman shall have the power to remove the cause of such or suspend the meeting.

SECTION 8: DISQUALIFICATION

No Director who has a personal, financial or other material interest in any matter before the Agency shall participate in any way in the deliberations or decision on such matter and, furthermore, shall remove himself or herself from any meeting or hearing while such matter is under consideration.

SECTION 9: RESCISSION

No resolution or other action shall be rescinded at any special Agency meeting unless there shall be present at such meeting at least as many members as were present at the meeting at which said resolution or other action was approved.

At the request of any Director present, any resolutions submitted to the Agency shall be reduced to writing before being voted upon.

SECTION 10: PUBLIC COMMENT

The Agency may, by a majority vote of the Directors present, determine to limit the time for any member of the public to address the Agency at any specific meeting.

ARTICLE VI

COMMITTEES

SECTION 1: PURPOSE

The Agency has determined that the committee structure may in many situations be the most efficient and productive way for the Directors to carry out their responsibilities. The primary responsibilities of all committees shall be suggesting policy, reviewing, investigating and making recommendations to the Agency. The committee structure is established so that more thought and time may be given to Agency matters by delegating review and investigative functions to a portion of its members. The committees, therefore, are not operating bodies, but reviewing and investigative bodies; committee actions are not instructions to the Agency, but rather shall constitute suggestions and recommendations.

SECTION 2: COMMITTEES

There shall be established an Executive Committee pursuant to authority set forth in the Agreement. In addition, the Board may establish such standing or special committees as it may deem necessary to effectuate business. The Chairman shall appoint all committees and committee chairmen, with the advice and consent of the other Directors. The duties of each committee shall be those duties specified at the time the committees are established, and may be modified from time to time by the Chairman or the Board.

SECTION 3: CHAIRMAN AS COMMITTEE MEMBER

The Chairman shall be an *ex-officio* member of all committees, but shall not vote on committee matters.

ARTICLE VII

DISBURSEMENT, LOANS AND CHECKS

SECTION 1: NO DISBURSEMENT WITHOUT AUTHORITY

No funds, moneys or other things of value in the hands of the Agency shall be paid out, disbursed, or delivered except upon warrant, draft or order approved and signed as herein provided.

SECTION 2: AUTHORIZATION

All disbursements shall be approved by the Agency from time to time.

SECTION 3: LOANS

The Agency may not borrow money without the approval of the Board of Directors.

SECTION 4: CHECKS

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness in the name of the Agency shall be signed by any two (2) of the following: The Chairman or the Vice Chairman and a Director.

SECTION 5: DESIGNATION OF FUND AND PAYEE

All checks shall specify the particular fund or appropriation to which they are chargeable and the person or other entity to whom payable.

ARTICLE VIII

CONDUCT OF THE DIRECTORS,
OFFICERS AND EMPLOYEES OF THE AGENCY

SECTION 1: INTEREST IN CONTRACTS

The Directors, Officers and all employees of the Agency shall act and conduct themselves in such a manner that they do not violate any statute, ordinance, rule or regulation of the Agency, State of Illinois, or the federal government dealing with interest in contracts, jobs, work or materials or the profits thereof or services to be performed for or by the Agency.

SECTION 2: GIFTS AND REBATES

The Directors, Officers and all employees of the Agency are expressly prohibited from accepting directly or indirectly, from any person, company, firm or corporation to which any contract or a purchase order is or might be awarded, any gift, rebate, money or anything of value in excess of Five Dollars (\$5.00), except where given for the sole use and benefit of the Agency.

SECTION 3: COMMITMENTS

No Director, Officer, committee nor any other employee of the Agency shall in any way bind the Agency to do or not to do any certain thing unless expressly authorized to do so, and no unauthorized action shall be in any way binding upon or recognized by the Agency unless expressly ratified or approved by the Agency through its Board.

SECTION 4: LOBBYING

No Director, Officer or employee of the Agency shall lobby on any bill in any of the state or federal Legislatures in the name of the Agency unless the Agency through the Board specifically approves or opposes the bill and the Chairman directs the Director or employee to lobby in support of the Agency's position.

SECTION 5: CLAIMS AND ACTIONS

The Agency shall defend and indemnify its Directors, Officers and employees against claims or actions based upon injuries allegedly arising out of any act, error or omission occurring within the exercise of their lawful duties or scope of employment, as the case may be.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Agency shall commence on May 1 and shall end on the following April 30. The Agency shall adopt by ordinance or resolution an annual budget estimating required funds for the fiscal year which commences on the following May 1, and for its first year of existence shall adopt its first budget during the first quarter of the fiscal year, or not later than July 31, 1996.

ARTICLE X

BUDGET

SECTION 1: ANNUAL BUDGET

Not less than sixty (60) days prior to the beginning of each fiscal year, the Executive Committee, other appropriate committee, employee or auditor as directed by the Board, shall prepare and send to the Directors a tentative budget. The Board will hold a hearing on that budget at which any interested party, including the member municipalities, may be heard, and shall give not less than twenty-one (21) days' notice of such hearing or other notice as may be required by applicable budget laws. The Board shall approve the Agency's annual budget during the first quarter of its fiscal year.

SECTION 2: EXPENDITURES

After adoption of the annual budget, the Board, Executive Committee, the Executive Director, if any, and authorized staff, as the case may be, shall make only those expenditures which are authorized by budget and shall not contravene the provisions of the budget without approval by the Board through an amendment to the budget or other action as provided by law.

ARTICLE XI

AUDIT

The Agency shall provide for an annual audit to be made by an independent certified public accountant within one hundred twenty (120) days after the end of each fiscal year. The books of the Agency shall be kept in accordance with generally accepted

accounting principles and state law. A copy of the annual audit report shall be delivered to each Director promptly upon its receipt by the Agency.

ARTICLE XII

MISCELLANEOUS

SECTION 1: CONFLICT

In the event of any conflict between these By-Laws and any ordinance, resolution or order of the Agency, these By-Laws shall control. In the event of conflict between these By-Laws and any state statute applicable to the Agency, the statute shall first control, then the Intergovernmental Agreement and then these By-Laws.

SECTION 2: AMENDMENT

Amendments to these By-Laws may be proposed by any Director. The proposed amendment should be submitted to each Director by the Board at least thirty (30) days prior to the meeting of the Agency at which the proposed amendment is to be considered. Amendments may be adopted by not less than three-fourths (3/4) affirmative vote of all the Directors.

SECTION 3: COPIES

The Chairman is authorized and directed to cause copies of these By-Laws to be distributed to all Directors and other interested persons requesting a copy of the same.

SECTION 4: CAPTIONS AND HEADINGS

The captions and headings used herein are for convenience and reference only and do not define nor limit the contents of each paragraph.

SECTION 5: EFFECTIVE DATE

The By-Laws shall become effective upon approval by the Board of Directors. Any amendment to the By-Laws shall take effect immediately upon its approval by the Board of Directors, unless the terms of the amendment otherwise provide.

APPROVED this 7th day of October, 1996.

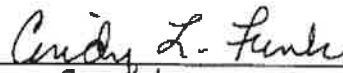
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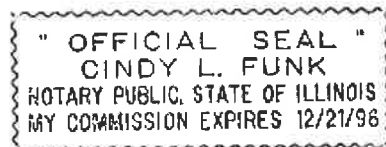
NAYS:

ABSENT:


Chairman

ATTEST:


Secretary



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