

**CONSTITUTION AND BYLAWS
OF THE
ILLINOIS ECONOMIC DEVELOPMENT ASSOCIATION**

“An Association of Economic Development Professionals”

ARTICLE 1 – NAME

Section 1. The name of this not-for-profit corporation, organized and existing under the laws of the State of Illinois shall be “Illinois Economic Development Association” (hereafter referred to as The Association).

ARTICLE II – PURPOSE

Section 1. The Association is a voluntary group of professional economic development personnel affiliated for the purpose of furthering the development of the economic base of the State of Illinois through:

- a. Fostering cooperation among economic development professionals of the State of Illinois.
- b. Encouraging statewide awareness of the economic development opportunities and problems within the State;
- c. Affording professional economic developers a vehicle for assembly and collective expression.
- d. Providing opportunities for professional development and training.

The Association is a statewide professional economic development association that supports advocacy, education and collaboration to enhance Illinois’ global competitiveness.

Section 2. The definition of Economic Development is as follows: Economic Development is the process of attraction, expansion and retention of industry and business to a particular geographic area in order to expand the tax base and to create and/or retain employment and enhance the quality of life.

ARTICLE III – MEMBERSHIP

Section 1. General membership in The Association is an individual membership with rights and privileges as assigned to the individual and shall be held in one of three (3) categories: General, Student and Honorary Life.

- a. General Member is a person who is actively engaged in or supports the economic development process in the State of Illinois. Membership category has full voting rights.
- b. Student member is an individual who is a full-time college student majoring in a profession related to economic development. Student members do not have voting rights.
- c. Honorary Life Membership shall be granted at the discretion and approval of the Board of Directors to (1) a member of The Association for at least 10 years, or (2) a member who performed meritorious service for The Association, or (3) was an effective economic developer, and (4) a member retired or is retiring from full-time

active involvement in economic development. Honorary Life Membership shall entitle the member to all rights and privileges of The Association except, holding office, or payment of dues.

- Section 2. Qualified applicants shall become members upon making application and paying established dues.
- Section 3. Membership shall be held in the name of an individual and/ or a representative named by an organization. If the named representative of a sponsoring organization leaves the organization, the membership is transferred to another representative named by the sponsoring organization, upon request.
- Section 4. The annual dues for members shall be such rate or rates as determined by the Board of Directors. Dues are not refundable.
- Section 5. Membership in The Association shall be terminated or changed in one or more of the following ways:
- a. Resignation from membership in The Association;
 - b. By request of the Board of Directors for just and appropriate reasons, based upon a seventy-five percent (75%) or greater vote of the Board of Directors, subject to the following conditions: such member shall be notified of the proposed action and of the reason(s) for the proposed action. Such notification shall be by registered mail.

Such member shall have the right to appear and/or be represented by counsel before the Board of Directors to contest proposed action.
 - c. Nonpayment of dues, the procedure for which shall be as follows: If payment is not received within thirty (30) days of the expiration date, membership shall automatically be terminated.
 - d. Nonpayment of invoices, the procedures for which shall be as follows: Any member who fails to pay an invoice submitted by The Association within ninety (90) days of its billing date, shall be considered delinquent and subject to expulsion from The Association. It shall be within the discretion of the Board to grant an extension during which payment may be made.
 - e. When the representative of a sponsoring organization leaves the sponsoring organization.
- Section 6. A member whose membership has been terminated under Article III, Section 6 (c) or 6 (d) may be considered for reinstatement under Article III, Section 1, 2 and 3, upon receipt of payment for all outstanding invoices.
- Section 7. A member in good standing, who has a change in employment status and is actively seeking employment in the field of economic development, may request an interim membership in The Association not to exceed a two-year period by paying a membership fee of \$50 upon expiration of their current membership for each year. Upon gaining full or part-time employment in the field of economic development, the interim membership is terminated and the member must rejoin the association in the appropriate category. The \$50 interim membership fee will be applied to the membership fee for the appropriate category being requested.

ARTICLE IV – BOARD OF DIRECTORS

- Section 1. The affairs of The Association shall be guided by a Board of Directors (hereafter referred to as the Board) consisting of 11 individuals, except in cases provided for by Article IV, Section 7 or 9. These directors, elected to 3-year terms by the membership, shall consist of no fewer than two (2) representatives from each of the following geographic divisions: Metro, Northern, Central, and Southern (see map identifying geographic divisions); and three (3) from At-Large. Members of the Board of Directors shall serve staggered terms with no more than 4 members of the Board of Directors elected each year.
- Section 2. Nominations and Elections: A Nominating Committee comprised of at least three Association members from different districts shall be appointed by the Chairman prior to the date of the Annual Meeting. The Nominating Committee will prepare and publish a slate of candidates for the Board of Directors no later than 10 days prior to the annual meeting. Nominations accepted from the floor at the Annual Meeting will automatically be added to the ballot or slate, with the nominees' concurrence. Election of the board of directors will be held at the Annual Meeting and directors elected at such meeting shall assume office immediately after the election.
- If there is more than the required number of candidates from any one geographic division, then the nominees for director within each geographic division shall be voted upon only by members within that geographic division by ballot. Candidates receiving the highest number of votes shall be elected to the Board and shall assume office immediately upon the tabulation of ballots.
- Section 3. A Chairman, 1st Vice Chairman, 2nd Vice Chairman and Secretary-Treasurer shall be elected annually prior to the annual meeting from among the Board by the Board to hold office for one year or until their successors are elected and qualified. The Chairman, 1st Vice Chairman, 2nd Vice Chairman and Secretary-Treasurer shall not succeed themselves in the office for which elected unless this provision of the bylaws is suspended for the specific purpose of transacting the business of the association in accordance with Article XI, Section 1. The 1st Vice Chairman shall also serve as Chairman-Elect. The terms of newly elected officers shall commence immediately after the election of the Board of Directors at the annual meeting.
- Section 4. The immediate Past Chairman shall be an ex-officio member with vote of the Board and shall serve for a term of one (1) year.
- Section 5. The Board may appoint such committees, as it shall deem necessary to carry out the purposes of The Association.
- Section 6. The Chairman, with the advice and consent of the Board, shall fill any vacancy occurring among the elected directors by appointment and they shall serve for the un-expired term.
- A vacancy in the office of Chairman shall be filled by the 1st Vice Chairman. A vacancy of both the Chairman and 1st Vice Chairman shall be filled by the 2nd Vice Chairman. The vacancy of all other officers, elected or appointed, shall be filled by a special election by the Board, from among the Board, majority vote prevailing, and shall serve the un-expired term. Persons succeeding under this section shall be eligible for reelection to a regular term in that office.
- Section 7. The Board may, by majority vote, designate a representative of the Illinois Department of Commerce and Economic Opportunity to be a non-voting, ex-officio member for a renewable one (1) year term.

- Section 8. Members of the Board of Directors shall be prohibited from serving consecutive elected regional terms, except for a Board member elected as an officer;
- Section 9. Transitions: Exceptions to board size may be made to accommodate transitions within the board, regarding board restructuring or Director relocation. In the event a board member, elected to represent a geographic division, relocates outside of that division, he or she may be allowed to finish their term as an additional At-Large Director. The vacated position shall be filled according to Article IV-6.
- Section 10. A quorum of the Board shall consist of a simple majority of the members of the Board.
- Section 11. The fiscal year of The Association shall be the calendar year.

ARTICLE V – DUTIES OF THE OFFICERS

- Section 1. The Chairman: It shall be the duty of the Chairman to preside at the meetings of The Association and of the Board; to prepare an Annual Budget; to perform specific duties which the Board may place upon him/her; and to discharge such other duties as ordinarily pertain to the Office of Chairman.
- Section 2. The 1st Vice Chairman: It shall be the duty of the 1st Vice Chairman to act for the Chairman in the event of his or her absence and to perform such other duties as ordinarily pertain to this office, including oversight of committee relations, or as assigned by the Board or the Chairman.
- Section 2.1 The 2nd Vice Chairman: It shall be the duty of the 2nd Vice Chairman to act for the Chairman in the event of his or her absence and the absence of the 1st Vice Chairman and to perform such other duties as ordinarily pertain to this office, including chairing the annual conference committee, or as assigned by the Board or the Chairman.
- Section 3. The Secretary-Treasurer: It shall be the responsibility of the Secretary-Treasurer for supervising the custody, receipt and disbursement of all funds of the Association and the provision of notices of meetings and maintaining of minutes.
- Section 4. The Chairman and the Secretary-Treasurer shall be bonded in an amount sufficient to cover the monetary assets of The Association, the premium of said bond being paid by The Association.
- Section 5. An Executive Committee comprised of the Chairman, 1st Vice Chairman, 2nd Vice Chairman, Secretary-Treasurer and Immediate Past Chairman has the authority to act on behalf of the Board between Board meetings in the situation where a vote by a quorum of the Board cannot be obtained by e-mail or fax in the time requiring action. Any action taken by the Executive Committee must be upheld by a quorum of the Board at the next official meeting of the Board
- Section 6. The Board has the authority to retain paid staff. The Chief Staff Person shall be titled Executive Director of The Association. The role of staff is designated by policy by the Board.

ARTICLE VI – FUNDS AND DISBURSEMENTS

- Section 1. All funds belonging to The Association shall be kept by the Officers and Executive Director in a separate account in the name of the Illinois Economic Development Association in a bank selected by the Board.
- Section 2. A budget will be prepared by the Officers and submitted to the Board prior to the start of the fiscal year.
- Section 3. All non-budgetary expenditures and disbursements of The Association funds shall have the approval of the Board of Directors.

ARTICLE VII – MEETINGS

- Section 1. The Association shall hold its Annual Meeting on a date selected by the Board. Other meetings of the full membership may be called by action of the Board.

ARTICLE VIII – PARLIAMENTARY AUTHORITY

- Section 1. The rules contained in the current edition of Robert’s Rules of Order shall govern The Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order The Association may adopt.

ARTICLE IX – AMENDMENTS

- Section 1. The Constitution and By-Laws of The Association may be amended at any Annual Meeting or a special meeting called for that purpose by the Board or by a majority vote of those members voting by mail, fax, or e-mail. The proposed amendments shall be accepted by Board and circulated to the membership at least fifteen (15) days in advance of said vote.

The current officers shall count the vote and promptly report the results to the Board and the membership.

ARTICLE X – DISSOLUTION

- Section 1. Procedure: The Association shall use its funds only to accomplish the objects and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed, to the members of The Association. On dissolution of The Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XI – SUSPENSION OF BYLAWS

- Section 1. The Association may move to suspend a provision of the bylaws for a single specific purpose by a two-thirds majority vote of members in attendance at an Annual Meeting, when: 1) such motion is necessary for the fulfillment of a transaction of business that is consistent with the purpose of The Association; and 2) the motion is specific to the reason for the suspension of the bylaws.

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The above is a certified copy of the Illinois Economic Development Association Constitution as amended by a vote of the membership June 24, 2016.