

BY-LAWS of the Southwest Illinois Trade and Investment Council

**Amended per Executive Committee Action
July 1, 2020**

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SECTION 1. Establishment of the Southwest Illinois Trade and Investment Council

1.1 The Southwest Illinois Trade and Investment Council (SWIL TIC) was created on September 23, 2015 by authority of the County Board Chairmen of St. Clair and Madison counties. The principal office shall be determined from time to time by the Board of Directors. SWITIC is a 501 (c) (6) organization.

1.2 The SWIL TIC will initially oversee exporting and foreign trade and investment activities in a region that covers the counties of Madison and St. Clair, with plans to expand to Jersey, Calhoun, Bond, Clinton, Washington, Randolph, and Monroe counties.

1.3 The By-Laws of the Council shall not conflict with any other applicable statute. If in the event there is a conflict, the By-Laws will be subservient to the applicable statute.

SECTION 2. Purpose

2.1 The purpose of SWIL TIC is to raise awareness of global exporting and foreign direct investment as an opportunity for economic stability and growth in southwestern Illinois; identify and form strategies to address barriers that discourage or limit exports from the region and/or foreign direct investment; and to encourage existing and potential global exporters in the region to support services available that improve their chances for success. Measurable exporting goals for the region will be set, and work activities and events designed, that will achieve higher exporting and foreign direct investment levels for the region. The goals and objectives of the SWIL TIC will include, but are not limited to the following:

- a. Greater awareness and compliance of exporting requirements and opportunities.
- b. Identification and activation of a network of local economic development professionals and chamber leaders that encourage and support exporting and foreign direct investment activities within their communities, counties, and/or regions.
- c. Increased access to, and usage of, the region's exporting assistance programs and services.
- d. Expanded job creation and capital investment.
- e. Greater utilization of the region's multi-modal transportation infrastructure and assets.

SECTION 3. Organization and membership of the Council

3.1 The governing and administrative powers of the Council shall be vested in the Board of Directors of the Council. The Board of Directors shall be proposed by the Executive Committee and confirmed by vote at a quarterly meeting annually, and be composed of private sector exporters, the county board chairmen of St. Clair, Madison, and Monroe counties, regional port representatives, regional airport representatives, freight forwarders, and banking representatives.

Ex-officio, non-voting members will come from Illinois Department of Commerce and Economic Opportunity (OTI and RED), Illinois Department of Agriculture, United States Department of Commerce, United States Small Business Administration, International Trade Center at Southern Illinois University Edwardsville, Madison County, St. Clair County, Monroe County, I.M.E.C., and other ED groups, and operate in an advisory and resource support capacity for the Council.

3.2 Board of Director appointments are for one year to be renewed annually based on recommendations of the Executive Committee. There are no limits on number of re-appointments. Ex-officio member appointments have no term limits and are determined by the agencies they represent.

SECTION 4. Vacancies on the Council.

4.1 Any vacancy in the appointed membership of the Council occurring because of the death, resignation, disqualification, removal, or inability or refusal to act of any of the members of the Council shall be filled by the authority that had appointed the member, and for the unexpired term of office of that member.

4.2 A vacancy caused by the expiration of the period for which the member was appointed shall be filled for a period that completes the balance of the term.

4.3 Any member of the Council may resign from his or her office by writing a letter of resignation to the President of the Council Secretary of the Council.

4.4 The Executive Committee makes recommendations to the Board of Directors, for removal of any members of the Council in case of incompetency, neglect of duty, or malfeasance in office.

SECTION 5. Officers of the Council

5.1 The Council shall elect a President, Vice-President, Secretary, and Treasurer.

5.2 The President and Vice-President, Secretary, and Treasurer of the Council, shall constitute the Executive Committee, and the Executive Committee shall be a standing committee of the Commission.

5.2.1 The Executive Committee may act for the Council between regular meetings in an emergency situation but shall be accountable to the Council for its actions.

5.2.2 Decisions of the Executive Committee must be reported at the next meeting of the Council.

5.3 All officers shall assume the duties of their respective offices immediately upon their election.

5.4 In the event of the death, absence, refusal or, inability to act of the Secretary or Treasurer, the President may appoint one of the other Council members to act as Secretary or Treasurer until a successor is elected and assumes the office as provided in these By-Laws.

SECTION 6. Powers and Duties of the Officers

6.1 The President – The President shall be the chief executive officer of the Council and shall in general supervise the business and affairs of the Council. He or she shall be elected by the Board of Directors. The term of the President will be for one year. The members of the Council may re-elect the President or elect a new President.

6.1.1 He or she shall preside at all meetings of the Council and shall appoint and remove, for cause, all committee chairpersons, and the members to these committees whether standing committees or special committees.

6.1.2 The President shall have the authority to execute, with the Secretary or any other proper officer of the Council who shall be a member of the Council, any documents, and legal instruments on behalf of the Council that the Council has authorized to be executed or that are otherwise required by law to be signed and executed.

6.1.3 The President shall perform such other duties as he or she deems necessary without infringing on the responsibility of the entire Council.

6.1.4 The President shall serve as an ex-officio member of all committees.

6.1.5 She or he must ensure that there is a checks and balances within the financial reporting system for the Council, when funds are available, by verifying all bank statements monthly.

6.2 The Vice-President – In the absence, or disability, for any cause, of the President, the Vice-President shall perform the President's duties. He or she will be elected by the Board of Directors. The term of the Vice-President will be for one year.

6.2.1 The Vice-President shall perform such other duties and have such other authority as may be assigned to him or her by the Council or its President.

6.3 The Secretary – The Council shall elect a Secretary, to hold office at the pleasure of the Council. He or she will be elected by the Board of Directors. The term of the Secretary will be for one year.

6.3.1 The Secretary shall be the custodian of all records and a seal of the Council, should it adopt a common seal, and shall keep accurate minutes of the meetings of the Council and all the committees thereof.

6.3.2 He or she shall, when required, certify to copies of records of the Council, and shall notify Council members of meetings of the Council as well as seek to secure the attendance of others necessary to conduct the work of the Council at its meetings or hearings.

6.3.3 She or he shall perform all such duties as directed by the Council. Some of these duties may be delegated to another officer or to management with the approval of the Council. The Secretary also serves on the Executive Committee.

6.3.4 In the event of the absence of the Secretary from any meeting of the Council, the chairperson of the meeting shall appoint one of the members present to act as Secretary for the meeting.

6.4 The **Treasurer** – The Council shall elect a Treasurer from among all the members (including ex-officios). The term of the Treasurer will be for one year.

6.4.1 The Treasurer shall be responsible for all monies of the Council from whatever sources received, and for all securities in the possession of the Council, and for the deposit of such monies in the name of the Council in a depository. All deposits, withdrawals made by the Treasurer, will need a secondary sign-off from the President of the Council.

6.4.2 He or she shall be responsible for all disbursements of such funds for the purposes for which intended or as authorized or directed by the Council.

6.4.3 The Treasurer shall be the administrator on all funding utilizing an accounting procedure that allows for financial and statistical reports to the full council on a quarterly basis.

6.4.4 The Treasurer shall make periodic accountings for all such funds as determined by the Council, and his or her books and records shall be available for inspection by any member of the Council during working hours.

6.5 The Council - The Council may provide for the appointment of attorneys, engineers, consultants, agents, and employees as may be necessary. The Council shall define the duties of each of them as the Council may designate and may fix their compensation.

SECTION 7. Meetings of the Council

7.1 Meetings shall be held quarterly. Customarily, the quarterly meetings shall be held on the fourth Thursday of the designated month, unless otherwise determined by the President of the Council. Notice of the date, time, place/format, and agenda of the regular meeting shall be posted at least ten (10) calendar days prior to the meeting.

7.2 The Council shall designate one quarterly meeting for the annual election of Officers, the adoption of a budget, and for such other business as may properly come before it.

7.3 The President or any three (3) members of the Council may call special meetings of the Council. Notices of special meetings shall state the time, place, and purpose of the meeting.

7.4 Meetings may be held on site, by telephone conference or other virtual formats by which all persons participating in the meeting can communicate with each other. Members physically at

the meeting table, on the phone, or participating in a virtual format, can be counted towards a quorum and take part in Council actions.

7.5 Meetings shall be at the Council's principal office, by phone conference, on a virtual format, or at another place as is designated by the President or by the other person calling the meeting.

SECTION 8. Quorum

8.1 The Council may not transact business at a meeting of the Council unless there is present at the meeting a quorum. A quorum is defined as an absolute majority (more than half) of entire membership. All those present (in person, by phone, or on a virtual format), represented by a proxy, shall constitute a quorum for the transaction of business.

8.2 All actions of the Commission shall be by motion or resolution and the affirmative vote of at least a majority of the members (proxies) participating shall be necessary for the adoption of any motion or resolution. When requested, or by the discretion of the President, a secret ballot shall be made available to vote on issues of a sensitive nature

8.3 Before taking effect, all such motions and resolutions shall be signed by the President and Secretary of the Council. In the case that the President and/or the Secretary shall not sign such a motion or resolution prior to the next regular meeting of the Council, it shall be deemed to have been signed at the time of the next regular meeting following its passage.

8.4 All motions, resolutions and proceedings of the Council, and all documents and records in its possession, shall be public records, and open to public inspection, except such documents and records as otherwise may be exempted by State law.

SECTION 9. Committees

9.1 The Council may establish committees, standing, special or temporary, as it deems necessary to carry out its work.

9.2 Each committee shall consist of at least three members, including a chairperson, appointed by the President of the Council. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and ex-officio members from Madison county, St. Clair County, Monroe County, International Trade Center.

9.3 The President of the Council shall be an ex-officio member of each committee of which he or she is not a regular member and shall be entitled to vote if one or more regular members are absent, in which case she or he shall be counted in determining quorum, and shall also be entitled to vote as such an ex officio member to decide a tie vote.

9.4 The chairperson of any meeting of the Council shall be permitted to vote on and discuss from the chair, any resolution or motion presented to the meeting.

9.5 Unless otherwise provided, all committees shall expire concurrently with the termination of the term of office of the President, whether the termination of office of the President is caused by the expiration of his or her term of office, death, resignation, or inability to serve.

9.6 A quorum of any committee shall consist of a number equal to the majority of regular committee members (physically present, by phone, or on a virtual format). Action by any committee shall be a simple majority vote of the members participating and voting.

9.7 All actions taken by the individual committees shall be reported to the Council for proper action at a regular or special meeting.

SECTION 10. Order of Business

10.1 The order of business at the Council meetings shall be as follows as applicable:

- 1) Roll Call
- 2) Approval of Minutes of Previous Meeting
- 3) Report of the Committees
- 4) Financial Reports
- 5) Old Business
- 6) New Business
- 7) Public Comment
- 8) Adjournment

10.2 Provided a quorum is present, the Council may alter the order of business by a majority of members participating and voting.

SECTION 11. Minutes

11.1 The minutes of each Council meeting shall be distributed to the members before the next meeting.

SECTION 12. Management, Council Staff, and additional membership.

12.1 The Council can obtain, under the provisions of the Personnel Code (20 ILCS 415), such personnel as the Council shall deem advisable to carry out the purposes of the Act and the work of the Council.

12.2 In all cases, when the duties of the other officers and employees of the Council are not prescribed by the By-Laws or the resolution of the Council, they shall be prescribed by the President and performed under the orders and direction set by Management as established by the Council.

12.3 The Council can add additional membership to the Board of Directors and/or participating memberships. Participating memberships would be interested representatives from business, chambers, economic development organizations, education, city, and other county governments.

SECTION 13. Purchases and Contracts

13.1 The Council shall comply with the Illinois Procurement Code [30 ILCS 500] as it may be applicable to the Council.

SECTION 14. Amendments

14.1 These By-Laws may be amended by resolution duly adopted by the Council at any meeting, annual, regular, or special, if notice of intention to present such resolution shall be given at least ten (10) calendar days in advance of the meeting at which the motion to adopt such resolution is to be made.

14.2 Such notices may be given by any member of any committee, or by the Secretary at the request of the President or any member of any committee, and shall be given, in writing, to all members.

14.3 The notice of intention to amend these By-Laws shall include the language of the suggested change, together with a reference to the Section subject to the proposed amendment, as well as the rationale for the amendment.

SECTION 15. By-Laws May Be Suspended

15.1 Other than Section 14 of these By-Laws, By-Laws may be suspended in whole or in part by unanimous consent of the members of the Council participating and voting, such consent to be by affirmative vote at a properly constituted meeting of the Council.

SECTION 16. Rules of Order

16.1 The rules of parliamentary practice in the latest published official edition of "Robert's Rules of Order Newly Revised" (including any official amendments) shall govern the proceedings of the Council in all cases to which they are applicable, and any special rules of order adopted by the Council.

SECTION 17. Limit on Public Comment Speakers

17.1 Any person desiring to speak at a meeting of the Council, or its committees shall submit his or her name, address, and the organization he or she represents, if any, to the Secretary.

17.2 Such persons shall address a meeting of the Council or a committee by leave of the members for a period not to exceed five (5) minutes unless otherwise permitted by the Council or committee. Written comments are also an acceptable form of public comment to the Council.

SECTION 18. Public Hearings

18.1 The Council shall conduct public hearings whenever law requires it to do so. In the absence of any law, or of any procedures in any law, mandating the holding of a public hearing, the Council may authorize a member or other person of legal age to conduct a public hearing, such hearings to be conducted pursuant to the Act.