

**BYLAWS
OF THE
Lake - Cook Regional Critical Incident Partnership, INC.**

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ARTICLE I

Name and Location

Section 1. Name.

The name of this Corporation shall be the Lake - Cook Regional Critical Incident Partnership, INC., a not for profit corporation incorporated in Illinois, hereinafter referred to as the "Partnership".

Section 2. Location.

The principal office of the Partnership shall be located at 1303 North Milwaukee Avenue, Libertyville, Lake County, Illinois, or in such other place as may be determined by the Board of Directors, or as the affairs of the Partnership may require from time to time. The Partnership shall have and continuously maintain in Lake or Cook County a registered office, and a registered agent whose office is identical with such registered office, as required by the laws of the State of Illinois. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

Purposes

Section 1. Purposes.

The purposes for which the Partnership has been organized are:

- (1) Through joint education and training, to create public-sector and private-sector understanding of the common goals of protecting lives and property while sustaining continuity of community life;
- (2) To evaluate, benchmark, and disseminate to members information about best practices in the collaborative planning for, response to, recovery from, and mitigation against emergencies and disasters of all kinds;
- (3) To inform decision-makers and assist businesses, public agencies, and communities in the development and furtherance of joint emergency and contingency planning;
- (4) To encourage public and private sector entities that already engage in the assessment and planning process to form cooperative partnerships and improve community resilience;
- (5) To cultivate an understanding of methods that public and private organizations can utilize to compliment and support each other; and
- (6) To develop an understanding of mutual and respective preparedness goals in the public and private sector.

ARTICLE III

Definitions

Unless otherwise defined herein, as used throughout these Bylaws, the following terms are meant to have these specified meanings:

Board: The Board of Directors of the Lake-Cook Regional Critical Incident Partnership, Inc.

Director: A member of the Partnership elected to serve as a member of the Board.

Executive Committee: A subset of the members of the Board.

Facility: A building from which an organization operates on its own behalf, or physical infrastructure owned and maintained by an organization. Facility does not include the building in which a service provider does work on behalf of another organization.

Lake-Cook Region: A specific area in northeastern Illinois, generally including portions of Lake and Cook Counties, as defined and amended from time-to-time by the Board in its policies and procedures.

Nominee: A member of the Partnership whose name has been put forth as a candidate for an elected or appointed position on the Board.

Officer: One of the members of the Partnership who has been elected or appointed to perform specific duties for the Partnership by serving as a member of the Board.

Organization: A corporation, business, association, or unit of government. Separate divisions, departments, or agencies of a single corporation or single unit of government are not considered different organizations for membership and voting purposes.

Partnership: The Lake-Cook Regional Critical Incident Partnership, Inc.

Private Sector: A for-profit business or organization or a not-for-profit organization.

Public Sector: A unit of government or a division thereof, or a public agency.

ARTICLE IV

Membership

Section 1. Kinds of Membership.

There are three kinds of Members: Voting Members, Non-Voting and Allied Members. For the purposes of clarifying the organizational structure, all members are further categorized as either "Private Sector Members" (if they represent for-profit businesses or organizations) or "Public Sector Members" (if they represent public agencies or not-for-profit organizations). The Board may establish additional classes of membership upon such conditions as it shall determine.

- A. Qualifications for Voting Membership. Voting membership in the Partnership is available to up to three individuals representing a public or private organization with facilities located in the Lake-Cook Region.
- B. Qualifications for Non-Voting Membership. Non-Voting Membership is available to individuals who would otherwise be qualified as a Voting Member, except that there are already three designated Voting Members representing the same organization.
- C. Qualifications for Allied Membership. Individuals that are not eligible for voting or non-voting membership, can participate in the Partnership.

Section 2. Rights and Privileges of Membership.

- A. Voting Members in good standing have voting rights and privileges as may be prescribed from time to time by the Board. Each Public or Private Sector organization is limited to a maximum of three (3) voting members. When an organization has more than three (3) members, those members will be asked collectively to formally designate which members are Voting Members and which are Non-Voting Members. Such designation may be requested from time to time in accordance with the Board's policies and procedures.
- B. Non-Voting Members in good standing have the right to participate in Partnership activities, under the discretion of the Board. Non-Voting Members have no voting rights.
- C. Allied Members can attend Partnership meetings and participate in Partnership activities. Allied Members may chair and participate on Partnership committees. Allied Members are not eligible to serve on the board.

Section 3. Approval of Members.

Application for Membership is made to the Chairman of the Membership Committee, in writing, on the prescribed membership form, which includes such information as the Board may require. A Member applicant shall become a Member of the Partnership upon the approval of the Membership Committee.

Section 4. Termination of Membership.

- A. The Board, by formal action, may suspend or terminate any Partnership Member for cause after an appropriate hearing, and may terminate the membership of any Member who becomes ineligible for membership.
- B. A Member who has been suspended or terminated shall thereupon forfeit all rights and privileges of membership.

Section 5. Reinstatement.

The Board, by formal action, may determine whether a suspended or terminated Member shall be reinstated. The Board may establish the terms of such reinstatement.

Section 6. Duration and Verification.

Membership shall continue in full force and effect, unless suspended or terminated, until receipt by the Board of written notice of a member's resignation. The membership status of any identified member may be verified from time to time in accordance with the Board's policies and procedures.

ARTICLE V

Partnership Meetings

Section 1. Meeting.

- A. The Partnership shall meet at least annually.
- B. The Date, Time, and Place of meetings shall be established by the Board.

Section 2. Notice.

- A. Notice of meetings shall be provided to Members at least one week before the meeting.
- B. Notice shall include the date, time, and place of the meeting, the agenda for the meeting, and any items to be voted upon by Members.
- C. Notice of meetings shall be provided to Members in writing, electronically, by facsimile, by email, or by posting on the Partnership website.

Section 3. Organization and Action.

- A. The elected Chairs preside at meetings of the Partnership.
- B. The Recording Secretary or designee takes attendance and keeps minutes of the meeting.
- C. The meetings and proceedings of the Partnership shall be regulated and controlled according to the most recent version of Robert's Rules of Order for parliamentary procedure, except as may be otherwise provided by these Bylaws.
- D. Unless otherwise specified in these Bylaws, action of the membership requires the affirmative vote of a majority of the voting Members present, provided a quorum is present at such time.
- E. Upon recommendation of the Board, any one or more members of the Partnership thereof may participate in a meeting of the Partnership by means of a conference telephone or similar communications equipment allowing each person participating in the meeting to hear all others at the same time. Participation by such means shall constitute presence in person at a meeting.
- F. No proxies shall be allowed for any business of the Membership.

Section 4. Quorum.

A number equal to or greater than ten percent of the total number of voting Members in good standing of the Partnership shall constitute a quorum of voting Members, provided that there is at least half that number of voting Members representing each of the Private and Public Sectors.

ARTICLE VI

Board of Directors

Section 1. Membership and Powers of the Board.

The Partnership shall be governed by its Board. The Board shall review the mission and policies of the Partnership and shall oversee the day-to-day business of the Partnership.

Section 2. Number, Qualifications and Term of Office of Directors and Officers.

- A. The Board consists of the elected Directors and Officers of the Partnership and the Appointed Officers. Elected Officers (four in number) are the Private Sector Chair, Private Sector Co-Chair, Public Sector Chair and Public Sector Co-Chair. Elected Directors (eight in number) are the four Private Sector Directors and the four Public Sector Directors. Appointed Officers include the Recording Secretary, the Treasurer, and other necessary officers as determined by the Board.
- B. At the time of election, each Elected Officer or Director shall be at least eighteen years of age, be an employee, official, principal, or otherwise designated representative of the organization that he or she represents, and be a Member of the Partnership.
- C. At the time of appointment, each Appointed Officer shall be at least eighteen years of age, be an employee, official, principal, or otherwise designated representative of the organization that he or she represents, and be a Member of the Partnership.
- D. Except as specified in Article VI, Section 2, Part E of these Bylaws, the term for each elected Board position is two years.
- E. The individuals elected by the Members in December 2007 as Co-Chairs, Alternate Co-Chairs, and Steering Committee Members serve the Partnership as its organizing Board in the corresponding Elected Officer and Director positions. Terms of service for the organizing Directors continue until the first date of election for their respective position(s). The positions of Private Sector Chair, Private Sector Co-Chair, one Private Sector Director, and three Public Sector Directors (six people) will stand for election in October, 2010. The positions of Public Sector Chair, Public Sector Co-Chair, one Public Sector Director, and three Private Sector Directors (six people) will stand for election. Elections will be held between September 1st and November 30th annually.
- F. The term for each appointed Board position is two years. The term of office for Recording Secretary expires at the first Board meeting following a general election meeting of the Partnership in an even-

numbered year. The term of office for Treasurer expires at the first Board meeting following a general election meeting of the Partnership in an odd-numbered year. The date of expiration of term of office for any other Appointed Officer position established by the Board is defined in the policy and procedure that defines that position.

- G. There is no limit on the number of terms that an individual may serve as an elected Director or Appointed Officer.

Section 3. Election and Duties of Directors and Officers

- A. Election of Directors and Officers for those positions with expiring terms shall occur between September 1 and November 30 at a regular meeting of the Partnership.
- B. Members may be nominated for election as Directors or Chairs by notice to the Board not less than 45 calendar days prior to the election meeting
- C. Members may be nominated for election as Directors or Chairs from the floor at any regular Partnership meeting prior to a date 45 calendar days before the election meeting.
- D. A representative of the election committee will contact each person nominated according to part B or C above (hereafter "nominee") prior to the election meeting to confirm the nominee's willingness and ability to serve in the respective position and to obtain biographical information. Candidate and election information will be provided to Members at least seven calendar days prior to the election meeting.
- E. The Chair and Co-Chair from one sector (Public or Private) are elected simultaneously to fill expiring terms. The Chair-Nominee with the highest vote count becomes the Chair upon election. The Chair-Nominee with the second-highest vote count becomes the Co-Chair upon election.
- F. Directors of sufficient number from each sector (Public and Private) are elected simultaneously, as necessary, to fill expiring terms. The Director-Nominee(s) with the highest vote count(s) become the Director(s) upon election.
- G. In the case of a tie in the count of votes between the two highest Chair-Nominees, the winner will be determined by coin toss. The Chair-Nominee whose last name is alphabetically closest to the end of the alphabet will call the toss, and the Chair-Nominee whose last name is alphabetically closest to the start of the alphabet will flip the coin.

- H. In the case of a tie in the count of votes for the three or more Chair-Nominees with the highest count of votes, there will be an immediate run-off election amongst only those Chair-Nominees who received the same highest number of votes.
- I. In case of a tie in the count of votes between two or more Director-Nominees, the newly elected Chair and Co-Chair, the opposite sector Chair and Co-Chair, and the remaining Directors whose positions are not standing for election will decide the outcome.
- J. The Private Sector Chair and Public Sector Chair jointly serve as the presiding and chief executive officer for the Partnership, act as members of the Board, and perform any specific additional duties prescribed by the Board in written policies or procedures.
- K. The Private Sector Co-Chair and Public Sector Co-Chair serve as Chair in the absence of the Chair for the corresponding sector. The Co-Chairs also act as members of the Board and perform any specific duties prescribed by the Board in written policies or procedures.
- L. The Directors act as members of the Board and perform any specific duties prescribed by the Board in written policies or procedures.

Section 4. Appointment and Duties of Appointed Officers

- A. Appointed Officers of the Partnership are the Recording Secretary, the Treasurer, and any other officers the Board determines to be necessary.
- B. Appointed Officers, in their Appointed roles, are non-voting members of the Board.
- C. A Partnership Member shall be nominated jointly by the Private Sector Chair and the Public Sector Chair to fill the expiring or otherwise vacant term of an Appointed Officer.
- D. The nominee for an Appointed Officer position assumes the duties of that position upon confirmation by the Board.
- E. Appointment of an officer shall occur during the Board Meeting at which the term expires or at the first Board Meeting after a vacancy occurs.
- F. A Director, other than a Chair or Co-Chair, may also serve in the capacity of Appointed Officer. A Director so serving maintains his or her vote as a Director, except that a Director shall abstain from the vote for his or her appointment to or suspension from an Appointed Officer position.

- G. The Recording Secretary performs the duties of Secretary for the Partnership. This includes maintaining official records of the activities of the Partnership, such as keeping and updating lists of members, keeping and posting minutes of Membership and Board Meetings, keeping records of elections, and keeping records of other Partnership activities. The Recording Secretary also provides prior notice of meetings to the members, receives and tallies attendance replies when requested, and provides administrative support to the Board.
- H. The Treasurer maintains and accounts for the finances of the Partnership. The Treasurer receives all funds for the Partnership, including but not limited to donations, grants, and payments. The Treasurer makes all disbursements for the Partnership, with the approval of the Executive Committee or Board, according to written policies or procedures established by the Board. The Treasurer completes and files all necessary State and Federal financial documents required by law or regulation.
- I. The Board may identify, define, and appoint other Appointed Officers as it sees fit. The duties, responsibilities, authorities, and expiration of term for any additional Appointed Officer are prescribed by the Board in written policies or procedures.

Section 5. Removal of Officers or Directors

- A. Any Officer or Director may be removed by the Members, with or without cause, at any time.
- B. A special meeting is called for the purpose of removing one or more officer(s) and/or director(s).
- C. Notice of the special meeting shall be sent to all members in writing, electronically, by facsimile, by email, or by posting on the Partnership website.
- D. Notice of the special meeting shall state that the purpose of the meeting is to consider removing one or more officer(s) and/or director(s) by name.
- E. Notice of the special meeting shall include the date, time, and place of the removal meeting.
- F. An Officer or Director is removed by the affirmative vote of two-thirds of the members present and voted, provided a quorum is present.

Section 6. Resignation.

Any Officer or Director may resign at any time by giving written notice to one of the Chairs (the opposite Chair if the resigning Officer is a Chair) or

to the Recording Secretary. Any such resignation shall take effect at the time specified therein, or, if no time be specified, then upon delivery.

Section 7. Vacancies.

- A. If a Board position is vacated during a Board meeting, then the Board shall attempt to fill the vacancy at that meeting as described in this Section. If the Board is unable to fill such vacancy during the meeting, then the Board shall fill the vacancy at its next meeting.
- B. If a Board position becomes vacant outside of a Board meeting, then the Board shall fill the vacant position at its next meeting after the vacancy, as described in this Section.
- C. A vacancy in the position of Chair shall be filled by action of the Board. The corresponding sector Co-Chair is appointed to complete the remainder of the term for the vacant Chair position.
- D. A vacancy in the position of Co-Chair (including one caused by the ascension of the Co-Chair to the position of Chair) shall be filled by action of the Board. The Chair-Nominee for that sector with the next-highest vote count during the most recent prior election is appointed to serve the remainder of the term of office of the vacant Co-Chair position. If that person is no longer willing to serve, the Board may appoint any other then-qualified person to serve the remainder of the term for the vacant Co-Chair position.
- E. A vacancy in the position of Director (including one caused by the appointment of a Director to fill a vacant Co-Chair position) shall be filled by action of the Board. The Director-Nominee from the corresponding sector with the next-highest vote count during the most recent prior election is appointed to serve the remainder of the term of office of the vacant Director. If that person is no longer willing to serve, the Board may appoint any other then-qualified person to serve the remainder of the term for the vacant Director position.
- F. A vacancy in any Appointed Officer position shall be filled by action of the Board. A qualified replacement is nominated by the Chairs and approved by the Board.
- G. If there are multiple vacancies for Directors or Officers, the remaining Board may act to establish procedures for and call a special election of the entire Membership to fill all the vacancies.

Section 8. Board Organization

- A. The Private Sector Chair and Public Sector Chair shall preside at Board meetings. If neither Chair is present, then one or both Co-Chairs shall preside. If no Chairs or Co-Chairs are present, the

Recording Secretary shall designate a Director to preside for that meeting.

- B. The Recording Secretary designee shall keep attendance records and minutes of Board meetings.
- C. Minutes of any prior Board meeting(s) shall be approved at a subsequent Board meeting, prior to being published or distributed to Partnership members.

Section 9. Action by the Board

- A. Except as otherwise provided by law or in these Bylaws, the act of the Board means action at a meeting of the Board by affirmative vote of a majority of the Board members eligible to vote present at the time of the vote, provided a quorum is present at such time.
- B. Appointed Officers, in their Appointed roles, are non-voting Board members.
- C. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.
- D. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing each person participating in the meeting to hear all others at the same time. Participation by such means shall constitute presence in person at a meeting.
- E. Directors and Officers of the Partnership shall not be liable for their acts performed in good faith.
- F. The Board may delegate or assign specific duties to Committees, Officers, or Members as it determines, through written policy and procedure, to the extent allowable under the laws of the State of Illinois and the United States.

Section 10. Place of Meeting.

The Board of Directors may hold its meetings at the principal office of the Partnership, or at such place within or without the Lake-Cook Region as the Board may from time to time by resolution determine.

Section 11. Annual Meeting.

The Board of Directors shall meet at least once per year at an Annual Meeting to be held after the annual election and before the start of the next fiscal year. Such Annual Board Meeting shall be held upon notice delivered to each Board member at least 10 days prior to the date of the meeting.

Section 12. Special Meetings.

Special meetings of the Board shall be held whenever called by the Chairs or a majority of the entire Board. Notice shall be given orally, by telegraph, by telephone, by facsimile, by electronic mail or by regular mail to all Board members, and shall state the purposes, time and place of the meeting. Notice shall be given not less than one week before the meeting.

Section 13. Notice and Waivers of Notice

- A. Notice of the date, time, and location of Board meetings shall be provided to Partnership members by posting on the Partnership website not less than one week before the meeting.
- B. Notice of a meeting need not be given to any Board member who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

Section 14. Proxies.

No proxies shall be allowed for any business of the Board.

Section 15. Quorum and Adjourned Meetings.

- A. A majority of the voting Board members shall constitute a quorum for the transaction of business, provided that at least half of the Public Sector Board members entitled to vote and at least half of the Private Sector Board members entitled to vote are present. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any members.
- B. A majority of the voting Board members present, whether or not a quorum is present, may adjourn any meeting to another time and place without giving prior notice of such adjournment to any Board member, providing that subsequent notice of the adjourned time and place is provided to all Board members as soon as practicable.
- C. If a quorum is present at the adjourned meeting, any business may be transacted that might have been transacted at the original meeting.

Section 16. Rules of Order.

The meetings and proceedings of the Partnership shall be regulated and controlled according to the most recent version of Robert's Rules of Order for parliamentary procedure, except as may be otherwise provided by these Bylaws.

Section 17. Compensation.

Board members shall receive no compensation for their services provided to the Partnership in their capacity as Board members. Nothing herein shall be construed to preclude any Board member from serving the Partnership in any other capacity and receiving compensation therefore.

ARTICLE VII

Executive Committee

Section 1. Composition and Duties of the Executive Committee.

- A. The Executive Committee is a subset of the Board, and consists of the Private Sector Chair, the Private Sector Co-Chair, the Public Sector Chair, the Public Sector Co-Chair, the Recording Secretary and the Treasurer.
- B. The Board may assign and delegate any of its day-to-day management responsibilities to the Executive Committee as it sees fit, except as limited in Article VII, Section 1, Part C, providing that such delegation or assignment is consistent with the laws and regulations of the State of Illinois and the United States and that such delegation or assignment is made by written policy or procedure adopted by the Board.
- C. The Board shall not delegate or assign responsibility for the following matters:
 - (1) the submission to Members of any action requiring Members' approval under the law;
 - (2) the filling of vacancies in, or removal of any member of, the Board;
 - (3) the amendment or restatement of the Articles of Incorporation;
 - (4) the amendment or repeal of the Bylaws, or the adoption of new Bylaws;
 - (5) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
 - (6) the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Partnership;
 - (7) the authorization of the voluntary dissolution of the Partnership or revoking proceedings therefore; or
 - (8) the adoption of a plan of merger or of consolidation or for the distribution of the assets of the Partnership.

Section 2. Meetings

- A. Meetings of the Executive Committee shall be held at such time and place as shall be fixed by the Board or by vote of a majority of all of the members of the Executive Committee. Notice shall be given orally, by telegraph, by telephone, by facsimile, by electronic mail or by regular mail to Board members, and shall state the purposes, time and place of the meeting. Notice shall be given not less than 48 hours before the meeting.
- B. The Private Sector Chair and the Public Sector Chair shall preside. If neither Chair is present, then the two co-chairs shall preside for that meeting. Disagreement between two individuals who are jointly presiding shall be determined by coin toss.
- C. Minutes of the meetings shall be kept by the Recording Secretary or his or her designee.
- D. Notice of the date, time, and location of Executive Committee meetings shall be provided to Partnership Members by posting the information on the Partnership Website not less than 48 hours prior to the meeting time.

Section 3. Action by the Executive Committee.

- A. The Recording Secretary and Treasurer are non-voting members of the Executive Committee.
- B. Except as otherwise provided by law or in these Bylaws, the act of the Executive Committee means action at a meeting of the Executive Committee by vote of a majority of the voting Executive Committee members present at the time of the vote, provided a quorum is present at the time of the vote.
- C. Any action required or permitted to be taken by the Executive Committee may be taken without a meeting if all members of the Executive Committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Executive Committee shall be filed with the minutes of the proceedings of the Executive Committee.
- D. Any one or more members of the Executive Committee may participate in a meeting of the Executive Committee by means of a conference telephone or similar communications equipment allowing each person participating in the meeting to hear all others at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 4. Place of Meeting.

The Executive Committee may hold its meetings at the principal office of the Partnership, or at such place within or without the Lake-Cook Region as the Executive Committee may from time to time by resolution determine.

Section 5. Waivers of Notice.

Notice of a meeting need not be given to any member of the Board who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

Section 6. Proxies.

No proxies shall be allowed for any business of the Executive Committee.

Section 7. Quorum and Adjourned Meetings.

- A. One Private Sector Executive Committee member eligible to vote and one Public Sector Executive Committee member eligible to vote shall constitute a quorum for a meeting of the Executive Committee.
- B. Despite the absence of a quorum, the members of the Executive Committee present may adjourn the meeting to another time and place, and it shall not be necessary to give prior notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken and if notice is provided to Executive Committee members of the adjourned time and place as soon as practicable.
- C. If a quorum is present at an adjourned meeting, any business may be transacted that might have been transacted at the original meeting.

Section 8. Rules of Order.

The meetings and proceedings of the Executive Committee shall be regulated and controlled according to the most recent version of Robert's Rules of Order for parliamentary procedure, except as may be otherwise provided by these Bylaws.

Section 9. Compensation.

Executive Committee members shall receive no compensation for their services provided to the Partnership in their capacity as members of the Executive Committee. Nothing herein shall be construed to preclude any Executive Committee member from serving the Partnership in any other capacity and receiving compensation therefore.

ARTICLE VIII

Partnership Committees

Section 1. Partnership Committees in general

- A. The Board shall establish such standing and ad-hoc committees as may be necessary to further the purposes and conduct the work of the Partnership.
- B. Any established committee shall be given a specific written scope of work by the Board. Changes in the scope of work may be recommended by the committee, but must be approved by the Board.
- C. Any committee may work with another or other committee(s) or other organizations as necessary.
- D. A Board Member shall be assigned to each committee to serve as the chair of that committee and a liaison to the Board.
- E. Each committee shall determine a structure for its meetings, membership, and proceedings that is effective for its scope. Committee structure and membership shall not be inconsistent with the Bylaws of the Partnership.
- F. The meetings and proceedings of each committee shall be regulated and controlled according to the most recent version of Robert's Rules of Order for parliamentary procedure, except as may be otherwise provided by these Bylaws.
- G. Unless otherwise provided by resolution of the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee present shall be the act of the committee.
- H. Any one or more members of any committee may participate in a meeting of such committee by means of a conference telephone or similar communications equipment allowing each person participating in the meeting to hear all others at the same time. Participation by such means shall constitute presence in person at a meeting.
- I. The procedures and manner of acting of the Committees of the Partnership shall be subject at all times to the directions of the Board.
- J. Each committee shall keep records of attendance and minutes for its meetings.
- K. Each committee shall provide notice of meetings at least 48 hours prior to the meeting by posting the date, time, and location of the meeting on the Partnership Website.

Section 2. Standing Committees

- A. There shall be a standing Training and Education Committee. Training and Education is the principal purpose of the Partnership, and this committee will identify training and education needs from the membership, identify resources to meet those needs, and coordinate the ongoing training and education provided by the Partnership. This committee will develop the training and education component of all partnership meetings and provide information to members about other related training and education offerings in the Lake-Cook Region.
- B. There shall be a standing Membership Committee. In accordance with these By Laws, this committee will identify potential member organizations and individuals, and will reach out to encourage new members. This committee will also survey members regularly regarding the organization and its activities.
- C. There shall be a standing Election Committee. In accordance with these By-Laws, this committee will be responsible for managing all aspects of the election of Directors and Officers for the organization, including but not limited to nomination of candidates, verification of eligibility, voting, resolution of election protests, and reporting election results to the Board.

Section 3. Other (ad-hoc) Committees

- A. The Board shall establish ad-hoc committees as it believes may be necessary to further the purposes and conduct the work of the Partnership.
- B. Ad-hoc committees may be established for a specific time-limited purpose (such as incorporating the Partnership, for example), for a specific non time-limited purpose (such as overseeing the Partnership Website, for example), or for a general purpose (such as managing the Partnership's Communications, for example).
- C. When a committee is established for a time-limited purpose, the Board will identify the expected result and timeline for the committee's work.

Section 4. Committee Membership and Tenure

The Chair of each committee is designated by the Board, and may be changed from time-to-time by action of the Board. Members of the Partnership may volunteer to join a committee or committees. All committee members serve at the pleasure of the Board.

ARTICLE IX

Contracts, Checks, Drafts and Bank Accounts

Section 1. Execution of Contracts.

The Board, except as provided otherwise in these Bylaws, may authorize any Officer or Officers, agent or agents, in the name of and on behalf of the Partnership, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board, or expressly authorized by these Bylaws, no Officer, agent, member, or employee shall have any power or authority to bind the Partnership by any contract or engagement or to pledge its credit or to render it liable for any amount of money for any purpose.

Section 2. Loans.

No loans shall be contracted on behalf of the Partnership unless specifically authorized by the Board.

Section 3. Checks and Drafts.

All checks, drafts and other orders for the payment of money out of the funds of the Partnership, and all notes or other evidences of indebtedness of the Partnership, shall be signed on behalf of the Partnership in such manner as shall from time to time be determined by resolution of the Board.

Section 4. Deposits.

All funds of the Partnership not otherwise employed shall be deposited from time to time to the credit of the Partnership in such banks, trust companies or other depositories as the Board may select.

Section 5. Assignment and Transfer of Stocks, Bonds and Securities.

The Private Sector Chair, the Public Sector Chair, and the Recording Secretary jointly, but not severally, shall have power to assign, or to endorse for transfer, under the corporate seal, and to deliver, any stock, bonds, subscription rights, or other securities, or any beneficial interest therein, held or owned by the Partnership.

ARTICLE X

Books and Records

Section 1. Books and Records.

There shall be kept at the office of the Partnership (1) correct and complete books and records of account, (2) minutes of the proceedings of the Partnership, the Board and the Executive Committee, (3) a current list of the Directors and Officers of the Partnership and their addresses, (4) a list or record containing the names and addresses of all Partnership members, (5) a copy of these Bylaws, (6) a copy of the Articles of Incorporation, (7) copies of all documents filed on behalf of the Partnership with United States Internal Revenue Service for the five most recent years, and (8) a copy of the Partnership's application to the IRS for determination of tax exemption, with the resulting IRS determination letter.

ARTICLE XI

General

Section 1. Seal.

The corporate seal shall be in the form of an oval containing the text "Lake-Cook Regional / LCRCIP / Critical Incident Partnership", and shall further have inscribed thereon the following: "An Illinois Not For Profit Corporation". The LCRCIP brand (e.g., logo) need not be limited to the corporate seal. The corporate seal shall appear as follows:



Section 2. Indemnification of Directors and Officers.

To the full extent authorized by law, the Partnership shall indemnify any person, made or threatened to be made, a party in any action or proceeding, whether civil or criminal, by reason of the fact that the person, his or her testator or intestate is or was a Director, Officer or Board Member of the Partnership or served in any capacity at the request of the Partnership in any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. The foregoing shall not obligate the Partnership to purchase directors' and officers' liability insurance, but should applicable law permit, the Partnership may purchase such insurance if authorized and approved by the Board.

Section 3. Interested Directors and Officers.

No contract or other transaction between the Partnership and one or more of its Directors, Officers or Board Members, or between the Partnership and any other corporation, firm, association or other entity in which one or more of its Directors, Officers or Board Members are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Director, Directors, Officer, Officers or Board Members are present at the meeting of the Board or Executive Committee, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose if the material facts as to such Director's or Officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the Board or Executive Committee, and the Board authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Director or officer. Common or interested Directors may be counted in determining

the presence of a quorum at a meeting of the Board of Directors or Board which authorizes such contract or transaction.

Section 4. Loans to Directors and Officers.

No loans shall be made by the Partnership to its Directors or Officers, or to any other corporation, firm, association or other entity in which one or more of its Directors or Officers are directors or officers or hold a substantial financial interest.

Section 5. Inurement / Private Benefit.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Partnership shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 6. Severability.

If any provision of these Bylaws or application thereof, to any person or circumstance, is held invalid by a court of law, the remainder of these Bylaws and the application thereof to other persons or circumstances shall not be affected thereby.

ARTICLE XII

Fiscal Year

Section 1. Fiscal Year.

The fiscal year of the Partnership shall be concurrent with the calendar year, commencing January 1 in each calendar year and ending on December 31.

ARTICLE XIII

Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV

Amendment of the Bylaws

Section 1. Amendment by recommendation of the Board

- A. The Board may recommend amendment of the Bylaws by majority vote of all eligible voting members of the Board.
- B. The Board shall provide notice of the proposed amendment(s) to the membership at least one week prior to a meeting where the members are expected to vote on such amendment(s).
- C. Notice shall include a list of the proposed amendment(s), a full marked-up copy of the Bylaws with proposed additions underlined and proposed deletions stricken through, any additional explanatory information the Board feels appropriate, and the date, time, and location for the membership meeting at which the Bylaws will be voted on.
- D. Notice shall be provided to members in writing, electronically, by facsimile, by email, or by posting on the Partnership website.
- E. At the membership meeting designated by the Board for the vote, members may discuss the amendment(s) as presented by the Board and may vote to either accept or reject the Board's recommended amendment(s). At this meeting, members may not modify the recommendation(s) of the Board.
- F. If the members act to approve the proposed amendment(s), the amendment(s) to the Bylaws become effective immediately.

Section 2. Amendment from the membership

- A. A member (or group of members) may petition the Board to entertain amendment of the Bylaws.
- B. A member (or group of members) prepares the recommended amendment(s) and circulates the proposal to members along with a petition that members may sign, indicating their support to put the proposal to a vote.
- C. The agreement of at least 10% of the then-current members of the Partnership, as indicated by signatures or electronic means, is necessary to compel the Board to put the proposal to a vote of the membership.

- D. The Board provides notice to the membership of the proposed amendment(s) at least one week prior to a first reading of the amendment(s).
- E. Notice of the first reading shall include a list of the proposed amendment(s), a full marked-up copy of the Bylaws with proposed additions underlined and proposed deletions stricken through, any additional explanatory information provided to the Board by the petitioners, any supporting or opposing explanatory information the Board feels appropriate, and the date, time, and location for the membership meeting at which the first reading of the proposal will be held.
- F. Notice of the first reading shall be provided to members in writing, electronically, by facsimile, by email, or by posting on the Partnership website.
- G. At the membership meeting for the first reading of the proposal, members may discuss the amendment(s) as presented, and may move to accept, accept with modification, or reject the proposal. Members then vote on any motion(s) regarding the proposed amendment(s). If a majority of those present vote to accept (or accept with modification) the proposal, then the proposal moves to a second reading.
- H. Following the first reading, when the membership has voted to accept or accept with modification the proposed amendment(s), the Board provides notice to the members of the final reading at least one week prior to the meeting. The final reading is 30 or more days after the meeting where the first reading occurred.
- I. Notice of the second reading for any proposed amendment(s) includes a list of the proposed amendment(s), a full marked-up copy of the Bylaws with proposed additions underlined and proposed deletions stricken through, any additional explanatory information provided to the Board by the petitioners, any supporting or opposing explanatory information the Board feels appropriate, a summary of the discussion and motion of the membership from the first reading, and the date, time, and location for the membership meeting at which the final reading of the proposal will be held.
- J. Notice of the final reading shall be provided to members in writing, electronically, by facsimile, by email, or by posting on the Partnership website.
- K. At the membership meeting for the final reading of the proposal, members may discuss the amendment(s) as presented, and may vote to accept or reject the proposal. Alternately, members may vote to modify the proposal, in which case the proposal reverts to first

reading status, and another final reading of the modified proposal ensues.

- L. If the members act to approve the proposed amendment(s), the amendment(s) to the Bylaws become effective immediately.

ARTICLE XV

Adoption and Record of Amendment

The Bylaws of the Lake-Cook Regional Critical Incident Partnership take effect immediately upon their adoption.

Approval by the Partnership occurred by affirmative vote of a majority of the members present at a meeting of the Partnership in Barrington, Illinois, on February 17, 2009.

Signature on file
Private Sector Chair

Signature on file
Public Sector Chair

Amendment Description

Approval Date

Article III – Definitions:

April 11, 2011

***Through line 1295**

- The term Facility has been defined.
- The definition for Private Sector has been clarified.
- The definition for Public Sector has been clarified.

Article IV – Membership:

Section 1

- The types of membership have been updated and clarified. A new “Allied” membership role with rights of participation has been included.

Section 2

- The rights and privileges of Voting, Non-Voting and Allied Memberships have been defined.

Section 3

- Approval of Members has been updated to reflect the changes made in Section 1 & 2

Section 6

- Duration and Verification has been updated to reflect that Voting and Non-Voting Member status may be verified from time to time.

Article V – Partnership Meetings

Section 3b

- The role of Process Guardian was changed to Recording Secretary.

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Article VI – Board of Directors:

Section 2 – A

- The role of Process Guardian was changed to Recording Secretary.

Section 2 – B & C

- The changes in these sections reflect the updated membership types.

Section 2 – D

- The change in this section was made for clarity purposes.

Section 2 – E

- A change was made to this section to allow more flexibility in the dates when elections will be held.

Section 2 – F

- Edits made for clarity and to change the name of the Process Guardian to Recording Secretary.

Section 3 – A, B, C, D & E

- Edits to this section were made to reflect changes made to the membership types and to add clarity to the election process

Section 4 – A & G, Section 6, Section 8 – A & B

- The role of Process Guardian was changed to Recording Secretary

Section 9 – B and Section 10

- No content change was made, formatting was adjusted

Section 11

- The dates of the Annual Board Meeting were adjusted to allow more flexibility in scheduling

Article VII – Executive Committee:

Section 1 – A, Section 2 – C, and Section 3 – A

- The role of Process Guardian was changed to Recording Secretary

Section 4

No content change was made, formatting was adjusted

Article VIII – Partnership Committee

Section 2 – B

- The role of the Membership Committee was modified

Section 2 – C

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- A standing Election Committee was added

Section 4

- No content change was made, formatting was adjusted

Article IX – Contracts, Drafts and Bank Accounts

Section 5

- The role of Process Guardian was changed to Recording Secretary

Article XI – General

Section 1

- Allows for branding with new images / logo
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