

Revised May 26, 2004

NORTHWEST SPECIAL RECREATION ASSOCIATION

AMENDED BY-LAWS

These Amended By-Laws are an integral part of the Articles of Agreement between the Member Districts of the Northwest Special Recreation Association (NWSRA) as of the effective date of May 1, 1977, as amended.

ARTICLE I

Offices

The Board of NWSRA shall determine the principal office of NWSRA. NWSRA may also have offices at such other places as the Board of Trustees may from time to time determine as the business of NWSRA may require.

ARTICLE II

Board of Trustees

Section 1. The business of NWSRA shall be managed by its Board of Trustees in accordance with the Articles of Agreement between the Member Districts and may otherwise exercise all powers of the Association and do all such lawful acts and things as are not by statute prohibited.

Section 2. The number of Trustees that shall constitute the Board of Trustees shall be equal to the number of Member Districts in NWSRA. Each Member District shall appoint one member of the Board of Trustees and shall notify the Chairman of NWSRA of that appointment. The Member Districts are encouraged to appoint an individual who has awareness of the practices and policies of the Member District and is familiar with the day to day operations of the park district. Each Member District shall have one vote.

Section 3. A Trustee shall be an authorized representative of a Member District.

Section 4. The Trustees may hold meetings, both regular and special, at any designated office of a Member District.

Section 5. The regular operating meetings of the Board of Trustees shall be held quarterly with an annual meeting schedule adopted by the Board of Trustees. Written notice of the annual meeting stating the date, place and hour of the meeting shall be given to each member entitled to vote at such meeting not less than 10 nor more than 15 days before the meeting.

Section 6. The annual meetings of the Board of Trustees commencing with calendar year 1999 shall be held on the fourth Wednesday in January, if not a legal holiday, and if a legal holiday, then on the next secular day following or at such other date in time as shall be designated.

Section 7. Special meetings of the Board of Trustees may be called by the Chairman on three (3) days' notice to each Trustee either personally, or by mail, or by fax. Special meetings shall be called by the Chairman or Secretary in like manner and like notices at the written request of two Trustees.

Section 8. At all meetings of the Board of Trustees a quorum shall be present. A quorum shall be defined as 50% of the participating Member Districts within the joint agreement program.

Section 9. All meetings of the Board of Trustees shall be public and in accordance with the then existing statutes of the State of Illinois except as otherwise provided in said statutes. No final action on any Board matter shall be taken in executive session, but must be taken at a public meeting of the Board.

Section 10. The Trustees shall receive no salary or other compensation or other remuneration from NWSRA for acting as Board members.

ARTICLE III.

Notices

Section 1. Whenever under the provisions of these Amended By-Laws, notice is required to be given to any Trustee, such notice may be given in writing by mail addressed to such Trustee at his or her address as it appears on the records of NWSRA with postage thereon prepaid and such notice shall be deemed to be given when the same shall be deposited in the United States Mail.

Section 2. Whenever any notice is required to be given under the provisions of these Amended By-Laws, a waiver thereof in writing signed by the person or persons entitled to said notice either before or after the time stated therein shall be deemed equivalent thereto.

Section 6. The annual meetings of the Board of Trustees commencing with calendar year 1999 shall be held on the fourth Wednesday in January, if not a legal holiday, and if a legal holiday, then on the next secular day following or at such other date in time as shall be designated.

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ARTICLE IV

Officers

Section 1. The officers of NWSRA shall be chosen by the Board of Trustees from members of the Board and shall be a Chairman, Vice-Chairman, Secretary and Treasurer. No individual shall hold more than one office simultaneously, except that one individual may simultaneously hold the office of Vice-Chairman and Treasurer.

Section 2. The Board of Trustees at its annual meeting each year shall choose the officers of NWSRA, and said officers shall hold their offices until their successors are duly elected.

Section 3. The Board of Trustees may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 4. The Chairman shall preside at all meetings of the Board of Trustees. The Chairman shall be empowered to execute contracts on behalf of NWSRA pursuant to the direction of the Board of Trustees.

Section 5. In the absence of the Chairman or in the event of his inability or refusal to act, the Vice-Chairman shall perform the powers of and be subject to all restrictions upon the Chairman. The Vice-Chairman shall perform such other duties and shall have such other powers as the Board of Trustees may from time to time prescribe.

Section 6. The Secretary shall attend all meetings of the Board of Trustees and record all the proceedings of the Board of Trustees in a book to be kept for the purpose. He or she shall give cause to be given notice of all regular, special, rescheduled, or reconvened meetings and changes therein of the Board of Trustees. The Secretary shall present a schedule of meetings at the annual meeting in January of each calendar year. The schedule will include notice of regular meetings of the Board for the year listing the time and place of said meetings. Notices of all meetings shall be posted at the principal office of NWSRA and shall be available to the public and news media upon request.

Section 7. The Treasurer shall be responsible for the custody of the funds of NWSRA and shall ensure that full and accurate accounts of receipts and disbursements in books belonging to NWSRA are maintained.

The Treasurer shall cause to have prepared quarterly financial statements that will be reviewed by the Board of Trustees at its regularly scheduled meetings. The Treasurer shall ensure that a report of all expenditures for the previous quarter shall be presented to the Board for ratification at its regular meeting.

The Treasurer shall comply with all statutes regarding the deposit of funds, auditing the books and records, and preparing an annual statement of all receipts and disbursements during the preceding fiscal year and causing the same to be available for the member districts.

ARTICLE V.

Director

The Board of Trustees shall appoint a Director of NWSRA as chief operating officer of NWSRA with the following duties, powers and responsibilities:

1. To develop and administer a comprehensive recreational system, so that the needs of individuals experiencing a disabling condition, residing in the Member Districts shall be met.
2. To attend meetings of the Board of Trustees and participate in all deliberations except when deliberations involve the Director's own employment.
3. To keep the Board continuously informed on the progress of the recreational system being offered.
4. To enforce all provisions of the law and all rules and regulations of the Board and to implement all policies of the Board.
5. To develop and supervise a public relations program and the efforts of the Agency's foundation so as to enlist the understanding, support and participation of the community in programs of the NWSRA.
6. To employ and supervise all employees directly responsible for NWSRA programs.
7. To make certain that an optimum of services are being offered.
8. To promote among the employees of the Association an understanding of the policies of the Board.
9. To prepare annually, sixty (60) days prior to the annual meeting or present at the annual meeting each year, for consideration by the Board, a list of principal goals and objectives and priorities of the Association for the next succeeding year.
10. To prepare and submit to the Board of Trustees each July the proposed total annual contribution needed for the ensuing fiscal year from all Member Districts to meet necessary expenses and liabilities of NWSRA ("total annual assessment"), and to

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assist the Board of Trustees thereafter in preparing the Board's report to Member Districts of the amounts of their respective annual assessments as required by the Amended Articles of Agreement.

ARTICLE VI

Checks

All checks of NWSRA shall be signed by such officer or officers or such other person or persons as the Board of Trustees may from time to time appoint.

ARTICLE VII

AMENDMENTS

These Amended By-Laws may be altered, amended, or repealed or new Amended By-Laws may be adopted by majority vote of the governing boards of 2/3 of the Member Districts.

