

**BYLAWS OF THE  
SUPERVISORS DIVISION  
OF THE  
TOWNSHIP OFFICIALS OF ILLINOIS**

**PREAMBLE**

We, the Township Supervisors of Illinois, hereby declare that we are organized as part of the Township Officials of Illinois (TOI). This organization shall be known as the Township Supervisors of Illinois. (TSI).

**BYLAWS**

**Article I: Name**

The official name of this organization shall be and this organization shall be designated and known as the "Township Supervisors of Illinois" or "TSI".

**Article II: Goals and Aims of Organization**

The goals and aims of this organization are to do all things necessary and Proper to promote and foster the training and education of Township Supervisors in the State of Illinois with regard to their legal rights, duties and responsibilities, to promote and endorse legislation which is beneficial to townships and township residents in the State of Illinois and, in general, to promote, foster and facilitate more efficient, knowledgeable, and responsive township government throughout the State of Illinois, and to ensure that the Supervisors Division is properly represented on the TOI Board of Directors.

### **Article III: Membership**

**A. Regular Membership.** The regular membership of this organization shall consist of all duly elected and serving Township Supervisors in the State of Illinois who are paid up members of the Township Officials of Illinois. Regular members may participate in all regular membership or directors' meetings, vote on all matters properly brought before the regular membership, be elected as officers or directors of this organization and serve, at the sufferance of a majority of and by majority vote of the Board of Directors, upon any standing ad hoc committees of this organization.

### **Article IV: Board of Directors**

**A. General Powers.** The General business and affairs of this organization shall be conducted and managed by the Board of Directors and the Board of Directors shall have the power and authority to act in all such regards in the name of the organization and on behalf of this organization except when any such power or authority is herein expressly conferred upon and restricted to the regular membership in meeting assembled at the TOI Annual Convention. The powers of the Board of Directors shall include, but not be limited to:

- (1) the preparation, publication, dissemination and sale of materials intended to foster and advance the training and education of Township Supervisors in the State of Illinois with regard to their legal rights, duties, and responsibilities;
- (2) the presentation of meetings and seminars intended to foster and advance the training and education of Township Supervisors in the State of Illinois with regard to their legal rights, duties, and responsibilities;
- (3) the endorsement of legislation which is beneficial to townships in the State of Illinois;
- (4) the establishing of ad hoc committees of this organization;
- (5) electing the members of the standing and ad hoc committees of this organization;
- (6) the removal of officers and members of the Board of Directors of this organization;
- (7) filling vacancies in offices of and on the Board of Directors of this organization;
- (8) call meetings of the Board of Directors of this organization;

- (9) establishing the amount of the corporate surety bond to be filed by the Treasurer of this organization;
- (10) the assigning of additional duties to the officers of this organization;
- (11) designating on an ad hoc basis, when appropriate, the First Vice President or the Second Vice President to perform the duties of the President of this organization;
- (12) designating an Executive Committee comprised of directors to exercise specified powers of the Board of Directors;
- (13) providing for the payment of or reimbursement for certain expenses incurred by officers and directors;
- (14) entering into contracts or authorizing any officer or officers to enter into contracts in the name of and on behalf of this organization with the understanding that the Supervisors Division cannot bid or obligate TOI By-laws and the Supervisors By-laws, TOI shall prevail;
- (15) nominating directors of this organization for election to the Board of directors of the Township Officials of Illinois;
- (16) providing for the indemnification of officers and directors of this organization;
- (17) providing for liability insurance coverage for the officers and directors of this organization;
- (18) effecting interim changes to the bylaws of this organization;
- (19) designating the depository of the funds of the organization; and
- (20) in general, to do and perform all things necessary and proper to further the goals and aims of this organization.

**B. Number.** The number of directors shall be twenty-one (21). The Board of Directors shall consist of the officers of this organization (President, First Vice President, Second Vice President, Secretary, and Treasurer), the immediate past President and fifteen (15) elected directors. The number of directors may be increased or decreased from time to time by amendment to these bylaws, provided however, that a decrease in the number of directors may not shorten the term of any director in office.

**C. Election and Term of Office.** The President, First Vice-President and Second Vice-President shall be elected to a two(2) year term and may not be re-elected to successive terms. Any one of the Presidents, however, may be elected to another office without violation of the foregoing Non-successive provision. Any President completing a vacant term shall be eligible to stand for re-election to that office without violation of the foregoing Non-

succession provision. The Secretary and Treasurer shall be elected for a two (2) year term and may run for successive terms. The terms of office of the fifteen (15) elected directors shall be staggered, seven (7) directors being elected in each odd year for a term of two years, and eight (8) directors being elected in each even year for a term of two years.

Directors shall be elected at the TOI Annual Convention by a majority of the Votes cast by the regular membership in meeting assembled. The elected directors shall assume office immediately upon the adjournment of the TOI Annual Convention. Such directors shall serve from assumption of office until a successor shall have been duly elected at the TOI Annual Convention in the next succeeding like even or odd year or until death, resignation, disqualification or removal in the manner hereinafter provided.

**D. Qualification.** No person who is not a regular member of this organization shall qualify for nomination to stand for election to or remain upon the Board of Directors nor shall a Board member of this division hold membership in another division of T.O.I.

**E. Removal.** Any director may be removed from the Board of Directors by a 2/3 majority vote of those present of the regular Board membership at a duly called meeting. Such causes for removal may include but not be limited to:

1. Any conduct unbecoming a Director or Officer of the Township Supervisors of Illinois shall be met with immediate dismissal.

2. Any Director or Officer who shall miss two (2) or more meetings, including, without limitation regular meetings of the Board of Directors and committee meetings, in any one calendar year without having been excused by the President shall be removed from the Board of Directors.

3. Non-payment of dues in a timely manner shall result in the dismissal of the Director or Officer from the Township Supervisors of Illinois Board.

4. Any violation of Article IX of these by-laws is cause from removal from the Board of Directors or as an Officer.

**F. Vacancies.** A vacancy on the Board of Directors because of death, resignation, disqualification, removal or otherwise shall be filled in one of the following two manners, whichever is appropriate.

(1) If such vacancy occurs or arises during a TOI Annual Convention such vacancy shall be filled by a majority of the vote cast by the regular membership in meeting assembled. Such director shall then serve the unexpired portion of the preceding term.

(2) If such vacancy occurs or arises at any time other than during a TOI Annual Convention such vacancy shall be filled by a majority vote of the Board of Directors. Such director shall then serve until the next succeeding TOI Annual Convention at which time such directorship shall be up for election, provided however, that should such vacancy occur or arise within 30 days of the next succeeding TOI Annual Convention such director shall then serve the unexpired portion of the preceding term. If the Board of Directors shall fail to fill any such vacancy prior to the next succeeding TOI Annual Convention such directorship shall at that time be up for election.

**G. Regular Meeting.** A regular meeting of the Board of Directors shall be held without notice other than this bylaw on the day immediately preceding all mini-educational workshops and seminars sponsored by this organization at the location at which any such mini-educational workshop or seminar is to be held. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without notice other than such resolution.

**H. Special Meetings.** A special meeting of the Board of Directors shall be called at the written request of the President or a majority of the directors. Such written request shall be directed to the Secretary of this organization and shall specify the reasons for and the agenda of any such special meeting, which agenda shall not be deviated from. The Secretary shall designate the time and place for the holding of such special meeting.

**I. Notice.** Notice of any such special meeting shall be given at least 14 days prior thereto by written notice delivered personally, or by telegram, mailgram or first class mail posted to each director at such director's business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid. If notice be given by telegram or mailgram such notice shall be deemed to be delivered when the telegram or mailgram is delivered to the telegraph company. Such notice shall include the agenda for the special meeting.

The attendance of a director at a special meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Any director may waive in writing their entitlement to notice of a special meeting.

**J. Quorum.** At any regular meeting of the Board of Directors, a majority of the currently seated directors shall constitute a quorum for the transaction of business.

**K. Manner of Acting.** The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater number is required by these bylaws.

**L. Executive Committee.** The Board of Directors may by resolution designate 2 or more directors to constitute an Executive Committee, provided however, that the President of this organization shall be the Chair and a voting member of any such committee. Such a committee, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors and shall upon request of a majority of the Board of Directors report its activities to the Board of Directors. The Executive Committee shall serve at the pleasure of the Board of Directors. The manner and mode of calling and conducting meetings and business shall be as determined by the members of any such committee.

**M. Compensation.** No Compensation shall be paid to directors for their service with the exception of fees paid for approved instructional services rendered as an instructor at General Assistance Training Institute (G.A.T.I.) sessions; however, the Board of Directors may authorize the payment of, or reimbursement for, expenses incurred by directors for actual attendance at regular or special meetings or other functions of this organization or for expenses incurred in performing duties and activities assigned by the Board of Directors.

#### **Article V: Officers**

**A. Number and Style.** The officers of this organization shall consist of a President, First Vice President, Second Vice President, Secretary and Treasurer and such other Assistant Secretaries and Assistant Treasurers as

may be elected from time to time by a majority vote of the Board of Directors. No two or more offices may at any one time be held by the same person. The current President is the only exception. He will act as Assistant Treasurer when that position is vacant.

**B. Election and Term of Office.** Officers shall be elected for two-year terms at the TOI Annual Convention by a majority of the votes cast by the regular membership in meeting assembled. The elected officers shall assume office immediately upon the adjournment of the TOI Annual Convention. The term of office for each officer shall be from assumption of office until a successor shall have been duly elected at the TOI Annual Convention in the next succeeding like even or odd year or until death, resignation, disqualification or removal in the manner hereinafter provided.

**C. Qualification.** No person who is not a regular member of this organization shall qualify for nomination to, stand for election to, or remain in office.

**D. Removal.** Any officer may be removed from office by a 2/3 majority of the votes cast by the regular membership in meeting assembled at the TOI Annual Convention regardless of whether such office would otherwise be up for election at such Annual Convention or at any time by a 2/3 majority vote of the Board of Directors.

**E. Vacancies.** A vacancy in any such office because of death, resignation, disqualification, removal or otherwise shall be filled by appointment by the Board of Directors from the remaining Board members, with the currently seated officers being ineligible to fill such vacancy.

**F. President.** The President shall be the principal and chief executive officer of this organization and Chairperson of the Board of Directors. The President shall, subject to the control of the Board of Directors, supervise and control all of the business and affairs of the organization. The President shall, with the advice and approval of a majority vote of the Board of Directors, appoint the members of all standing and ad hoc committees and shall serve as a non-voting, ex officio member of all such committees. The President shall, when present, preside over all meetings of the regular membership and the Board of Directors. In addition to the foregoing, the President shall in general perform all duties incident to the office of the President and such other duties as may be prescribed from time to time by

the Board of Directors. The President shall, by reason of office, be a member of the Board of Directors of the Township Officials of Illinois and shall serve as his organization's liaison with the TOI Board of Directors and shall report to the Board the activities of the TOI Board of Directors.

**G. First Vice President.** The First Vice President is first in the line of succession for the office of President. In the absence or liability of the President, the First Vice President may, with the advice and approval of a majority vote of the Board of Directors, perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The First Vice President shall perform such other duties as may from time to time be assigned by majority vote of the Board of Directors.

**H. Second Vice President.** The Second Vice President is second in the line of succession for the office of President. In the absence or inability of both the President and First Vice President, the Second Vice President may, with the advice and approval of a majority vote of the Board of Directors, perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Second Vice President shall perform such other duties as may from time to time be assigned by majority vote of the Board of Directors.

**I. Secretary.** The Secretary shall be the custodian of the records of this organization. The Secretary shall prepare and preserve in one or more books for that purpose the correct minutes of all meetings of the regular membership and the Board of Directors. As soon as is reasonable after any such meeting the Secretary shall disseminate to each officer and Board of Directors a copy of the minutes of such meeting. In addition, the Secretary shall be the repository and shall preserve all correspondence by or to this organization, see that all notices are duly given in accordance with the provisions of these bylaws or as otherwise required, and in general perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned by majority vote of the Board of Directors.

**J. Treasurer.** The Treasurer shall be the principal and Chief financial officer of this organization and shall be the custodian of all of the funds of this organization. The Treasurer shall have charge and custody of and be responsible for all funds of the organization, shall receive and give receipts for moneys due and payable to the organization from any source whatsoever,



shall issue and sign checks for the payment of all accounts payable of the organization, shall deposit all of the funds of the organization in the name of the organization in such banks, trust companies or other depositories as shall be selected in accordance with these bylaws, shall give an accounting of all receipts and disbursements during the fiscal year to the regular membership during the TOI Annual Convention, and in general perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned by majority vote of the Board of Directors. The Treasurer shall within 60 days of the assumption of office place on file with the Secretary of this organization a corporate surety bond in the penal sum of not less than \$100,000.00, or such other greater sum as the Board of Directors by majority vote shall determine, conditioned upon the faithful discharge of the Treasurer's duties, the cost of which corporate surety bond shall be paid out of the general funds of the organization. In the event of the failure of the Treasurer to file such bond, the Board of Directors shall immediately declare the office of Treasurer vacant and take any and all steps reasonably necessary to obtain possession and control of the funds of the organization; such vacancy shall be filled according to the provisions of E of Article V hereof, whichever is appropriate.

**\*K. Compensation.** No compensation shall be paid to officers for their services with the exception of fees paid for approved instructional services rendered as an instructor at General Assistance Training Institute (G.A.T.I.) sessions; however, the Board of Directors may authorize the payment of, or reimbursement for, expenses incurred by officers in performing the functions of their office or for performing other duties as may from time to time be assigned by majority vote of the Board of Directors.

## **Article VI: Contracts**

The Board of Directors may itself or it may by resolution authorize any officer or officers to enter into any contracts or execute and deliver any instruments in the name of and on behalf of this organization. If delegated to any officer or officers, such authority may be general or confined to specific instances, purposes, projects or contracts. The obligations and duties under any and all such contracts shall devolve upon and be the responsibility of this entire organization and no director or officer shall be

held personally responsible by this organization for any obligations, duties or liability arising there from and this organization shall, to the extent permitted by law, hold any director or officer free, harmless and indemnified from any obligations, duties or liability arising there from.

**\*K Compensation Amended May 18, 1995**

**Article VII: Committees**

**A. Standing Committee.** The standing committees of this organization shall be Nominating, Legislative, Membership, Program, and GATI. The sole function of the Nominating Committee shall be to investigate and make recommendations to the Board of Directors with respect to the conferring of associate and honorary memberships, the filling of vacancies in offices or on the Board of Directors, and nominations for election to the Board of Directors of the Township Officials of Illinois. The sole function of the Legislative Committee shall be to investigate, report and make recommendations to the Board of Directors with respect to existing, pending or proposed legislation. The sole function of the Membership Committee shall be to recruit and support current and future Township Supervisors of Illinois membership. The sole function of the Program Committee shall be to inform and develop programs to educate current members. The sole function of the GATI Committee shall be to educate and support the Township Supervisors and support staff in the administration of General Assistance.

**B. Ad Hoc Committee.** The Board of Directors may by resolution establish ad hoc committees to investigate, report and make recommendations to the Board of Directors with respect to any subject matter deemed proper by the Board of Directors. Ad hoc committees shall serve at the pleasure of the Board of Directors and may be dissolved at any time by a majority vote of the Board of Directors. The life of any ad hoc committee shall not survive the presentation of its final report and recommendations to the Board of Directors.

**C. Number of Members.** The President of this organization may choose the number of members and/or non-voting ex officio members as deemed

necessary to fulfill the assignments of each committee. Committee membership shall not exceed five members, excluding non-voting, ex officio members, except under special circumstances, with the approval of the Board of Directors, and ad hoc committee may be increased to seven members.

**D. Appointment and Term.** The President of this organization shall, with the advice and approval of a majority vote of the Board of Directors, appoint the members of all standing and ad hoc committees and shall serve as a non-voting, ex officio member of all such committees. With the exception of the President of this organization, all committee members serve at the pleasure of the Board of Directors and may be removed at any time by a majority vote of the Board of Directors.

**E. Quorum.** At any meeting of a standing or ad hoc committee a majority of the voting committee members shall constitute a quorum. If less than a majority of the voting committee members is present at a meeting, such committee may nonetheless transact business or a majority of the voting committee members present may adjourn the meeting, provided however, that no action taken or decisions reached during any such meeting shall be deemed to be the actions or decisions of such committee.

**F. Manner and Mode of Transacting Business.** The manner and mode of calling and conducting meeting and business shall be determined by the voting members of any standing or ad hoc committee.

**G. Manner of Acting.** The act of the majority of the voting members of any such standing or ad hoc committee present at a meeting at which a quorum is present shall be the act of the committee, provided however, that with regard to any report or recommendation any committee member objecting to or dissenting from such report or recommendation may submit a minority report or recommendation to the Board of Directors.

**\*H. Compensation.** No compensation shall be paid to committee members for their services with the exception of fees paid for approved instructional services rendered as an instructor at General Assistance Training Institute (G.A.T.I.) sessions; however, the Board of Directors may authorize the payment of, or reimbursement for, expenses incurred by committee members for actual attendance at committee meetings and for the performance of committee function.

**Article VIII: Qualification to Stand  
for Election to or sit on the Board  
of Directors of the Township Officials of Illinois**

No member of this organization shall be qualified to be a nominee for, stand for election to, or remain on the Board of Directors of the Township Officials unless such member is on the Board of Directors of this organization.

**Article IX: Prohibition Against Endorsement**

No officer or director of this organization shall endorse in the name of this organization any political party, political candidate, political platform or existing, pending or proposed legislation, provided however, than an officer or director of this organization may endorse in the name of this organization existing, pending or proposed legislation when the Board of Directors has by resolution endorsed such existing, pending or proposed legislation. Violation of this prohibition shall constitute cause for removal from office or from the Board of Directors.

**Article X: Indemnification of Officers and Directors**

**A. Action against Individual Officers and Directors.** This organization shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action against the organization) by reason of the fact that the person is or was a director or officer of the organization, or who is or was serving at the request of the organization as a director or officer, against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding, if the person acted in good faith and in a manner reasonably believed to be in, or not opposed to the best interests of the organization, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that conduct was unlawful. The termination of any action, suit or proceeding by judgment, order,

settlement, conviction, or upon a plea of nolo-contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the organization and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

**B. Actions against TSI.** This organization shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit against the organization to procure a judgment against it by reason of the fact that the person is or was a director or officer of the organization or is or was serving at the request of the organization as a director or officer, against expenses (including attorney fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit, if the person acted in good faith and in a manner reasonably believed to be in, or not opposed to the best interests of the organization except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

**C. Extent of Indemnification.** To the extent that a director or officer of this organization has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in paragraphs A and B of this Article, or in defense of any claim, issue or matter therein, the person shall be indemnified against expenses (including attorney fees) actually and reasonably incurred in connection therewith.

**D. Determination of Indemnification.** Any indemnification under paragraphs A and B of this Article (unless ordered by a court) shall be made by the organization only as authorized in the specific case, upon a determination that indemnification of the director or officer is proper in the circumstances because the person has met the applicable standard of conduct set for the in paragraphs A or B. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who are not or were not parties to such action, suit or proceeding, or (2)

if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the regular membership.

**E. Indemnification not exclusive.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, or otherwise.

**F. Insurance.** This organization may purchase and maintain insurance on behalf of any person who is or was a director or officer, or who is or was serving at the request of the organization as a director or officer, against any liability asserted against and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the organization would have the power to indemnify the person against such liability under the provisions of this Article.

#### **Article XI; Changes to the Bylaws**

**A. Authority.** Except for the specific limited exception noted hereinafter in paragraph D of this Article, the authority to make, alter, amend, or repeal bylaws of this organization shall be vested in the regular membership in meeting assembled at the TOI Annual Convention. A majority of the votes cast by the regular membership in meeting assembled at the TOI Annual Convention shall be required to make, alter, amend or repeal bylaws.

**B. Procedure for the Submission of Proposed Changes to the Bylaws to the Regular Membership.** Proposals for new bylaws or for the alteration or amendment of existing bylaws or for the repeal of existing bylaws or for any other change or modification whatsoever in the bylaws of this organization may be submitted only by regular members or this organization. Any such proposals must be submitted in writing to the Board of Directors of this organization at least 90 days prior to the commencement of the TOI Annual Convention during which such proposal is sought to be submitted to a vote of the regular membership. If the Board of Directors by majority vote approves any such proposal it shall be submitted to a vote of the regular membership at the next succeeding TOI Annual Convention. If the Board of Directors by a majority vote does not approve any such proposal it shall not

be submitted to a vote of the regular membership at the next succeeding TOI Annual Convention. In the event the Board of Directors shall fail to act on any such proposal prior to the commencement of the next succeeding TOI Annual Convention or in the event the vote of the Board of Directors on such proposal is equally divided then such proposal shall be submitted to a vote of the regular membership at such next succeeding TOI Annual Convention.

**C. Authority of the Board of Directors to effect interim Changes to the Bylaws.** If the Board of Directors of this organization determines by a three-fourths majority vote that the best interests of this organization require that an immediate change in the bylaws of this organization be effected, then the Board of Directors by a majority vote may add to, alter, amend or repeal the bylaws of this organization, provided however, that such interim change to the bylaws is effective only through the next succeeding TOI Annual Convention and such change to the bylaws of this organization must be submitted to a vote of the regular membership in meeting assembled during the next succeeding TOI Annual Convention.

### **Article XII: Fiscal Year**

The fiscal year of this organization shall be from September 1 through August 31.