

BYLAWS OF THE BOARD OF DIRECTORS  
OF THE  
WILL COUNTY METROPOLITAN EXPOSITION AND AUDITORIUM AUTHORITY

Article I

Meetings

Section 1. REGULAR and ADJOURNED MEETINGS. The Board of Directors (the Board) of the Will County Metropolitan Exposition and Auditorium Authority (Authority) shall hold regular meetings at a time adopted by the Board. All meetings of the Board shall be held in a meeting room at the Rialto Square Theatre Building, or at such other place as may be designated by the Board. An adjourned meeting may be held for the purpose of completing the unfinished business of a regular meeting at such time as may be set by the Board.

Section 2. SPECIAL MEETINGS. Special meetings may be called by the Chairman or by a majority of the Board, in writing, filed with the Secretary. The Secretary shall post notice of such special meeting at least 48 hours prior to the meeting, which notice shall specify the date, time and purpose of such meeting. It shall be delivered to each member personally, by regular mail, or by electronic means. Any special meeting attended by a quorum of the Board shall be a regular meeting for the transaction of the business set forth on the agenda for the special meeting.

Section 3. ORDER OF BUSINESS. The order of business at each meeting of the Board shall be taken up for consideration in the order established by the posted agenda for the meeting. However, the agenda order may be changed for the convenience of the Board upon consent of a majority of Board Members in attendance. The Chairman shall direct staff in the preparation of the agenda of each meeting, subject to the right of each Board Member to request that any item of business concerning the Board be placed on the agenda.

Section 4. NOTICE. Public notice of all meetings of the Board and any committees of the Board shall be given as required by law.

Article II

Quorum

Section 1. QUORUM. Five Board Members shall constitute a quorum for the transaction of the business of the Board.

Article III

Officers

Section 1. CHAIRMAN. The Chairman shall be elected by, and from, the membership of the Board. The Chairman shall preside over all meetings of the Board, shall be authorized to sign

documents on behalf of the Authority, and shall decide all questions of order subject to appeal. In case of any disturbance or disorderly conduct, the Chairman shall have the power to require the chamber or, in cases occurring after business hours, the building, in which the meeting is being held to be cleared, per the Open Meetings Act.

Section 2. VICE CHAIRMAN. The Vice Chairman shall be elected by, and from, the membership of the Board. The Vice Chairman shall exercise the authority of the Chairman in the Chairman's absence. The Vice Chairman shall also perform any duties assigned by the Board.

Section 3. SECRETARY. The Secretary shall be elected by, and from, the membership of the Board. The Secretary, or the designee of the Board, shall attend all meetings of the Board and shall preserve in books of the Authority true minutes of the proceedings of all such meetings. Such books shall remain in the Rialto Square Theatre Administrative Office. The Secretary shall give all notices required by Statute, by law or resolution and shall perform such other duties as may be assigned by the Board.

Section 4. TREASURER. The Treasurer of the Authority shall be hired or appointed by the membership of the Board as provided in State Statute. The Treasurer, or his/her designee, shall be the legal custodian of all funds and revenues from whatever source received and shall deposit all monies, securities and other valuable effects in the name of the Authority in such depositories as may be designated for that purpose by resolution of the Board.

Section 5. ELECTION DATE AND TERM OF OFFICE. Election of officers shall be conducted every other year at the regular meeting in the month of June. The Chairman, Vice Chairman and Secretary shall each serve for a term of two (2) years commencing on July 1 of each year, and until their successors are duly elected and qualified. There shall be no limit to the number of terms that any Board Member may serve as an officer.

Section 6. OTHER OFFICERS. The Board may establish additional offices, with duties and powers as prescribed by the Board, and elect or appoint officers thereto who shall serve in such capacities for indefinite terms at the pleasure of the Board.

Section 7. PRESIDING OFFICERS. In the absence of the Chairman, the Vice Chairman shall preside. In the event both the Chairman and Vice Chairman are absent, the Board shall select one among them, by a simple majority vote, to preside. Such a person shall, however, have no authority other than to preside at said meeting.

Section 8. COMMITTEES. The Chairman shall establish such committees as may be deemed necessary and appropriate for the efficient functioning of the Board and appoint committee members who need not be member(s) of the Board. Committee members shall be determined and voted upon by the Board. Additional members may be added at the discretion of the Board. A committee may conduct meetings, hold hearings, and report to the Board on that portion of the Authority's business pertaining to said committee. A committee may exercise the power of the Board only as specifically authorized by the Board. If the existence of any committee or the membership thereof shall be questioned by any Board Member, the question shall be put to the Board.

## Article IV

### Procedure

Section 1. DUTIES OF MEMBERS. While the presiding officer is putting the question, no member shall leave the chamber where the meeting is held. Every member previous to speaking, making a motion or seconding the same shall address the presiding officer and say, "Mr./Ms. Chairman," and shall not proceed with further remarks until recognized by the Chair. Members shall confine themselves to the question under debate avoiding personalities, and refraining from impugning the motives of any other member's argument or vote. When two or more members choose to speak at the same time, the presiding officer shall name the member who is first to speak.

Section 2. VISITORS. No person other than a Board member shall address that body, except with the consent of a majority of the members present and recognition by the presiding officer.

Section 3. DEBATE. All items of business that come before the Board shall be freely and openly debated. Every member shall have the right to speak on any question before the Board and debate shall proceed in such a manner as to encourage the free and full discussion of each item. Debate upon any issue shall not be limited except on the vote to end debate by a majority of all members.

Section 4. APPEALS FROM ACTIONS OF THE CHAIR. Any member may appeal to the Board from a procedural ruling or action of the Chair, and, if the appeal is seconded, the member making the appeal may briefly state his/her reasons for the same, and the Chair may briefly explain his/her ruling or action. The matter shall be subject to debate by the Board. After completion of debate or upon termination of debate by action of the Board as provided herein, the Chairman shall then put the question, "Shall the action of the Chairman be sustained?" If less than a majority of all Board Members vote, "Yes," the action of the Chairman shall be overruled; otherwise it shall be sustained.

Section 5. VOTING. Every member, who shall be present when the question is stated from the Chair, shall vote thereon unless excused by the Board or unless he/she has a conflict of interest as to the question, in which case, he/she shall not vote.

Section 6. SECONDING OF MOTIONS REQUIRED: WRITTEN MOTIONS. Every motion in the Board meeting shall be recorded, noting the name of the member making the motion and the seconder, if any, and kept in the minutes of the meeting. Only a motion which receives a second shall be considered by the Board. Only the member who proposed a motion shall be allowed to propose any amendment to the motion.

Section 7. WITHDRAWAL OF MOTIONS. A motion may be withdrawn at any time before a vote by the member who made the motion.

Section 8. PARTITION OF QUESTIONS. If any motion contains several distinct propositions, any member may ask that the question be divided and a separate vote be held on each proposition.

Section 9. “YEA” AND “NAY” VOTE. A roll call vote shall be taken upon passage of all ordinances and resolutions on all propositions that may create any liability against the Board, or for the expenditure or appropriation of its money, and such vote shall be entered in the minutes of the meeting. A roll call vote shall be taken upon other questions and entered in the minutes of the meeting if any member requests it prior to taking the vote on the question. The result of all votes by yeas and nays shall be announced by the presiding officer.

Section 10. PASSAGE. The concurring vote of four members shall be required for the exercise of any power of the Board identified in Section 9, above. All other powers of the Board may be passed by the assent of a simple majority of members present.

Section 11. MOTIONS TO ADJOURN. A motion to adjourn the Board shall always be in order except:

1. When a member is in possession of the floor;
2. While the yeas and nays are being called;
3. When the members are voting.

A motion simply to adjourn shall not be subject to amendment or debate, but a motion to adjourn to a certain time shall be. The Board may, at any time, adjourn over one or more regular meetings, on a vote of a majority of all the Board members.

Section 12. MEMBER RESIGNATION. At such time as a duly appointed and sworn member of the Board shall choose to resign, that member shall submit notification in writing stating the effective date of resignation. Such notification shall be submitted via regular mail or E-mail to the Board Chair and, in the same manner, copied to the General Manager of the Authority who shall ascertain that the member’s appointing authority is notified of the resignation.

## Article V

### Suspension of Rules

Section 1. AMMENDMENT. These Bylaws may be amended, altered, changed, added to or repealed by affirmative vote of a majority of all the Board Members at any regular or special meeting of the Board if notice of the proposed amendment, alteration, change, addition or repeal be contained in the call of the meeting or if such action were proposed at a previous regular or special meeting of the Board. These Bylaws may be temporarily suspended by a vote of the majority of all the Members.

Section 2. ADOPTION OF ROBERT’S “RULES OF ORDER REVISED.” The rules of parliamentary practice comprised in the latest published edition of Roberts “Rules of Order Revised” shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with the special rules of this Board.

Section 3. ACTION OF BOARD. Failure to comply with any rule set forth herein shall not affect the validity of any action taken by the Board.

ADOPTED BY VOTE OF THE BOARD OF DIRECTORS THIS 28<sup>th</sup> DAY OF September,  
2016 AND SHALL BE EFFECTIVE IMMEDIATELY.

  
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WCMEAA Board Chairman

10/12/16  
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Date

  
\_\_\_\_\_  
WCMEAA Board Secretary

10/20/16  
\_\_\_\_\_  
Date