

BY-LAWS
OF THE
ILLINOIS INTERNATIONAL PORT DISTRICT

DECEMBER, 1979

AMENDED JUNE, 1983

AMENDED APRIL, 2013

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BY-LAWS
OF THE
ILLINOIS INTERNATIONAL PORT DISTRICT
APRIL 1, 2013

ARTICLE I. ILLINOIS INTERNATIONAL PORT DISTRICT

The Illinois International Port District, created June 6, 1951 by an Act of the 1951 State of Illinois Legislature, as amended in 1953 and in 1977, covers an area in the Calumet section of Cook County and the South Chicago section of Cook County. The Act authorizes the Port District to own, acquire, construct, lease and maintain port and terminal facilities. The By-Laws of the Illinois International Port District shall not be in conflict with the enabling Act (reference Illinois revised statutes) or the Bond Ordinance. If, in the event there is a conflict, the By-Laws will be subservient to the enabling Act and Bond Ordinance.

ARTICLE II. ILLINOIS INTERNATIONAL PORT DISTRICT BOARD

The governing and administrative body of the Illinois International Port District shall be a board consisting of 9 members, hereinafter referred to as the Board.

ARTICLE III. APPOINTMENT OF BOARD MEMBERS

Pursuant to the Amendatory Act of 1977, the Governor, by and with the advice and consent of the Senate, shall appoint four members of the Board for initial terms expiring June first of consecutive years respectively. At the expiration of the term of any member appointed by the Governor in like manner, and at the expiration of the term of any member appointed by the Mayor, his or her successor shall be appointed by the Mayor in like manner, as appointments for the initial terms. All successors shall hold office for the term of five years from the first day of June of the year in which they are appointed, except in the case of an appointment to fill a vacancy. In case of vacancy in the office of any member appointed by the Governor during the recess of the Senate, the Governor shall make a temporary appointment until the next meeting of the Senate when he or she shall nominate some person to fill such office; and any person so nominated, who is confirmed by the Senate, shall hold his or her office during the remainder of the term and until his or her successor shall be appointed and qualified. Each appointment of the Governor shall be subject to approval by the Mayor and each appointment by the Mayor shall be subject to approval by the Governor, and, when so approved, the Governor and the Mayor shall certify their respective appointments and approvals to the Secretary of State. Within thirty days after certification and

approval of his or her appointment, and before entering upon the duties of his or her office, each member of the Board shall take and subscribe the constitutional oath of office and file it in the office of the Secretary of State.

All members of the Board, except those appointed by the Governor, must reside within the area of the District as defined in Section 3 of the Act. If, as a result of this amendatory Act of 1977, any member of the Board no longer lives within such area, a vacancy exists which shall be filled by appointment within 30 days after the effective date of this amendatory Act of 1977.

ARTICLE IV. RESIGNATION AND REMOVAL OF BOARD MEMBERS

Members of the Board shall hold office until their respective successors have been appointed and qualified. Any member may resign from his or her office by writing a letter of resignation to his or her appointer, either the Governor or Mayor, with a copy to the Chairman of the Board. This resignation will take effect when his or her successor has been appointed and has qualified. The Governor and Mayor, respectively, may remove any member of the Board appointed by him or her in case of incompetency, neglect of duty, or malfeasance in office. They shall give him or her a copy of the charges against him or her and an opportunity to be publicly heard in person or by counsel in his or her own defense upon not less than ten days' notice. In case of failure to qualify within the time required, or of abandonment of his or her office, or in case of death, conviction of a felony crime or removal from office, his or her office shall become vacant. Each vacancy shall be filled for the unexpired term by appointment in like manner, and with regard as to the place of residence of the appointee, as in case of expiration of the term of a member of the Board.

ARTICLE V. OFFICERS OF THE BOARD

The Board shall elect from its membership a Chairman and Vice-Chairman. The Chairman and Vice-Chairman shall be elected for a term of three years, or for the term of his or her appointment as a member of the Board, whichever is shorter.

The Board shall appoint a Secretary and a Treasurer who need not be members of the Board. The Secretary and Treasurer shall be appointed for a term of three years, or, if a member of the Board, for the term of his or her appointment as a member of the Board, whichever is shorter. The Board shall set the compensation, if any, for the Secretary and Treasurer.

ARTICLE VI. MEETINGS OF THE BOARD

Regular meetings of the Board shall be held at least once in each calendar month.

Customarily, the regular meeting shall be held on the third Friday of each month unless otherwise determined by the Chairman of the Board. Notice of the date, time, and place of the regular meeting shall be published in a local newspaper at least 10 days prior to the meeting, and, in addition, shall be posted in a public place at the Illinois International Port District offices.

Special meetings may be called at any time by the Chairman or on the request of any five members of the Board. Written notice of each special meeting, specifying the date, time, and place, shall be posted in the Illinois International Port District offices at 3600 E. 95th St., Chicago, Illinois no less than 24 hours prior to the special meeting.

ARTICLE VII. QUORUM

Five members of the Board shall constitute a quorum for the transaction of all business. All actions of the Board shall be by motion or resolution, and the affirmative vote of at least five members shall be necessary for the adoption of any motion or resolution. All such motions and resolutions, before taking effect, shall be approved by the Chairman of the Board; and if the Chairman shall approve thereof, he or she shall sign the same, and such as he or she shall not approve he/she shall return to the Board with his/her objections thereto in writing at the next regular meeting of the Board occurring after the passage thereof. But in the case the Chairman shall fail to return any motion or resolution with his objections thereto by the time aforesaid, he or she shall be deemed to have approved the same, and it shall take effect accordingly. Upon the return of any motion or resolution by the Chairman with his or her objections, the vote by which the same was passed shall be reconsidered by the Board, and if upon such reconsideration said motion or resolution is passed by the affirmative vote of at least six members, it shall go into effect notwithstanding the veto of the Chairman. All motions, resolutions, and all proceedings of the District, and all documents and records in its possession, shall be public records and open to public inspection except such documents and records as shall be kept or prepared by the Board for use in negotiations or for contracts, etc., actions, or proceedings to which the District is a party.

ARTICLE VIII. POWERS AND DUTIES

A. **The Chairman** – The Chairman is the Chief Executive Officer of the Illinois International Port District and shall preside at all meetings of the Board and shall appoint and remove, for cause, all committee chairmen and the members to these committees whether standing committees or special committees. He or She shall have the authority to execute any documents and legal instruments on behalf of the Illinois International Port District; and he or she shall perform such other duties as he or

she deems necessary without infringing on the responsibility of the entire District. The Chairman shall serve as an ex officio member of all committees.

B. **The Vice-Chairman** – In the absence or disability for any cause of the Chairman, his or her duties shall be performed by the Vice-Chairman. The Vice-Chairman shall perform such other duties and have such other authority as may be assigned to him or her by the Board as the Chairman.

C. **The Acting Chairman** – In the event the offices of the Chairman and the Vice-Chairman are both vacant, or in the event that the Chairman and Vice-Chairman are both unable to perform their duties by reason of illness, disability, or absence, the Secretary shall become, ex officio, the Acting Chairman and shall perform the duties of the Chairman to preside at a duly called meeting. In the event of the absence of the Chairman, Vice-Chairman, and the Secretary, or in the event the Secretary is not a member of the Board, the Board members constituting the quorum shall select one of the members to serve as temporary Chairman.

D. **The Secretary** – The Board shall appoint a Secretary, who need not be a member of the Board, to hold office during the pleasure of the Board, and he or she shall take and subscribe the Constitutional Oath of Office. The Secretary shall be the custodian of all records and a seal of the District, should it adopt a common seal, and shall keep accurate minutes of the meetings of the Board and all of the committees thereof. He or She shall, when required, certify to copies of records of the Authority and shall execute legal instruments and documents on behalf of the Board, and shall issue subpoenas to secure the attendance and testimony of witnesses and the production of books and papers relevant to Board instituted investigations and to any hearings before the Board or any member thereof, if and when so ordered by the Board. He or She shall perform all such other duties as directed by the Board.

E. **The Treasurer** – The Board shall appoint a Treasurer who need not be a member of the Board. The Treasurer shall be responsible for all monies of the Illinois International Port District from whatever sources received and for all securities in the possession of the Authority and for the deposit of such monies in the name of the Illinois International Port District in a bank or banks approved by the Board; and he or she shall be responsible for all disbursements of such funds for the purposes for which intended or as authorized or directed by the Board. The Treasurer shall make periodic accountings for all such funds as determined by the Board, and his or her books and records shall be available for inspection by any member of the Board during business hours. Before entering upon the duties of his or her office, he or she shall take and subscribe the Constitutional Oath of Office and shall execute a bond with corporate sureties to be approved by the Board. The bond shall be payable to the District in whatever penal sum may be directed by the Board conditioned upon the faithful performance of the duties to the office and the payment of all money received by him or her according to law and the orders of the Board.

The Board may, at any time, require a new bond from the Treasurer in such penal sum as may then be determined by the Board. The obligation of the sureties shall not extend to any loss sustained by the insolvency, failure, or closing of any national or state bank wherein the Treasurer has deposited funds if the bank has been approved by the Board as a depository for these funds.

F. **The Board** – The Board shall prescribe the organization and function of the Illinois International Port District and engage management to hold office at the pleasure of the Board. In addition, the Board may appoint a general attorney and a chief engineer and shall provide for the appointment of other officers, attorney, engineers, consultants, agents, and employees as may be necessary. The Board shall define the duties and require bonds of such of them as the Board may designate. Compensation shall be fixed by the Board.

ARTICLE IX. COMMITTEES OF THE BOARD

There shall be two standing committees:

1. **Leases and Agreements** - This committee shall consider and evaluate all new or prospective leases and examine and review all existing leases at the District and shall make recommendations to the Board of Directors and Chairman on such leases and agreements.

2. **Finance and Personnel Committee** – This committee shall advise and recommend to the Board of Directors and the Chairman in the formulation and implementation of policies relative to compensation to be paid employees of the District, their pensions and fringe benefits, and all other affairs pertaining to personnel. The Committee shall also consider and act upon matters relating to revenues and expenses and budget of the District. Further, all such matters as pertaining to finance and to personnel shall be under the auspices of this committee.

Each Committee shall consist of at least three (3) members, including a chairman, appointed by the Chairman of the Board.

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

A quorum of any committee shall consist of a number equal to the majority of the regular members. Action by any committee shall be by simple majority vote of the members present and voting.

Special committees and their members may be established by the Chairman.

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

ARTICLE X. EXECUTIVE DIRECTOR, OFFICERS AND EMPLOYEES

The Executive Director shall, under the supervision of the Chairman, have general supervision of the affairs and business of the Port and the management thereof, subject to the direction of the Board of Directors and the Executive Committee. In all cases when the duties of the other officers and employees of the Port are not prescribed by the By-Laws or the resolution of the Board of Directors, they shall be prescribed by the Chairman and performed under the orders and direction of the Executive Director.

ARTICLE XI. AMENDMENTS

These By-Laws may be amended by resolution duly adopted by the Board at any meeting, regular or special, provided that notice of intention to present such resolution shall be given at least ten (10) days in advance of the meeting at which the motion to adopt such resolution is to be made. Such notices may be given by any member of any committee, or by the Secretary, at the request of any member of any committee, and shall be given, in writing, to all members. The notice of intention to amend these By-Laws shall include the language of the suggested change, together with a reference to the Article subject to the proposed amendment.

ARTICLE XII. BY-LAWS MAY BE SUSPENDED

These By-Laws may be suspended in whole or in part by unanimous consent of a quorum of the Board, such consent to be by affirmative vote at a properly constituted meeting of the Board.

ARTICLE XIII. RULES OF ORDER

Roberts Rules of Order, as amended, shall be the parliamentary authority for all matters of procedure not otherwise covered by the By-Laws.

ARTICLE XIV. LIMIT ON PUBLIC SPEAKERS

Any person desiring to speak at a meeting of the Board or its committees shall submit his or her name, address, and the organization he or she represents, if any, to the Secretary (Administrative Officer to the Board). Such person shall address a meeting of the Board or a committee by leave of the members for a period not to exceed five (5) minutes unless otherwise permitted by the Committee or Board.

ARTICLE XV.

The By-Laws of the Board of the Directors of the Illinois International Port District, adopted December, 1979, are hereby amended to read as set forth herein.