



SOLID WASTE AGENCY OF LAKE COUNTY, IL

BY-LAWS

AMENDED AND APPROVED

DECEMBER, 1993

MAY, 1997

JUNE, 1997

AUGUST 25, 2005

OCTOBER 22, 2009

BY-LAWS
SOLID WASTE AGENCY OF LAKE COUNTY, ILLINOIS

ARTICLE I

GENERAL PROVISIONS

These By-Laws, together with "An Agreement Establishing the Solid Waste Agency of Lake County, Illinois," dated July 1, 1991, as amended, (the "Agreement"), shall govern the function and operation of the Solid Waste Agency of Lake County, Illinois (the " Agency"). Sections 2, 3 and 4 of the Agreement outline the Establishment, Purpose and Duration of the Agency, respectively.

SECTION 1. General Purpose

The general purpose of these By-Laws is to establish the organizational structure and rules of operational procedure for the Agency as required by Section 10 of the Agreement.

SECTION 2. Effective Date

The effective date determined by the Original member of the Agency is February 21, 1991. (Provisions for organizing the Agency are contained in Section 15 of the Agreement.)

SECTION 3. Corporate Authority

The Board of Directors shall be the governing body of the Agency and shall have the power to pass and enforce all necessary ordinances, resolutions, rules, regulations and administrative orders for the conduct of business and the management of the property of the Agency. (Section 8 of the Agreement details the various aspects of Agency Governance)

SECTION 4. Duties

The principal duties of the Agency shall be to implement the Lake County Solid Waste Management Plan as recommended by the Lake County Joint Action Solid Waste Planning

Agency on August 10, 1989 and passed by the Lake County Board on September 12, 1989, as it may be amended from time to time. (The specific powers of the Agency are detailed in Section 7 of the Agreement.)

SECTION 5. Definitions

For the purpose of these By-Laws the following terms, phrases, words, and their derivations shall have the meaning given herein. Capitalized terms used herein, unless otherwise defined herein, shall have the meanings assigned to them in the Agreement. When not inconsistent with the context, words used in the present tense include the future, words in the plural number include the singular number, and words in the singular number include the plural number. The "shall" is always mandatory and not merely directory.

"Chairman" shall mean the Chairman of the Board of Directors of the Solid Waste Agency of Lake County, Illinois, duly elected pursuant to these By-Laws.

"Agreement" shall mean the Agreement Establishing the Solid Waste Agency of Lake County, Illinois (SWALCO) dated July 1, 1990, as amended.

"Agency" shall mean Solid Waste Agency of Lake County, Illinois.

"Board of Directors" shall mean the governing body of the Agency.

"Director" shall mean a Director of the Solid Waste Agency of Lake County, Illinois, duly appointed as such pursuant to these By-Laws and Section 8 of the Agreement.

"Employee" shall mean any full or part-time regular or temporary worker in the employ of the Solid Waste Agency of Lake County, Illinois.

"Executive Director" shall mean the Executive Director of the Solid Waste Agency of Lake County, Illinois.

"Presiding Officer" shall mean the Chairman, Vice Chairman or Chairman Pro Tem, as the case may be, whose duty it is to chair SWALCO meetings.

"Local Solid Waste Disposal Act" shall mean Ill. Rev. Stat., ch. 85, par. 5901 through 5906; ch. 24, par. 11-19-1, 11-19-4 and 11-19-7; Ch. 34, par. 5-1047; 5-1048; and Ch. 127,

Section 743.2, as it has been and as it may be amended from time to time.

"Proportionate Share" when used in the By-Laws shall have the following meaning: That part of the total amount of funds that each member shall pay pursuant to the approval of the annual budget (if the Board of Directors determines that revenues are insufficient) and all other expenditures of non-bonded indebtedness approved by the Board of Directors based on the following formula: Each member shall pay equally one percent (1%) of the total obligation in question and in addition shall share in paying the balance remaining based upon a combined average percent of their jurisdiction's most recent equalized assessed valuation, population, and housing units (weighted at one-third (1/3) each) compared to the total of all member's most recent equalized assessed valuation, population, and housing units. The formula and combined average percent shall be adjusted from time to time due to updated information and/or SWALCO membership changes.

"Majority" shall mean at least 51% of all of the Directors. (NOTE: At the effective date of the Agency on February 21, 1991, there were thirty-five (35) Members. A majority would therefore be eighteen (18) members for a Board of Directors of thirty five (35) Members. For an Executive committee of nine (9) Members, a majority would, therefore, be five (5) members.

"Quorum" shall mean a majority of all of the Directors comprising the Board or the Executive Committee, as the case may be.

(NOTE: Section 1 of the Agreement contains other pertinent definitions relative to the operation of the Agency.)

ARTICLE II

AGENCY AND DIRECTORS

SECTION 1. Composition

The Agency shall consist of the duly appointed Director from each Member municipality and from the County government. These representatives will serve as Directors and shall be those officials as provided by the Agreement. (Section 5 of the Agreement details membership requirements of the members.)

SECTION 2. Alternate Director

Each Member municipality and the County government shall select an Alternate Director as provided by Section 8.3 of the Agreement, who may act on behalf of the municipality or County at any scheduled meeting of the Agency, in the absence of the duly appointed Director, except as provided in paragraph 8.9. An Alternate Director shall be an official as provided by Section 8.2 or 8.3 of the Agreement.

SECTION 3. Designation

Each Member shall file with the Secretary of the Agency, the ordinance or resolution designating the names of its appointed Director and its appointed Alternate Director(s), as required by Section 8.4 of the Agreement.

SECTION 4. Term

The term of each Director shall be set in accordance with Section 8.2 of the Agreement.

SECTION 5. Bond or Insurance

The Agency shall furnish and maintain a liability insurance policy in amounts sufficient to protect Directors, Alternate Directors and staff.

SECTION 6. Removal and Vacancies

Each Director may be removed for any cause for which any other municipal or County

officer may be removed. In the event of a vacancy of the Agency for whatever reason, such vacancy shall be filled promptly in accordance with the Agreement.

SECTION 7. Duties

The Agency shall perform those duties prescribed by the agreement, statute, and other duties as may from time to time be provided by action of the Agency. (The Rights and Responsibilities of the Agency members are outlined in Section 9 of the Agreement. Provisions for enforcing these By-Laws and the Agreement are set forth in Section 12 of the Agreement.)

SECTION 8. Voting

Each Member municipality and the County government is entitled to one equal vote on all matters presented to the Agency at scheduled meetings. The vote may be cast only by the Director or Alternate Director, who may vote by electronic means if his/her presence meets all requirements of the Illinois Open Meetings Act (5 ILCS 120 *et seq*). No proxy voting shall be permitted.

SECTION 9. Compensation

No Director or Alternate Director shall receive any compensation from the Agency for service as a Director (or as Chairman, Vice-Chairman, Treasurer or Secretary of the Agency), but Directors or Alternate Directors may be reimbursed by the Agency for their actual expenses incurred with regard to Agency business upon presentation of receipts or vouchers for all expenses greater than \$10.00.

SECTION 10. Liability for Loss of Deposits

No Director or Alternate Director shall be liable for any loss of the money deposited in an approved depository, when deposited in accordance with all state laws, which loss occurs by reason of any failure or default of the depository.

ARTICLE III

OFFICERS OF THE AGENCY

SECTION 1. Officers

The officers of the Agency shall be the Chairman, Vice chairman, Treasurer, and Secretary.

SECTION 2. Chairman and Vice Chairman

The Board of Directors shall elect one person who is a Director to serve as chairman and another person who is a Director to serve as Vice Chairman. Nominations for the position of Chairman and Vice Chairman shall be made by each such candidate in writing and must be received by the Secretary of the prior to sending out the notice for the meeting. Notice of any impending election shall be made orally at two (2) regularly scheduled Board meetings prior to the date set for election. The election of the Chairman shall take place by voice-vote, or as necessary, by a roll call vote of the members of the Board of Directors. A majority of the Board of Directors present and constituting a quorum shall be required for the election of any officer. Should all candidates fail to obtain the majority of a quorum in such voting election, the candidate with the least number of votes shall be eliminated and the vote shall be re-taken with the remaining candidates. After election of the Chairman, the election of the Vice Chairman shall take place. Voting for the Vice Chairman shall take place as in the manner for Chairman.

SECTION 3. Other Officers

The Board of Directors shall appoint a person or persons, who need not be Directors, to the positions of Secretary and Treasurer. Such officers shall serve at the pleasure of the Board of Directors. The Secretary and the Treasurer shall be given notice of all meetings of the Agency and shall have the right to take part in the discussion of matters coming before the Agency relating to their duties, but shall have no vote unless otherwise qualified.

SECTION 4. Term

All officers shall serve for a term of two years beginning with the date of their election, or in the case of the positions of Secretary and Treasurer, the date of their appointment.

SECTION 5. Vacancy

In the event of a vacancy of office, for whatever reason, such vacancy shall be filled according to the same procedure used for the initial election or appointment for the remainder of the subject term.

SECTION 6. Rules

The Board of Directors may establish rules governing its own conduct and procedure. Questions of procedure for meetings of the Board of Directors which are not determined by its rules shall be governed by the latest edition of Robert's Rules of Order.

SECTION 7. Additional Officers

The Agency may also from time to time, by resolution create (and may subsequently discontinue) officer positions for the Agency in addition to those provided by these By-Laws. The Agency shall determine the duties of such additional officers, which shall not conflict with the duties specifically given by these By-Laws to other officers. The Agency shall determine the term of office and the method of election for such additional officers

SECTION 8. Duties of Officers

The duties of officers shall be as follows:

- A. Chairman: The Chairman shall:
 - (1) perform those duties prescribed by the Agreement or the Agency;
 - (2) preside at all meetings of the Agency;
 - (3) set the agenda for all meetings of the Agency;
 - (4) appoint committees of the Agency with the advice and consent of the Board of Directors, except the Executive Committee,

whose members are elected as described below in Article IV;

- (5) sign all ordinances, resolutions, and other documents necessary to be signed on behalf of the Agency and shall execute all contracts entered into by the Agency;
- (6) have the power to vote in the same manner as the other Directors; and
- (7) perform such other duties as may be prescribed by the Board of Directors.

B. Vice Chairman: In the event of the Chairman's absence or inability to act, the Vice Chairman shall, during such absence or inability to act, perform all duties and exercise all powers within the normal purview of the Chairman. The Vice Chairman shall serve as long as the Chairman's absence or inability to act continues or until such time as a new Chairman is duly elected in accordance with these By-Laws.

C. Secretary: The Secretary shall:

- (1) perform those duties prescribed by the Agreement or the Agency;
- (2) except for special or emergency meetings, governed by Article VI, Section 4 hereof, see that a notice of each meeting is sent to each Director and Alternate Director(s) at least seven (7) days prior to any meeting. In the case of a special or emergency meeting, the Secretary shall give and shall conform with the Illinois Open Meetings Act;
- (3) see that public notice of the schedule of regular meetings is given at the beginning of each fiscal year, such notice stating the dates, times and places of regular meetings. Public notice

for a special meeting (except a meeting held in the event of a bona fide emergency, or of any rescheduled meeting or of any reconvened meeting, and shall conform with the Illinois Open Meetings Act.

- (4) See that an agenda and related matters for each regular meeting is prepared and sent seven (7) days in advance for general distribution;
- (5) Record, publish and maintain a permanent record of the minutes of each Agency meeting; and
- (6) Record the vote of each Director and each ordinance, resolution or other proposition brought to a vote;

d. Treasurer. The Treasurer shall accept all reports of receipts from the Treasurer of Lake County and shall additionally perform those duties prescribed by the Agreement Establishing the Solid Waste Agency of Lake County.

SECTION 9. Liability for Loss of Deposits

No officer of the Agency shall be liable for any loss of the money deposited in an approved depository which loss occurs by reason of any failure or default of the depository, as long as all deposits were made in accordance with state law.

ARTICLE IV

EXECUTIVE COMMITTEE

SECTION 1. Members and Powers

The Executive Committee shall be comprised of nine (9) Directors (or Alternate Directors) as provided in the Agreement and shall exercise those powers as specified in the Agreement and the By-Laws. If any member of the Executive Committee ceases to serve as the President, Mayor, Chairman, elected member of the corporate authorities or chief administrative officer of the Member jurisdiction which appointed such person, becomes incapacitated or is otherwise removed as a member of the Executive Committee by the Board of Directors that seat on the Executive Committee shall be vacant until a successor is appointed by the Board of Directors. (See Section 8.9 of the Agreement for further treatment of the Executive Committee.)

- (i) The Director from the County of Lake shall serve a perpetual term. The two (2) Directors from the Members having a population of more than 30,000 shall be elected from those eligible Members and shall serve alternating terms of two (2) years. One Director shall serve a term of one (1) year, beginning with his/her election in 2010. The second Director shall serve a term of two (2) years beginning in 2010. Subsequent terms for both of these seats shall be for two (2) years. The initial terms of these two (2) Directors shall be chosen by lot.
- (ii) The terms of the remaining six (6) Members of the Executive Committee shall begin in 2010 and they shall serve until the end of their respective terms for the Executive Committee and thereafter until their respective successors are elected. Three (3) Directors shall serve terms of one (1) year, beginning with their election in 2010. Subsequent terms for these three (3) seats shall be for two (2) years. The other three (3) Directors shall serve terms of two (2) years,

beginning with their election in 2010. Subsequent terms for these three (3) seats shall be for two (2) years. The initial terms of these remaining six (6) Directors shall be chosen by lot.

SECTION 2. Voting

Votes on the Executive Committee may be cast only by the members of the Committee in attendance at its meetings, the members of the Committee may vote by electronic means if his/her presence meets all requirements of the Illinois Open Meetings Act (5 ILCS 120 *et seq.*). No proxy voting shall be permitted.

SECTION 3. Officers of the Executive Committee

The Executive Committee shall elect from among its members a Chairman and Vice Chairman of the Executive Committee. Such officers shall serve until the end of their term and thereafter until their respective successors are elected. The term of office for those positions shall be two years. The term of the first persons elected as such officers shall expire on the third Thursday of May, 1994. Upon the resignation or incapacity of any Executive Committee member, the Board of Directors shall elect one of its members to complete the term of office for that position in accordance with the Agreement. If such person is also an officer of the Executive Committee, the remainder of the Executive Committee shall re-elect an officer to replace that officer position pursuant to this section. The Secretary of the Agency shall serve as Secretary to the Executive Committee. Nominations from the floor shall first be made for the position of Chairman. Upon closure of nominations, a vote shall be taken by the Executive Committee. A majority of the Executive Board present and constituting a quorum shall be required for the election of any officer. Should all candidates fail to obtain the majority of a quorum in such voting election, the candidate with the least number of votes shall be eliminated and the vote shall be re-taken with the remaining candidates. After election of the Chairman, nominations for the election of the Vice-Chairman shall be accepted. Upon the closure of

nominations for Vice Chairman, voting shall take place as in the manner for Chairman.

SECTION 4. Rules

The Executive Committee may establish rules governing its own conduct and procedure. Questions of procedure for meetings of the Executive Committee, which are not determined by its rules shall be governed by Robert's Rules of Order, latest edition.

SECTION 5. Compensation

No one serving on the Executive Committee shall receive compensation from the Agency for that service or for service as Chairman or Vice Chairman of the Executive Committee. Members and officers may be reimbursed for their actual expenses incurred with regard to Agency business and meetings, upon presentation of receipts or vouchers for all expenses greater than \$10.

SECTION 6. Meetings

Regular meetings of the Executive Committee shall be held according to schedule of meetings which the Executive Committee shall, from time to time, adopt pursuant to the Open Meetings Act (5 ILCS 120/1 *et seq*).

Special meetings of the Executive Committee may be called by its Chairman or by any three (3) members of the Executive Committee. Notice of the meetings shall conform to the Open Meetings Act.

All regular and special meetings of the Executive Committee shall be open to the public unless otherwise permitted to be closed under the Open Meetings Act and public notice of such meetings shall be given, in each case in the manner (and with such exceptions) as provided by the "Open Meetings Act" of the State of Illinois, (5 ILCS 120/1 *et seq*), as amended from time to time.

SECTION 7. The Chairman of the Executive Committee

The Chairman of the Executive Committee shall preside at the meetings of the Executive Committee and shall serve as the liaison between the Board of Directors and the

Executive Committee. The Chairman of the Executive Committee shall also perform all duties specified in the By-Laws, all duties incident to this office and such other duties as may be prescribed by the Executive Committee consistent with the Agreement and the By-Laws. In the absence of the Chairman of the Executive Committee or in the event of the Chairman's inability to act, the Vice Chairman of the Executive Committee shall perform the duties of the Chairman of the Executive Committee, and when so acting, shall have all the powers of the Chairman.

SECTION 8. Procedures for the Election of the Executive Committee

Nominations for the positions on the Executive Committee shall be made by each such candidate in writing prior to sending out notice for the meeting. Notice of any impending election shall be made orally at two (2) regularly scheduled Board of Directors meetings prior to the date set for election. The election of the Executive Committee members shall be taken by voice vote, or as necessary, by a roll call vote. From the full Board of Directors, A majority of the Board of Directors present and constituting a quorum shall be required for the election of any member of the Executive Committee. Should all candidates fail to obtain a majority of a quorum in such voting election, the candidate with the least number of votes shall be eliminated and the vote shall be re-taken with the remaining candidates. If one or more of the candidates receive at least a majority of the quorum of votes, that individual shall be elected and a new vote shall be taken for the remaining positions from the remaining candidates. Each Member shall be entitled to cast one (1) vote for each open position on the Executive Board. Cumulative voting is not permitted.

ARTICLE V

STAFF OF THE AGENCY

SECTION 1. Staff Make-Up

The administrative staff shall consist initially of an Executive Director and a Recycling Coordinator. The Agency, at the discretion of the Board of Directors, may hire such other

supervisory, administrative, and operating personnel as may be required by the Agency.

SECTION 2. Executive Director- Appointment

The Executive Director shall be appointed by a majority vote of the Directors for an indefinite term and shall serve at the Agency's pleasure. The Executive Director shall be chosen on the basis of administrative and executive qualifications and knowledge in the field of solid waste disposal management.

No Director shall receive the appointment as Executive Director during his or her term of appointment as director or within one year after the expiration of such term.

The Executive Director may be removed by a majority vote of the Directors at any time. The action of the Agency in removing the Executive Director shall be final.

SECTION 3. Executive Director Duties

The Executive Director is charged with the supervision and management of the Agency's affairs. The Executive Director shall serve as the Chief Administrative Officer of the Agency and shall administer all functions of the Agency as directed by the Chairman of the Agency. The duties of the Executive Director shall include, but are not necessarily limited to, the following:

- administrative responsibility for the organization and operation of the Agency;
- supervision of all administrative staff and consultants of the Agency;
- hiring personnel to fill positions or vacancies on the Agency's administrative staff and to discharge or retire such employees in accordance with the administrative rules and procedures established by the Agency;
- attendance at all Agency meetings unless excluded or excused therefrom;
- attendance at any Agency committee meeting at which his attendance

has been requested

- attendance at relevant Municipal or County Board meetings of the Agency's member communities when so requested;
- recommendation of policies and procedures necessary for the compilation of a plan for the management of solid waste within the collective jurisdiction of the Agency;
- purchase of materials and services according to administrative rules and procedures established by the Agency;
- preparation and presentation of the annual budget to the Agency;
- preparation and presentation to the Agency for consideration and approval of such resolutions, ordinances, administrative rules, and orders as may be deemed necessary and appropriate; and
- representation of the Agency before conferences, professional associations, or relevant public bodies when requested to do so by the Agency.

SECTION 4. Executive Director - Compensation

The Executive Director shall receive such compensation as the Agency shall from time to time determine.

SECTION 5. Executive Director- Absence or Inability

In the event of the absence of the Executive Director or his or her inability to act, the Chairman or his designee, may perform the duties of the Executive Director during such absence or inability until such time as the Board of Directors may select a replacement

SECTION 6. Recycling Coordinator

As determined by the Board of Directors, the Recycling Coordinator may be a staff position of the Agency as prescribed by the Planning and Recycling Act. The Recycling Coordinator shall be under the direction and control of the Executive Director.

SECTION 7. Executive Director- Other Agency Personnel

Any and all additional supervisory, administrative or operating personnel shall be under the direction and control of the Executive Director.

SECTION 8. Compensation - Other Agency Personnel

All other Agency personnel, besides the Executive Director, shall receive such compensation as the Agency shall from time to time determine.

ARTICLE VI

GENERAL COUNSEL FOR THE AGENCY

SECTION 1. General Counsel

The General Counsel shall be a Special Assistant State's Attorney appointed by the Lake County State's Attorney or, if the Agency chooses, a private attorney. In either instance, said attorney shall be appointed by a majority vote of the Directors. The General Counsel may be removed by a majority vote of the Directors at any time.

SECTION 2. General Counsel- Duties

The General Counsel shall:

- perform those duties prescribed by statute, law or the Agency;
shall advise the Agency and its administrative staff on legal matters;
- prepare and draft legal documents and render legal opinions when requested by the Executive Director, the Chairman or the Agency on all matters concerning the interests of the Agency;
- attend Agency meetings;
- make reports from time to time and otherwise perform such duties or special services as the Agency may require; and
- shall direct litigation, represent the Agency in all legal matters

excepting cases where a Special Counsel has been appointed by the Agency to advise or represent the Agency on special matters or to assist the General Counsel on a particular legal matter.

ARTICLE VII

MEETINGS

SECTION 1. Open Meetings

All regular and special meetings shall be open to the public unless otherwise permitted to be closed under the Open Meetings Act and public notice of such meetings shall be given, in each case in the manner as provided by the "Open Meetings Act" of State of Illinois, Chap. 102 of the Illinois Revised Statutes, Section 41 et seq., as amended from time to time.

SECTION 2. Regular Meetings

The Board of Directors shall establish a schedule of Board meetings pursuant to the Open Meetings Act (5 ILCS 120/ 1 *et seq.*)

SECTION 3. Order of Business at Regular Meetings

The Chairman shall cause an agenda for the meeting to be given to each of the other Directors and shall provide for public comment.

SECTION 4. Special or Emergency Meetings

Special or emergency meetings may be called by the Chairman and notice of the meeting shall conform to the Open Meetings Act (5 ILCS 120/1 *et seq.*)

SECTION 5. Vote Requirements

The concurrence, in a roll call vote, of a majority of the total number of all the Member Directors is necessary for the passage of any ordinance and the incurring of any extra-ordinary debt or financial obligation, that requires the Agency to issue Bonds, borrow money or otherwise incur debt in excess of anticipated revenues. Except as otherwise provided by these By-Laws or

the Agreement, all other action of the Agency shall require a majority of those Directors present, provided there is a quorum.

SECTION 6. Rules of Order

The Chairman shall preside over all Agency meetings, shall preserve order and decorum and shall conduct meetings in an orderly fashion. The Chairman may speak to points of order and shall decide all questions of order. Questions of procedure for meetings of the Agency which are not determined by its rules, shall be governed by the latest edition of Roberts Rules of Order, Revised. In case of any disturbance or disorderly conduct, the Chairman shall have the power to remove the cause of such or suspend the meeting.

SECTION 7. Disqualification

Any Director or Alternate who has an individual, direct or indirect, financial or other material interest in any matter before the Board of Directors shall disclose such interest and shall refrain from participating in any way in the deliberations or decisions on such matters except as otherwise allowed in the Public Officers Prohibited Activities Act (50 ILCS 105 et seq.) or the Ethics Ordinance, as adopted and/or amended by the Agency.

SECTION 8. Rescission

No ordinance, resolution or other action shall be rescinded at any special Agency meeting unless the motion to rescind receives an equal number or greater of votes than that which adopted the ordinance or resolution, and that there shall be present at such meeting at least as many Members as were present at the meeting at which said ordinance, resolution or other action was approved.

SECTION 9. Written Resolution

At the request of one-third (1/3) of the Directors present, any resolutions or motions submitted to the Agency shall be reduced to writing before being voted upon.

SECTION 10. Public Comment

The Agency may, by a majority vote of the Directors present, determine to limit the time

for members of the public to address the Agency at any specific meeting.

ARTICLE VIII

OTHER COMMITTEES

SECTION 1. Purpose

In addition to the Executive Committee, the Agency has determined that a committee structure may, in many situations, be the most efficient and productive way for the Directors to carry out their responsibilities. The primary responsibilities of such committees shall be to suggest policy, review, investigate and make recommendations to the Agency. The committee structure is established so that more thought and time may be given to Agency matters by delegating review and investigative functions to a portion of its Members. Except for the Executive Committee, committees established pursuant to this section shall not be operating bodies, but reviewing and investigative bodies of the Agency and their actions are not mandates to the Agency, but rather shall constitute suggestions or recommendations to the Agency.

SECTION 2. Committees

In addition to the Executive Committee, the Agency may establish such standing or special committees as it may deem necessary to effectuate business. The Chairman shall appoint all committees and committee chairmen with the advice and consent of the Directors. The duties of each committee shall be those duties specified at the time the committees are established and may be modified from time to time by the Chairman or the Agency.

SECTION 3. Chairman as Committee Member

The Chairman shall be an ex-officio member of all committees, but shall not vote on committee matters, unless he or she is otherwise a member of the Executive Committee; in which case he or she may vote on Executive Committee matters.

ARTICLE IX

CONTRACTS, PURCHASES, DISBURSEMENTS, LOANS AND CHECKS

SECTION 1. Contracts and Purchases

The Board of Directors of the Agency may authorize any officer or officers of the Agency (including any officer of the Board of Directors or the Executive Committee) or any agent or agents to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Agency. Such authority may be general or confined to specific instances, consistent in each case with the By-Laws and the Agreement. The Board of Directors may by Resolution provide procedures for the entering into of contracts and making purchases of services, goods, equipment, supplies and facilities. The procedures may provide authority for the Board of Directors of the Agency, its officers or the Executive Committee to approve contracts and purchases and may make such provision as the Agency deems appropriate for public bidding for contracts and purchases. The Executive Committee shall approve payments required under any contract or purchase entered into by the Agency.

SECTION 2. No Disbursement Without Authority

No funds, monies or other things of value in the hands of the Agency shall be paid out, disbursed, or delivered except upon warrant, draft or order approved and signed as herein provided.

SECTION 3. Authorization

All disbursements shall be approved as hereinafter provided.

SECTION 4. Loans

The Agency may borrow money only upon the approval of the Board of Directors of the Agency.

ARTICLE X

NOTICES

SECTION 1. Directors

Notice required to be given under these By-Laws shall be deemed to be given, with respect to a Director and Alternate Director(s), if it is mailed, either by U. S. Mail or by e-mail (as requested by the Director or Alternate Director), to his or her principal business office or residence within seven (7) days prior to any meeting.

SECTION 2. Units of Government- Municipalities or County

Any notice or document required to be given under these By-Laws other than those notices and agendas relating to regular, special or emergency meeting(s) shall be deemed to be given, with respect to municipalities and the county, by mailing them (10) days prior to the due date to the principal office of the municipality or County and to the attention of the designated Director, Alternate(s), or the Clerk. Any person, municipality or unit of local government may waive notice. Attendance at a meeting is a waiver of notice of the meeting.

ARTICLE XI

CONDUCT OF THE DIRECTORS, OFFICERS AND

EMPLOYEES OF THE AGENCY

SECTION 1. Interest in Contracts

The Directors, officers, and all employees of the Agency shall act and conduct themselves in such a manner that they do not violate any statute, ordinance, rule or regulation of the Agency (including the previously adopted Ethic's Ordinance, as amended and passed in compliance with Illinois Compiled Statutes), the State of Illinois, or the federal government dealing: with interest in contracts, jobs, work or materials or the profits thereof or services to be

performed for or by the Agency.

SECTION 2. Gifts and Rebates

The Directors, Officers, and all employees of the Agency are expressly prohibited from accepting directly or indirectly, from any person, company, firm or corporation to which any contract or a purchase order is or might be awarded, any gift, rebate, or anything of value except where given for the sole use and benefit of the Agency.

SECTION 3. Commitment

No Director, officer, committee, nor any employee of the Agency shall in any way bind the Agency to do or not to do any certain thing unless expressly authorized to do so and no unauthorized actions shall be in any way binding upon or recognized by the Agency unless expressly ratified or approved by the Board of Directors or Executive Committee of the Agency.

SECTION 4. Lobbying

The Board of Directors shall adopt a Board Policy regarding the support or opposition of proposed state or federal legislation. Said Policy shall be reviewed no less than on a calendar year basis.

SECTION 5. Claims and Actions

The Agency shall defend and indemnify its Directors, officers, staff and employees against all claims or actions arising out of any act, error or omission occurring within the exercise of their lawful duties or scope of employment as the case maybe.

ARTICLE XII

FISCAL YEAR

The fiscal year of the Agency shall commence on December 1 and shall extend through November 30. The Board of Directors of the Agency shall adopt by ordinance on or before the end of the fiscal year, an annual budget estimating required funds for the fiscal year.

ARTICLE XIII

BUDGET

SECTION 1. Annual Budget

The Executive Director of the Agency shall prepare a combined budget and Appropriation Ordinance for the Agency. Copies of the budget document shall be provided to the Directors, Alternate Directors, and Members of the Executive Committee. The Executive Committee shall review the budget document and make recommendations for change it determines necessary. Copies of the proposed budget as revised by the Executive Committee, shall be sent to each Director, and Alternate Director, of the Member's jurisdiction. The combined budget and appropriations ordinance shall be adopted by the Board of Directors of the Agency before the beginning of the fiscal year, except that the combined budget and appropriations ordinance for fiscal year 1991-1992 shall be adopted as soon as practicable. After passage by the Board, the approved budget and appropriation ordinance shall be sent to each Director, Alternate Director and Clerk of the Member's jurisdiction.

SECTION 2. Expenditures

After adoption of the combined annual budget and Appropriations Ordinance by the Board of Directors of the Agency, the Executive Committee and the officers of the Agency shall make only those expenditures which are authorized by the combined annual budget and Appropriations Ordinance and shall not contravene the provisions thereof without approval by the Agency by not less than a two-thirds (2/3) vote of all the then Directors.

ARTICLE XIV

AUDIT

The Agency shall provide for an annual audit to be made by an independent certified public accountant within 120 days after the end of each fiscal year or as soon as practicable under the Intergovernmental Agreement for financial support. The books of the Agency shall be kept in accordance with generally accepted accounting principles and state law. A copy of the annual audit report and management letter, if available, shall be delivered to the Clerk of each member jurisdiction and each Director promptly upon its receipt by the Agency.

ARTICLE XV

MISCELLANEOUS

SECTION 1. Conflict

In the event of any conflict between these By-Laws and the Agreement and any other ordinance, resolution or order of the Agency, the By-Laws and the Agreement shall control. In the event of conflict between these By-Laws and the Agreement and any state or federal statute applicable to the Agency, the statute shall control.

SECTION 2. Amendment

Amendments to these By-Laws may be proposed by any Director. The proposed amendment shall be submitted to each Director and Alternate by the Agency at least thirty (30) days prior to the meeting of the Agency at which the proposed amendment is to be considered. Amendments may be adopted by not less than a two-thirds (2/3) affirmative vote of all of the then Directors. No amendment shall cause the By-Laws to conflict with the Agreement.

SECTION 3. Copies

The Secretary is authorized and directed to cause copies of these By-Laws to be

distributed to all Directors and other interested persons requesting a copy of the same.

SECTION 4. Captions and Headings

The captions and headings used herein are for convenience and reference only and do not define or limit the contents of each paragraph.

SECTION 5. Effective Date

The By-Laws shall become effective upon approval by three fourths (3/4) of the Board of Directors. Any amendment to the By-Laws shall take effect immediately upon its approval by the Board of Directors, unless the terms of the amendment otherwise proved.

Approved this 23rd day of May 1991

AYES: 29 NAYS: 2 ABSENT: 4

SIGNED:

ROBERT W. DEPKE, CHAIRMAN _____

SOLID WASTE AGENCY OF LAKE COUNTY

ATTEST:

Amended this 2nd day of December, 1993
(Executive Committee staggered terms to start in 1994)

AYES: 27 NAYS: 0

Amended this 22nd day of May, 1997
(Change fiscal year to December-November)

AYES: 27 NAYS: 0

Amended this 26th day of June, 1997
(Change 3/4 vote for By-Law Amendment to 2/3)

Amended this 25th day of August, 2005
(By-Law Language Review changes)

Amended this 22nd day of October, 2009
(Change in qualifications for Alternate Director and composition of the Executive Committee)

AYES: 24 NAYS: 0