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SOUTHWEST CENTRAL 9-1-1
EMERGENCY SERVICE TELEPHONE SYSTEM BY-LAWS

(AS AMENDED APRIL 28, 1993)

ORIGINAL FILE

ARTICLE I - Purpose

The Southwest Central 9-1-1 System (hereinafter the "9-1-1 System") is a cooperative venture voluntarily established by its members pursuant to the Southwest Central 9-1-1 System Intergovernmental Cooperation Agreement (hereinafter the "Cooperation Agreement") entered into by them in accord with the Intergovernmental Cooperation Act, Ill. Rev. Stat., Chapter 127, Section 741 et seq., as amended and the Emergency Telephone System Act, Ill. Rev. Stat., Chapter 134, Section 30.01 et seq., as amended. The 9-1-1 System has been established for the purpose of providing the equipment, services, personnel, facilities and other items necessary for the implementation, operation, maintenance and repair of a 9-1-1 Emergency Telephone System within portions of Cook and DuPage Counties, Illinois.

ARTICLE II - Membership

- A. The members of the 9-1-1 System, as of the date these By-Laws were adopted pursuant to paragraph 3 of the Cooperation Agreement, are the City of Blue Island, the Village of Chicago Ridge, the Village of Dixmoor, the City of Palos Heights, the City of Palos Hills, the Village of Palos Park, the Village of Posen, and the Village of Worth.
- B. Any municipality which hereafter becomes a full participating member of Southwest Central Dispatch (hereinafter "SWCD"), an intergovernmental association which provides a combined public safety telecommunications system for its members, may also become a member of the 9-1-1 System, provided all current members of the 9-1-1 System and the new member sign an addendum of new membership to the 9-1-1 Cooperation Agreement.
- C. The addendum authorizing a new member of the 9-1-1 System shall require the new member to:
 - 1. Provide funds for its proportionate share of the cost of operations of the 9-1-1 System; and
 - 2. Provide all necessary funds required to add or modify hardware and/or software in order to accommodate the operational needs of the new member. Each member shall also be expected to pay a proportionate share of normal 9-1-1 operating expenses;

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3. Provide written acceptance obligating itself for its proportionate share of the existing debts and liabilities of the 9-1-1 System;
4. Deliver to the Joint Emergency Telephone System Board a duly certified ordinance in proper form authorizing and directing such member's execution of the addendum and the written acceptance of existing debts referred to in C.3. above, and its agreement to be bound by the Southwest Central 9-1-1 Emergency Service Telephone System By-Laws.
5. Participation of members and Southwest Central Dispatch in the affairs of the 9-1-1 System shall be through each member's and Southwest Central Dispatch's representatives which they designate to serve on the Joint Emergency Telephone System Board and the 9-1-1 System Executive Committee.

ARTICLE III - Joint Emergency Telephone System Board

A. Powers

The Joint Emergency Telephone System Board (hereinafter the "System Board") created pursuant to the Cooperation Agreement shall consist of a Board of Directors. The Directors of the System Board shall be the Mayor or President of each member unit of local government (or its Manager if designated by the Mayor or President), the Director of Southwest Central Dispatch, and the President and Vice President of the Executive Committee as established in Article IV of these By-Laws. Notwithstanding any provision in these By-Laws to the contrary, at all times the System Board shall consist of not fewer than five members and shall have among its Board of Directors at least two representatives from the members' police and/or fire departments/districts (Police Chiefs, etc. and/or Fire Chiefs, etc.) and the Director of Southwest Central Dispatch so that the System Board is in compliance with Ill. Rev. Stat., Chap. 137, Section 15.4(a), as amended August 20, 1991. A Chairman of the System Board shall be elected on a yearly basis from among the Directors of the System Board. The System Board shall have the following powers and duties:

1. Planning a 9-1-1 Emergency Telephone System (hereinafter the "9-1-1 System");
2. Coordinating and supervising the implementation, upgrading, maintenance, repair and operation of the 9-1-1 System including the establishment of equipment specifications and coding systems;

3. Receiving monies from the surcharge imposed under Section 45.3 of the Emergency Telephone System Act (Ill.Rev.Stat., Chap. 134, Section 45.3) and from any other sources, for deposit into the Emergency Telephone System Fund;
4. Authorizing all disbursements from the Fund by Resolutions approved by a majority of all System Board members;
5. Hiring, on a temporary or permanent basis, any staff necessary for the implementation, operation or upgrade of the 9-1-1 System;
6. Making and entering into contracts;
7. Acquiring, holding and disposing of property;
8. Incurring debts, liabilities or obligations in accord with applicable law as necessary for the accomplishment of the purposes of the 9-1-1 System;
9. Purchasing and leasing necessary equipment; and
10. Exercising all powers necessary and incidental to carrying out the purposes set forth in Article I of these By-Laws, including but not limited to, hiring auditors and attorneys, approving amendments to these By-Laws, accepting new members, approving the annual budget of the 9-1-1 System, and determining the general policy of the 9-1-1 System, provided however, that such policy shall never be inconsistent with the laws of State of Illinois.
11. The Board of Directors of Southwest Central 9-1-1 System hereby declares it is the policy of Southwest Central 9-1-1 System that competitive bids be sought for the letting of a contract for services and/or the purchase of equipment/systems involving an outlay of more than \$5,000.00 and that the contract be awarded to the lowest responsible bidder, provided however, Southwest Central 9-1-1 System reserves the right to reject all bids for any reason whatsoever.
12. That the above-stated policy to require competitive bids may be waived by a 4/5 vote of the Directors of the Board of Directors present and voting, but in no event less than 4/5 of the directors constituting a quorum under Article III, paragraph C.3 of the By-Laws, when, in the determination of the Board of Directors, circumstances exist which demonstrate it will be in the best interests of Southwest Central 9-1-1 System and its members to waive competitive bidding for a particular contract, and

upon the waiver of competitive bidding, the particular contract may be entered into without the solicitation of competitive bids.

B. Organization.

1. Each member of the System Board shall be entitled to one vote;
2. Such vote may be cast only by a System Board member in physical attendance or by his designated alternate. No proxy votes or absentee voting shall be permitted. In the event of a tie vote, the Chairman of the Board shall cast a second and deciding vote;
3. A vacancy on the Emergency Telephone System Board may be occasioned by the 9-1-1 member's representative's resignation, termination of representative's employment with the 9-1-1 System member, the representative's death, physical or mental incapacity, and/or the representative's continuous refusal to attend scheduled meetings on behalf of the 9-1-1 System member. The 9-1-1 System member shall determine if the representative's conduct has created a vacancy, and if so, the 9-1-1 System member shall, within 60 days of such determination recommend a replacement representative for appointment to the Board for the unexpired term remaining. Upon such recommendation the representative shall become a Director of the System Board. Notwithstanding any provision in this paragraph 3 or in these by-laws to the contrary, where a vacancy of a Director occurs which Director is also the President and/or Vice President of the Executive Committee, said vacancy shall be filled in accordance with the provisions of Article IV. B., Paragraph 3;
4. Members of the System Board shall serve on the Board without salary, but each may be reimbursed for necessary expenses incurred in connection with 9-1-1 System business.
5. The Board of Directors may establish rules governing its own conduct and procedure and have such express or implied authority as is not inconsistent with or contrary to the laws of the State of Illinois, these By-Laws, and the Cooperation Agreement;

C. Meetings:

1. A regular meeting of the System Board shall be held in the Southwest Central Dispatch Center offices twice a year. If possible, the annual meetings will be scheduled to convene immediately following the regular annual

meetings of the Board of Directors of Southwest Central Dispatch. The time and date of the regular meetings shall be determined by the Chairman.

- a) Notice of the regular meeting of the System Board of Directors shall be given to the respective Board members at least thirty (30) days prior to such meeting, and an agenda for such meeting shall accompany the notice; however, such meetings shall not be limited to the matters set forth in the agenda;
- b) To the extent not contrary to these By-Laws, Robert's Rules of Order shall govern all meetings of the System Board.

2. A special meeting of the System Board may be called by its Chairman or by any two members of the Board or by a majority of the Board as follows:

- a) Ten (10) days written notice of special meetings shall be given to each Director of the System Board by the Director or Directors who called the special meeting in a form which shall include an agenda specifying the subjects of such special meeting, and also the time, date, and location of the meeting;
- b) Business conducted at said special meeting shall be limited to those items appearing in the agenda;
- c) Notwithstanding 2.(a) above an emergency meeting may be called without written notice if a majority of the Directors agree.

3. Unless otherwise specified in these By-Laws, a quorum for the transaction of all business by the System Board shall consist of a majority of the System Board Directors.

4. Meetings of the System Board shall, except to the extent these By-Laws impose stricter requirements, be held in accordance with the provisions of the State of Illinois Open Meetings Act.

D. Officers of the System Board

Officers of the System Board shall consist of a Chairman, Vice-Chairman, Secretary, and Treasurer. The Chairman Vice-Chairman and Secretary shall be elected from among the directors of the System Board by a vote of the System Board at the first annual meeting of the System Board. The Chairman

Vice-Chairman and Secretary shall serve a term of two years. The Chairmanship shall be rotated among the Directors of the System Board. The Treasurer shall be appointed by the System Board for a term of years to be determined by the System Board. The Treasurer shall not be a Director of the System Board and shall not have a vote.

1. Chairman

The Chairman shall:

- a) Conduct the meetings of the System Board;
- b) Sign or co-sign with the Secretary any instruments which the System Board has authorized to be executed;
- c) Perform all duties incident to the office of Chairman and such other duties as may be prescribed by the System Board from time to time provided that such other duties are consistent with these By-Laws, the Cooperation Agreement, and the applicable laws of the State of Illinois, including applicable Rules and Regulations of the Illinois Commerce Commission;
- d) Present a full report of the 9-1-1 System's activities at each regular meeting of the System Board, and at such other times as deemed appropriate by the Chairman or upon vote of a majority of the System Board.

2. Vice-Chairman

- a) In the event of the absence of the Chairman or in the event of the Chairman's inability or refusal to act, the Vice-Chairman shall perform the duties of Chairman until such time as the Chairman again undertakes to perform the duties of his office.

3. Secretary

The Secretary shall:

- a) Keep the minutes of the 9-1-1 System Board of Directors;
- b) Ensure that all notices are duly made, given and/or published in accordance with the provisions of these By-Laws or as required by law;
- c) Act as custodian of the records of the System

Board;

- d) Perform all duties incident to the office of Secretary of the System Board and such other duties as from time to time may be assigned to him by the System Board.

The Secretary may be the Director of SWCD unless another person is appointed by the System Board.

4. Treasurer

In accordance with Ill.Rev.Stat., Chapter 134, Para. 45.4 (c), the Treasurer shall at all times be the actual treasurer of one of the 9-1-1 System member units of local government.

The Treasurer shall:

- a) Receive and act as custodian and be responsible for all funds generated through a surcharge on telephone in-service network connections, as well as any other funds generated in support of the 9-1-1 System, and deposit all such monies into a Emergency Telephone System Fund in the name of the 9-1-1 System in such banks, trust companies or other depository as shall be selected in accordance with the policies of the System Board and these By-Laws;
- b) Dispense funds from the Emergency Telephone System Fund in accordance with Illinois law and these By-Laws;
- c) In general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the System Board;
- d) Report to the System Board and Executive Committee with regard to the status of the Emergency Telephone System Fund as required by the System Board and/or the Executive Committee.

The Treasurer shall give a bond in the amount of \$250,000.00 for the faithful discharge of his duties, with such surety or sureties as the System Board shall determine;

5. Any officer of the System Board may be removed by the System Board whenever in its judgment the best interest

of the 9-1-1 System and the System Board would be served thereby.

6. Upon the occurrence of a vacancy in the office of any officer for the reasons set out in B.3. above, or for any other reason, the Board of Directors may appoint a successor to fill the vacancy.
7. Officers and Directors of the 9-1-1 System Board shall serve as such without salary from the 9-1-1 System, but may be reimbursed for expenses incurred in connection with 9-1-1 System business.

ARTICLE IV Executive Committee:

A.

1. There is hereby established an Executive Committee of the 9-1-1 System, which shall be organized and shall be responsible for functions as hereinafter set forth.
2. Members of the 9-1-1 System, Southwest Central Dispatch, and any unit of local government which is not a member of the 9-1-1 System but receives 9-1-1 service from the 9-1-1 System pursuant to a contract entered into by the 9-1-1 System (hereinafter "contract member") shall be represented on the Executive Committee as follows:

The Mayor or President of each member and contract member shall appoint two representatives and the Director of SWCD shall appoint one representative to the Executive Committee. It is the intention of these By-Laws that the two representatives of each member and contract member shall be the operational head of the police and fire departments (Police Chiefs, etc. and Fire Chiefs, etc.) of each member and contract member, or the operational head of the Police and/or Fire Districts which provide service to the member and contract member, and that such persons shall be each member's and contract member's representatives to the Executive Committee.

Contract member's representatives shall have the identical rights, privileges, and obligations of member's and SWCD's representatives. Whenever the word "member" is used in Sections B. 1. through and including B. 8. of this Article IV, said word "member" shall include "contract members".

Contract members shall only be represented on the Executive Committee during the time the 9-1-1 System is providing 9-1-1 Service to the contract member pursuant to an effective contract. Should a breach of the contract

occur, and is not cured within 14 calendar days after the 9-1-1 System provides written notice to the contract member, then the contract member shall not be entitled to representation on the Executive Committee until such time as the breach of the contract is cured.

3. On each matter coming before the Executive Committee for a vote, including the election of officers, each member unit, contract member unit, and SWCD shall be entitled to have cast on its behalf one vote for each representative which it has on the Executive Committee in physical attendance (or by the designated first alternative, if such official representative is absent). No proxy votes or absentee voting shall be permitted, except as provided in these By-Laws. In the event of a tie vote, the President of the Executive Committee shall cast a second and deciding vote.
4. The daily operations of the 9-1-1 System shall be conducted under the direction and supervision of the Executive Committee, subject to the policy limitations established from time to time by the System Board. Except as specifically provided for herein, no contract or other obligation of the 9-1-1 System shall be binding unless approved or ratified by the Executive Committee.
5. The representatives of each member and the representative of SWCD may designate, in writing to the System Board and the Executive Committee, a first alternate who may serve on the Executive Committee in the absence of a named representative.
6. The Executive Committee may establish rules for its own procedures and have such express or implied authority as is not inconsistent with or contrary to the laws of the State of Illinois, these By-Laws, the policy and rules of the System Board, or the Cooperation Agreement. A quorum for the transaction of all business of the Executive Committee shall consist of a majority of the representatives of the Executive Committee.
7. All meetings of the Executive Committee shall, except to the extent that these By-Laws impose stricter requirements, be held in accordance with the Open Meetings Act of the State of Illinois. Regular meetings of the Executive Committee shall be held as required but no less than four (4) times per year. Notice of regular meetings of the Executive Committee shall be given to each member thereof not less than ten (10) days prior to such meeting, and an agenda shall accompany such notice, however, such meetings shall not be limited to the matters set forth in the agenda. Special meetings of the

Committee may be called by its President, or by the Committee upon its own motion, or shall be called by the President upon written request of a majority of its members or their first alternates. At least forty-eight (48) hours prior written notice of special meetings shall be given to each member of the Executive Committee and an agenda specifying the subject of such special meeting shall accompany such notice. Business conducted at such special meetings shall be limited to those items specified in the agenda. The time, date and location of regular and special meetings of the Executive Committee shall be determined by its President.

8. The President of the Executive Committee shall serve a two (2) year term. The President shall be responsible for general administrative matters and shall serve as the liaison between the System Board, Executive Committee, SWCD and the 9-1-1 System management personnel. The Presidency shall alternate yearly between a police and fire chief member of the Executive Committee.
9. The Executive Committee shall make all administrative decisions concerning development efforts, operations, costs, and equipment regarding the 9-1-1 System.
10. The Executive Committee shall have the following duties and powers:
 - a) Subject to the policies, direction, and limitations established by the System Board, and within the limits fixed by an approved budget, the Executive Committee shall oversee the daily operating affairs of the 9-1-1 System and perform those powers of the System Board set out in Article III, Part A., of these By-Laws, including, but not limited to, making and entering into contracts; provided however, that no obligation exceeding the amount of the approved budget shall be incurred by such Executive Committee, without the prior consent of the System Board.
 - b) The Executive Committee shall have the power to transfer funds (not to exceed \$5,000 for any single purpose) among line items within the total budget amount in order to meet unanticipated needs or to meet changed situations. Such actions shall be reported to the System Board at their next regular meeting.
 - c) At each regular meeting of the System Board, the Executive Committee shall report budget and financial transactions and significant developments

since the previous regular meeting.

11. The Executive Committee shall present a full report of its activities at each regular meeting of the System Board.
12. The Executive Committee shall have the responsibility for insuring that the policy decisions of the System Board are carried out.

B. Officers:

1. Officers of the 9-1-1 System Executive Committee shall consist of a President, Vice-President, Treasurer and Secretary. All officers, shall be elected by the Executive Committee, and shall be selected from among the members serving on the Executive Committee with the Presidency changing between a police chief and a fire chief at each election.
2. Officers shall be elected every other fiscal year of the 9-1-1 System and shall serve a two year term. New officers shall take office at the adjournment of the last regular meeting of the Executive Committee prior to the expiration of the second 9-1-1 fiscal year following the officers' election.
3. A vacancy shall immediately occur in the office of any officers holding such office upon his resignation, termination of the officer's employment with the 9-1-1 System member's police or fire departments/districts, the officer's death, physical or mental incapacity, and/or the officer's continuous refusal to attend scheduled meetings on the Executive Committee. The Mayor/President of the 9-1-1 System member who originally designated the officer for membership on the Executive Committee shall determine if the officer's conduct has created a vacancy, and if so, the 9-1-1 System member shall, within 60 days of such determination recommend a replacement representative for appointment to the Executive Committee for the unexpired term remaining. Upon such recommendation the representative shall become a member/officer of Executive Committee. Upon a vacancy occurring in any office, the Executive Committee may appoint a successor to fill the vacancy until the member unit of local government represented by the person previously filling said office assigns a new representative to represent that unit. Should the vacancy occur in the office of President and/or Vice President, the successor appointed by the Executive Committee to fill the vacancy of said office or offices shall also be

a Director of the System Board until such time the member unit of local government assigns a new representative which new representative shall become a Director of the System Board for the unexpired term of the office of President and/or Vice President.

4. Any officer or agent elected by the Executive Committee may be removed by the Executive Committee whenever in its judgment the best interests of the 9-1-1 System would be served thereby. Said removal shall be considered a vacancy which shall be filled in accordance with Article IV. B. paragraph 3 above.
5. The President shall be the principal executive officer of the Executive Committee and shall in general oversee all of the business and affairs of the 9-1-1 System. He may sign, with the with the Vice President, and/or Secretary and/or Treasurer, any instruments which the Executive Committee has authorized to be executed, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed from time to time by the System Board.
6. In the absence of the President, or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all of the powers of and be subject to all of the restrictions upon the President.
7. The Secretary shall:
 - a) Keep the minutes of the 9-1-1 System Executive Committee;
 - b) See that all notices are duly made, given and/or published in accordance with the provision of these By-Laws or as required by law;
 - c) Act as custodian of the records of the Executive Committee;
 - d) Perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Executive Committee;

The Secretary may be the Director of SWCD or the Director's Representative appointed to the Executive Committee unless another person is appointed by the Executive Committee.

8. Members and officers of the Executive Committee shall

serve as such without salary from the 9-1-1 System, but may be reimbursed for necessary expenses incurred in connection with 9-1-1 System business.

ARTICLE V - Emergency Telephone System Fund

- A. There shall be created an Emergency Telephone System Fund (hereinafter the "Fund") into which all monies received from the 9-1-1 System, including those received pursuant to a 9-1-1 surcharge shall be deposited.
- B. The System Board Treasurer shall be the custodian of the Fund.
- C. All interest accruing on the Fund shall remain in the Fund.
- D. No expenditures may be made from the Fund except pursuant to Resolutions approved from time to time by a majority of the Executive Committee. Any resolution of the Board which approves an annual budget shall be deemed an approval of the expenditures of the funds required to pay amounts specified in the budget. The following individuals may sign checks/drafts to disburse funds from the Fund: System Board Chairman, System Board Treasurer, Executive Committee President, or Executive Committee Vice-President. Only one signature by an authorized individual will be required on a check/draft.
- E. Expenditures may be made only to pay for the costs associated with the following as set forth in Ill. Rev. Stat., Chap. 134, par. 45.4 (c):
 - 1. The design of the Emergency Telephone System.
 - 2. The coding of an initial Master Street Address Guide data base, and update and maintenance thereof.
 - 3. The repayment of any monies advanced for the implementation of the 9-1-1 System.
 - 4. The charges for Automatic Number Identification and Automatic Location Identification equipment, and maintenance, replacement and update thereof.
 - 5. The non-recurring charges related to installation of the Emergency Telephone System and the ongoing network charges.
 - 6. Other products and services necessary for the implementation, upgrade, maintenance and repair of the 9-1-1 System and any other purpose related to the operation of the System, including costs attributable directly to the construction, leasing or maintenance of any buildings

or facilities or costs of personnel attributable directly to the operation of the 9-1-1 System [also known as the Primary Public Safety Answering Point ("PSAP")]. Costs attributable directly to the operation of the 9-1-1 System do not include the costs of public safety agency personnel who are and equipment that is dispatched in response to an emergency call.

ARTICLE VI - Fiscal Year/Budget/Purchase/Contracts

A. The fiscal year of the 9-1-1 System shall commence on May 1st and end on April 30th.

B. Budget

1. The Secretary of the System Board shall prepare a proposed budget for the succeeding fiscal year and distribute it to the System Board.

2. The System Board shall review, modify and/or approve a final budget on or before April 30th of each fiscal year.

3. A complete copy of the approved final budget shall be furnished within 40 days to each System Board Director and the Treasurer.

4. After approval of the annual budget of the System Board, all expenditures shall be made in accordance with the budget.

a) The Director of SWCD is hereby granted authority to administer the 9-1-1 budget on behalf of the System Board.

b) Said Director shall have the authority to transfer contingency funds within the total budget amount in order to meet unanticipated needs of the System or to meet changed situations.

c) Such action of the SWCD Director shall be reported to the System Board at its next regular meeting

C. Purchases/contract Letting

Purchases and/or the letting of contracts shall be in accordance with applicable law and procedural guidelines established by Resolution of the System Board.

D. It is the intention of these By-Laws and the Cooperation Agreement that the ongoing operation of the 9-1-1 System be accomplished through the facilities and equipment of SWCD, and

therefore the 9-1-1 System Executive Committee shall from time to time as necessary enter in a contractual agreement with SWCD to conduct the ongoing operations of the 9-1-1 Emergency Telephone System for which SWCD shall be paid an amount of money to reimburse SWCD for all costs incurred by SWCD to conduct the ongoing operations of the 9-1-1 System.

ARTICLE VI - Audit

- A. Within six months after the end of each fiscal year the System Board shall cause an annual audit of the financial affairs of the Southwest Central 9-1-1 System to be prepared by a Certified Public Accountant in accordance with generally accepted auditing principals.
- B. An original copy of the annual audit report shall be delivered to each Mayor/President of each 9-1-1 System municipality, and filed with the other public officers in accord with applicable laws.

ARTICLE VII - Withdrawal, Termination and Dissolution

- A. At any time after January 1, 1993, any member unit of local government may withdraw from the 9-1-1 System subject to the provisions of this Article.
 - 1. Such withdrawing member shall give written notice of the withdrawal in the form of a certified copy of an Ordinance passed by its council or other appropriate authority which must be delivered to the Chairman of the Board;
 - 2. Withdrawal must be in compliance with all applicable rules or requirements of Illinois law, the Illinois Commerce Commission, and these By-Laws;
 - 3. A withdrawing member must make appropriate notice, as established by the System Board, to the media and to all mutual aid responders of the change in emergency call handling agreements;
 - 4. Refusal or declination of any 9-1-1 System member to be bound by any obligation of the 9-1-1 System, the System Board or the Executive Committee shall also constitute notice of withdrawal;
 - 5. The withdrawing member shall forfeit any and all interest, right and title to 9-1-1 System property, real personal or mixed;

6. The withdrawing member shall be liable for all costs incurred by 9-1-1 System as a result of the member's separation and withdrawal, including, but not limited to, reasonable attorney fees, court costs and interest, at 2% over prime, of overdue payments due 9-1-1 System by the withdrawing member.

B. Upon any such notice of withdrawal:

1. Withdrawal shall not take effect for a period of one (1) year from the date of written notification.

2. After notice of withdrawal and after the effective date of withdrawal, the withdrawing member shall continue to be responsible for:

a) One hundred (100%) percent of its pro rata share of any unpaid obligations to the effective date of withdrawal;

b) One hundred (100%) percent of its pro rata share of any contractual or lease obligations of the 9-1-1 System which were incurred during the period the municipality was a member or which were assumed during its membership;

c) For any contractual obligations it has separately entered into with or on behalf of the 9-1-1 System.

C. Upon the unanimous action of all 9-1-1 System members, and upon compliance with any applicable Illinois law, the rules and regulations of the Illinois Commerce Commission, the Cooperation Agreement, and the 9-1-1 System By-Laws, the 9-1-1 System shall be terminated and dissolved.

1. Upon such termination and dissolution, (and after payment of all debts) all individual files and documentation shall be distributed to the appropriate 9-1-1 System member without charge or offset.

2. The remaining assets or liabilities of the 9-1-1 System shall be distributed among its members that participated in the System within the one (1) year prior to such mandatory dissolution, in proportion to the mean average of the 9-1-1 System member's regular and special assessment payments for the preceding three (3) fiscal years (or fraction thereof if any particular member shall not have belonged for a full three years), bears to the total of such payments for the preceding three (3) fiscal years, or fraction thereof as provided above.

ARTICLE VIII - Indemnification

- A. To the fullest extent permitted by applicable law and these By-Laws, the 9-1-1 System shall indemnify and hold harmless 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 or investigative in nature (other than an action by or in the right of the 9-1-1 System) by reason of the fact that he is or was a director, officer or agent of the 9-1-1 System, against and from expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the 9-1-1 System, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his 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 he reasonably believed to be in or not opposed to the best interests of the 9-1-1 System, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.
- B. The indemnification authorized herein (unless ordered by a court) shall be made by the 9-1-1 System only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph A above. Such determination shall be made (1) by the Board of Directors of the System Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or (2) if such a quorum is not obtainable, or, even if obtainable when a quorum of disinterested directors so direct, by independent legal counsel in a written opinion.
- C. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the 9-1-1 System in advance of the final disposition of such action, suit or proceeding, as authorized by the System Board in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the 9-1-1 System as authorized in this Article VIII.

ARTICLE IX - Property

All property acquired by the 9-1-1 System shall be owned by it for and on behalf of its members whose interest therein shall be in shares proportionate to its surcharge contributions, unless provided otherwise by written agreement of its members.

ARTICLE X, - Amendment to the By-Laws

- A. Amendment to these By-Laws may be proposed by any member of the System Board.
- B. The proposed amendment shall be submitted to the System Board at least thirty (30) days prior to the meeting of the Board at which such amendment is to be considered.
- C. A three-fourths (3/4) vote of the Directors of the System Board shall be required to adopt any amendment to the By-Laws.
- D. No amendment shall be in conflict with the Cooperation Agreement, the laws of the State of Illinois, or the applicable Rules and Regulations of the Illinois Commerce Commission.

ARTICLE XI - Committees

The System Board and Executive Committee may establish any committees necessary to fulfill the functions of the System Board or Executive Committee. The Directors of the System Board shall appoint committee members of the committees created by the System Board. The members of the Executive Committee shall appoint committee members of the committees created by the Executive Committee.

ARTICLE XII - Effective Date

These By-Laws shall take effect immediately upon approval and adoption of these By-Laws by the System Board.