



Bylaws

Originally Adopted: February 28, 2002

Amended: July 11, 2002

Amended: October 1, 2004

**METROPOLITAN MAYORS CAUCUS
BYLAWS**

**ARTICLE I.
NAME AND PURPOSE**

Section 1. Name. The name of this organization is the Metropolitan Mayors Caucus (hereinafter “Caucus”).

Section 2. Purpose. The Caucus is a voluntary collaboration of the Mayor of the City of Chicago and the Mayors and Presidents of the suburban municipalities in the greater Chicago metropolitan region acting through their councils of governments. Its purpose is to provide a forum through which chief elected local officials cooperatively develop consensus and act on public policy issues affecting the Chicago region.

The Caucus is organized and shall at all times be operated exclusively for the improvement of local government through the City of Chicago and the suburban councils of governments and their member villages and municipalities, by providing a forum for the cooperative development of consensus action on public policy issues involving the Chicago metropolitan region, or any other purposes contemplated by Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

**ARTICLE II.
MEMBERSHIP**

Section 1. Members. The members of the Caucus include the Mayor of the City of Chicago (hereinafter “Chicago”) and the Mayors and Presidents designated by the DuKane Valley Mayors and Administrators, the DuPage Mayors and Managers Conference, Lake County Municipal League, McHenry County Municipal Association, Northwest Municipal Conference, South Suburban Mayors and Managers Association, Southwest Conference of Mayors, West Central Municipal Conference and the Will County Governmental League (hereinafter “original participating COGs”).

Section 2. Additional Members. The membership may be expanded, upon approval of Caucus members at one of its regular meetings, to include mayors of other communities that either individually or as part of another regional council of governments express an interest in participating.

**ARTICLE III.
OFFICERS AND EXECUTIVE BOARD**

Section 1. Officers. The officers of the Caucus shall be the Chairman and Vice Chairman of the Executive Board, a Secretary and a Treasurer. They shall be selected by the Executive Board from among its Directors. The Chairman, Vice Chairman and Secretary shall hold office for one year. The Treasurer's term shall be for one year or until a successor is selected by the Executive Board, whichever is later. Their terms of office shall begin with the first meeting of the Caucus after September 1. The Chairman and Vice Chairman must be either a Mayor or President. Directors from one original participating COG cannot serve as Chairman more than once in four years.

Section 2. Executive Board. The Executive Board shall be comprised of ten Directors, two of whom shall be selected as Chairman and Vice Chairman. The Mayor of Chicago shall appoint a Director to represent the City. The nine original participating COGs shall each appoint a Mayor or President as Director to represent their respective organizations. Directors shall hold office for one year. Their terms of office shall begin with the first meeting of the Caucus after May 1.

In addition, the Mayor of Chicago and the original participating COGs shall each appoint one Alternate Director. Alternate Directors for the original participating COGs shall be a Mayor or President. The Alternate Directors shall represent their respective organizations in the event their Director is unable to attend an Executive Board meeting or function. Alternate Directors shall hold office for one year. Their terms of office shall begin with the first meeting of the Caucus after May 1. During their terms of office, Alternate Directors are not eligible to serve as Chairman or Vice Chairman of the Executive Board.

Section 3. Vacancies. A vacancy in the office of Chairman shall be filled by the Vice Chairman. A vacancy in the office of Vice Chairman shall be filled by a Director selected by the Executive Board on an interim basis, until the end of the vacating Vice Chairman's term. A vacancy in the office of Director or Alternate Director shall be filled by the Mayor of Chicago, in the event the vacated position is the City's representative to the Executive Board, or by the respective original participating COG whose appointed incumbent has vacated office.

Vacancies shall be deemed to exist if the incumbent no longer holds an official position with his or her municipality, formally resigns his or her position with the Caucus or an original participating COG withdraws its Director or Alternate Director.

Section 4. Powers and Duties of the Chairman. The Chairman shall preside over all meetings of the Caucus. The Chairman may designate the Vice Chairman or a Director to act on his or her behalf.

Section 5. Powers and Duties of the Executive Board. The Executive Board shall have general oversight of the Caucus' operations, including approval of programs for Caucus

ARTICLE III. (CONT.)

meetings, approval of the annual budget, review of financial statements, and conduct the Executive Director's annual performance evaluations.

Section 6. Powers and Duties of the Secretary and Treasurer. The Secretary shall (a) be custodian of the corporate records of the Caucus; (b) record the minutes of the Executive Board and Caucus meetings; (c) see that all notices are duly given in accordance with these bylaws; and (d) perform all duties incident to the office of Secretary as from time to time may be assigned by the Executive Board. The Treasurer shall (a) sign with the Chairman or Executive Director, as the case may be, any contracts or other instruments which the Executive Board has authorized to be executed, according to the requirements of the form of the instrument, except when a different mode of execution is prescribed by the Executive Board or these bylaws; (b) be responsible for the maintenance of adequate books of accounts for the Caucus; (c) oversee the receipt and disbursement of all funds of the Caucus; and (d) perform all duties incident to the office of Treasurer as from time to time may be assigned by the Executive Board.

Section 7. Executive Director. The Executive Director, who shall be appointed by the Executive Board, holds office at the pleasure of the Executive Board. The Executive Director shall transact the necessary routine and financial business of the Caucus as may be determined by the membership. The Executive Director may not, under any circumstances, conduct the affairs of the Caucus so as to incur debt beyond its assets and revenues. The Executive Director shall refrain from any overt partisan political activity.

ARTICLE IV. COMMITTEES

Section 1. Steering Committee. The Executive Directors of the original participating COGs and a representative of the Mayor of Chicago shall serve as the members of the Steering Committee. The Steering Committee shall provide general oversight of the Caucus' operations and prepare recommendations to the Executive Board, including programs for Caucus meetings and review of the annual budget and financial statements.

Section 2. Committees and Task Forces. The Executive Board may from time-to-time create committees or task forces, the duties, responsibilities, size and leadership of which shall be determined by the Executive Board. Chicago and each original participating COG will have the opportunity to designate their representative(s) to each committee or task force.

**ARTICLE V.
MEETINGS AND CONSENSUS-BASED DECISION MAKING**

Section 1. Caucus Meetings. The Caucus shall meet at least three times a year. The time, place and program shall be recommended by the Steering Committee and approved by the Executive Board. The number of Mayors or Presidents to represent the original participating COGs at Caucus meetings shall be determined by the Executive Board. Special meetings of the Caucus may be called by the Executive Board after reasonable notice.

Section 2. Executive Board Meetings. The Executive Board will meet at least four times a year. The time, place and location shall be determined by the Executive Board. Special meetings may be called by the Chairman with the consent of the Vice Chairman.

Section 3. Consensus-Based Decision Making. As a collaborative body that brings together Mayors and Presidents from throughout the greater Chicago region to address issues of mutual concern, the Caucus' decision making process shall be consensus-based for any positions which are taken by the Caucus as a whole. As such the decisions of and positions taken by the Caucus shall be advisory to its members, with its recommendations to be acted on by individual Mayors and Presidents and the participating COGs as they see fit.

**ARTICLE VI.
FINANCIAL MATTERS**

Section 1. Fiscal Year. The fiscal year of the Caucus shall be from September 1 to August 31, inclusive.

Section 2. Annual Budget. The annual budget shall be prepared by the Executive Director under the direction of the Executive Board in consultation with the Steering Committee. The budget will be approved by the Executive Board.

Section 3. Fees. [Reserved.]

Section 4. Annual Audit. An annual audit shall be made of the financial affairs of the Caucus by a certified public accountant designated or approved by the Executive Board.

**ARTICLE VII.
AMENDMENTS**

Section 1. These bylaws may be repealed or amended at any Caucus meeting. Notice of proposed amendments shall be mailed to the participating COGs and the Mayor of Chicago not less than twenty-one days prior to the meeting at which the amendments will be presented. To

ARTICLE VII. (CONT.)

be approved, a proposed amendment must receive a two-thirds majority vote of the original participating COGs and the City of Chicago.

ARTICLE VIII. PARLIAMENTARY PROCEDURE

Section 1. Except as provided in these bylaws, and such official rules and procedures for the conduct of meetings as may be adopted by the Executive Board, *Robert's Rules of Order Revised* shall prevail on parliamentary procedure.

ARTICLE IX. MISCELLANEOUS PROVISIONS

Section 1. No part of the net earnings of the Caucus shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Caucus shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws. Notwithstanding any other provision of these Bylaws, the Caucus shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

The Caucus is not organized for profit or organized to engage in an activity ordinarily carried on for profit. The Caucus will at all times be primarily engaged in activities or functions that are the basis for its exemption under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code. The Caucus will be primarily supported by membership dues or other income from activities substantially related to its exempt purposes as described in these Bylaws.

Upon dissolution or liquidation of the Caucus, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Caucus is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purpose.