

BYLAWS OF THE GRAND PRAIRIE WATER COMMISSION

Article 1
GENERAL PROVISIONS

Section 1.1. General Purpose.

These Bylaws, together with the Intergovernmental Agreement to Establish the Grand Prairie Water Commission (“IGA”), govern the function and operation of the Grand Prairie Water Commission (“Commission”) and establish the organizational structure and rules of procedure of the Commission.

Section 1.2. Definitions.

Whenever used in these Bylaws, the following terms shall have the following meanings unless a different meaning is required by the context. Terms not defined in these Bylaws shall have the meaning assigned to them in the IGA:

A. “Basis of Design” means the document containing the rationale, principles, criteria, considerations, assumptions, special requirements, and constraints to be used for the engineering design for the initial Commission System and which establishes a baseline for the Program, which is included in the Program Management Agreement, as it may be amended from time to time.

B. “Chair” means the Chair of the Board of Commissioners, the Chair of the Technical Advisory Committee, or the Chair of another committee of the Commission, as the context requires, duly appointed pursuant to these Bylaws.

C. “Commission” means the Grand Prairie Water Commission.

D. “Commission System” means the waterworks and water supply system of the Commission to bring water to the Members and any Customers of the Commission, as it may be modified from time to time.

E. “Commissioner” means a Commissioner of the Grand Prairie Water Commission, duly appointed as such pursuant to these Bylaws.

F. “Customer” means any purchaser of Water from the Commission that is not a Member of the Commission.

G. “Delegate” means a representative of a Member on the Technical Advisory Committee, duly appointed as such pursuant to these Bylaws.

H. “Executive Director” means the Executive Director of the Grand Prairie Water Commission.

I. “IGA” means the Intergovernmental Agreement to Establish the Grand Prairie Water Commission between the Members dated June __, 2024, as it may be amended from time to time.

J. “Member” or “Members” means all municipalities that are Charter Members or that become Additional Members of the Commission pursuant to the IGA and does not include municipalities that have withdrawn from the Commission pursuant to the IGA. Member or Members does not include Customers.

K. “Open Meetings Act” means the Illinois Open Meetings Act, 5 ILCS 120/1 *et seq.*, as amended from time to time.

L. “Program” means all activities necessary for design, acquisition, construction, start-up and commissioning of the initial Commission System consistent with the Basis of Design, and also includes certain items necessary for the delivery of Lake Michigan water which will be designed and constructed by the Commission and for which the cost of construction will be paid by the City of Chicago and which will be owned by the City of Chicago pursuant to the water supply agreement with the City of Chicago.

M. “Program Budget” means the budget for the performance of the Program, as it may be amended from time to time, as approved by the Board of Commissioners.

N. “Program Management Agreement” means the “Intergovernmental Agreement for Program Management,” dated _____ 2024 as it may be amended from time to time, between the Commission and the City of Joliet for the management of the Program.

O. “Program Schedule” means the schedule for the performance of the Program, as it may be amended from time to time, as approved by the Board of Commissioners.

P. “RWC Act” means the Regional Water Commissions Act, 65 ILCS 5/11-135.5-1 *et seq.*, including amendments that may hereafter be made from time to time.

Q. “Secretary” means the Secretary of the Commission, as provided in the

IGA.

R. “Targeted Water Delivery Date” means the Targeted Water Delivery Date as established in the IGA and the Water Supply Agreement.

S. “Technical Advisory Committee” or “TAC” means the committee as described in Section 6.2.

T. “Term” means a two-year period for service to the Commission, such as service as a Commissioner, as an officer, or on a committee, unless such period is made longer or shorter for circumstances as provided in these Bylaws.

U. “Treasurer” means the Treasurer of the Commission, as provided in the IGA.

V. “Vice-Chair” means the Vice-Chair of the Board of Commissioners, the Vice-Chair of the Technical Advisory Committee, or the Vice-Chair of another committee of the Commission, as the context requires, duly appointed pursuant to these Bylaws.

W. “Water Supply Agreement” means the Water Supply Agreement between the Commission and the Members dated _____, 2024, as it may be amended from time to time.

Article 2

COMMISSION AND COMMISSIONERS

Section 2.1. Corporate Authority of the Commission.

The Commission shall act through its Board of Commissioners, which shall be the corporate authority of the Commission and shall have the power to pass and enforce all necessary ordinances, resolutions, rules, regulation and administrative orders for the conduct of business and management of property of the Commission.

Section 2.2. Duties.

The Commission shall have the powers and perform those duties prescribed by the RWC Act, the IGA, the Water Supply Agreement and applicable law, and such other duties as may from time to time be established by the ordinances of the Commission adopted pursuant to the RWC Act, the IGA, the Water Supply Agreement and applicable law.

Section 2.3. Composition.

A. Commissioners. The Board of Commissioners shall consist of a duly

appointed Commissioner from each Member as set forth in the RWC Act and the IGA.

B. Alternate Commissioners. Each Member may appoint an Alternate Commissioner, as set forth in the RWC Act and the IGA, who may vote as the Commissioner in the absence of the duly appointed Commissioner or if there is a vacancy in the position of Commissioner from that Member.

C. Designation. Each Member shall file with the Secretary of the Commission a certified copy of any ordinance or resolution of its corporate authorities appointing its Commissioner or its Alternate Commissioner from time to time.

Section 2.4. Term; Removal; Vacancies.

A. Except as provided in the IGA for the Term of the Commissioners initially appointed upon establishment of the Commission, the Term of each Commissioner shall be two years, and expire as of the date established in the IGA or until their successor is duly appointed by the Member of the Commission appointing that Commissioner, unless the Commissioner is no longer Mayor or President or another elected member of the corporate authorities of that Member. A Commissioner shall be eligible for reappointment upon expiration of a Term.

B. A Commissioner may be removed as Commissioner as provided by the RWC Act.

C. Any vacancy in the office of Commissioner or Alternate Commissioner for any reason shall be filled by appointment of the Member for which the vacancy exists.

Section 2.5. Voting.

A. Each Member is entitled to one vote on all matters presented to the Commission at regular or special meetings. The vote may be cast only by the Commissioner or Alternate Commissioner, who must be in attendance at the scheduled meeting in the manner provided by law. No proxy votes or absentee voting shall be permitted except as permitted by law.

B. Where a Member has been suspended by the Board of Commissioners for a failure to make payments as required by the IGA or the Water Supply Agreement, that Member shall have no power to make or second motions, or to vote, or to be counted for the purposes of establishing a quorum or determining the vote needed to pass or approve any matter coming before the Board of Commissioners, the Technical Advisory

Committee or any other committee of the Commission. A Member under suspension shall have no right to attend a closed session of the Board of Commissioners or any Commission committee unless expressly authorized by a majority of the Commissioners. A Member under suspension shall have no right to consent to or approve any matter otherwise requiring its consent or approval under the IGA, the Water Supply Agreement or these Bylaws.

C. If the right of a Member's Commissioner to vote is waived or suspended pursuant to the IGA or the Water Supply Agreement, then that Member's vote is not required for the purpose of obtaining a unanimous vote that is required by these Bylaws. If a Member is suspended, then the Member's consent or approval is not required for the purpose of obtaining unanimous consent or approval of all the Members.

Section 2.6. Compensation.

No Commissioner or Alternate Commissioner shall receive any compensation from the Commission for service as a Commissioner (or as Board Chair, Board Vice-Chair, Treasurer, Secretary or other officer of the Commission) but Commissioners may be reimbursed for their actual expenses incurred with regard to Commission business.

Section 2.7. Bonds.

Each Commissioner and Alternate Commissioner shall furnish a bond for the faithful performance of that Commissioner's or Alternate Commissioner's official duties. This bond shall not be less than \$5,000 and its costs shall be paid by the Commission.

Article 3
OFFICERS OF THE COMMISSION

Section 3.1. Officers.

The officers of the Commission shall be the Board Chair, Board Vice-Chair, Acting Chair, Secretary and Treasurer.

Section 3.2. Board Chair, Board Vice-Chair, Secretary and Treasurer.

The Board Chair, Board Vice-Chair, Secretary and Treasurer shall each be a Commissioner and shall each serve a Term as such an officer. These officers shall be elected through the following process:

A. For the first Term, which shall commence upon formation of the Commission and end on June 30, 2027, the following officers shall be the

Commissioner from the Member listed for each office:

- i. Board Chair: Village of Shorewood
- ii. Board Vice Chair: Village of Channahon
- iii. Secretary: Village of Romeoville
- iv. Treasurer: City of Crest Hill

B. Each Commissioner shall serve as Board Chair for the Term immediately following serving a Term as Board Vice-Chair.

C. Each Commissioner shall serve as Board Vice-Chair for the Term immediately following serving a Term as Secretary.

D. Each Commissioner shall serve as Secretary for the Term immediately following serving a Term as Treasurer.

E. At the conclusion of each subsequent Term at such time as the Treasurer commences service in the office of Secretary, the remaining Commissioners shall serve a Term as Treasurer in the following sequence:

- i. Village of Minooka
- ii. City of Joliet

F. If a new individual is appointed to the office of Commissioner for a Member during the Term during which that Member serves as Board Chair, Board Vice-Chair, Secretary or Treasurer, the new Commissioner for that Member shall serve the remainder of the Term of the office (Board Chair, Board Vice-Chair, Secretary or Treasurer) held by the previous Commissioner for that Member.

G. The duties of Board Chair, Board Vice-Chair, Secretary or Treasurer shall be performed by the Commissioner and not the Alternate Commissioner for the Member serving in each such office.

H. After the City of Joliet serves a Term as Treasurer, the Village of Shorewood shall commence service as Treasurer and the original order of serving in these offices shall be repeated. Additional Members, if any, of the Commission shall serve as Treasurer following the next Term served as Treasurer by the Member that is the immediate past Chair on the effective date of the Additional Member becoming a

Member of the Commission.

Section 3.3. Other Officers.

A. Acting Chair. In the event of the temporary absence or inability of both the Board Chair and Board Vice-Chair to perform the duties of Board Chair at a meeting of the Board of Commissioners, the Commissioners shall elect from their number in attendance an Acting Chair to serve as Chair of said meeting and to perform the duties and exercise the powers of Chair at the meeting. The Acting Chair shall not be an Alternate Commissioner unless only Alternate Commissioners are present at the meeting.

B. Deputies. The Board of Commissioners may select persons, who need not be Commissioners, to serve as deputies to the Secretary and Treasurer from time to time as necessary to perform the duties of those offices.

C. Additional Officers. The Commission may also, from time to time, by resolution create (and may subsequently discontinue) officer positions for the Commission in addition to those provided by these Bylaws. The Commission shall determine the duties of such additional officers, which shall not conflict with the duties specifically given by these Bylaws to other officers. The Commission shall determine the term of office and the method of election or appointment for such additional officers. Such additional officers need not be a Commissioner.

Section 3.4. Term; Vacancies.

A. Term. All officers shall serve for a Term, except for the first officers after the establishment of the Commission, which are as provided in Section 3.2.A.

B. Vacancies. In the event of a vacancy in an office other than the offices provided for in Section 3.2, for whatever reason, such vacancy shall be filled according to the same procedure used for the initial election or appointment.

Section 3.5. Duties of Officers.

The duties of officers shall be as follows:

A. Board Chair. The Board Chair shall:

- i. perform those duties prescribed by the RWC Act, applicable law or the Commission, and all duties incident to the office of Chair of the Commission;
- ii. preside at all meetings of the Commission;

iii. sign all ordinances, resolutions, and other documents necessary to be signed on behalf of the Commission and shall execute all contracts and agreements entered into by the Commission where directed by the Board of Commissioners to do so;

iv. have the power to vote in the same manner as the other Commissioners. The Chair's vote and presence shall be, and shall be counted as, that of a Commissioner for all purposes under these Bylaws.

B. Board Vice-Chair. In the event of a vacancy in the office of Board Chair or the Board Chair's inability to act, the Board Vice-Chair shall perform or cause to be performed all duties and exercise all powers within the normal purview of the Chair during such absence or inability to act, and shall serve until the Chair's absence or inability to act shall terminate, or until such time as a new Chair takes office in accordance with these Bylaws, the RWC Act, and applicable law. The Vice-Chair shall also perform such additional duties as may be assigned by the Chair.

C. Secretary. The Secretary shall:

i. perform or cause to be performed those duties prescribed by the RWC Act, applicable law or the Commission;

ii. coordinate with Commission officers and personnel to provide notice of each meeting to each Commissioner and to the public in the manner provided by law;

iii. coordinate with Commission officers and personnel to prepare the schedule of regular meetings as required by the Open Meetings Act and other applicable law, and to notify the Commissioners and the public in the manner required by law;

iv. coordinate with Commission officers and the Executive Director to see that an agenda for each meeting is prepared in advance for general distribution;

v. record, publish and maintain a permanent record of the minutes of each Commission meeting; and

vi. record the vote of each Commissioner (or Alternate Commissioner,

where applicable) and each ordinance, resolution or other proposition brought to a vote.

The Secretary may delegate those functions which the Secretary deems appropriate and reasonable to be performed by a deputy Secretary or the Executive Director.

D. Treasurer. The Treasurer shall:

i. perform or cause to be performed those duties prescribed by the RWC Act, applicable law or the Commission;

ii. have principal responsibility for the oversight of and advise the Board of Commissioners regarding: the receipt and deposit of all monies; the Commission's investment practices, paying particular attention to the investment of principal and compliance with existing bond ordinances and indentures; the Commission's accounting and control systems and whether or not they are consistent with generally accepted accounting principles; relationships with the local financial community; and overall treasury and cash management objectives of the Commission;

iii. review financial procedures and practices employed by the Executive Director and deputy Treasurer, including the deposit of funds, the making of disbursements, the maintenance of a check register, the reconciliation of bank statements, the overseeing of the annual audit, the coordination with outside accounting and audit firms retained by the Commission, and advise the Board of Commissioners on the efficiency of such procedures and practices;

iv. require reports of the Executive Director or deputy Treasurer as may be necessary to perform the duties of Treasurer; and

v. such other duties as shall be specifically prescribed from time to time by the Commission.

The Treasurer may delegate those functions which the Treasurer deems appropriate and reasonable to be performed by a deputy Treasurer or the Executive Director.

Section 3.6. Non-Performance of Duties.

If the Secretary or Treasurer fails or refuses to perform the duties and functions of their respective offices, the Board of Commissioners may take such reasonable actions as are required to ensure that the duties and functions are assigned to another

individual, such as through appointment of a deputy pursuant to the IGA.

Section 3.7. Bonds.

Any officer or employee of the Commission who has the authority to authorize the payment, investment or expenditure of Commission funds, other than by participating in an act of the Board of Commissioners, shall give a bond for the faithful discharge of that officer's or employee's duties, in such amount and with such surety or sureties as are approved by the Commission. The cost of such bond shall be paid by the Commission. No Commissioner, officer or employee of the Commission 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.

Article 4
ADMINISTRATIVE STAFF OF THE COMMISSION

Section 4.1. Administrative Staff.

The administrative staff shall consist of the Executive Director and such other supervisory, administrative and operating personnel as may from time to time be retained by the Commission.

Section 4.2. Executive Director – Appointment.

A. The Executive Director shall be appointed by a majority vote of the Commissioners for an indefinite term and shall serve as an at-will employee of the Commission at the Commission's pleasure. The Executive Director shall be chosen on the basis of administrative and executive qualifications with reference to the duties of the office.

B. No Commissioner or Alternate Commissioner shall receive the appointment as Executive Director during that individual's Term as Commissioner or Alternate Commissioner or for one year after the end of that individual's Term.

C. The Executive Director may be removed by a majority of the Commissioners at any time. A contract employing the Executive Director may provide severance pay and benefits. The action of the Commission in removing the Executive Director shall be final.

Section 4.3. Executive Director – Duties.

The Executive Director is charged with the supervision and management of the Commission's affairs. The Executive Director shall be the chief administrative officer of

the Commission and shall administer all functions of the Commission; however, during the term of the Program Management Agreement if an Executive Director is hired, the Executive Director will not perform duties listed below that have been assigned to the program manager under the Program Management Agreement but may perform duties defined as Commission Management Services in the Program Management Agreement that are no longer to be performed by the program manager. The duties of the Executive Director shall include, but are not necessarily limited to, the following:

- A. administrative responsibility for the organization, construction, operation and maintenance of the Commission and the Commission System and related facilities;
- B. supervision of all employees and consultants of the Commission;
- C. hiring personnel to fill positions or vacancies on the Commission's administrative staff and to discharge or retire such employees in accordance with the administrative rules and procedures established by the Commission;
- D. preparation of an agenda for each meeting of the Board of Commissioners in consultation with the Board Chair and Commission officers and for each meeting of the Technical Advisory Committee in consultation with the TAC Chair;
- E. attendance at all Commission and Technical Advisory Committee meetings unless excused. The Executive Director shall be given notice of all meetings of the Board of Commissioners and Technical Advisory Committee. The Executive Director shall have the right to take part in the discussion of all matters coming before the Board of Commissioners and Technical Advisory Committee but shall have no vote;
- F. attendance at any Commission committee meeting at which the Executive Director's attendance has been requested;
- G. attendance at relevant Village Board or City Council meetings of the Members when requested;
- H. recommendation of policies, plans and procedures for the organization, construction, operation and maintenance of the Commission System facilities and equipment, or as may be necessary or expedient for efficient operation of the Commission;

I. purchase of materials and services according to administrative rules and procedures established by the Commission;

J. preparation and presentation of the annual budget to the Commission;

K. preparation and presentation to the Commission for consideration and approval of such administrative rules and orders as may be deemed necessary and appropriate;

L. preparation of a monthly report of activities under the Executive Director's jurisdiction;

M. representation of the Commission before conferences, professional associations or relevant public groups when authorized or requested to do so by the Commission;

N. executing all contracts and other agreements and documents duly authorized to be signed on behalf of the Commission, except such contracts and other agreements and documents as may be required to be signed by the Board Chair or some other officer of the Commission; and

O. perform such other duties as may be assigned from time to time.

Section 4.4. Other Personnel.

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

Section 4.5. Compensation.

The Executive Director shall receive such compensation as the Commission shall from time to time determine. Other personnel shall receive such compensation as determined by the Executive Director, authorized by the annual budget and approved by the Commission.

Section 4.6. Absence or Inability.

In the event of the Executive Director's absence or inability to act, the Executive Director may designate such Commission officers or employees as shall be authorized to act on behalf of the Executive Director. Except as otherwise provided by contract or agreement, in the event that the Board Chair determines that the Executive Director is incapable of performing the Executive Director's duties, the Board Chair may designate a person to perform the duties of the Executive Director until the next regular meeting

of the Board of Commissioners. At that meeting, the Board of Commissioners shall determine whether the Board Chair's designee shall continue to serve in the Executive Director's absence or inability to act or whether some other interim arrangement shall be in the best interest of the Commission.

Article 5 **MEETINGS**

Section 5.1. Open Meetings.

The Commission shall comply with the Open Meetings Act. All regular, special and emergency meetings shall be open to the public except such meetings or portions of meetings as may be held in closed session; and public notice of such meetings shall be given, in each case, in the manner as provided by the Open Meetings Act.

Section 5.2. Regular Meetings.

The Board of Commissioners shall establish the dates for the regular meetings of the Commission, which shall be not less frequent than once per quarter of the Commission's fiscal year.

Section 5.3. Order of Business.

The order of business for all regular and special meetings shall be established in an agenda to be provided to each of the Commissioners.

Section 5.4. Special Meetings.

Special meetings may be called at the request of the Chair or not less than two (2) of the Commissioners. The notice shall be given in the manner provided by law and shall include the time, date and location of the special meeting as well as the agenda specifying the subjects to be covered at that meeting. Business conducted at the special meeting shall be limited to those items specified in the agenda.

Section 5.5. Quorum.

A quorum shall consist of Commissioners representing four Members.

Section 5.6. Vote Requirements.

A. No ordinance, resolution, motion or other substantive matter shall be passed or approved by the Board of Commissioners except upon the affirmative vote of Commissioners representing a majority of the Members, unless a greater vote is required pursuant to these Bylaws, the IGA, the Water Supply Agreement, any other contract or agreement by the Commission, or applicable law.

B. A unanimous vote of the Commissioners representing all of the Members

is required, and approval of each Member's corporate authorities is required, for approval of any ordinance, resolution, motion or other action regarding the following:

- i. The addition of new Members;
- ii. The withdrawal of Members;
- iii. The addition of a non-Member wholesale or retail Customer of the Commission, other than for purposes of emergency interconnection and emergency water supply;
- iv. Amendment of the IGA;
- v. Amendment of the Water Supply Agreement;
- vi. Amendment or renewal of the water supply agreement with the City of Chicago;
- vii. Termination of the Program;
- viii. Dissolution of the Commission; and
- ix. Any other action requiring such a vote and approvals pursuant to the IGA, the Water Supply Agreement and the Program Management Agreement.

Approval by each Member's corporate authorities need not be by unanimous vote of all individuals serving as those corporate authorities.

C. A unanimous vote of the Commissioners representing all of the Members is required for approval of any ordinance, resolution, motion or other action regarding the following:

- i. Approval of a growth-related charge (as described in Section 7.4 of the IGA);
- ii. Modifications to the Basis of Design that (a) increase Program costs (other than modifications due to requirements of applicable laws, rules or regulations or a written agreement necessary for the implementation of the Project, such as easements or intergovernmental agreements, that were not anticipated at the time of approval of the Basis of Design), (b) alter the design criteria in a manner that decreases reliability or quality, or (c) extend the schedule beyond the Targeted Water Delivery Date;

iii. Establishing a Targeted Water Delivery Date that is later than the then-current Targeted Water Delivery Date;

iv. Settlement of litigation to which the Commission is a party and involving settlement payments to be made by the Commission in excess of \$500,000; provided, however, that if a Member is a party in the litigation and adverse to the Commission, the Commissioner for that Member shall not vote and that Member's vote shall not be necessary to establish a unanimous vote under this provision; and

v. Any other action requiring such a vote pursuant to the IGA, the Water Supply Agreement and the Program Management Agreement.

D. In the event that a Commissioner and Alternate Commissioner for a Member fail to attend a Board of Commissioners' meeting where a vote on a matter is to be taken which requires a unanimous or supermajority vote of the Board of Commissioners within a specified time (which shall not be less than 90 days), or the Commissioner and Alternate Commissioner for a Member fail to vote on a matter which requires a unanimous or supermajority vote of the Board of Commissioners within a specified time (which shall not be less than 90 days), the Commissioner shall be deemed to have voted in favor of the matter. In the event that the corporate authorities of a Member fail to act on a matter requiring approval of all Members' corporate authorities within a specified time (which shall not be less than 90 days), the Member's corporate authorities shall be deemed to have approved the matter. Neither failure of a Commissioner and Alternate Commissioner from a Member to attend or vote nor failure of the corporate authorities of a Member to act within the time required will be allowed to prevent a unanimous vote.

Section 5.7. Rules of Order.

The Board Chair shall preside over all Commission meetings, shall preserve order and decorum and shall conduct meetings in an orderly fashion. The Board Chair may speak to points of order and shall decide all questions of order. Questions of procedure for meetings of the Commission 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 Board Chair shall have the power to remove the cause of such conduct or suspend the meeting.

Section 5.8. Rescission.

No ordinance, resolution, or other action shall be rescinded at any special Commission meeting unless there shall be present at such meeting at least as many Commissioners as were present at the meeting at which said ordinance, resolution or other action was approved.

Section 5.9. Written Action Items.

At the request of any Commissioner present, any action submitted to the Commission shall be reduced to writing before being voted upon.

Section 5.10. Public Comment.

Public comment shall take place in accordance with the Open Meetings Act.

Article 6
COMMITTEES

Section 6.1. Purpose.

The Commission has determined that, in many situations, the use of committees may be the most efficient and productive way for the Commissioners to carry out their responsibilities. The primary responsibilities of all committees shall be suggesting policy and reviewing, investigating and making recommendations to the Commission. The committee structure is established so that more thought and time may be given to Commission matters by delegating review and investigative functions to a portion of its Members. Unless otherwise authorized by delegation of the Board of Commissioners, the committees are not operating bodies but reviewing and investigative bodies; committee actions are not instructions to the Commission, but rather shall constitute suggestions or recommendations.

Section 6.2. Technical Advisory Committee.

A. There is established a Technical Advisory Committee as set forth in the IGA.

B. Every Member shall select a Delegate to serve on the Technical Advisory Committee and an Alternate Delegate to serve from time-to-time in the absence of the Delegate. Each Delegate and Alternate Delegate shall be a municipal employee of the Member. The terms of the first Delegates shall begin when they are appointed and shall run until June 30, 2027. Thereafter, all Delegates shall be appointed for a Term expiring on June 30 of odd-numbered years. Persons serving as Delegates shall serve until their Terms expire and thereafter until their respective successors are appointed

and qualified, so long as they remain qualified to serve.

C. If a Delegate or Alternate Delegate ceases to be a municipal employee of the Member appointing that Delegate or Alternate Delegate, or becomes incapacitated, that Delegate or Alternate Delegate may no longer serve on the Technical Advisory Committee and the position shall become vacant. A vacancy in the position of Delegate or Alternate Delegate shall be filled by appointment by the Member which appointed the Delegate or Alternate Delegate.

D. Each Delegate or, in the Delegate's absence, the Alternate Delegate, shall have one vote on the Technical Advisory Committee, and must be in attendance at the scheduled meeting in the manner provided by law. No proxy voting or absentee voting shall be permitted except as permitted by law.

E. The Technical Advisory Committee shall elect from among its Delegates a TAC Chair and TAC Vice-Chair for a Term. The first Term shall commence upon formation of the Commission and end on June 30, 2027. Vacancies in such offices shall be filled by the Technical Advisory Committee. The Executive Director shall serve or choose someone to serve as the secretary for the Technical Advisory Committee. The TAC Chair shall (i) preside at meetings of the Technical Advisory Committee, (ii) serve as the liaison between the Board of Commissioners and the Technical Advisory Committee, and (iii) perform all duties prescribed in these Bylaws or as delegated by the Board of Commissioners, or as otherwise incident to the position of TAC Chair. In the absence of the TAC Chair, the TAC Vice Chair shall perform the duties of the TAC Chair and, when so acting, shall have all the powers of the TAC Chair.

F. When there is an Executive Director (or person acting as the Executive Director), the Technical Advisory Committee shall advise the Executive Director (or person acting as the Executive Director) regarding the operations of the Commission and shall respond to specific questions and inquiries from the Executive Director (or person acting as the Executive Director).

G. In addition, the Technical Advisory Committee shall make recommendations to the Board of Commissioners and shall carry out such other functions as shall be assigned to it by the Board of Commissioners or the Board Chair, subject to the general policy decisions made by the Board of Commissioners from time

to time.

H. No Delegate or Alternate Delegate shall receive any compensation from the Commission for service on the Technical Advisory Committee (or as TAC Chair or TAC Vice-Chair) but may be reimbursed for their actual expenses incurred with regard to Commission business.

I. The Technical Advisory Committee shall establish the dates for the regular meetings of the Committee, which shall be not less frequent than once per quarter of the Commission's fiscal year.

J. A quorum of the Technical Advisory Committee shall consist of Delegates representing four Members.

K. The order of business for all meetings shall be established in an agenda to be provided to each of the Delegates. Public comment shall take place in accordance with the Open Meetings Act.

L. The Technical Advisory Committee will have the following duties:

i. In General. The Technical Advisory Committee will review and make recommendations regarding policies and procedures for operation and maintenance of the Commission System and operational coordination between the Commission and the Members; review water use requirements and patterns of the Members and Customers; review operational cost effectiveness and efficiencies affecting water rates; review potential and actual events that may result in planned curtailment or planned shutdowns of the Commission System and the Municipal Systems; review the Commission budget and make recommendations to the Board of Commissioners regarding the budget; participate in the development of capital improvement plans for the future of the Commission System and make recommendations to the Board of Commissioners regarding such plans and provide review and comment during design and construction of capital improvements to the Commission System; and report on a periodic basis to the Board of Commissioners.

ii. The Program. During the Program, the Technical Advisory Committee will consider all aspects of the Program and design, construction and operational matters pertaining to the initial Commission System and advise the

Board of Commissioners about these matters; discuss modifications to the Basis of Design and review and make recommendations regarding those modifications requiring approval by the Board of Commissioners pursuant to these Bylaws; review updates to the Program budget and Program Schedule and make recommendations to the Board of Commissioners regarding action on such updates; and monitor the management of the Program by Joliet.

iii. Any recommendations by the Technical Advisory Committee that require action by the Board of Commissioners will be forwarded to the Board of Commissioners for review and action pursuant to these Bylaws.

Section 6.3. Other Committees.

In addition to the Technical Advisory Committee, the Board of Commissioners may establish such other standing or special committees as it may deem necessary to effectuate business of the Commission. The duties of these additional committees shall be those specified at the time that the committees are established and may be modified from time-to-time by the Board of Commissioners.

Article 7
FINANCIAL MATTERS

Section 7.1. Fiscal Year.

The fiscal year of the Commission shall commence on January 1 and shall end on the following December 31.

Section 7.2. Annual Budget.

A. Commission Budget. The Commission shall prepare and adopt a Commission budget for each fiscal Year. Not less than sixty (60) days prior to the beginning of each fiscal Year (other than the first Fiscal Year after the Commission is established, which is a partial fiscal year), the Commission shall prepare and send to the Members a tentative Commission budget. The Commission budget for each fiscal year shall include an estimate of each of the elements of the Commission costs to be paid by the Members and Customers (if any) in that fiscal year and an estimate of each of the Commission costs to be paid by the Members and Customers (if any) for the following fiscal year.

B. Meeting; Hearing. The Commission will hold a meeting to present and discuss the Commission budget, at which comments of the Members may be presented. The Commission shall give the Members not less than fourteen (14) days' notice of such

meeting. In addition, the Commission shall hold any public hearing on the Commission budget as is required by law, and approve its annual Commission budget within or before the first quarter of its fiscal year.

Section 7.3. Expenditures.

After adoption of the annual budget by the Commission, the Executive Director shall make only those expenditures which are authorized by budget and shall not contravene the provisions of the budget without approval by the Commission or amendment of the budget.

Section 7.4. No Disbursement Without Authority.

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

Section 7.5. Authorization.

All disbursements shall be approved by the Commission from time to time. The Executive Director shall have purchasing authority up to an amount specified in rules and regulations to be adopted regarding Commission purchasing and contracts and any applicable Commission contract or agreement.

Section 7.6. Loans.

The Commission may not borrow money without the approval of the Board of Commissioners.

Section 7.7. Checks.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness in the name of the Commission shall be signed by any two of the following: the Board Chair, the Board Vice-Chair, the Treasurer, the Secretary and the Executive Director.

Section 7.8. Designation of Fund and Payee.

All checks shall specify the particular fund or appropriation to which they are chargeable and the person or other entity to whom payable.

Section 7.9. Audit.

The Commission shall provide for an annual audit to be performed and completed by an independent certified public accountant within 180 days after the close of each fiscal year, unless otherwise permitted by law. The books of the Commission shall be kept in accordance with generally accepted accounting principles

and state law. A copy of the annual audit report shall be delivered to each Commissioner promptly upon its receipt by the Commission.

Article 8
CONDUCT OF THE COMMISSIONERS, OFFICERS
AND EMPLOYEES OF THE COMMISSION

Section 8.1. Interest in Contracts.

The Commissioners, Officers and all employees of the Commission shall act and conduct themselves in such a manner that they do not violate any statute, law, ordinance, rule or regulation of the Commission, State of Illinois, or the federal government dealing with interests in contracts, jobs, work or materials or the profits thereof or services to be performed for or by the Commission.

Section 8.2. Disqualification.

No Commissioner shall have a personal, financial or other material interest in any matter before the Commission except where permitted by law, and if permitted by law, the Commissioner shall (A) publicly disclose that interest prior to any deliberations on the matter, (B) request that such disclosure be recorded in the minutes, (C) not participate in any way in the deliberations or decision on such matter and (D) remove himself or herself from any meeting or hearing while such matter is under consideration. Nothing in this Section shall be construed to permit an interest in a matter coming before the Commission that is prohibited by law.

Section 8.3. Prohibited Political Activities and Gift Ban.

A. The Commission adopts the following provisions of the State Gift Ban Act, 5 ILCS 430/1-1 *et seq.*:

i. Section 5-15, which establishes limits on the political activities of the Commissioners, its officers and employees; and

ii. Article 10, which bans the solicitation and acceptance of gifts from any prohibited source or in violation of any federal or State statute, rule, or regulation.

B. The Commissioners, officers and all employees of the Commission may only accept those gifts which are permitted, from time to time, under Article 10 of the State Gift Ban Act.

Section 8.4. Commitments.

No Commissioner, officer, committee or any employee of the Commission shall

in any way bind the Commission to do or not to do any certain thing unless expressly authorized to do so, and no unauthorized action shall be in any way binding upon or recognized by the Commission unless expressly ratified or approved by the Commission.

Section 8.5. Advocacy.

No Commissioner, officer or employee of the Commission shall take a public position on any bill in any of the state or federal legislatures in the name of the Commission without consulting with the Board Chair or designee and obtaining authority to take such action on behalf of the Commission.

Section 8.6. Claims and Actions.

The Commission shall defend and indemnify its Commissioners, officers, and employees against claims or actions based upon injuries allegedly arising out of any act, error or omission occurring within the exercise of their lawful duties or scope of employment as the case may be. This Section shall not, however, apply to provide defense or indemnification to any such Commissioner, officer or employee in any action instituted by or on behalf of the Commission against such Commissioner, officer or employee.

Article 9
MISCELLANEOUS

Section 9.1. Adoption; Amendment; Effective Date.

A. These Bylaws shall be adopted and approved only by ordinance or resolution approved by unanimous vote of the Board of Commissioners, and any amendments only upon the affirmative vote of two-thirds (2/3) of all Commissioners on the Board of Commissioners; provided, however, that adoption or amendment of a provision pertaining to (i) a vote requirement of more than two-thirds (2/3) of all Commissioners on the Board of Commissioners shall require an approving vote at least equal to or greater than that higher vote requirement in order to be approved, and, if applicable, (ii) a requirement for approval by the corporate authorities of each of the Members shall require approval by the corporate authorities of all of the Members in order to be approved.

B. Amendments to these Bylaws may be proposed by any Commissioner. The proposed amendment must be submitted to each Commissioner by the Commission at least thirty (30) days prior to the meeting of the Commission at which the proposed

amendment is to be considered.

C. These Bylaws shall become effective upon approval by the Board of Commissioners. Any amendment to these Bylaws shall take effect immediately upon its approval by the Board of Commissioners, unless the terms of the amendment otherwise provide.

Section 9.2. Copies.

The Secretary is authorized and directed to cause copies of these Bylaws, and any amendments from time to time, to be distributed to all Commissioners and other interested persons requesting a copy.

Section 9.3. 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 provision.

Section 9.4. Conflict.

In the event of a conflict between these Bylaws and any other ordinance, resolution or order of the Commission, these Bylaws shall control. In the event of a conflict between these Bylaws and any statute applicable to the Commission, the statute shall control. In the event of a conflict between these Bylaws and the IGA, the IGA shall control.