

**ILLINOIS MUNICIPAL TREASURERS ASSOCIATION
CONSTITUTION & BY-LAWS**

ARTICLE I – NAME

The name of this association shall be the ILLINOIS MUNICIPAL TREASURERS ASSOCIATION. It shall be a non-profit association in accordance with the provisions of the Internal Revenue Code and Illinois General Not For Profit Corporation Act.

ARTICLE II – PURPOSE

The purpose of the Association shall be to promote the general and professional interests of Municipal treasurers and the respective municipalities they represent; to obtain a higher standard of efficiency, to improve service and relations with allied institutions and to inculcate friendly and fraternal feeling among the members. While all local government entities are welcome and would benefit from the education gained as a member of IMTA, our expertise and educational focus is to municipal governments.

ARTICLE III – STRUCTURE

The Association may have such Regional Districts as may be necessary and desirable to promote the purpose of the Association and may be activated on the approval of the Board of Directors under the following rules:

- Section 1: A Regional District shall be comprised of the members located in an area of such size and convenience that the members therein can meet periodically as prescribed in the Constitution & By-laws.
- Section 2: Each Regional District may have a Chair who shall be selected or appointed by regions. The Chair shall preside at all Regional District Meetings & coordinate with Regionalization Chair.
- Section 3: In order to extend the educational and professional activities of the Association the formation of Regional Districts as approved by the Board of Directors shall be encouraged.
- Section 4: A Regional District may adopt By-laws not in conflict with this Constitution, form committees, and carry on activities in the interest of the Regional District and the Association.

ARTICLE IV – MEMBERSHIP AND QUALIFICATIONS

This Association shall be composed of active, associate, affiliate, sustaining, and honorary members as hereinafter defined.

- Section 1: **Active Members** – Representatives of municipalities who may be duly elected or appointed State, County, Township, Municipal City/Village, or Fire Protection District Treasurers, Deputy or Assistant Treasurers, or other Financial Officers charged with the performance or supervision of one or more of the following fiscal responsibilities; collection, receipt, tabulation, custody, deposit, investment or disbursement of municipal funds shall be eligible for active membership in the Association, and upon payment of dues as prescribed in the Constitution shall be a member in good standing and entitled to all rights and privileges accorded by this Constitution.

Each active member in good standing shall be entitled to cast one vote on matters submitted from time to time for membership approval.

- Section 2: **Associate Members** – Individuals representing Institutions whose operation is closely allied with or related to the functions of a Municipal Treasurer’s office shall be eligible for Associate Membership in the Association. All associate memberships shall be held by individual persons. Associate members shall have no vote in affairs of the Association.
- Section 3: **Honorary Members** – Non-members of this Association may be recommended by a two-thirds vote of the active members in good standing present at a general membership meeting where such

Honorary Member is proposed. The member shall be confirmed by a majority vote of the Board of Directors. Honorary members shall have no vote in the affairs of the Association.

Section 4: **Sustaining Members** – Former active members of this Association shall, upon application to the Board of Directors, be entitled to be elected Sustaining Members by a majority vote of the Board of Directors. Such election may be made at any time the Board convenes in session or, upon instructions of the President, by a poll of the Board. Sustaining Members shall have no vote in the affairs of the Association.

Section 5: **Affiliate Members** – Governmental entities whose operations are closely allied with or related to the functions of a Municipal Treasurer's office shall be eligible for affiliate membership in the Association. Affiliate members shall have no vote in the affairs of the Association.

Section 6: **Classification of Members** – The Board of Directors shall have the power to determine classifications of any member and reject any application for membership.

Section 7: **Duration of Membership and Resignation** – Membership in this Association may terminate by voluntary withdrawal as herein provided. All rights, privileges, and interest of a member in or to the Association shall cease on the termination of membership. Any member may, by giving written notice of such intention, withdraw from membership.

Section 8: **Suspension and Expulsion** – Any membership may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be a violation of the Constitution & By-laws or any lawful rule or practice duly adopted by the Association, or any other conduct prejudicial to the interest of the Association. Suspension or expulsion shall be by two-thirds vote of the entire membership of the Board of Directors; provided that a statement of the charges shall have been sent to the member by certified or registered mail to the last recorded address of the member at least twenty (20) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered, which shall be not less than five (5) days before the effective date of such suspension or expulsion, and the members shall have the opportunity to appear in person and/or to be represented by counsel to present any defense to such charges before action is taken thereon.

ARTICLE V – BOARD OF DIRECTORS

The Board of Directors shall consist of the following: the President, First Vice President, Second Vice President, the immediate Past President, Secretary, Treasurer, and eight Directors elected as hereinafter provided.

The Board of Directors shall have supervision, control and direction of the affairs of the Association, shall determine its policies or changes therein within the limits of the Constitution & By-laws, shall actively pursue its purpose and shall have discretion in the disbursement of its funds. It may adopt rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 1: **Directors Term of Office** – Directors shall be elected at large for a period of two years with four directors being elected each year at the annual conference.

All subsequent elections of directors shall be for a period of two years.

Any director shall be eligible for re-election to the Board.

Directors shall enter upon the performance of their installation at the Annual Membership Meeting.

Each Director shall continue in office until their successors shall be duly elected and qualified, or unless they resign, are removed, or are otherwise unable to fulfill an unexpired term.

Section 2: **Compensation** – Directors shall not receive any compensation for their services as directors, but the Board may authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the Association.

Section 3: **Resignation or Removal** – Any Director may resign at any time by written notice to the President. Such resignations shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President. Any officer or director may be removed by a majority vote of the Directors at any regular or special meeting at which a quorum is present.

Section 4: **Vacancies** – Any vacancy occurring from the elected directors on the Board of Directors shall be filled by the Board until the next annual election.

ARTICLE VI – OFFICERS

The Officers of the Association shall be the President, First Vice President, Second Vice President, Secretary, and Treasurer.

Section 1: All officers shall be active members in good standing. They shall be elected and installed at the annual meeting of the Association and shall hold office until their successors have been elected or appointed and installed. An individual may hold two offices simultaneously with the exception that the offices of President and Secretary may not be combined.

Section 2: The President shall be the Chair of the Board of Directors of the Association. The President shall preside at the annual meeting of the Association and at the Board of Directors meetings. He/she shall appoint the various standing committees hereinafter enumerated and shall be an ex-officio member of all committees.

The President may assign tasks not requiring a vote to a Sustaining Member.

Section 3: The First Vice President shall perform all duties of the President in the absence or disability of the President.

Section 4: The Second Vice President shall perform the duties of the President during the absence of both the President and First Vice President.

Section 5: The Secretary shall record the minutes of the Annual meeting, the meetings of the Board of Directors and all special meetings.

Section 6: The Treasurer shall advise the Board of Directors on all fiscal matters.

Section 7: An Executive Director may be appointed by a two-thirds vote of the Board of Directors and his/her tenure, duties, and compensation shall be determined by the Board.

The Board of Directors may enter into contractual agreement for Association Coordinator Services by a two-thirds vote of the Board of Directors.

Section 8: Vacancies

a) Should the President not complete his/her term of office, the First Vice President shall succeed to the office of the President, and the Second Vice President shall succeed to the office of First Vice President. When the First Vice President assumes the Presidency, he/she shall complete the current term and if he/she so desires shall have the privilege of serving his/her own term. When the Second Vice President assumes the office of First Vice President, it shall be for the unexpired term of the First Vice President.

b) When an office of Vice President, Secretary, Treasurer, or an elected director becomes vacant, it shall be filled by the Board until the next annual election.

ARTICLE VII – MEETINGS

Section 1: The Annual Membership Meeting shall be held during the Annual Conference at such time and place as shall be selected by a majority vote of the Board of Directors at least one year prior to the event. A Majority vote of the active members in attendance at an Annual Meeting shall constitute a quorum for the transaction of business at the Annual Meeting.

Section 2: Special membership meetings may be held at such time and place as shall be determined by the President or a majority of the Board of Directors.

Section 3: The Board of Directors shall meet each year during the Annual Seminar and at such other times as may be designated by the President or a majority of the Board of Directors. A majority of the members of the Board of Directors shall constitute a quorum.

Section 4: Attendance of all members of the Board of Directors shall be required at all meetings of the Board unless excused by the President.

The seat of a Director shall be declared vacant following the unexcused absence from two consecutive meetings.

ARTICLE VIII – STANDING COMMITTEES

Section 1: The President, subject to the approval of the Board of Directors, shall annually appoint such standing, special, or subcommittees as may be required by the Constitution & By-laws or as he/she may find necessary.

Section 2: **Committee Meetings** – All standing and special committees shall be required to meet at least twice during the year except as specifically established for a particular committee. The time and place of such meetings shall be determined at the discretion of the Chair. One of these meetings may be held as part of the Annual Meeting.

Section 3: **Committee Chair** – All standing and special committees shall be chaired by an active member except as specifically established for a particular committee. The Chair, or his/her designee, shall report on committee activities at the Board of Directors Meetings.

Section 4: **Committee Membership** – All Committees shall consist of not less than three (3) members, of which a majority shall constitute a quorum.

Section 5: **Standing Committees** – The standing committees of the Association shall be of the following:

- a) **Legislative Committee** – duties shall be to review and submit recommendations to the Board of Directors on legislation which may be necessary or beneficial to the municipalities or Municipal Treasurer.
- b) **Membership Committee** – duties shall be to acquaint prospective members with the objectives of the Association, and to promote recognition of Municipal Treasurers.
- c) **Public Relations Committee** – duties shall be to coordinate publicity and press releases promoting the Association and its members.
- d) **Publications Committee** – duties shall be to prepare the Association newsletter and such other promotional literature and brochures as deemed necessary from time to time.
 - The Association newsletter shall be produced at regular intervals throughout the year.
 - The Publication Committee shall solicit the input and support of members representing the other committees in preparation of literature and brochures promoting the Association.

- e) **Seminar Committee** – duties shall be to plan the Annual Meeting and such other programs as shall be necessary for the Association. The First Vice President shall be chair of the Seminar Committee.
- f) **Educational Committee** – duties shall be to review and recommend adjustments or modifications to the educational content of the annual Illinois Municipal Treasurers Institute.
 - This committee shall be chaired by the designated representative of the college or university which coordinates the annual Illinois Municipal Treasurers Institute on behalf of the Association.
 - This committee shall meet at least once a year to review the Institute program.
- g) **Certification Committee** – duties shall be to coordinate and administer the Association’s Illinois Municipal Treasurer Certification Program.
- h) **Regionalization Committee** – duties shall be to coordinate and promote establishing Regional Districts through localized meetings and seminars to be held throughout the State.
 - This committee is responsible for coordinating the implementation of the provisions of Article III of this Constitution & By-laws.
- i) **Nominating Committee** – The President shall appoint a Nominating Committee of five (5) primary, active members to nominate candidates for Officers and Board of Directors. The Nominating Committee shall recommend to the membership a minimum of one (1) person for election to each elective office, for each directorship to be filled for a full term, and for vacancies that may occur in any office or directorship during the regular term thereof.
 - Nominations may be made from the floor in accordance with the procedures established at any meeting of the Association. No member of the Board of Directors shall serve on this committee.
- j) **Advisory Board** – There shall be an Advisory Board comprised of no more than five active members, each of whom shall be a Past President of the organization.
 - The method of selection shall be in reverse chronological order of the years of service with the immediate Past President being the Chair.
 - The Advisory Board shall accept assignments from the President involving any matters of policy or procedure, and shall report directly to the President.
 - The Advisory Board shall have no vote on the Board of Directors except, for the Immediate Past President who will have a vote. It shall meet on call of the Chair.
 - Immediately following each Annual Meeting, the Advisory Board shall meet to select a Secretary and receive assignments from the President. The Advisory Board Secretary shall record the minutes of the meeting of the Advisory Board. A copy of the minutes shall be filed with the President, Secretary, and members of the Advisory Board.

ARTICLE IX – MEMBERSHIP DUES

Section 1: **Establishment of Amount** – the Annual nonrefundable dues for each member of the Association shall be determined by the Board of Directors and reflected in the Standing Rules as adopted by the Board of Directors from time to time and ratified by the membership at the Annual Meeting or special meeting called for such purpose.

Section 2: **Delinquencies** – members who fail to pay their dues within thirty (30) days from the renewal date shall be notified by the Membership Committee, and if payment is not made within the next

succeeding thirty (30) days shall, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership; provided that the Board of Directors may by rule prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member and for good cause.

ARTICLE X – ALTERNATIVE VOTING

Whenever, in the judgment of the Board of Directors, any question shall arise which the Board believes should be put to a vote of the active membership and when it deems it inexpedient to call a special meeting for such purpose, the Board may, unless otherwise required by this Constitution & By-laws, submit such matter to the membership in writing by U.S. mail or by electronic mail for vote and decision, and the question thus presented shall be determined according to a majority of the votes received by mail or by e-mail within five (5) days after such submission to the board. Any and all action taken in pursuance of a majority mail vote in each such case shall be binding upon the Association in the same manner as would be action taken at a duly called meeting.

ARTICLE XI – PARLIAMENTARY AUTHORITY

Section 1: There shall be a Parliamentarian who shall be appointed by the President.

Section 2: Except as otherwise noted, “Robert’s Rules of Order” shall prevail to parliamentary procedure and conduct of meetings.

ARTICLE XII – INDEMNIFICATION

The Association may, by resolution of the Board of Directors, provide for indemnification of any and all of its directors, officers, former directors, committee members, or staff against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they are made party, or parties to, by reason of having been directors, officers, committee members, or staff of the Association, except in relation to matters as to which such director, officer, former director, committee member, or staff members shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to any such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE XIII – DISSOLUTION

The Association shall use its funds to accomplish the objectives and purposes specified in the Constitution & By-laws, and no part of said funds shall inure, or be distributed to the members of the Association. On dissolution of the Association any funds remaining shall be distributed to one or more charitable, education, scientific, or philanthropic organizations to be selected by the Board of Directors. Such organization(s) shall be an organized and qualified non-profit entity in accordance with the provisions of the Internal Revenue Code.

ARTICLE XIV – ENDORSEMENTS

No individual member or group of members representing the Association shall have the authority to endorse or to recommend any product or service or person in the name of the Association without the written consent of the Board of Directors.

ARTICLE XV – AMENDMENTS

A notice or proposed changes in the Constitution shall be sent to all members at least fifteen days prior to the date of balloting. This notice shall state whether the balloting will be by mail or at the Annual Meeting or a special meeting. The Constitution may be amended by a two-thirds vote of the ballots cast.

ARTICLE XVI – FISCAL YEAR

The fiscal year of the Association shall be from May 1 of each year to April 30 of the following year.