

# DuPage Public Safety Communications



## Bylaws

As Amended by DU-COMM's Board of Directors on April 24, 2024



## DU PAGE PUBLIC SAFETY COMMUNICATIONS BYLAWS

As Amended April 24, 2024

### ARTICLE I – PURPOSE

DU PAGE PUBLIC SAFETY COMMUNICATIONS (DU-COMM) is an association of units of local government, as they are defined in Article VII, Section 1, of the Constitution of State of Illinois, 1970, and is a "public agency" as defined in the Intergovernmental Cooperation Act, 5 ILCS 220/2 (1), that is voluntarily established by its members pursuant to Article VII, Section 10, of the Constitution of the State of Illinois, 1970, and the Intergovernmental Cooperation Act, 5 ILCS 220/1 et seq. It is organized for the purpose of:

1. Providing the equipment, services, and other items necessary and appropriate for the establishment, operation and maintenance of a joint public safety communications system for the mutual benefit of the members of DU-COMM.
2. Providing such contractual services to other units of local government.
3. Providing a forum for discussion, study, development and implementation of recommendations of mutual interest to its members regarding public safety communications and criminal justice, fire safety, emergency medical and telephone emergency request systems, public safety information communication and data processing systems and other topics and projects of mutual public safety concern to its members.

### ARTICLE II - MEMBERSHIP

- A. All cities, villages, fire protection districts and other units of local government that provide public safety service, that are located, wholly or partly within DuPage County, Illinois or geographically adjoin the boundaries of a then existing DU-COMM member and that are permitted by the Intergovernmental Cooperation Act to contract and associate with other units of local government are eligible for membership and participation in DU-COMM.
- B. A unit of local government's membership and participation in DU-COMM is conditioned upon:
  1. Its execution of the Joint Public Safety Communications Systems Agreement creating and establishing DU-COMM;
  2. Its delivery to DU-COMM of a certified copy of its ordinance authorizing its execution of the Joint Public Safety Communication System Agreement;
  3. Its agreement to be bound by DU-COMM's Bylaws;

4. Its payment of an administration fee and reserve contribution fee determined by the policy currently in effect upon full execution of agreement;
5. Its continuing payment of its annual shares, billed quarterly, and other fees and compliance with DU-COMM's Bylaws; and
6. Such other conditions as determined from time to time by the Board of Directors.

C. New member participants shall be admitted on a two-thirds (2/3) vote of the members of the Board of Directors. All new members shall become liable for payment of existing debts and liabilities of DU-COMM to the same extent as all the existing members.

D. The payment of the fee required in this article shall be made within thirty (30) days after the new member's admission to DU-COMM unless deferred payment is approved by a two-thirds (2/3) vote of the Board of Directors. If a deferred payment request is approved, the Board shall determine, in consultation with the new member, a schedule for the payment of the amounts due.

### **ARTICLE III - ORGANIZATION**

There is hereby established a Board of Directors of DU-COMM, an Executive Committee of DU-COMM, a Chiefs Operations Committee of DU-COMM, and the position of Executive Director of DU-COMM.

No Board of Director member, Executive Committee member, or Chiefs Operations Committee member shall receive a salary or compensation from DU-COMM

#### **A. BOARD OF DIRECTORS**

##### **1. Membership:**

The Board of Directors shall consist of;

- a. The Mayor or President of each participating municipality or an alternate (Chief Administrative Officer or other elected official) who has been designated in writing. The designated alternate shall be named by the Mayor or President as applicable. The designated alternate has all the same rights and authority as that municipality's Mayor or President; and
- b. Four directors shall be selected to represent all the participating fire protection districts. Each Director shall be the President of the Boards of Trustees. The President or their designated alternate (who shall be a Fire Protection District Trustee or Chief Administrative Officer from the same district) shall serve a term of two (2) years. The Four Directors shall be selected through a nomination and

balloting process at a special meeting of all participating Fire Protection Districts, held by DU-COMM in odd years, prior to the April Board of Directors meeting, so that the terms of office are conterminous to the regular Board election occurring in July.

2. Chairman, Vice-Chairman, Secretary, and Treasurer;

a. Election:

At its July meeting in odd years, the Board of Directors shall elect one of its members to serve as a Chairman, a Vice-Chairman a Secretary, and a Treasurer. The Chairman shall conduct the meetings of the Board of Directors. In the absence of the Chairman, the Vice-Chairman shall perform the duties of the Chairman. Each officer *elected* shall assume their office at the close of the July meeting and shall serve a term of two (2) years.

b. Nominating Committee:

At its April meeting in odd years, a majority of the Board of Directors shall appoint two or more Directors to serve as members of the Nominating Committee. The Nominating Committee shall determine a slate of directors it recommends for election as Chairman, Vice-Chairman, Secretary, Treasurer, two Municipal Administrators, one Fire District Representative, one police chief, and one fire chief to serve on the Executive Committee. The two remaining representatives to the Executive Committee shall be the Chairman and Vice-Chairman of the Chiefs Operations Committee. Additional nominations may be from the floor during this meeting.

c. Vacancies:

A Board of Directors office shall be deemed vacant if the occupant ceases to be an employee of a member and upon the death, resignation, or removal of the occupant. The Chairman of the Board of Directors shall appoint a successor to fill the vacant office until the next biennial election for that office. Any appointments made to fill a vacancy shall remain consistent with the organizational structure as defined in Article III: A.1. Membership: DU-COMM Board of Directors.

3. Officers:

The Chairman, Vice Chairman, Secretary, Treasurer of the Board of Directors shall hold the same offices on the Executive Committee.

a. Chairman:

The Chairman shall;

- I. Oversee all business and affairs of DU-COMM;
- II. Execute any documents as authorized by the Board of Directors or these Bylaws;
- III. Perform all duties incidental to the office of Chairman, and those that may be prescribed by the Board of Directors;
- IV. From time to time, to create such sub-committees as may be needed for the Executive Committee to perform its duties and to appoint two or more members of the Executive Committee to each such sub-committee; and
- V. Serve as liaison between the Board of Directors and Executive Committee.

b. Vice Chairman:

In the absence of the Chairman, the Vice Chairman shall perform the duties of the Chairman.

c. Secretary:

The Secretary shall;

- I. Oversee the recording, maintenance and custody of the records of DU-COMM and the minutes of all meetings of DU-COMM;
- II. See that all notices are duly given according to these Bylaws;
- III. Perform, or delegate to DU-COMM's staff employees, all duties incidental to those generally assigned to the office of Secretary and to perform those duties prescribed by the Board of Directors.

d. Treasurer:

The Treasurer shall;

- I. Oversee DU-COMM financial transactions, fiscal practices, and financial authorities;
- II. Have the authority to direct funds on all DU-COMM bank accounts;
- III. Oversee the DU-COMM budget process and recommend the final budget document to the Board of Directors for approval;

IV. Perform, or delegate to DU-COMM's staff employees, all duties incidental to those generally assigned to the office of Treasurer and to perform those duties prescribed by the Board of Directors.

4. Meetings:

- a. The regular meetings of the Board of Directors shall be held quarterly on such dates and times as annually determined by the Board of Directors. The January meeting shall be the annual meeting at which the annual budget of DU-COMM is adopted. The election of officers for the Board of Directors will be held biennially in odd years. An agenda will be emailed or mailed to each member of the Board of Directors at least forty-eight (48) hours before the meeting. The business of the meeting shall not be limited to the agenda.
- b. Special meetings of the Board of Directors may be called by the Chairman, the Board of Directors on its own motion or by the Executive Committee upon written request of a majority of its members. The date, time and location of special meetings shall be determined by the person(s) calling the meeting. Written notice of special meetings, including a specific agenda for the meeting, shall be emailed, or mailed to each member of the Board of Directors at least forty-eight (48) hours before the meeting. Only those items appearing on the agenda may be considered at the meeting.

5. Quorum:

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. If less than a majority of directors are present at a meeting a majority of the directors present may adjourn the meeting without further notice.

6. Voting:

- a. Each Director or designated alternate present shall be entitled to cast one vote.
- b. No proxy or absentee votes are allowed.

7. Powers:

The Board of Directors shall have all powers, express and implied, not inconsistent with or contrary to the laws of the Constitution of the State of Illinois, 1970, the Joint Public Safety Communications System Agreement or these Bylaws, that are necessary for it to carry out the purpose of DU-COMM as stated in Article I of these Bylaws. The Board of Directors may establish rules and procedures governing its conduct.

8. Duties:

The Board of Directors shall:

- a. Determine general policy of DU-COMM;
- b. Adopt the annual budget of DU-COMM;
- c. Appoint and remove the Executive Director;
- d. At its April meeting, review the annual evaluation and fix the salary of the Executive Director as conducted and recommended to it by the Executive Committee.
- e. Accept the annual audit of DU-COMM;
- f. Designate the officer(s) and agents authorized to sign checks, drafts or other orders of payment of money and noted or other evidence of indebtedness of DU-COMM and shall execute all documents required to evidence the authority of the officer(s) or agents;
- g. Designate the officer(s) and agents authorized to execute and deliver contracts or any other instrument in DU-COMM's name and on its behalf in the furtherance of its purpose. This authority may be general or limited to specific transactions or types of transactions and shall execute all documents required to evidence the authority to sign checks, drafts or other orders of payment of money, and notes or other evidence of indebtedness of DU-COMM and shall execute all documents required to evidence the authority of the officer(s) or agents;
- h. Contract for loans to DU-COMM; all loans in excess of \$50,000 must have the approval of the governing boards of at least two-thirds (2/3) of participating members;
- i. Review and approve the Investment Policy;
- j. Review DU-COMM's Bylaws; and
- k. Approve new members and expel existing members in accordance with established procedures.
- l. Approve any budgeted expense greater than 110% of the budgeted expense and approve any non-budgeted expense greater than \$20,000.

**B. EXECUTIVE COMMITTEE**

1. Purpose: The purpose of the Executive Committee is to allow for the expeditious conduct of DU-COMM's operations and to provide timely policy direction to the Executive Director.
2. Membership:

- a. The DU-COMM Executive Committee shall consist of the Chairman, Vice Chairman, Secretary, Treasurer of the Board of Directors; two municipal administrators; one Fire District President or Trustee; two fire chiefs and two police chiefs which shall include the Chairman and Vice Chairman from the Chiefs Operations Committee.

3. Vacancies of Officers:

- a. The Chairman and the Vice Chairman of the Board of Directors of DU-COMM will maintain their current offices while serving on the Executive Committee.
- b. Vacancies: An Executive Committee office shall be deemed vacant if the occupant ceases to be an employee of a member and upon the death, resignation or removal of the occupant. The Chairman of the Board of Directors shall appoint a successor to fill the vacant office until the next biennial election for that office. Any appointments made to fill a vacancy shall remain consistent with the organizational structure as defined in section 2 (a.) Membership: DU-COMM Executive Committee.
- c. Removal: The Board of Directors may remove an elected or appointed officer of the Executive Committee whenever, in the Board's judgment, the best interest of DU-COMM would be served by the removal.

4. Meetings:

- a. Regular meetings: Regular meetings shall be held monthly. The Secretary shall cause notice of all meetings, including an agenda, to be emailed or mailed to each member of the Executive Committee at least forty-eight (48) hours before the meeting.
- b. Special meetings may be held at the call of the Chairman, by the Executive Committee upon its own motion, or called by the Chairman upon the written request of a majority of the Executive Committee members. The date, time and place of special meetings shall be determined by the Chairman. The Secretary shall cause notice of special meetings, including an agenda, to be given to each member of the Executive Committee at least forty-eight (48) hours before the meeting. Only those items appearing on the agenda may be considered at a special meeting.

5. Quorum:

A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at a meeting of the Executive Committee. If less than a majority is present at a meeting, a majority of the Executive Committee members present may adjourn without further notice.

6. Voting:

- a. Each Executive Committee member attending shall be entitled to cast one vote.
- b. No proxy or absentee votes are allowed.

7. Duties:

The Executive Committee shall;

- a. Ensure that decisions concerning development, operation, cost sharing, expenditure approval, personnel and equipment utilization are consistent with the purpose of DU-COMM, the policies established by the Board of Directors and the limits fixed by the approved budget;
- b. Conduct the annual review of the Executive Director, and make a recommendation on any salary increase to the Board of Directors for consideration at the April meeting;
- c. Should the Executive Director be unavailable to perform his or her duties for any extended period of time, the Board of Directors may authorize the Executive Committee to appoint an Interim Executive Director for a period of no more than ninety (90) days. Formal notice of the appointment shall be given to the Board of Directors. The Interim Executive Director shall have all the authority of the Executive Director during the time of any such appointment.
- d. Review the draft budget prepared by the Executive Director and submit recommendations to the Board of Directors;
- e. Approve any budgeted expenditure in excess of \$20,000, not to exceed 110% of budgeted amount, and approve any non-budgeted expense less than \$20,000.
- f. Approve any Emergency expenditure made by the Executive Director and shall report that expense to the Board of Directors no later than the next regular or special call meeting of the Board of Directors.
- g. Subject to the policies determined by the Board of Directors, contract with other units of local government and other governmental entities and agencies as authorized in the Illinois Intergovernmental Cooperation Act for their use of DU-COMM's facilities, equipment and services and to establish appropriate charges therefore. Except as specifically provided herein, no contract or other obligation of DU-COMM shall be binding unless approved by the Executive Committee;

- h. Conduct long term-planning on capital improvements, and multi-year expenditures;
- i. Review monthly the facility operations, financial reports, and the Executive Director's report;
- j. Review and recommend the disposal of surplus equipment as defined under the current policy of the Board of Directors and Illinois State Statute;
- k. Hire certified public accountants as auditors to perform an annual audit of DU-COMM's financial affairs and to review and recommend acceptance of the annual audit to the Board of Directors. The audit shall be done after each fiscal year in accordance with generally accepted accounting principles. Each participating member unit of local government shall be provided an electronic copy of the audit report;

**C. Chiefs Operations Committee**

**1. Membership:**

- a. The DU-COMM Chiefs Operations Committee shall consist of each Police Chief and Fire Chief whose unit of local government is a member of DU-COMM. Each Police Chief and Fire Chief may designate an alternate member of that police or fire department who may serve on the Chiefs Operations Committee in the absence of the Police Chief or Fire Chief.

**2. Officers:**

The Chiefs Operations Committee shall have the offices of Chairman, and Vice-Chairman.

**a. Chairman:**

The Chairman shall:

- i. Perform all duties incidental to the office of Chairman, and those that may be prescribed by the Board of Directors and/or the Executive Committee;
- ii. From time to time, to create such sub-committees as may be needed for the Chiefs Operations Committee to perform its duties and to appoint two or more members of the Chiefs Operations Committee to each such sub-committee; and
- iii. Serve as a member of the Executive Committee.

**b. Vice Chairman:**

- i. Serve as a member of the Executive Committee.
  - ii. In the absence of the Chairman, the Vice Chairman shall perform the duties of the Chairman.
3. Election of Officers:
  - a. Election: At the June meeting of Chiefs Operations Committee, they shall elect a Chairman, and Vice-Chairman, each to serve a term of one (1) year. The Chairman and the Vice-Chairman cannot be from the same member and must represent a different branch of service. The terms of newly elected officers shall commence at the July meeting. The Vice-Chairman shall automatically move to the position of Chairman in the subsequent year.
  - b. Vacancies: A Chiefs Operations Committee office shall be deemed vacant if the occupant ceases to be an employee of a member and upon the death, resignation or removal of the occupant. The Chiefs Operations Committee shall appoint a successor to fill the vacant office until the next annual election for that office.
  - c. Removal: The Board of Directors may remove an elected or appointed officer of the Chiefs Operations Committee whenever, in the Board's judgment, the best interest of DU-COMM would be served by the removal.
4. The Chiefs Operations Committee shall designate a Chiefs Committee Police and Chiefs Committee Fire. These committees shall be comprised of the respective Police or Fire service members of the Chiefs Operations Committee. Each service may meet and take action on items that pertain to that individual service only, and not globally. Issues that pertain to DU-COMM as a whole shall be brought to the full Chiefs Operations Committee.
5. Meetings:
  - a. Regular meetings: Regular meetings shall be held, at a minimum, quarterly. Notice of the regular meetings, including an agenda, shall be emailed or mailed to each member of the Chiefs Operations Committee at least forty-eight (48) hours before the meeting.
  - b. Meetings of the Chiefs Committee Police or Chiefs Committee Fire shall be held, as needed, at the direction of the Chiefs Committee Chairman or Vice-Chairman.
  - c. Special meetings may be held at the call of the Chairman, by the Chiefs Operations Committee upon its own motion, or called by the Chairman, upon the written request of a majority of the Chiefs Operations Committee members or their alternates. The date, time

and place of special meetings shall be determined by the Chairman. The Chairman shall cause notice of special meetings, including an agenda, to be given to each member of the Chiefs Operations Committee at least forty-eight (48) hours before the meeting. Only those items appearing on the agenda may be considered at a special meeting.

6. Quorum:

- a. A majority of the members of the Chiefs Operations Committee shall constitute a quorum for the transaction of business at a meeting of the Chiefs Operations Committee. If less than a majority is present at a meeting, a majority of the Chiefs Operations Committee members present may adjourn without further notice.
- b. When a meeting is called of the Chiefs Committee Police or Chiefs Committee Fire, the majority of the respective number of Police or Fire agencies shall constitute a quorum.

7. Voting:

- a. Each Chiefs Operations Committee member attending shall be entitled to cast one vote.
- b. No proxy or absentee votes are allowed.

8. Duties:

The Chiefs Operations Committee shall;

- a. Review written directives of the Executive Director regarding standard operating procedures concerning police, fire and EMS dispatching, equipment utilization regarding the computer systems and the communications systems. Any concerns raised by Committee members that are not addressed by the Executive Director may be submitted to the Executive Committee for review.
- b. In concert with the Executive Director, provide oversight and direction regarding short and long-range planning issues, future needs relative to computer systems and communications systems, statistical reporting documents, additional service needs and agency and inter-agency relationships.
- c. To form subcommittee(s) as needed from time to time to assist in the oversight and monitoring of operations and/or to deal with special issues or needs. Upon creation, a Chairman shall be named for a two-year term. The membership of a project-based subcommittee shall serve for the duration of the project. The membership of all other subcommittees shall be limited to serve a term of four years, or until a replacement is found.

- d. To assist DU-COMM from time to time in lobbying legislators (State and Federal) and/or State or Federal Agencies on issues affecting public safety, in particular emergency dispatching and communications systems and airwaves (Federal Communications Commission).

#### D. EXECUTIVE DIRECTOR

The Executive Director shall perform the duties authorized and/or delegated to the position by the Board of Directors including the following:

1. Oversee the day-to-day operations of DU-COMM including, but not limited to, the hiring, supervising, discipline and termination of employees.
2. Prepare the proposed annual budget for initial review by the Executive Committee and adoption by the Board of Directors.
3. Attend Board of Directors, Executive Committee, and Chiefs Operations Committee meetings. Provide advice and/or specific recommendations to the various Boards and Committees as may be requested or needed on matters of dispatch operations, administrative and technical (computer and communications systems) issues, and overall management of DU-COMM as a centralized dispatch center. The Executive Director shall not be considered a member of the Executive Committee or the Chiefs Operations Committee.
4. All other duties assigned by the Board of Directors and as stated in DU-COMM's Policy and Procedures.
5. Contract for any expenditure or revenue stream that is less than \$20,000 annually.
6. Approve any budgeted expenditure under \$20,000.
7. Make any emergency expenditure that must be made immediately to ensure the safe and effective operation of the center. If an emergency expenditure exceeds \$20,000 or is not budgeted, the Executive Director shall notify the Chairman of the Board of Directors and bring the expenditure to the next regular or special call meeting of either the Executive Committee or Board of Directors, whichever is first.
8. Select the banks and other financial institutions that may be used as depositories of DU-COMM's funds and securities in accordance with the Investment Policy approved by the Board of Directors.
9. Review and recommend contracts with other agencies for the use of DU-COMM facilities in conjunction with the Executive Committee and Chiefs Operations Committee.

## **ARTICLE IV - FISCAL YEAR AND BUDGET**

### **A. Fiscal Year:**

The fiscal year of DU-COMM shall begin May 1 and end on April 30.

### **B. Budget:**

The annual operating cost is determined by the DU-COMM operating budget, less any operational revenue. The dollar balance is split between member departments.

1. The budget splits the operational shares between fire and police and each discipline then splits its costs further. The percentage split is roughly based on the number of Telecommunicators assigned to either primary Police or Fire/EMS functions, and may fluctuate annually. Preliminary (draft) budget shares, regardless if reviewed by DU-COMM's Executive Committee, will be released to member agencies no later than the November Executive Committee meeting date.
2. The Police Departments split shares by the percentage of full-time authorized and funded sworn officers as of November 1st of the proceeding budget year. Police agencies must provide documentation from the Chief Administrative Officer. Documentation shall include budget/minutes or signed affidavit. Any changes to the number of sworn officers after November 1st will not be reflected until the subsequent budget year.
3. Fire Departments/Districts split shares by using the sum of fifty percent (50%) of the prior tax year's EAV (Equalized Assessed Value) for their jurisdiction and fifty percent (50%) of the calls for service within their jurisdiction. The EAV as reported by the applicable County tax department by November 1st of the preceding calendar year is used in the development of the draft budget. Example: the 2018 EAV is used for the FYE21 budget.
4. The number of full-time authorized and funded sworn officers, EAV (Equalized Assessed Value), and the number of calls for service within their jurisdiction shall be based on the average of the previous five (5) years' experience as of November 1<sup>st</sup> of each year.
5. The Board of Directors shall adopt an annual budget at its annual meeting in January. Immediately after adoption, copies shall be emailed or mailed to the Fire District Presidents or Chief Administrative Officers of each member agency. Effective May 1, 2020, the Fire Department share will be apportioned as set out in Exhibit A attached to these By Laws. Exhibit A shall expire as set out in the Exhibit.

## **ARTICLE V - MEMBER CONTRIBUTION AND FEES**

### **A. Police communication service recipients.**

#### **1. Existing members' annual fee:**

Members shall share the authorized development costs, capital equipment, capital assets and, operating costs of DU-COMM's common systems. Each member's share shall be equal to the ratio of the authorized (budgeted) police personnel in the member's unit of local government to the total authorized sworn (budgeted) police personnel in all members' unit of local government.

#### **2. New member's first year annual fees:**

If, at a date after budget approval, another unit of local government is admitted as a member of DU-COMM, the new member shall share the authorized development costs, capital equipment, capital assets and operating costs for all common systems. The amount to be contributed by the new member shall be in accord with the provisions of DU-COMM's policy then in effect. Any new capital or development costs to DU-COMM, caused by the admission of the new member to DU-COMM shall be the exclusive cost of and be paid by the new member.

### **B. Fire communication service recipients.**

#### **1. Existing members' annual fee:**

Members shall share the authorized development costs, capital equipment, capital assets and operating costs of DU-COMM's common systems. Each member's share shall be equal to the ratio of the assessed valuation of all member units of local government.

#### **2. New member's first year annual fees:**

If, at a date after budget approval, another unit of local government is admitted as a member of DU-COMM, the new member shall share the authorized development costs, capital equipment, capital assets, and operating costs for all common systems. The amount to be contributed by the new member shall be the administration fee and reserve contribution fee determined by the policy currently in effect. Any new capital or development costs to DU-COMM, caused by the admission of the new member to DU-COMM shall be the exclusive cost of and be paid by the new member.

### **C. Nothing in Section A or B of this Article shall prevent the DU-COMM Board of Directors from assessing a fee to each DU-COMM member based upon the actual cost of approved purchases of capital items and /or services associated with capital items apart from each member agency's previously approved share. The apportionment of the actual cost shall be based on the member's use of the capital purchase or service.**

- D. Individual DU-COMM members may request DU-COMM to provide goods and services over and above the basic communication services. The cost of these goods and services shall be billed directly to the member agency apart from the agency's budgetary share. Goods shall be billed at the actual cost to DU-COMM while additional services will be billed at a price to be negotiated between DU-COMM and the member agency. DU-COMM may require a contract for services relative to the provision of these additional services.
- E. Each members' annual contribution shall be established by DU-COMM's budget according to the method stated in DU-COMM's Policy and Procedures and may not be increased without specific approval of the corporate authorities of each participant. Written objections to such contribution filed with DU-COMM within thirty (30) days of receipt of the approved budget shall be deemed such members' notice of withdrawal in accordance with Article VII of these Bylaws.

F. **Periodic Payments:**

Charges shall be paid quarterly by the first of the following months: May, August, November and February. Any member with past due invoice(s) beyond thirty (30) days shall be assessed a late fee of five percent (5%), not to exceed \$500 for each thirty (30) days payment is past due. The Board of Directors will be notified of invoices past due sixty (60) days or more.

Any payment made to DU-COMM may be applied to open invoices for goods, services, and contracts first, before invoices for dispatch services. Invoices for goods, services, or contracts will be issued as required.

- G. Each member shall take all action required to authorize the expenditure of funds of the unit of local government that are necessary to meet its obligations under these Bylaws.

**ARTICLE VI – ASSETS, LIABILITIES, AND INDEMNIFICATION**

- A. DU-COMM may purchase, own and rent or lease, such real and personal property, including, land, buildings, equipment, furniture and fixtures, that are necessary or convenient for it to fulfill its purpose.
- B. All property, real and personal, acquired by DU-COMM shall be owned in common by the parties to the Joint Public Safety Communications Systems Agreement unless otherwise specified in a writing signed by all members.
- C. Unless otherwise provided by individual contracts, each member participant of DU-COMM shall be liable for the debts and liabilities of DU-COMM only for the authorized charges then owed by that member participant. Persons or companies contracting with DU-COMM cannot rely upon the assets of any member participant beyond the charges or single current annual contribution amount previously agreed to by that member participant under the then current budget.

- D. Each member indemnifies and holds harmless all other members for all losses, costs, expenses, liabilities, causes of action and actions, more than its proportionate liability, against it that may be imposed upon such other party.
- E. Each member of the Board of Directors, Executive Committee and Chiefs Operations Committee serves in that capacity as an agent for the member.
- F. DU-COMM has the power to purchase and maintain a policy of insurance, containing coverage commonly known as Errors and Omissions, on behalf of any person who is an employee or agent of DU-COMM, so long as such insurance is available and is economically feasible.

## **ARTICLE VII – WITHDRAWAL, TERMINATION, AND DISSOLUTION**

### **A. Voluntary Withdrawal**

- 1. After the first year of membership in DU-COMM, any member may voluntarily withdraw from membership in DU-COMM by giving ninety (90) days written notice.
- 2. All notices of withdrawal shall be made in writing to DU-COMM, c/o the Executive Director, 420 N. County Farm Road, Wheaton, IL 60187, or such other location where DU-COMM then maintains the office of its Executive Director.
- 3. After notice of withdrawal, the withdrawing member participant shall continue to be responsible for:
  - a. Payment of its share of operational costs through the end of DU-COMM's current fiscal year on the effective date of its withdrawal;
  - b. Payment of 100% of its pro-rata share of DU-COMM's contract liabilities and debt obligations existing on the date of withdrawal;
  - c. Continuing compliance with any contractual obligations it has separately signed with DU-COMM; and
  - d. The prompt return of all DU-COMM's assets and equipment in its possession.

### **B. Termination**

- 1. Any member that meets one or more of the conditions listed below shall be considered to have involuntarily withdrawn from DU-COMM and their membership may be terminated.
  - a. Nonpayment of fees beyond ninety (90) days as set forth herein; or,

- b. The refusal or declination of any member to be bound by any of its obligations under these Bylaws;
  - c. The refusal of a member to be bound by Policies, Procedures, Written Directives, or Standard Operating Procedures approved by the Chiefs Operations Committee, Executive Committee, or the Board of Directors.
2. The determination of termination will be made by the Executive Committee. The Executive Committee shall provide a ninety (90) day written notice to the terminated agency. The written notice shall require the member agency to respond in writing within seven (7) days that they are in receipt of the notice of termination.
3. The Board of Directors will convene a meeting within thirty (30) days of the termination notice and shall make a final determination of termination.
4. After notice of termination, the terminated member participant shall continue to be responsible for:
  - a. Payment of its share of operational costs through the end of DU-COMM's current fiscal year on the effective date of its withdrawal;
  - b. Payment of 100% of its pro-rata share of DU-COMM's contract liabilities and debt obligations existing on the date of withdrawal;
  - c. Continuing compliance with any contractual obligations it has separately signed with DU-COMM; and
  - d. The prompt return of all DU-COMM's assets and equipment in its possession.

#### C. Dissolution

1. If the withdrawal of a member participant reduces the number of remaining member participants to less than that required to keep DU-COMM operational or if two-thirds (2/3) of the member participants vote to dissolve DU-COMM, then the Joint Public Safety Communications Agreement shall terminate and DU-COMM as an entity shall be dissolved.
2. Upon dissolution, and after the payment of all debts, all assets or liabilities of DU-COMM shall be proportionately distributed among the members who had participated in DU-COMM for more than one (1) year before the mandatory dissolution.
3. The proportion a member receives is the ratio of its payments for the preceding five (5) years to the total payments made by the members at dissolution during the five (5) years preceding dissolution.

## **ARTICLE VIII - AMENDMENTS**

These Bylaws may be amended at a meeting of the Board of Directors by a two-thirds (2/3) vote of all directors if the proposed amendment was submitted in writing to all directors at least thirty (30) days before the meeting at which the proposed amendment is considered.

## **ARTICLE IX - MEETINGS**

- A. Except to the extent that these Bylaws or any rules adopted by the Board of Directors impose a stricter requirement, all meetings of the Board of Directors, the Executive Committee and the Chiefs Operations Committee shall comply with the requirements of the Illinois Open Meetings Act 5 ILCS 120/1 et seq. All notices and agendas of public meetings shall be posted to DU-COMM's website.
- B. Unless inconsistent with these Bylaws, Robert's Rules of Order shall govern the conduct of all meetings of the Board of Directors, Executive Committee and Chiefs Operations Committee.
- C. DU-COMM shall maintain and distribute copies of all minutes of the Board of Directors, Executive Committee and Chiefs Operations Committee to each of the member agencies.

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As Adopted by the Board of Directors:  
**signature on file**

Chairman David Brummel

Attest:

**signature on file**

Secretary David Fieldman

5/7/2024

Date

