

BY LAWS
OF THE
CERT ASSOCIATION
OF
ILLINOIS



Approved - October 9, 2020
Revision Adopted – April 11, 2022

1. NAME, MISSION, AND VISION

- 1.1. **Name:** This organization is The CERT (Community Emergency Response Team) Association of Illinois, hereinafter referred to as “The Association”, which was established in 2019. CERT is a program defined by the Federal Emergency Management Agency (FEMA) to train citizen volunteers to assist and/or supplement local first responders during times of need in their local communities.
- 1.2. **Mission:** The Association is to be a statewide resource for the sharing of information, ideas, education, and training for Illinois CERTs.
- 1.3. **Vision:** To have a CERT program in all counties, cities, and villages across Illinois.

2. OBJECTIVE

- 2.1. **Objective:** Facilitate and expand the collaboration of Illinois CERT programs and members to support statewide disaster preparedness and response. The Association is devoted to establishing a unified support system to communicating, educating, coordinating, and supporting the use of CERT capabilities and resources to assist local, state, and federal authorities.

3. NOT FOR PROFIT PURPOSES

- 3.1. **Purpose:** The Association is a Not-For-Profit organization.

<p>FORM NFP 102.10 ARTICLES OF INCORPORATION General Not For Profit Corporation Act File # 73520118 Filing Fee: \$50 Approved By: <u>MAP</u> FILED DEC 06 2021 Jesse White Secretary of State</p> <p>Article 1. Corporate Name: <u>THE CERT ASSOCIATION OF ILLINOIS</u></p> <p>Article 2. Registered Agent: <u>DAVID RIDDLE</u> Registered Office: <u>1165 OLD MCHENRY RD</u> <u>LONG GROVE</u> IL <u>60047-5088</u> <u>LAKE COUNTY</u></p> <p>Article 3. The first Board of Directors shall be <u>7</u> in number, their Names and Addresses being as follows</p>
--

- 3.2. **Incorporation:** The Association is incorporated as a not-for-profit organization under the laws of the State of Illinois and shall be governed by the Illinois General Not-For-Profit Corporation Act of 1986 and Section 501(c)(6) of the Internal Revenue Code, and has such powers as are now, or may hereafter be granted under those acts.

4. CONTROL OF LOGO

- 4.1. The Board of Directors shall control the use of any Association logo or logos, symbols or service marks, and such items may not be used without express written permission of the Board.

5. OFFICES

- 5.1. The principal office/headquarters of The Association shall be located at 1165 Old McHenry Road, Long Grove, IL, 60047. The registered office of The Association, as required by the Illinois Not-For-Profit Act to be maintained in the State may be, but need not be, the same as the principal office/headquarters of The Association, and the address of the registered office may be changed by the Board.

6. POWERS OF THE BOARD OF DIRECTORS

- 6.1. **General Powers:** The Board of Directors (“Board”) shall have the general power to do all things advisable for the best interest and welfare of The Association and its members, to receive and expend monies of The Association (not to exceed \$500.00 without approval through a motion from the Board), to enter into contracts and agreements that may be deemed by them advisable and, in general, to do all things necessary to accomplish the purposes of The Association. The Board shall not be held liable for acts done in good faith nor for not doing acts other members of The Association may deem advisable. Any action taken by a committee or member on behalf of the Association, may be overridden by the Board.
- 6.2. **Action Without Meeting:** Any action required or permitted to be taken at a meeting of the Board may be taken without an in-person or scheduled or formal meeting. Action may also be taken by written or electronic ballot if the ballot: (i) sets forth each proposed action and (ii) provides an opportunity for each member of the Board to cast a vote for or against the proposed action. Action taken under this Section shall only be valid when the number of votes in favor equals or exceeds the number of votes required for a quorum and the number of votes that would be required to approve the matter at a meeting. A proposal considered under this Section shall be recorded in writing, indicating the results of the vote of the Board, and shall be entered into the minutes of the next regularly scheduled Board meeting.
- 6.3. **Conflict of Interest Policy:** Each Director, Committee Chair and Committee Member is required to execute The Association’s conflict of interest policy as adopted by the Board and amended from time to time.
- 6.4. **Insurance:** The Association shall purchase sufficient Errors and Omissions (E&O) and Duties and Omissions (D&O) coverage for the Board to protect them from expenses incurred because of lawsuits filed against them in their activities as a Director of The Association.
- 6.5. **Statutory Indemnification:** The Association will indemnify the Directors, Officers, Board Members, employees and agents of The Association (“Covered Person”) as, and to the extent permitted, under the “General Not for Profit Corporation Act of 1986” or other applicable statutes of the State of Illinois.

- 6.6. **Indemnification Against Litigation:** In accordance with Illinois State Law, The Association will indemnify a Covered Person in a threatened, pending or completed civil, criminal, administrative or investigative proceeding, action or suit in which the Covered Person is made a party or threatened to be made a party by reason of the fact that the Covered Person is or was an officer, Director, Board Member, employee or agent of the Corporation or was serving at the request of the Corporation as an officer, director, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, except that such Covered Person shall not be indemnified for actions that constitute gross negligence, willful or wanton conduct, or are outside the scope of employment of agency of the Covered Person. The Board may adopt further policies relating to indemnification that are consistent with this Article.
- 6.7. **Determination of Indemnification:** Any indemnification under or pursuant to section 6.6 (unless ordered by a court) must be authorized by The Association in a specific case, after a determination that indemnification of the Indemnified Person is proper under the standard of conduct which is prescribed by Illinois state law. Indemnification must be determined: (1) by a majority vote of a quorum consisting of Board members who were not parties to the action, suit or proceeding; or (ii) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so resolves, by independent legal counsel (compensated by The Association) in a formal opinion, in writing, addressed to the Corporation.

7. ASSOCIATION ASSETS

- 7.1. **Property of The Association:** All properties of The Association of whatsoever nature shall be in the custody of the Board, and no member shall have any individual right in that property. All property above the value of \$250 shall be listed in an official inventory. Any income in excess of expenses shall remain the property of The Association and shall be used to accomplish the purposes of The Association and shall not inure to the benefit of any member.
- 7.1.1. Private Inurement - The assets of The Association shall be devoted exclusively to community service, charitable, scientific, and educational purposes and shall not inure to the benefit of any private individual. No Director or person from whom The Association may receive any property or funds shall receive or shall be entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of The Association be paid as salary of compensation to, or distributed to, or inure to the benefit of any board Member, provided however, that reasonable compensation may be paid to any Board Member while acting as an agent, including consultant, contractor, or employee of The Association for services rendered in affecting on or more of the purposes of The Association, and a Member may be reimbursed for authorized, actual and reasonable expenses incurred in connection with the administration of the affairs of The Association.

8. BOARD OF DIRECTORS

- 8.1. **Eligibility:** The primary governing power of The Association shall be vested in a body called the Board of Directors (Board). The Board shall be composed of duly elected Individual Members of The Association and shall be of the legal age in Illinois.
- 8.2. **Number of Directors:** The number of Directors shall be a minimum of 3 and a maximum of 9.
- 8.3. **Directors from any One Jurisdiction:** A maximum of 2 Directors from any one jurisdiction can serve on the Board simultaneously.
- 8.4. **Board Terms**
 - 8.4.1. The members listed on the approved State of Illinois Secretary of State Incorporation form NFP 102.10, December 6, 2021, will serve as the initial (Interim) members of the Board, until Association Member elected Directors are in place.
 - 8.4.2. Board Director terms are 2 years in length. Initial Director terms shall be staggered (1 year, 2 years, 3 years) to allow approximately 1/3 of Director positions to be elected by the members each year. Elected Directors will replace Interim Directors.
 - 8.4.3. Subsequently, all Directors shall be elected to serve two-year terms. Elections for members of the Board of Directors shall be in conjunction with the Annual Meeting, by ballot, or in the manner to be prescribed by the Board of Directors.
 - 8.4.4. Upon election, newly elected Board Directors shall assume their duties 7 (seven) calendar days after the adjournment of the Annual Meeting.
 - 8.4.5. Duties for any Director not re-elected shall terminate 7 (seven) calendar days after the adjournment of the Annual Meeting.
 - 8.4.6. **Resignation:** A Director submits a written letter of resignation that includes the requested effective date to the Board. The Board will approve all such requests and can modify the effective date as necessary. Unless explicitly stated in the Director resignation letter, the former Director will continue to maintain Association membership privileges as defined in Section 9.
 - 8.4.7. **Incapacitation:** If a Director becomes incapacitated, the Board, at its sole discretion, can appoint an interim Director to replace and complete the remaining unexpired term, and/or schedule an election to fill the position with a member elected Director.
 - 8.4.8. **Death of A Director:** If a Director becomes incapacitated, the Board, at its sole discretion, can appoint an interim Director to complete the remaining unexpired term, and/or schedule an election to fill the position with a member elected Director.
 - 8.4.9. **Removal of a Director:** A vote of approval of fifty percent (50%) of the total membership plus one (1) is required to remove any Director.
 - 8.4.10. **Filling a Vacant Director position:** If a Board of Director position is vacated for any reason prior to the normal expiration of the position, the Board of Directors may, at its discretion, fill the remaining term of the position via appointment or by member election.
 - 8.4.11. **Powers:** Subject to the provisions of the laws of the State of Illinois and any limitations in the Articles of Incorporation for The Association and these Bylaws relating

to action required or permitted to be taken, all activities and affairs and all corporate powers shall be exercised by or under the direction of the Board of Directors.

- 8.4.12. **Roles and Responsibilities:** The Board shall be vested with the exclusive authority to manage the overall affairs of The Association, including but not limited to the following:
- 8.4.12.1. Establish, recommend changes to, and enforce the instruments of control of The Association to include the Bylaws, policies, procedures, and guidelines.
 - 8.4.12.2. Enforce The Association's Code of Ethics.
 - 8.4.12.3. Conduct the business of The Association and perform any administrative matters of the Board.
 - 8.4.12.4. Establish, approve, implement, and enforce policies, procedures, and protocols for contacts with external organizations, agencies, individuals, and other legal entities.
 - 8.4.12.5. Establish policies and procedures for Board appointments, as well as the control and conduct of the Board.
 - 8.4.12.6. Establish procedures and dates for all Board Officer Elections.
 - 8.4.12.7. Establish the functions, responsibilities, and authority of elected Officers.
 - 8.4.12.8. Establish procedures, dates, times, and locations for all Board and Annual Meetings.
- 8.4.13. **Dues and Fees:** Annually, the Board shall determine the annual dues for each class of membership, the schedule of dues, the manner of notification to all members, and the acceptable payment methods. A change in the amount of the dues by more than twenty percent (20%) in any fiscal year requires majority approval of the members by voting actions. Annual dues shall be payable by January 1st each year.

9. MEMBERS

- 9.1. **Non-Discrimination Policy:** The Association shall not discriminate in any manner based on race, color, religious affiliation, age, gender, sexual orientation, national origin, or ethnic origin in the membership evaluation and the administration of its policies, procedures, or programs. Except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws of this Organization, or provisions of law, all memberships shall have the same rights, privileges, restrictions, and conditions.
- 9.2. **Member Eligibility and Classifications**
- 9.2.1. **Individual Member:** This is a voting membership. An Individual Member refers to any person 18 years and older who i) is a current member in good standing with an Illinois or surrounding states CERT team, or ii) has successfully completed the CERT Basic Training program, or iii) is a member or former member of a recognized emergency services organization.
 - 9.2.2. **Supporting Member:** This is a non-voting membership. This includes non-CERT affiliated individuals and supporting organizations that have established strong relationships or

partnerships with Illinois and surrounding states CERT teams and assist the mission of The Association with available resources, capabilities, or expertise or knowledge.

- 9.2.3. **Commercial/Business Member:** This is a non-voting membership for vendors and businesses that have or desire to establish relationships to assist the mission of Illinois CERT teams and/or The Association.
- 9.2.4. **Student Member:** This is a non-voting membership. This includes non-CERT individuals in Illinois and surrounding states 18 years and older attending school who are interested in the mission of The Association.
- 9.3. **Applications for Membership:** Applicants complete The Association Membership Application Form and provide the form and payment of required dues to the Board for processing.
- 9.4. **Approval of Membership:** The Board has the sole responsibility and authority to evaluate membership applications and accept or reject membership decisions.
- 9.5. **Membership Status**
 - 9.5.1. All Association Members must be deemed in good standing according to the rules and requirements implemented by the Board.
 - 9.5.2. **Good Standing:** Those Members who have paid the required dues, fees, and assessments, and who are not suspended shall be Members in Good Standing. Failure to pay required dues, fees or assessments may result in loss of membership and all Member privileges and benefits in accordance with the procedures set forth in these Bylaws.
 - 9.5.3. **Ethics:** As a condition of membership and without exception, all members of The Association will subscribe to, observe, adhere, and uphold the Code of Ethics established by the Board of Directors.
 - 9.5.4. **Disciplinary Action:** The Board of Directors, when considering expulsion, the issue shall be given consideration in accordance with policies and procedures of The Association. Said member shall have the right to speak on his/her behalf. Expulsion of a member requires at least two thirds (2/3) vote of the Board during a Special Meeting.
 - 9.5.5. **Membership Term:** Membership is annual and is effective for up to one calendar year (January to December) after the payment of dues is received.
 - 9.5.6. **Consideration for Termination of Membership in The Association:**
 - 9.5.6.1. Member fails to pay required dues in full by the annual due date, or
 - 9.5.6.2. As determined by the Board of Directors, conduct by a member that is detrimental to the purposes and goals of The Association or in violation of the rules and documented procedures, including but not limited to a violation of these Bylaws, or
 - 9.5.6.3. Breach of the Code of Ethics established by the Board of Directors.
 - 9.5.6.4. Member submits a written letter of resignation that includes the requested effective date to the Board. The Board will approve all such requests and can modify the effective date as necessary.

- 9.5.7. **Liability:** No member of The Association shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to any assessment except as provided in these Bylaws.
- 9.5.8. **Acceptance of Obligations:** Each member of The Association, by accepting membership in The Association, agrees to be bound by all Rules and By-Laws of The Association.
- 9.5.9. **Acceptance of Hazards:** Each member of The Association, by participating in any Association activity, using any facility for the business of The Association, or exercising any right or privilege incident to membership in The Association, agrees to hold The Association harmless from any and all loss, damage and injury of whatsoever kind or nature sustained by that member in any manner, shape or form while using and exercising privileges as a member.

10. VOTING RIGHTS

10.1. Voting Rights

- 10.1.1. Voting membership in The Association will include all Individual Members (see 9.2.2.1) in good standing.
- 10.1.2. Voting Members shall have certain expressed privileges extended to them in accordance with the provisions specified by these Bylaws. These include, but are not necessarily limited to, the privilege of voting for Board Directors, being elected and serving as a Director, and attending all Association meetings where voting takes place.
- 10.1.3. Every act or decision done or made by a majority of voting Individual Members present in person or by proxy at a duly held meeting where 50% of the membership plus one is present, is the act of the members, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater number.
- 10.1.4. Voting for the election of Directors shall be by the designated method as decided by the Board. Each Member shall cast one vote for a candidate for each open Board position. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected to serve on the board for a single term.
- 10.1.5. Majority - Every act or decision done or made by a majority of the Directors present at a meeting duly held at which 50% of the Directors plus one, are present is the act of the Board, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

10.2. Non-Voting Rights

- 10.2.1. Supporting Members, Commercial/Business Members, and Student Members are considered “non-voting” Members and do not have the right to vote in Association matters.

- 10.2.2. Non-voting Members shall have the privilege of attending regularly scheduled meetings of The Association, and other such privileges of membership as extended to them by the Board of Directors, in The Association Bylaws, or in provisions of law.

11. MEETINGS OF THE ASSOCIATION

- 11.1. **Annual Meeting:** The annual meeting of The Association shall be held at such time and place as determined by the Board for the purpose of reporting the activities of the preceding year and for the transaction of such other business as may come before the membership. Notice of the annual meeting shall be communicated to each member at least ten (10) days before said meeting.
- 11.2. **Regular Meetings:** Regular meetings of The Association shall be held at the time and place determined by the Board.
- 11.3. **Board Meetings:** Meetings of the Board shall be held at the time and place determined by the Board.
- 11.4. **Special Meetings:** Special Meetings of The Association may be called at any time by the President, two (2) members of the Board or 20% of the Individual Members. The notice and purpose of the special meeting shall be given to the membership at least five (5) days prior to the meeting. The location or method to conduct special meetings shall be determined by the Board.
- 11.5. **Committee Meetings:** May be called at any time by the President or by the Committees' Chair.
- 11.6. **Quorum:** A quorum at the Annual Meeting shall consist of 20% of the eligible Individual Members. A quorum at a special meeting shall consist of 20% of the eligible Individual Members. At Board and Committee meetings, a majority shall constitute a quorum.
- 11.7. **Meeting Locations:** It is permissible for Board, Committee, and Association members to attend and vote, at a meeting, no matter if in person, by telephone, video conference call or other electronic means.

12. ELECTION AND REMOVAL OF BOARD OFFICERS

- 12.1. **Designation of Board Officers:** The Officers of the Board shall include the President, Vice-President, Secretary and Treasurer.
- 12.2. **Qualifications:** Any current Director is eligible to be nominated and elected to an Officer position. A Director may exclude themselves from being nominated or elected.
- 12.3. **Election and Term of Office:** Annually or as needed, Officers shall be elected by a majority vote of the Board and serve until their term as a Director has been completed, or the elected officer resigns, or is removed, or becomes incapacitated or dies, whichever occurs first.
- 12.4. **Compensation:** There shall be no compensation (salary, honorarium, stipend, etc.) granted for any Director, Elected Officer, Committee Chair or committee member.
- 12.5. **Removal:** Any Officer may be removed with cause, by a majority vote of the Board, at any time.
- 12.6. **Resignation:** Officer(s) may resign at any time by giving written notice to the Board. Resignations must specify the effective date. The Board has a right to modify the effective date of the resignation and enforce termination upon receipt of the letter or at some other specified date.

13. DUTIES OF BOARD OFFICERS

- 13.1. Duties of President:** The President shall preside or arrange for other Officers, in the following order, Vice- President, Secretary and Treasurer, to preside over regularly scheduled meetings.
- 13.1.1. The President or the designated Officer shall preside at all meetings of members, meetings of the Board, and meetings of the Board Executive Committee, and generally perform all duties of that office.
 - 13.1.2. The President shall, with the Secretary, sign all agreements and contracts approved by the Board.
 - 13.1.3. The President shall recommend the formation and dissolution of standing and ad-hoc committees, subject to approval of the Board.
 - 13.1.4. The President is responsible for determining the agenda for all meetings and related documents.
- 13.2. Duties of Vice-President:** The duties of the Vice-President shall be such as the title by general usage would indicate, and such as required by law, as well as those that may be assigned by the President and Board, including presiding at all meetings where the President is absent. The Vice-President will assume all the duties of the President in the President's absence.
- 13.3. Duties of Secretary:** The Secretary shall be responsible for keeping records of actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of meeting minutes and agendas to Board Directors, and assuring that CERT Association of Illinois records are maintained.
- 13.3.1. The Secretary shall issue all Board notices.
 - 13.3.2. The Secretary shall keep a record of all meetings.
 - 13.3.3. The Secretary shall counter-sign all Board approved agreements and contracts with the President.
 - 13.3.4. The Secretary shall record all approved Treasurer's Reports.
 - 13.3.5. The Secretary shall manage The Association Policy Manual, including changes/corrections made by the Board to any of its content. The Secretary shall maintain The Association Rules and keep the Rules current and up to date. Any proposed rule changes shall be submitted to the Board for action. The Membership shall be informed prior to the effective date of the change.
 - 13.3.6. The Secretary shall mandate an annual Board review of the Bylaws and Rules of The Association and recommend amendments to be considered.
 - 13.3.7. The Secretary shall track the terms of office for the Board.
- 13.4. Duties of Treasurer:**
- 13.4.1. The Treasurer shall make a report at each Board meeting.
 - 13.4.2. The Treasurer shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.
 - 13.4.3. The Treasurer shall collect all money for dues from The Association membership.

- 13.4.4. The Treasurer shall maintain and report a complete and accurate account of all financial affairs and transactions of The Association on a monthly basis to the Board.
- 13.4.5. The Treasurer shall have custody of all monies and properties of The Association and, with the approval of the Board, shall select a depository for The Association's monies.
- 13.4.6. The Treasurer shall pay all proper and approved bills and debts of The Association, keeping proper vouchers. All withdrawals of monies shall be in accordance with Board Policy. Checks are to be signed by the Treasurer and countersigned by the President or Secretary.
- 13.4.7. At the Annual Meeting of the Members, the Treasurer shall make a report of the finances of The Association. The President or Board may call upon the Treasurer for such interim statements as may be required.
- 13.4.8. The Treasurer must report to The Association Board any Members with outstanding balances that are 30, 60 or 90 days past due from the date of the invoice.
- 13.4.9. The Board may designate from time to time any Member to handle special funds of The Association, such as for special events, etc., and the designated Member shall make a complete report to the Treasurer and be responsible for the special funds and remit any balances to the Treasurer.
- 13.4.10. The Board shall audit the records of the Treasurer and of the Committees at any time.

14. COMMITTEES

- 14.1. **Appointment and Authority:** The Board shall authorize the creation and dissolution of all standing and ad hoc committees deemed necessary to carry out the programs of The Association.
- 14.2. **Limitation of Authority:** No action by any Member, Committee, Director, or Officer shall be binding upon, or constitute an expression of, the policy of The Association until it shall have been approved or ratified by the Board. Committees and ad hoc committees shall be discharged by the Board when their work has been completed and their reports accepted, or when in the opinions of the Board, it is deemed wise to discontinue the committees.
- 14.3. **Obligation of Funds:** No funds may be obligated or expended by any committee or Member without the approval of the Board.

15. FINANCES

- 15.1. **Fiscal Year:** For purposes of accounting, the fiscal year of The Association shall begin on July 1 and end on the last day of June.
- 15.2. **Funds:** All money paid to The Association shall be placed in a general operating fund, unless specifically designated for another purpose by the Board.
- 15.3. **Disbursements:** Upon approval of the Board, the Treasurer is authorized to make disbursements on accounts and expenses. Disbursement shall be by check and require signatures of two Board Officers. In the event that Board Officers signatures are unavailable, any Board Director may sign the checks.

15.4. **Annual Audit:** The accounts of The Association shall be audited annually as of the close of the business by either an internal audit committee or a certified accountant to be decided by the Board.

16. ETHICS

- 16.1. **Personal and Professional Integrity:** All Members of the CERT Association of Illinois are expected to act in the best interest of the organization. Each Member is anticipated to engage in and promote honest and ethical conduct throughout any situation. This includes handling actual or apparent conflicts of interest in an ethical manner.
- 16.2. **Legal Compliance:** The Association will conduct and operate its business in compliance with each applicable law (including rules and regulations there under) of any federal, state or local government entity, except for any violations or defaults that, individually or combined, would have an adverse effect to the organization.
- 16.3. **Responsible Stewardship:** Each Board Director, and any Member of The Association serving on a committee with board delegated powers shall annually sign a statement which affirms such person:
- 16.3.1. Has received a copy of the Association conflicts of interest policy.
 - 16.3.2. Has read and understands the policy.
 - 16.3.3. Has agreed to comply with the policy.
 - 16.3.4. Understands that in order to maintain its state and federal charters, the Association must engage primarily in activities which accomplish one or more of its purposes (civic, educational).
- 16.4. **Openness and Disclosure:** Members of The Association are required to abide by federal and state disclosure laws and certain transparency policies governing their activities, including providing reports to the government and to the public concerning financial or other relationships with vendors.
- 16.5. **Conflict of Interest:** Members shall not engage in any business activities, either individual or through immediate family member(s), which may place him or her in an actual or apparent conflict of interest with the duty to act, at all times, in the best interest of The Association.
- 16.6. **Violations of Conflict of Interest:** If the Board has reasonable cause to believe a Member has failed to disclose actual or possible conflicts of interest, it shall inform the Member of the basis for such belief and afford the Member an opportunity to explain the alleged failure to disclose. If, after hearing the Member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the Member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
- 16.7. **Inclusiveness and Diversity:** All Members must be open, transparent, accountable, and diverse in The Association.

17. AMENDMENT OF BYLAWS

17.1. Bylaws may be amended, altered, or repealed at any meeting of The Association by a 2/3 vote of the Board present, provided a copy of the proposed amendments has been submitted in writing to the Secretary and distributed for review at least thirty (30) days prior to any such meetings.

18. REVIEW AND MAINTENANCE

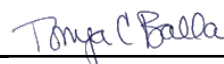
18.1. The Board will evaluate the Bylaws on a regular basis and suggest and enact revisions as needed.

19. ADOPTION OF BYLAWS

19.1. We, the undersigned, are all the Directors of The Association, and we consent to, and hereby do, adopt the foregoing Bylaws, as the Bylaws of this Organization.

Dated this 11th day of April in the year 2022.

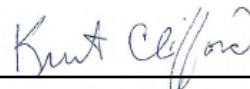
Tonya Balla, of Mundelein CERT



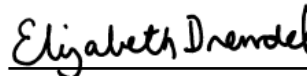
Trish Billings, of Milford Township CERT



Kurt Clifford, of McHenry County EMA



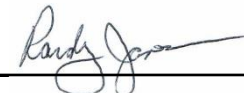
Beth Drendel, of North Aurora CERT



Richard Frizelis, of Chicago CERT



Randy James, of South Lake County Regional CERT



Michael Moos, of the Village of Sherman EMA



Rob Sessner, of Milton Township CERT

