

BY-LAWS OF THE Mid-Illinois Medical District

SECTION 1. Establishment of the Mid-Illinois Medical District

- 1.1 The Mid-Illinois Medical District, created as The Illinois Medical District at Springfield (the District), on January 3, 2003, by Public Act 92-0870 (the Act) of the 92nd General Assembly, covers an area in the City of Springfield bounded by 11th Street on the east, Madison Street on the south, Walnut Street on the west, and North Grand Ave. on the north. Public Act 95-0693 amended the District's name, governance and program scope.
- 1.2 This Act and subsequent, related Acts authorizes the District to attract and retain academic centers of excellence, viable health care facilities, medical research facilities, emerging high technology enterprises, and other facilities and uses as permitted by the Act.
- 1.3 The By-Laws of the District shall not be in conflict with the enabling Act or any other applicable statutes. If in the event there is a conflict, the By-Laws will be subservient to the enabling Act, subsequent, related Acts and applicable statute.

SECTION 2. Mid-Illinois Medical District Commission

- 2.1 The governing and administrative body of the District shall be a Commission consisting of eleven (11) members.
- 2.2 The Commission is a public body and subject to the Open Meetings Act and the Freedom of Information Act.
- 2.3 Each Commissioner must provide a written record of time, by quarter hour increments, to the Commission president on a regular basis, not less frequently than annually.

SECTION 3. Appointment and Terms of Commission Members

- 3.1 Pursuant to Public Act 95-0693, six (6) of the Commission members shall be appointed by the Governor with the advice and consent of the State Senate, four (4) Commission members shall be appointed by the Mayor of the City of Springfield with the advice and consent of the Springfield City Council, and one (1) Commission member shall be appointed by the Chairperson of the County Board of Sangamon County.

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3.2 The initial members of the Commission appointed by the Governor shall be appointed to terms ending, respectively, on the second, third, fourth, and fifth anniversaries of their appointments. The initial members appointed by the Mayor of Springfield shall be appointed two (2) each for terms ending, respectively, on the second and third anniversaries of their appointments. The initial member appointed by the Chairperson of the County Board of Sangamon County shall be appointed for a term ending on the fourth anniversary of the appointment. Thereafter, all members shall be appointed to hold office for a term of five (5) years and until their successors are appointed as provided in the Act.

SECTION 4. Oath of Office

- 4.1 Each Commissioner shall take an oath of office for the faithful performance of his or her duties. A copy of the oath of office shall be signed by each appointee and, if applicable, by non-member elected treasurer or secretary, prior to or at the first Commission meeting following her/his appointment and retained by the Commission.
- 4.2 The Oath or Affirmation of Office as provided by Article XIII, Section 3, of the Constitution of the State of Illinois, shall be adopted as the oath of office for the Commission.

SECTION 5. Vacancies on the Commission

- 5.1 Any vacancy in the membership of the Commission occurring by reason of the death, resignation, disqualification, removal, or inability or refusal to act of any of the members of the Commission shall be filled by the authority that had appointed the particular member, and for the un-expired term of office of that particular member.
- 5.2 A vacancy caused by the expiration of the period for which the member was appointed shall be filled by a new appointment for a term of five (5) years from the date of the expiration of the prior five-year term notwithstanding when the appointment is actually made.
- 5.3 Any member of the Commission may resign from his or her office by writing a letter of resignation to his or her appointer (the Governor, Mayor of Springfield or Chairperson of the Board of Sangamon County), with copies to the President and Secretary of the

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Commission. This resignation shall take effect when her or his successor has been appointed and has qualified.

SECTION 6. Officers of the Commission

- 6.1 The Commission shall elect a President, Vice-President, Secretary and Treasurer.
- 6.2 The Commission shall elect as President a member of the Commission appointed by the Mayor of Springfield, and as Vice-President a member of the Commission appointed by the Governor.
- 6.3 The President and Vice-President of the Commission, and a third member selected by the Commissioners who is a Commissioner, shall constitute the Executive Committee, and the Executive Committee shall be a standing committee of the Commission.
 - 6.3.1 The Executive Committee may act for the Commission between regular meetings in an emergency situation, but shall be accountable to the Commission for its actions.
 - 6.3.2 Decisions of the Executive Committee must be reported at the next meeting of the Commission.
 - 6.3.3 If applicable, the Executive Committee shall make an annual appraisal of the performance of the Executive Director in keeping with the job description and official duties, and review and set his or her compensation.
- 6.4 All officers shall assume the duties of their respective offices immediately upon their election.
- 6.5 In the event of the death, absence, refusal, or inability to act of the Secretary or Treasurer, the President may appoint one of the other Commissioners to act as Secretary or Treasurer until a successor is elected and assumes the office as provided in these By-Laws.

SECTION 7. Powers and Duties of the Officers

- 7.1 **The President** – The President shall be the chief executive officer of the Commission and shall in general supervise the business and affairs of the Commission.
 - 7.1.1 He or she shall preside at all meetings of the Commission and shall appoint and remove, for cause, all committee chairpersons and the members to these committees whether standing committees or special committees.

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- 7.1.2 The President shall have the authority to execute, with the Secretary or any other proper officer of the Commission who shall be a member of the Commission, any documents and legal instruments on behalf of the Commission that the Commission has authorized to be executed or that are otherwise required by law to be signed and executed.
- 7.1.3 The President shall perform such other duties as he or she deems necessary without infringing on the responsibility of the entire Commission.
- 7.1.4 The President shall serve as an ex-officio member of all committees.
- 7.1.5 She or he shall submit to the General Assembly not later than March 1 of each odd-numbered year, a detailed report covering the District's operations for the two (2) preceding calendar years and a statement of its programs for the next two (2) years.
- 7.2 **The Vice-President** – In the event of an absence, disability, or resignation for any cause, of the President, the President's duties shall be performed by the Vice-President. If the absence or disability will not allow the President to complete her or his term of office, the Vice-President shall perform the President's duties until the next Annual Meeting of the Commission, or until such time that a new President is elected.
- 7.2.1 The Vice-President shall perform such other duties and have such other authority as may be assigned to him or her by the Commission or its President.
- 7.3 **The Secretary** – The Commission shall elect a Secretary, who need not be a member of the Commission, to hold office at the pleasure of the Commission.
- 7.3.1 The Secretary shall take and subscribe to the oath of office.
- 7.3.2 The Secretary shall be the custodian of all records and a seal of the Commission, should it adopt a common seal, and shall keep accurate minutes of the meetings of the Commission and all of the committees thereof.
- 7.3.3 He or she shall, when required, certify to copies of records of the Commission, and shall notify Commission members of meetings of the Commission as well as seek to secure the attendance of others necessary to conduct the work of the Commission at its meetings or hearings.
- 7.3.4 She or he shall perform all such duties as directed by the Commission. Some or all of these duties may be delegated to another officer or to Management with the approval of the Commission.

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- 7.3.5 In the event of the absence of the Secretary from any meeting of the Commission, the chairperson of the meeting shall appoint one of the Commissioners present to act as Secretary for the meeting.
- 7.4 **The Treasurer** – The Commission shall elect a Treasurer, who need not be a member of the Commission.
- 7.4.1 The Treasurer shall take and subscribe to the oath of office.
- 7.4.2 The Treasurer shall be responsible for all monies of the Commission from whatever sources received, and for all securities in the possession of the Commission, and for the deposit of such monies in the name of the Commission in a depository approved by the State Treasurer, except when money is received by the Commission from the sale or lease of any property, in excess of the amount expended by the Commission for authorized purposes under the Act or as may be necessary to satisfy the obligation of any revenue bond issued pursuant to Sec. 35 of the Act, in which case it shall be paid into the State treasury for deposit into the Mid-Illinois Medical District Income Fund (30 ILCS 105/5.595).
- 7.4.3 He or she shall be responsible for all disbursements of such funds for the purposes for which intended or as authorized or directed by the Commission.
- 7.4.4 The Treasurer shall furnish the State Comptroller with a record of all bonds issued under the Act.
- 7.4.5 She or he shall execute a bond with corporate sureties to be approved by the Commission. The bond shall be payable to the Commission in whatever penal sum may be directed by the Commission conditioned upon the faithful performance of the duties to the office and the payment of all money received by her or him according to law and the orders of the Commission. The Commission may, at any time, require a new bond from the Treasurer in such penal sum as may then be determined by the Commission. The obligation of the sureties shall not extend to any loss sustained by the insolvency, failure or closing of any national or state bank wherein the Treasurer has deposited funds if the bank has been approved by the State Treasurer as a depository for these funds.

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7.4.6 The Treasurer shall make periodic accountings for all such funds as determined by the Commission, and his or her books and records shall be available for inspection by any member of the Commission during working hours.

7.5 **The Commission** – The Commission shall prescribe the organization and function of the District and engage Management to hold office at the pleasure of the Commission.

7.5.1 In addition, the Commission may provide for the appointment of other officers, attorney, engineers, consultants, agents, and employees as may be necessary. The Commission shall define the duties and require bonds of each of them as the Commission may designate, and may fix their compensation.

SECTION 8. Meetings of the Commission

8.1 The Commission shall hold an Annual Meeting for the election of Officers, the adoption of a budget, and for such other business as may properly come before it.

8.2 The President or any four (4) members of the Commission may call special meetings of the Commission. Notices of special meetings shall state the time, place and purpose of the meeting.

8.3 Meetings shall be held on a regular basis. The regular meetings shall be held on a day deemed convenient by the President of the Commission. Notice of the date, time, place and agenda of the regular meeting shall be posted at least forty-eight (48) hours prior to the meeting at the physical location of the scheduled meeting place.

8.4 Meetings of the Commission shall be open to the public, but executive sessions may be held as provided for in the Open Meetings Act [5 ILCS 120].

8.5 Meetings may be held by telephone conference or other communications equipment by means of which all persons participating in the meeting can communicate with each other as provided for in the Open Meetings Act and applicable case law.

8.5 Meetings shall be at the Commission's principal office or at another place as is designated by the President or by the other person calling the meeting.

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SECTION 9. Quorum

- 9.1 The Commission may not transact business at a meeting of the Commission unless there is present at the meeting a quorum of at least six (6) Commissioners.
- 9.2 All actions of the Commission shall be by motion or resolution and the affirmative vote of at least six (6) members shall be necessary for the adoption of any motion or resolution, except in the cases of (a) implementation of the property title reverter provisions of the Act, or (b) the taking of property by eminent domain, in which cases at least seven (7) members of the Commission must vote in the affirmative.
- 9.3 Before taking effect, all such motions and resolutions shall be signed by the President and Secretary of the Commission. In the case that the President and/or the Secretary shall not sign such a motion or resolution prior to the next regular meeting of the Commission, it shall be deemed to have been signed at the time of the next regular meeting following its passage.
- 9.4 All motions, resolutions and proceedings of the Commission, and all documents and records in its possession, shall be public records, and open to public inspection, except such documents and records as otherwise may be exempted by State law.

SECTION 10. Committees

- 10.1 The Commission may establish committees, standing, special or temporary, as it deems necessary to carry out its work.
- 10.2 Each committee shall consist of at least three members, including a chairperson, appointed by the President of the Commission.
- 10.3 The President of the Commission shall be an ex-officio member of each committee of which he or she is not a regular member and shall be entitled to vote if one or more regular members is absent, in which case she or he shall be counted in determining quorum, and shall also be entitled to vote as such an ex officio member to decide a tie vote.
- 10.3 The chairperson of any meeting of the Commission shall be permitted to vote on and discuss from the chair, any resolution or motion presented to the meeting.

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- 10.4 Unless otherwise provided, all committees shall expire concurrently with the termination of the term of office of the President, whether the termination of office of the President is caused by the expiration of his or her term of office, death, resignation, or inability to serve.
- 10.5 A quorum of any committee shall consist of a number equal to the majority of regular members of the committee. Action by any committee shall be a simple majority vote of the committee members attending and voting.
- 10.6 All actions taken by the individual committees shall be reported to the Commission for proper action at a regular or special meeting.

SECTION 11. Order of Business

- 11.1 The order of business at the Commission meetings shall be as follows:
- 1) Roll Call
 - 2) Approval of Minutes of Previous Meeting
 - 3) Program Reports
 - 4) Financial Reports
 - 5) Reports and Recommendations of Committees
 - 6) Old Business
 - 7) New Business
 - 8) Public Comment
 - 9) Adjournment
- 11.2 Provided a quorum is present, the Commission may alter the order of business by consent.

SECTION 12. Minutes

- 12.1 The minutes of each Commission meeting shall be distributed to the members before the next meeting.

SECTION 13. The Advisory Council

- 13.1 The Commission shall establish an Advisory Council consisting of two (2) representatives, appointed for one-year terms by the Mayor of Springfield, of each recognized neighborhood organization that the Mayor determines has a legitimate interest in the development and improvement of the District. Any member of the Advisory Council not reappointed or replaced at the end of his/her term shall continue to serve until replaced by the Mayor.
- 13.2 The Advisory Council shall review and make recommendations to the Commission with respect to the comprehensive master plan for the district to be adopted by the Commission, and may fulfill such other responsibilities as the Commission may request in furtherance of the purposes of the Act.
- 13.3 The Advisory Council shall meet at the call of the President of the Commission and shall conduct its affairs in accordance with the rules that the Commission may adopt from time to time for the governance and operation of the Advisory Council.

SECTION 14. Advisory Boards

- 14.1 The President may appoint advisory boards to the Commission as he or she may determine will facilitate the work of the Commission, and any other advisory boards ordered by the Commission.
- 14.2 Unless otherwise provided, all advisory boards and memberships on those advisory boards shall expire concurrently with the conclusion of the term of office of the President for whatever reason.

SECTION 15. Management and Commission Staff

- 15.1 The Commission shall obtain, under the provisions of the Personnel Code, such personnel as the Commission shall deem advisable to carry out the purposes of the Act and the work of the Commission.
- 15.2 The Commission may appoint an Executive Director as Management, who shall report to the President. The Executive Director shall be in charge of the supervision of the staff and employees of the Commission, and he or she shall direct the administrative work of the Commission and act as executive assistant to the President.

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15.3 In all cases, when the duties of the other officers and employees of the District are not prescribed by the By-Laws or the resolution of the Commission, they shall be prescribed by the President and performed under the orders and direction set by Management as established by the Commission.

SECTION 16. Purchases and Contracts

16.1 The Commission shall comply with the Illinois Procurement Code [30 ILCS 500] as it may be applicable to the Commission.

SECTION 17. Amendments

17.1 These By-Laws may be amended by resolution duly adopted by the Commission at any meeting, annual, regular or special, provided that notice of intention to present such resolution shall be given at least ten (10) working days in advance of the meeting at which the motion to adopt such resolution is to be made.

17.2 Such notices may be given by any member of any committee, or by the Secretary at the request of the President or any member of any committee, and shall be given, in writing, to all members.

17.3 The notice of intention to amend these By-Laws shall include the language of the suggested change, together with a reference to the Section subject to the proposed amendment, as well as the rationale for the amendment.

SECTION 18. By-Laws May Be Suspended

18.1 Other than Section 17 of these By-Laws and sections prescribed by the Act, the By-Laws may be suspended in whole or in part by unanimous consent of seven (7) members of the Commission present and voting, such consent to be by affirmative vote at a properly constituted meeting of the Commission.

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SECTION 19. Rules of Order

19.1 The rules of parliamentary practice in the latest published official edition of “Robert’s Rules of Order Newly Revised” (including any official amendments) shall govern the proceedings of the Commission in all cases to which they are applicable and not inconsistent with the Mid-Illinois Medical District Act, these By-Laws, and any special rules of order adopted by the Commission.

SECTION 20. Limit on Public Speakers

20.1 Any person desiring to speak at a meeting of the Commission or its committees shall submit his or her name, address, and the organization he or she represents, if any, to the Secretary.

20.2 Such persons shall address a meeting of the Commission or a committee by leave of the members for a period not to exceed five (5) minutes unless otherwise permitted by the Commission or committee.

SECTION 21. Public Hearings

21.1 The Commission shall conduct public hearings whenever it is required by law to do so. In the absence of any law, or of any procedures in any law, mandating the holding of a public hearing, the Commission may authorize a Commissioner or other person of legal age to conduct a public hearing, such hearings to be conducted pursuant to the Act.

ADOPTED December 19, 2013