

**BYLAWS
Of
SCHOOLS OF ILLINOIS PUBLIC COOPERATIVE**

ARTICLE I

Purposes

The SCHOOLS OF ILLINOIS PUBLIC COOPERATIVE (SIPC), hereinafter referred to as the "Cooperative" is created for the following purposes:

To support and advance the collective activities of school districts as a means to improve management.

To encourage, promote, plan, develop, support, and provide increasing cooperation, coordination, and sharing between and among public school districts, in the utilization of their resources, facilities, and personnel, in order to strengthen, enrich, and improve the cost efficiency of their functions, activities, and operations.

To study, plan, support, coordinate, initiate, administer, and direct collective programs and projects among public institutions of education.

ARTICLE II

Membership

Section 1. Members. The Cooperative shall have one class of members. Eligible members shall consist of school districts, private schools & other public or private non-for-profits.

Section 3. Transfer of Membership. Membership in the Cooperative is not transferable or assignable.

ARTICLE III

Board of Directors

Section 1. General Powers and Limitations. Its Board of Directors shall manage the affairs of the Cooperative. The Board of Directors shall consist of no less than three (3) members and no more than six (6) (members). The Board of Directors shall elect from its membership a chairperson and vice chairperson, who shall hold office until their successors are elected and qualified. The chairperson shall preside at all meetings. In the absence of the chairperson, the vice chairperson shall preside. On certain matters, hereinafter designated as matters of fundamental importance, actions by the Board of Directors shall not be effective unless and until approved by the affirmative vote of two-thirds of the directors. Matters of fundamental importance are:

- (a) The selection or removal of the chief executive officer of the Cooperative, provided the Board of Directors has determined to have a chief executive officer;
- (b) The amendment of the Bylaws.

A matter of fundamental importance may be considered and acted upon by the Board of Directors only after thirty (30) days' written notice of such matter has been given to each member of the Board of Directors, unless the directors in writing unanimously waive notice.

Section 2. Tenure and Qualifications. The Cooperative Board of Directors shall serve three-year terms. A director may serve additional term(s) upon two-thirds approval of the Board of Directors. Each director shall

hold office until December 31st of the year their term expires and until his or her successor shall have been named and qualified. Each director shall be an employee or retired employee of a member school district.

Section 3. Regular Meetings. The Board of Directors may provide by resolution the time and place for the holding of regular meetings without other notice than such resolutions.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the chairperson, the chief executive officer, or any three directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least seven (7) days previous thereto by written notice delivered personally or sent by mail or e-mail to each director at his/her address as shown by the records of the Cooperative.

Section 6. Quorum. A majority of the members of the Board of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the directors are present at said meeting a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by law or by these Bylaws.

Section 8. Vacancies. In the event of a vacancy in a directorship, the remaining directors of the board may appoint a director to fill the vacancy.

Section 9. Compensation. Directors as such shall not receive any state salaries for their services, provided that nothing herein contained shall be construed to preclude any director from serving the Cooperative in any other capacity and receiving compensation there for.

Article IV

Officers

Section 1. Officers. The Board Directors may elect such officers as it shall deem desirable, such officers to have the authority and perform the duties described, from time to time, by the Board of Directors.

Section 2. Election and Term of Office. The Board of Directors shall elect the officers of the Cooperative in November of each year. If the election of officers shall not be held at such meeting, such election shall be held soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal. The Board of Directors may remove any officer or agent elected or appointed by the Board of Directors whenever in its judgment the best interests of the Cooperative would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the un-expired portion of the term.

ARTICLE V

Committees

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Cooperative; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Cooperative may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Any member or outside consultant thereof may be removed by the person or persons authorized to appoint such member or outside consultant whenever in their judgment the best interests of the Cooperative shall be served by such removal.

Section 3. Operating Committee. The Board may appoint an operating committee, composed of representatives of its members or outside consultants as it sees fit, which may but need not be limited to such duties as to develop plans and budgets, arrange and receive audits, receive and evaluate proposals for Cooperative involvement in various activities, and prepare reports for the Board of Directors.

Section 4. Term of Office. Each member of a committee shall continue as such until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 5. Chairperson. One member of each committee shall be appointed chairperson.

ARTICLE VI

Contracts, Checks, Deposits, and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Cooperative, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Cooperative and such authority may be general or confined to specific instances. The Board may also contract with any of its members, or any employee of any member, to carry out duties of the Cooperative.

Section 2. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money issued in the name of the Cooperative shall be signed by such officer or officers, agent or agents of the Cooperative as shall from time to time be determined by the Board of Directors.

Section 3. Funds. All funds of the Cooperative shall constitute public funds and shall be maintained within the treasury of agent or agents of the Cooperative as designated from time to time by the Board of Directors. Such funds shall be deposited to the credit of the Cooperative in such banks, trust companies, or other depositories as said member shall select and shall be subject to the deposit insurance and collateralization requirements applicable to the funds of said member.

Section 4. Contributions. The Board of Directors may accept on behalf of the Cooperative any contribution, bequest, or devise for the general purposes or for any special purpose of the Cooperative pursuant to state of Illinois law.

ARTICLE VII

Books and Records

The Cooperative shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the directors entitled to vote. Any director or his agent may inspect all books and records of the Cooperative for any proper purpose at any reasonable time.

ARTICLE VIII

Fiscal Year

The fiscal year of the Cooperative shall begin on the first day of July and end on the last day of June each year.

ARTICLE IX

Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of these Bylaws of the Cooperative, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X

Limitation of Activities

The Cooperative shall operate in accordance with Illinois statutes governing public school districts with respect to the receipt and expenditure of public funds, including but not limited to the State Finance Act (30 ILCS 105/1 et seq.), the Illinois Administrative Code (CH. XIII), the Illinois Purchasing Act (30 ILCS 505/1 et seq.), and the State Comptroller Act (15 ILCS 405/1 et seq.).

ARTICLE XI

Amendment to Bylaws

Proposals to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, may be initiated by a majority of the directors present at any regular or special meeting of directors, provided that at least thirty (30) Days' written notice of such intention to initiate such proposal has been given. Such proposals are matters of fundamental importance, as defined in Section 1 of Article III these Bylaws, and require the approval of two-thirds of the directors before becoming effective.

ARTICLE XII

Withdrawal and Dissolution

Section 1. Withdrawal of Members. Any member may withdraw from the Cooperative at any time. Such member shall have no obligation to the Cooperative after withdrawal. Such withdrawal shall not affect the

legal status of the Cooperative unless such withdrawal leaves only one remaining member of the Cooperative, in which case such withdrawal shall be considered dissolution for the purposes of these Bylaws.

Section 2. Dissolution of Cooperative. In the event that the directors representing all of the members, or all but one of the members, shall vote to dissolve the Cooperative, then the Cooperative shall be dissolved pursuant to such vote. In the event of dissolution, the assets of the Cooperative, after satisfaction of all liabilities and obligations, shall be distributed to the members of the Cooperative in proportion to their total contributions to the Cooperative during the preceding twelve months.

Bylaws Approved:
06-22-2018

As of the date of approval the current board members and their terms are:

President

Kenneth Roiland, Director of Buildings and Grounds
Woodstock Community Unit School District 200
2018/19

Vice President

Mark Doan, Superintendent
Effingham Unit School District 40
2018/19

Secretary

Tony Rossi, Executive Director for Facilities and Operations
Community Consolidated School District 59
2018/19

Treasurer

Dan Cox, Superintendent
Staunton Community Unit School District 6
2019/20

Member

Lindsey Hall, Superintendent
Mahomet-Seymour Community Unit School District 3
2019/20