

BY-LAWS
OF
CHICAGO BOARD OF ELECTION COMMISSIONERS

ARTICLE I
ESTABLISHMENT OF THE BOARD

The Board of Election Commissioners of the City of Chicago (hereinafter referred to as the "Board") is created and governed by and under Articles 6, 14 and 18 (collectively referred herein as the "City Election Law") of the Election Code, (10 ILCS 5/1-1 et seq.). The Board maintains its principal office at 69 West Washington Street in the city of Chicago, Illinois. Its members are appointed by the Circuit Court of Cook County in accordance with the Election Code, the provisions of which shall be deemed incorporated by reference herein together with any and all prospective amendments thereof.

ARTICLE II
MEETINGS OF THE BOARD

Section 1. ORGANIZATIONAL MEETING. In accordance with Section 6-24 of the Election Code, the Board shall hold an organizational meeting to reconstitute itself within twenty (20) days after every new appointment of a Commissioner of the Board. This meeting shall be called the Organizational Meeting.

Section 2. REGULAR MEETINGS. The Board shall give notice of the schedule of regular meetings at the beginning of each calendar year. If a change is made in regular meeting dates, at least 10 days' notice of such change shall be given by publication in a newspaper of general circulation in the area. Notice of such change shall also be posted at the Board's principal place of business and shall be supplied to those news media which have filed an annual request for notice as provided in the Illinois Open Meetings Act. An agenda for each regular meeting shall be posted at least 48 hours in advance of the holding of the meeting. The Board may provide, by resolution, for the holding of additional regular meetings and shall post a notice of such meeting at least 48 hours in advance of the holding of the meeting. All notices of any regular meeting of the Board shall comply with the requirements of the Illinois Open Meetings Act as amended from time to time.

Section 3. SPECIAL MEETINGS. Special meetings of the Board may be called by or at the request of the Chairman or any two Commissioners. The person or persons authorized to call special meetings of the Board may fix any time during regular business hours and, in bona fide emergencies, outside of regular business hours for the holding of any special meeting of the Board called by them.

Section 4. NOTICE OF SPECIAL MEETINGS. Notice of any special meetings shall be given at least 48 hours in advance thereof by actual written notice to each Commissioner at his or her office in the principal office of the Board. Such notice shall be considered effective when delivered to the Commissioner or his or her Executive Assistant. The attendance of a Commissioner at any meeting shall constitute a waiver of notice of such meeting, except where a

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Commissioner attends a meeting for the sole and express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and provided, in such instance, that the Commissioner does not participate in the discussion of any other business at such meeting. Public notice of any special meeting except a meeting held in the event of a bona fide emergency, or of any rescheduled regular meeting, or of any reconvened meeting, shall be given at least 48 hours before such meeting, which notice shall also include the agenda for such meeting. All notices of any special meeting of the Board shall comply with the requirements of the Illinois Open Meetings Act as amended from time to time.

Section 5. QUORUM. Any two of the Commissioners physically present in the meeting room shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than two of such Commissioners are present at said meeting, such Commissioner present may adjourn the meeting at any time without further notice.

Section 6. MANNER OF ACTING. The acting majority of the Commissioners present at a meeting at which a quorum is present shall be the act of the Board.

Section 7. VACANCIES. Any vacancy occurring in the office of Commissioner of the Board of Election Commissioners shall be filled as provided in the City Election Law, as amended from time to time.

Section 8. PRESUMPTION OF ASSENT. A Commissioner who is present at a meeting of the Board at which action on any public matter is taken shall be conclusively presumed to have assented to the action unless (i) he or she abstains or recuses himself or herself on the record, (ii) his or her dissent shall be entered in the minutes of the meeting, or (iii) he or she shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward written notice of his or her dissent to the Secretary of the Board prior to the adoption of the minutes of that meeting.

Section 9. TELEPHONIC ATTENDANCE. A Commissioner who is not able to be physically present at a meeting because of (i) personal illness or disability, (ii) employment purposes or the business of the Board, or (iii) a family or other emergency shall be permitted to attend by other means (audio or video conference) provided that the meeting otherwise complies with the notice requirements of these By-Laws and of the Illinois Open Meetings Act and provided further such absent Commissioner may hear and be heard by the Commissioners who are present at the meeting. Before any Commissioner may attend a meeting by other means, he or she must give the Secretary or the Chairman advance notice of his or her inability to be physically present at such meeting, unless advance notice impractical. The minutes of the meeting shall record whether the members of the public body were physically present or were present by other means. Any votes cast by telephone by an absent Commissioner shall be duly recorded in the minutes of the meeting as if they were cast at the meeting.

Section 10. TRANSCRIPTION AND MINUTES. All meetings of the Board, to the greatest extent practicable, shall be conducted in the presence of a stenographic reporter whose transcription of the meeting shall be typewritten, or, in the absence of a stenographic reporter,

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shall be electronically recorded. Typewritten copies of the transcript of all meetings of the Board shall be in the custody of the Secretary at all times and shall be made available upon their receipt, or, in any event, by the next regularly scheduled meeting, to each of the Commissioners and to the public upon request, subject to such rules as the Board may adopt from time to time for copies of the transcripts made available to the public and subject to the requirements of these By-Laws for transcripts of executive session.

The Board shall keep written minutes of all their meetings, whether open or closed. Such minutes shall include, but need not be limited to:

- the date, time and place of the meeting;
- the Commissioners recorded as either present or absent; and
- a summary of discussion on all matters proposed, deliberated, or decided, and a record of any votes taken.

The minutes of meetings open to the public shall be available for public inspection within 7 days of the approval of such minutes by the Board. Minutes of meetings closed to the public shall be available only after the Board determines that it is no longer necessary to protect the public interest or the privacy of an individual by keeping them confidential.

The Board shall periodically, but no less than semi-annually, meet to review minutes of all closed meetings. At such meetings a determination shall be made, and reported in an open session that (1) the need for confidentiality still exists as to all or part of those minutes, or (2) that the minutes or portions thereof no longer require confidential treatment and are available for public inspection.

Section 11. EXECUTIVE SESSION. The Board of Election Commissioners may, by majority vote of a quorum, vote to conduct all or portions of its meetings in Executive Session which shall be closed to the public, provided, however, that the subjects discussed are subjects allowed to be discussed in Executive Session in accordance with the Illinois Open Meetings Act.

ARTICLE III COMMISSIONERS AND OFFICERS

Section 1. OFFICERS. The officers of the Board shall be the Chairman of the Board, the Secretary of the Board, the Executive Director of the Board and the General Counsel, the latter two (2) of which shall not serve as Commissioners. No two (2) of the aforesaid offices shall be held by the same person.

Section 2. ELECTION AND APPOINTMENT TO OFFICE. The Chairman and the Secretary of the Board shall be elected by the Board at the Organizational Meeting held within twenty (20) days of the appointment of a Commissioner in accordance with the provisions of Section 6-24 of the Election Code. The Executive Director and General Counsel of the Board shall be appointed by the Board as provided in Section 6-25 of the Election Code. They shall be appointed by a majority of the Board at a public meeting of the Board and shall hold office until their successors have been duly appointed and qualified or until their death or until they shall resign or have otherwise been removed by the Board.

Section 3. REMOVAL. Any officer appointed by the Board shall serve at the pleasure of the Board and may be removed by the Board whenever in its judgment the best interests of the

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Board would be served thereby. Any officer elected by the Board may be removed as an officer by the Board for cause, including, but not limited to, inability to perform the duties and functions of his or her office; willful failure to carry out the directions of the Board; or violating these By-Laws or the Illinois Election Code.

Section 4. RIGHTS AND DUTIES OF COMMISSIONERS. Each of the Commissioners shall perform the duties required to be performed of him or her under the City Election Law and these By-Laws. They shall receive such salary and other benefits as may be paid to them by the Cook County Board of Commissioners from time to time. In order to allow each of the three (3) said Commissioners to perform his or her said duties and otherwise assist them, each of the three (3) Commissioners shall be entitled to an Executive office in the Board's principal office and an Executive Assistant who shall be chosen by and serve at the pleasure of the individual Commissioner served by such Executive Assistant. The salary and other benefits paid to the Executive Assistant for each Commissioner shall be established by the Board as set forth herein, provided that such salary and other benefits shall not discriminate as between the other Executive Assistants except for salary differentials due to longevity.

Section 5. RIGHTS AND DUTIES OF THE CHAIRMAN. The Chairman of the Board shall preside over all regular and special meetings of the Board and shall have such duties and powers as may be expressly set out in the City Election Law and these By-Laws for the office of Chairman of the Board and as may be designated by the Board from time to time. The Chairman shall see that the resolutions and directions of the Board are carried into effect except in those instances in which the responsibility therefore is specifically assigned to some other person by the Board. The Chairman shall receive such compensation and other benefits as may be set out for this office by the Cook County Board of Commissioners from time to time.

Section 6. DUTIES OF EXECUTIVE DIRECTOR. The Executive Director shall be in charge of day-to-day operations of the Board, subject to the direction and control of the Board. The Executive Director shall see that the resolutions and directions of the Board are carried out except in those instances in which the responsibility is specifically assigned to some other person by the Board, and in general, shall discharge all duties and powers as expressly set out in the City Election Law and these By-Laws for the office of the Executive Director, and such other duties as may be prescribed by the Board from time to time. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Board or a different mode of execution is expressly prescribed by the Board or these By-Laws or the City Election Law, the Executive Director may execute for the Board any contracts or other instruments which the Board has authorized to be executed. His or her compensation and other benefits shall be established by the Cook County Board of Commissioners from time to time. The Assistant Executive Director may execute contracts or other instruments in the absence of or at the direction of the Executive Director.

Section 7. DUTIES OF THE GENERAL COUNSEL. The General Counsel shall advise and represent the Board in all cases where the advice or services of an attorney are necessary and shall generally oversee and direct the legal affairs of the Board, and shall have such rights and duties as may be expressly prescribed by the City Election Law and these By-Laws for the office

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of General Counsel and such other duties as may be prescribed by the Board from time to time. His or her compensation and other benefits shall be established by the Board from time to time.

ARTICLE IV
CONTRACTS AND OUT OF TOWN TRAVEL EXPENSES

Section 1. CONTRACTS. The Board may authorize any officer or officers, agent or agents to enter into any contract or execute or deliver any instrument in the name of or on behalf of the Board and such authority may be general or confined to specific instances. Unless otherwise expressly authorized or unless otherwise required by the City of Chicago, by the County of Cook or by the Chief Judge of the Circuit Court of Cook County, all contracts, vouchers, invoices, and employment, contracts approved by the Board shall require only the signatures of the Executive Director and one (1) Commissioner of the Board or, in the event that the Executive Director is unavailable, then the signatures of any two (2) Commissioners of the Board in order to be valid. Time records, personnel records and payrolls do not require approval by the Board and shall be valid upon the signature of the Executive Director or his or her designee.

Section 2. OUT-OF-TOWN TRAVEL EXPENSES. All out-of-town travel by any Commissioner, including the Chairman, must be approved in advance of such travel by one of the other Commissioners. To obtain approval, a request for approval of the travel must be submitted in writing in advance of the travel to one of the other Commissioners, along with a tentative schedule, explanation for travel request and estimate of out-of-town travel expenses.

If the Chairman and at least one other Commissioner submit requests for travel approval for the same event, the Chairman's request shall be given preference.

All out of town travel by the Executive Director or the General Counsel must be approved in advance by the Chairman. To obtain the Chairman's approval, the Executive Director or the General Counsel, as the case may be, must submit in advance of the travel a request for approval in writing to the Board, along with a tentative schedule, explanation for travel request and estimate of out-of-town travel expenses to be incurred.

Approval of out-of-town travel under this section shall be made in writing or upon the record in a public meeting, provided, however that in the event of an emergency the approval of out-of-town approval may be made verbally with subsequent ratification in writing or upon the record in a public meeting.

All out-of-town travel under this section shall comply with and be subject to the Board's Travel Regulations.

ARTICLE V
AMENDMENTS

The power to make, alter, amend or repeal the By-Laws of the Board shall be vested in the Board unless otherwise provided by the Election Code. Any such amendment shall require the consent of a majority of a quorum of the Board.

ARTICLE VI
INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

The Board shall have the power to indemnify and defend any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit

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or proceeding, whether civil or criminal, administrative or investigative (other than an action by or in the right of the Board) by reason of the fact that he or she is or was a Commissioner, Officer, employee or agent of the Board, against expenses (including attorney fees), judgments, fines or amounts paid in settlement actually or reasonably incurred by such person in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in compliance with the Illinois Election Code, these By-Laws and the directives of the Board and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, and further provided such action is not in violation of an express directive of the Board. Any such indemnification (unless ordered by a court) shall be made by the Board only as authorized in the specific case after a determination that indemnification of the Commissioner, Officer, employee or agent is proper under the circumstances because he or she has met the applicable standard of conduct set forth above. Such determination shall be made (a) by the Board by a majority vote of a quorum consisting of Commissioners who were not parties to such action, suit or proceeding, or (b) if such quorum is not attainable, or, even if attainable, if a quorum of disinterested Commissioners so directs, by the General Counsel in a written opinion.

ARTICLE VII
SEVERABILITY PROVISION

If any provision of these By-Laws, any amendment hereto, or the application of such provision or amendment to any person or circumstances is held to be invalid, the remainder of these By-Laws and any amendments thereto, and the application of such provision or amendment to persons or circumstances other than those to which it is held invalid, shall not be affected thereby.

ARTICLE VIII
EFFECTIVE DATE

These By-Laws shall be effective immediately upon adoption by the Board and shall supersede any prior resolutions or by-laws of this Board to the extent of any inconsistencies therewith.

ADOPTED AND APPROVED the 14th day of May, 2019.
AMENDED the 11th day of June, 2019.

Marisel A. Hernandez, Chair)	
)	Board of Election Commissioners
William J. Kresse, Secretary-Commissioner)	for the City of Chicago
)	
Jonathan T. Swain, Commissioner)	

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