
MEDICAL RESERVE CORPS OF ILLINOIS (MRCIL)**BYLAWS AND GOVERNING PROCEDURES****Revised: January 25th, 2019 Approved: February 22nd, 2019****1) ORGANIZATION**

The organization described in this procedure is the Medical Reserve Corps of Illinois (MRCIL). The organization consists of representatives of established Medical Reserve Corps (MRC) units throughout the State of Illinois. Participation in MRCIL is voluntary.

2) PURPOSE AND OBJECTIVES

The main purpose of MRCIL is educational and charitable. We will educate other MRCs and the public on matters of emergency preparedness. We seek to provide assistance to individuals in time of crisis or emergency. Another purpose of MRCIL is to bring together all of the established MRC units in the state to work together and to share valuable information on MRC activities and events to foster a cooperative atmosphere for all MRC members and volunteers. MRCIL is to be not for profit, and subject to all State and Federal laws as required.

3) EXECUTIVE BOARD

The Executive Board shall consist of the North Co-Chair, South Co-Chair, North Recording Secretary, South Recording Secretary, and Treasurer. If there is a time when only one Co-Chair or Recording Secretary position is able to be filled, the Executive Board can move on with only one person in that position. There must at a minimum be one Chair, one Recording Secretary, and one Treasurer for a functioning Executive Board. The State designated MRC Coordinator will serve as an advisor to the Executive Board.

4) MEMBERSHIP

All MRC units in Illinois are automatically enrolled as members of MRCIL. The level at which they choose to participate is their own. They may choose not to participate at all. Active members, who are eligible for governance of MRCIL, will participate in quarterly meetings.

5) VOTING RIGHTS

Each Member MRC unit may cast one ballot. Each office on the ballot will receive one vote unless the membership determines on a case by case basis to allow more than one vote per office. For example, more than one vote would be needed to elect Co-Chairs, so in this case each voting MRC unit would be granted two votes to elect the office of chairperson. In some cases, voting by email will be utilized in place of an attendance vote at the discretion of the Co-Chairs.

6) FUNDING OBJECTIVES

All funding is to be solicited by appointment and then voted on by the Executive Board. All funds solicited are to be received by private and public donation.

7) ELECTED OFFICIALS

1. CO-CHAIRPERSONS (1 NORTH AND 1 SOUTH)
2. RECORDING SECRETARY (1 NORTH AND 1 SOUTH)
3. TREASURER

8) APPOINTED POSITIONS

1. Each Co-Chairperson may appoint an Assistant that will serve in that position for a period of 1 year at a time with a limit of 2 consecutive years per existing Co-Chair. A newly elected Co-Chair may ask any existing or previous Assistant to the Co-Chair to be their Assistant. An Assistant may only serve up to two terms (two Co-Chair cycles). This is to ensure that each Co-Chair can make a selection based on their needs.
2. Occasionally, there may be positions that need to be appointed for various purposes regarding activities of MRCIL. These positions will be appointed by the Co-Chairpersons with recommendations of the voting membership. These positions may involve committees that are established by MRCIL, temporary assignments such as an Election Proctor or others that the Co-Chairpersons may determine are needed.
3. Appointments from 8-2 above may not exceed 1 year in length unless the MRCIL Executive Board determines that such appointment is to chair a newly established standing committee or that the work of a committee chair so warrants a continuation in that position for an unspecified period of time.
4. Persons appointed to chair committees, standing or otherwise, will have an opportunity to review the responsibilities and goals of such committee prior to accepting the position if they so choose.

9) QUALIFICATIONS FOR ELECTIVE/APPOINTMENT OFFICE.

No person may be elected or appointed to an office or committee with less than one year of active membership in MRCIL. To be elected MRCIL Co-Chairperson you must be an active MRCIL member for at least two years.

10) TERM OF OFFICE

The term of office for all elected officials shall be two (2) years. Appointed positions will be for a period of 1 year with an additional 1 year option by appointer. There is no limit as to how many terms a Co-Chairperson is allowed to serve. They are allowed to serve for however many terms they are elected. In the event that an office holder does not complete their term of office, the position will be filled by appointment of the State Coordinator with the concurrence of the remaining executive board and will remain in effect until a Special Election or regular election may be called. If there is more than one full year left of any given term, a Special Election for that position must be held.

11) ELECTION OF OFFICIALS AND COMMITTEE APPOINTMENTS

The Election Proctor will be the current State MRC Representative.

Nominations will be accepted from the voting membership during the month of January of any election year. Members interested in running for office shall submit their name and intentions to the designated Election Proctor before February. Members are only allowed to be nominated for one position on the MRCIL Board. Ballots shall be prepared by the Recording Secretaries using the MRCIL Google Drive election form and e-mailed to all of the members during the month of February of an election year. The election ballot shall require the unit to use a password to submit a vote. This is to ensure that each unit coordinators and directors only vote once. All votes will be submitted to the Election Proctor by March 1 of said election year. Results will be made known to the membership at the March Meeting. Elected Officials will be selected by a majority vote of the eligible voting members *that have voted*. All ballots cast must be registered with the Election Proctor in electronic or hard copy form by the stated dates of collection.

In the event of a tie, a run-off election will be held. For this election, each unit is only allowed one vote.

A Special Election will be held in the same manner when any voted position of the Executive Board is laid vacant with a minimum of 1 year of elected office time remaining for said vacancy. Said vacancy will be fulfilled by the State Coordinator for any time prior to the Special Election Process.

12) COMMITTEE APPOINTMENTS

Committees to serve various aspects of MRCIL may be formed at any time as needed by the Executive Board. Committee Chairman positions will be made by appointments of the Co-Chairpersons. Any person who has been active for a minimum for one year may serve as a committee chair.

13) DUTIES

1) Co-Chairperson (2)

The Co-Chairpersons shall preside at all meetings of MRCIL. Co-Chairpersons will prepare meeting agendas and maintain order and control during the meeting. All agendas, minutes and any additional documentation will be sent to the recording secretary for record keeping purposes. The Co-Chairpersons will act as spokespersons for MRCIL at official meetings. (Local, state, regional and national)

2) Assistant to Co-Chairpersons (2)

Persons appointed as Assistants to the Co-Chairpersons will serve to assist those Co-Chairpersons in the execution of their responsibilities but will not have any over-riding authority on matters concerning MRCIL except as a designee by the applicable Co-Chairperson.

3) Recording Secretary

The Recording Secretary shall record, maintain and control a record of all proceedings that occur at any legally called meeting of the Co-Chairpersons. Once the meeting minutes have been completed, they will be forwarded to the Co-Chairpersons for inclusion in our official record book for safe keeping, posted on the MRCIL website and e-mailed to each MRC Coordinator of record for review and comment. At the next regularly scheduled meeting of MRCIL, previous minutes will be read and voted on for approval. Once approved by vote, a notation will be made in the official record to that effect.

4) Treasurer

The Treasurer, who is an appointed position initially and then in a elected position at the first election period following appointment, serves to oversee any and all financial obligations of MRCIL including but not limited to grant funding, donations, checking account (s), purchases etc. *The treasurer will maintain all financial records as well as report on all financial matters to the membership as a whole at a minimum of 4 times a year. Said position, whether appointed or elected, will serve without compensation.*

14) REGULAR MEETING

MRCIL meetings will be held on a quarterly basis during the following months.

- January/Late February - Meeting of Executive Board for purpose of developing annual strategy.
- March/Early April – Meeting of all MRCIL Units via web conferencing or conference call
- June - Face to Face meeting of all member units at the annual Integrated Summit hosted by the Illinois Department of Public Health.

- Late Sept/Early October - Separate meetings of north group and south group w/o teleconference connections utilizing a common agenda and then combining meeting notes of both meetings for member distribution. Our intent is to reduce the need for travel while maintaining the needs and concerns of member units.
- Other meetings may be called as the Executive Board sees fit

Initial notice of each meeting will be sent out to membership no later than fourteen days prior to the meeting. The meeting information will be made available on the MRCIL Website Calendar.

15) CHANGES TO GOVERNING PROCEDURES

Changes to the general structure of the Governing Procedures of MRCIL may be made by the Executive Board as long as said changes do not alter the intent of the procedures.

Changes to the general structure of the Governing Procedures of MRCIL that change or otherwise alter the intent of the procedures must be made by majority vote of the unit members of MRCIL *that participated in the voting for such changes*.

16) VOTING PROCESS

Voting on items of interest or policy changes of MRCIL may be conducted either by e-mail, via a survey type vehicle, or in person during a regularly scheduled meeting.

- When the voting process is by either e-mail or via a survey type vehicle (Survey Monkey), responses must be made within 14 days of the initial publication of the material to be voted upon.
- When voting is to take place in person and there are units that will be utilizing conference calling for participation, all documents or considerations must be sent to all members in advance of such planned vote.

17) GRANTS

The membership agrees to allow the co-chairs to apply for a not-for-profit FEIN number for the purpose of being able to accept grants from any resource that may offer them. The establishment of such a number does not guarantee that grants will be offered or accepted but does provide the structure for acceptance if any should be offered.

At such time that a grant/s is/are offered/accepted, the Board shall appoint a Grant Administrator that will be responsible for maintaining said grants and all paperwork associated with it including final signatory on any request for expenditures from said grants following approval of the MRCIL Board. The grant administrator may be a MRCIL board member, a unit leader or member with a minimum of 1 year grant writing or administration experience.

The Grant Administrator will not be a compensated position unless said compensation is a viable and integral part of any grant. In such cases, compensation will be according to the guidelines of

those grants and at no time may compensation exceed the rate of the highest amount of any single grant or for any period greater than any grant period.

A small business checking account will be established for the purpose of handling any funds associated with grants or donations.

18) DISSOLUTION

Dissolution shall follow state of IL corporal governance statutes. Voting dissolution will be by unanimous vote of all sitting Executive Board members.

19) CONFLICT OF INTEREST POLICY

Medical Reserve Corps of Illinois Conflict of Interest Policy

Article VIII A **Purpose**

The purpose of the conflict of interest policy is to protect Medical Reserve Corps of Illinois' (MRCIL) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of MRCIL or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article VIII B **Definitions**

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which MRCIL has a transaction or arrangement,
- b. A compensation arrangement with MRCIL or with any entity or individual with which MRCIL has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which MRCIL is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article VIII C **Procedures**

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether MRCIL can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in MRCIL's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee 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.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the

member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article VIII D
Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article VIII E
Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from MRCIL for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from MRCIL for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from MRCIL, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VIII F
Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands MRCIL is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VIII G
Periodic Reviews

To ensure MRCIL operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to MRCIL written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII H
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, MRCIL may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Authorized Signatures:

Print
Co-Chair South

Print
Co-Chair North

Signature
Co-Chair South

Signature
Co-Chair North

Date: October 16, 2012
Revised: March 19, 2013
Revised: November 9, 2016
Revised: January 25th, 2019