



# ILA BYLAWS

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## I. NAME & PRINCIPLE OFFICE

A. Name – The name of this corporation shall be the ILLINOIS LIMOUSINE ASSOCIATION, INC., which is a non-for-profit corporation created by Articles of Incorporation filed in the State of Illinois on date (hereinafter referred to as the “ILA”).

B. Office – The registered office of the ILA shall be located in the metropolitan Chicago area as determined by the Board of Directors.

- Other Offices – Additional offices shall be operated in such other locations as may be directed and determined by the Board of Directors of the ILA.

## II. PURPOSE

The purpose of the ILA shall be to:

- A. Provide a State forum for the exchange of information and views by the membership of ILA;
- B. Provide a mechanism for the collection of information and statistical data;
- C. Create opportunities to educate and inform members on matters of mutual interest and concern;
- D. Advance the interests of the industry and ILA members before the State of Illinois, City of Chicago, and other regulatory authorities; and to
- E. Perform all such lawful duties as well benefits the Association and its Membership.

## III. MEMBERSHIP – CATEGORIES AND QUALIFICATIONS

A. Types of Membership – There shall be the following types of membership in the ILA.

i. Limousine Service Provider Member – The designation of “Limousine Service Provider Member” shall apply to individuals and entities that meet the following qualifications:

- Owner and/or operator of a limousine business in the State of Illinois, that dispatches one or more vehicles, meeting all applicable licensing and regulatory requirements, in which all vehicles owned, contracted with, or operated by the individual or entity, are offered on a prearranged basis to the public.
- Are accepted for membership by the Board of Directors. In some cases, acceptance by the Board of Directors may be by vote.
- Pay the annual dues as set by the Board of Directors.

ii. Associate Limousine Service Provider Member – At such time as the Board of Directors reinstates this membership category and for the duration it is in effect: The designation of “Associate Limousine Service Provider Member” shall apply to individuals and entities that meet the following qualifications:

- Owner and/or operator of a limousine business that dispatches one or more vehicles, meeting all applicable licensing and regulatory requirements, in which all vehicles owned, contracted with, or operated by the individual or entity, are offered on a prearranged basis to the public.
- Limousine business is located outside the six county Chicago metropolitan area (Cook, DuPage, Kane, Lake, McHenry or Will Counties) or a minimum of one hundred miles from the City of Chicago.
- Are accepted for membership by the Board of Directors. In some cases, acceptance by the Board of Directors may be by vote.
- Pay the annual dues as set by the Board of Directors.

iii. Business Member – The designation of “Limousine Service Provider Member” shall apply to individuals and entities that meet the following qualifications:

- Own and/or operate a trade or allied business which provides products, merchandise or services related, necessary to, or reasonably required by, those owning or operating limousine businesses.
- Are accepted for membership by the Board of Directors. In some cases, acceptance by the Board of Directors may be by vote.
- Pay the annual dues as set by the Board of Directors.

iv. Honorary Members – The Board of Directors may appoint such natural persons as “Honorary Members” as it deems advisable, in its discretion, provided that such persons must not otherwise qualify for membership. Honorary Members shall have no voting rights, are not required to pay dues, and may not hold elective office, but may attend all open meetings.

B. Termination of Membership – All Members who cease to meet the membership requirements as set forth in Article 3, Section A shall automatically lose their membership.

### C. Suspension and/or Expulsion

i. Any Member may be expelled and/or suspended for up to two years for cause by two-thirds (2/3) vote of those members of the Board of Directors in good standing, provided that the member to be suspended or expelled for cause be advised of the reason for suspension/expulsion and given an opportunity to defend itself, or “make right” the issue alleged prior to the suspension/expulsion.

ii. Members of any classification may be suspended or expelled from membership by majority vote of the Board of Directors, on the recommendation of the Membership Committee for failure to pay dues as described herein.

iii. Any Member who has been expelled or suspended is ineligible for all ILA Member rights, benefits and services.

D. Reinstatement – Members of any classification may be reinstated upon application, approval of and majority vote by the Board of Directors, and payment of dues to a current status.

## **IV. RIGHTS OF MEMBERSHIP**

### **A. Voting Rights and Right to Hold Office**

- i. Limousine Service Provider Members shall be entitled to one vote, in person or absentee (as provided and approved by the Board of Directors), at meetings of membership or by proxy and shall be eligible to serve as directors and officers in accordance with these Bylaws.
- ii. Associate Limousine Service Provider Members (as set forth in Art. 3; Sec. A ii) shall be entitled to attend meetings of the membership as non-voting members and shall not be eligible to serve as directors and officers in accordance with these Bylaws.
- iii. Business Members shall be entitled to one vote, in person or absentee (as provided and approved by the Board of Directors), at meetings of membership or by proxy and shall be eligible to serve as directors and officers in accordance with these Bylaws.
- iv. Honorary Members shall be entitled to attend meetings of the membership as non-voting members and shall not be eligible to serve as directors and officers in accordance with these Bylaws.

### **B. Member Benefits**

- i. Limousine Service Provider Members shall be entitled to attend all meetings of membership and shall be eligible for all other member services and benefits offered by the Association.
- ii. Associate Limousine Service Provider Members (as set forth in Art. 3; Sec. A ii) shall be entitled to attend meetings of the membership as non-voting members and shall be eligible for other member services and benefits as offered by the Board of Directors.
- iii. Business Members shall be entitled to attend all meetings of membership and shall be eligible for all other member services and benefits offered by the Association.
- iv. Honorary Members shall be entitled to attend meetings of the membership as non-voting members and shall be eligible for other member services and benefits as designated by the Board of Director

## **V. DUES**

A. Annual Membership Fee – Dues shall be established for each class by the Board of Directors and shall be payable on or before January 31 annually. Dues for NEW members will be prorated on a quarterly basis once the date of June 30 has past.

B. Delinquent Payment – Any ILA Member who is delinquent in the payment of dues for a period of ten days after the due date, shall be notified of such delinquency and advised that the member will be terminated on March 1st. Upon application, the Board of Directors, at its sole discretion, may postpone

the due date of dues of any member.

C. Refund of Dues – No dues shall be refunded to any Member whose membership terminates for any reason, except as may be permitted by two-thirds vote of the Board of Directors.

## **VI. MEETINGS OF THE MEMBERSHIP**

### **A. Meetings & Membership; Quorum**

i. Annual Meeting – An annual meeting of the ILA shall be held in May of each year on such date and such time and place as shall be determined by the Board of Directors. The newly elected Board of Directors will be announced at the annual meeting.

ii. Special Meetings – Special Meetings of the ILA may be called by the Board of Directors on such dates and at such times and places as determined by the Board of Directors.

iii. Quorum – Thirty-three percent (33%) of the voting members of the ILA must be present in person or by proxy at all Membership Meetings to constitute a quorum. A quorum is required for the transaction of business at any regular or special meeting. A majority vote of those present at each regular or special meeting shall be necessary to take any action requiring a vote, unless otherwise specified herein.

B. Notice of Membership – Meetings Notice of the date, time, place and purpose of any meeting of the ILA shall be given in writing by facsimile, email, or mail sent to each Member of the ILA at the address on file with the ILA Executive Director not less than five (5) days prior to the date fixed for such meeting.

C. Voting – At any such meeting, each Limousine Service Provider and Business Member of the ILA whose dues are current shall be entitled to one vote, either in person or by proxy.

D. Order of Business – The order of business at all meetings of members shall follow Robert's Rules of Order.

## **VII. ELECTION OF THE BOARD OF DIRECTORS**

### **A. Composition, Terms of the Board, and Eligibility**

COMPOSITION: The Board of Directors will consist of a minimum of seven (7) and a maximum of ten (10) eligible Members whose term will be two years with the exception of the immediate past president who will automatically serve for one year and/or end of term. Seats on the Board of Directors shall be limited to no more than one (1) representative from any active Member company or entity and no more than (3) representatives from companies with contractual affiliation agreements. No more than 30% of the Directors will be Business Members.

TERMS: Rotation of terms will result in a minimum of three members being replaced or reelected at each annual election.

ELIGIBILITY: The Eligibility Requirements to be a candidate for and serve on the ILA Board of Directors includes:

1. LSP or Business “member in good standing” (in accordance with bylaws membership requirements) for a period of two (2) consecutive years prior to election; and
2. Timely payment of dues prior to submission of the Slate of Candidates by the Nominating Committee.

Waiver of these requirements is at the discretion and by a majority vote by the sitting Board of Directors.

B. Nominating Committee – The Nominating Committee shall be appointed by the President and shall consist of three (3) Members, a minimum of one (1) of whom shall be a member of the Board of Directors and a minimum of one (1) of whom shall be a Member at Large. The President shall appoint a Chairman. The President of the ILA shall not be a member of this committee. The Nominating Committee shall meet not less than sixty (60) days prior to the Annual Meeting of the Members, and shall recommend, slate of candidates for the vacant seats on the Board of Directors to be filled by election by balloting of the general membership. The Nominating Committee shall submit its recommended slate of candidates to the Board not later than forty-five (45) days prior to such Annual meeting.

C. Notice to the Members – No less than thirty (30) days prior to the annual meeting, notice of the slate of candidates for the Board of Directors and an official ballot shall be given in writing by facsimile, email, or mail sent to each Member of the ILA at the address on file with the ILA Executive Director. Eligible Members shall return their completed ballots to the ILA no less than five days prior to the annual meeting. To be elected, a candidate for the Board must be approved by a simple majority of Members who return their ballots to the ILA.

D. Election of Officers – The election of officers will take place at the board meeting immediately following the Annual Meeting at which the newly elected Board of Directors were presented to the membership . The positions to be filled will be for one term – or until the next annual meeting – or until elected: President, Vice President, Secretary/Treasurer.

E. Vacancies on the Board – In the event that any person shall become unable or unwilling to serve in the office to which he/she has been nominated, and if such event shall occur prior to the next annual meeting, the next order of business shall be the meeting of the Nominating Committee to nominate a replacement. All prospective directors must be voting members who have been in the limousine business for at least one (1) year and understand the commitment involved in the position.

F. Vacancies/Succession of Officers – In the event the President shall be unable or unwilling to serve in the office to which he/she has been elected, the person holding the position of Vice President will assume the position and duties of the Presidency for the remainder of the year. The person holding the position of Secretary/Treasurer will remain in that position and the Board will vote to fill the position of Vice President at the next meeting of the Board of Directors. In the event the Vice President shall be

unable or unwilling to serve in the office to which he/she has been elected, the Board will vote to fill the position at the next meeting of the Board of Directors. In the event the Secretary/Treasurer shall be unable or unwilling to serve in the office to which he/she has been elected, the Board of Directors shall vote to fill the position at the next meeting of the Board of Directors.

In each of the vacancies above, the board shall vote and fill the vacancy from among the current members of the Board of Directors. The Board shall then refer to Section E above to fill the Director vacancy.

## **VIII. BOARD OF DIRECTORS**

A. Authority & Responsibility – The Board of Directors shall have the supervision, control and direction of the affairs of the Association, shall determine its policies or changes therein within the limits of the Bylaws, shall actively pursue its objectives and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the executive of the powers granted, appoint such as it may consider necessary.

B. Members of the Board – The Board of Directors shall consist of seven (7) to ten (10) members (Article 7, Section A) and the Past President, for one year and/or end of term. The ILA Executive Director and the General Counsel of the ILA will serve as ex-officio advisors to the Board of Directors.

C. Failure to Attend Meetings – Any elected director who fails to attend three (3) regular meetings during his/her tenure due to unexcused absence may be removed from such office by a majority vote of the directors present at any meeting of the Board of Directors.

D. Meetings – Regular meetings of the Board of Directors shall be held at a time and place fixed by the Board of Directors. The President or any three (3) directors may call special meetings of the Board of Directors at any time. Legal counsel may be present at all meetings of the Board if so ordered. Notice of the time and place of such holding of any regular or special meeting of the Board of Directors shall be given to each director. Any meeting of the Board of Directors may be adjourned to the same or another place or time without further notice to all directors. All meetings of the Board of Directors shall be conducted in accordance with Robert's Rules of Order, Revised, when not in conflict with these Bylaws. At all meetings of the Board, the President or in his/her absence, the Vice-President, and if none are present, a chairman will be chosen by the Board, shall preside.

E. Quorum – A majority of Directors shall constitute a quorum, which is required for the transaction of all business, except that a lesser number may adjourn any meeting to another time or place or may fill a vacancy. Except as otherwise provided in these Bylaws or by State or Federal law, a majority of a quorum of directors present shall have the power to act.

F. Removal of Directors – A director may be removed with or without cause by an affirmative vote of two-thirds (2/3) of the directors either in person or by proxy at a duly convened meeting of the directors. No director shall be removed at a meeting of directors entitled to vote unless the written notice of such

meeting is delivered to all directors entitled to vote on removal of directors. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice. Only the named director or directors may be removed at such meeting.

G. Resignation – A director may resign at any time by giving written notice to the Board, the President or the Secretary/Treasurer of the ILA. Unless otherwise specified in the notice, the resignation shall take effect thirty (30) days after receipt thereof by the Board, and the acceptance of the resignation shall not be necessary to make it effective.

## **IX. OFFICERS**

A. President – The President shall be the principal executive officer of the ILA. The President shall preside at all meetings of the ILA and the Board of Directors. The President shall also serve as a member, ex-officio, of all committees except the Nominating Committee. The President shall appoint or remove all members of each committee, appointees and its chairman. Finally, the President shall be responsible for the general management of the affairs of the ILA and shall see that all orders and resolutions of the Board are carried into effect. The President must be a Limousine Service Provider Member.

B. Vice President – The Vice President shall perform such duties and have such powers as may be delegated by the President with the approval of the Board of Directors. The Vice President shall perform the duties of the President in the event of the President's inability to serve. The Vice President must be a Limousine Service Provider Member.

C. Secretary/Treasurer – The Secretary/Treasurer shall be the financial officer of the ILA. The Secretary/Treasurer shall serve on any budget or finance committee that may be instituted by the President or the Board of Directors, and shall report to the Board of Directors at all regular meetings and to the members at their annual meeting concerning the finances of the ILA. The Secretary/Treasurer shall attend all meetings of the members and of the Board of Directors.

D. Past President – The Past President shall be a non-voting member of the Board of Directors.

## **X. PAID POSITIONS**

The ILA Board of Directors may retain the services of person or persons for a fee to carry out the work of the Association as mandated by the Board of Directors.

## **XI. COMMITTEES**

A. Standing Committees – The Board of Directors may designate one (1) or more standing committees, as deemed necessary to carry out the Association's business. All standing committee members shall

serve at the pleasure of the Board for a term designated by the Board of Directors. Standing committees will include but shall not be limited to Audit, Bylaws, Membership, Education, Legislation, Vendor/Business/Sponsorship, and Strategic Planning.

B. Task Forces and Advisory Bodies – The Board of Directors may designate one or more task forces and/or advisory bodies, as deemed necessary, to carry out the Association’s business. Task forces and advisory bodies shall serve at the pleasure of the Board for a term designated by the Board of Directors.

## **XII. FINANCE**

A. Bank Accounts – The Board of Directors may provide for an account for the ILA at any bank and may provide for such conditions as two signatures for withdrawals.

B. Fiscal Year – The fiscal year of the ILA shall be established by the Board of Directors.

C. Budget – The Board of Directors shall adopt in advance of the next fiscal year an annual operating budget covering all activities of the ILA.

D. Financial Reports – The Secretary/Treasurer shall furnish to the Board of Directors, at the annual yearly meeting of the Board of Directors, a financial report of the ILA for the preceding calendar year, and as necessary a financial update of the financial condition of the ILA.

E. Review of Accounts – The accounts of the ILA shall be reviewed not less than annually by the Secretary/Treasurer or a certified public accountant (who shall be appointed by the Board of Directors), as required by law, and who shall provide a report to the Board of Directors and be supervised by the President.

## **XIII. LIMITS ON LIABILITIES**

Nothing contained herein shall constitute members of the ILA as partners for any purpose. No member, agent or employee of this Association shall be liable for the acts or failure to act on behalf of any other member, officer, agent or employee of the ILA. Nor shall any member, officer, agent or employee be liable for his acts or failure to act under these Bylaws, excepting only acts of omission to act arising out of his willful malfeasance.

## **XIV. CONSTRUCTION**

If there be any conflict between the provisions of the Articles of Incorporation and these Bylaws, the provisions of the Articles of Incorporation govern.

## **XV. DISSOLUTION**

The ILA shall use its funds to accomplish the objectives and purposes set forth in these Bylaws, and,



upon the final dissolution of the ILA, no part of said funds shall insure or be distributed to members of the ILA. On such dissolution, the funds of the ILA may be paid over to a successor created by the reorganization of the ILA, or if there be no such successor, to one or more legally organized charitable organizations to be selected by the Board of Directors.

## **XVI. AMENDMENTS**

The Bylaws of the ILA may be amended at any annual meeting, or at any special meeting regularly called for that purpose by a simple majority of all voting members of the Membership who are present in person or by proxy.



Revision to October, 1998

Revised Bylaws approved in March, 2003.

Proposed Revised Bylaws February, 2006

Revised/Presented: 3/06 and 4/12

Approved: 4/2012