BYLAWS OF

TRI-COM CENTRAL DISPATCH

As adopted and approved by the Tri-Com Central Dispatch Board of Directors on May 8, 2024

ARTICLE I
PURPOSE

Tri-Com Central Dispatch, hereinafter referred to as Tri-Com, is an intergovernmental entity voluntarily established by its Original Members (as defined below) pursuant to an Intergovernmental Agreement ("IGA") dated on or about on June 7, 1976 and amended from time-to-time, all as authorized by Article VII, Section 1, of the Constitution of the State of Illinois, 1970, and the Intergovernmental Cooperation Act, 5 ILCS 220/1 et seq., Tri-Com's purpose is to provide communication services for police, fire, ambulance and other emergency communication systems for the mutual benefit of the members; to provide such services on a contract basis to other public agencies; and to otherwise protect and promote the public health, safety, and welfare.

ARTICLE II
BYLAW STATEMENT

The purpose of these bylaws ("Bylaws")is to guide the actions and decisions of the Board of Directors and Tri-Com personnel. The bylaws outline procedures, processes, authority, and expectations to ensure the smooth operation of Tri-Com and therefore protect the public. It is the intent that the Bylaws will assist in preventing and resolving disagreements.

ARTICLE III
POWERS

Tri-Com shall have the following powers in its own name:

A. To enter into contracts, including contracts for the provision of communications services to other public agencies, subject to the approval of the Board of Directors;
B. To hire employees and retain other professionals as required;
C. To acquire, lease, hold, and dispose of property, both real and personal, subject to the approval of the Board of Directors;
D. To incur debts, liabilities, or other obligations necessary for the accomplishment of its purpose subject to the approval of the Board of Directors;
E. To purchase or lease necessary equipment;
F. To employ necessary personnel for the operation and maintenance of a system adequately designed to handle calls for police, fire and emergency medical services as well as the dispatch of members' field units; and
G. To exercise all powers necessary and incidental to carrying out the purposes set forth in Article I of these Bylaws and the IGA.

ARTICLE IV
MEMBERSHIP

The City of St Charles, the City of Batavia, and the City of Geneva are the Original members of Tri-Com (hereinafter sometimes referred to as "Legacy Members"). Additional members (excluding Contract Communication Service Members) may be admitted to Tri-Com pursuant to the terms of the IGA as the same may be amended from time-to-time.

Continued membership in Tri-Com shall be contingent upon the payment by each member of an annual assessment and any additional fees that may be determined by the Board of Directors consistent with the financing procedures set forth in Article VI hereunder.

Subject to approval by the Board of Directors, Tri-Com may provide certain fire, EMS, and police communication contractual services to other public agencies ("Contract Communications Service Member").

ARTICLE V
ORGANIZATION

A. Board of Directors

1. **Membership.** Management of Tri-Com shall be vested in the Board of Directors, consisting of not less than eleven (11) regular members, and one elected representative of the contract agencies, as follows:

   a. Each police chief of a Legacy Member (3);
   b. Each fire chief of a Legacy Member (3);
   c. One alderman from each of the Legacy Members, said alderman being appointed by the respective mayor with the advice and consent of the respective city council (3);
   d. One representative of any agency becoming a member through the provisions of Section 2.6.1 of the IGA (1).
   e. One representative elected by the contract service agencies as outlined in Section 2.11.1 of the IGA (1).

2. **Chairman, Vice-Chairman, Immediate Past Chairman, and Combined Agency Representative.**

   a. Election of officers; rotation. At the annual May meeting, the Board of Directors shall elect one (1) of its members to serve as a Chairman and one (1) to serve as a Vice-Chairman, pursuant to the rotation schedule in this subsection. In the event that the annual May meeting does not occur, or an insufficient quorum is present, the Board of Directors shall call a special meeting for the limited purposes of appointing the Chairman and Vice-Chairman as soon as practicable thereafter. The police chiefs and fire chiefs of the Legacy Agencies shall alternately act as Chairman and Vice-Chairman positions utilizing the following rotation:

Chairman	St. Charles Fire Chief
Vice Chairman	Geneva Police Chief
Immediate Past Chairman	Batavia Police Chief

Chairman	Geneva Police Chief
Vice Chairman	Batavia Fire Chief
Immediate Past Chairman	St. Charles Fire Chief

Chairman	Batavia Fire Chief
Vice Chairman	St. Charles Police Chief
Immediate Past Chairman	Geneva Police Chief
Chairman	St. Charles Police Chief
Vice Chairman	Geneva Fire Chief
Immediate Past Chairman	Batavia Fire Chief
Chairman	Geneva Fire Chief
Vice Chairman	Batavia Police Chief
Immediate Past Chairman	St. Charles Police Chief
Chairman	Batavia Police Chief
Vice Chairman	St. Charles Fire Chief
Immediate Past Chairman	Geneva Fire Chief

b. Terms of officers. Each officer shall assume office at the close of the May meeting, or at the close of the special meeting, as the case may be, and shall serve a term of one (1) calendar year thereafter. Notwithstanding the foregoing, each officer shall remain in office until a replacement is elected as set forth herein. If the Chairman retires or otherwise vacates the position of fire or police chief, the Vice Chairman shall immediately assume the role and responsibilities of Chairman. The then-acting Chairman shall serve out the remainder of the vacated term until the following May, whereupon said Chairman will then serve their full term as would be part of the normal rotation. Upon completion of the Chairman's term, the Chairman will serve as Immediate Past Chairman.

c. Duties of the Chairman. The Chairman shall:
   i. serve as the presiding officer for meetings of the Board of Directors;
   ii. supervise all business and affairs of Tri-Com;
   iii. execute documents as authorized by the Board of Directors or these Bylaws;
   iv. from time to time, create such subcommittees as may be needed for the Board of Directors to perform its duties, and to appoint members of the Board of Directors to each subcommittee;
   v. serve as a liaison between the Board of Directors and the Executive Director;
   vi. recommend to the Board of Directors the salaries of all Tri-Com employees based upon the applicable Collective Bargaining Agreement and the Tri-Com non-union Compensation Plan;
   vii. conduct an annual evaluation of the Executive Director's performance and report to the Board of Directors. This evaluation shall be presented to the Board of Directors for final consideration and approval during a regular board meeting; and
   viii. perform all duties incidental to the office of Chairman together with those additional duties that may be prescribed by the Board of Directors.

d. Duties of the Vice Chairman. In the absence of the Chairman, the Vice-Chairman shall perform the duties of the Chairman, together with those additional duties that may be prescribed by the Board of Directors.

e. Immediate Past Chairman. As necessary, the Immediate Past Chairman shall assist the Chair and Vice Chair with projects that span two (2) budget years or roll from the term of one Chairman to another.

f. Combined Agency Representative. The Combined Agency Representative shall be elected at the May meeting of the Board of Directors by those Contract Communication Service Agency's whose CFS were less than eight percent (8%) for the preceding year. The nomination and votes shall be noted in the minutes of the Board of Directors. The election and term of the Combined Agency Representative shall otherwise comply with Section 2(a) and 2(b) herein.

g. Robert's Rules of Order. Except when in conflict with the Bylaws or IGA, Robert's Rules of Order shall govern the meetings of the Board of Directors.

3. **Meetings of the Board of Directors**.

a. Commitment to transparency. All regular and special meetings of the Board of Directors or any subcommittee shall comply with the Open Meetings Act (5 ILCS 120/1 et seq., as amended from time-to-time).

b. Schedule of regular meetings. The regular meetings of the Board of Directors shall be held on the second Wednesday of the odd months. The annual budget for Tri-Com shall be adopted at the January meeting. The Executive Director or designee shall cause notice of these regular meetings, including an agenda: (a) to be mailed or electronically mailed to each member of the Board of Directors at least ten (10) days before the meeting; (b) to be mailed or electronically mailed to members of the media requesting same; and (c) posted at Tri-Com's office and on the Tri-Com website. No formal action shall be taken on any item which is not on the agenda at the time of the meeting.

c. Special meetings. Special meetings of the Board of Directors may be called by the Chairman, a majority of the Board of Directors, or by the Executive Director upon written request. The date, time and location of special meetings shall be determined by the person(s) calling the meeting. Written notice of special meetings, including a specific agenda for the meeting, shall be electronically mailed to each member of the Board of Directors and members of the media requesting same at least forty-eight (48) hours before the meeting. Only those items appearing on the agenda may be considered at the meeting.

d. Quorum. A majority of the members of the Board of Directors then holding office, including at least one (1) member from each Legacy Member, shall constitute a quorum for the transaction of business at a meeting of the Board of

Directors. If less than a majority of Directors are present at a meeting, the Directors present may adjourn the meeting without further notice.

e. <u>Voting</u>.

i. Each Director shall be entitled to cast one (1) vote on each matter coming before the Board of Director for action. Unless otherwise provided for by law or the IGA, a majority of the Directors present and voting at a duly noticed Board of Directors' meeting shall be required for the Board of Directors to act. In the event that a Legacy member has less than three (3) Directors, but more than one (1) Director present at a Board of Directors' meeting, the Legacy Member shall be entitled to cast a total of three (3) votes through its Director(s) who are present, on all matters coming before the Board of Directors at the meeting in question.

ii. Each Contract Communication Service Agency whose call for service (CFS) for the prior fiscal year was greater than eight percent (8%) of the total CFS shall be entitled to cast one (1) vote, through its designated representative, on each matter coming before the Board of Directors.

iii. Contract Communication Service Agencies whose individual CFS, for the prior fiscal year is less than eight percent (8%) may, collectively, elect a single representative (hereafter referred to as "Combined Agency"). A Combined Agency, through its elected representative, may cast one (1) vote on each matter coming before the Board of Directors for action.

iv. In the event the CFS for any Contract Communication Service Agency falls below eight percent (8%) of the total CFS, the right to vote for that Contract Communication Service Agency shall cease *instanter*.

v. Each Contract Communication Service Agency, or a member other than a Legacy Member, may appoint an alternate representative to attend and vote on matters before the Board of Directors if its primary representative is unable to attend a meeting.

vi. No proxy or absentee votes shall be allowed unless otherwise provided for by the IGA.

4. **<u>Powers of the Board of Directors; compensation</u>**.

a. <u>The Board of Directors shall</u>:

i. Review and adopt an annual budget for Tri-Com, and amendments thereto;

ii. Determine the number of employees and job descriptions of persons employed on behalf of Tri-Com;

iii. In accordance with the IGA, all employees of Tri-Com are technically employees of the City of Geneva for insurance, retirement plan, and other related purposes. However, the hiring, compensation, promotion, discipline, and discharge of all employees shall be under the exclusive control of the Board of Directors.

iv. In cooperation with the Chairman, conduct an annual review of the Executive Director and, at the Board of Directors conducted in March, determine the salaries of all non-union employees.

v. Appoint and remove the Executive Director.

vi. Require an annual audit to be conducted by a certified accountant of Tri-Com's financial affairs. A copy of the audit report shall be transmitted to all Directors and Members. The Board of Directors shall review and approve the report of the audit and take such actions it deems appropriate based on the audit recommendations, if any. The audit shall be conducted after each fiscal year in accordance with generally accepted accounting principles.

vii. Designate the officer(s) and employees authorized to execute and deliver contracts or any other instrument in Tri-Com's name and on its behalf in the furtherance of its purpose. This authority may be general or limited to specific transactions or types of transactions and shall execute all documents required to evidence the authority to sign orders of payment of money, and notes or other orders of payment of money, and execute all documents required to evidence the authority of the officer(s) or agents.

viii. Review and amend the Bylaws as needed.

ix. Approve new Contract Communications Service Members and expel existing Contract Communications Service Members in accordance with the IGA.

x. Ensure that decisions concerning development, operation, and cost sharing, expenditure approval, personnel and equipment utilization are consistent with the purpose of Tri-Com, the policies established by the Board of Directors and the limits fixed by the approved budget.

xi. Review and approve, from time to time as necessary, Tri-Com's personnel manual.

xii. Subject to the policies determined by the Board of Directors, contract with other units of local government and other public agencies as authorized in the Illinois Intergovernmental Cooperation Act for their use of Tri-Com's facilities, equipment and services and to establish appropriate charges, therefore. Except as specifically provided herein, no contract or other obligation of Tri-Com shall be binding unless approved by the Board of Directors.

xiii. Conduct long-term planning on capital improvements, and multi-year expenditures.

xiv. Review and approve the facility operations, financial reports and Executive Director's report.

xv. Review and approve the disposal of surplus equipment as defined under the current policy of the Board of Directors and Illinois State Statute.

xvi. Approve Tri-Com accounts payables.

xvii. Assist Tri-Com from time to time in lobbying legislators (State and Federal) and/or State or Federal Agencies on issues affecting public safety, in particular emergency dispatching and communications systems and airwaves (Federal Communications Commission).

xviii. Approve any new or amendments to collective bargaining agreements, financial policies, and personnel manual.

xix. The Board of Directors may establish such additional rules and procedures governing its conduct as it deems necessary.

xx. The Board of Directors shall have all necessary powers, express or implied, that are not inconsistent with the Bylaws, the IGA, the Laws of the State of Illinois, and the Constitution of the State of Illinois.

b. Compensation. No member of the Board of Directors shall receive salary or other compensation from Tri-Com.

B. POLICE OPERATION COMMITTEE AND FIRE OPERATION COMMITTEE

1. Membership
   a. The Tri-Com Police and Fire Operation Committees shall consist of a representative appointed by the member's Chief for each police and fire department.
   b. A maximum of one (1) member can be appointed by each police or fire agency, for their respective Operations Committee.

2. Meetings
   a. Regular meetings shall be held monthly for fire and bi-monthly for police. Notice of the regular meetings, including an agenda, shall be mailed to each member of respective committee at least seven (7) days before the meeting.
   b. Special meetings may be held at the call of Tri-Com or any committee member with at least forty-eight (48) hours advance notice.
   c. All notices of regular and special meetings, and agendas therefor, shall be made, posted and distributed in accordance with the Open Meetings Act as amended from time to time.

3. Voting
   a. Each committee member attending in person shall be entitled to cast one vote.
   b. No proxy or absentee votes are allowed.

4. Duties
   a. Be the personal contact at each member's police or fire departments for the Tri-Com Executive Director in matters of daily procedural concern.
   b. Provide liaison to the Tri-Com Director in the coordination and preparation of unified procedures.
   c. Be a resource for the Board of Directors in researching special topics of interest.
   d. Forward complaints or compliments concerning the operation of Tri-Com to the Tri-Com Executive Director or designee from their respective agencies.
   e. Serve as a committee member to provide recommendations to improve, standardize, address issues and enhance effectiveness of dispatch operations.
   f. Perform any other related duties as required by the Board of Directors.

C. EXECUTIVE DIRECTOR

1. The Executive Director shall be the administrative head of Tri-Com and shall be directly responsible to the Board of Directors for the administration of Tri-Com.
   a. The Executive Director shall be appointed by, and shall serve at the pleasure of, the Board of Directors.
   b. The Executive Director shall be chosen based on administrative and executive qualifications with special reference to actual experience in public safety.
   c. In the event that the office of Executive Director is vacant, or the Executive Director is unable to act, the Deputy Director shall serve as Executive Director.

2. No person shall serve as Executive Director while that person is also employed by, or serving as, an official of a Member. Provided, however, in the event that the Executive Director and Deputy Director are unable to act or the positions are vacant, the Board of Directors shall have the right to appoint any person to serve as Executive Director on an interim basis.

3. The powers and duties of the Executive Director shall be:
   a. To attend all meetings of the Board of Directors, unless excused from such.
   b. The Executive Director shall have the right to take part in the discussion of all matters coming before the Board of Directors but shall have no vote.
   c. The Executive Director shall be entitled to and be given notice of all meetings, regular and special, of the Board of Directors.
   d. To appoint, evaluate, promote, demote or remove employees of Tri-Com pursuant to the approved Tri-Com budget and in accordance with the personnel policies, procedures, and Collective Bargaining Agreements of Tri-Com; prior to the demotion or removal of an employee, the Executive Director shall consult with the Human Resources Department of the City of Geneva as to the manner and procedure of discipline.
   e. To recommend to the Board of Directors for adoption of such measures as may be deemed necessary or expedient for the efficient operation of Tri-Com.
   f. To enforce, to administer, and to make operative the policies of Tri-Com as established by the Board of Directors.
   g. To prepare a monthly report on Tri-Com activities and present the report to the Board of Directors.
   h. To prepare a proposed annual budget as well as a report of estimated revenues to determine the estimated funds necessary to defray the expense of Tri-Com for the fiscal year and to present same to the Board of Directors in a manner set forth in Article V herein.
   i. To serve as Chairman, or appoint a designee, of the police and fire committees and coordinate the activities of the respective committees as required.
   j. To expend funds in accordance with the approved budget and the provisions of Tri-Com's Financial Policies.
   k. To perform such other duties as may be delegated from time to time by the Board of Directors.

ARTICLE VI
FINANCE

A. Fiscal year. The fiscal year of Tri-Com shall commence on May 1st and end on April 30th.

B. Budget process and milestones. The budget process is designed to provide the Board of Directors, the Members, Contract Communication Service Agencies, Tri-Com staff, and other stakeholders with consistency and ample time to review the budget, while recognizing Tri-Com's operational needs and regulatory environment are dynamic. Accordingly, Tri-Com shall endeavor to follow the budget process and milestones set forth herein as much as practicable.
   1. Due to the calendar year budget cycle utilized by the City of Batavia, preliminary budget numbers should be provided to Batavia no later than the August 31 preceding the January review and approval.
   2. Any proposed staffing increases should be provided to the Board of Directors at the July meeting preceding the January review and approval.
   3. Not later than December of each year, the Board shall review the proposed annual budget and make such modifications as it deems proper.
   4. An annual budget and each Member's cost share for the upcoming fiscal year should be reviewed and approved by the Board of Directors no later than the regular meeting in January of each year.

C. Cost-sharing charges. Upon approval of the annual budget, the Board of Directors shall have the authority to fix cost-sharing charges for all Members of an amount sufficient to provide the funds required by the current annual budget in accordance with the IGA. Geneva shall invoice all Members and Contract Communications Service Agencies for their respective shares of the Annual Dispatch Service Fee on a quarterly basis. Invoices are to be paid within forty-five (45) days from receipt thereof. Any member whose charges have not been paid within sixty (60) days after the issuance of an invoice shall be assessed interest on the delinquent payment(s) at a rate of one percent (1%) per month in accordance with the Illinois Local Government Prompt Payment Act, 50 ILCS 505/1 et seq.

D. Member finding. Each Member shall take all required actions to authorize the funds necessary to meet its obligations under these Bylaws or the IGA, as the case may be.

E. Purchases and Bidding. It is the policy of Tri-Com to purchase and/or let contracts in accordance with the Illinois Municipal Code and such procedural guidelines established by the Board of Directors to ensure the efficient operation of Tri-Com, safeguard public funds and transparency, and meet the dynamic and exigent needs of public safety communications.

F. Expenditures. After adoption of the annual budget by the Board of Directors, the Executive Director shall make expenditures in accordance with such budget.

G. Financial Policies. The Board of Directors shall enact and review such other and further financial policies as it sees fit on all financial matters, including, but not limited to, fund balances, operating policies, revenue policies, procurement, investment policies, and debt policies. All such financial policies approved by the Board of Directors are hereby incorporated herein by this reference, as if fully set forth herein.

ARTICLE VII
LEAD AGENCY

A. The City of Geneva is the designated Lead Agency of Tri-Com.

B. All annual budgets of Tri-Com, as well as any subsequent amendments to the budget, shall be approved by the Tri-Com Board of Directors and provided to the City of Geneva.

C. Tri-Com shall pay a reasonable amount for City of Geneva's administrative expenses in carrying out the financial and insurance obligations herein.

ARTICLE VII
AMENDMENT TO BYLAWS

A. Amendments to these Bylaws may be proposed by any Member of the Board of Directors.
   1. The amendment shall be submitted to the Board of Directors at least thirty (30) days prior to the meeting of the Board of Directors at which such amendment is to be considered.
   2. The proposed amendment and the reason therefore shall be considered by the Board of Directors, along with the recommendations of the Executive Director and any officer of Tri-Com.

B. A three-fourths (3/4) majority vote of the Board of Directors present during the meeting shall be required to adopt any amendment to these Bylaws.

ARTICLE IX
MISCELLANEOUS

A. Effective Date. These Bylaws shall go into effect immediately upon adoption by the Board of Directors.

B. Conflict with the IGA. No term or provision of the Bylaws shall conflict with the IGA as the same may be amended from time-to-time. To the extent any such conflict arises, either express or implied, the terms of the IGA shall govern, but the remainder of the Bylaws shall remain in full force and effect.

C. Rules of Construction. Words and phrases shall have the meaning ascribed to them in the IGA or as defined herein. In the event a word or phrase is not so defined, a common dictionary definition shall be utilized. Specific terms and provisions shall govern over the general.

D. Operational Control. Notwithstanding any provisions in these Bylaws, no Member of Tri-Com shall relocate the equipment or property of Tri-Com, or by any means increase Tri-Com's operational responsibilities, obligations, and/or costs, including but not limited to, costs to be incurred by Tri-Com for the purchase of new or additional equipment, without first obtaining authorization from Tri-Com's Board of Directors.