

**CONSTITUTION AND BY-LAWS
OF THE
SWCD of Illinois Insurance Group Association**

PREAMBLE	2
ARTICLE I – NAME, PURPOSE, AND COMPOSTION	3
ARTICLE II – OBJECTIVES AND POWERS	5
ARTICLE III - ELECTION OF OFFICERS, TERMS OF OFFICE, DUTIES	6
ARTICLE IV – MEETING, QUORUM, VOTING, ATTENDANCE	7
ARTICLE V – OPERATING FUNDS	8
ARTICLE VI – DRAFTS AND POWERS	9
ARTICLE VII – AMENDMENTS	9
ADOPTION AND APPROVAL OF COMMITTEE	10

**CONSTITUTION AND BY-LAWS
OF THE
SWCD of ILLINOIS INSURANCE GROUP ASSOCIATION**

PREAMBLE

The SWCD of Illinois Insurance Group Association will provide state leadership and the framework required to develop and administer the employee benefit insurance plans for Illinois Soil and Water Conservation District Employees. The goals of the SWCD of Illinois Insurance Group Association can be accomplished through the proper administration of the group employee benefit plans.

**ARTICLE I
NAME, PURPOSE AND COMPOSITION**

Section 1.1 - Name

The name of the organization shall be the SWCD of Illinois Insurance Group Association.

Section 1.2 - Purpose

The Association is an independent, non-profit, nonpartisan, incorporated organization. The primary purpose of the group is the administration, improvement and proper use of the funding resources used to provide employee benefits to soil and water district employees.

Section 1.3 - Composition

The SWCD of Illinois Insurance Group Association is composed of an ISWCDEA appointed district employee from each of the 5 Bureau of Land and Water Resources Administrative Regions. Advisors for the association will also include a representative from the AISWCD board, the AISWCD Executive Director and the Illinois Department of Agriculture, Bureau of Land and Water.

Section 1.4 - Sponsors

Sponsors of the SWCD of Illinois Insurance Group Association will be the Illinois Soil and Water Conservation District Employees Association.

Section 1.5 - SWCD of Illinois Insurance Committee

The SWCD of Illinois Insurance Committee shall be composed of one official delegate of each of the five Bureau of Land and Water Resource Administrative Regions as appointed by the ISWCDEA board.

Section 1.6 - Exemptions

No part of the net earnings of the SWCD of Illinois Insurance Group Association shall incur to the benefit of, or be distributable to its committee members, trustees, officers, or other private persons, except that the SWCD of Illinois Insurance Group Association shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the SWCD of Illinois Insurance Group Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the SWCD of Illinois Insurance Group Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles the SWCD of Illinois Insurance Group Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c) (3) or the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

Section 1.8 - Dissolution

Upon the dissolution of the SWCD of Illinois Insurance Group Association, the insurance committee shall, after paying or making provision for the payment of all of the liabilities of the SWCD of Illinois Insurance Group Association, dispose of all of the assets of the Insurance Group exclusively for the purpose of the Insurance Group in such manner, or the ISWCDEA or such organization or organizations organized and operated exclusively for the benefit of Illinois Soil and Water Conservation District employees and shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Area Council shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the SWCD of Illinois Insurance Group Association is then located, exclusively for such

purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE II

OBJECTIVES AND POWERS

Section 2.1 – Objectives

The purposes of this organization shall be a labor organization within the meaning of Section 501 (c) (5) of the Internal Revenue code of 1954. The objectives in furtherance of the above purpose are:

- a. To coordinate planning and implementation efforts of the sponsors.
- b. To develop and carry out a current plan of action for improving and maintaining employee insurance benefits for soil and water conservation district employees.
- c. To cooperate and assist in carrying out approved employee insurance benefits.
- d. To create a general awareness of the urgency and need for effective and high quality insurance programs for the district employees of the 98 soil and water conservation districts.
- e. To obtain, coordinate, and apply the required technical, financial, educational, and other resources required keeping current and implementing the SWCD of Illinois Insurance policies.

Section 2.2 – Powers

The authority to carry out SWCD of Illinois Insurance Group Association measures in implementing plans is vested with Illinois Soil and Water Conservation District Employee Association. The powers of the Committee are restricted to those needed to carry out purposes and objective as stated in Article I, Section 2 and Article II.

ARTICLE III

ELECTION OF OFFICERS, TERMS OF OFFICE, DUTIES

Section 3.1 - SWCD of Illinois Insurance Committee

Members of the Committee shall consist of one representative from each of the 5 Bureau of Land and Water Administrative Regions. The Illinois Soil and Water Conservation District Employee Association shall appoint the delegates as opening occur.

Section 3.2 - Officers

The elected officers of the SWCD of Illinois Insurance Group Association shall be Chairperson and Vice Chairperson. A plan administrator will also be appointed by the SWCD of Illinois Insurance Committee

Section 3.3 - Terms of Office

All officers will serve until duly qualified successor is elected.

Section 3.4 - Vacancies

Vacancies shall be filled as follows:

Office of Chairperson – Vice Chairperson will fill unexpired term of Chairperson.

Other offices – Shall be appointed by the Chairperson to fill unexpired terms with consent of the Council.

Section 3.5 - Duties of Officers

The duties of each officer shall be as follows:

Chairperson – The Chairperson shall preside at all meetings of the SWCD of Illinois Insurance. At each meeting, the Chairperson shall submit recommendations and information as he/she may deem proper concerning the affairs and operation of the Council. Prior to each meeting, the Chairperson shall submit to the Secretary an agenda of items for the coming meeting.

Prior to each meeting, the **Vice Chairperson** – The Vice Chairperson, in the absence of the Chairperson, shall assume all responsibilities of the Chairperson. He shall also assume any duties, which the Chairperson shall deem proper to delegate to him.

Plan Administrator – The plan administrator shall be the recording officer of the Insurance Group and custodian of all records of the group. The administrator shall perform the following duties:

- a. Record, distribute and file the minutes of meetings of the Insurance Committee
- b. Conduct the official correspondence of the Insurance Committee.
- c. Send out notices of all meetings of the Insurance Committee, along with the agenda of the coming meeting, to all members and cooperating agencies.
- d. Maintain a currently accurate record of all members of the enrolled employees on all insurance programs.
- e. Keep an up-to-date book of the minutes of meetings, the by-laws and amendments, and the policies.

Treasurer – The AISWCD shall be the custodian of all funds of the group.

- a. Disperse all funds as ordered by the group.
- b. Provide for an annual audit as required by the Illinois Department of Agriculture.

ARTICLE IV

MEETING, QUORUM, VOTING, ATTENDANCE

Section 4.1 - Meetings

1. The SWCD of Illinois Insurance Group Association shall meet quarterly starting in March. Special meetings may be called by the Chairperson or by petition of 3 members of the Insurance Group Association. The meeting time and place shall be decided by the Insurance Group Association.
2. The SWCD of Illinois Insurance Group Association will provide quarterly reports to the ISWCDEA board and shall provide a report of activities at the ISWCDEA Annual Meeting held during Winter Training.
3. Minutes and a report of the Insurance Committee will be submitted to the ISWCDEA, AISWCD and IDA and other cooperating agencies.

4. In the event that the Chairperson or Vice Chairperson cannot attend a regularly scheduled meeting, then the members present will appoint a Chairperson pro tem for that meeting.

Section 4.2 - Quorum

1. A quorum of the SWCD of Illinois Insurance Group Association will consist of the members present but not less than 60 percent of the five Bureau of Land and Water Administrative Regions.

Section 4.3 - Voting

1. Each member designated or the alternate present at a SWCD of Illinois Insurance Group committee meeting shall have one vote. All regular questions and business will be decided by a simple majority vote of members present.

ARTICLE V OPERATING FUNDS

Section 5.1 – Funding

The funding of the SWCD of Illinois Insurance Group Association will come from the following sources.

1. Illinois Department of Agriculture Insurance Allocation
2. Premiums paid by Soil and Water Conservation District employees and directors.

Section 5.2 - Expenditures

Expenditures of funds will be authorized by the SWCD of Illinois Insurance Committee and disbursement will be made by check upon the signature of the Treasurer or in the absence of the Treasurer by the Committee Chairperson.

Section 5.3 – Audit

The Insurance Group's financial affairs shall be audited annually as requested by the Illinois Department of Agriculture

ARTICLE VI

DRAFTS AND POWERS

Section 6.1 – SWCD of Illinois Insurance Group Committee

The duties and powers of the SWCD of Illinois Insurance Group Committee are:

- a. Seek the best coverage at competitive prices by soliciting bids for contract, as needed, to be determined by the Illinois Soil & Water Conservation District Employee Association (ISWCDEA) Board.
- b. Committee shall make contact with employees they represent and keep the line of communications open.
- c. Review and update policies and procedures annually.
- d. Send copy of minutes of any insurance meeting to the administering county, BLWR regional representatives, and Co-Chairs of the ISWCDEA.
- e. Review and adjust coupon to stay current on premiums.
- f. Make special issues decisions.
- g. Review financial statements from the plan administrator each month as mailed.

ARTICLE VII

AMENDMENTS

Section 7.1 - Amendments

The SWCD of Illinois Insurance Group Association may alter, amend or revise these By-Laws by an affirmative 2/3 majority vote of the members present of any regular or special meeting at which quorum is present, and only after each member has been notified in writing of the proposed amendment or alteration at least thirty (30) days prior to the meeting at which a vote is to be taken on the proposed alteration, amendment, or revision.

The foregoing Constitution and By-Laws were adopted at the regular meeting of the SWCD of Illinois Insurance Group on April 23, 2009.