



Madison County Administration Bldg.
157 North Main Street, Suite 115
Edwardsville, Illinois 62025-1963

Phone: 618.296.4554
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Web: co.madison.il.us/mcvac

Office Hours:
Monday- Friday
8:30 a.m. - 4:30 p.m.

TO: 2023 Appointed Delegates and Alternates Veterans' Assistance Commission of Madison County Inc. Membership

FROM: Kate Broadhurst, Recording Secretary

PLEASE MARK YOUR CALENDARS

Meeting Notice: Veterans' Assistance Commission of Madison County Inc.
2nd Quarter 2023 Membership Meeting

Meeting Date and Time: Thursday, June 15, 2023, at 6:30 p.m.

Meeting Location and Address: Meeting will be held at the County Administration Building, 157 North Main Street, Edwardsville, IL 62025. Please enter via the main door to the Administrative Building, as this will be the single point of entry.

Dated and Signed: May 26, 2023

Thanks,

Bradley A. Lavite
Superintendent

Veterans' Assistance Commission of Madison County Inc.

157 North Main Street, Suite 115

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2ND QUARTER 2023 COMMISSION MEETING AGENDA

JUNE 15, 2023

1. Call to Order / Pledge of Allegiance / Prayer
2. Roll Call for Quorum of Duly Appointed Delegates and Alternates
 - a. Consideration and approval of March 16, 2023, 1st Quarter Membership Meeting Minutes.
 - b. Consideration and approval of 2nd Quarter 2023 Financial Report.
 1. Madison County Auditor's Check Registers - Treasurer Ken Morales as reported to the full Commission membership.
 2. Madison County Auditor's Financial Reports - Treasurer Ken Morales as reported to the full Commission membership.
3. Information and activity deemed to be of interest to the Commission since the last Membership Meeting
 - a. DAV Transportation Network (Driver Coordinator Resignation and Additional Drivers Needed).
 - b. Approved Leave for Administrative Assistant Jeffrey Sherwood.
 - c. Administrative Assistant Devin Daniels passed the National Association of County Veterans Service Officers (NACVSO) Accreditation Exam and will be promoted to Veteran Service Officer (VSO).
 - d. Hired Administrative Assistants Michelle Henline and Bret Sandvoss.
4. Unfinished Business
 - a. None
5. New Business
 - a. 2023 VAC Policy Adoption (VAC Attorney, Thomas Burkart, will be available for consultation as needed).
 - b. 2023 VAC New By-Laws (VAC Attorney, Thomas Burkart, will be available for consultation as needed).
 - c. 2024 VAC Annual Budget Request
 - d. The Chair will ask representatives of the Members if they wish to be recognized for the purpose of any new matters they want the Membership to address. Issues pertaining to personnel matters, religion, or partisan politics will not be tolerated.
 - e. Open Meetings Act opportunity for public address.
6. Adjournment

Next Meeting Date and Time

- a. 3rd Quarter Commission Meeting - September 21, 2023, at 6:30 p.m.



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May 30, 2023

Re: New Bylaws and Policy Adoption Document

Dear Representatives (Delegates and Alternates) of the Commission:

I just want to take the time to thank you for your willingness to be active representatives (delegates and alternates) for your respective Veterans Service Organizations (VSOs) that make up our Commission.

This cover letter explains the other documents included in this mailing, so you have a clear understanding of what is required under Illinois P.A. 102-1132, which recently amended the Military Veterans Assistance Act (MVAA) as it specifically pertains to the Veterans' Assistance Commission of Madison County, Inc. (VACMC). Also included is a copy of P.A. 102-1132 for your reference.

Two (2) of the documents will eventually require adoption by the Commission (can be adopted in June but no statutory deadline):

1. New VACMC Bylaws
2. New VACMC Policies

The other documents assist in your review and in gaining a better understanding of the New VACMC Bylaws and Policies:

1. One-Page Summary
2. Memorandum of Law

Please read over the included documents and share with your organization's membership. I realize that this is a lot of information, but it is important information that is mandated by law and calls for the Commission to act.

I feel our review of the P.A. 102-1132 is the most comprehensive, and the New VACMC Bylaws and Policies will lead to the long-term success of our Commission and others throughout the State. As we move forward toward adoption and operating under the new law, the VACMC will provide administrative support as we go through this process and will begin implementing the agreed upon and adopted Bylaws and Policies.

Should you as representatives have specific questions, please feel free to reach out to me directly via email at mcvac@madisoncountyiil.gov or phone at (618) 296-4751, prior to our upcoming 2nd Quarter Commission Meeting when the New VACMC Bylaws and Policies are items on the agenda. I hope to see all of you there and that everyone's summer has kicked off well.

Sincerely,

Bradley A. Lavite
Superintendent

ONE-PAGE SUMMARY

The following is intended to provide you with a one-page (1-page) guide to the key points of three (3) interrelated documents: 1.) VACMC's proposed bylaws; 2.) VACMC's proposed Policy Adoption; and 3.) the Memorandum of Law on VACMC's response to the Military Veterans Assistance Act (MVAA) amendment (HB 2369). The points presuppose a goal to avoid violation of the new requirements, thus keeping the Attorney General (AG) out of VACMC business. The Memorandum of Law is a fully sourced explanation of all points and positions suggested to be adopted by VACMC.

1. JUST SAY NO TO THE AG! VACMC does not have to give the AG anything without a court order. Interpreting a statute similar to the new MVAA, the Illinois Supreme Court has ruled that the AG must establish probable cause that either §8, 9, 10(a), 10(b), or 10(c) has been violated prior to the VACMC being required to obey the AG's subpoenas or requests. *Scott v. Association for Childbirth at Home*, 88 Ill.2d 279, 299-200 (1981).

A. §8 of the MVAA. VACMC's superintendent is already filing an annual report with the Governor.

B. §9 of the MVAA.

- 1) Article II of the new bylaws addresses four (4) areas involving member posts and their delegates. They are the following: i) the post is the member, and the delegate and the alternate are the member's representatives. The post commander must certify the delegate and the alternate; ii) only delegates, or alternates in their stead, will vote on membership matters; iii) each post gets only one (1) representative to vote; and, iv) although inapplicable now, VACMC will recognize coalitions of the same VSO.
- 2) No one other than the superintendent may act for or bind the Commission between membership meetings (See bylaws Art. III §1, Art. V §1A, and Art. VI §1.). The Board of Directors (Executive Board) is no longer authorized to act for the Commission between membership meetings (See bylaws Art. III §1.).
- 3) The superintendent and the VACMC staff cannot be delegates or alternates (See bylaws Art. II §4.).
- 4) The president, elected by the membership, files his/her annual evaluation of the superintendent, which is affixed to the membership annual meeting minutes (See bylaws Art. IV §6).
- 5) The superintendent can now be removed if three (3) different VSOs file written requests for such. Bylaws Art. II §6A and §9(e) give the procedure for filing such requests and for calling the vote of the membership on this issue. Removal requires a vote from a majority of the full Commission membership. Implicit in this process is an opportunity for the superintendent to present his/her case to the membership before the vote (due process) (See bylaws Art. V §5).
- 6) New §9(f) requires new bylaws, which must reflect compliance with all laws at the time they are established, including the General Not For Profit Corporation Act of 1986 (NFPCA). Because the NFPCA requires the corporation to have a Board of Directors, the bylaws provide for the Board; but, to assure no violation of the new restriction on delegating Commission authority to a subgroup, the Board is advisory only (See bylaws Art. III §1.). The bylaws will be presented in June and voted on in September by full membership. It must pass by two-thirds (2/3) vote, but no ramification will be given if it does not get the two-thirds (2/3) vote (See bylaws Art. IX).
- 7) New §9(g) requires the Commission to "**adopt all applicable policies**" in the county. For the reasons stated in the proposed Policy Adoption, VACMC declares that none of the policies listed in the Madison County Personnel Policy Handbook (2009) and the Personnel Policies for County Board Supervisory, Professional, Confidential, and Non-union Employees (2022) are "*applicable*," except EEOC, Sexual Harassment, Drug-Free Workplace, Violence in the Workplace, and Bullying policies as modified to assure VACMC independence. VACMC permits, but does not mandate, participation in the county's Employee Assistance Program (EAP).
- 8) New §9(i) requires an annual audit that VACMC currently already performs and makes publicly available.

C. §10 of the MVAA. §§10(a), 10(b), and 10(c) direct how to elect a superintendent; to fill his/her vacancy; or to select an interim superintendent, if one is ever needed. All are addressed in Art. V §§3, 4, and 6. §3 ratifies Brad Lavite as superintendent, who was elected by more than a majority of the full Commission in December 2009 (See bylaws Art. V §3).

STATE OF ILLINOIS
COUNTY OF MADISON

In re:)
)
THE VETERANS' ASSISTANCE COMMISSION OF)
MADISON COUNTY, INC.,)
)
An NFP Operating under 330 ILCS 45/1 et seq.)

MEMORANDUM OF LAW ON HB 2369

SYNOPSIS: VETERANS ASSISTANCE COMMISSIONS ARE INDEPENDENT ORGANIZATIONS THAT CHOOSE THEIR OPERATIONAL STRUCTURE AS IT FITS, ACCORDING TO THEIR PARTICULAR COUNTY. THERE IS NO STATE ASSOCIATION OR AGENCY THAT HAS THE AUTHORITY TO DICTATE HOW EACH COUNTY VAC OPERATES. P.A. 102-1132 (HB 2369) INCREASED ADMINISTRATIVE BURDENS ON ALL VACs, BUT THE VACs RETAIN THEIR INDEPENDENCE.

I. Expanded Role of Attorney General.

- A. **Introduction.** Prior to HB 2369 (now P.A. 102-1132), the Attorney General's (AG's) office was not mentioned in the Military Veterans Assistance Act (MVAA), since its adoption in 1907 (the past 116 years).
1. In the June 2022 amendment (the one just before this latest one), the AG was **not** mentioned.
 2. Even in P.A. 102-1132, the legislature limited the AG's role to civil actions for violations of §8, 9, 10(a), 10(b), or 10(c).
 3. P.A. 102-1132 retains the true purpose of the MVAA.
 - a. "The purpose of this Act is, in part, to provide, in accordance with this Section, just and necessary assistance and services to military veterans who served in the Armed Forces of the United States and whose last discharge from the service was honorable or general under honorable conditions, to their families, and to the families of deceased veterans with service who need such assistance and services." (330 ILCS 45/2).
 - b. "To further the intent of this Act of assisting military veterans, this Act is to be construed so that the Veterans Assistance Commission shall provide needed services to eligible veterans." (330 ILCS 45/9(n)).
 4. The following is intended to show how the independent county Veterans Assistance Commissions (VACs) can keep the AG out of the way of accomplishing the true purpose of the MVAA.
 5. Later in this brief, supported by Supreme Court caselaw, I argue that VACs should resist/ignore all actions of the AG without a judicial finding of reasonable cause that there is a violation of §8, 9, 10(a), 10(b), or 10(c).
- B. **Independence.** A county VAC's existence is not dependent on any action of the AG's office.
1. **There is only one thing that gives life or death to a VAC in Illinois: obtaining a majority of posts to agree to join and form a county VAC.**

- a. Accomplished by recruiting enough of the posts within the county to select a delegate on or before March 1st of each year (HB 2369 does not change the following in §9, "The Commission shall be composed of delegates and alternates from a **majority** of such veteran service organizations selected annually as determined by each veterans service organization.") (330 ILCS 45/9(a)).
 - i. P.A. 102-1132's addition that delegates and alternates are bound by the Public Officer Prohibited Activities Act means nothing more than they should act ethically.
 - a) Must disclose interest they have in contracts with the VAC (50 ILCS 105/3).
 - b) Must disclose interest in any real estate VAC sells or acquires (50 ILCS 105/3.1). VACMC is not in that business!
 - b. "[T]here is no requirement that a county have a VAC * * * The VAC is a discretionary creature; one "may" be organized in a county with multiple posts. *VAC of Grundy Cnty. v. Cnty. Bd. of Grundy Cnty.*, 2016 IL App (3rd) 130969 ¶54, 50 N.E.3d 121, 132.
 - c. P.A. 99-853, effective 8/19/16, amended §9 of the MVAA (330 ILCS 45/9) in response to the *Grundy Cnty* case, which had held a VAC needed **all** such posts. The amendment requires only a **majority**.¹
 2. **Once formed, VACs are entitled to all protections of the Constitution veterans swore to defend.** *Lavite v. Dunstan*, 2019 IL App (5th) 170114 ¶ 52 & 77 and the history of the MVAA cited therein.
- C. **Under new Section 9.1 of the MVAA, any AG involvement in VAC business is conditioned on the AG having reasonable cause to believe §8; §9; or subsections (a), (b), or (c) of §10 have been violated.** Thus, we look at §8, §9, & §10.
1. **Section 8** is violated only if the superintendent fails to report to the Governor every year on or before January 1.
 - a. Contents of the report are **completely up to the superintendent**. §8 requires the report to contain "such portions of the transactions [of the VAC] . . . as the superintendent may deem to be of interest to that organization [VAC] and the people of the State." (330 ILCS 45/8).
 - b. The new amendment (P.A. 102-1132) only adds a requirement that this report be provided to the County Chairman and posted online for the public.
 - c. As long as a report is filed, there is no reasonable cause to believe §8 has been violated!
 - d. VACMC is already in compliance with every aspect of this "new" requirement!
 2. **Section 9** is violated if the following occurs:
 - a. **VAC fails to require a formal attestation from the post that 1.) it has a paid membership of at least 15 individuals, and 2.) its delegate and alternate (if any) has been selected in accordance with that post's rules for selection of delegates** (330 ILCS 45/9(a)(1). A weakness of §9 of the MVAA prior to P.A. 102-1132 was that

¹ "Where a court has construed the terms used in an act, and the legislature thereafter attempts by amendment to define those terms, the reasonable presumption is that the court's construction was not in accord with the original intent of the legislature." *People ex rel. Spitzer v. La Salle County*, 20 Ill.2d 18, 28, 169 N.E.2d 521, 527 (1960).

the VSOs within the county are called to “select delegates and alternates for the county’s Veterans Assistance Commission **by the methods provided in this subsection,**” but then it provides no methods other than limiting each VSO to one delegate and one alternate.² P.A. 102-1132 has compounded this weakness by adding the requirement that delegates and alternates be “duly appointed.” “The word “duly” has acquired a fixed legal meaning; and, when used before any word implying action, it means that the act was done properly, regularly, and according to law. It is often used before such words as “convened,” “arrested,” “qualified,” “served,” “presented,” “discharged,” and many others, and has in such cases the meaning of the word “legally” or “properly,” “according to law.” See 10 Am. & Eng. Ency. of Law (2d. Ed.) p. 315, and “cases there cited.” *O’Donnell v. People*, 224 Ill. 218, 221-222, 79 N.E. 639, 640 (1906); *People v. Pennington*, 267 Ill. 45, 48, 107 N.E. 871, 872 (1915).³ It is, therefore, incumbent upon the VAC to require (in its bylaws) some attestation by the commander of the post that the delegate and the alternate have been selected in accordance with that VSO’s rules and regulations pertaining to the selection of delegates. P.A. 102-1132’s amendment of §1 of the MVAA defining a VSO as having a paid membership of at least 15 individuals requires this to be added to the commander’s attestation (330 ILCS 45/1).

- b. **VAC refuses to allow a selected delegate (or alternate in his/her stead) to vote at a meeting of the membership** (330 ILCS 45/9(a)(1)).
- c. **VAC permits more than one delegate and one alternate from each post (VSO)** (330 ILCS 45/9(a)(2)).
- d. **VAC fails to recognize any group of 5 or more of the same VSOs (e.g., 5 American Legions or 5 VFWs) that have consolidated into a voting group of not more than 5 delegates/alternates to represent the whole group** (330 ILCS 45/9(a)(3)).
- e. **If anyone other than the superintendent attempts to bind the VAC in contract or otherwise act for the VAC** (330 ILCS 45/9(a)(5)). This one is complicated.
 - i. §10 continues to vest the superintendent with the “executive powers of the Commission” (330 ILCS 45/10(a)): It has been generally recognized that to have legal effect, an executive’s action must have as its source of authority either the executive’s powers in the source of its power (the MVAA) or an express or implied delegation of power from the organization over which he/she is the executive.⁴

² Caselaw gives little more guidance when in *VAC of Grundy Cnty. v. Cnty. Bd. of Grundy Cnty.*, 2016 IL App (3rd) 130969 ¶150, the court wrote, “Section 9 is conspicuously devoid of any language conferring authority on the VAC itself to choose the delegate and alternate for the member post or chapter, nor does it state that the VAC can restrict the post or chapter’s voting privileges without proof of honorable discharge. * * * There is no requirement that the delegates or alternates be veterans. Indeed, it is up to the individual posts to determine who will represent its interests within the commission, and many nonveterans would be just as capable and willing to provide their services.”

³ “It is a familiar rule of construction that, when a statute uses words which have a definite and well-known meaning at common law, it will be presumed that the terms are used in the sense in which they were understood at common law and will be so construed unless it clearly appears that it was not so intended.” *O’Donnell v. People*, 224 Ill. 218, 226, 79 N.E. 639, 642 (1906).

⁴ Gaffney, Jonathan M., EXECUTIVE ORDERS: AN INTRODUCTION, <https://crsreports.congress.gov/product/pdf/R/R46738>

- ii. §9(a)(5) prohibits any “committee” or “subgroup” of the VAC to “act in the place of or on behalf of the full body” of the VAC.
 - a) This restriction does not apply to an individual or the superintendent.
 - b) §9(a)(5) does not prevent the VAC membership from delegating its authority to the superintendent. Thus, same can be spelled out in a VACMC bylaw.
- iii. By virtue of the new restrictions in §9(a)(5) on any other entity “to act in the place of or on behalf of” the membership of the VAC, considering the new MVAA in its entirety, even without an express bylaw of the VACMC, the power to bind and act on behalf of VACMC is implicitly delegated to the executive power of the superintendent.⁵
- iv. There is no conflict between §10’s express grant of executive power to the superintendent and §9(a)(5)’s restriction on delegation of VAC authority to subcommittees.⁶
- f. **If the superintendent or any other employee acts as a delegate or alternate (330 ILCS 45/9(a)(6)).**
- g. **If the VAC fails to provide a report of the superintendent’s annual evaluation to the membership (330 ILCS 45/9(d)).**
 - i. §9(d) does not indicate who evaluates the superintendent.
 - ii. §9(d) does not indicate what must be included in the evaluation.
 - iii. A one-line report signed by the president of the Executive Board stating that the superintendent is performing sufficient to continue his/her “at-will” employment will suffice.
- h. **If the VAC fails to hold a vote of the full membership once “3 different veterans service organizations” file a written request calling for the superintendent’s removal (330 ILCS 45/9(e)).**
 - i. The term “different” is made ambiguous given the previously established language in §9(a)(3).
 - a) §9(a)(3) refers to 5 or more of the “same” VSOs indicating there are situations where there is more than one American Legion, VFW, or other post within a county in paragraph A.2.

⁵ When the legislature enacts a law, courts presume it did not intend to produce absurd, inconvenient, or unjust results.” *Vine Street Clinic v. HealthLink, Inc.*, 222 Ill.2d 276, 282, 856 N.E.2d 422 (2006). It would be absurd to suggest the legislature intended that unpaid, volunteer members (delegates and alternates) carry on the day-to-day operations of the VAC. Even if the grant of executive authority is not construed as an express delegation, this vacuous inference statutorily implies the superintendent’s executive authority extends to acting for and binding the VAC between the meetings of the full membership.

⁶ *Kloeppe v. Champaign County Board*, 2022 IL 127997 ¶21 states “Where two statutes are allegedly in conflict, a court has a duty to interpret the statutes in a manner that avoids an inconsistency and gives effect to both statutes, where such an interpretation is reasonably possible.” That case also held that “when two conflicting statutes cover the same subject, the specific governs the general.” As in that case, the more specific grant of executive power to the superintendent must be given effect over the general restriction of delegation to subcommittees.

- b) There is a viable argument that failure to include language permitting 3 separate “constituent”⁷ posts of the same VSO be the “different” VSOs calling for a removal vote, requires that the 3 written requests must come from 3 VSOs of a different kind (e.g., American Legion, VFW, DAV, etc.). A statutory term is ambiguous where the language used is susceptible to more than one equally reasonable interpretation. *Bd of Education of Springfield*, 2015 IL 120343 ¶125. “[W]ords and phrases should not be construed in isolation . . . , but must be interpreted in light of other relevant provisions of the statute.” *Vine Street Clinic v. Healthlink, Inc.*, 222 Ill. 2d 276, 282, 856 N.E.2d 422, 428 (2006). Thus, “different” in §9(e) must be interpreted “in light of” §9(a)(3)’s use of the word “same.”
- ii. Bylaws are needed here to clarify whether “different” means 3 constituents of the same VSO or it means 3 different VSO types (e.g., American Legion, VFW, DAV, etc.).
 - a) §9(f) requires each VAC to establish and maintain bylaws governing the “rules and regulations that apply to its members.” The legislature having delegated this rulemaking authority to the VACs, courts will give deference to its interpretation of what “different” means if that term is ambiguous given the entirety of the statute. *Bd of Education of Springfield*, 2015 IL 120343 ¶123.
 - b) To avoid litigation, I recommend that the membership vote on which way it wants the term “different” to be interpreted and that it be adopted as a bylaw of the VACMC.
 - c) Does your VAC want the VFWs (or any other group of constituent posts) to be able to submit the membership to a recall vote of a duly elected superintendent or does your VAC want there to be at least one different kind of VSO to require a recall vote?
 - d) The legislature has given the VAC the discretion to make this call, not the AG. **Do not surrender it!**
- i. **If the VAC fails to approve bylaws with a 2/3 vote of members (330 ILCS 45/9(f)).**
 - i. Bylaws must “outline” the following:
 - a) “framework, policies, and procedures for conducting the business of the Commission.” Note: The “business of the commission” is dealings with its customers and outsiders it contracts with, not members or employees which are dealt with elsewhere.
 - b) “rules and regulations that apply to its members.” Note: Rules applicable to “members” is different from rules applicable to employees. “Employees” is dealt with in §9(g) and §9(a)(6), which draws a clear distinction between an employee of the Commission and its “members” who are represented by delegates and alternates.

⁷ §9(a)(3) uses language that suggests all “constituent” service organizations of the same kind (e.g., American Legion, VFW, etc.) make up a single veteran service organization, to wit: “all constituent veteran service organizations shall be permitted to select up to 5 delegates and 5 alternates to represent that service organization [singular] instead of each constituent veteran service organization selecting one delegate and one alternate.” (330 ILCS 45/9(a)(3)).

- ii. Bylaw changes mandated by P.A. 102-1132:
 - a) **The superintendent is authorized to act for and bind the Commission.**
 - i.) Courts presume (as must we) “that when the legislature enacted a law, it did not intend to produce absurd, *inconvenient*, or unjust results.” *Vine Street Clinic v. HealthLink, Inc.*, 222 Ill.2d 276, 282, 856 N.E.2d 422 (2006) (emphasis added). It would be absurd to suggest the legislature intended that unpaid, volunteer members (delegates and alternates) carry on the day-to-day operations of the VAC without being able to delegate operations to some other entity to act between meetings.
 - ii.) Yet, §9(a)(5) appears to prohibit such delegation. A closer look reveals otherwise.
 - a.) §9(a)(5)’s prohibition on delegation of the authority to “act in the place of or on behalf of the full body of the duly selected or appointed Commission membership” applies only to “committee[s] or other subgroup[s] of delegates and alternates formed by the Commission.”
 - b.) §10 continues the superintendent as the chief executive of the VAC.
 - c.) While §10 vesting CEO authority in the superintendent would likely be construed by the courts as sufficient, to avoid the inconvenience and the absurdity of the Commission not being able to act between meetings, the bylaws should specify that **the superintendent is authorized to act for and bind the Commission.**⁸ This power is checked by the Commission’s right to terminate the superintendent “at will” (330 ILCS 45/9(c)).
 - b) Bylaws must “reflect compliance with all relevant laws at the time they are established” (330 ILCS 45/9(f)).
 - i.) P.A. 102-1132 (the new law) mentions “organizational structure” in §9(g) where it requires the VAC to adapt certain policies to “fit its organizational structure.”
 - ii.) In 1989, the VACMC, by vote of the membership, chose a not-for-profit corporation as its organizational structure. The General Not For Profit Corporation Act of 1986 (NFPCA) is, therefore, part of the “relevant laws” by which the VACMC’s bylaws must comply.
 - iii.) §108.05 of the NFPCA requires a corporation to have a Board of Directors. So, the bylaws have to **include a Board of Directors.**

⁸ P.A. 102-1132 does not include the superintendent as someone to whom the power to act cannot be delegated. “[W]here the legislature has employed a term in one place and excluded it in another, it should not be implied where excluded...” In re J.L., 236 Ill.2d 329, 924 N.E.2d 961, 968 (2010). Thus, the only entities to which authority to act for the Commission is prohibited are committees and subgroups formed by the Commission.

- a.) §108.05 also states that unless otherwise in the Articles of Incorporation, the affairs of the corporation shall be managed by or under the direction of the Board of Directors.
- b.) §101.80(d) of the NFPCA defines Board of Directors as a “group of persons.”
- c.) §101.55 of the NFPCA reserves to the General Assembly the power to prescribe limitations which are binding on corporations organized under the Act.
- d.) §9(a)(5) is an exercise of that §101.55 power when it limits a “subgroup” formed by the Commission from having any authority to act for the Commission. Thus, despite what §108.05 says, the bylaws must have a Board of Directors, but they cannot bind or act for the Commission, even if the full membership voted for this representative style of operation in 1989.
- e.) To comply with §9(a)(5) and avoid the possibility of the AG having reasonable cause to suspect a violation, the bylaws must give the Board of Directors only an advisory capacity and the respective officers maintaining their parliamentary roles (president chairing meetings, secretary taking minutes, etc.). This limited role of officers was recognized by the Supreme Court in *Kloepfel v. Champaign County Board*, 2022 IL 127997 ¶18.
- iv.) §102.10(b)(1)(iv) of the NFPCA permits a corporation to limit the rights, powers, and duties of its officers and directors in its Articles of Incorporation without losing its corporate form of operation. Although not absolutely necessary, for clarification purposes I recommend the bylaws contain a statement in the Articles dealing with the **Board of Directors and that its role is parliamentary and to act as advisors to the superintendent**, who acts for the Commission on a day-to-day basis.
 - a.) Provides additional oversight as elected representatives of the Commission collaborate with the superintendent and know what he/she is doing between membership meetings.
 - b.) Provides shelter to a virtuous superintendent on hard calls he/she might have to make when they are done with the advice of the Board.
- v.) There is no need to change how the bylaws prescribe election of officers or directors, as it is currently done by the entire membership.
- j. **If the VAC fails to adopt all policies in place in the county, adapted to “fit its operational structure” (330 ILCS 45/9(g)).**
 - i. It is proposed that the VACMC adopt a separate Policy Adoption document that adopts those applicable policies but rejects any such policies in conflict with the legal realities: 1.) all employees of the VACMC are, by statute, “at

will” employees, 2.) the superintendent and other employees are employees of the VACMC, and “no provision in this Section or elsewhere in this Act shall be construed to mean that they are employees of the county,”⁹ and 3.) employees of the VACMC are hired and retained by the superintendent (330 ILCS 45/10(h)).¹⁰ It will be included in that Policy Adoption that it is understood that any and all policies of any entity having policies in place in the county are rejected as becoming contractual terms that alter the “at will” nature of the employer-employee relationship between the VACMC and its employees. Furthermore, all such policies are rejected as an expression of the VACMC agreeing that such policy rises to the level of a mandated public policy, as that phrase is understood by Illinois Courts to be an exception to the general rule of “at will” employment. *Turner v. Memorial Medical Ctr.*, 233 Ill.2d 494, 911 N.E.2d 369, 374 (2009). The determination of what policies are exempted and do not apply to VACMC employees shall be made on a case-by-case basis in accordance with the rules of “at will” employment as established by the courts of Illinois, and at the sole discretion of the superintendent. It is the intent of this Commission that its employees enjoy no less, but no more, rights and protections that are afforded “at will” employment.

- ii. “Members” are the various posts (VSOs) in the county.
 - a) “The veteran service organizations may come together to form a Veterans Assistance Commission” (330 ILCS 45/9).
 - b) “The Commission shall be composed of delegates and alternates from a majority of such veteran service organizations” (330 ILCS 45/9).
- iii. Members are represented in the VACMC by delegates or that delegate’s alternate by the votes they cast at membership meetings. Employees are not “members” §9(a)(6) (Also see §107.03 of the NFPCA, which states that “[t]he Articles of Incorporation or the bylaws may provide for representatives or delegates of members and may establish their qualifications and rights”).
- iv. Because under the MVAA, employees cannot be a member (330 ILCS 45/9(a)(6)), and §9(f) mandates bylaws for rules and regulations applicable only to VAC “members,” there is no mandate to include this policy statement in the bylaws. §9(g) is poorly drafted, without any limit as to what policies the VAC is to adopt. I recommend that this policy not be included in the VACMC bylaws.
- v. Adopting the policy in this manner eliminates any worry about having to amend it within 60 days of an amendment to any other policy in the county.

⁹ 330 ILCS 45/10(g).

¹⁰ Subsection (h) of §10 states that “Superintendents, subject to rules formulated by the Commission, shall select, as far as possible, Veteran Service Officers and other employees from among military veterans . . . , who did not receive a bad conduct or dishonorable discharge . . . , or their spouses, surviving spouses, or children.” VACMC’s bylaws in effect at the time P.A. 102-1132 became effective provided no additional rule, and the only other indication of an applicable Commission Rule is that Art. VIII §2(a) provides that the superintendent’s selections have the approval of the Executive Board. On July 9, 2022, by Resolution 22-1, the Executive Board resolved that “all positions shall serve at the discretion of the VACMC superintendent.” There are no other Commission Rules on this issue.

- k. **If the VAC fails to prepare audit and give copy to County Board Chair** is already being done.
- 3. **Section 10(a)** specifies that the superintendent is elected by a vote of the entire membership and that candidates are eligible only if they received an honorable discharge.
 - a. The old language just said “superintendent elected by the Commission.”
 - b. New language states that the executive powers of the Commission are vested in “a superintendent selected or appointed by a **vote from a majority of the full Commission membership**” (330 ILCS 45/10(a)).
 - c. Using the word “from” is a lot different than using the word “of.” A Majority of the membership must vote, but only the winner is the superintendent; and that winner may have less than 51% of those voting in a close election with 3 candidates (e.g., 41% - 40% - 19%).
 - d. **Section 10(b)** requires a superintendent vacancy to be filled and a special membership meeting to be convened for the vote if the next regular membership meeting is more than 30 days out.
 - e. **Section 10(c)** is redundant and requires no attention.

II. The AG’s advisory role to the County State’s Attorney (SA) under §10(i) IS NOT MANDATORY and can only be invoked if the superintendent makes the mistake of formally (in writing) asking his/her SA for a legal opinion about VAC matters.

- A. §10(i) states that the superintendent “may” (not must) request a legal opinion from the County SA, and only in conformance with subsection (f) of Section 3-9005 of the Counties Code.
- B. §3-9005(f) of the Counties Code gives the SA discretion (meaning he/she does not have to do it even if he/she is asked) to give the VAC a legal opinion.
- C. Nothing in §10(i) of MVAA abrogates the holding in *Lavite v. Dunstan*, 2019 IL App (5th) 170114, where our appellate court held: “The VAC may retain attorneys or other professionals to provide professional services. These professionals are agents of the VAC, not the county.” Citing *Grundy Co.*, 2016 IL App (3d) 130969, ¶¶ 61-62.
- D. To avoid any conflicts of interest a superintendent should never ask for a legal opinion from the County’s SA.

III. All actions of the AG under the new amendments to the MVAA should be ignored without a judicial finding of reasonable cause that there is a violation of §8, 9, 10(a), 10(b), or 10(c) (330 ILCS 45/9.1(d)).

- A. Requiring the AG to initiate court action under either §9.1(a) or §9.1(d) saves the VAC expense of responding to bureaucratic requests from the AG until a court makes a determination that there is reasonable cause to believe there is a violation of §8, 9, 10(a), 10(b), or 10(c).
- B. That part of §9.1(d) that gives the VAC the right to challenge AG action (as well as the 20-day limit therein) is silly. What VAC would incur the expense of initiating court action, when it can raise the same constitutional issues in its answer to the AG’s complaint in court to enforce an AG subpoena (if the AG files in court)? Likewise, the third paragraph of §9.1(d) is superfluous, as it only lists what any defendant could raise in his/her/its answer.

1. The permission granted in §9.1(b)(1) that the AG **may** require a person or entity to file a report or produce documents ***IS NOT MANDATORY!***
2. “Administrative investigations, like other administrative proceedings, are subject to due process constraints.” * * * “an investigation that is arbitrary or in excess of statutory authority or undertaken for an improper purpose, such as to harass, violates due process.” * * * “The Attorney General has no power of his/her own to compel either the filing of reports or the production of documents. If voluntary compliance is refused, he/she must resort to a court for an order enforcing compliance. The safeguard against abuse or excessive zeal that is satisfied, in the case of actual search or seizure, by the warrant and probable cause requirements is provided in the case of an administrative investigation by judicial review in the enforcement proceeding.” *Scott v. Association for Childbirth at Home, Intern.*, 88 Ill.2d 279, 299-300, 430 N.E.2d 1012, 1022-1023 (1981) (Internal citations omitted; emphasis added),

“The opinions of the Attorney General of the State of Illinois and the several State’s Attorneys of the State of Illinois, while persuasive, are not binding upon this court.” *Rogers Park Post No. 108, American Legion v. Brenza*, 8 Ill.2d 286, 292, 134 N.E.2d 292, 296 (1956). Attorney General opinions are advisory in nature and are not binding upon the state or the courts. *Bonaguro v. County Officers Electoral Board*, 158 Ill.2d 391, 634 N.E.2d 712 (1994).

- F. The penalty provisions of §9.2 can only be awarded if there is a violation of §8, 9, 10(a), 10(b), or 10(c).

Respectfully submitted,

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**BYLAWS
OF
THE VETERANS' ASSISTANCE COMMISSION OF MADISON COUNTY, INC.
A NOT-FOR-PROFIT CORPORATION OPERATING PURSUANT TO THE
ILLINOIS MILITARY VETERANS ASSISTANCE ACT**

**ARTICLE I
OFFICES and ENABLING LEGISLATION**

Section 1. Illinois Registered Office. The Corporation shall continuously maintain in the State of Illinois a registered office and a registered agent whose mailing address is identical with such registered office. The current registered office is located at 157 North Main Street, Suite 115, in the County Administration Building in Edwardsville, Illinois.

Section 2. Other Offices. In accordance with §10 of the Illinois Military Veterans Assistance Act (MVAA), as amended through 02/13/2023, the Corporation may have other offices located in the County Building or other central locations within the County of Madison, State of Illinois.

Section 3. Enabling Legislation. Pursuant to the MVAA, the multiple Veterans Service Organizations (VSOs) came together to form this Veterans' Assistance Commission. In 1989, this Commission chose as its operational structure this not-for-profit Corporation. This Corporation operates in accordance with the MVAA; and the Illinois Not For Profit Corporation Act (NFPCA), as the latter, has been limited and refined by the various amendments of the MVAA. Section 107.15 of the NFPCA authorizes the General Assembly to so modify the operations of a corporation organized under the NFPCA. All provisions of both statutes that are not in conflict control; and, if any are in conflict, the MVAA controls. Hereinafter, this Veterans' Assistance Commission of Madison County, Inc., is referred to as "VACMC" or "this Commission."

**ARTICLE II
MEMBERS**

Section 1. Definition. §9 of the MVAA dictates that the members of this Commission are the veterans service organization (VSOs) of this county (330 ILCS 45/9). §1 of the MVAA defines a VSO as "a post, ship, camp, chapter, or detachment of a congressionally chartered or state chartered organization that (i) is formed by and for veterans, (ii) has a paid membership of at least 15 individuals, and (iii) provides responsible aid, assistance, or services to the veteran community" (330 ILCS 45/1). Consistent with the MVAA, §108.23 of the NFPCA permits the members of the corporation to be represented by delegates (805 ILCS 205/108.23). §9(a) of the MVAA states that the Commission shall be composed of delegates and alternates from a majority of VSOs and that, unless constituent VSOs of the same kind join to form a voting block of up to five (5) delegates and five (5) alternates to represent all such constituent VSOs, each VSO is permitted one (1) delegate and one (1) alternate as its representatives; and each member shall have one (1) vote which its delegate, or its alternate in the absence of the delegate, may cast for all membership votes. (330 ILCS 45/9(a)(2) & (3)). Thus, the members of this Commission are the various

VSOs who submit their selection of their representative delegate and alternate (if any) prior to the statutory deadline of March 1st of each year, provided those VSOs submitting their selections constitute a majority of all VSOs within Madison County, Illinois, for the applicable operating year.

Section 2. Members' Selection of Representative Delegates and Alternates. Notice for and selection of delegates and alternates to represent the members shall be made in accordance with §9(a) of the MVAA. To assure that all such delegates are "duly appointed," all VSO selections/appointments must be submitted in writing to the correspondent secretary on or before March 1st of each year for incorporation into a record voting list for the March membership meeting. Delivery of the selection to the VACMC office will be considered submission to the correspondent secretary. Such written submission must be signed by a duly authorized officer of the VSO; and, whether expressly incorporated therein or not, by signing, such representative will be deemed to attest to the facts that (i) the VSO has a minimum of 15 paid members, and (ii) the selection/appointment of the delegate and the alternate (if any) was done in accordance with all applicable rules and requirements of that VSO.

Section 3. Vacancies of a Selected Representative Delegate or Alternate During the Operating Year. Any vacancy of a representative delegate or alternate selected by a VSO occurring after the annual selection in March of each year may be filled by a submission in writing to the Correspondent Secretary by the affected VSO attesting that (i) the VSO has a minimum of 15 paid members, and (ii) the selection/appointment of the delegate and the alternate (if any) to fill the vacancy was done in accordance with all applicable rules and requirements of that VSO. The newly selected delegate/alternate will assume his/her seat at the next membership meeting.

Section 4. Disqualification of Delegate/Alternate. Pursuant to the rule-making authority granted in §9(f) of the MVAA, this Commission adopts as a binding rule for the VACMC that delegate and alternate representatives cannot be, and must resign if they become, a member of the Madison County Board or hold political office that may conflict with the interests of veterans or this Commission. In accordance with §9(a)(6) of MVAA, the superintendent and the employees of the VACMC cannot retain positions as delegates or alternates while employed by the VACMC.

Section 5. Regular Membership Meetings. There are four (4) regular membership meetings, held quarterly, on the third Thursdays in the months of March, June, September, and December. December is the annual membership meeting, at which the membership shall elect officers/directors of the Board of Directors (otherwise known as the Executive Board) whose terms are expiring, as well as such other business as may come before the meeting. If the day fixed for any membership meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day.

Section 6. Special Membership Meetings.

A. Mandatory.

i. Compliance with subsection (b) of §10 of the MVAA. Effective February 10, 2023, §10(b) of the MVAA (330 ILCS 45/10(b)) requires a "specially convened meeting" of the full membership if the next regularly scheduled membership meeting will not occur within 30 days of a superintendent vacancy. In such event, the Correspondent Secretary of the Commission, with the assistance of VAC office staff, will cause record voting notice to be sent to all representative

delegates and their alternates (if any), in accordance with §107.15 of the NFPCA, of the date, the time, the place, and the purpose of the special meeting.

ii. **Compliance with subsection (e) of §9 of the MVAA.** A special meeting also shall be called by the president, with the same record voting notice, when a superintendent vacancy is created by a vote at a regular membership meeting in favor of removal of the sitting superintendent in accordance with subsection (e) of §9 of the MVAA.

B. Discretionary.

i. A special membership meeting regarding other subjects may be called by not less than one-fifth (1/5) of all record members acting through their representative delegate, or alternate if the delegate is unavailable, for the purpose or purposes stated in the call for such meeting. Such a call shall be made by filing same, in writing, signed by representatives constituting such one-fifth (1/5) of all record members in the office of the VACMC. Within 24 hours of receipt of such a call, the Correspondent Secretary of the Commission, with the assistance of VAC office staff, will cause record voting notice to be sent to all representative delegates and their alternates (if any), in accordance with §107.15 of the NFPCA, of the of the date, the time, the place, and the purpose of the requested meeting.

Section 7. Place of Meetings. Membership meetings are held in the County Board meeting room at the Madison County Administration Building in Edwardsville, Illinois, unless a different location is indicated in the record voting notice. If no designation is made, or if a special meeting be otherwise called, the place of the meeting shall be at the registered office of the Commission, or as otherwise posted at that office to a more accommodating meeting place within the County Building.

Section 8. Informal/Remote Action by Members Prohibited. Informal Action by members is prohibited. Each member VSO is allowed one (1) vote on all membership votes, which vote may be cast only if the member's delegate or, in his/her stead, the member's alternate is present at the meeting when the vote is taken. Proxy voting (giving a vote to another member's representative) is not permitted. Remote attendance at membership meetings is not permitted.

Section 9. Notice and Agenda of Meetings. In accordance with §2.02 and §2.03 of the Open Meetings Act, notice of the date, the time, and the place of regular membership meetings shall be posted to the VACMC's website and posted in the VACMC office at the beginning of the operating year after the same are established at the annual meeting in December of each year. In addition, in accordance with §107.15 of the NFPCA, record voting notice of the date, the time, and the place of all membership meetings shall be delivered to all members through their representative delegate and alternate (if any) not less than five (5) nor more than sixty (60) days prior to the meeting. And, in the event the purpose of the meeting is the removal of an officer, a director, or the superintendent, or the dissolution of this Commission, not less than twenty (20) nor more than (sixty) 60 days prior to the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member or the representative at such member's or representative's address as it appears on the records of this Commission, with postage thereon prepaid. If a meeting is adjourned to another time or another place, notice need not be given of the adjourned meeting if the time and the place thereof are announced at the meeting at which the adjournment is taken. In accordance with §2.02 of the Open Meetings Act, an

agenda for each regular meeting shall be posted at the principal office of this Commission; at the location of the meeting, if different; and on this Commission's website, at least 48 hours in advance of convening the meeting.

Section 10. Fixing Record Date for Voting. The record date for the determination of members' representative delegates and alternates shall be the date on which notice of the meeting is mailed or emailed.

Section 11. Quorum. A majority of members, present by their representative delegate or, in his/her stead, alternate shall constitute a quorum at any membership meeting. In the event less than a majority of members are represented at said meeting, the only action a majority of the members so represented may take at such time is to adjourn the meeting.

Section 12. Inspectors. The superintendent is responsible for ascertaining the following:

- A. He/She must determine the number of VSOs operating in Madison County, Illinois.
- B. He/She must determine whether a majority of those VSOs have submitted their selection of representative delegates and/or alternates by the statutory March deadline, so as to maintain this Commission.
- C. He/She must determine who those representatives are. From this, the superintendent, or his/her staff, shall establish a record roll call voting list of such representatives for use at membership meetings. Such record roll call voting list shall be presumed valid. The chairman of any membership meeting shall, or upon the request, through their representatives, of any three (3) members, appoint (1) one or more persons as inspectors to assure the accuracy of the record list of representatives, as well as the vote taken at any membership meeting.
 - i. Such inspector(s) shall ascertain and shall report the number of members represented at the meeting, based upon their determination of the validity and the effect of the various VSO selection documentation on record with this Commission; count all votes and report the results; and do such other acts as are proper to conduct voting with impartiality and fairness to all the members.
 - ii. Each report of an inspector shall be in writing and shall be signed by such inspector or by a majority of them if there is more than one (1) inspector acting at such meeting. If there is more than one (1) inspector, the report of a majority shall be the report of the inspectors. The report of the inspector or inspectors on the number of shares represented at the meeting and the results of the voting shall be prima facie evidence thereof.

Section 14. Voting by Roll Call. Voting on any question or in any election may be by voice, unless the presiding officer shall order or any member, acting through its duly selected delegate or alternate (if any) as the case may be, shall demand that voting be by roll call.

Section 15. Compensation. No delegate or alternate (if any) shall receive compensation for services to this Commission as delegates, alternates, or otherwise. Delegates and/or alternates (if any) shall be

allowed travel expenses to all membership meetings they attend in person, not to exceed that authorized by the Madison County Board Personnel Travel Regulations.

**ARTICLE III
DIRECTORS**

Section 1. General Powers.¹ The Board of Directors, otherwise known as this Commission’s Executive Board (both hereinafter referred to as “the Board”), has no power or authority to act in the place of or on behalf of the membership. The role of the Board is parliamentary and to act as advisors to the superintendent, who acts for the Commission on a day-to-day basis pursuant to his/her statutory executive powers. A director, whether an officer or an at-large director, shall have no vote at membership meetings unless he/she also qualifies as a duly selected delegate or alternate.

Section 2. Number, Tenure, and Qualifications of Directors. There have been and shall be eleven (11) directors of this Commission. Each director shall hold office until such director’s successor shall have been elected and qualified. There shall be seven (7) directors, who also are officers of the Commission, and four (4) at large directors. It is the intent of these bylaws that all directors serve a term of four (4) years, that the directors’ terms begin at the time of their election, and that the four (4) at large directors serve staggered terms. The dates of election and expiration of terms of the current Board are as follows:

| Date Elected | Name | Office | Date Term Expires |
|--------------|---------------------|----------------------------|-------------------|
| 12/19/2019 | Ronnie Hicks | President | 12/31/2023 |
| 11/03/2021 | Earl Watts | 1st Vice President | 12/31/2023 |
| 11/03/2021 | Mark O. Nelson | 2nd Vice President | 12/31/2023 |
| 08/03/2022 | Ken Morales | Treasurer | 12/31/2023 |
| 12/19/2019 | Kate Broadhurst | Recording Secretary | 12/31/2023 |
| 05/08/2019 | Larry Meissenheimer | Correspondent Secretary | 12/31/2023 |
| 08/03/2022 | Vernon LeClaire | Corporate Registered Agent | 12/31/2023 |
| 12/15/2022 | Mike Harbison | Director | 12/31/2026 |
| 12/15/2022 | Ron Swaim | Director | 12/31/2026 |
| 08/03/2022 | Donald Scheyer | Director | 12/31/2023 |
| 08/03/2022 | Wayne Able | Director | 12/31/2024 |

To be a director, a person must be a properly seated delegate (not alternate) representative of any member at the time of his/her election. Because directors are elected by the membership and their terms are intended to be for a period of four (4) years, absent resignation of the affected director, a

¹ §108.05 of the NFPCA requires a corporation to have a Board of Directors. New §9(f) of the MVAA requires that bylaws reflect compliance with all relevant laws at the time they are established. Art. VI §3 of this Commission’s 2017 bylaws gave the Board of Directors general supervision of the Commission’s affairs between membership meetings, and Art. VI §6 vested the Board with the conduct, management, and control of this Commission “in the capacity of the Corporate Board of Directors.” To reconcile new §9(a)(5) of the MVAA and §108.05 and §101.55 of the NFPCA, the Board of Directors’ powers are advisory and parliamentary in nature only.

change by a member of its annually selected delegate will not disqualify a sitting director to continue his/her term as such director as long as he/she remains a member of a VSO operating within Madison County, Illinois. A director may not be, and must resign if he/she becomes, a member of the Madison County Board or holds any political office that may conflict with the interests of veterans or this Commission.

Section 3. Quorum. A majority of the number of directors fixed by these bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum shall not be present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice, until a quorum shall be present.

Section 4. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Proxy voting (giving a vote to another member's representative) is not permitted. A director shall be considered present at a meeting if appearing remotely in accordance with the rules and the procedures established by Superintendent Executive Order #22-1, which rules and procedures are hereby adopted and ratified by this Commission.

Section 5. Regular Meetings. There are eight (8) regular Board of Directors' meetings held on the first Wednesday of each month in the months of January, February, April, May, July, August, October, and November. In accordance with §2.02 and §2.03 of the Open Meetings Act, notice of the date, the time, and the place of regular Board of Directors' meetings shall be posted to the VACMC's website and posted in the VACMC office at the beginning of the operating year after the same are established at the annual meeting in December of each year. In accordance with §2.02 of the Open Meetings Act, an agenda for each regular Board of Directors' meeting shall be posted at the principal office of this Commission; at the location of the meeting, if different; and on this Commission's website, at least 48 hours in advance of convening the meeting.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by the president or at the written request of any three (3) directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them. Notice of and the agenda for any such special meeting will be made and posted in compliance with the Open Meetings Act. Notice of any special meeting shall be given at least three (3) days previous thereto by written notice to each director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the director at such director's address as it appears on the records of this Commission, with postage thereon prepaid. If notice is given by email, such notice shall be deemed to be delivered upon transmittal. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7. Director Vacancies. Any vacancy occurring in the Board of Directors may be filled by election at a regular membership meeting or at a special membership meeting called for that purpose. If the vacating director also held an officer position, the duties of that officer will be assigned to another officer as directed by executive order of the superintendent. Such director/officer so elected will complete the

term of the vacating director/officer and stand for re-election at the expiration of that term. A director/officer who is absent from three (3) regular meetings of the Board of Directors shall forfeit his/her position, and a vacancy shall automatically occur.

Section 8. Compensation. No director or officer shall receive compensation for services to this Commission as director, officer, or otherwise. Directors shall be allowed travel expenses to all meetings they attend in person, not to exceed that authorized by the Madison County Board Personnel Travel Regulations.

ARTICLE IV OFFICERS

Section 1. Number. The officers of this Commission shall be a president, a first vice-president, a second vice-president, a treasurer, a recording secretary, a correspondent secretary, and a corporate registered agent.

Section 2. Number, Tenure, and Qualifications of Officers. To be an officer, a person must be a properly seated delegate (not alternate) representative of any member at the time of his/her election. Because officers are elected by the membership and their terms are intended to be for a period of four (4) years, absent resignation of the affected officer, a change by a member of its annually selected delegate will not disqualify an elected officer to continue his/her term as such officer as long as he/she remains a member of a VSO operating within Madison County, Illinois. An officer may not be, and must resign if he/she becomes, a member of the Madison County Board or holds any political office that may conflict with the interests of veterans or this Commission.

Section 3. Election and Term of Office. The officers of the Corporation shall be elected at an annual meeting of members. The term of each officer is four (4) years. At the adoption of these bylaws, the regular four-year (4-year) term of all officers is scheduled to expire on December 31, 2023; thus, the next election of officers will be held at that annual meeting and every four (4) years thereafter. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified, or until his/her death, or until he/she shall resign, or until he/she shall have been removed in the manner hereinafter provided.

Section 4. Vacancies. As officers also are directors, vacancies are governed by Section 7 of Article III previously stated.

Section 5. Removal. Any officer elected by this Commission may be removed by a majority vote of a majority of the full Commission whenever in their judgment, expressed through the vote of the members' representatives, the best interests of this Commission would be served thereby.

Section 6. President. The president shall be the chairperson of and preside at all Board of Directors meetings. Where authorized by a vote of the members' representatives, the president may execute for this Commission any contracts or other instruments which the Commission membership has authorized to be executed. The president may accomplish such execution either under or without the corporate seal

of this Commission and either individually or with the secretary, any assistant secretary, or any officer thereunto authorized by the members' representatives, according to the requirements of the form of the instrument. The president shall be the sole person responsible for annually evaluating the superintendent, as is now required by §9(d) of the MVAA. Such evaluation shall consist of one line, as follows: "The superintendent (is/is not) performing his/her duties in a manner consistent with and toward the accomplishment of the stated goal of the MVAA to assist military veterans so that the VACMC shall provide needed services to eligible veterans." He/She will file such an evaluation with the recording secretary of the Commission at the November meeting of the Executive Board, and such evaluation shall be appended to the minutes of that meeting as an official record of the VACMC.

Section 7. The Vice Presidents. The vice presidents shall assist the president in the discharge of his/her duties as the president may direct and shall perform such other duties as from time to time may be assigned to the vice presidents by the president or by the membership's representatives. In the absence of the president, or in the event of the president's inability or refusal to act, the vice presidents, in the order of seniority of tenure as vice president, shall perform the duties of the president, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president.

Section 8. The Treasurer. The day-to-day responsibility for the maintenance of adequate books of account for this Commission, and the charge and the custody of all funds of this Commission, and the receipt and the disbursement thereof shall be with the superintendent and the VAC office staff under his supervision, pursuant to the superintendent's statutory executive powers and those granted in §2(3), §9(b), §10(d), & §10(h) of the MVAA. There are two (2) primary roles of the treasurer. The first occurs in the months preceding the June membership meeting. The treasurer will provide such assistance as requested by the superintendent in preparing a proposed funding request for the upcoming fiscal year. This proposed funding request must be prepared and available for review by voting member representatives so that the membership can assess and can vote on the proposal with particular emphasis on whether the membership should authorize less than the statutory minimum tax rate of .02% of assessed valuation of real estate in the county to be extended to fund the VAC for the upcoming fiscal year. To the extent required by §2(1) of the MVAA, the superintendent, assisted by the treasurer, if not overridden by the membership acting at the June membership meeting, shall be deemed this Commission's "assistance committee" for the purpose of making the annual funding request and recommendation to the Madison County Board. The second primary role of the treasurer is to receive the superintendent's reports of all warrants sent to the Madison County Treasurer for payment and to make them immediately available for inspection to all members' commanders and their duly selected delegates and alternates. Any newly elected treasurer shall acquaint himself/herself with the electronic records of the Madison County Auditor's website, where such reports can be accessed.

Section 9. The Recording Secretary. The recording secretary shall be responsible for the "recorded administration" of each membership and Board of Directors meeting, which includes the following: a.) sharing and distributing the Agenda (may rely on VACMC staff to timely comply with Open Meetings Act); b.) capturing meeting minutes; c.) sharing meeting minutes and archiving accordingly; d.) recording and reporting meeting attendance; and e.) assisting the superintendent and VACMC staff to see that all notices are duly given in accordance with the provisions of these bylaws or as required by law. In addition, the recording secretary shall keep a confidential register of the post office and email addresses

of each commander, delegate, and alternate of each VSO, as the same shall be furnished to the recording secretary by the VSOs. This information is deemed by the VACMC membership to be Private Personal Information (PPI) to be protected from disclosure in any format or pursuant to any request without a final non-appealable court order.

Section 10. The Correspondent Secretary. The correspondent secretary shall be the repository of all reports and correspondence to the Commission membership. Anything required to be filed with the correspondent secretary will be considered filed the same as when received at the reception desk of the VACMC office in the County Administration Building. The correspondent secretary also shall monitor the Commission's website to assure all notices, agendas, minutes, meeting dates, and other matters that should be posted are, in fact, published. Any perceived lapse in this area should be reported first to the superintendent and, if not remedied, then to the president. The correspondent secretary shall prepare a list of all reports and correspondence to the Commission made between membership meetings, and such list is to be appended to the minutes of each membership meeting.

Section 11. Corporate Registered Agent. The sole responsibility of the corporate registered agent is to be the official agent for service of process purposes of this Commission, which is a not-for-profit Corporation. His/her duty is to immediately forward all process served upon him/her to the superintendent and the president, as soon as he/she receives it.

Section 12. Compensation. No officer shall receive compensation for services to this Commission as officer or otherwise. Officers shall be allowed travel expenses to all meetings they attend in person, not to exceed that authorized by the Madison County Board Personnel Travel Regulations.

ARTICLE V SUPERINTENDENT

Section 1. Power.

A. General Power. The superintendent is the chief executive of this Commission. §10 of the MVAA vests the executive power of this Commission in the superintendent (330 ILCS 45/10). His/her acts are the acts of the full Commission, and he/she is authorized to bind the Commission. To comply with the new provision of §9(a)(5) of the MVAA, as amended by P.A. 132-1323, by the adoption of these bylaws, this Commission's members, acting in its legislative capacity through its representative delegates, and, in their absence, alternates, hereby vote to authorize, and it is the act of this Commission that the superintendent is authorized to act for and on behalf of the full Commission between the meetings of the membership, subject only to ratification of his/her actions at the next membership meeting. The superintendent is vested with broad discretion to utilize his/her executive power to carry on the day-to-day operations of this Commission.

B. Dealings with Third parties. No person dealing with the superintendent of this Commission is obliged to inquire as to the superintendent's power to act for and on behalf of the full Commission between the meetings of the membership or see to the application of any money or property of this Commission. Such person(s) may assume that the superintendent's act is in accordance with any and all directions from this Commission, unless such person(s) has actual knowledge that the superintendent's act has been expressly prohibited by this Commission.

C. Hire and Fire Employees. It is the express rule of this Commission that, and in accordance with §10 of the MVAA, the superintendent shall hire Veteran Service Officers and other employees of this Commission from among military veterans, including those who have served or may still be serving as members of the Illinois National Guard or a reserve component of the armed forces of the United States, who did not receive a bad conduct or dishonorable discharge or other equivalent discharge thereof, or their spouses, surviving spouses, or children. All positions shall serve at the discretion of the VACMC superintendent.

D. Definition of Commission's §9(b) Oversight. This Commission hereby defines and declares that the only rules, regulations, procedures, and/or audits, as the same are referred to in §9(b) of the MVAA, as amended 02/07/23, that are necessary to carry out the spirit and the intent of the MVAA for this Commission is the report of the warrants issued and approved by the superintendent, which is available to all members on a day-to-day basis, and the ratification and the approval of same at each membership meeting. It shall be the duty of the superintendent to provide a report of all receipts and expenditures of the Commission to the Board in the months it meets between full membership meetings, and to provide a quarterly report of such at every quarterly membership meeting. The superintendent shall redact from any such report all PPI that might identify those veterans receiving assistance.

Section 2. Qualifications. To be a superintendent, a person must be a veteran who shall have received an honorable discharge from the armed forces of the United States.

Section 3. Election and Term of Office. In accordance with §10(a) of the MVAA, the superintendent shall be elected, selected, or appointed by a vote from a majority of the full Commission membership. As a point of clarification to the newly enacted amendments to §10(a), this Commission interprets "from a majority" to mean that the winner of a vote of a majority of the full membership may have less than 50% of those voting in a close election where there are more than two (2) candidates (e.g., 41% - 40% - 19%). Once elected, the superintendent's term is indefinite. The superintendent shall hold office until his/her successor shall have been duly elected, selected, or appointed and shall have qualified; or until his/her death; or until he/she shall resign; or until he/she shall have been removed in the manner authorized by §9(e) of the MVAA. At the adoption of these bylaws, Bradley Lavite is serving as the superintendent. He was duly elected by a vote from a majority of the full membership, as reflected in the minutes of the December 2009 membership meeting. To the extent necessary, his selection as superintendent is hereby ratified by this Commission.

Section 4. Vacancies. Superintendent vacancies shall be filled in accordance with §10(b) of the MVAA. In order to facilitate orderly operations during the time a prudent advertisement for and selection of a replacement superintendent might take, the full Commission membership, through its representative delegates (or in their stead, the members' alternates) may appoint an interim superintendent, provided such appointee have received an honorable discharge from the armed forces of the United States.

Section 5. Removal. The superintendent may be involuntarily removed in the manner authorized by §9(e) of the MVAA. Prior to any vote for such removal, the sitting superintendent shall be afforded due process and a fair hearing to confront any reasons proffered by the veteran service organizations calling for his/her removal and to present his/her case to the membership before the vote .

Section 6. Salary. The salary of the superintendent shall be established by this Commission upon the recommendation of the Executive Board and shall be guided by how the Government of the State of Illinois compensates its employees and the State of Illinois Guide for Salaried and Non-Salaried staff. If an appointment of an interim superintendent is made, the Commission may determine an appropriate and different salary for that appointee.

ARTICLE VI CONTRACTS AND WARRANTS

Section 1. Contracts. This Commission, through its representative delegates (or in their stead, the member's alternates), may authorize any individual officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of this Commission, and such authority may be general or confined to specific instances. This authority is in addition to the superintendent, who possesses the statutory authority as the executive officer of this Commission (330 ILCS 45/10(a)) to act for and to bind this Commission between membership meetings.

Section 2. Warrants. In accordance with §2(3) of the MVAA, orders of the superintendent "shall be proper warrants for the expenditure of Commission funds." In accordance with §9(b) of the MVAA, no such warrant may be issued for the payment of Commission funds without the presentation of an itemized statement or claim, approved by the superintendent of the Commission, and reported to the full Commission membership through the Commission treasurer as provided herein.

ARTICLE VII FISCAL YEAR

Fiscal Year. The fiscal year of the VACMC shall run from December 1 of each year and expire on November 30 of the following year.

ARTICLE VIII WAIVER OF NOTICE

Waiver in Lieu of Notice. Whenever any notice is required to be given under the provisions of these bylaws or under the provisions of the Articles of Incorporation or under the provisions of the General Not For Profit Corporation Act of 1986 (NFPCA), a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE IX AMENDMENTS

Amendments. In accordance with §9(f) of the MVAA, these bylaws of the VACMC are adopted by and may only be revised by "a minimum two-thirds (2/3) majority vote of approval from a majority of the full Commission membership."

ARTICLE X INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, AND AGENTS

Section 1. Power to Indemnify in Action Other Than by or in the Right of Corporation. The VACMC shall have power to indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the VACMC, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the VACMC or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his/her conduct was unlawful.

Section 2. Power to Indemnify in Action by or in the Right of Corporation. The VACMC shall have power to indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the VACMC to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the VACMC, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such persons shall have been adjudged to be liable to the VACMC, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3. Reimbursement of Expenses. To the extent that a present or former director, officer, or employee of the VACMC has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Sections 1 and 2 mentioned previously, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith, if the person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the VACMC.

Section 4. Determination if Indemnification Is Proper. Any indemnification under Sections 1 and 2 previously mentioned (unless ordered by a court) shall be made by the VACMC only as authorized in the specific case, upon a determination that indemnification of the present or former director, officer, employee, or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Sections 1 or 2 mentioned previously. Such determination shall be made with respect to a person who is a director or an officer at the time of the determination, by a majority vote of the Commission membership.

Section 5. Advance of Expenses. Expenses (including attorneys' fees) incurred by a director or an officer in defending a civil or criminal action, suit, or proceeding may be paid by the VACMC in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director or the officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article. Such expenses (including attorneys' fees) incurred by former directors and officers or other employees and agents may be so paid on such terms and conditions, if any, as the Corporation deems appropriate.

Section 6. Non-Exclusivity. The indemnification and the advancement of expenses provided by or granted by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of members' representatives, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs (?), executors, and administrators of such person.

Section 7. Insurance. The VACMC shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

**POLICY ADOPTION
OF
THE VETERANS' ASSISTANCE COMMISSION OF MADISON COUNTY, INC.
A NOT-FOR-PROFIT CORPORATION OPERATING PURSUANT TO THE
ILLINOIS MILITARY VETERANS ASSISTANCE ACT**

I. Explanatory Introduction. §10 of P.A. 102-1132 amended §9 of the Military Veterans Assistance Act (MVAA) to add the following language which this Commission finds to be vague, ambiguous, and difficult, if not impossible, to implement without glaring contradictions and inconsistencies:

“(g) Each Veterans Assistance Commission shall, in writing, adopt all applicable policies already established and in place in its respective county, including, but not limited to, policies related to compensation, employee rights, ethics, procurement, and budget, and shall adapt those policies to fit its organizational structure. Those policies shall then be considered the policies of the Veterans Assistance Commission and they shall be implemented and adhered to, accordingly, by the superintendent and by the Commission. The Commission shall amend its adopted policies whenever a county board amends an applicable policy within 60 days of the county board amendment.”

The phrase “***all applicable policies***,” without restriction to a particular entity, implies that Veterans’ Assistance Commission of Madison County (VACMC) is to adopt every policy of every governmental unit in the county that has a policy “established and in place.” The follow-on sentence requiring the Commission to amend its policies when the County Board amends its policies is of little help, as the Public Act limits that requirement to only “applicable” county policies. Also frustrating this Commission’s attempt to comply with this new legislative directive is the fact that, in the same section of this particular Public Act, the legislature chose to retain the language in subparagraph (g) of §10 of the MVAA which reads as follows:

“The superintendent and other employees shall be employees of the Veterans Assistance Commission, and no provision in this Section **or elsewhere in this Act** shall be construed to mean that they are employees of the county.”

Both the Madison County Personnel Policy Handbook (2022) and the Personnel Policies for County Board Supervisory, Professional, Confidential, and Non-union Employees (2022) state that they are “*applicable*” to county employees; and, in every instance, they direct employees to address their specific questions to their supervisor/department head or the County Board Personnel Department. Appeal to the County Board Personnel Department is inconsistent with the independence of the VACMC as expressed in §10(g) and caselaw. *Lavite v. Dunstan*, 2019 IL App (5th) 170114. Furthermore, the blanket adoption of Madison County’s policy handbooks, which refer its employees to various collective bargaining agreements, and in the case of non-union employees to a grievance procedure that appeals to the County Board Chairman Pro-tem, is inconsistent with the express statutory language inserted by the legislature in this particular Public Act that “[e]mployees of the Commission shall be ‘***at will***’ employees.” (last sentence of 330 ILCS 45/10(h)). Most of the policies adopted and in place for the Madison County Board, assuming the required adoption is limited to that governmental unit, are contrary to the statutory language expressly retained by P.A. 102-1132 found in subparagraph (k) of new §10 of the MVAA, namely:

“All persons selected or appointed to fill positions provided for in this Section shall be exempt from the operation and provisions of any civil service act or laws of this State” (330 ILCS 45/10(k)).

This policy adoption is this Commission’s good faith attempt to comply with the legislative directive of P.A. 102-1132. This Commission proceeds in accordance with the legislative directive in the new §9(g), which

directs this Commission to *“adapt those policies to fit its organizational structure.”* This Commission also invokes the rule-making authority expressly vested in the Commission by §9(f) of the MVAA.

The legislative directive is to *“adopt all applicable policies... .”* Thus, before adopting anything, the VACMC must discern and determine whether any county policies are *“applicable.”*

II. Rejection.

A. As to All Units Other Than the Madison County Board. To the extent any court would construe the legislature’s directive to mean the adoption of all county policies, irrespective of which unit of local government established such policy, this Commission rejects all as inapplicable and inconsistent with the independence and the autonomy of the VACMC.

B. As to the Madison County Board. After considering all policies contained in the Madison County Personnel Policy Handbook (2022) and the Personnel Policies for County Board Supervisory, Professional, Confidential, and Non-union Employees (2022), this Commission finds that none of the policies listed therein, other than those referred to under *“Policies Adopted and Adapted,”* are applicable, and are, therefore, expressly not adopted by the VACMC. All such policies are inconsistent with statutory mandates of the MVAA and this Commission’s organizational structure, including, but not limited to, the following:

1. the statutory requirement that employees of the VACMC are “at will” employees;
2. the statutory limitation that employees of the VACMC are “exempt from the operation and provisions of any civil service act or laws of this State”;
3. the statutory prohibition that the MVAA shall ever be construed to mean that employees of the VACMC are employees of the county;
4. any reference in county policies that imply that VACMC employees have recourse, by appeal or otherwise, to the “County Board Personnel Department” or to the “Manager, Personnel Services,” or to other county officers violates the independence and the autonomy of the VACMC, as established in §10(g) of the MVAA and *Lavite v. Dunstan*, 2019 IL App (5th) 170114;
5. the extent to which any and all definitions contained in the county policy are inconsistent with the facts that there are no publicly elected officials, department heads, or departments within the VACMC;
6. the extent to which any and all policies contained in county manuals are inconsistent with the facts that most, if not all, VACMC employees, as directed by statute, are veterans who have unique disabilities and situations related to and resulting from their time in military service;
7. the extent to which any policy of any unit of the county would, in any way, infer that the VACMC agrees, or that such policy in fact rises to the level of a mandated public policy, as that phrase is understood to be an exception to the general rule of “at will” employment. *Turner v. Memorial Medical Ctr.*, 233 Ill.2d 494, 911 N.E.2d 369, 374 (2009). VACMC employees have been and remain employees “at will” that may be discharged for any reason or no reason at all.

This Commission finds that all such policies also are inconsistent with the statutory goal of the MVAA of “assisting military veterans” and “provid[ing] needed services to eligible veterans.” (330 ILCS 45/9(n)). The final determination of whether any policy (past, present, or future) is applicable and/or inconsistent with this Commission’s organizational structure will be made on a case-by-case basis by this Commission’s Superintendent. His/her discretion is subject only to the rejection thereof by a majority vote of the full Commission membership.

III. Policies Adopted and Adapted. The following policies are those which have been extracted from the Madison County Personnel Policy Handbook (2022) and adapted, which this Commission has deemed, with such changes, to have survived the previously stated **"II. Rejection"** section:

A. Equal Employment Opportunity Policy. VACMC believes in equal employment opportunity for all individuals without regard to race, color, religion, sex, age, national origin, disability, status as a veteran, sexual orientation, genetic information, Order of Protection status, or any other protected characteristic as established by law. This policy extends to all terms, conditions, and privileges of employment, as well as the use of all VACMC facilities and participation in all VACMC-sponsored activities, including, but not limited to, the following: Recruitment, Hiring, Termination, Compensation, Benefits, and/or Condition of Employment. VACMC employees who experience such activity are encouraged to report it to the authorities listed below.

VACMC employees should be made aware that discrimination and sexual harassment are illegal and that the Illinois Department of Human Rights and the Illinois Human Rights Commission investigate, prosecute, and remedy complaints of violations of state law prohibiting discrimination and sexual harassment. These agencies may be contacted, if the employee so desires, in the following manner:

Illinois Department of Human Rights
100 West Randolph Street
Chicago, Illinois 60602
(312) 814-6200

Illinois Human Rights Commission
100 West Randolph Street
Chicago, Illinois 60602
(312) 814-6269

Federal Equal Employment Opportunity Commission
236 South Clark Street (9th Floor)
Chicago, Illinois 60605
(312) 353-2713

A charge of sexual harassment or discrimination under the Equal Employment Opportunity Act must be filed within 180 days of the date a person believes the harassment took place.

Other Harassment

Harassment, retaliation, coercion, interference, or intimidation of any employee due to that employee's race, religion, color, national origin, sex, age, sexual orientation, or disability is strictly forbidden. VACMC employees who experience such activity are encouraged to report it to the authorities listed previously.

B. Employee Conduct. Except for agreeing with the statement of Article V paragraph A.2. of the Madison County Personnel Policy Handbook (2022), which states that "[i]t is not possible to list all forms of behavior that are considered unacceptable in the workplace," this Commission restates its rejection of all other "policies already established and in place in its respective [Madison] county" as inapplicable and inconsistent to fit VACMC's chosen organizational structure and the statutory limitations that VACMC employees are "at will." That said, VACMC agrees with the stated expectations of conduct listed at Article V, paragraph A.1 (a-k), but only as stated expectations of conduct.

