

ORDINANCE NO. O-24-15

AN ORDINANCE APPROVING AMENDMENTS TO THE AGREEMENT ESTABLISHING THE SOLID WASTE AGENCY OF NORTHERN COOK COUNTY AS A MUNICIPAL JOINT ACTION AGENCY AND TO THE BYLAWS OF THE SOLID WASTE AGENCY OF NORTHERN COOK COUNTY

WHEREAS, the City of Prospect Heights is a non-home rule, special charter, municipal corporation existing in accordance with the Illinois Constitution of 1970; and

WHEREAS, Section 6(a) of Article VII of the Illinois Constitution of 1970 authorizes units of local government, such as the City, to “exercise power and perform functions pertaining to its government and affairs;” and

WHEREAS, Section 10 of Article VII of the Illinois Constitution of 1970 authorizes units of local government, such as the City, to contract or otherwise associate amongst themselves in a manner not otherwise prohibited by law or ordinance; and

WHEREAS, Section 3 of the Illinois Intergovernmental Cooperation Act, 5 ILCS 220/3, permits powers, privileges, functions or authority exercised or which may be exercised by a unit of local government, such as the City, to be combined and exercised jointly with any other unit of local government; and

WHEREAS, pursuant to such authorization, the City has entered into an Agreement with other municipalities establishing the Solid Waste Agency of Northern Cook County (“SWANCC”) as a municipal joint action agency (“Agreement”); and

WHEREAS, as a member of SWANCC, the City has approved By-Laws that, together with the Agreement, govern the function and operation of SWANCC; and

WHEREAS, the City now desires, and finds it in the best interest of the health, safety, morals and welfare of the City, to amend the Agreement and the By-Laws of SWANCC concerning the appointment of representatives authorized to represent the City at meetings of SWANCC, all as set forth in this Ordinance.

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF PROSPECT HEIGHTS, COOK COUNTY, ILLINOIS as follows:

SECTION ONE: Recitals. The foregoing recitals are hereby adopted by this reference as findings of the City Council and are hereby incorporated into this Section as if fully set forth.

SECTION TWO: Amendment to Agreement Section 8, "Governance," subsections *.3 and 8.4, are hereby amended as follows (added text is shown as **bold, double-underlined text** and deleted text is shown as ~~stricken text~~):

Section 8. Governance.

8.1 The Agency shall be governed and administered as provided in this Section and in the By-Laws, adopted pursuant to, and subject to the limitations of, this Agreement.

8.2 The governing body of the Agency shall be the Board of Directors. There shall be one Director for each Member, who shall be appointed by vote of the corporate authorities of the Member and who at the time of appointment shall be the (i) Mayor or President of a Member (if such Member is a municipality) or the President or Chairman of a Member (if such Member is a County), (ii) another elected member of the corporate authorities of the Member or, (iii) the chief administrative officer of the Member. The term of each initial Director shall begin when he or she is appointed and shall continue until April 30, 1991 and until his or her successor is appointed. Thereafter, all Directors shall be appointed for two-year terms expiring on April 30 of odd numbered years. Except as provided in paragraph 8.4, a person serving as a Director shall serve until his or her term expires, and thereafter until his or her respective successor is appointed. Each Director shall have one vote on the Board of Directors.

8.3 Any Member may appoint one or more persons to serve as the Alternate Director. Any such appointee shall meet the qualifications for office as a Director established in paragraph 8.2 **or shall be a staff person of the Member appointed by its corporate authority and granted the authority to act on the Member's behalf.** The Alternate Director may attend any meeting of the Board of Directors and may vote as the Director in the absence of the Director from that Member or if there is a vacancy in the position of Director from that Member. The term of an Alternate Director shall be the same as the term of the Director from the appointing Member. Except as provided in paragraph 8.4, a person serving as Alternate Director shall serve until his or her term expires and thereafter until the successor is appointed.

8.4 All appointments of Directors and Alternate Directors shall be by ordinance or resolution of the corporate authorities of the appointing Member, a certified copy of which shall be filed with the Secretary of the Agency. Should any Director or Alternate Director cease to serve as the President, Mayor, Chairman, elected member of the corporate authorities ~~or~~, chief administrative officer of the appointing Member, or staff person of the Member granted authority to act on the Member's behalf, that person shall simultaneously cease to serve as Director or Alternate Director of the Agency and the position shall be vacant. Any vacancy in the office of Director or Alternate Director shall be filled by appointment by the Member with respect to which the vacancy exists. Directors and Alternate Directors shall receive no compensation for their service in this capacity but may be reimbursed by the Agency for reasonable and necessary expenses incurred in performance of their duties.

/remainder unchanged/

SECTION TWO: Amendment to By-Laws Section 1, "Members and Powers," is hereby amended as follows (added text is shown as **bold, double-underlined text** and deleted text is shown as ~~stricken text~~):

1. Members and Powers. The Board of Directors of the Agency shall be comprised as provided in the Agreement and the By-Laws and shall exercise those powers specified in the Agreement and the By-Laws. If any Director or Alternate Director ceases to serve as the President, Mayor, Chairman, elected member of the corporate authorities ~~or~~, chief administrative officer of the Member which appointed such person, or staff person of the Member granted authority to act on the Member's behalf, becomes incapacitated or is otherwise removed as a Director or Alternate Director by the corporate authorities of the appointing Member, that seat on the Board of Directors shall, subject to the provision for participation by Alternate Directors contained in Section 2 of this Article, be vacant until a successor is appointed by that Member. (For purposes of the By-Laws, "Member" shall have the same meaning as in the Agreement.)

SECTION FOUR: Superseder. In the event a conflict exists between the terms of this Ordinance and any other ordinance or resolution of the City, the terms of this Ordinance shall govern.

SECTION FIVE: Severability. If any section, paragraph, clause, phrase, provision or part of this Ordinance shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph, clause, phrase, provision or part shall not affect the validity of any of the remaining provisions of this Ordinance.

SECTION SIX: Effective Date. This Ordinance shall be in full force and effect upon its passage, approval, and publication in pamphlet form in the manner provided by law.

Passed and Approved this 10th day of June, 2024.



Mayor Patrick Ludvigsen

ATTEST:



City Clerk

AYES: Cameron, Anderson, Morgan-Adams, Dolick, Dash

NAYS: None

ABSENT: None

Published in pamphlet form: June 11, 2024





TO: Board of Directors

FROM: Christina Seibert, Executive Director & Derke Price, Legal Counsel

RE: Proposed Amendment of SWANCC's Founding Agreement and By-Laws

DATE: March 28, 2024

Background

Appointment of Directors and Alternate Directors to serve on SWANCC's Board of Directors is governed by requirements in the Agreement Establishing the Solid Waste Agency of Northern Cook County (the Founding Agreement) and in the Agency's By-Laws. To be appointed as a Director or Alternate Director, the appointee must be either:

1. Mayor or President of a Member;
2. Another elected member of the corporate authorities of the Member; or
3. The chief administrative officer of the Member

A number of Members have expressed interest in appointing a staff person below the level of the chief administrative officer (i.e., Village Manager) to serve as an Alternate Director to facilitate Member attendance at meetings and to allow for participation of staff most familiar with waste management matters on their behalf at the Board.

Proposed Changes

Derke and I reviewed the qualifications for Directors and Alternate Directors and discussed the option of extending appointments to a staff person at a Member community who is appointed by its respective corporate authority. The Executive Committee at its January 24, 2024 meeting agreed that such an option was appropriate for consideration.

Proposed changes to the Founding Agreement and By-Laws are shown in redline form below. Complete copies of the Founding Agreement and the By-Laws are available at www.swancc.org/about-us/document-archive/misc-1.

Proposed Changes to Agreement Establishing the Solid Waste Agency of Northern Cook County

Section 8. Governance.

8.1 The Agency shall be governed and administered as provided in this Section and in the By-Laws, adopted pursuant to, and subject to the limitations of, this Agreement.

8.2 The governing body of the Agency shall be the Board of Directors. There shall be one Director for each Member, who shall be appointed by vote of the corporate authorities of the Member and who at the time of appointment shall be the (i) Mayor or President of a Member (if such Member is a municipality) or the President or Chairman of a Member (if such Member is a



Solid Waste Agency of Northern Cook County

County), (ii) another elected member of the corporate authorities of the Member or, (iii) the chief administrative officer of the Member. The term of each initial Director shall begin when he or she is appointed and shall continue until April 30, 1991 and until his or her successor is appointed. Thereafter, all Directors shall be appointed for two-year terms expiring on April 30 of odd numbered years. Except as provided in paragraph 8.4, a person serving as a Director shall serve until his or her term expires, and thereafter until his or her respective successor is appointed. Each Director shall have one vote on the Board of Directors.

8.3 Any Member may appoint one or more persons to serve as the Alternate Director. Any such appointee shall meet the qualifications for office as a Director established in paragraph 8.2 or shall be a staff person of the Member appointed by its corporate authority and granted the authority to act on the Member's behalf. The Alternate Director may attend any meeting of the Board of Directors and may vote as the Director in the absence of the Director from that Member or if there is a vacancy in the position of Director from that Member. The term of an Alternate Director shall be the same as the term of the Director from the appointing Member. Except as provided in paragraph 8.4, a person serving as Alternate Director shall serve until his or her term expires and thereafter until the successor is appointed.

8.4 All appointments of Directors and Alternate Directors shall be by ordinance or resolution of the corporate authorities of the appointing Member, a certified copy of which shall be filed with the Secretary of the Agency. Should any Director or Alternate Director cease to serve as the President, Mayor, Chairman, elected member of the corporate authorities ~~or,~~ chief administrative officer of the appointing Member, or staff person of the Member granted authority to act on the Member's behalf, that person shall simultaneously cease to serve as Director or Alternate Director of the Agency and the position shall be vacant. Any vacancy in the office of Director or Alternate Director shall be filled by appointment by the Member with respect to which the vacancy exists. Directors and Alternate Directors shall receive no compensation for their service in this capacity but may be reimbursed by the Agency for reasonable and necessary expenses incurred in performance of their duties.

(Remainder of Section 8 unchanged and omitted for brevity)

Proposed Changes to Agency By-Laws

1. Members and Powers. The Board of Directors of the Agency shall be comprised as provided in the Agreement and the By-Laws and shall exercise those powers specified in the Agreement and the By-Laws. If any Director or Alternate Director ceases to serve as the President, Mayor, Chairman, elected member of the corporate authorities ~~or,~~ chief administrative officer of the Member which appointed such person, or staff person of the Member granted authority to act on the Member's behalf, becomes incapacitated or is otherwise removed as a Director or Alternate Director by the corporate authorities of the appointing Member, that seat on the Board of Directors shall, subject to the provision for participation by Alternate Directors contained in Section 2 of this Article, be vacant until a successor is appointed by that Member. (For purposes of the By-Laws, "Member" shall have the same meaning as in the Agreement.)



Solid Waste Agency of Northern Cook County

Approval Steps

Amendment of the Founding Agreement requires adoption of an ordinance by each Member. A copy of the ordinance is attached. Members are encouraged to review the ordinance and place it on their meeting agenda as soon as possible. A certified copy of the approved ordinance must be returned to the Agency. Upon approval of all 23 Members, the Agency will file the amendment with the Illinois Secretary of State.

Amendment of the By-Laws requires that the amendment be provided to all Directors at least 30 days prior to the consideration of the amendment at a meeting of the Board of Directors. Concurrence by a 3/4 majority of the Board (equating to 18 Members) is required to adopt an amendment to the By-Laws. Presentation of the By-Laws amendment at the April 10 Board meeting shall serve as notice to the Directors of the amendment, and the amendment shall be placed on the agenda for approval at the first Board meeting following adoption of the amendment of the Founding Agreement by all Members.

Upon adoption of the amendments to the Founding Agreement and the By-Laws, the changes will be immediately effective. Members can then appoint by resolution of their corporate authority a member of staff to serve as an Alternate Director of the Agency on behalf of the Member.

Recommendation

The Executive Committee recommends the Board of Directors concur with the amendment to the Founding Agreement to allow appointment of a staff person to serve as an Alternate Director on SWANCC's Board of Directors and that each Member adopt the attached ordinance.

The Executive Committee further recommends the Board of Directors be notified of the amendment to the By-Laws that is required at least 30 days prior to consideration at a meeting of the Board of Directors and that the By-Laws amendment be placed on the agenda for the next Board meeting held after adoption of the amendment to the Founding Agreement by all Members.