

ISACo By-Laws

Article I Name and Principal Office

Section 1. Name

The name of the corporation is the Illinois State Association of Counties (“ISACo”).

Section 2. Principal Office

The principal office of ISACo shall be located in or near Springfield, IL.

Article II Mission and Purpose of ISACo

Section 1. Mission Statement

ISACo strives to be the voice of all 102 counties in Illinois. ISACo is a highly visible civic force, with a diverse Board of Directors representing all corners of the State, providing leadership and services to ensure fair, effective, and efficient government for the good of all Counties and all the people of Illinois.

Section 2. Purpose of ISACo

ISACo serves as a forum to improve and promote the needs of County Government. ISACo provides a united voice for County Government by communicating the County perspective to state officials and the public, and counseling in the implementation of new laws. Its purpose shall include cooperation with its member counties in the development and improvement of their governments and to promote efficient county administration. ISACo provides education and training to County Board Members, Countywide Officials, and their staff. ISACo performs research and develops policy statements in the interest of County Government. ISACo shall provide such service and assistance to all Illinois Counties as may be determined by the Board of Directors and through the Executive Director.

ISACo is organized exclusively for non-profit purposes and will operate at all times in the manner contemplated by Section 501(c)(4) of the Internal Revenue Code as it now exists or its successor, or by such other provisions of such code as will accomplish its non-profit purposes.

Article III Membership

Section 1. Classes of Membership

There shall be four classes of membership in ISACo (“Members”). The four classes or types of membership are active, associate, sustaining, and life.

Section 2. Eligibility

a) Active membership shall be open to:

- Any County in Illinois that has paid its membership dues (“Member County”); and
 - Any county elected or appointed official from an Active County who seeks to participate in ISACo (“Active Member”);
- b) Associate membership shall be open to former Active Members and such other public officials as may be determined by the Board of Directors (“Associated Member”);
- c) Sustaining membership shall be open to those individuals, firms, associates, or corporations interested in supporting the purposes of ISACo (“Sustaining Member”);
- d) Life members shall include (“Life Members”)
- Past Presidents of ISACo upon termination of their status as an Active Member;
 - Any former Active Member may, upon a vote of the Board of Directors, be awarded Life membership.

Membership in ISACo shall terminate when a Member County or Active Member of any class:

- a) Submits a written resignation to the Board of Directors;
- b) An Active Member ceases to be an elected or appointed official of an Active County;
- c) A Member County fails to pay the annual dues, assessments, or other financial commitments to ISACo. Any membership terminated for this reason may be reinstated when the financial obligation to ISACo has been fully discharged.

Article IV Meetings of ISACo

Section 1. Place of Meetings

Meetings shall be held at the principal office or place of business of ISACo or at such other suitable place convenient to the Members as may be designated by the Executive Director in consultation with the officers of the Board.

Section 2. Annual Business Meeting

The Annual Business Meeting of ISACo shall be held on a date determined by the officers of the Board of Directors. ISACo may transact such business of ISACo as may properly come before ISACo at the Annual Business Meeting. The notice of the Annual Business Meeting shall be given to all Members not less than fourteen (14) calendar days before the meeting and shall state the time and place of the meeting and include a preliminary agenda for the meeting. The notice shall also include instructions for the designation of an Official Representative and Alternate of a Member County for voting purposes.

Section 3. Special Business Meetings

Special Business Meetings may be authorized by the Board of Directors upon thirty (30) days notification to all member counties. The notice shall state the location and purpose of the meeting and the meeting shall convene its activities to the stated purpose.

Section 4. Quorum

Except as otherwise provided by statute, the Articles of Incorporation, or these By-Laws, at any Annual or Special Business meeting where one-fourth (1/4) of the Official Representatives or Alternates of the Member Counties are present shall constitute a quorum.

Section 5. Voting

At every Annual or Special Business Meeting voting shall be accomplished by a vote of the Official Representative or Alternate of Member Counties on any question or issue placed before the membership for consideration. A simple majority of votes cast by the Official Representative or Alternate of Member Counties shall determine any question brought up before such meeting unless the question is one upon which, by law, the Articles of Incorporation, or these By-Laws, a different vote is required, in which case, such provision shall govern and control.

Section 6. Designation of Official Representative and Alternate by Member Counties

Each Member County shall, for the purposes of voting at any annual or special meeting of ISACo, designate an Official Representative and Alternate. The Official Representative and Alternate for a Member County shall be appointed by the President, Chairperson, or County Executive, with the advice and consent of the County Board.

Article V Dues

Section 1.

The annual dues for Member Counties shall be prescribed by the Board of Directors. No change in the dues schedule shall become effective until it has been announced at the Annual Meeting. Membership dues shall be payable annually in advance at the beginning of ISACo's fiscal year, provided that any County not paying its dues by April 15 shall cease to be a Member County.

Article VI Board of Directors

Section 1. Board of Directors

ISACo shall be governed by a Board of Directors. Such Board shall be composed of County elected or appointed officials as follows:

Four (4) Directors: Who are Active Members, appointed by the President of Cook County, Illinois;

Three (3) Directors: Who are Active Members, appointed by a majority vote of the County Chairs and Executives from DuPage, Lake, Will, Kane, McHenry and Kendall Counties;

One (1) Director: Who is an Active Member outside of the seven County Chicago Metropolitan area, appointed by the Board of Directors of the United County Councils of Illinois (“UCCI”). Should UCCI fail to appoint a Director by December 31 of each even numbered year, IACBM shall be allowed to appoint a second Active Member outside of the seven County Chicago Metropolitan area.

One (1) Director: Who is an Active Member Outside of the seven County Chicago Metropolitan area, appointed by the Board of Directors of the Illinois Association of County Board Members (IACBM”). Should IACBM fail to appoint a Director by December 31 of each even numbered year, UCCI shall be allowed to appoint a second Active Member outside of the seven County Chicago Metropolitan area.

One (1) Director: Who is an Active Member, appointed by a majority vote of the Large County Caucus;

One (1) Director: Who is an Active Member, outside of the seven County Chicago Metropolitan area, appointed by a majority vote of the Chairs of all affiliated organizations of elected or appointed County Officials.

One (1) Director: Who is an Active Member outside of the seven county Chicago Metropolitan area appointed by the President with the consent of the Board of Directors.

One (1) Director: Who is an Active Member outside of the seven county Chicago Metropolitan area or who holds a county-wide office other than that of chief county executive or county board chair appointed by the President with the consent of the Board of Directors.

The above distribution of members of the Board of Directors may only be amended by a positive vote of sixty percent (60%) of Member Counties, representing at least forty percent (40%) of the total population of the State of Illinois as determined from the most recent federal census.

Each Director shall attend at least a majority of the regular and special meetings of the Board of Directors. Any Director not attending the majority of the regular and special meetings of the Board of Directors during any calendar year, except for a long-term health related absence, military service, or acceptable emergency, shall be ineligible for re-appointment to the Board of Directors.

Section 2. Director's Terms

Every December 1, in even numbered years, or as soon thereafter as is practical, each member of the Board of Directors shall be reappointed as provided for above. The first such reappointment shall take place on December 1, 2018. However, the first reappointments of Board Members by the United County Council of Illinois and the Illinois Association of County Board Members and Commissioners shall not take place until December 1, 2020.

Section 3. Governing Powers and Duties

The Board of Directors shall have all the powers and duties necessary or appropriate for the administration of the affairs of ISACo and may do all such acts and things as are not prohibited by law, the Articles of the Incorporation, or these By-Laws.

The Board of Directors shall employ and fix the compensation of an Executive Director who shall serve at the pleasure of the Board of Directors. Provided however, that nothing in this section prohibits the Board of Directors to enter into a contract with the Executive Director specifying the terms and conditions of the employment of the Executive Director.

Section 4. Vacancies

Vacancies of any member of the Board of Directors shall be filled for the remainder of the unexpired term by the same process as the vacating member was originally appointed.

Section 5. Compensation

No compensation shall be paid to any Director for their services on the Board of Directors. Directors may be reimbursed for actual expenses incurred by them in the performance of their duties, and as approved by the Board of Directors.

Section 6. Regular Meetings

Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by the President, but at least four (4) such meetings shall be held during the fiscal year. Notice of regular meetings of the Board of Directors shall be given to each Director in writing or email at least five (5) business days prior to the day named for such meeting. Any Active Member of ISACo may attend any regular meeting of the Board of Directors.

Any Director not able to attend any regular meeting of the Board of Directors shall directly notify, prior to the meeting, the Executive Director that they shall be unable to attend.

Section 7. Special Meetings

Special meetings of the Board of Directors may be called by the President on at least twenty-four (24) hour notice to each Director given in writing or by email, which notice shall state the time, place, and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President in like manner and on like notice on the written request of at least four (4) Directors. Any Active Member of ISACo may attend any special meeting of the Board of Directors.

Any Director not able to attend any special meeting of the Board of Directors shall directly notify, prior to the special meeting, the Executive Director that they shall be unable to attend.

Section 8. Quorum

At all meetings of the Board of Directors, seven (7) Directors shall constitute a quorum.

Section 9. Voting Requirements

A super-majority of eight (8) Directors shall be required for the passage of any item before the Board of Directors, except where a larger number is required by law, by the Articles of Incorporation, by these By-Laws, or pursuant to a resolution adopted by the Board, for a specific type or specific types of issues or actions. If at any meeting of the Board of Directors less than a quorum is present, those present may discuss any issue but may not vote on any motion or resolution until a quorum is declared. A majority of those present at any meeting where less than a quorum is present may adjourn the meeting to another time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted provided notice is provided as required herein.

Article VII Executive Committee

Section 1. Designation

The Executive Committee shall be composed of five (5) members and shall consist of:

- a) The elected officers of ISACo: President, Vice-President, Secretary and Treasurer
- b) The Executive Director of ISACo shall serve in an ex – officio capacity.

Section 2. Powers and Duties

The Executive Committee, between the meetings of the Board of Directors, shall have all the powers and exercise all the duties of the Board of Directors necessary or appropriate for the administration of the affairs of ISACo which may be lawfully delegated to it by the Board of Directors and are not by law or by the Articles of Incorporation or by these By-Laws directed to be exercised and done by the Member Counties.

Section 3. Meetings

Meetings of the Executive Committee shall be called by the President. The President shall also call a meeting of the Executive Committee upon request of any three (3) members of the Executive Committee. Notice of meetings of the Executive Committee shall be given to each member of the Executive Committee in writing or by email at least five (5) days prior to the date of the meeting. Any Active Member of ISACo may attend any meeting of the Executive Committee, provided however, that the Executive Committee may go into executive session for any purpose.

Section 4. Quorum

At all meetings of the Executive Committee three (3) members of the Executive Committee shall constitute a quorum.

Section 5. Voting Requirements

A vote of three (3) Executive Committee Members shall be required for the passage of any item before the Executive Committee, except where a larger number is required by law, by the Articles of Incorporation, by these By-Laws, or pursuant to a resolution adopted by the Board or the Executive Committee, for a specific type of issue or action. If at any meeting of the Executive Committee less than a quorum is present, those present may discuss any issue but may not vote on any motion or resolution until a quorum is declared. A majority of those present at any meeting where less than a quorum is present may adjourn the meeting to another time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted provided notice is provided as required herein.

Section 6. Committee Responsibilities

For Audit Purposes the Executive Committee Shall:

- a) Establish guidelines for the performance of an annual audit by a certified public accountant licensed by the State of Illinois.
- b) Recommend to the Board of Directors the retention of a certified public accountant licensed by the State of Illinois to perform the annual audit.
- c) Review the annual audit, make a report to the Board of Directors, and make a copy of the annual audit available to any Active Member upon request.

The Executive Director shall submit to the Executive Committee and, with the approval of the Executive Committee, shall employ and fix the compensation of persons selected to fill all positions of ISACo subject to the established pay ranges in the ISACo compensation system document as approved by the Board of Directors.

Section 7. Attendance by Phone or Other Device

Any member of the Executive Committee may attend the meeting by phone or other such device.

Any member so attending shall be counted for purposes of a quorum and may vote on any and all actions by the Executive Committee as if the member was there in person.

If a connection by phone, or other such device, ceases to function during the meeting, the President or Secretary shall attempt three (3) times to re-connect the member to the meeting. If the connection cannot be re-established, the record of the meeting shall reflect that the member was unable to further attend the meeting due to technical issues. If the member's inability to continue attendance breaks a quorum, no further votes of the Executive Committee may be taken. A majority of those still present may adjourn the meeting to another time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted provided notice is provided as required herein.

Article VIII Officers

Section 1. Designation

The principal officers of ISACo shall be a President, Vice President, Secretary, and a Treasurer, who shall be elected by the Board of Directors from its voting members. No two offices may be held by the same person.

Section 2. Election of Officers

The Officers of ISACo shall be elected every December in even numbered years by the Board of Directors. If the Board of Directors fails to meet as specified or if they are unable at that time to elect any or all Officers for any reason, then the election of those Officers not elected shall be continued to the next meeting of the Board of Directors until all Officers are elected. Officers shall serve until their successors are elected. The President shall be limited to serving not more than three (3) consecutive terms. All the Officers of ISACo shall be members of the Board of Directors and shall enjoy full voting rights at all meetings of the Board.

Section 3. Qualifications

In order to be eligible to be elected as an Officer of ISACo, the individual must be appointed to the Board of Directors.

Section 4. President

The President shall preside at all meetings of ISACo, Board of Directors, the Executive Committee, and Business Meetings or Special Business Meetings. The President shall be Chair of the Executive Committee and shall have all the general powers and duties usually vested in the office of the President of a corporation or association, including the power to appoint members of any caucus, committee or task force as authorized with the approval of the Board of Directors.

Section 5. Vice President

The Vice President shall assist the President in the performance of the President's duties. The Vice President shall also serve as chair of the Legislative Committee.

Section 6. Secretary

The Secretary shall keep the records, including attendance, of all meetings of ISACo, the Board of Directors, and of the Executive Committee. The Secretary shall perform the duties and functions customarily performed by the Secretary of a corporation or association together with such other duties as may be prescribed by these By-Laws or by the Board of Directors. The Board of Directors shall appoint a staff member to serve as Assistant Secretary.

Section 7. Treasurer

The Treasurer shall cause to be maintained a full and accurate account of all receipts and disbursements. The Treasurer shall cause to be deposited all monies and other valuable effects in the same of and to the credit of ISACo in such depositories as may be designated by the Board of Directors. The Treasurer shall cause to be disbursed the funds of ISACo and shall render an

account of all transactions as Treasurer and of the financial condition of ISACo whenever called upon to do so. The Treasurer shall comply in a timely manner with any reasonable request for financial information by an Active Member. The Board of Directors shall appoint a staff member to serve as Assistant Treasurer.

Section 8. Vacancies

If any office should become vacant for any reason during any year the following provisions shall apply:

- a) If the Office of the President becomes vacant, the Vice President shall assume the office of President for the remainder of the term of office.
- b) If the office of Vice President, Secretary, or Treasurer becomes vacant, the Executive Committee shall request the Board of Directors appoint a member of the Board of Directors to fill the vacancy for the remainder of the term of office.

Article IX Executive Director

The Executive Director shall manage the day-to-day affairs of ISACo under the general direction of the Board of Directors. The Executive Director shall employ and fix the compensation of the staff subject to the conditions imposed herein, and as approved by the Board of Directors. The Executive Director shall be responsible for the proper and efficient conduct of the work of ISACo. The Executive Director shall cause to be maintained accurate records and accounts of all transactions of ISACo. The Executive Director shall have the following duties:

- a) Submit an annual report to the Board of Directors and to the Members of ISACo;
- b) Prepare and submit to the Board of Directors for its approval an annual budget covering estimated receipts and disbursements of ISACo;
- c) Conduct the correspondence of ISACo;
- d) Mail notices of meetings to all Members;
- e) Collect and receive all monies due ISACo, and shall keep an accurate account thereof;
- f) Publish the official publications of ISACo; and
- g) Keep minutes of the Annual Business Meetings, Special Business Meetings, and all meetings of the Board of Directors and the Executive Committee upon request of the Secretary.
- h) Such other functions and tasks as assigned by the Board of Directors.

Article X Caucuses

Section 1. Caucus Powers and Duties

Each Caucus shall be a semi-autonomous entity working within the framework of ISACo. The Executive Director shall be an ex-officio member and attend all Caucus meetings, and ISACo shall support the Caucus with staffing and other necessities as it is able. The President or the President's designate, shall be an ex-officio member of all Caucuses, and may attend all Caucus meetings. While the Caucuses are semi-autonomous directing their own affairs and positions on issues, each Caucus shall strive to work collegiately with ISACo, the other Caucuses, Affiliates and Organizations. Unless a Caucus, Affiliate and Organization has an opposing position on an issue, each shall strive to support the position of the other Caucus or remain neutral on that issue.

Section 2. Caucus Position on Issues

After a Caucus votes on an issue pursuant to its own rules, the Caucus may take a position on any issue it deems advisable. The Caucus may direct its own lobbyist as it deems necessary to take a position on such issue. When taking a position on an issue with the State or Federal Governments, the Caucus must identify itself by its Caucus name, and not as ISACo.

Section 3. ISACo Support of Caucus Position

It is the policy of ISACo not to take a position on a matter unless that matter is germane to or has a direct impact on the core functions of County Government.

Section 4. ISACo Support of Caucus Position – Immediate Support

Any Caucus seeking ISACo to immediately take a position for or against any issue, shall notify the Executive Director. The Executive Director shall submit the issue to the Board of Directors by email, discuss the issue during a Board of Directors meeting or take a position consistent with ISACo's Legislative Policy document if applicable. The position shall be communicated by the Executive Director to other Caucuses and affected parties in a timely manner.

Section 5. Caucuses Established

ISACo Caucuses shall include the following:

1. **Cook and the Collar Counties Caucus ("CCCo")**, consisting of the elected President, Chair or Executive from the Member Counties of Cook, DuPage, Lake, Will, Kane, McHenry, and Kendall Counties. The Caucus shall be governed by their own rules or By-Laws. The Caucus shall pay additional dues for the retention of any staff or contractors whom they shall direct, and to defray ISACo's cost of the Caucus.
2. **Large County Board Caucus ("LCBC")**, consisting of the elected President, Chair or Executive, and one additional County Board Member or Commissioner from Member Counties with a population over 100,000 people as determined by the last federal census. The Caucus shall be governed by their own rules or By-Laws. The Caucus shall pay additional dues for the retention of any staff or contractors whom they shall direct, and to defray ISACo's cost of the Caucus.

3. **Rural Action Caucus (“RAC”)**, consisting of the elected President, Chair or Executive, and one additional County Board Member or Commissioner from Member Counties with a population under 100,000 people as determined by the last federal census, and such other Member Counties who request to be a member. The Caucus shall be governed by their own rules or By-Laws. The Caucus shall pay additional dues for the retention of any staff or contractors whom they shall direct and to defray ISACo’s cost of the Caucus.

Article XI Committees and Task Forces

The President shall recommend for Board approval such committees and/or task forces necessary or desired. The President shall present to the Board of Directors:

- a) The name of all committees to be established;
- b) A description of the responsibilities and functions of the committees; and
- c) The names of Active Members to serve as chair and vice-chair(s) of the committee.

At the Annual Meeting of ISACo, the President will announce to the membership the committees formed, and the chair and vice-chair(s). Any Active Member may serve on any committee established by the President. The Active Member shall submit their name to the Executive Director on the forms provided for same.

Committees shall meet as is necessary for the proper execution of their duties. The Executive Director shall assign such staff as is necessary and proper.

Committees shall report to the Executive Director on their progress and shall present reports to the Board of Directors and Membership at the Annual Meeting of ISACo.

Article XII Organizations and Affiliates

Section. 1 Recognition of Organizations and Affiliates

ISACo recognizes and acknowledges the United County Council of Illinois (UCCI), the Illinois Association of County Board Members (IACBM), and the Illinois Association of County Officials (IACO) as presently and historically organized and functioning, and their contribution to Illinois Counties.

Section 2. ISACo Will Not Provide, Broker or Sell Insurance

ISACo acknowledges that UCCI and IACBM both provide, broker or sell insurance to Counties and local governments. Accordingly, ISACo will not be a provider, broker or seller of Insurance of any kind to any entity.

Section 3. Recognition of Existing Affiliates

ISACo recognizes and acknowledges the many Affiliate organizations representing County elected or appointed Officers as presently and historically organized and functioning, and their contributions to Illinois Counties. These organizations include, but are not limited to, Affiliate Associations representing: Auditors, Assessors, Clerks, Clerks of the Circuit Court, Coroners/Medical Examiners, County Engineers, Regional Superintendents of Schools, Sheriffs, State's Attorneys, Treasures, and Veterans Commissions.

Section 4: Membership Board of Directors

In recognition of these organizations and Affiliates contribution to Illinois County Government, the following seats have been set aside on the Board of Directors:

One (1) Director: Who is an Active Member outside of the seven County Chicago Metropolitan area, appointed by the Board of Directors of the United County Councils of Illinois ("UCCI"). Should UCCI fail to appoint a Director by December 31 of each even numbered year, IACBM shall be allowed to appoint a second Active Member outside of the seven County Chicago Metropolitan area.

One (1) Director: Who is an Active Member outside of the seven County Chicago Metropolitan area, appointed by the Board of Directors of the Illinois Association of County Board Members (IACBM). Should IACBM fail to appoint a director by December 31 of each even numbered year, UCCI shall be allowed to appoint a second Active Member outside of the seven County Chicago Metropolitan area.

One (1) Director: Who is an Active Member, outside of the seven County Chicago Metropolitan area, appointed by a majority vote of the Chairs of all affiliated organizations of elected or appointed County Officials.

Section 5. Cooperation with Organizations and Affiliates

ISACo, its Officers, Board of Directors and staff shall cooperate with these Organizations and Affiliates to the extent the activities and objectives of the organizations are consistent with the activities and objectives of ISACo.

Section 6. Organization or Affiliate Position on Issues

As independent Organizations or Affiliates, each may take a position on any issue it deems advisable.

Section 7. ISACo Support of Position – Immediate Support

Any Organization of Affiliate seeking ISACo to immediately take a position for or against any issue shall notify the Executive Director. The Executive Director shall submit the issue to the Board of Directors by email, discuss the issue during a Board of Directors meetings, or take a position consistent with ISACo's Legislative Policy document if applicable. The position shall be communicated by the Executive Director to other Caucuses and affected parties in a timely manner.

Article XIII Amendments

Section 1. Procedure

Except as otherwise required by law, or as specifically provided for in these By-Laws, these By-Laws may be amended pursuant to the following format:

1. Any amendment to these By-Laws shall be considered and voted upon at an Annual Business Meeting of all Member Counties. Written Notice of the proposed amendment shall be given in writing or electronically by email, at least ten (10) days prior to such meeting, to all Member County Board Chairs, Presidents or Executives.
2. Any amendment of these By-Laws shall require an affirmative vote of sixty percent (60%) of Member Counties, representing at least forty percent (40%) of the total population of the State of Illinois as determined from the most recent federal census.

Section 2. Review of By-Laws

No less frequently than every five (5) years, the President, with the approval of the Board of Directors shall appoint a committee of ten (10) Active Members to review and make recommendations for any needed changes to these By-Laws.

Article XIV Fiscal Management

Section 1. Fiscal Year

The fiscal year of ISACo shall be the calendar year except that the first fiscal year of the corporation shall begin at the date of incorporation and end on December 31 of that year. The commencement of the fiscal year herein establish shall be subject to change by the Board of Directors with the prior written approval of the Internal Revenue Service.

Section 2. Books and Audits

The Books and accounts of ISACo shall be kept under the direction of the Treasurer by the Executive Director with the full knowledge of the Executive Committee.

Section 3. Execution of Corporate Documents

The Board of Directors shall by resolution provide for the procedures to be used for the execution of corporate documents on behalf of ISACo. The resolution shall specify the procedures to be followed to authorize and execute notes, contracts, checks and other means to disburse or pay for the obligations including a specification of the persons or positions that are authorized to approve or execute the various classes of disbursements, transactions, or functions.

Section 4. Fidelity Bonds

The Board of Directors shall require that all officers and employees of ISACo having custody or control of corporate funds furnish adequate fidelity bonds. The premiums on such bonds shall be paid by ISACo.

Section 5. Indemnity

Each officer, Director or employee of ISACo shall be indemnified by ISACo against expenses reasonably incurred in connection with any action, suit or proceeding to which the person may be made a party by reason of being or having been an officer, Director or an employee of ISACo, except in relation to matters as to which the person shall be finally adjudged in any such action, suit or proceeding to have been derelict in the performance of a duty as an officer, Director or employee.

Article XV Dissolution

Section 1. Dissolution

ISACo may be dissolved upon a vote of the Board of Directors.

Section 2. Distribution of Remaining Funds

Upon dissolution, and following the payment of any debts, all remaining income and assets, generated or held by ISACo, will be liquidated and distributed to its current members in proportion to the amount each member paid in dues, and from any payments received by ISACo because of the member including royalties, in the previous calendar year.