

BY-LAWS OF
THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY

ARTICLE I

Location

Section 1. Location - The principal office of The Illinois State Toll Highway Authority (“Tollway”) shall be located in the Administration Building at 2700 Ogden Avenue, Downers Grove, Illinois. The Tollway may have such other offices within the State of Illinois as it may from time to time provide for by resolution.

ARTICLE II

Seal

Section 1. Seal - The corporate seal of the Tollway shall consist of the emblem of the State of Illinois with the words “Seal of The Illinois State Toll Highway Authority” around the outer perimeter.

ARTICLE III

Officers

Section 1. Chair

(a) The Chair (the term “Chair” refers to the Chairman described in the Toll Highway Act at 605 ILCS 10/4) shall preside at all meetings of the Board of Directors of the Tollway (“Board”), be the Chief Executive Officer of the Tollway, create agendas for all board and committee meetings, perform all the

duties commonly incident to the position of presiding officer of a board or commission as provided by law, and perform such other duties and have such other powers as the Board may from time to time prescribe by resolution.

(b) The Chair shall approve or disapprove all resolutions, by-laws, rules, rates and regulations made and established by the Board, and if the Chair shall approve thereof, the Chair shall sign the same, and such as the Chair shall not approve the Chair shall return to the Board with the objections thereto in writing at the next regular meeting of the Board occurring after the passage thereof. Such veto may extend to any one or more items contained in such resolution, by-law, rule, rate or regulation, or to its entirety; and in case the veto extends to a part of such resolution, by-law, rule, rate or regulation, the residue thereof shall take effect and be in force. If the Chair shall fail to return any resolution, by-law, rule, rate or regulation with objections thereto by the time aforesaid, the Chair shall be deemed to have approved the same, and the same shall take effect accordingly. Upon the return of any resolution, by-law, rule, rate or regulation by the Chair, the vote by which the same was passed shall be reconsidered by the Board, and if upon such reconsideration two-thirds of all the Directors agree by yeas and nays to pass the same, it shall go into effect notwithstanding the Chair's refusal to approve thereof.

(c) The Chair shall nominate a Vice-Chair with the consent of the board.

(d) If the Chair is unable to preside at a meeting or over a particular item, the Vice-Chair shall be appointed for the limited duration of the Chair's absence.

Section 2. Directors - The Directors shall meet as a Board of Directors at such dates and times as hereinafter provided. The Board of Directors shall have the power and duty to enforce and execute the provisions of the Toll Highway Act.

Section 3. Secretary - The Board shall biennially select a Secretary and fix the Secretary's compensation. The Secretary, or an Assistant Secretary approved by the Board, shall be present at all meetings of the Board and keep accurate records in books provided for that purpose. The Secretary or Assistant Secretary shall have all additional and necessary powers incident to the performance of his office and such other duties as from time to time may be authorized, ordered or directed by the Board or the Chair.

Section 4. Standing Committees

(a) The Board shall have the following standing committees:

- (1) Customer Service and Planning Committee
- (2) Finance Administration Operations Committee
- (3) Audit Committee
- (4) Diversity & Inclusion Committee
- (5) Systems Review Committee

(b) Each standing committee shall operate in accordance with a charter approved by the Board via resolution and consistent with these By-Laws.

(c) Each standing committee shall consist of a Chair and up to five Directors selected by the Board Chair, based on their expressed interest and expertise, and approved by the Board via resolution. Additionally, each standing committee Chair shall have the ability to appoint an alternate(s) to serve in the place of an absent or disqualified member(s) during a member's absence or disqualification; provided, however, that in the event that a standing committee Chair is unwilling or unavailable to appoint an alternate, the Board Chair shall have the ability to so appoint. Alternates duly appointed to serve on a standing committee pursuant to this Section shall be included in the determination of the establishment of a quorum and shall have full voting rights during the period of

appointment.

The Board shall have the power by resolution to create such other offices and committees and prescribe the duties thereof as it may deem necessary from time to time.

ARTICLE IV

Meetings

Section 1. Quorum - Six Directors of the Board shall constitute a quorum. A quorum must be physically present at the location of the Board meetings. The affirmative vote of six Directors shall be necessary for any action to be taken by the Board. No vacancy in the Board shall impair the right of the quorum of the Directors to exercise all the rights and perform all the duties of the Board.

Section 2. Regular Meetings

(a) The Board shall, at the beginning of each calendar year, adopt a schedule of all its regular meetings for such calendar year, listing the dates, times, and places of such meetings.

(b) In any case in which it appears to the Chair to be inexpedient that any regular meeting be held at the date, time or place provided, the Chair is authorized to change the date, time or place of such meeting by notice to each Director.

(c) The Board shall conduct its meetings in accordance with the provisions of the Illinois Open Meetings Act.

(d) Directors may participate in any board meeting by complying with the rules and statutes identified in the Illinois Open Meetings Act.

Section 3. Special Meetings - In accordance with the provisions of the Illinois Open Meetings Act, special meetings may be held at any date, time or place within the State of Illinois upon the call of the Chair or a quorum of Directors specifying the date, time, place and general purpose of the special meeting. Notice of a special meeting shall be given to each Director by providing each Director with a copy of the agenda for the special meeting by mail, hand delivery, or electronic transmission at least forty-eight hours prior to the meeting.

Section 4. Public Notice; Agenda - Public notice of all meetings, whether open or closed to the public, shall comply with all requirements of the Illinois Open Meetings Act and any additional statutory requirements. Specifically, public notice must be posted on the Authority's website and at the headquarters building of the Authority at least two business days prior to the date and time of the meeting. Any agenda item that will be the subject of final action at the meeting shall include specific details concerning contracts for projects involving amounts over \$100,000, on the Tollway website.

Section 5. Public Comment - The Board shall set aside a portion of each meeting that is open to the public during which members of the public who are present at the meeting may comment on any subject.

Section 6. Order of Business - The order of business at regular meetings, and so far as practicable at all other meetings, shall be:

- (a) Roll Call
- (b) Public Comment
- (c) Approval of minutes of past meetings
- (d) Reports of Officers

- (e) Reports of Committees
- (f) Approval of resolutions, contracts, settlements, acceptance of proposals, other business that may need approval of the Board.
- (g) Executive Session
- (h) Unfinished Business
- (i) New Business
- (j) Recess or adjournment

The Rules of Parliamentary Practice contained in the latest edition of *Robert's Rules of Order* shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with the By-Laws or applicable law.

Section 7. Written Minutes of Meetings

(a) As required by the Illinois Open Meetings Act, or other law, the Tollway shall keep written minutes of all its Board meetings, whether open or closed, and a verbatim record of all closed Board meetings. Such minutes shall include, but need not be limited to:

- (1) the date, time and place of the meeting;
- (2) the members of the Board recorded as either present or absent and whether the members were physically present or present by means of video or audio conference; and
- (3) a summary of discussion on all matters proposed, deliberated, or decided, and a record of any votes taken.

(b) The minutes of meetings open to the public shall comply with the Illinois Open Meetings Act.

ARTICLE V

Administrative Offices and Departments

Section 1. Administrative Departments - The Board may, by resolution, create or reorganize such administrative offices and departments and prescribe the duties thereof, as it may deem necessary and essential for the purpose of carrying out the Toll Highway Act and the policies of the Board.

ARTICLE VI

Execution of Documents

Section 1. Execution of Documents - All policies, contracts and agreements entered into by the Tollway shall be duly executed on its behalf by the Chair, attested by the Secretary or Assistant Secretary, and the corporate seal affixed thereto, except as hereinafter provided. All vouchers, warrants, checks or orders on the Treasurer of the State of Illinois for the disbursement of funds of the Tollway shall be signed by the Chair and countersigned by the Secretary or Assistant Secretary, except as hereinafter provided. Execution and signature as hereinbefore provided shall be in accordance with the foregoing provisions of this section, except where general or specific authority is expressly delegated by resolution to other officers or agents of the Tollway as permitted by law and except where otherwise required by law. New contracts, contract renewals, and orders against master contracts in the amount of \$250,000 or more in a fiscal year or as otherwise specified in the State Finance Act, and amendments or changes to existing contracts that increase the value of such contract by \$250,000 or more in a fiscal year shall be executed by the Chair, the Chief Financial Officer, and the General Counsel of the Tollway, or appropriate designee.

ARTICLE VII
Conflicts of Interest

Preamble. Directors have an obligation to avoid conflicts of interest arising from the performance of their duties, and to act in the best interests of the Tollway. If not recognized or addressed as provided in this Article VII, conflicts of interest can expose Directors to civil and criminal liability and result in a loss of public confidence in the Tollway. At the same time, this Article VII does not and is not intended to interfere with a Director's performance of his/her duties. Directors are encouraged to zealously act in the best interests of the Tollway and this may require Directors to interact with vendors and other parties interested in Tollway business or action. So long as Directors put the best interests of the Tollway ahead of any personal interests, follow the requirements of these By-Laws, the Tollway's Code of Ethics, the State Officers and Employees Ethics Act, the Procurement Code, and other applicable laws, and are sensitive to avoiding any actual conflict of interest or appearance of impropriety, they should be able to fulfill their fiduciary responsibilities to the Tollway.

Section 1. Directors shall avoid conflicts of interest arising from the performance of their duties and comply with the requirements of these By-Laws, the Tollway's Code of Ethics, the State Officers and Employees Ethics Act, the Procurement Code, and all other applicable laws. Directors shall consult with the Tollway's Ethics Officer if they have any questions with respect to the statutes referenced in this Article VII or any potential conflict of interest.

Section 2. Conflict of Interest - A “Conflict of Interest” occurs when the loyalties or actions of a Director are divided between the interests of the Tollway and the interests of the Director. Both the fact and the appearance of a conflict should be avoided. Conflicts can arise from interests that may influence a Director’s judgment including pecuniary/financial or non-pecuniary/personal interests of the Director, the Director’s spouse or immediate family member living in the Director’s residence. Article VII applies to any situation where there may be an appearance of impropriety arising from an actual or potential conflict of interest. A pecuniary interest involves financial gain while a non-pecuniary interest involves non-monetary advantage or responsibility. A conflict of interest may arise even if the Director or his/her immediate family members do not have a direct pecuniary interest in a Tollway action.

Section 3. Identification of Conflicts of Interest - Directors are responsible for identifying all actual or potential conflicts of interest. Conflicts of interest may occur as part of Board activities or in other interactions of the Directors with Tollway decision-making processes. Directors shall review agendas prior to Board meetings to determine if they have any conflicts of interest. Among other things, Directors should compare agenda items against their client list or list of entities doing business with their firm or enterprises from which the Director or immediate family members living in the Director’s residence derive personal benefit. They should also be familiar with and abide by the communications provisions contained in the state Procurement Code or other laws, particularly as it impacts entities that derive income from the Tollway, are in the process of bidding for Tollway contracts or are seeking other action by the Tollway that could be perceived as creating an actual or potential conflict of interest as a result of the Director advancing personal or familial interests as opposed to exercising his/her fiduciary duties on behalf of

the Tollway.

On an annual basis, as required by law, or as otherwise disclosed, the Ethics Officer will review the Statements of Economic Interest and other disclosure forms submitted by Directors in order to assist Directors and the Tollway in identifying any actual or potential conflicts of interest. Directors shall complete annual ethics and conflict of interest training as required by law and Tollway policy. Directors shall take reasonable steps to make themselves familiar with all relevant conflict of interest laws, regulations and policies and consult with the Tollway's Ethics Officer, their personal attorney or other appropriate officials when necessary to identify and properly disclose an actual or potential conflict of interest or anything that might give the appearance of a conflict of interest.

Section 4. Review Committee – The Tollway's Inspector General, General Counsel and its Chief Internal Auditor or their designees shall comprise the Review Committee. The Review Committee shall review the disclosure statements filed by Directors who have (i) identified an actual or potential conflict of interest and indicated that they will not comply with the corrective steps outlined in Sections 5, 6 and 7 or (ii) concluded that no actual or apparent conflict of interest exists. Factors to be considered by Directors and the Review Committee when determining whether an actual or apparent conflict of interest exists, whether it harms the Tollway or public confidence in the Tollway, and whether corrective steps by a Director are appropriate include, but need not be limited to: (1) whether a substantial threat to the Director's independence of judgment has been created by the situation and (2) the effect of the Director's participation on public confidence in the integrity of the Tollway. The Review Committee will memorialize its determination in a written report to the Board, which will be maintained by the Secretary of the Board.

If two or more of the members of the Review Committee conclude that corrective steps outlined in Sections 5, 6 and 7 are warranted and the Director involved refuses after due notice to take those steps, the Review Committee shall inform the Board in writing, (and orally, if requested) of the facts giving rise to the conflict disclosure, and the basis for the Review Committee's determination. The Secretary will maintain a log of all conflicts of interest disclosure statements and Review Committee determinations, which will be available for any Director to review and is subject to release consistent with the requirements of the Freedom of Information Act.

Section 5. Director Disclosure Statement - Directors must disclose any actual or potential conflict of interest to the Ethics Officer within 72 hours following the discovery of the conflict of interest. Conflict of interest disclosure statements must be written and include sufficient detail so as to allow complete and objective assessment of the circumstances by the Review Committee. Directors must indicate in their disclosure statements whether they will recuse themselves pursuant to Section 6 when the matter involving a conflict of interest is considered by the Board, including any committee thereof, and take other corrective steps set forth in Section 7. When necessary, because of late discovery of an actual or potential conflict of interest, verbal disclosures, including sufficient detail so as to allow complete and objective assessment, can be made during meetings and will be included in the official meeting minutes along with the record of other recusals. A Director who makes such a verbal disclosure of an actual or potential conflict of interest at a meeting shall submit a disclosure statement within 72 hours after such meeting.

Section 6. Recusal - Directors shall recuse themselves whenever there is a

conflict of interest or there is an apparent conflict of interest for which recusal is determined by the Review Committee to be in the best interests of the Tollway. Directors who recuse themselves from a matter in which the Director has a conflict of interest shall refrain from taking actions to influence the underlying matter including discussions with Tollway personnel or Directors. A Director who is recused must:

- (1) publically disclose the nature and extent of the interest prior to or during deliberations concerning a proposed award of contract;
- (2) withdraw from the discussion of the subject matter; and
- (3) not vote on approval or award of the contract in any committee or full Board hearing. Directors who have recused themselves must be noted in the minutes as having recused themselves rather than abstaining.

Section 7. Other Action - In addition to recusal, a Director who has a conflict of interest shall refrain from taking any action for the purpose of influencing action by Tollway management or the Tollway Board with respect to the matter giving rise to the conflict of interest. A Director who has a conflict of interest shall also refrain from taking any action for the purpose of influencing action by any third party with respect to the matter that has given rise to the conflict of interest.

Section 8. Third-Party Disclosure - If a third party reports an actual or potential conflict of interest concerning a Director to any Director or Tollway employee, the Director or Tollway employee must disclose the matter to the Ethics Officer. The Ethics Officer will inform the Director in question of the reported conflict of interest, and request submission of a conflict disclosure statement. As soon as possible, but no later than 72 hours from notification, the

Director must file a conflict disclosure statement pursuant to Section 4.

Section 9. Abstention - A Director may abstain from voting for reasons other than a conflict of interest when the Director has inadequate information on which to judge the merits of the proposed action.

Section 10. Sanctions - The Board may impose any sanction, take any corrective action or make any referrals allowed by law with respect to a Director who fails to follow the procedures outlined in this Article or abide by the determination of the Review Committee.

ARTICLE VIII

Amendments

Section 1. Amendments - These By-Laws may be amended at any meeting of the Board by the affirmative vote of at least six Directors.

As Amended March 21, 2019:

Resolution No. 21765