

# ILLINOIS HIGH-SPEED RAILWAY COMMISSION

## BYLAWS

### ADOPTED

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### NAME

The name of the Commission shall be the Illinois High-Speed Railway Commission (“Commission”).

### PURPOSE

Pursuant to **20 ILCS 4102, “The High-Speed Railway Commission Act,”** (the “Act”) the purpose of the High-Speed Railway Commission is to conduct a ridership study and to make findings and recommendations concerning governance structure, frequency of service, and implementation of the statewide plan.

### ARTICLE I

#### Membership:

Section 1-1. The Board will consist of 21 members either appointed by the Governor or in accordance with Section 5 of the Act. The Commission shall be composed of the following members: (1) Governor or his or her designee. (2) President of the Senate or his or her designee. (3) Minority Leader of the Senate or his or her designee. (4) Speaker of the House or his or her designee. (5) Minority Leader of the House or his or her designee. (6) Secretary of Transportation or his or her designee. (7) Chairperson of the Illinois State Toll Highway Authority or his or her designee. (8) Chairperson of the Illinois Commerce Commission or his or her designee. (9) Chairperson of the Commuter Rail Board (METRA) or his or her designee. (10) Mayor of the City of Chicago or his or her designee. (11) A representative of a labor organization representing rail workers appointed by the Governor. (12) A representative of a trade organization related to the rail industry appointed by the Governor. (13) A representative of the Metropolitan Mayors and Managers Association appointed by the Governor. (14) A representative from the Illinois Railroad Association appointed by the Governor. (15) A representative from the University of Illinois System appointed by the Governor. (16) A representative from the Chicago Metropolitan Agency for Planning appointed by the Governor. (17) A representative of the Illinois Municipal League appointed by the Governor. (18) A representative of the Champaign-Urbana Mass Transit District appointed by the Governor. (19) A representative of the Region 1 Planning Council appointed by the Governor. (20) A representative of the McLean County Regional Planning Commission appointed by the Governor. (21) A representative of the East-West Gateway Council of Governments appointed by the Governor.

Section 1-2. Total membership of the Commission consists of the number of members serving on the Commission, not including any vacant positions. A quorum consists of a simple majority of the total membership and shall be sufficient to conduct the business of the Commission unless stipulated otherwise in the bylaws of the Commission.

Section 1-3. Term and Resignation of Members. Each member shall serve until such time as the member's appointment is revoked by the Governor or the designating entity in accordance with the Act, or the member resigns the appointment.

Section 1-4. Vacancies in Commission membership shall be filled by appointment by the Governor or the designating entity in accordance with the Act.

Section 1-5. Each member of the Commission shall complete the Public Access Counselor's electronic training on compliance with the Open Meetings Act within 90 days of the member's appointment and shall submit to the Department a copy of the certificate of completion.

Section 1-6. Voting by Proxy. A Commission member may authorize a fellow Commission member to vote on his or her behalf as a proxy in the event the Commission member will be unable to attend a meeting or will be absent at the time of final action on any matter before the Commission. The absent member must notify the Chair of his or her designated proxy in writing or via electronic mail prior to the meeting if the member will be absent. A member required to leave a meeting may designate his or her proxy verbally during the meeting for which the proxy is authorized to vote, such designation is to be recorded in the minutes of the meeting. All quorum requirements for action of the Commission at meetings will apply and a designated proxy for voting purposes shall not count toward establishing a quorum for a meeting.

## ARTICLE II

### Duties and Administration:

Section 2-1. The High-Speed Railway Commission shall create a statewide plan for a high-speed rail line and feeder network connecting St. Louis, Missouri, and Chicago, Illinois that includes current existing Amtrak and Metra services, connects the cities of Rockford, Moline, Peoria, and Decatur, and uses inter-city bus service to coordinate with the rail line. The Commission shall conduct a ridership study and shall make findings and recommendations concerning a governance structure, the frequency of service, and the implementation of the plan. The Commission shall report to the General Assembly and the Governor no later than December 31 of each year until January 1, 2027.

Section 2-2. **Administrative Support.** The Department of Transportation (Department) shall

provide administrative and other support to the High-Speed Railway Commission. The Department shall be responsible for the day-to-day management of the Commission's affairs and for the completion of Commission annual reports and statewide study at the direction of the Commission. The Department may employ such staff and consultants as may be necessary to carry out the mission and goals of the Commission. Specific areas of support include but are not limited to the following:

**Meeting coordination** – Notices, venues, adherence to the Open Meetings Act; development of agendas with Commission members; development and coordination of meeting minutes.

**Website** – Maintenance of a public website containing information about the commission, public access to meeting notices, agendas, meetings, comments, and such other content as the Commission deems appropriate for publication.

**Annual Reports** – Coordination, production, and distribution of reports to the General Assembly and Governor.

**Statewide Plan** – At the direction and approval of the Commission, the Department and its contractors shall provide outlines, drafts, and the final version of the Statewide Plan.

### **ARTICLE III**

#### **Meetings:**

Section 3-1. The Commission shall meet as frequently as the Commission and the Chair deem necessary, but no less than quarterly, as required by the Act. The Commission will establish a schedule of regular meetings, including the dates, times, and locations, and publish it to the Commission website at the beginning of each calendar year. The meetings may be held through an interactive video conference simultaneously at one of the Illinois Department of Transportation offices and one or more other locations in a public building. The Commission, through the Department, shall provide notice and access to the public for all locations of the interactive video conference as required under the Open Meetings Act.

Section 3-2. Additional meetings may be called by the Chair or by 3 Commission members.

Section 3-3. A meeting may be rescheduled, or a special meeting called by the Chair.

Section 3-4. All Commission meetings shall be open to the public unless a meeting or portion thereof qualifies for a closed session in accordance with the Open Meetings Act (5 ILCS 120), as amended.

Section 3-5. The Department shall coordinate with the Commission in the preparation of an Agenda prior to each meeting. The approval of Minutes from the previous meeting shall be included on each Agenda.

Section 3-6. Before a Commission meeting, the Chair shall review a tentative agenda and set a final agenda for the upcoming Commission meeting. Commission members' requests to place an item on the agenda shall be made to the Chair at least 96 hours prior to the date fixed for the meeting.

Section 3-7. The Chair shall provide the agenda for each regular meeting to all members of the Commission at least 72 hours prior to such meetings. The Chair shall also provide each Member a draft of each resolution or item to be proposed for action of the Commission at least 72 hours before such meetings. Revisions to the agenda may be made by the Chair or by a majority of the Commission no less than 72 hours prior to the meeting, including an addition to the agenda of items requiring final action at the meeting, provided, however, that a copy of each proposed action item is also made available to each Commission member.

Section 3-8. For purposes of the Open Meetings Act, the Department headquarters located at 2300 S. Dirksen Parkway, Springfield, Illinois shall be considered the principal office of the Commission. All meeting agendas shall be posted at the principal office and at the location where the meeting will be held, as well as on the Commission's website, at least 48 hours before such meetings.

Section 3-9. All meetings of the Commission and its committees shall be recorded, and a written record of the minutes of each meeting shall be prepared within seven days of the next meeting and will be posted in the subsequent meeting package. Meeting minutes shall be reviewed at the next subsequent meeting of the Commission, and barring any requested changes, the Commission shall vote on approval of prior meeting minutes. Once approved, all meeting minutes shall be maintained by the Department and made available for public review on the Commission's website.

Section 3-10. The Illinois Department of Transportation (IDOT) shall be responsible for informing Commission members of meeting dates, times, and locations; coordinating necessary reservations for meeting locations; providing or obtaining necessary equipment and technical support for video conferencing meetings; distributing Agendas, Minutes, and other materials required to conduct the meetings; maintaining all meeting minutes and making the same available to the public for review; and similar activities related to meetings of committees.

Section 3-11. A representative of IDOT must be present at all meetings of the Commission and its committees.

Section 3-12. A member may attend a meeting remotely by video or audio conference if:

a) the member is prevented from physically attending due to personal illness or disability, employment purposes, the business of the public body, or family or other emergency; and

b) If a quorum of the members of the Commission is physically present at a meeting and a majority of those present vote to allow the member to attend remotely.

Members attending remotely under this Section do not count toward a quorum for purposes of the Open Meetings Act. A member who seeks to attend remotely must notify the Department and the Chair of the request prior to the meeting or as soon as practicable if prior notice is not feasible.

#### **ARTICLE IV**

##### **Commission Officers:**

Section 4-1. The Chairperson of the Commission shall be elected from the Commission's membership by a simple majority vote of the total membership of the Commission. The Vice-Chairperson of the Commission shall be elected from the Commission's membership by a simple majority vote of the total membership of the Commission. In the event the Chairperson of the Commission is absent, the Vice Chair will act in the Chairperson's place for that meeting.

#### **ARTICLE V**

##### **Conducting Business:**

Section 5-1. A quorum shall be present in order to convene the Commission and conduct business. A quorum shall consist of a majority of the currently appointed members. A member is present to conduct business if attending a meeting in person, or by audio or video conference at the location(s) of the meeting. Physical presence at the Board meetings, however, is strongly encouraged and is preferred by the Commission and IDOT.

Section 5-2. All business of the Commission and its committees shall be conducted in accordance with the current edition of Robert's Rules of Order unless otherwise specified in these Bylaws. The Chairperson of the Commission is required to know the latest Robert's Rules of Order.

Section 5-3. The elected Chairperson of the Commission shall preside at all Commission meetings and shall be responsible for conducting the meeting in accordance with the Bylaws and the Agenda. In the Chairperson's absence, the Vice Chairperson shall preside over that meeting and shall assume the Chairperson's duties related to that meeting. In the absence of both the Chairperson and Vice

Chairperson, the Commission shall appoint a presiding officer for that meeting by majority vote.

Section 5-4. To consider a full range of views and opinions from members of the public, the Chairperson may recognize non-member attendees who wish to comment at the public comment portion at the beginning, at the end, and at the discretion of the Chairperson. The duration of public comments shall be limited to a reasonable period of time, not to exceed five (5) minutes per person unless the Chairperson gives permission to exceed this time limit. At the conclusion of a public comment, Commission members may ask questions to obtain clarification regarding the comments. However, Commission members shall not engage in extended discussions or debates with public commenters. Discussing points raised and answering questions posed during public comments may take place as needed at the discretion of the Commission after all public comments have been received. The public may also submit written questions or comments for Commission consideration and review.

Section 5-5. Any action, recommendation, or decision of the Commission shall be proposed by a Motion. A Motion shall be adopted upon the affirmative vote of a majority of Commission members in attendance at the Commission meeting.

Section 5-6. Each Commission member shall have one vote on each Motion. If there is a tie vote of the Commission when not all members are present, the question shall again be voted upon during the next meeting even if not all members are present. If there is a tie vote on any question after complying with the aforementioned procedure, or if there is a tie vote when all members of the Commission are present, the Chairperson shall cast the deciding vote.

Section 5-7. Communication between an individual Commission member and another individual Commission member, or between a Commission member and IDOT, does not constitute a meeting and is not a violation of the Open Meetings Act and is permitted. Engaging in communication about Commission business with less than a majority of the quorum of the voting members of the Commission is strongly discouraged. Engaging in communication about Commission business with a majority of the quorum of the voting members of the Commission without following the requirements of the Open Meetings Act is a violation of the Open Meetings Act and is prohibited.

Section 5-8. Commission meetings may be recorded by any person by tape, film, or other means and shall not interfere with the overall decorum and proceedings of the meetings. The placement of recording equipment shall not obstruct the public from seeing and hearing the proceedings. Recordings shall not violate the rights of Commission members and members of the public. The Chairperson shall order the immediate termination of any recording that is disruptive, or that distracts, disturbs, or is offensive to members of the Commission or the public.

## ARTICLE VI

### Committees:

Section 6-1. The Commission may form standing or ad hoc committees or task forces upon a vote by Commission members. As used in these Bylaws, the term “committee” shall mean committee or task force.

Section 6-2. The Chairperson of each committee shall be a Commission member, appointed upon a passing vote of Commission members. The committee Chairperson shall be responsible for selecting the members of the committee with the advice of other members of the Commission and in consultation with IDOT. The committee Chairperson shall provide IDOT with the names and addresses of all committee members and shall promptly notify both the Commission Chairperson and IDOT of any changes in committee membership. The membership of each committee shall consist, at a minimum, of three (3) members of the Commission, including the committee Chairperson. Non-members may be invited to serve on committees.

Section 6-3. The committee Chairperson shall promptly notify all Commission members and IDOT of all dates, times, and locations for all regularly scheduled, rescheduled, or special committee meetings.

Section 6-4. All committee meetings shall be open to the public unless a meeting or portion thereof qualifies for a closed session in accordance with the Open Meetings Act, as amended.

Section 6-5. A quorum shall be present in order to convene a committee and to conduct committee business. A quorum shall consist of a majority of the currently appointed members of the committee and all of the requirements for a quorum set forth in Section 3-1 must be met.

Section 6-6. All committee business shall be conducted in accordance with the current edition of Robert’s Rules of Order unless otherwise specified in these Bylaws.

Section 6-7. Each committee member shall have one vote on each Motion. All Motions shall be passed by a majority vote of the committee members present.

Section 6-8. At each Commission meeting, any committee that has conducted business after the previous Commission meeting shall present an oral or written report to the Commission. The report shall include any Motions passed by members of the committee and a summary of any advice or recommendations by members of the committee.

Section 6-9. All Committee members who are not members of the Commission must comply with the requirements of the Open Meetings Act, these bylaws, and any other directives from the Department.

## **ARTICLE VII**

### **Remuneration and Reimbursement:**

Section 7-1. Members of the Commission shall receive no reimbursement or remuneration for service as members.

Section 7-2. Non-members are not eligible for reimbursement or remuneration for participation in Commission-sponsored activities including serving on committees.

## **ARTICLE VIII**

### **Bylaws:**

Section 8-1. Adoption or amendment of these Bylaws requires the affirmative vote of a majority of a quorum of the Commission. Amendments shall be proposed at a meeting of the Commission and voted upon during the next subsequent meeting.

Section 8-2. In the event of a tie, the Chair shall vote to break the tie. Otherwise, the Chair shall not vote.

## **ARTICLE IX**

### **Ethics and Conduct:**

Section 9-1. The strongest guarantee of good government is the integrity, objectivity, honesty, and sincere commitment to ethical principles of conduct by appointed officials. Therefore, to promote public confidence and to maintain a positive public image, each Commission member shall abide by the standards of ethics and conduct outlined below:

- a) Conflicts of Interest: No Commission member shall directly or indirectly influence, or attempt to influence, a Commission action or decision in a matter in which the Commission member or the Commission member's immediate family has any economic interest distinguishable from that of the general public.
- b) Gifts, Fees, or Favors: No Commission member shall receive, solicit, or accept anything of value in exchange for favorable action by the Commission member on behalf of the grantor of such gifts and shall comply with any applicable ethics laws related to receipt, solicitation, or acceptance of gifts.



- c) Advice or Assistance: No Commission member shall receive, solicit, or accept anything of value in return for advice or assistance on any matter directly concerning the operation or business of the Commission.
- d) Threats and Intimidation: No Commission member shall knowingly intimidate, threaten, or undermine the personal integrity of a fellow Commission member or a member of IDOT.
- e) Confidential Information: No Commission member shall breach the confidentiality of privileged information.

The penalty for violation of these specific rules, if any, shall be as provided by law or by IDOT policy.

## **ARTICLE X**

### Sexual Harassment Prohibited:

Section 10-1. It is the responsibility of each individual Commission member to refrain from sexual harassment, and it is the right of each individual Commission member to perform their duties in an environment free from sexual harassment.

(a) Sexual Harassment Defined: The Illinois Human Rights Act (775 ILCS 5/2-101) defines sexual harassment as any unwelcome sexual advance or request for sexual favors, or any conduct of a sexual nature when submission to such conduct is made either explicitly, or implicitly, a term or condition of an individual's employment; submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting that individual; or such conduct has the purpose or effect of substantially interfering with an individual's work performance or creating an intimidating, hostile, or offensive working environment. These provisions equally apply to service on the Commission.

(b) Reporting Sexual Harassment: Commission members who believe themselves to be the object of sexual harassment or who observe someone else being sexually harassed should clearly communicate to the offending individual that the behavior is offensive and that it needs to stop. Making the offense known to the harasser directly is important as it is the first line of defense against sexual harassment. Commission members should notify the Chairperson any time they feel they have been a victim of sexual harassment, even after confronting the harasser directly and even if the harassing behavior has stopped. Commission members may also contact the IDOT Ethics Officer directly.