

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 term “Chair” refers to the Chairman described in Section 4 of the Toll Highway Act, 605 ILCS 10/4. The Chair is also Chief Executive Officer of the Tollway. The Tollway’s Executive Director reports to the Chair / Chief Executive Officer. The Chair shall preside at all meetings of the Board

of Directors of the Tollway (“Board”). The Chair shall 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. Any resolutions, by-laws, rules, rates and regulations the Chair does not approve, and thereby vetoes, shall be returned to the Board, along with the Chair’s written objections thereto, at the next regular meeting of the Board occurring after the passage of said resolution, by-law, rule, rate or regulation. The Chair’s 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 only 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 fails 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 Chair’s timely veto and return of any resolution, by-law, rule, rate or regulation, the vetoed matter shall be reconsidered by the Board, and after such reconsideration, if two-thirds of 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 who shall serve in such position upon 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 to preside for the limited duration the Chair is unavailable or absent.

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) Engineering, Planning & Development Oversight Committee
  - (2) Finance & Audit Committee
  - (3) Diversity & Inclusion Committee
  - (4) Technology & Operations 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 committee 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. 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 the member's absence or disqualification;

provided, however, 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.

(d) 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. Pursuant to this authority, the Board hereby creates an Ethics Committee, which shall carry out the duties described in Article VII of these By-Laws and address conflict issues when and as necessary.

## 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 a 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 two business days 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 Tollway's website and at the headquarters building of the Tollway at least two business days prior to the date and time of the meeting. Any agenda item pertaining to a contract for a project involving over \$100,000, which contract will be the subject of final action at the meeting, shall include specific details regarding the contract.

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 the 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. The Board also may, by resolution, delegate its authority to create or reorganize administrative offices and departments and prescribe the duties thereof to the Chair.

## 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 designees.

ARTICLE VII  
Conflicts of Interest

Preamble. In performing their duties as Directors of the Tollway, Directors have an obligation to act in the Tollway's best interests and avoid actual and potential conflicts of interest. If not recognized, disclosed and addressed as provided in this Article VII, conflicts of interest may expose Directors to civil and/or criminal liability. Also, actual and potential conflicts of interest may give rise to an appearance of impropriety 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 or appropriate pursuit of personal/outside business interests. Directors are encouraged to zealously act in the best interests of the Tollway, which may involve interaction with vendors or other parties interested in Tollway business or action. So long as Directors put the best interests of the Tollway ahead of any personal interests, do not use their positions as



Directors to secure personal benefits, do not use or disclose confidential Tollway information to further personal interests, and follow the requirements of these By-Laws, the Tollway's Code of Ethics, the State Officials and Employees Ethics Act, the Procurement Code and other applicable laws, and are sensitive to avoiding any actual or potential conflicts of interest, they will satisfy their fiduciary responsibilities to the Tollway.

Section 1. In performing their duties as Directors of the Tollway, Directors shall avoid actual and potential conflicts of interest and shall comply with the requirements of these By-Laws, the Tollway's Code of Ethics, the State Officials 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 with respect to any actual or 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 Director's other interests. Both actual and potential conflicts of interest should be avoided. Conflicts can arise from interests that may influence a Director's judgment, including (i) pecuniary/financial, or (ii) non-pecuniary/personal interests of the Director, the Director's spouse or an immediate family member living in the Director's residence. A pecuniary interest involves financial gain to a Director, the Director's spouse or an immediate family member living in the Director's residence. A conflict of interest may arise even if the Director, the Director's spouse or immediate family member does not have a direct pecuniary interest in Tollway business or action. A non-pecuniary interest

involves non-monetary advantage or responsibility, including instances where an entity from which a Director formerly received financial benefit has business before the Tollway if the Director's affiliation with the entity ended less than one year before the Director's appointment to the Tollway Board.

### Section 3. Identification of Conflicts of Interest

(a) 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 the Tollway's decision-making processes. Directors shall review agendas prior to Board meetings to determine if they have any actual or potential conflicts of interest. Among other things, Directors should compare agenda items against their (i) client list, (ii) list of entities doing business with their firm or an enterprise from which the Director, the Director's spouse or immediate family member living in the Director's residence derives personal benefit, and (iii) list of entities from which a Director received financial benefit within a year prior to becoming a Director. Directors also should compare agenda items against a list of entities whose first contribution to a charitable organization founded or headed by the Director was made after the Director was appointed to the Tollway's Board.

(b) Directors also should be familiar with and abide by the communications provisions contained in the State Procurement Code, or other laws, particularly as they pertain to entities that (i) derive income from the Tollway, (ii) are in the process of bidding for Tollway contracts, or (iii) are seeking 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.

(c) On an annual basis, as required by law, or as otherwise directed, 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 that might give rise to the appearance of impropriety.

#### Section 4. Director Disclosure Statement

(a) Directors must disclose any actual or potential conflicts of interest to the Ethics Officer within 72 hours following discovery thereof. Conflict of interest disclosure statements must be written and include detail sufficient to allow complete and objective assessment of the circumstances by the Ethics Committee established by this Article VII. Directors must indicate in their disclosure statements whether they will recuse themselves pursuant to Section 6 when a matter involving an actual or potential conflict of interest is considered by the Board, including any committee thereof, and affirm that they will comply with other corrective steps set forth in Sections 6 or 7.

(b) When necessary, because of late discovery of an actual or potential conflict of interest, verbal disclosures (including detail sufficient to allow complete and objective assessment) can be made during meetings and will be included in the official meeting minutes along with any necessary recusal and affirmation. A Director who makes a verbal disclosure of an actual or potential conflict of interest

during a meeting shall submit a written disclosure statement to the Ethics Officer within 72 hours after such meeting.

(c) Directors are required to log and disclose, in writing, a summary of any material communications initiated by (i) a person or entity the Director knows is in the process of bidding on Tollway contracts, (ii) a person or entity the Director knows is seeking action by the Tollway, or (iii) a third party acting, directly or indirectly, on behalf of a person or entity the Director knows is in the process of bidding on Tollway contracts or seeking action by the Tollway, to the Tollway Inspector General and the Tollway Ethics Officer within 72 hours of said material communication. The Ethics Officer will memorialize the summary in a written report to the Board, which will be maintained by the Secretary of the Board, will be available for any Director to review and will be subject to release consistent with the requirements of the Freedom of Information Act.

Section 5. Ethics Committee – The Tollway’s Inspector General, General Counsel and Chief Internal Auditor, or their designees, shall comprise the Ethics Committee, which shall develop and/or review policies, procedures and initiatives designed to preserve, enhance and promote integrity, and review potential conflicts of interest. The Board Chair shall act as committee Chair of the Ethics Committee. In particular, the Ethics Committee shall review the disclosure statements filed by Directors who identify an actual or potential conflict of interest but who, after seeking assistance from the Ethics Officer, are (i) unable to determine whether recusal is required, or (ii) do not affirm they will take the corrective steps outlined in Sections 6 and 7. As set forth below, the Ethics Committee shall make a final determination regarding the existence of an actual or potential conflict of interest and any required corrective steps. Factors to be considered by the Ethics Committee when determining whether an actual or potential conflict of interest

exists and whether corrective steps by a Director are required include whether the situation (i) harms or may harm the Tollway, (ii) is likely to affect public confidence in the Tollway's integrity, or (iii) creates a substantial threat to a Director's independent judgment. The Ethics 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 Ethics Committee conclude that corrective steps outlined in Sections 6 and 7 are warranted and, after due notice, the Director involved refuses to take those steps, the Ethics Committee shall inform the Board in writing (and orally, if requested) of the facts giving rise to the actual or potential conflict and the basis for the Ethics Committee's determination. The Secretary will maintain a log of all conflicts of interest disclosure statements and Ethics 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 6. Recusal - Directors may voluntarily recuse themselves from any matter. Directors shall recuse themselves whenever there is an actual or potential conflict of interest for which recusal is deemed necessary by the Ethics Committee. Directors who recuse themselves from a matter must:

- (1) cause their recusal to be publicly disclosed prior to discussion of the matter giving rise to their recusal;
- (2) refrain from taking actions, including participating in discussions with Tollway personnel or other Directors, to influence the matter;
- (3) not participate in discussion of the matter; and
- (4) not vote on the matter in any committee or full Board meeting.

With regard to Directors who recuse themselves, the minutes of the relevant

Board or committee meeting shall state the Director recused himself/herself, not that the Director abstained from voting.

Section 7. Other Action - Directors who recuse themselves or are required to recuse themselves shall refrain from taking any action to influence action by Tollway management or the Board with respect to the matter necessitating recusal. Directors who recuse themselves or are required to recuse themselves also shall refrain from taking any action to influence action by any third party with respect to the matter necessitating recusal.

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 receiving the report must disclose the matter to the Ethics Officer. The Ethics Officer will notify the Director in question of the report and if, pursuant to Section 4, such disclosure is required, the Director shall submit a conflict disclosure statement as soon as possible, but no later than 72 hours after notification.

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

Section 10. Avoiding Potential Conflicts of Interest - Publicly expressing preferences (via social media or otherwise) for persons or entities (i) bidding on, or likely to bid on, Tollway contracts, or (ii) seeking action by the Tollway, may suggest improper bias or favoritism and diminish public confidence in the Tollway. Accordingly, Directors shall refrain from publicly expressing such preferences.

## Section 11. Solicitation of Charitable Contributions

(a) Directors shall not intentionally solicit charitable contributions from any person or entity that derives income from the Tollway, is in the process of bidding for Tollway contracts or seeks action by the Tollway.

(b) Directors shall advise charities they have founded or head that the charities should not intentionally solicit contributions from any person or entity that derives income from the Tollway, is in the process of bidding for Tollway contracts or seeks action by the Tollway unless such person or entity contributed to the charity during at least two of the three calendar years preceding such solicitation and the contribution sought is in line with the person's or entity's prior giving.

## Section 12. Political Contributions

(a) Directors who are elected public officials shall not knowingly accept contributions to their political campaign funds from any person or entity that derives income from the Tollway, is in the process of bidding for Tollway contracts or seeks action by the Tollway unless such person or entity contributed to the Director's political campaign fund within the 12-month period before the Director began serving as a Director and the contribution is in line with the person's or entity's prior contribution.

(b) Except as stated in this sub-part, a Director shall not allow his political campaign fund to knowingly accept contributions from a political action committee if the political action committee received funds from any person or entity that derives income from the Tollway, is in the process of bidding for Tollway contracts or seeks action by the Tollway. The only exception to the foregoing is that a Director's political campaign fund may accept such contributions if, within the 12-month period before the Director began serving as a Director, the person or entity

that derives income from the Tollway, is in the process of bidding for Tollway contracts or seeks action by the Tollway, contributed to the political action committee and its current contribution to the political action committee is in line with the contribution it made during the referenced 12-month period.

Section 13. 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 a determination of the Ethics 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 November 17, 2022: Resolution No. 22572