



LAKE COUNTY CHAPTER OPERATING PROCEDURES

Adopted October 12, 2019

It is the policy of the Lake County Chapter of the Illinois Society of Professional Engineers, Inc., hereinafter called the Chapter, to conform to the Operating Procedures of the Illinois Society of Professional Engineers, Inc., hereinafter called the ISPE. The Operating Procedures which affect the Chapter are stated here.

Table of Contents

1. Anti-Trust Policy
2. Awards
3. Chapter Board
4. Chapters
5. Conflict of Interest
6. Record Keeping and Document Retention
7. Dues
8. Financial Governance and Investments
9. Sexual Harassment
10. Sustainability
11. Whistleblower
12. Amendments

1. Antitrust Policy

It is the policy of the Chapter, to be in strict compliance with all antitrust laws, rules and regulations. Therefore:

1. These policies and procedures apply to all membership, board, committee, Chapter and other meetings of the Chapter, and all meetings attended by representatives of the Chapter.
2. Discussion of prices or price levels is prohibited. In addition, no discussion is permitted of any elements of a company's operations which might influence price such as:
 - a. Cost of operations, supplies, labor or services;
 - b. Allowance for discounts;
 - c. Terms of sale including credit arrangements; and,
 - d. Profit margins and markups, provided this limitation shall not extend to discussions or methods of operation, maintenance, and similar matters in which cost or efficiency is merely incidental.
3. There will be no discussions about whether the practices of any member or potential member or other person are unethical or anti-competitive unless the discussions follow the prescribed due process of the Chapter's bylaws.
4. Individuals meeting the requirements for Chapter membership will automatically be admitted into the Chapter.
5. It is a violation of antitrust laws to agree not to compete, therefore, discussions of division of territories or customers or limitations on the nature of business carried on or products sold are not permitted.
6. Boycotts in any form are unlawful. Discussion related to boycotting is prohibited, including discussions about blacklisting or unfavorable reports about particular companies including their financial situation.

7. It is the Chapter's policy that all meetings attended by representatives of the Chapter where discussion can border on an area of antitrust sensitivity, the Chapter's representative must request that the discussion be stopped and ask that the request be made a part of the minutes of the meeting being attended. If others continue the discussion, ISPE's representatives should excuse themselves from the meeting and request that the minutes show they left the meeting and why. Any such instances should be reported to the President of the Chapter.
8. It is the Chapter's policy that a copy of these Antitrust Compliance Policies be placed on the Chapter's web site and be brought to the attention of each officer and official representative of the Chapter annually
9. **Antitrust Policy Acknowledgement**

This is to affirm that each officer and official representative of the Chapter has reviewed a copy of the Chapter's antitrust policy. As you are now aware, various state and federal laws prohibit the exchange of information among competitors regarding matters pertaining to price, refusals to deal, market division, tying relationships and other topics which might infringe upon antitrust regulations, and that no such exchange or discussion will be tolerated during this or any Chapter meetings. These guidelines apply not only to the formal meeting sessions, but to informal discussions during breaks, meals or social gatherings.

2. Awards

The Chapter may nominate members for the following awards. Information and details for these awards are found on the ISPE web site.

- Illinois Award
- Young Engineer of the Year
- Distinguished Service Award
- Honorary Membership (Award requires 2/3 Board approval.)
- Joint Honors Award
- Outstanding Chapter Member
- Professional Engineering Management Award
- Private Practice Professional Development Award
- Illinois Government Engineer of the Year
- ISPE Engineering in Education Excellence Award
- Mentor of the Year
- Order of the Engineer
- NSPE Fellow Grade Nomination

3. Chapter Board

The Chapter Board shall consist of the current Officers of the Chapter, as detailed in Bylaw 4 of the Chapter's Bylaws.

4. Chapters

The ISPE Board of Directors has established the following policies with regard to duly established ISPE Chapters, which are herein adopted by the Chapter:

1. Chapters are authorized to use the ISPE logo, trademark, service mark and designation "Illinois Chapter of Professional Engineers," or any appropriate contraction or acronym of it, in connection with the policies, programs, activities, and events of the Chapter. Chapters are also provided logos from the National Society of Professional Engineers (NSPE) when requested. When using the NSPE designed logo, Chapters must adhere to the NSPE Graphic Design Manual.

2. Chapters shall maintain a current set of bylaws and file them with the ISPE office. Amendments to Chapter bylaws shall be approved by the ISPE Board of Directors.
3. Chapters shall retain their own EIN numbers.
4. Chapters shall formally adopt this policy.
5. Chapters shall adopt policies addressing anti-trust, document retention, whistleblower, and conflict of interest issues.
6. All members of a Chapter also must maintain membership in the ISPE in accordance with the provisions, procedures, and applicable due schedules of the ISPE. The Chapter will deny the application of, or terminate the membership of, any person or firm that does not maintain membership in the Chapter.
7. Where permitted, the ISPE will file a group tax return on behalf of the Chapters in accordance with Internal Revenue Service guidelines.
8. In accordance with the ISPE bylaws, the Chapters will nominate individuals to serve on the ISPE Board of Directors.
9. The Chapter will conduct all of its policies, programs, activities, and events in accordance with applicable legal and regulatory provisions and using the highest ethical standards.
10. Chapters shall make every effort to follow the ISPE's established policies.
11. Except as provided in Item #1, Chapters will not use, or cause, or permit to be used by any person, any logos, trademark, service marks, or copyrighted materials of the ISPE without the ISPE's consent.
12. Chapters are not authorized to incur any liability, obligation, or expense on behalf of the ISPE.
13. Chapter board representatives shall attend a minimum of one ISPE board meeting per year.
14. Chapters shall provide an annual financial report in a format prescribed and as requested by the ISPE Board of Directors.
15. Chapters shall annually elect officers.
16. Chapters shall annually host at least 4 Chapter-level meetings or events per year which may include MATHCOUNTS. Chapters shall provide quarterly activity reports to the ISPE Board either verbally as part of an ISPE board meeting, or in a written format.
17. The above requirements shall be met in order for a Chapter to be eligible to collect and receive membership dues.
18. In instances where a Chapter fails to fulfill the requirements outlined herein for a period of at least 6 months, the ISPE Board of Directors shall undertake a program of graduated penalties that may include withholding of Chapter dues, placing the Chapter on probation, and Chapter dissolution. Chapter dissolution shall only be considered after all other efforts have been exhausted, and only after polling the Chapter members to ascertain their preference.

5. Conflict of Interest

Article I: Purpose

The purpose of the conflict of interest policy is to protect the Chapter's tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer of the Chapter or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II: Definitions

1. **Interested Person** - Any Chapter officer, or member of a committee, who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial Interest** – A person has a financial interest if the person has, directly or indirectly, through business,

investment, or family:

- a. An ownership or investment interest in any entity with which the organization has a transaction or arrangement,
- b. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Chapter Board or committee decides that a conflict of interest exists.

Article III: Procedures

1. Duty To Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Chapter Board and members of committees considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Chapter Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Chapter Board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the Chapter Board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chair of the Chapter Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Chapter Board or committee shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Chapter Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflict of Interest Policy

- a. If the Chapter Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Chapter Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV: Records of Proceedings

1. The minutes of the Chapter Board and all committees shall contain:
 - a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Chapter Board’s or committee’s decision as to whether a conflict of interest in fact existed,
 - b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V: Compensation

1. A voting member of the Chapter Board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member’s compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member’s compensation.
3. No voting member of the Chapter Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI: Annual Statements

1. It is the Chapter’s policy that a copy of these Conflict of Interest Policies be placed on the Chapter’s web site and be brought to the attention of each officer and official representative of the Chapter annually.

This is to affirm that each Chapter Officer or member of a committee:

- a. Has reviewed and understands the policy,
- b. Has agreed to comply with the policy, and
- c. Understands the organization is charitable, and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Article VII: Periodic Reviews

1. To ensure the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
 - a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm’s-length bargaining
 - b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Article VIII: Use of Outside Experts

1. When conducting the periodic reviews as provided for in Article VII, the organization may, but need not use outside advisors. If outside experts are used, their use shall not relieve the Chapter Board of its responsibility for ensuring periodic reviews are conducted.

6. Record Keeping and Document Retention

The Chapter Secretary retains the minutes of meetings and records pertaining to Chapter activities for a period of seven years.

This includes current Chapter Bylaws and Operating Procedures.

The Chapter Treasurer keeps all financial records showing the receipts and disbursements of the Chapter which includes the annual audit statements of the Chapter and the annual IRS Form 990 for a period of seven years.

Document Retention shall also be in accordance with Lake County Chapter Bylaw 4 – Officers, Section 5, Duties of Officers.

7. Dues

Chapter dues shall be as set forth in ISPE Bylaw 3 – Membership, Section 1, d and ISPE Operating Procedures 7, Dues. Refer also to Lake County Chapter Bylaw 3 – Membership, Section 1.

8. Financial Government and Investments

The Chapter Board shall direct the investment and care of funds for the Chapter and shall adopt an annual budget and make appropriations for other specific purposes. Refer to Lake County Chapter Bylaw 6 – Administration, Section 5.

9. Sexual Harassment

PROHIBITION OF SEXUAL HARASSMENT

It is the policy of the Chapter of the ISPE to promote a work environment that is free of sexual harassment. To achieve the Chapter’s goal of providing an environment free from sexual harassment, the Chapter will not tolerate any harassing conduct that is described in this policy, and has provided a procedure to remedy inappropriate conduct.

Because the ISPE takes allegations of sexual harassment seriously, the Chapter will respond promptly to reports of sexual harassment, and where it is determined that such inappropriate conduct has occurred, the Chapter will act promptly to eliminate the conduct and impose such corrective action as is necessary, including disciplinary action where appropriate. Please note that while this policy sets forth the Chapter’s goals of promoting an environment that is free of sexual harassment, the policy is not designed or intended to limit the Chapter’s authority to discipline or take remedial action for conduct deemed unacceptable, regardless of whether that conduct meets the definition of sexual harassment.

DEFINITION OF SEXUAL HARASSMENT

“Sexual harassment” means any unwelcome sexual advances or requests for sexual favors or any conduct of a sexual nature when: (i) submission to such conduct is made either explicitly or implicitly a term or condition of an individual’s performance; (ii) submission to or rejection of such conduct by an individual is used as the basis for decisions affecting such individual; or (iii) 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. For the purposes of this definition, the phrase “working environment” is not limited to a physical location an individual is assigned to perform his or her duties and does not require an employment relationship.

In the case of a report alleging sexual harassment by an individual who is a registered lobbyist, the report may be made to the person listed as the Chapter’s Authorized Agent pursuant to the Lobbyist Registration Act. A report may be made confidentially.

SEXUAL HARASSMENT INVESTIGATION

When a report alleging sexual harassment is received, the Chapter will promptly investigate the allegation in a fair and expeditious manner. The investigation will be conducted in such a way as to maintain confidentiality to the extent practicable under the circumstances. Confidentiality may be waived by the person making the report. The Chapter will strive to release information arising out of a reported incident or investigation only on a need-to-know basis.

The investigation will include (but is not necessarily limited to) private interviews with the person initiating the report and any witnesses. The Chapter will also interview the person alleged to have committed sexual harassment. When the investigation is completed, the results of the investigation will, to the extent appropriate, be provided to the person filing the report and the person alleged to have committed sexual harassment.

If it is determined that inappropriate conduct has occurred, the Chapter will act promptly to eliminate the offending conduct, and where it is appropriate, impose disciplinary action.

ISPE shall investigate all sexual harassment complaints in accordance with its whistleblower policy.

RETALIATION

Retaliation against an individual who reports sexual harassment and retaliation against individuals who cooperate with an investigation of sexual harassment is unlawful, prohibited, and will not be tolerated by the Chapter. A person who reports sexual harassment is entitled to the protections afforded by applicable Illinois law, including but not limited to, the Whistleblower Act (740 ILCS 174/5) and the Illinois Human Rights Act (775 ILCS 5).

DISCIPLINARY ACTION

If it is determined that inappropriate conduct has been committed by a Chapter representative, the Chapter will take such action as is appropriate under the circumstances.

Such action may include a variety of forms of disciplinary action as deemed appropriate under the circumstances.

FALSE COMPLAINTS

It is also a violation of this policy for a person to knowingly make a false report of sexual harassment. Any person who knowingly makes a false report alleging sexual harassment shall be subject to any and all penalties under Illinois law for filing such a report, including the Illinois Lobbyist Registration Act, if the false report is filed by a registered lobbyist.

STATE AND FEDERAL REMEDIES

In addition to the remedies provided by the policy, if you believe you have been subjected to sexual harassment, or retaliation for reporting sexual harassment, you may file a formal complaint with the Secretary of State Inspector General (if the allegation involves a Chapter’s registered lobbyist), the Illinois Department of Human Rights, or the local EEOC office. Using the Chapter’s reporting process does not prohibit the filing of a complaint with these agencies. Note that each of the agencies has a specific time period to file a complaint. You may contact IDHR, the Illinois Human Rights Commission and the EEOC by calling the following phone numbers:

Illinois Department of Human Rights (IDHR)
Chicago: 312-814-6200 or 800-662-3942
Chicago TTY: 866-740-3953
Springfield: 217-785-5100
Springfield TTY: 866-740-3953
Marion: 618-993-7463
Marion TTY: 866-740-3953

Illinois Human Rights Commission (IHRC)
Chicago: 312-814-6269
Chicago TTY: 312-814-4760
Springfield: 217-785-4350
Springfield TTY: 217-557-1500

United States Equal Employment Opportunity Commission (EEOC)
Chicago: 800-669-4000
Chicago TTY: 800-869-8001

10. Sustainability

The Lake County Chapter of the Illinois Society of Professional Engineers, Inc. encourages the development and implementation of environmentally responsible technologies and practices wherever possible, including environmentally responsible approaches to meetings and conventions.

ISPE will also encourage environmentally responsible technologies and practices within the engineering profession.

11. Whistleblower

The whistleblower policy of the Chapter is intended to provide a mechanism for the reporting of illegal activity or the misuse of the ISPE assets, while protecting members who make such reports from retaliation.

1. Questionable Conduct

This policy is designed to address situations in which a member or board member suspects another member has engaged in illegal acts or questionable conduct involving Chapter assets. The Chapter encourages members and board members to report such questionable conduct and has established a system that allows them to do so anonymously.

2. Illustrative Types of Concerns

The following is a non-exhaustive list of the kinds of improprieties that should be reported:

- a. Supplying false or misleading information on the Chapter's financial or other public documents, including its Form 990.
- b. Providing false information to or withholding material information from the Chapter's board or auditors.
- c. Destroying, altering, mutilating, concealing, covering up, falsifying, or making a false entry in any records that may be connected to an official proceeding, in violation of federal or state law or regulations.
- d. Altering, destroying, or concealing a document, or attempting to do so, with the intent to impair the document's availability for use in an official proceeding or otherwise obstructing, influencing, or impeding any official proceeding, in violation of federal or state law or regulations.
- e. Embezzling, self-dealing, private inurement (i.e., Chapter earnings inuring to the benefit of an officer) and private benefit (i.e., Chapter assets being used by anyone in the organization for personal gain or benefit).
- f. Paying for services or goods that are not rendered or delivered.
- g. Using remarks or actions of a sexual nature that are not welcome and are likely to be viewed as personally offensive, including sexual flirtations; unwelcome physical or verbal advances; sexual propositions; verbal abuse of a sexual nature; the display of sexually suggestive objects, cartoons, or pictures; and physical contact of a sexual or particularly personal nature.
- h. Using epithets, slurs, negative stereotyping, and threatening, intimidating, or hostile acts that relate to race, color, religion, gender, national origin, age, or disability.
- i. Circulating or posting written or graphic material in the workplace that denigrates or shows hostility or aversion toward an individual or group because of race, color, religion, gender, nationality, age, or disability.
- j. Discriminating against an employee or potential employee due to a person's race, color, religion, sex, sexual orientation, national origin, age, physical or mental impairment, or veteran status.
- k. Violating ISPE's Code of Ethics or Conflict-of-Interest Policy.
- l. Facilitating or concealing any of the above or similar actions.

3. Making a Report

If a board member or management company employee suspects illegal conduct or conduct involving misuse of Chapter assets or in violation of the law, he or she may report it, anonymously if the individual wishes, and will be protected against any form of harassment, intimidation, discrimination, or retaliation for making such a report in good faith.

A member, board member or management company employee can make a report to the Chapter President. The President will promptly conduct an investigation into matters reported, keeping the informant's identity as confidential as possible, consistent with the obligation to conduct a full and fair investigation. (If the President is alleged to be involved, the member may make a report by contacting the President or Executive Director of ISPE.)

4. No Retaliation

A member or board member who has made a report of suspicious conduct and who subsequently believes he or she has been subjected to retaliation of any kind is directed to immediately report it to the Chapter President.

Reports of retaliation will be investigated promptly in a manner intended to protect confidentiality as much as practicable, consistent with a full and fair investigation.

The Chapter strongly disapproves of and will not tolerate any form of retaliation against individuals who report concerns in good faith regarding the Chapter's operations.

5. Reporting Procedures

The “whistleblower” procedure is intended to describe the process through which concerns about the possible misuse of the Chapter assets are handled pursuant to the whistleblower policy.

- a. An individual makes a report of suspected misuse of the Chapter assets by reporting in person or anonymously to the Chapter President.
- b. The report is promptly reviewed by the Chapter President.
- c. Each complaint is fully investigated and, to the extent possible, handled so as to protect the privacy of the individual making the complaint.

12. Amendments

Amendments to the Operating Procedures document may be made by the Chapter Board.