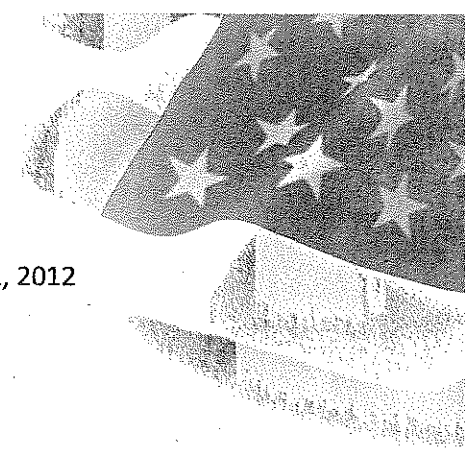


INTEGRA

BUSINESS SERVICES

The Honorable Lynn Foster
Vermilion County Clerk
6 North Vermilion Street
Courthouse Annex 1st Floor
Danville, Illinois 61832

Date: October 1, 2012



ELECTION SERVICES CONTRACT

Preventative Maintenance & Repair of AutoMark Devices

This contract covers maintenance services for the next two consecutive elections, the 2012 General Election and the 2013 Consolidated Election

Contract Start Date: 10/1/2012

Contract End Date: 12/31/2013

- **Preventative Maintenance, Diagnostic Testing, and Upgrades;**
 - Preventative maintenance on each AutoMark will be performed on-site at the County facility, twice per year, approximately 3-4 months prior to each election.
 - Each machine will receive routine preventative maintenance and full diagnostic testing to identify units that require servicing or repair.
 - Interior and exterior of each unit will be cleaned.
 - Battery levels will be checked and replaced when necessary.
 - Firmware upgrades will be performed when they are available.
 - Visual inspection of each unit looking for damaged or worn parts.
- **Equipment Servicing & Repair**
 - Technicians will also make additional visits to the County to perform repairs on AutoMark units that fail during the Commission's pre-election testing and usage.
 - Generate list of parts needed to make necessary repairs on the AutoMarks and submit to the County Clerk to be ordered from the vendor.

Cost Summary

Services for 2012 General Election for 61 AutoMarks \$7,497.50 (Invoiced 10/10/2012)

Services for 2012 Consolidated Election for 61 AutoMarks \$7,497.50 (Invoiced 1/1/2013)

Accepted:

Vermilion County Clerk

Date: _____

VERMILLION COUNTY ANIMAL SHELTER FOUNDATION
Revised Bylaws, 2009

ARTICLE I NAME

The name of this organization is the Vermilion County Animal Shelter Foundation. It is a non-profit organization, and shall hereafter be simply called the Foundation.

ARTICLE II PURPOSE

The specific purposes of the Foundation shall include the following activities within Vermilion County.

- A. Support the Vermilion County Animal shelter in its operation of a shelter for animals, (primarily dogs and cats).
- B. To make sure that adoptions are made by people and families who will properly care for the animals.
- C. Support educational programs in the schools and community concerning proper care and treatment of animals.
- D. Assist in the provision of shelter, food, and medical treatment for animals at the shelter as needed.
- E. Advocate education concerning the prevention of animal abuse or cruelty.
- F. Discourage any shelter involvement in the sale or donation of any animal for research or experimental purposes.

ARTICLE III BOARD OF DIRECTORS

Section 1: Purpose, Size, Qualifications

An elected Board of Directors will govern the Foundation. This board will have no more than 13 voting members, but ex officio members may be appointed as needed (consulting veterinarian, for example.) No person may serve as a voting member if that person is a paid employee, or a parent, child, or spouse of a paid employee of the Vermilion County Animal Shelter.

Section 2: Election, Term

Directors shall be elected at the final meeting of the fiscal year. Fiscal year runs January 1st, thru December 31st. Directors will serve a three-year term, with 1/3 of them being elected annually. Directors may succeed themselves.

Section 3: Vacancies

When there are vacancies on the board, the nominating committee will submit names to be voted on by the remaining directors. Additionally any Board member may nominate a candidate for the Board or for any office with ten (10) days' written notice to each Board member prior to the election, provided such Board member has received the nominee's consent. Replacements will fill the remaining terms of those having resigned.

Section 4: Powers, Responsibilities

The board will have full power to do everything necessary to promote the Foundation's welfare. The President is the only authorized spokesperson for decisions made by the Board.

Section 5: Volunteer Status, Reimbursement

Directors and committee members serve as unpaid volunteers. They may be reimbursed, with approval of the Board, for expenses resulting from their official duties.

ARTICLE IV BOARD OF DIRECTORS MEETING

Section 1: Frequency

Board meetings must be held monthly, at times and places designated by the board.

Section 2: Shelter Report

At each meeting, the Shelter Director will report a summary of adoption activities at the Shelter during the interim period following the prior meeting.

Section 3: Special Meetings

Special meetings may be called by the President, or any three Directors.

Section 4: Quorum

A quorum consists of seven (7) directors present at the meeting.

Section 5: Voting

Each member of the Board of Directors shall, at any meeting at which the same may be entitled to vote, cast one vote in person or by proxy (which must be in writing and signed by the Director) for or against any business that may be transacted by the Foundation.

Section 6: Missed Meetings

Roll call will be taken at each Board meeting. If any member of the Board other than ex officio, is not present for at least two-thirds of the monthly meetings (8), or three consecutive meetings that member shall cease to be a Director and shall be so notified by the secretary.

Section 7: Advance Notice

The Recording Secretary will mail each Director advance notice of any special meetings.

ARTICLE V OFFICERS

Section 1: Offices, Election, Term

At the December board meeting, the Directors will elect a President, Vice-President, Recording Secretary and Treasurer, and other officers as necessary. If officers are not elected at this meeting, they may be elected at any meeting called for that purpose. Officers will serve a term of 1 year. Officers may be dismissed for due cause.

Section 2: Duties of the President

The President is the chief executive officer, presiding at all meetings. The President has the authority to countersign any papers regarding the Foundation's interests (along with the Treasurer.)

Section 3: Duties of the Vice-President

The Vice-President is to actively assist the President, and to perform the duties of that office in the Presidents' absence.

Section 4: Duties of the Recording Secretary

The Recording Secretary is to take the minutes of each membership meeting and board meeting; to distribute copies of same to each Director; to make copies available upon request by any member; to receive any correspondence, unless directed otherwise by the board; and to perform other duties as assigned.

Section 5: Duties of the Treasurer

The Treasurer is to keep and have custody of all financial records and to submit to the board regular reports of income, expenditures, assets and liabilities. To deposit in the Foundation's name all money received in banks or trust companies designated by the board. To disperse funds as specified in the budget approved by the board. To countersign with the President any papers regarding the Foundation's interests in the sale of securities or their assets, or in the settlement of estates or trusts. To have the power to appoint, upon approval by the board, an assistant treasurer; and to perform other duties as may be assigned.

ARTICLE VI COMMITTEES OF THE BOARD

Section 1: Standing Committees

- A. Executive Committee: The Executive Committee shall consist of the following persons: the President, Vice President, Secretary, and Treasurer. The Executive Committee acts between board meetings to expedite business and has all the power of the board, but its actions are subject to confirmation by the board. Executive Committee meetings are called by the President.
- B. Education/Public Relations Committee: The Education/Public Relations Committee shall oversee programs designed to educate the public about reducing the population of unwanted pets and about the work of the Foundation, responsible pet ownership and other matters relating to the Foundation's purposes and make recommendations to the Board concerning such matters.
- C. Nominating Committee: The Chairperson of the Nominating Committee shall be appointed annually by the President with the approval of the Board of Directors. The Chairperson shall select two other committee members with the approval of the Board of Directors. The Committee shall propose nominations to fill vacant seats on the Board of Directors to the Foundation throughout the year and at the Board's final meeting of the fiscal year. The Nominating Committee shall also propose a slate of officers to the Board at the final Board meeting of the fiscal year.

Section 2: Other Committees

Other Committees: The Board of Directors may from time to time establish additional standing committees or ad hoc committees as it deems appropriate.

ARTICLE VII MISCELLANEOUS

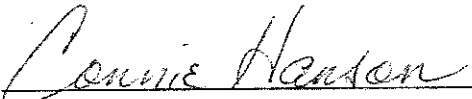
Section 1: Amendments

The Certificate of Incorporation and Bylaws of the Foundation may be amended by a two-thirds (2/3) vote of the Board at any meeting of the Board; provided however, this Article VII shall not be amended except upon a vote of three-fourths (3/4) of the Board at any meeting of the Board. Such proposed amendment shall be embodied in the call of notice of such meeting and shall be distributed to each member of the Board at least ten (10) days prior to the date of such Board meeting.

Section 2: Dissolution

The Foundation may be dissolved by a vote of three fourths (3/4) of the Directors of the Board present at a Board meeting called for the purpose of dissolving the Foundation. Due notice of such meeting shall be given in accordance with Article IV, Section 3 above. Upon dissolution after the payment of all debts and liabilities, the net assets will be transferred as a gift to an organization whose purpose or mission statement resembles the principles of the Vermilion County Animal Shelter Foundation as long as it qualifies as a tax-exempt organization under the Internal Revenue code, as amended, with power to transfer such net assets to another protective organization exempt from income taxes, under one or more of the provisions of Section 501 c (3) of the Internal Revenue code as it may exist or be hereafter amended or in default thereof to some other organization which qualifies as tax-exempt under the Internal Revenue Code. No part of the net assets of this Foundation shall ever inure to the benefit of any private individual or member.

Approved this 16th day of February 2009


Secretary

ATTACHMENT

This group is formed exclusively for the purposes of rendering charitable aid to animals and those individuals or families who may adopt the animals within the meaning of Section 501c (3) of the Internal Revenue Code of 1954. No part of any earnings or contributions will inure to the benefit of private share holders or individuals.

No part of net earnings of this corporation shall inure to the benefit of, or be distributed to its Directors, Officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 c (3) of the Internal Revenue Code, or corresponding section of any future Federal Tax code, or by corporation, contributions to which are deductible under Section 170 c (2) of the Internal Revenue code, or corresponding section of any future Federal Tax Code.