

# ILLINOIS RETIRED TEACHERS ASSOCIATION CONSTITUTION

AMENDED OCTOBER 20, 2009

## ARTICLE I – NAME

The name of the organization shall be the Illinois Retired Teachers Association, hereafter called the Association or IRTA.

## ARTICLE II – PURPOSE AND MISSION

**Purpose:** The purpose of the Association shall be to maintain and improve benefits to annuitants of TRS; to promote education and the professional, social, and economic status of all members; and to work in cooperation with other organizations to obtain these goals.

**Mission:** The Association is a not-for-profit, non-partisan organization of retired educators. The Association serves the needs and interests of its members through advocacy, education, cooperation, and socialization in a flexible organizational structure.

## ARTICLE III – MEMBERSHIP – DUES

- Section 1. The Association shall have three (3) classifications of membership: Active, Associate, and Pre-retirement.
- A. **Active:** Any retired certified staff member of a public or private school, college, or university, or the annuitant spouse of a deceased annuitant shall be eligible as an Active member with full membership privileges.
  - B. **Associate:** Any other person interested in education and approved for membership by any local unit of IRTA shall be eligible as an Associate member without the right to vote or hold office.
  - C. **Pre-retirement:** Any certified Illinois public or private school staff member shall be eligible as a Pre-retirement member with full membership privileges.

- Section 2. Surviving spouses:
- A. In the case of a surviving spouse who becomes an annuitant and is already an Annual Associate member, that surviving spouse may continue as an Annual Associate or may become an Annual, Deduct, or Life Active member with payment of appropriate dues.

- B. In the case of a surviving spouse who is already an Associate Life member, that spouse may continue as an Active Life member without further payment of dues.

Section 3. Any current Active member who does not meet the requirements of Section I.A. above may continue Active membership.

Section 4. The Annual, Dues Deduct, and Life Active membership dues and the Associate membership dues shall be determined by the Delegate Assembly.

#### **ARTICLE IV – OFFICERS**

Section 1. The elected officers of the Association shall be a president, a vice-president, a secretary, and a treasurer.

Section 2. Qualifications and terms of office:

- A. Officers must be active members of the Association.
- B. Term of office: Officers shall serve terms of two (2) years and shall assume office on January 1 following their election.
- C. Any elected officer who fails to perform his/her duties may be subject to recall by a two-thirds (2/3) vote of the full board of directors after due process.

Section 3. Vacancies:

- A. In the event of a vacancy in the office of president, the vice-president shall assume the office for the remainder of the term.
- B. Should vacancies occur in the offices of president and vice-president, the Executive Committee shall meet to appoint replacements for the remainder of the term.
- C. Should a vacancy occur in any office other than that of president, the president, with Executive Committee approval, shall appoint a replacement for the remainder of the term or, in the case of an area representative, until the next meeting of the delegate assembly, at which time a representative shall be elected to complete the remaining two years of a four year term.

Section 4. Duties of the officers:

- A. The president shall:
  - (1) Appoint all committee chairs and committee members, with names submitted for consideration by the respective area representatives, and with Executive Committee approval.
  - (2) Remove, with Executive Committee approval, any committee member or regional director failing to attend committee

meetings on a consistent basis or regularly fails to perform duties as assigned in the standing rules.

- (3) Prepare, with the Executive Committee, a calendar of events early in the year and prepare programs well in advance of meetings.
- (4) Appoint a parliamentarian.
- (5) Call and preside at Board of Directors and Executive Committee meetings.
- (6) Have such powers and authority as are usual.
- (7) Have such other powers and perform such other duties as may be assigned by the Board of Directors.

B. The vice-president shall:

- (1) Preside at meetings in the absence of the president.
- (2) Act as chairperson of the Constitution Committee.
- (3) Perform such other duties as may be assigned by the president or the Board of Directors.

C. The secretary shall:

- (1) Keep the minutes of all meetings of the Executive Committee, the Board of Directors, and the delegate assembly.
- (2) Submit copies of the minutes of said meetings, except the delegate assembly, to the Association office for distribution to unit presidents and the members of the Board of Directors, within thirty (30) days of each meeting.
- (3) Submit copies of the minutes of the delegate assembly to the Association office for publication. These minutes shall have been corrected and approved by a committee of three (3) appointed by the president.
- (4) Perform such other duties as may be assigned by the president or the Executive Committee.

D. The treasurer shall:

- (1) Be responsible for the supervision of all financial affairs of the Association.
- (2) Present a statement of accounts, including budget comparisons, at each meeting of the Board of Directors.
- (3) Present a financial report to the delegate assembly.
- (4) Publish a financial report in the *IRTA Action* upon completion of the audit.

- (5) Be responsible for the submission of reports to the Secretary of State, Attorney General, IRS, Illinois Department of Revenue, and other required financial reports.
- (6) Chair the Finance Committee.
- (7) Perform such other duties as may be assigned by the president or the Executive Committee.

Section 5. Nominations:

- A. The president, with Executive Committee approval, shall appoint a Nominating Committee consisting of a chair and one (1) member from each area. The Nominating Committee shall be appointed by March 1 before the biennial convention.
- B. The Nominating Committee shall prepare a slate of at least one (1) nominee for each elective office. The slate shall be published in the IRTA *Action* preceding the biennial convention.
- C. Nominations for all elective offices may be made from the floor of the delegate assembly with each nominee's consent to serve.
- D. The Nominating Committee shall serve as the Election Committee at the biennial convention.

Section 6.

Election of officers and area representatives shall take place at the biennial convention. Election shall be by ballot, except if there is but one nominee for an office, election may be by voice. If there are more than two (2) candidates for an office, election shall be determined by plurality vote.

**ARTICLE V – FINANCES**

Section 1.

The fiscal year of the Association shall be from January 1 to December 31.

Section 2.

The Finance Committee shall submit an annual budget to the Board of Directors for adoption at the fall meeting.

Section 3.

The Finance Committee shall review all expenditures of the Association and make recommendations on expenditures to the Board of Directors.

Section 4.

The financial records of the Association shall be reviewed after January 1 by the Finance Committee and shall be audited by an independent auditor.

**ARTICLE VI – MEETINGS**

Section 1.

The Association shall hold a biennial convention at a time and a place determined by the Executive Committee.

- A. The representative voting body of the Association shall be known as the delegate assembly, composed of members of the Board of Directors and delegates from units.
  - (1) Each credentialed member of the delegate assembly shall have one (1) vote. Members of the Board of Directors may not be delegates from units.
  - (2) Unit delegates shall be members in good standing and shall be selected as follows:
    - (a) An affiliated unit may choose one (1) delegate and one (1) alternate for each forty (40) Association members or a majority fraction thereof.
    - (b) An affiliated unit having fewer than forty (40) Association members may choose one (1) delegate.
  - (3) Names of unit delegates shall be submitted to the Association executive director at least thirty (30) days prior to the biennial convention.
  - (4) An alternate attending in lieu of a delegate will be certified at the convention by the president or highest-ranking officer attending from the unit by presenting written notification to the Nominating Committee chair or designee.
- B. Any member of the Association may attend the biennial convention but only credentialed delegates may vote. Proxy votes shall be prohibited. Non-delegate members may be given the privilege of speaking on matters before the delegate assembly with the consent of the presiding officer.
- C. It shall be the responsibility of the delegate assembly to determine the policies and actions to be followed by the Board of Directors between meetings of the delegate assembly by:
  - (1) Receiving and acting on recommendations of the Board of Directors.
  - (2) Hearing reports of committees.
  - (3) Amending the constitution.
  - (4) Electing officers.
  - (5) Acting on resolutions.
  - (6) Receiving and acting on other business as presented to the assembly.
- D. A majority of the credentialed delegates present shall constitute a quorum for the conduct of the business of the delegate assembly,

providing that voting members from at least one-half (1/2) of the units of the Association are present.

Section 2. Conferences, at least one per area, coordinated by the vice-president and planned by each area representative, shall be held annually for the purpose of leadership training and transmitting Association information. Additional workshops and/or conferences may be held by areas, subject to approval of the Board of Directors, for the purpose of addressing particular needs or actions of the Association.

Section 3. Meetings of the Executive Committee, Board of Directors and committees may be held by teleconference with the approval of the president. Votes may be taken by mail or electronically when ordered by the chair.

## **ARTICLE VII – BOARD OF DIRECTORS & EXECUTIVE COMMITTEE**

Section 1. The Board of Directors shall consist of the officers, area representatives, immediate past president, regional directors, and chairs of standing committees.

Section 2. The board shall manage the affairs of the Association and shall:

- A. Be responsible for hiring an executive director, delegating authority to the executive director, evaluating the executive director annually, determining written policies to be administered by the executive director, and determining compensations and written policies.
- B. Be responsible for the financial affairs of the Association, including but not limited to maintaining a headquarters office with necessary personnel and equipment, establishing investment policies, bonding personnel, designating depository institutions and persons authorized to sign or counter sign checks, adopting the annual budget, appointing an auditor, and approving the audit report.
- C. Review and revise the Standing Rules of the Association as necessary.

Section 3. Meetings of the Board of Directors:

- A. The Board of Directors shall have a minimum of two (2) meetings annually.
- B. A majority of the members of the Board of Directors shall constitute a quorum for the conduct of business. Proxy votes shall be prohibited.
- C. The president may call a special meeting of the board with notice to be given by phone or electronically to each member of the board not less than seven (7) days prior to the meeting. The person serving

notice of the meeting shall immediately send written confirmations to all members of the board.

- D. One-third of the board, on written request to the executive director, may call a special meeting of the board. Notice will be given to each member of the board not less than seven (7) days prior to the meeting. The person serving notice of the meeting shall immediately send written confirmations to all members of the board.
- E. Any person serving on the board shall have only one vote.

Section 4.

Executive Committee:

- A. The Executive Committee, composed of the officers, immediate past president and area representatives, shall meet at the call of the president or by request of one-third of its members.
- B. The Executive Committee shall conduct any association business between the meetings of the board.
- C. The Executive Committee shall develop written policies, subject to Board of Directors' approval, for working relationships with the executive director.
- D. The Executive Committee shall determine the compensation of the executive director and other support personnel, subject to Board of Directors' approval.

**ARTICLE VIII – DIVISIONS**

Section 1.

The divisions of the Association shall be areas, regions, and units.

Section 2.

Areas:

- A. The Board of Directors shall divide the state into areas for the purpose of organization and representation on the Executive Committee.
- B. Each area shall have a representative, who shall serve on the Board of Directors and the Executive Committee. Area representatives shall be elected by the delegates from their respective areas to terms of four (4) years.
- C. Any change in the number of areas will require approval by the delegate assembly in convention.

Section 3.

Regions:

- A. The Board of Directors shall divide the areas into sections of comparable size to be known as regions and shall determine regional boundaries.
- B. A regional director shall be selected from each region to serve a term of two (2) years and shall serve no more than two (2) consecutive terms. The position of regional director shall be rotated among the units within the region in alphabetical order.
- C. No region shall consist of a single unit.

Section 4. Units:

- A. Local IRTA organizations shall be called units.
- B. New units shall make application to the president for affiliation with the Association.
  - (1) Three (3) copies of the proposed bylaws of a new unit shall be submitted with the application.
  - (2) After proper application has been made, a new unit may be chartered by a majority vote of the Board of Directors.
- C. The bylaws of each unit shall conform to the purposes as set forth in the Association constitution and shall be updated as needed. A current copy shall be filed with the Association constitution committee chair by July 1 following a biennial convention.

**ARTICLE IX – COMMITTEES**

Section 1. The standing committees shall be:

Finance  
 Information Services  
 Legislative  
 Member Benefits  
 Membership

Section 2. The responsibilities of the standing committees shall be detailed in the Standing Rules of the Association and shall be available to every unit upon request.

Section 3. Committee Personnel:

- A. Each standing committee shall consist of a chair and one (1) voting member from each area, except the Legislative, the Membership and the Information Services Committees, which shall consist of the chair and one (1) voting member from each region.



- B. The committee chair shall vote only to break a tie.
- C. The president shall be an ex-officio member of all committees except the Nominating Committee.
- D. Committee minutes shall be distributed to members of the committee, unit committee chairs, unit presidents, and the Board of Directors.

Section 4. The president, subject to the approval of the Executive Committee, shall appoint special committees for the performance of designated responsibilities. Such committees may include Constitution, Convention, Nominations, TRS Observer teams, and others as needed.

### **ARTICLE X – PARLIAMENTARY AUTHORITY**

The most recent edition of *Robert’s Rules of Order Newly Revised* shall govern all proceedings of the Association unless inconsistent with this constitution or other rules adopted by the Association.

### **ARTICLE XI – AMENDMENTS**

- Section 1. Proposed amendments to the constitution shall be submitted to the Constitution Committee before the first day of June preceding the biennial convention.
- Section 2. Proposed amendments shall be published in the summer issue of the *IRTA Action*.
- Section 3. This constitution may be amended by a two-thirds (2/3) vote of the delegate assembly.
- Section 4. Amendments may be presented at the biennial convention. Any delegate proposing such an amendment must provide sufficient copies for all delegates prior to registration. Adoption of any amendment thus presented shall require a three-fourths (3/4) vote of the delegate assembly.
- Section 5. All amendments approved by the delegate assembly shall become effective on January 1 following the biennial convention.

### **ARTICLE XII – DISSOLUTION**

Upon dissolution of the Association, its property and assets shall be distributed as follows:

Section 1. All liabilities and obligations of the organization shall be paid, satisfied and discharged, or adequate provisions shall be made.

Section 2. Assets held by the organization upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.

Section 3. Remaining assets and all dues collected shall be distributed among such charities as may be designated by the board of directors.