

Constitution and Bylaws

Article I. Title

The title of this organization shall be the *Illinois Association of School Personnel Administrators (IASPA)*, herein referred to as the Association.

Article II. Affiliation

The Association is a duly recognized state affiliate of the American Association of School Personnel Administrators (AASPA).

Article III. Purpose

The purpose of this Association shall be to

Section A. foster the staffing of school systems with the highest qualified individuals available by

1. encouraging the use of high standards for recruitment, selection, retention and promotion of all school personnel;
2. promoting the concept of affirmative action as a means of implementing equal employment opportunity for all persons;
3. promoting sound training and certification practices; and
4. cooperating with school, college, university, and other placement agencies.

Section B. encourage and assist in the development and utilization of sound school personnel administration practices by

1. supporting laws and procedures designed to promote positive employer-employee relations;
2. assisting members in becoming knowledgeable in the legal aspects of the employer-employee relations and of collective agreement administration; and
3. promoting employee assistance and counseling programs.

Section C. advance the cause of public education generally by

1. developing professional standards for school personnel administrators;
2. improving the competency of school personnel administrators; and
3. cooperating with other professional national administrator groups and with regional and state personnel administrator associations.

Article IV. Membership

Section A.

There are three categories of membership: active, retired, and honorary. Voting and office holding rights are determined by membership category.

1. Active

For school personnel whose responsibilities include school and district personnel administration; for individuals whose assigned work includes personnel functions in other educational institutions; or individuals involved in teacher testing, placement, educational research, or the preparation of school personnel administrators. Active members shall be entitled to participate in all activities of the Association including voting and holding elective office.

2. Retired

Any individual member retiring from the education profession is eligible for retired membership. Retired members shall be entitled to participate in all activities of the Association except voting and holding elective office.

3. Honorary

Honorary membership may be accorded to persons who have distinguished themselves in school personnel work. Honorary members shall be entitled to participate in all activities of the Association except voting and holding elective office.

Section B.

The membership year shall extend from July through June 30.

Section C.

The process of admission to membership shall be as follows.

1. Application for active and retired memberships shall be submitted and accompanied by the membership fee.
2. Any active or retired member wishing to nominate a candidate for honorary membership shall nominate the person concerned to the President for consideration. Eligibility for and bestowal of honorary membership shall be determined by the State Board.

Section D.

Termination of membership may arise upon any of the following events.

1. An active member terminates his/her active membership upon failure to pay the annual dues by July 31 following the date of which such dues are payable, or upon written resignation.
2. Any member may be removed from membership for cause upon recommendation of the Executive Board and a majority vote of the members present and voting at the business meeting of the annual conference.

Article V. Membership Dues

Section A.

The membership fee is due by July 1st of the current year for current members.

Section B.

Annual membership dues for each membership category shall be determined by the Executive State Board.

Section C.

Conference registration fees and other event/activity fees may be established by the Executive State Board.

Section D.

Honorary members shall be exempt from payment of membership dues.

Article VI. Officers

Section A.

The officers of the Association shall be the President, President-Elect, Past President, Secretary, Treasurer, and four (4) members-at-large.

Section B.

The officers, other than the President and Past President, shall be elected at the annual conference. The President-elect shall automatically succeed to the office of President.

Section C.

The elected officers shall take office at the close of the annual conference at which their election takes place, and shall hold office for their stated term or until their successors have been elected and authorized to take office. The term of office for President, Past President, and President-Elect shall be one (1) year. The term of office for the Secretary, Treasurer, and four (4) members-at-large shall be two (2) years and may be elected for a one consecutive term.

Section D.

If an elected officer dies, resigns, is removed, or is unable to complete his/her term of office, a replacement shall be selected as follows.

1. The President-elect shall assume the duties of the President for the remainder of the President's term as well as for the term to which the individual was elected.
2. The Executive Board shall appoint a member of the Executive Board to act as the Secretary and the Treasurer until the next business meeting at which an election will be held to elect a new Secretary and a new Treasurer.

Article VII. Duties of Officers

Section A.

Duties

1. The President shall preside at the annual conference following his/her election and at any special meeting during the interim between his/her election and this conference. As chief executive of the Association, he/she shall appoint and supervise all committees and their work and perform such other duties as pertain to the office.
2. The President-Elect shall assume and perform the duties of President during the President's absence.
3. The Secretary shall keep and maintain the minutes of each Executive and State Board meeting, and of each business meeting at the annual conference. The Treasurer shall maintain all financial records of the Association and shall report on the financial status of the Association periodically to the State Board and general membership.

Section B.

All elected officers shall serve without compensation.

Article VIII. Nominating, Elections, and Appointments

Section A.

Nominations from the members for the offices of President-Elect, Secretary, Treasurer, and four (4) members-at-large will be made to the Nominating Committee. Nominations from the

members for Committee Chairperson positions will be made to the Nominating Committee. The Nominating Committee shall be comprised of active and/or retired members and shall not be comprised of current and in-office Executive State Board members or candidates for State Board offices.

Section B.

Election of the President-Elect, Secretary, Treasurer, and the four (4) members-at-large will be held during the business meeting of the annual conference. Election shall be by a written, secret ballot whenever more than one (1) person has been nominated for an Association office. A majority vote of the active members present and voting is required for the election of each Association office. In the event there are three (3) or more candidates for an office and no candidate receives a majority vote, only the names of the two (2) candidates receiving the most votes will be included in the next ballot.

Section C.

The Executive Board will appoint an Executive Director by majority vote following recommendations made by an interview committee. The Interview Committee shall be comprised of active and/or retired members. The Executive Director will report to the IASPA Board of Directors and will serve to administer the programs and policies of the IASPA in accordance with the mission of the Association. The Executive Director will function to promote the goals and objectives of IASPA, serving as spokesperson for IASPA on state and legislative issues.

Article IX. Executive and State Boards

Section A.

The President, President-Elect, Past President, Secretary, Treasurer, and four (4) members-at-large shall constitute the Executive Board.

Section B.

The Executive Board shall have the authority to act, in accordance with the Constitution and Bylaws, on such other matters as do not require action of the membership.

Section C.

Any member of the Executive Board may be removed from the Executive Board only for cause, upon recommendation of the remaining members of the Executive Board, by a majority vote of the voting group of members qualified to vote to elect that member of the Executive Board present and voting at a regular or special meeting of the membership, provided that the notice given of such meeting shall apprise the members that the purpose (or one of the purposes) of that meeting is the removal of that member of the Executive Board.

Section D.

The State Board shall be comprised of the Executive Board plus the chairpersons of the standing Association Committees: Conferences, Constitution/Bylaws, Communications, Membership, and Nomination.

Section E.

Committee Chairpersons shall be appointed by the Executive Board upon recommendation of the Nominating Committee. Terms of office for each chairperson shall be no less than three (3) years and no more than five (5) years.

Section F.

The State Board shall have the authority to act, in accordance with the Constitution and Bylaws, on such other matters as do not require action of the Executive Board or of the membership.

Section G.

Any member of the State Board may be removed from the State Board only for cause, upon recommendation of the remaining members of the State Board, by a majority vote of the voting group of members qualified to vote to elect that member of the State Board present and voting at a regular or special meeting of the membership, provided that the notice given of such meeting shall apprise the members that the purpose (or one of the purposes) of that meeting is the removal of that member of the State Board.

Section H.

All State Board members shall serve without compensation.

Article X. Meetings**Section A.**

The Association shall meet in conference annually.

Section B.

The time and place for holding the annual conference shall be determined by the State Board.

Section C.

The President, with the advice and authority of the Executive Board, may call special meetings to give consideration to specific problems. Any action or recommendation for action taken at such special meetings shall be subject to adoption, modification, or rejection by the membership of the Association at its next annual conference.

Section D.

The members present at the annual meeting or special meetings shall constitute a quorum for the conduct of business.

Article XI. Committees**Section A.**

In order to facilitate the conduct of the internal affairs of the Association, the Executive Board may, from time to time, create committees, appoint committee membership, and designate purposes for such committees.

Section B.

The President shall be an ex-officio member of all committees.

Article XII. Parliamentary Authority

The rules contained in Robert’s Rules of Order shall govern this Association in all cases in which they are applicable and in which they are not inconsistent with this Constitution and with any special rules of order the Association may adopt.

Article XIII. Amendments

The Constitution and Bylaws may be amended only at a business meeting of the Association’s annual conference as follows:

Section A.

by a two-thirds (2/3) vote of the active members present and voting, provided the proposed amendment(s) shall have been sent to each active member at least thirty (30) days prior to the annual conference; or

Section B.

by a three-fourths (3/4) vote of the active members present and voting, provided the proposed amendment(s) shall have been submitted to the active members present at the annual conference prior to the voting on the proposed amendment(s) and provided also that the proposed amendment(s) shall have been approved by the State Board.

Section C.

An amendment to the Constitution shall become effective immediately upon an affirmative vote unless the amendment itself specifies a date upon which it will become effective.

Article XIV. Executive Board Signatures

Enacted this 8th day of February 8, 2007, in Schaumburg, Illinois at the first annual IASPA conference by a vote of to by its membership.

President

Member-at-Large

President-Elect

Member-at-Large

Treasurer

Member-at-Large

Secretary

Member-at-Large

Article XV. Conflict of Interest Policy

Section A. Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization’s (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization 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.

Section B. Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, 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 appropriate governing board or committee decides that a conflict of interest exists.

Section C. 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 directors and members of committees with governing board delegated powers 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/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining 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 governing board or committee meeting, but after the presentation, he/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 chairperson of the governing 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 governing 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 governing 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 Conflicts of Interest Policy

a. If the governing 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 governing 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.

Section D. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers 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 governing 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.

Section E. Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. 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.

c. No voting member of the governing 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.

Section F. Statements

Each director, principal officer and member of a committee with governing board delegated powers shall sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section G. Periodic Reviews

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.

Section H. Use of Outside Experts

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 governing board of its responsibility for ensuring periodic reviews are conducted.

CONFLICT OF INTEREST STATEMENT OF AFFIRMATION

To be completed by each director, principal officer and member of a committee with governing board delegated powers.

I, (insert name), hereby affirm that
I have received a copy of the IASPA Conflict of Interest Policy,
I have read and understand the policy,
I agree to comply with the IASPA Conflict of Interest Policy, and
I understand that IASPA is a [tax exempt] organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Signature of Director, Officer, or
Committee Member

Date

Witnessed by:

Signature

Date

This affidavit to be maintained by the IASPA Treasurer with related tax exempt articles.

Amendment 1. Article XVI. Conflict of Interest Policy

Section A. Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization 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.

Section B. Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, 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 appropriate governing board or committee decides that a conflict of interest exists.

Section C. 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 directors and members of committees with governing board delegated powers 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/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining 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 governing board or committee meeting, but after the presentation, he/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 chairperson of the governing 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 governing 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 governing 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 Conflicts of Interest Policy

- a. If the governing 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 governing 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.

Section D. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers 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 governing 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.

Section E. Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. 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.
- c. No voting member of the governing 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.

Section F. Statements

Each director, principal officer and member of a committee with governing board delegated powers shall sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section G. Periodic Reviews

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.

Section H. Use of Outside Experts

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 governing board of its responsibility for ensuring periodic reviews are conducted.

Approval and Adoption

1. January 17, 2008 by IASPA State Board at Special Meeting, and recommended to Membership for Approval and Adoption
2. January 17, 2008 by IASPA Membership at its Annual Meeting by unanimous voice vote; approved
3. December 4, 2008 by IASPA State Board at regular meeting and recommended to Membership for Approval and Adoption
4. January 29, 2009 by IASPA Membership at its Annual Meeting;

CONFLICT OF INTEREST STATEMENT OF AFFIRMATION

To be completed by each director, principal officer and member of a committee with governing board delegated powers.

I, (insert name), hereby affirm that

- I have received a copy of the IASPA Conflict of Interest Policy,
- I have read and understand the policy,
- I agree to comply with the IASPA Conflict of Interest Policy, and

I understand that IASPA is a [tax exempt] organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Signature of Director, Officer, or Committee Date
Member

Witnessed by:

Signature:

Date:

This affidavit to be maintained by the IASPA Treasurer with related tax exempt articles.

Amendment 2. Article XVIII. Purchasing, Contracting, Payment Procedures

Section A. Purchases and Contracts

1. All contracts shall be approved or authorized by the State Board.
2. All purchases and contracts support a recognized IASPA function or purpose, as well as provide for good quality products and services at the lowest cost, with consideration for service, reliability, and delivery promptness. No purchase or contract shall be made or entered into as a result of favoritism, extravagance, fraud, or corruption.
3. Adoption of an annual budget authorizes the President (or designee) to purchase budgeted supplies, equipment, and services. Purchases of items not included in the budget require prior State Board approval, except in an emergency.
4. Emergency expenditures require the following before the obligation to pay for the expenditure is finalized: express approval by the President, express assurance by the Treasurer that sufficient funds are available to cover the expenditure, notice provided to all State Board members of the need for the emergency expenditure, and informal approval of three quarters ($\frac{3}{4}$) of the State Board. The aforesaid notice and informal approval of State Board can be obtained via any reasonable means of communication, including telephone, fax, and email. Formal approval of the emergency expenditure will be obtained at the next convened State Board meeting.

Section B. Payment Procedures

1. The Treasurer shall prepare a list of all due and payable bills, indicating vendor name and amount, and shall present it to the State Board in advance of the State Board's regular meeting. These bills shall be reviewed by the State Board, after which they may be approved for payment by State Board action. Approval of all bills shall be given by a roll call vote and the votes shall be recorded in the minutes. The Treasurer shall pay the bills after receiving a State Board order or pertinent portions of the State Board minutes, even if the minutes are unapproved, provided the order or minutes are signed by the President and Secretary or a majority of the State Board.
2. The Treasurer shall submit a monthly report and an annual summary of all receipts to and expenditures of Association funds to the State Board, and the Treasurer shall otherwise manage the funds in a manner that discloses to all State Board members the status of all funds, all receipts, the history of investments, and all expenditures.

Approval and Adoption

4. December 4, 2008 by IASPA State Board at Regular Meeting, and recommended to Membership for Approval and Adoption
5. January 29, 2009 by IASPA Membership at its Annual Meeting;

Amendment 3. Article XVII. Development and Approval of a Budget

A budget for the Association shall be prepared by the Executive Committee and submitted to the State Board for review and approval on an annual basis. The Treasurer will present the budget to the State Board, and the State Board shall approve the budget. The budget shall be prepared and submitted to the State Board no later than the quarterly meeting immediately prior to September 30 each year. The budget shall be approved by a roll call vote of the State Board members. Approval of the budget must be by a three-fourths ($\frac{3}{4}$) majority of the State Board members present and accounted for.

Approval and Adoption

1. December 4, 2008 by IASPA State Board at Regular Meeting, and recommended to Membership for Approval and Adoption
2. January 29, 2009 by IASPA Membership at its Annual Meeting;