

# **Bylaws**

## **State Universities Annuitants Association Foundation, Inc.**

### **Article I – Name and Type of Organization**

The name of the organization shall be The State Universities Annuitants Association Foundation, Inc., herein called the Foundation. The Foundation is a not-for-profit corporation falling under the guidelines of Section 501(c)(3) of the Internal Revenue Code.

### **Article II – Purpose**

The purpose of the Foundation is to provide services deemed desirable, beneficial and fundable to the members of SUAA by the Foundation Board of Directors, including, but not limited to:

1. Support for education and dissemination of information regarding issues affecting the welfare of members of the State Universities Annuitants Association, hereafter called SUAA.
2. Emergency assistance to SUAA members who are in need of financial support.
3. Support to SUAA Chapters establishing Survivor Assistance Programs.
4. Support of scholarship and grants programs for members of SUAA and their families.

### **Article III – Foundation Board of Directors**

Section A. Function. The Foundation Board of Directors, hereafter called the Foundation Board, shall be the governing and managing body of the Foundation.

Section B. Foundation Board of Directors Membership. The Foundation Board will consist of ten (10) voting members: Chair, Vice Chair, Treasurer, Secretary, and six (6) Directors-at-Large.

Section C. Annual Meeting. There shall be an Annual Meeting of the Foundation Board and Chapter Representatives upon such date, time, and place, as the Foundation Board shall determine. The purpose of the annual meeting is to elect any new officers and members of the Foundation Board, to approve the annual budget proposed by the Board, to approve proposed amendments to the Bylaws, and to consider any other business that may properly be brought before the meeting. The agenda for the Annual Meeting will be sent to the Foundation Board and all SUAA chapter presidents at least 14 days before the meeting. The meeting will be open to all SUAA members.

Section D. Regular Meetings. The Foundation Board shall meet as called by the Chair, quarterly, exclusive of the Annual Meeting of the Foundation, with specific date, time, place, and agendas sent to all Foundation Board members at least 14 days before the meeting. Such meetings will not be open meetings unless included in the call or request for such a meeting.

Section E. Special Meetings. Special meetings of the Foundation Board maybe called by the Chair or by the written request of at least two or more Foundation Board members. These meetings will be held at a reasonable time determined by the Chair, but no later than two weeks after the request has been received, or within the time necessary to receive approval of the date of any meeting. Topics, issues, and subjects to be considered at these Special Meetings must be specified in the call or request for the Special Meetings. The agenda for the Special Meeting will be sent to all Foundation Board members with the call for the meeting. Such meetings will not be open meetings unless included in the call or request for such a meeting.

Section F. Responsibilities. The fundamental responsibilities of the Foundation Board shall include the following:

- a. Setting policy and seeing that the Foundation operates in furtherance thereof;
- b. Reviewing ongoing programs and services and establishing guidelines for administering services and fundraising;
- c. Providing for the implementation of recommendations adopted at Foundation Board meetings;
- d. Delegating authority to committees for carrying out of the purposes of the Foundation;
- e. Making provisions for the Annual Meetings of the Foundation;
- f. Approving the Annual Budget of the Foundation; and
- g. Authorizing expenditures not included in the budget.

Section G. Quorum and Voting.

- a. Annual Meeting of the Foundation: The quorum for the transaction of business at the Annual Meeting of the Foundation shall be the designated Chapter Representatives representing each of the SUAA Chapters who are present at the Annual Meeting as well as a majority of the members of the Board of Directors present at the Annual Meeting. A majority vote of those present and voting at the Annual Meeting shall be the act of the Foundation at the Annual Meeting, except when otherwise specified by these Bylaws.
- b. Regular and Special Meetings of the Board: A majority of the members of the Foundation Board present at any regular or special meeting of the Board shall constitute a quorum for the transaction of business at such meetings. A majority of the members of the Foundation Board present and voting at such meeting shall be the act of the Foundation Board, except when otherwise specified by these Bylaws.

## **Article IV – Officers**

Section A. Officers. The officers of the Foundation shall be a Chair, a Vice Chair, a Secretary and a Treasurer. No two officers may be members of the same SUAA chapter.

Section B. Chair. The Chair is an elected officer who shall perform all the normal and usual duties of this office including, but not limited to:

- a. Preparing the agendas and presiding over the meetings of the Foundation Board and the Annual Meeting of the Foundation;
- b. Making periodic reports to the Foundation Board on finances, services and activities;
- c. Appointing chairs and committee members, when and where deemed necessary or appropriate;
- d. Presenting an annual report of Foundation activities to the SUAA House of Delegates at the annual SUAA meeting; and
- e. Serving as the official representative and spokesperson for the Foundation in relations with SUAA, other organizations, and agencies

Section C. Vice Chair. The Vice Chair is an elected officer who shall perform the duties of the Chair in the absence of the Chair; in the event of a vacancy in the office of Chair, shall assume the Office of Chair; and other duties assigned to the office.

Section D. Secretary. The Secretary will be appointed for a renewable two-year term in even-numbered years by the Chair of the Foundation with the approval of the Foundation Board. The Secretary shall be responsible for preparing the minutes of the meetings of the Foundation Board and the Annual Meeting of the Foundation, and for arranging approval of such minutes. The term of office will begin at the final adjournment of the meeting where the appointment has been approved.

Section E. Treasurer. The Treasurer will be appointed for a renewable two-year term in odd-numbered years by the Chair of the Foundation with the approval of the Foundation Board. The Treasurer shall be responsible for maintaining the financial records of the Foundation, for collecting and depositing all contributions and gifts or other collections, for paying all disbursements approved by the Foundation Board, for providing regular financial reports to the Foundation Board, for preparing an annual budget and financial report, for preparing and filing any required reports to the Illinois Secretary of State, and for preparing and filing any other required forms or reports. The term of office will begin at the final adjournment of the meeting where the appointment has been approved.

## **Article V – Elections and Vacancies**

Section A. Eligible Voters at the Annual Meeting. Those eligible to vote at the Annual Meeting of the Foundation shall consist of one Chapter Representative representing each Chapter of SUAA in addition to the members of the Board of Directors. The Chapter Representative shall be appointed at the discretion of the individual SUAA chapter.

Section B: Officers and Board Members. All officers, whether elected or appointed, and all Directors-at-Large must be SUAA members in good standing.

Section C. Chair and Vice Chair. Each will be elected for a two-year term at the Annual Meeting of the Foundation Board. The Chair shall be elected in odd-numbered years and the Vice Chair in even-numbered years. Each may be elected for more than one term.

Section D. Directors-at-Large. Six Directors-at-Large shall be elected to serve two-year terms. Three Directors-at-Large, one from each SUAA region, will be elected in odd-numbered years and three Directors-at-Large, one from each SUAA Region, will be elected in even numbered years. No more than one Director-at-Large may be from any single SUAA Chapter. Each Director-at-Large may be elected for more than one term.

Section E. Nominating Procedures. Nominations for officers and other Board members shall be in accordance with the following:

- a. The Chair, with the approval of the Foundation Board, shall name a Nominating Committee at least two months in advance of the meeting at which the elections will occur;
- b. The Nominating Committee shall select candidates from among the SUAA members and will present their names to the Chapter Presidents at least two weeks prior to the election;
- c. Additional nominations from the floor shall be permitted at the meeting at which the elections are to occur; and
- d. All nominations require the consent of the nominee.

Section F. Elections. The Chair, Vice Chair, and Directors-at-Large shall be elected by a majority vote of those present and voting. Their terms of office will begin at the final adjournment of the meeting where the elections occur.

Section G. Vacancies.

- a. In the event of a vacancy in the position of Chair, the Vice Chair shall fill the vacancy until the end of the term;
- b. In the event of a vacancy in the position of Vice Chair or Director-at-Large, the Chair of the Foundation Board shall nominate a candidate for the vacant position from among those SUAA members eligible for the position. The Foundation Board shall then ratify the appointment of the Vice Chair or Director-at-Large to complete the vacated term of office; and

- c. In the event of vacancy in the position of Treasurer or Secretary, the Chair of the Foundation Board shall appoint an individual from among the SUAA membership to fill that position, with the approval of the Foundation Board.

## **Article VI - Committees**

Section A. Committee Types. Two (2) types of committees are authorized, as needed, to assist or further the governance and activities of the Foundation

- a. Standing Committees
- b. Special Committees

Section B. Standing Committees. Standing Committees shall include the following: Scholarship and Grants, Emergency Assistance, Survivor Support, and Development and Fundraising

- a. Standing Committees may be established or disbanded by action of a majority vote of the members of the Foundation Board present and voting.
- b. Members of the Standing committees shall be appointed by the Chair with the advice and consent of the Board

Section C. Special Committees. Special committees having specific authority, responsibilities, or membership and limited tenure may be established by the Chair or by a majority vote of the Board of Directors present and voting.

- a. Special committees may include such committees as
  - i. Bylaws
  - ii. Budget and Finance
  - iii. Minutes Approval
- b. Members of the special committees shall be appointed by the Chair with the advice and consent of the Board

Section D. Committee Membership.

- a. Each committee shall be chaired by a member of the Board, but no Board member may serve on more than one (1) standing committee at a time;
- b. The Chair shall be an *ex officio* member of all committees except the Nominating Committee; and
- c. Membership on a committee may include any SUAA member and is not restricted to Board membership

## **Article VII - Finances**

Section A. Fiscal Year. The fiscal year of the Foundation shall be from January 1 through December 31. The affairs of the Foundation shall be financed by such grants, gifts, contributions and other funds as the Foundation may receive.

Section B. Contributions. All contributions and other funds received by the Foundation shall be deposited in any Clearing House depository approved by the Foundation Board and shall be applied to the purposes of the Foundation. Funds so deposited may be invested by the Foundation Board at its discretion subject to its fiduciary duties.

Section C. Disbursement of Funds. Funds shall be disbursed by the Treasurer for Foundation awards duly authorized by the Foundation Board. Withdrawals or checks drawn of deposits shall be signed by the Foundation Treasurer or Executive Director of SUAA. In the absence of both, the Foundation Board shall designate alternates whose signatures will be registered at the bank.

Section D. Budget. A statement of proposed receipts, operating income and expenditures for the following year shall be prepared by the Treasurer and submitted to the Foundation Board at least annually together with a statement of both proposed and actual receipts, operating income, and expenditures for the prior year, and current assets and liabilities.

Section E. Audits. The financial records of the Foundation shall be audited every three years by those conducting the SUAA audit. A report shall be submitted to the Foundation Board and included in the audit report to the SUAA Foundation Board of Directors.

### **Article VIII - Prohibited Activities**

No activities of the Foundation shall be an attempt to influence legislation. The Foundation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. The Foundation shall not carry on any activities not permitted by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code or by a corporation to which contributions are deductible under the Section 170 (e)(2) of the Internal Revenue Code.

### **Article IX - Electronic Meetings and Communications**

Section A. Meetings. The Annual Meeting of the Foundation, meetings of the Foundation Board and all committees shall be authorized to be held by telephone conference or through other electronic communications media so long as all the members can simultaneously hear each other and participate during the meeting:

- a) all such meetings shall be conducted in accordance with the rules adopted by the Foundation Board; and
- b) participation in any such meeting shall constitute presence in person at the meeting.

Section B. Communications. All communications required in these bylaws, including meeting notices, may be sent electronically.

### **Article X - Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Foundation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Foundation may adopt.

### **Article XI - Amendments of the Bylaws**

Section A. Amendments. Amendments to these Bylaws may be proposed by the Chair, by a designated and appointed special Bylaws Committee, by three or more members of the Foundation Board, or by petition signed by at least five SUAA chapters.

Section B. Notice. Notice of proposed amendments(s) shall be mailed or emailed to all SUAA chapter presidents and all Foundation Board members at least two weeks prior to the Annual Meeting of the Foundation at which approval is sought.

Section C. Approval of Amendments. Approval of amendments to these Bylaws shall require a two-thirds vote of those eligible to vote that are present and voting at the Annual Meeting of the Foundation.

Section D. Effective Date. Proposed amendments shall become effective at the close of the meeting at which they are approved, unless otherwise specified.

## Article XII - Dissolution

Section A. Vote to Dissolve the Foundation. A two-thirds vote of those eligible to vote that are present at the Foundation Annual Meeting shall be required to dissolve the SUAA Foundation.

Section B. Payment of Foundation Liabilities. If the Foundation is dissolved, the Foundation Board will be responsible for paying or making provision for payment of debts and liabilities of the Foundation.

Section C. Disposition of Foundation Assets. If the Foundation is dissolved, the Foundation Board shall be responsible for the disposition of all the remaining assets to a successor organization with comparable goals and purposes of the Foundation or to organization(s) organized and operating exclusively for the charitable or educational purposes that qualify as an exempt organization(s) under Section 501(c)(3) or a non-exempt organization under Section 501(c)(4) of the Internal Revenue Code or by a corporation to which contributions are deductible under Section 170(e)(2) of the Internal Revenue Code. No member of the Foundation Board may personally benefit from the distribution of these assets.

## PROVISOS TO THE BYLAWS

1. **Provided**, That the six (6) Members-at-Large of the Executive Committee of the SUAA Foundation at the time immediately before the adoption of these bylaws, shall become the six (6) Directors-at-Large of the Foundation Board at the adjournment of the 2022 Annual Meeting of the Foundation. They shall remain in that office until the expiration of the term of office for which they were originally elected.
2. **Provided**, That the Officers in office at the time immediately before the adoption of these bylaws, shall remain in that office until the expiration of the term of office for which they were originally elected/appointed.
3. **Provided**, That the Foundation Chair appoint a committee to make necessary grammar and punctuation changes to these bylaws without changing the intended meaning of the bylaws.

Revised, June 15, 2022, Springfield, Illinois