



**BYLAWS OF THE STATE UNIVERSITIES ANNUITANTS ASSOCIATION (ILLINOIS)**

**ARTICLE I**

**NAME**

This organization shall be known as the State Universities Annuitants Association (Illinois) (SUAA), a Not-For-Profit corporation, chartered by the state of Illinois on June 7, 1979.

**ARTICLE II**

**PURPOSE**

The purposes of SUAA are, as stated in the SUAA Articles of Incorporation: Educational, Social and Research and to promote the individual and collective interests and welfare of the members of the Association. SUAA is organized under the provisions of the IRS code for 501(c)(4) organizations.

**ARTICLE III**

**INDIVIDUAL AND CHAPTER MEMBERSHIP**

**3.1.** Regular membership in SUAA is open to all members of the State Universities Retirement System (SURS) including current faculty-staff, annuitants, their spouses/partners, and survivors. Regular members are eligible for appointment by their chapter as members of the SUAA Board of Directors and for election to the SUAA Executive Committee.

**3.2.** Associate membership in SUAA is open to individuals who support the purposes of SUAA, but are not eligible for Regular membership.

**3.3a.** Regular and Associate membership in SUAA requires membership in a chapter and requires payment of chapter dues (determined by the chapter) and state dues (determined by the Board of Directors). Dues shall be due and payable to SUAA by the anniversary date and, if not paid within sixty days of that date, membership shall be terminated.

**3.3b.** A member may be a member of more than one chapter, but must designate their chapter of primary membership at the time of payment of dues. Members have visiting privileges with all other SUAA chapters.

**3.4.** Local institutional chapters of SUAA may be organized on campuses from the respective Illinois state universities and community colleges upon petition signed by at least ten (10) Regular primary members. This petition is to be addressed to and approved by the SUAA Executive Committee. A chapter must have at least ten (10) Regular primary members each year thereafter to maintain its status as an active chapter in the Association.

**3.5.** Chapters are responsible for promoting the goals of SUAA through chapter meetings, chapter activities, member recruitment, regular communications, and legislative contacts. No chapter shall publicly promote a position contrary to positions formally adopted by the SUAA Board of Directors.

**3.6.** The Board of Directors upon recommendation of the Executive Committee may grant honorary membership in the Association and/or make awards to non-members who have rendered outstanding service to the Association as a whole. An honorary member shall be placed on the membership mailing list and may attend and participate in all meetings of the Association but shall neither have voting privileges nor serve as an officer of the Association.

53 3.7. Individual chapters may designate as chapter honorary members individuals who have rendered unusual and  
54 outstanding service to the chapter. A chapter honorary member may enjoy benefits and privileges of the chapter as  
55 the chapter may direct but shall not serve as a representative to the State Association.  
56

57 Should the services of a chapter honorary member or other recognized person be of such a nature as to benefit  
58 significantly the Association as a whole, the chapter may submit his/her name to the Executive Committee for  
59 possible state recognition.  
60

61 3.8. Chapters may accept for Regular membership a member of the State Universities Retirement System (SURS),  
62 including current faculty-staff, annuitants, and their spouses/partners and survivors not associated with the local  
63 institution who choose to become a member in the chapter.  
64

## 65

## 66 **ARTICLE IV**

## 67 **OFFICERS**

## 68

69 4.1. The officers of SUAA shall be a President, a Vice President, a Secretary, and a Treasurer.  
70

71 4.2. **Minimum Qualifications of Officers.** A nominee for the office of President, Vice President, Secretary, or  
72 Treasurer must have been a member of SUAA for at least two (2) years prior to election.  
73

74 4.3. **Restriction to serving as an Elected Officer.**  
75

76 4.3a. No officer may serve concurrently as a regional director on the Executive Committee.  
77

78 4.3b. No more than two (2) officers may be from the same region.  
79

80 4.3c. At least one officer must be from a community college and at least one officer must be from a university. In the  
81 case of a conflict with this provision, the election of the officer listed earliest in Section 4.1 of these bylaws shall  
82 take precedence over the election of the officer listed later in that section  
83

84 4.3d. No two (2) officers shall be from the same chapter.  
85

86 4.4 **Nomination of Officers.**  
87

88 4.4a. The President shall appoint a Nominating Committee consisting of six members with two members from each  
89 of the three regions in SUAA. One member from each region shall represent a community college chapter and one  
90 member shall represent a university chapter. Appointments to the Nominating Committee must be approved by the  
91 Executive Committee.  
92

93 4.4b. The President shall designate one individual representing a community college chapter and one individual  
94 from a university chapter to serve as co-chairs of the nominating committee. The co-chairs shall be from different  
95 regions of the state.  
96

97 4.4c. The Nominating Committee shall be charged with soliciting nominations and ensuring that there is at least one  
98 nominee for each open position on the Executive Committee.  
99

100 4.4d. The Nominating Committee shall ensure that each nominee forwarded to the Board of Directors meets the  
101 qualifications for officers as specified in Article 4.2. The committee shall also ensure that election results do not  
102 violate the restrictions on serving as an officer as specified in Article 4.3.  
103

104 4.4e. Any member nominated from the floor must have given prior consent to serve and meet the qualifications for  
105 the office.  
106

107 4.5 **Election of Officers.**

108  
109 **4.5.a** The Executive Director, immediately upon the appointment of the Nominating Committee, shall communicate  
110 the names of the committee members to all chapters in a call for prospective nominees for all offices to be filled  
111 with the qualifications for each office. The call shall include the addresses for the Executive Director and the  
112 committee co-chairs, a date for receipt of suggested nominees, and categories for representation.

113  
114 **4.5b.** Officers shall be elected at the annual meeting to serve a term of two (2) years or until their successors are  
115 elected, and their terms of office will begin at the final adjournment of the meeting.

116  
117 **4.5c.** Officers are limited to one (1) full two-year term in the same office, except that the Treasurer may serve two  
118 consecutive terms.

119  
120 **4.6. Election Process.** Election of officers shall be by ballot. If a nominee does not receive a majority of votes cast  
121 on the first ballot, each subsequent ballot shall remove the name of the nominee receiving the lowest number of  
122 votes until a nominee receives a majority vote. In the event of a tie vote, the winner will be chosen by lot.

123  
124 **4.7. Office Vacancy.**

125  
126 **4.7a.** If the office of President becomes vacant, the Vice President shall automatically succeed to the office of  
127 President for the remainder of the unexpired term. If the office of the Vice President, Secretary or Treasurer  
128 becomes vacant, the Executive Committee shall elect an Association member who meets the requirements of  
129 Articles 4.2 and 4.3 to serve as Vice President, Secretary or Treasurer for the remainder of the unexpired term.

130  
131 **4.8. Recall of Officers**

132  
133 **4.8a.** A petition to recall an elected officer of the Association may be presented to the Executive Director when  
134 signed by at least twenty (20) active chapter Presidents.

135  
136 **4.8b.** The Executive Director, upon verifying the recall petition in accordance with Article 4.8a, shall schedule a  
137 special meeting to be held within 45 days of receipt of the petition of the Board of Directors that occurs for the  
138 purpose of debating the petition. The notice of the special meeting shall be sent to all members of the Board of  
139 Directors, including the officer concerned, no later than 30 days prior to the scheduled date of the meeting.

140  
141 **4.8c.** If the petition is received less than 45 days prior to the annual or fall meeting, the recall will be placed on the  
142 agenda of that meeting as a special order.

143  
144 **4.8d.** An elected officer of the Association may be removed from office by a two-thirds (2/3rds) vote of the  
145 members of the Board of Directors present and voting.

146  
147 **ARTICLE V**  
148 **DUTIES OF OFFICERS**

149  
150 **5.1** The duties of the officers shall be as stated below and the officers shall perform such other duties as assigned by  
151 the Board of Directors, the Executive Committee, and/or applicable to the office as prescribed by the parliamentary  
152 authority adopted by SUAA.

153  
154 **5.2. The duties of the President shall be:**

155  
156 **5.2a.** To preside at the annual and fall meetings of the Board of Directors, meetings of the Executive Committee,  
157 and all special meetings of the Association, except in cases of a special meeting for the recall of the President;

158  
159 **5.2b.** To work cooperatively with the Executive Director to provide leadership and direction in achieving the  
160 purposes of the Association;

161  
162 **5.2c.** To recommend appointment of standing committee chairpersons subject to approval by the Board of Directors.  
163 Board approval may be obtained by email vote.

- 164  
165 **5.2d.** To appoint special committee chairpersons and members with approval by the Executive Committee;  
166  
167 **5.2e.** To serve as an ex-officio, non-voting member of all committees except the Nominating Committee.  
168  
169 **5.3. The duties of the Vice-President shall be:**  
170  
171 **5.3a.** To act on behalf of the President in the President’s absence;  
172  
173 **5.3b.** To serve as a member of the Executive Committee;  
174  
175 **5.3c.** To succeed the President if the office of President becomes vacant.  
176  
177 **5.4. The duties of the Secretary shall be:**  
178  
179 **5.4a.** To prepare or cause to be prepared and to maintain a complete record of all proceedings of all Executive  
180 Committee and Board of Directors meetings, all proceedings of all business, and all other records of the Association  
181 as required by law.  
182  
183 **5.4b.** To serve as a member of the Executive Committee.  
184  
185 **5.5 The duties of the Treasurer shall be:**  
186  
187 **5.5a.** To have primary responsibility to review periodic budget reports to help ensure that SUAA’s revenue minus  
188 expenses do not exceed the budget approved by the Board of Directors;  
189  
190 **5.5b.** To have primary responsibility to monitor budget categories, and if necessary, recommend that the Executive  
191 Committee move funds from one budget category to another.  
192  
193 **5.5c.** To work with the Executive Director on Association financial issues, including preparation of an annual budget  
194 proposal for approval by the Board of Directors.  
195  
196 **5.5d.** To serve as a member of the Executive Committee.  
197

198 **ARTICLE VI**  
199 **BOARD OF DIRECTORS**  
200

- 201 **6.1.** This Association shall be governed by a Board of Directors consisting of directors from each of the active  
202 chapters, the officers, and the regional directors of the Association. Directors shall serve until completion of their  
203 terms or until their successors have been elected or appointed.  
204  
205 **6.2. Powers and Duties**  
206  
207 **6.2a.** The Board of Directors shall set policy, define strategic goals and priorities, and have responsibility for the  
208 general direction of the affairs and activities of the Association. The Board of Directors shall exercise such other  
209 powers conferred by these bylaws, and prescribed by the parliamentary authority adopted by SUAA.  
210  
211 **6.2b. The duties of the Board of Directors shall be:**  
212  
213 **6.2b1.** To appoint and/or terminate an Executive Director;  
214  
215 **6.2b2.** To review and approve the annual budget of the Association recommended by the Treasurer and the  
216 Executive Committee; the annual budget shall provide for adequate personnel, office facilities, and operational  
217 needs;  
218

- 219 **6.2b3.** To determine the annual state dues;  
220  
221 **6.2b4.** To elect officers and regional directors of the Association;  
222  
223 **6.2b5.** To amend the bylaws;  
224  
225 **6.2b6.** To create additional standing committees; and  
226  
227 **6.2b7.** To review actions taken by the Executive Committee;  
228

229 **6.3 Composition of Board of Directors.**  
230

231 **6.3a.** Each active chapter shall be entitled to a minimum of two directors. Chapters with more than 400 Regular  
232 primary members shall be entitled to an additional director for each subsequent four hundred members or portion  
233 thereof (i.e., 401 members = 3 directors, 801 members = 4 directors; etc.). The number of directors to which a  
234 chapter is entitled will be determined by the number of Regular primary chapter members on December 31.  
235

236 **6.3b.** No director shall vote by absentee or proxy voting.  
237

238 **6.4. Selection of the Board of Directors.**  
239

240 **6.4a.** The method of selection of directors representing the chapter on the Board of Directors shall be determined by  
241 the individual chapter.  
242

243 **6.4b.** Each year, the chapter President shall certify to the Executive Director the chapter's directors by ten (10)  
244 working days prior to the annual, fall and special meetings of the Board of Directors.  
245

246 **6.5. Directors' Term of Office.**  
247

248 **6.5a.** It is recommended that chapter directors chosen to serve on the Board of Directors serve for at  
249 least two years.  
250

251 **6.5b.** Should a chapter director be unable to fulfill his or her term as a director, the vacancy shall be  
252 filled by the chapter as soon as practical. The President of the chapter may appoint as a substitute director  
253 any Association Regular member from the chapter for a single meeting and so notify the Executive Director of his  
254 or her designee.  
255

256 **6.6. Conflicts of Interest.** Members of the Board of Directors shall be responsible for avoiding conflicts of  
257 interest related to their SUAA responsibilities and actions and shall sign a form certifying the absence of conflicts of  
258 interest.  
259

260 **ARTICLE VII**  
261 **EXECUTIVE COMMITTEE**  
262

263 **7.1.** The Executive Committee shall be composed of the officers of the Association and six regional directors elected  
264 by the three regions stipulated in Article VIII. The Executive Director, chairperson of State Universities Annuitants  
265 Association Foundation, and chairpersons of standing committees shall serve as ex-officio members, without vote.  
266

267 **7.2. Powers and Duties.**  
268

269 **7.2a. Powers.** The Executive Committee shall exercise the authority of the Board of Directors between meetings of  
270 the Board but only to the extent:

- 271 1. necessary to take action on unanticipated business that requires action between Board meetings; and  
272 2. action taken is not contrary to the instructions of the Board of Directors. Actions taken by the Executive  
273 Committee shall be reported to the Board at the first meeting of the Board following the meeting of the Executive

274 Committee. The Executive Committee shall act in an advisory capacity to the Executive Director, who shall provide  
275 a report to the Board of Directors at each meeting.

276  
277 **7.2b. Duties.** The duties of the Executive Committee shall be as stated below and such other duties as assigned by  
278 the Board of Directors:

279  
280 **7.2b1.** In cooperation with the Executive Director and the Treasurer, the Executive Committee shall recommend an  
281 annual budget for approval by the Board of Directors.

282  
283 **7.2b2.** The Executive Committee shall receive and review financial reports prepared by the Executive Director,  
284 make recommendations regarding fiscal issues and management of funds, and shall approve the transfer of funds  
285 among budget categories as long as the total budget appropriation is not changed. Such transfers shall be reported to  
286 the Board of Directors at the next meeting.

287  
288 **7.2b3.** The Executive Committee shall make financial provision for the annual meeting and the fall meeting and  
289 provide for the implementation of recommendations adopted at both meetings.

290  
291 **7.2b4.** The Executive Committee may authorize electronic voting by the Board of Directors on urgent items not  
292 mandated for a regular Board of Directors meeting.

293  
294 **7.2b5** The Executive Committee shall review and approve any contract that is more than two percent of the budget  
295 or is a multi-year contract.

296  
297 **7.2b6.** Upon the recommendation of the Executive Director, the Executive Committee shall review and may approve  
298 contracts establishing industry partnerships with business entities that may be of interest to SUAA members.

299  
300 **7.2b7.** The Executive Committee shall review and may approve the formation of new chapters.

301  
302 **7.2b8.** The Executive Committee shall adopt and approve changes to the SUAA Policies and Procedures Manual.

303  
304 **7.2b9.** The Executive Committee shall provide a job description for the position of Executive Director, define the  
305 duties of the Executive Director consistent with the provisions of these bylaws, recommend his/her compensation to  
306 the Board of Directors, and be responsible for the selection of a candidate for the position of Executive Director to  
307 be recommended to the Board of Directors for appointment.

308  
309 **7.2b10.** The Executive Committee may amend the job description of the Executive Director consistent with these  
310 bylaws.

311  
312 **7.2b11.** The Executive Committee shall conduct an annual evaluation of the performance of the Executive Director  
313 and determine any salary adjustment, if warranted.

314  
315 **7.3. Meetings.** The Executive Committee shall meet regularly, ordinarily not more often than every other month, at  
316 the state office or other place agreed to by the members of the Executive Committee. A special meeting may be  
317 called by the President and shall be called upon written request of three members of the Executive Committee.

318  
319 **7.4. Conflict of Interest.** Members of the Executive Committee shall be responsible for avoiding conflicts of  
320 interest related to their SUAA responsibilities and actions and shall sign a form certifying the absence of conflicts of  
321 interest.

## 322 **ARTICLE VIII** 323 **REGIONAL DIRECTOR NOMINATIONS AND ELECTIONS**

324  
325 **8.1** There shall be three regions within SUAA, reflecting as nearly equal as practical representation by total paid  
326 chapter Regular primary membership and retaining geographic proximity as established by the following map. Two  
327 directors shall be elected from each region to serve on the Executive Committee.

328  
329 **8.2** Regional Map



331 A listing of the chapters in each region is provided in Appendix A

332

333 **8.3 Regional Director Qualifications.**

334

335 **8.3a.** One regional director from each region must be a member of a community college chapter and one must be a  
336 member of a university chapter, serving staggered terms.

337

338 **8.3b.** No more than one member from each chapter may be elected to serve on the Executive Committee.

339

340 **8.3c.** A regional director must have been a member of SUAA for at least two (2) years prior to election.

341

342 **8.4. Regional Director Nominations.**

343

344 **8.4a.** Immediately upon the appointment of the Nominating Committee, the Executive Director shall communicate  
345 the names of the committee members to all chapters in a call for prospective nominees as regional directors.

346

347 **8.4b.** The call for nominations shall include the qualifications to serve as a regional director, the region in which the  
348 opening exists, and whether the opening is for a community college seat or a university seat. The call shall include  
349 the address for the Executive Director and the committee co-chairs, and a date for receipt of suggested nominees.

350

351 **8.5. Election of Regional Directors.**

352

353 **8.5a.** At the annual Board of Directors meeting, directors from each region shall elect an individual to serve as  
354 regional director for each opening on the Executive Committee from that region with their term of office beginning  
355 at the final adjournment of the annual Board of Directors meeting held in June of the year of their election. Should a  
356 regional director be unable to fulfill his or her term as a director, the vacancy shall be filled by the Executive  
357 Committee. The vacancy shall be filled by an individual from a similar institution and from that region to complete  
358 the unexpired term.

359

360 **8.5b.** Regional directors shall serve for two years or until their successors are elected, and shall not serve more than  
361 two consecutive terms in the same office and may serve again after being out of office for at least one term.

362

363 **ARTICLE IX**  
364 **MEETINGS**

365

366 **9.1. Regular meetings of** the Board of Directors shall occur two times a year at a time and place to be determined  
367 by the Executive Committee. One meeting shall be the Annual Meeting and a second meeting shall be the fall  
368 meeting.

369

370 **9.2.** Meetings shall be open to all members of local chapters who wish to attend, but voting is reserved to the Board  
371 of Directors. At the Annual and Fall Meetings, provisions shall be made for the members to have the opportunity to  
372 express ideas on matters concerning the good and welfare of annuitants, survivors, and participants, subject to the  
373 meeting rules.

374

375 **9.3.** An Annual Meeting of SUAA shall be held in June of each year.

376

377 **9.4.** The Annual Meeting shall be for the purpose of electing officers and directors, receiving reports, amending  
378 these bylaws, and transacting such other business as shall properly come before it.

379

380 **9.5.** A Fall Meeting of the SUAA shall be held in October or November of each year.

381

382 **9.6.** The Fall Meeting shall be for the purpose of receiving reports, approving the budget, and transacting such other  
383 business as shall properly come before it.

384



385 9.7. The President shall prepare a draft agenda for each meeting in cooperation with the Executive Director. The  
386 draft agenda shall be distributed to chapter officers and certified directors at least ten days prior to the meeting  
387  
388 9.8. Any chapter by action of its governing board may submit agenda items to the state office at least twelve days  
389 prior to the meeting. Additions to the agenda may be made on the day of the meeting at the time of approval of the  
390 agenda by a majority vote of the directors present and voting.  
391  
392 9.9. A special meeting of the Board of Directors may be called in the event of an emergency by the Executive  
393 Committee or upon receipt by the Executive Director of a written request signed by twenty (20) active chapter  
394 Presidents.  
395  
396 9.10. Notice of each regular or special meeting of the Board of Directors specifying purpose, time and place shall be  
397 communicated to chapter officers and certified directors at least 30 days prior to the date of such meeting.  
398  
399 9.11. A majority of the certified directors shall constitute a quorum for the transaction of business at any regular or  
400 special meeting.  
401  
402 **9.12. Caucuses and Regional Meetings.**  
403  
404 **9.12.a** To facilitate communication and discussion of issues among chapters and between chapters and the State  
405 Office, caucuses and regional meetings may be convened. Such meetings may be scheduled by the Executive  
406 Director and the Executive Committee, the Board of Directors, committee chairs, or individual chapters. Resolutions  
407 or recommendations adopted may be directed to the Executive Committee, the Board of Directors, or the Executive  
408 Director for consideration. The Executive Committee or the Board of Directors must approve any action taken in the  
409 name of SUAA.

## 411 **ARTICLE X** 412 **COMMITTEES**

413  
414 **10.1.** Two (2) types of committees are authorized: Standing Committees and Special Committees.  
415  
416 **10.2.** The following are Standing Committees: Membership; Legislative; and Bylaws. Additional standing  
417 committees shall be formed by action of the Board of Directors and included in the Policies and Procedures Manual.  
418  
419 **10.3.** Standing committee chairpersons shall be appointed by the President and approved by the Board of Directors.  
420 Board approval may be obtained electronically. Appointments are for a period of two years or until a successor is  
421 appointed, and chairpersons may be reappointed. Committee appointments shall be made by the President with  
422 approval by the Executive Committee.  
423  
424 **10.4.** Special Committees may be formed by the Executive Committee or by the President. Appointments to special  
425 committees shall be made by the President with approval by the Executive Committee.  
426  
427 **10.5 Committee Restrictions.**  
428  
429 **10.5a.** Members may serve on no more than one (1) standing committee at a time.  
430  
431 **10.5b.** Every effort should be made to ensure that committees are as diverse as possible.  
432  
433 **10.5c.** Each standing committee shall have a minimum of two (2) members and is authorized to appoint sub-  
434 committees as needed.  
435  
436 **10.6. Duties.** The duties of the standing committees shall be defined in the SUAA Policies and Procedures Manual.  
437  
438

## 439 **ARTICLE XI**

440 **FINANCE**

441 **11.1.** The budget year shall be from January 1 through December 31. Each chapter shall submit to the SUAA  
442 Executive Director an annual financial statement for the past budget year within 30 days after the start of the new  
443 budget year.  
444

445 **11.2.** The annual state membership dues shall be approved by the Board of Directors at the Fall Meeting and shall  
446 become effective for the budget year beginning in the next calendar year unless otherwise provided.  
447  
448

449 **11.3.** An audit shall be performed at least once every three years by a Certified Public Accountant in accordance  
450 with Generally Accepted Auditing Standards (GAAS). An audit shall also be performed within twelve months of the  
451 replacement of the Executive Director. A review shall be performed in years when an audit is not conducted.  
452

453 **11.4.** The Treasurer shall ensure that the annual budget is submitted to the Executive Committee for its approval  
454 prior to its being presented to the Board of Directors at the Fall Meeting for approval by majority vote.  
455

456 **ARTICLE XII**  
457 **EXECUTIVE DIRECTOR**

458 **12.1** The Board of Directors shall hire an Executive Director upon recommendation of the Executive Committee.  
459 The Executive Director shall serve as an ex-officio, non-voting member of the Board of Directors, the Executive  
460 Committee and all SUAA committees. The Executive Director is not required to be a member of SUAA.  
461

462 **12.2. The duties of the Executive Director shall be:**

463 **12.2a.** To serve as the official spokesperson of SUAA. In appropriate circumstances, the Executive Director may  
464 appoint a designee to represent SUAA.  
465

466 **12.2b.** To provide regular communications regarding affairs of SUAA to all members.  
467

468 **12.2c.** To make recommendations to the Executive Committee and/or the Board of Directors regarding actions to be  
469 considered.  
470

471 **12.2d.** To work cooperatively with the Executive Committee and to implement such actions of the Executive  
472 Committee or the Board of Directors as are consistent with these bylaws.  
473

474 **12.2e** To have responsibility for the management, direction, and control of the state office, its staff and its budget.  
475 He/she shall prepare job descriptions for proposed new staff positions in the State Office for review by the  
476 Executive Committee.  
477

478 **12.2f.** To be responsible for the funds and finances of the Association.  
479

480 **12.2g.** To keep or cause to be kept appropriate records, submit appropriate reports, pay or cause to be paid  
481 Association obligations, and assure that expenditures are in accordance with the budget approved by the Board of  
482 Directors.  
483

484 **12.2h.** To prepare an annual financial report in cooperation with the Treasurer to be submitted to the Executive  
485 Committee for recommendations, and that is presented to the Board of Directors at the fall meeting.  
486

487 **12.2i.** To prepare interim financial reports to be presented to the Executive Committee for review at all regular  
488 meetings of the Executive Committee.  
489

490 **12.2j.** To prepare an annual budget in consultation with the Treasurer following the direction of the Executive  
491 Committee to be presented to and approved by the Board of Directors at the fall meeting.  
492  
493  
494

495 **12.2k.** To perform such other duties as assigned by the Board of Directors, recommended by the Executive  
496 Committee, or as necessary and proper for the well-being of the Association, and such other duties applicable to the  
497 office as prescribed by the parliamentary authority adopted by the Association.  
498

499 **ARTICLE XIII**  
500 **AFFILIATE OR ALLIED ORGANIZATIONS**

501  
502 **13.1.** The SUAA Foundation shall be an affiliate of SUAA and its chairperson shall serve as ex officio without vote  
503 on the SUAA Executive Committee.  
504

505 **13.2.** Upon recommendation by the Executive Committee and approval by the Board of Directors, SUAA may add  
506 other affiliate organizations and provide meeting space and appropriate support by the state office for their activities  
507 when such organizations' goals and purposes directly support the purposes and goals of SUAA.

508 **13.3.** SUAA may, upon recommendation by the President or the Executive Director with approval of the Executive  
509 Committee, join other organizations whose goals are consonant with those of SUAA where such affiliation would be  
510 conducive to accomplishing the goals and purposes of SUAA. SUAA representatives to such entities and provisions  
511 for support of the groups and/or representatives to such groups shall be determined by the President and the  
512 Executive Committee within the provisions of budgets adopted, requirements set by the Board of Directors, and the  
513 SUAA bylaws.

514  
515 **ARTICLE XIV**  
516 **ELECTRONIC MEETINGS AND COMMUNICATIONS**

517  
518 **14.1. Meetings.** All committees and subcommittees shall be authorized to meet by telephone conference  
519 or through other electronic communications media so long as all the members can simultaneously hear  
520 each other and participate during the meeting.  
521

522 **14.2. Communication.** All communication required in these bylaws, including meeting notices, may be  
523 sent electronically.  
524

525 **ARTICLE XV**  
526 **PARLIAMENTARY AUTHORITY**

527  
528 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern SUAA in all cases  
529 to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order  
530 adopted by SUAA.  
531

532 **ARTICLE XVI**  
533 **AMENDMENT OF THE BYLAWS**

534  
535 **16.1.** Amendments to the bylaws may be proposed by the Executive Committee, the Board of Directors, the Bylaws  
536 Committee, or by petition signed by no fewer than fifteen (15) directors of SUAA.  
537

538 **16.2.** All proposed amendments shall be submitted to the Bylaws Committee at least 30 days prior to the annual  
539 meeting, and the Bylaws Committee shall 1) review all submitted amendments and edit for composition; 2)  
540 consolidate similar amendments for joint proposal, subject to acceptance by the proposers; and 3) submit proposed  
541 amendments together with the committee's recommendation for action at the annual meeting.  
542

543 **16.3.** Notice of the proposed amendment(s) shall be in the hands of the Board of Directors 14 days prior to the  
544 annual meeting. Notice of proposed amendments may be provided to directors electronically, based upon the latest  
545 list of directors available to the state office.  
546

547 **16.4.** Amendments shall be presented for consideration and action at the annual meeting.

548  
 549 **16.5.** Every five years the Bylaws Committee shall conduct a comprehensive review of the bylaws and present its  
 550 recommendations to the Board of Directors at the next annual meeting.  
 551  
 552 **16.6.** A two-thirds vote of the directors present and voting shall be required for the passage of an amendment.  
 553  
 554 **16.7.** Bylaw amendments adopted shall become effective immediately upon final adjournment of the annual  
 555 meeting, unless a proviso is adopted that states otherwise.  
 556

557 **ARTICLE XVII**  
 558 **DISSOLUTION**

559  
 560 SUAA is exempt from federal income tax under provisions of Section 501(c) (4). If SUAA should be dissolved, the  
 561 Board of Directors, after paying or making provision for payment of all liabilities of SUAA, shall dispose of the  
 562 assets of SUAA to a successor organization with comparable goals or to organization (s) organized and operating for  
 563 charitable, educational, religious or scientific purposes that qualify as an exempt organization(s) under Section  
 564 501(c)(3) or 501(c)(4) of Internal Revenue Code of 1954 or corresponding provision of any future United States  
 565 Internal Revenue Law.  
 566  
 567

<b>Bylaws</b>	<b>Constitution</b>
Agreed to organize September 20, 1971 - Springfield Interim Constitution adopted October 12, 1971 - Springfield Adopted January 12, 1972 - Bloomington Adopted October 2, 1973/Annual Assembly - Monticello Adopted September 16, 1976/Annual Assembly - Monticello Adopted July 12- 13, 1982/Annual Assembly - Monticello Adopted July 24, 1986/Annual Assembly - DeKalb Adopted July 21, 1988/Annual Assembly - Makanda Adopted July 20, 1989/Annual Assembly - Chicago Adopted June 13, 1991/Annual Assembly - Springfield Proposed May 23, 1995 Adopted June 20, 1995/Annual Assembly - Mattoon Proposed May 15, 1996 Adopted June 11, 1996/Annual Assembly - Springfield Proposed May 9, 1997 Adopted June 18, 1997/Annual Assembly - Springfield Proposed May 19, 1999 Adopted June 16, 1999/Annual Meeting – Springfield Proposed March 27, 2002 Adopted June 27, 2002/Annual Meeting – Springfield Proposed April 19, 2003 Adopted June 12, 2003/Annual Meeting – Springfield. Proposed March 11, 2008 Adopted June 18, 2008/Annual Meeting – Springfield Proposed June 6, 2011 Adopted June 22, 2011/Annual Meeting - Springfield	Adopted June 13, 1991/Annual Assembly - Springfield Proposed May 23, 1995 Adopted June 20, 1995/Annual Assembly - Mattoon Proposed May 15, 1996  Adopted June 11, 1996/Annual Assembly - Springfield Proposed May 9, 1997 Adopted June 18, 1997/Annual Assembly - Springfield Proposed May 19, 1999  Adopted June 16, 1999/Annual Meeting – Springfield Proposed March 27, 2002 Adopted June 27, 2002/Annual Meeting – Springfield Proposed April 19, 2003  Adopted June 12, 2003/Annual Meeting - Springfield. Proposed March 11, 2008 Adopted June 18, 2008/Annual Meeting – Springfield Proposed June 6, 2011  Adopted June 22, 2011 Annual Meeting - Springfield

568  
 569 **Constitution and Bylaws Combined into One Document**  
 570 Approved June 16, 2015/Annual Meeting, Springfield. Proposed May 29, 2015.  
 571 Approved June 21, 2016/Annual Meeting, Springfield. Proposed May 20, 2016.  
 572

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## Appendix A

### Region 1

McHenry County College  
Oakton Community College  
College of Lake County  
William Rainey Harper College  
Elgin Community College  
College of DuPage  
Triton College  
Prairie State College  
Moraine Valley Community College  
South Suburban College  
**Governors State University**  
City Colleges of Chicago  
**University of Illinois-Chicago**  
**Northeastern Illinois University**  
**Chicago State University**  
Morton College  
Waubonsee Community College

### Region 2

**Northern Illinois University**  
Kishwaukee College  
Sauk Valley Community College  
Highland Community College  
Rock Valley College  
Black Hawk College  
Illinois Valley Community College  
Carl Sandburg College  
**Western Illinois University**  
Spoon River Community College  
Illinois Central College  
Heartland Community College  
**Illinois State University**  
John Wood Community College  
**Southern IL University-School of Medicine**  
**University of Illinois-Springfield**  
Lincoln Land Community College  
Lewis & Clark Community College

579  
580

581 **Region 3**

Joliet Junior College

Kankakee Community College

University of Illinois-Urbana-Champaign

Parkland College

Danville Area Community College

Eastern Illinois University

Lake Land Community College

Southern Illinois University-Edwardsville

Southwestern Illinois College

Illinois Eastern Community Colleges

Richland Community College

Kaskaskia College

Rend Lake College

Southern Illinois University-Carbondale

John A. Logan College

Southeastern Illinois College

Shawnee Community College

## **PROVISOS TO THE SUAA BYLAW REVISION**

*Provided,* That, beginning in 2017, all regular elections for Regional Director positions shall be for two-year staggered terms within each Region. Term limits shall apply only to full (two-year) terms and not to one-year terms in the 2015 or the 2016 elections.