



# **Illinois Association of School Personnel Administrators Constitution and Bylaws**

Updated January, 2025

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## **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 four categories of membership: Professional, Professional Associate, Retired, and Honorary. Voting and office holding rights are determined by membership category.

1. **Professional.** For administrators whose responsibilities include K-12 educational human resource administration or related tasks (e.g., Superintendents, Asst. Superintendents, Principals, Business Managers). Professional members shall be entitled to participate in all activities of the Association including voting and holding elected office.
2. **Professional Associate.** Professionals associated with employment in an educational environment or supporting educational environments. These are non-administrative employees with responsibility for some aspect of human resource functions. These members shall be eligible to participate in all activities of the Association, including committees, except voting and holding elected office.
3. **Affiliated Professionals.** K-12 educational administrators whose primary responsibilities do not include K-12 educational human resources administration. These professionals may supervise employees or plan a future in a human resources-related role. Affiliated Professional members shall be eligible to participate in all activities of the Association, including committees, except voting and holding elected office.
4. **Retired.** Any individual member retiring from the education profession, and not otherwise covered by another membership category, is eligible for retired membership. These individuals must have been a member of IASPA for at least one (1) year prior to retirement. Retired members shall be entitled to participate in all activities of the Association, including committee membership, except voting and holding elected office.
5. **Honorary.** The State Board may bestow an honorary membership to persons who have distinguished themselves in school personnel work. Honorary members shall be entitled to participate in all activities of the Association, including committee membership, except voting and holding elected office.
6. **Complimentary.** Complimentary membership may be granted to any individual who collaborates with the Association, is employed by the Association, or is otherwise beneficial to the Association to include in its membership. This includes, but is not limited to, other Association leadership, AASPA staff, IASPA staff. Complimentary members shall be

entitled to participate in all activities of the Association, including committee membership, except voting and holding elected office.

Section B. The membership year shall extend from July 1 through June 30.

Section C. The process of admission to membership shall be as follows.

1. Application for professional, professional associate, 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 1 of the current year for current members.

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

Section C. Conference registration fees and other event/activity fees may be established by the Executive 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, and five (5) members-at-large.

Section B. The officers, other than the President and Past President, shall be elected annually prior to 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 for 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 and five (5) members at-large shall be three (3) years and may be elected for a one consecutive term.

Section D. If an elected officer or committee chairperson 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 State Board shall appoint a member of the State Board to act as the Secretary until the next Association business meeting at which an election will be held to elect a new Secretary.
3. The State Board shall appoint a member of the State Board, Executive Board or Association to act as a Member at Large until the next Association meeting at which an election will be held to elect a new Member at Large.
4. The President shall appoint a member of the State Board, Executive Board or Association to act as Committee Chairperson.

## **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 IASPA Fiscal Services Coordinator 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, and five (5) members-at-large will be made to the Nomination Committee. Nominations from the members for Committee Chairperson positions will be made to the Nomination Committee. A nominated candidate shall be considered “qualified” when it is confirmed that he/she ~~is~~ has been an active member of the Association or another AASPA Affiliate for three years or more. Other than the Committee Chairperson, the Nomination Committee shall be comprised of active and/or retired members and shall not be comprised of current and in-office Executive Board members or candidates for State Board offices. In the event that an insufficient number of qualified candidates express an interest in nomination for a Board position, one shall be appointed as per the process described in Article VI., Section D. The appointee will serve one full term and may be elected to a second term.

**Section B.** Election of the President-Elect, Secretary, and the five (5) members-at-large will be held prior to the business meeting of the annual conference. Election shall be by a written ballot whenever more than one (1) person has been nominated for an Association office. Said ballot may be digital. A candidate shall be elected to the office he/she has been nominated to, when he/she either (1) is the only qualified candidate or (2) wins a plurality of the votes cast in the election by eligible Association members.

**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 Executive Board 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, and five (5) 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: Constitution, Bylaws, & Government Relations; Communications; Sponsorship; Nomination; Website; Mentoring, Recognition; Equity, Diversity & Inclusion.

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 three (3) years and may be elected for a one consecutive term.

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**

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

1. 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
2. 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 B. 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.

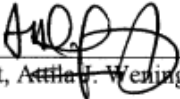


## Article XIV. Executive Board Signatures

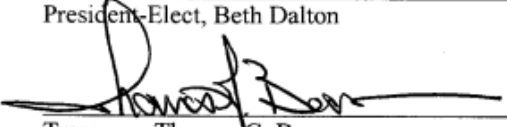
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PDF of original Board Signatures below:

Enacted this 8th day of February 2007, in Schaumburg, Illinois at the first annual IASPA business meeting and conference by a unanimous vote of the Association membership.

  
\_\_\_\_\_  
President, Arthur J. Weninger

  
\_\_\_\_\_  
President-Elect, Beth Dalton

  
\_\_\_\_\_  
Treasurer, Thomas G. Bean

  
\_\_\_\_\_  
Secretary, Sandra Stringer

  
\_\_\_\_\_  
AASPA Affiliate Representative, Cathy Skinner

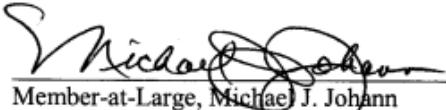
  
\_\_\_\_\_  
Communications Chair, Richard Howard

  
\_\_\_\_\_  
Constitution/By-laws Chair,

\_\_\_\_\_  
Governmental Relations Chair, Jean Sophie


  
\_\_\_\_\_  
Member-at-Large, Lori Belha

  
\_\_\_\_\_  
Member-at-Large, Kimberly C. Chambers

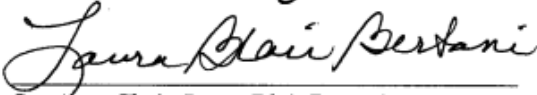
  
\_\_\_\_\_  
Member-at-Large, Michael J. Johann

  
\_\_\_\_\_  
Member-at-Large, Barry M. Reilly

  
\_\_\_\_\_  
Membership Chair, Greg Dietz

  
\_\_\_\_\_  
Nominations Chair, John A. Carlson

  
\_\_\_\_\_  
Professional Development Chair, Michael Lubelfeld

  
\_\_\_\_\_  
Sponsors Chair, Laura Blair Bertani

## 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 (Association) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association 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 Executive 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 Association has a transaction or arrangement,
  - b. A compensation arrangement with the Association or with any entity or individual with which the Association 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 Association is negotiating a transaction or arrangement.
  - d. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
  - e. A financial interest is not necessarily a conflict of interest. Under Section C.2, a person who has a financial interest may have a conflict of interest only if the appropriate Executive 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 Executive board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Executive 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 Executive 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 Executive 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 Executive board or committee shall determine whether the Association 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 Association'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 Executive 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 Executive board and all committees with board delegated powers shall contain:

1. 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 Executive board's or committee's decision as to whether a conflict of interest in fact existed.
2. 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

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the Executive board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association, 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 Executive board delegated powers shall sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy;
2. Has read and understands the policy;
3. Has agreed to comply with the policy; and
4. Understands the Association 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 Association 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:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Association'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 Section G, the Association 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 Executive board delegated powers.

I, \_\_\_\_\_ (insert name), hereby affirm that

1. I have received a copy of the IASPA Conflict of Interest Policy,
2. I have read and understand the policy,
3. I agree to comply with the IASPA Conflict of Interest Policy, and
4. 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.

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Signature of Director, Officer, or Committee Member

Date

Witnessed by:

---

Signature

Date

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

## **Article XVI. 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 IASPA Fiscal Services Coordinator 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 the 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 IASPA Fiscal Services Coordinator 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 IASPA Fiscal Services Coordinator 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 IASPA Fiscal Services Coordinator shall submit a monthly report and an annual summary of all receipts to and expenditures of Association funds to the State Board, and the IASPA Fiscal Services Coordinator 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.



## **Article XVII. Development and Approval of a Budget**

A budget for the Association shall be prepared by the Executive Board and submitted to the State Board for review and approval on an annual basis. The IASPA Fiscal Services Coordinator 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 (3/4) majority of the State Board members present and accounted for.