

Association Bylaws

Including:

Appendix 1 - Chapter Creation Policy

Appendix 2 - Springfield Chapter Bylaws

Approved as Amended by the Council January 24, 2024

RETIRED STATE EMPLOYEES ASSOCIATION

BYLAWS

ARTICLE I

GENERAL

- Section 1. NAME: The name of this organization is Retired State Employees Association hereinafter referred to as the "Association".
- Section 2. CHARTER: The Association shall be chartered as a not for profit corporation under the General Not for Profit Corporation Act of the State of Illinois.
- Section 3. ADDRESS: The principal Address of the Association shall be in Springfield, Illinois.
- Section 4. FISCAL YEAR: The fiscal year shall commence on January 1 and shall end on December 31 of each calendar year.
- Section 5. RESTRICTIONS: All policies and activities of the Association shall be consistent with:
- (a) Applicable federal and state or other legal requirements; and
 - (b) Applicable tax exemption requirements, including, but not limited to, the requirements that the organization not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

ARTICLE II

DEFINITIONS

- Section 1. Articles. "Articles" or "Articles of Incorporation" shall mean the Articles of Incorporation for the Association, which were filed with the Secretary of State of the State of Illinois, on September 27, 1976, pursuant to the General Not For Profit Corporation Act of Illinois and any properly adopted amendments and supplements thereto.
- Section 2. Bylaws. "Bylaws" shall mean these Bylaws of the Association and any properly adopted amendments and supplements thereto.

- Section 3. Association. "Association" shall mean and refer to the Retired State Employees Association, its successors and assigns, a Not for Profit Corporation chartered under the General Not for Profit Corporation Act of the State of Illinois, and tax exempt under Section 401c(4) of the Internal Revenue Act.
- Section 4. Retirement System. "Retirement System" or "Illinois State Employees' Retirement System" shall mean the State Employees' Retirement System established by the State of Illinois pursuant to Article 14 of the Illinois Pension Code (40 ILCS 5/14 et seq.).
- Section 5. State Employee. "State Employee" or "Retired State Employee" shall mean any person employed by the State of Illinois as further defined in Sections 14-103.04 and 14-103.05 of the Illinois Pension Code.
- Section 6. Board. "Board" or "Board of Directors" shall mean the group of Directors vested with exercising all corporate powers and managing the affairs of the Association as provided for in these Bylaws.
- Section 7. Director. "Director" shall mean and refer to a member of the Association who has been duly elected or appointed to the Board of Directors as provided for in these Bylaws.
- Section 8. Officer. "Officer" shall mean and refer to a Director on the Board of Directors of the Association who has been duly elected or appointed to one of the offices enumerated as provided in these Bylaws.
- Section 9. President. "President" shall mean that Officer designated as President in these Bylaws.
- Section 10. First Vice President. "First Vice President" shall mean that Officer designated as First Vice President in these Bylaws.
- Section 11. Second Vice President. "Second Vice President" shall mean that Officer designated as Second Vice President in these Bylaws.
- Section 12. Secretary. "Secretary" shall mean that Officer designated as Secretary in these Bylaws.
- Section 13. Treasurer. "Treasurer" shall mean that Officer designated as Treasurer in these Bylaws.
- Section 14. Chapter. "Chapter" shall mean a subdivision of the Association within the State of Illinois that has been approved and recognized by the Board pursuant to the Association's Chapter Creation Policy, as provided for in Appendix 1 of these Bylaws.

- Section 15. Chapter Creation Policy. "Chapter Creation Policy" or "RSEA Chapter Creation Policy" shall mean the Association's policy provided in Appendix 1 of these Bylaws outlining the process a chapter organizational group must follow to be approved by the Association Board and be recognized as a Chapter.
- Section 16. State Council. "State Council" or "Council" shall mean the organizational structure provided for in Article VI of these Bylaws. Until such time as the five chapter requirement in Article V of these Bylaws is met, reference to "Council" shall mean the Board of the Springfield Chapter.
- Section 17. Councilor. "Councilor" shall mean a member elected or appointed to the State Council pursuant to Article VI of these Bylaws.

ARTICLE III

PURPOSES

The purposes of the Association shall be to:

- Section 1. Inform retired and current State employees, survivors, and other senior citizens of the general public of available community resources, programs and services which are of specific interest to them, by means of speakers, panels, forums, discussion groups, newsletters, emails, website and other means of communication.
- Section 2. Study and explain provisions and benefits of Article XIV of the Illinois Pension Code establishing the State Employees' Retirement System, as now or hereafter amended, altered or repealed (40 ILCS 5/14 et seq.), and how it affects retired State Employees and their survivors.
- Section 3. Review and inform members of the Association of the state and federal legislation pertinent to pension, insurance, taxes, and other benefits impacting retirees, survivors and senior citizens in general.
- Section 4. Create a better understanding by the general public of the facts relating to the Retirement System.
- Section 5. Advocate for the protection and improvement of the provisions of the Illinois Pension Code, Article XIV therein, establishing the State Employees' Retirement System and any other laws impacting State retirees.
- Section 6. Promote social contact and the general welfare of retired State employees and survivors.

ARTICLE IV

MEMBERSHIP & DUES

- Section 1. MEMBERS: Any person, including survivors and current State employees, qualified to receive benefits, now or in the future, from the Illinois State Employees' Retirement System may apply for membership. In addition, any person granted an honorary, emeritus or lifetime membership by a majority vote of the Board shall also be a member.
- Section 2. APPLICATION: Application for membership shall be in written form to the authorized officer of the Association and shall be accompanied by the required membership fee or dues deduction authorization.
- Section 3. DUES: Dues are established by the Board of Directors and shall cover the period of January 1 through December 31 of each calendar year. Dues are to be paid by all members annually or by monthly payroll deduction, with the exception of any honorary, emeritus or lifetime members approved by the Board as provided in Section 1 above.
- Section 4. DELINQUENCY: Any member who is not on payroll deduction must remit payment for their annual dues by January 1 of each year. Any member of the Association who is delinquent in dues will be notified of the delinquency and suspended from membership within a timeframe established by the Board.
- Section 5. Refunds: Once paid, no dues will be refunded.

ARTICLE V

ORGANIZATIONAL STRUCTURE

- Section 1. The Association may consist of Chapters from around the State. To be recognized as a Chapter composed of RSEA members in good standing, the chapter organizational group must petition and be approved by the Board pursuant to the RSEA Chapter Creation Policy.
- Section 2. Until and unless at least five Chapters within the State of Illinois with at least 25 members have been organized and approved by the Board of Directors pursuant to the RSEA Chapter Creation Policy, the Association shall be governed by a Council and Board of Directors elected by duly qualified representatives of the Chapters. A Chapter shall have a membership of 25 or more to appoint a Councilor to the Council.

- Section 3. Each Chapter shall be governed by the Officers, elected from its membership, as provided for by the Chapter bylaws, as set forth in Appendix 2 of these Bylaws. Each Chapter may adopt Chapter dues in addition to the Association dues, but such chapter dues must be approved in advance by the State Council or the Board of Directors.
- Section 4. Chapters shall not adopt their own bylaws or policies in conflict with those of the Association and shall be subject to the regulations thereof.
- Section 5. Each Chapter shall be identified by a name chosen by its members. Each Chapter shall be responsible to the Association and shall report, as required.
- Section 6. Until Section 2 above is satisfied, the operations of the Association shall be conducted by the Springfield Chapter, which shall be governed by the Bylaws of the Association. The elected Officers of the Springfield Chapter shall be the Officers of the Association until at least five chapters are organized and approved pursuant to the Association's Chapter Creation Policy. The Officers and Board of Directors of the Springfield Chapter, together with one selected delegate from each of the other organized Chapters, shall act as the State Council and Board of Directors of the Association as provided in Article VI and Article VII of these Bylaws.
- Section 7. Affiliated Chapters of the Association may be organized outside the geographical boundaries of Illinois by ten (10) or more persons who meet the qualifications for membership in Article IV, but do not reside in the State of Illinois. Affiliated Chapters shall not have representation by Councilors on the Association's State Council, as provided in Article VI, but may advise the State Council of their interests and concerns by correspondence, to which the State Council will give full and earnest consideration.

ARTICLE VI

STATE COUNCIL

- Section 1. The State Council shall consist of one Councilor selected by each Chapter, with one additional Councilor for each 50 members regularly attending Chapter membership meetings in excess of the required 25 needed to have representation on the council, not to exceed a total of three per Chapter.

When no Chapters are established and approved by the Board pursuant to the RSEA Chapter Creation Policy, the President may appoint such representatives to the Council as needed, including representation from other areas of the State of Illinois.

Section 2. The term of office for a Councilor shall be two years and each must be certified by the Secretary of the Chapter from which selected. (An alternate may be selected by the Chapter and must also be certified to act for the Councilor in his/her absence. The President of the Chapter shall notify the Association's State Secretary of the appointment made to the Council.)

Section 3. Duties of the Council shall include, but are not limited to, the following:

- (a) Establish the annual dues of the Association which are separate from the Chapter dues to ensure sufficient funds are raised to carry out the work of the Association, including possible future legal expenses.
- (b) Establish and maintain the legal or corporate status of the Association consistent with the laws of the State of Illinois and the federal government.
- (c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by the provisions of these Bylaws, the Articles of Incorporation, or applicable law.
- (d) Open bank accounts on behalf of the Association and designate the signatories thereon.
- (e) Enter into contracts and incur liabilities on behalf of the Association, and assure that all business obligations are met.
- (f) Elect Officers of the Association.
- (g) Designate the time and place of the annual meeting.
- (h) Adopt and approve an annual budget of the Association *as well as review adherence to the budget throughout the year.*
- (i) Adopt such rules, regulations and bylaws necessary to conduct affairs of the Association.
- (j) Require the bonding of the Officers of the Association handling or responsible for funds of or administered by the Association.
- (k) Exercise any other powers necessary and proper for the governance and operation of the Association.
- (l) Until and unless the organizational structure for the State Council, as provided for in Article V of these Bylaws is met, the Springfield Chapter Officers and Directors, elected and/or appointed, pursuant to the Chapter Bylaws, as provided for in Appendix 2 of these Bylaws, will perform the duties of the Council and Board of Directors of the Association.

- Section 4. Compensation: Elected and appointed Officers and Board members, with the exception of the Treasurer and Newsletter Editor, shall not receive any compensation for their services, but may be reimbursed for certain expenses according to a reimbursement policy approved by the Board. The positions of Treasurer and Newsletter Editor may receive a monthly stipend at a rate set by the Board.
- Section 5. Conflict of Interest. If any contract, decision or other action for compensation taken by or on behalf of the Board would financially benefit any elected Officers or appointed Board members, hereinafter referred to as any Director, or any person who is a parent, grandparent, spouse, child or sibling of a Director or a parent or spouse of any of those persons, that Director shall declare a conflict of interest for that issue. The Director shall declare the conflict in an open meeting of the Board before the Board discusses or takes action on that issue and that Director may then vote on that issue. Any contract entered into in violation of this section is void and unenforceable.

ARTICLE VII

BOARD OF DIRECTORS

- Section 1. Until and unless the organizational structure for the State Council as set forth in Article V of these Bylaws is met, the Springfield Chapter Officers and Directors elected and/or appointed pursuant to the Chapter Bylaws, as provided for in Appendix 2 of these Bylaws, will perform the Duties of the Council and the Board of Directors of the Association.
- Section 2. The Board of Directors:
- (a) Shall consist of the Officers of the Association, the Chairperson of each standing committee, excepting the Nominating and Credentials Committees, and five members elected by and from the Council.
- Until such a time as there are sufficient Chapters within the Association to elect five members to the Board, the President may appoint at least five members at large to formulate the Board. The Board shall be considered the Board of Directors of the Association as required by State of Illinois Corporation Law.

(b) The Board shall:

- (1) Meet upon the call of the President, or upon the call of not less than one-third of the members of the Board, which must be sent in written form to the Secretary at least seven days before the date of the desired meeting.
- (2) Conduct the normal business affairs of the Association including, but not limited to, approval of providing services as are necessary to the operations of the Association.
- (3) Establish special committees as it deems necessary.
- (4) Supervise and approve the organization of Chapters pursuant to the RSEA Chapter Creation Policy provided for in Appendix 1 of these Bylaws.

(c) The Board shall purchase and maintain, to the extent reasonably available, the following types of insurance policies, provided by companies licensed to do business in the State of Illinois:

- (1) General liability insurance.
- (2) Directors and officers liability insurance holding personally harmless all Directors and Officers of the Board and members of any committees it appoints for any damage, loss or prejudice suffered or claimed on account of any omission, error or negligence of the Directors or committee members, if such person or persons were acting in good faith without willful or intentional misconduct in the performance of their duties.
- (3) Worker's compensation and employer liability insurance consistent with the requirements of Illinois law whenever the Association has any employees.
- (4) Blanket fidelity bonds or substantially similar insurance coverage against dishonest acts on the part of any Officers, Directors, managers, employees and agents of the Association and all other persons handling or responsible for funds of or administered by the Association.
- (5) Such other insurance as the Board shall determine from time to time to be appropriate to protect the Association or its members,

Section 3. Indemnification. Every Director, Officer and agent of the Association (whether or not such agency relationship results from appointment, election or employment) shall be indemnified by the Association, to the extent not prohibited by law, against all expenses and liabilities, including attorneys' fees, incurred by or imposed upon him/her in connection with any proceeding to which he/she may be a party, or in which he/she may become involved, by reason of his being or having been a Director, Officer or agent of the Association, or any settlement thereof, whether or not he/she is a Director, Officer or agent at the time such expenses are incurred, provided that the Board determines, in good faith, that such Director, Officer or agent did not act, fail to act, or refuse to act, willfully or with gross negligence or fraudulent or criminal intent in the performance of his duties. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such Directors, Officers or agents may be entitled.

Section 4. Personal Liability. No member of the Board or any committee of the Association and no representative or other employee of the Association shall be personally liable to any member, or to any other person including the Association, for any damage, loss or prejudice suffered or claimed on account of any act, omission, error or negligence of the Association, the Board or any member thereof, any representative or employee of the Association, any Officer of the Association, or any member of any committee of the Association; provided, however, the limitations set forth in this Section shall not apply to any person who has failed to act in good faith or has engaged in willful or intentional misconduct.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Officers:

- (a) The Officers of the Association shall be a President, 1st Vice President, 2nd Vice President, Treasurer, and a Secretary elected by the Council from its members. The Officers shall be elected at the annual meeting. The President shall not serve for more than three consecutive terms.
- (b) Until and unless the Organizational Structure for the State Council provided in Article V of these Bylaws is met, the Springfield Chapter Officers elected pursuant to the provisions of the Chapter Bylaws, provided for in Appendix 2 of these Bylaws, will perform the duties of the Officers of the Association in accordance with this Article.

Section 2. Duties of Officers:

- (a) The President shall preside at all meetings of the Council and of the Board of Directors. In the absence of the President, one of the Vice Presidents shall preside. In the absence of the President and the Vice Presidents, the members shall select one of their numbers to preside.
- (b) The Secretary shall take record or supervise the recording of all the meetings of the council and of the Board of Directors, and shall attend to the calling of meetings as instructed.
- (c) The Treasurer shall be the custodian of all monies and properties of the organization and shall record and supervise the keeping of the accounts in accordance with the requirements of the Board.

Section 3. Removal from office & Filling Vacancies:

- (a) When any Officer fails to qualify or fails to perform the duties of the office, the Board may, when a quorum is present, by a vote of two-thirds of the Directors present and voting, declare the office vacant.
- (b) When any Officer performs acts that are prejudicial to the Association or to the purpose to which the Association was formed, the Board may, when a quorum is present, by a vote of two-thirds of those present and voting, remove that officer from office.
- (c) If a vacancy occurs among the Officers for any reason, the Board may, when a quorum is present, by a majority vote of the Directors present and voting, appoint one of its members to temporarily fill the unexpired term of such office or until such time as a successor is duly elected to fill the vacancy.

ARTICLE IX

MEETINGS

Section 1. The Council shall meet annually on or near the date of the last scheduled membership meeting of each fiscal year, and at such other times as it deems necessary.

Written notice of the annual meeting must be made not less than twenty (20) days prior to the meeting.

Section 2. One-third of the elected members of the Council, including alternate thereof, shall constitute a quorum for the transaction of business. If a quorum is present

when the meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more Councilors.

Section 3. The Board may, by a two-thirds vote, submit any matter which should properly come before the Council by a mail ballot. A majority vote of those legally qualified and cast by either U.S. mail or email shall be as binding as if a vote had been taken at a meeting.

Section 4. The order of business of all meetings shall be so far as applicable, as follows:

- (a) Call to order
- (b) Reading and approving of minutes of previous meeting.
- (c) Financial report by the proper Officers
- (d) Communications
- (e) Report of President
- (f) Report of Committees
- (g) Presentation of Resolutions
- (h) Elections
- (i) Unfinished Business
- (j) New Business
- (k) Adjournment

The President may appoint a Parliamentarian to assist in keeping the business in proper order.

All meetings shall be conducted according to procedures as set forth in Robert's Rules of Order, except when otherwise governed by these Bylaws.

ARTICLE X

COMMITTEES

Section 1. An Executive Committee consisting of all of the officers and the Chair of the Legislative/Legal Committee may act in place of the Board of Directors when authority is designated by the Board, in emergency matters, or when action is required between regular Board meetings.

Section 2. A Finance Committee appointed by the Board of Directors shall consist of the Treasurer and at least two other Officers and/or Directors. At least one member of the Finance Committee must have expertise or experience in financial matters. The Finance Committee shall review the financial records and supervise the income, expenses and investments of the Association. It shall also prepare or review the budget and submit it to the Board for approval.

Section 3. The President shall appoint the Chair of the other standing committees, and any other committees as needed, who shall appoint other members of the committee.

In addition to the Executive and Finance Committees, the following standing committees are authorized:

- (a) Membership/Recruitment
- (b) Legislative/Legal
- (c) Publicity/Education
- (d) Resolutions
- (e) Credentials
- (f) Benefits
- (g) Social & Hospitality
- (h) Website & Social Media

Section 4. Duties of other standing Committees:

Each committee shall report to the Board of Directors

- (a) Membership/Recruitment: The Membership/Recruitment Committee shall supervise programs and campaigns to promote membership in the Association.
- (b) Legislative/Legal: The Legislative/Legal Committee shall supervise legislative activities which are devised to promote the purposes of the Association, as well as any legal matters involving or pertaining to the Association and/or its membership.
- (c) Publicity and Education: The Publicity and Education Committee shall supervise programs to educate the membership and the promotional efforts to accomplish the purposes of the Association.
- (d) Resolutions: The Resolutions Committee shall review proposals presented to the Association to ascertain whether the composition and purposes are acceptable to the tenets of the Association.
- (e) Credentials: The Credentials Committee shall review the validity of the Councilors or their alternates and declare the presence or absence of a quorum. The Credentials Committee shall supervise the balloting at elections and on motions when ballots are required.
- (f) Benefits: Represent RSEA on the Illinois Department of Central Management Services State Employee Group Insurance Advisory Board and provide information to and assist members with benefits issues.
- (g) Social & Hospitality: Host annual holiday party, along with staffing a welcome table and providing refreshments at monthly membership meetings.

(h) Website & Social Media: Oversee and maintain RSEA's website and social media.

Section 5. Special Committees:

(a) Nominating. The Nominating Committee appointed by the President shall present the slate of officers to the Association membership at the September meeting with election and installation of incoming officers held at the October meeting.

(b) Other. The President, with Board approval, may appoint other special committees as needed.

ARTICLE XI

SEXUAL HARASSMENT POLICY

The Association is committed to providing volunteers with an environment that is free from discrimination and unlawful harassment. Actions, words, jokes, or comments based on an individual's sex, race, ethnicity, age, religion, or any other legally protected characteristic will not be tolerated. RSEA encourages volunteers to bring any incident of sexual harassment to the immediate attention of an elected Officer or Board member. Violations will not be tolerated and will be prosecuted to the fullest extent of the law.

ARTICLE XII

DISSOLUTION

Section 1. As provided in the Articles of Amendment to the Articles of Incorporation of the Association filed with and approved by the Illinois Secretary of State on June 3, 1986, in the event of liquidation, dissolution, or other termination of the Association, whether voluntary or involuntary, the assets of the Association remaining after satisfaction of all debts and obligations of the Association shall be reduced to cash and given to a charitable organization selected and approved by the Board, and exempt under the Internal Revenue Code from Federal Income Tax.

Section 2. None of the assets, or the proceeds thereof, of the Association shall inure in any way to be of benefit to a member, Director, employee or the agent of the Association or any other private individual.

ARTICLE XIII

MISCELLANEOUS PROVISIONS

- Section 1. Application of Statutes. The provisions of Illinois statutes are applicable to the extent these Bylaws are silent on a given issue and/or the extent such statutes specifically provide that they take precedence over the language of the Bylaws to the extent inconsistent with such statutes.
- Section 2. Captions and Titles. All captions, titles or headings of the articles and sections in these Bylaws are for the purpose of reference and convenience only and are not to be deemed to limit, modify or otherwise affect any of the provisions hereof or to be used in determining the intent or context thereof. Unless otherwise specific, all references in these Bylaws to articles or sections are to articles and sections of these Bylaws.
- Section 3. Context. Whenever the context so requires, the use of the singular shall include and be construed as including the plural and the masculine shall include the feminine and neuter.
- Section 4. Prior Bylaws Superseded. These Bylaws shall supersede and replace all prior Bylaws and all amendments thereto.
- Section 5. Severability. If any article, section, subsection, paragraph, sentence, clause, phrase or portion of these Bylaws adopted herein is for any reason held to be invalid or unconstitutional by the decision of any court of competent jurisdiction, such decision shall in no way affect the validity of the remaining provisions thereof which shall remain in full force and effect.

ARTICLE XIV

AMENDMENTS

- Section 1. These Bylaws may be repealed, altered or amended, or substitute Bylaws may be adopted, at any regular or special meeting of the Council when a quorum is present, by a vote of three-fifths majority of Councilors present in person or by electronic video or telephone conference at a meeting or by a mail ballot.
- Section 2. Amendments must be in written form and notice given to the Council not less than twenty (20) days prior to being acted upon.
- Section 3. Until and unless the Organizational Structure for the State Council is met, the Springfield Chapter Officers and Board, serving as the State Board of Directors under Article V may repeal, alter or amend Bylaws, when a quorum is present, by a vote of three-fifths majority of such Directors present in person or by electronic

video or telephone conference, following notification requirements set forth in Section 2 of this Article.

WITNESS

IN WITNESS WHEREOF, we being duly elected officers of the RETIRED STATE EMPLOYEES ASSOCIATION have hereunto set our hands this 24th day of January, 2024.


Gayle Finigan, Council President
Retired State Employees Association


Susan Carlson, Council Secretary
Retired State Employees Association

Approved as Amended by the Council August 25, 2021.

RSEA CHAPTER CREATION POLICY – Approved February 24, 2016

Appendix 1

New Chapter Creation: Upon creation of a Chapter Organization Group composed of RSEA members in good standing, the Chapter Organization Group will petition the RSEA Board for recognition. The Board will review the petition at its next board meeting and vote on the petition at the following board meeting.

❖ RSEA Board will provide the following support:

- 1) The Board will designate a New Chapter Liaison.
- 2) In coordination with the Chapter Organization Group, Board members will travel to the new chapter location to meet with the Chapter Organization Group.
- 3) RSEA Board will provide Chapter startup expenses. A budget of proposed startup expenses will be provided by the Chapter Organization Group for Board approval, i.e., copies, mailings, meeting refreshments. Reimbursement for expenses will be made after budget approval and submission of receipts for expenditures.
- 4) The Reporter will provide information about the formation of a new chapter and announce chapter meetings. Information about the new chapter will also be posted on the Association's website.
- 5) Provide Association Bylaws.
- 6) Provide matrix used for newsletter deadlines, meeting schedule, etc.
- 7) Financial donation to chapter meeting site.
- 8) After written request and Board approval, provide for reimbursement for Chapter representatives to attend RSEA Board meeting. Reimbursement could be for train travel or mileage reimbursement at the federal rate.
- 9) Chapter President will be provided Board meeting minutes and listing of Association elected officers and board members.
- 10) The Association is chartered as a not for profit corporation under the Non-Profit Act of the State of Illinois and the chapter will be included in the required yearly filing with the Office of the Secretary of State. (NOTE: Only if this would be a requirement.)
- 11) Bonding of chapter officers. (NOTE: Only if this would be a requirement.)

❖ Chapter is responsible for the following:

- 1) Seek a meeting site where no rent is required, i.e., church, etc., and submit it and a suggested donation for Board approval. The Association will provide a donation to the meeting site in the chapter's name.
- 2) Determine the date, time and frequency of meetings.
- 3) Develop Chapter Bylaws and submit to the Board for approval. Chapter Bylaws will be reviewed at the next Board meeting following submission and voted on at the following Board meeting. Chapter shall not adopt policies or bylaws in conflict with those of the Association.
- 4) Chapter shall be governed by the officers, elected from its membership, as provided by its Bylaws.
- 5) Chapter shall be identified by a name chosen by its members.
- 6) If chapter dues are levied, as permitted in Article IV, Section 3, of the Association Bylaws, the chapter shall maintain an accounting of dues received and receipts of expenditures on a January 1 through December 31 calendar year basis. Chapter financial records will be provided to the Association Treasurer to be audited no later than 30 days after the end of the fiscal year.

- 7) Chapter shall provide reports as required by the Board.
- 8) Upon Chapter membership of 25 or more by five chapters throughout the state, the Chapter shall provide Councilor(s) as provided in Article V, Section 1, of the Association Bylaws.

Appendix 2

RETIRED STATE EMPLOYEES ASSOCIATION

SPRINGFIELD CHAPTER BYLAWS

ARTICLE I

GENERAL

- Section 1. NAME: The name of this organization is SPRINGFIELD CHAPTER, RETIRED STATE EMPLOYEES ASSOCIATION, hereinafter called "Chapter".
- Section 2. CHARTER: The Retired State Employees Association is chartered as a not for profit corporation under the General Non-Profit Corporation Act of the State of Illinois.
- Section 3. ADDRESS: The Principal Address of the Chapter shall be in Springfield, Illinois.
- Section 4. FISCAL YEAR: The fiscal year shall commence January 1 and shall end on December 31 of each calendar year.
- Section 5. RESTRICTIONS: All policies and activities of the Chapter shall be consistent with:
- (a) Applicable federal and state or other legal requirements; and
 - (b) Applicable tax exemption requirements, including, but not limited to, the requirements that the organization not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.
 - (c) The Chapter shall not adopt Bylaws or policies in conflict with those of the Association and shall be subject to the regulations thereof.

ARTICLE II

DEFINITIONS

- Section 1. Articles. "Articles" or "Articles of Incorporation" shall mean the Articles of Incorporation for the Association, which were filed with the Secretary of State of

the State of Illinois, on September 27, 1976, pursuant to the General Not For Profit Corporation Act of Illinois and any properly adopted amendments and supplements thereto.

- Section 2. Bylaws. "Bylaws" shall mean these Chapter Bylaws and any properly adopted amendments and supplements thereto.
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- Section 5. State Employee. "State Employee" or "Retired State Employee" shall mean any person employed by the State of Illinois as further defined in Sections 14-103.04 and 14-103.05 of the Illinois Pension Code.
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- Section 15. Chapter. "Chapter" shall mean a subdivision of the Association within the State of Illinois that has been approved and recognized by the Board pursuant to the Association's Chapter Creation Policy, as provided for in Appendix 1 of the Association Bylaws.
- Section 16. Chapter Creation Policy. "Chapter Creation Policy" or "RSEA Chapter Creation Policy" shall mean the Association's policy provided in Appendix 1 of the Association Bylaws outlining the process a chapter organizational group must follow to be approved by the Association Board and be recognized as a Chapter.
- Section 17. State Council. "State Council" or "Council" shall mean the organizational structure provided for in Article VI of the Association Bylaws. Until such time as the five chapter requirement in Article V of the Association Bylaws are met, reference to "Council" shall mean the Board of the Springfield Chapter.
- Section 18. Councilor. "Councilor" shall mean a member elected or appointed to the State Council pursuant to Article VI of the Association's Bylaws.

ARTICLE III

PURPOSES

The purposes of the Chapter shall be to:

- Section 1. Inform retired and current State employees, survivors, and other senior citizens of the general public of available community resources, programs and services which are of specific interest to them, by means of speakers, panels, forums, discussion groups, newsletters, emails, website and other means of communication.
- Section 2. Study and explain provisions and benefits of Article XIV of the Illinois Pension Code establishing the State Employees' Retirement System, as now or hereafter amended, altered or repealed (40 ILCS 5/14 et seq.), and how it affects retired State Employees and their survivors.
- Section 3. Review and inform members of the Association of the state and federal legislation pertinent to pension, insurance, taxes, and other benefits impacting retirees and survivors and senior citizens in general.
- Section 4. Create a better understanding by the general public of the facts relating to the Retirement System.

- Section 5. Advocate for the protection and improvement of the provisions of the Illinois Pension Code, Article XIV therein, establishing the State Employees' Retirement System Act, and other laws impacting State retirees.
- Section 6. Promote social contact and the general welfare of retired State employees and survivors.

ARTICLE IV

CHAPTER MEMBERSHIP & DUES

- Section 1. Chapter members must be Association members in good standing.
- Section 2. The Chapter Board may adopt Chapter dues in addition to the Association dues which must be approved by the Council.

ARTICLE V

ORGANIZATIONAL STRUCTURE

- Section 1. The Chapter shall be governed by a Board, consisting of Officers elected from its membership and appointed committee members, as provided by Article IX, Sections 1 and 2, of these Chapter Bylaws.
- Section 2. The Chapter shall not adopt its own Bylaws or policies in conflict with those of the Association and shall be subject to the regulations thereof.
- Section 3. The Chapter shall be responsible to the Association and shall report, as required.
- Section 4. The Springfield Chapter's Board, together with one selected delegate from each of the other organized and approved Chapters and any member appointed by the Chapter President under Article VI, Section 1, and Article VII, Section 2(a) of the Association Bylaws, shall act as the State Council and Board of the Association, as provided in Articles V and VI of the Association Bylaws, until such time as at least five Association Chapters within the State of Illinois have been organized and approved by the Association Board pursuant to the RSEA Chapter Creation Policy. Each such Chapter must have a membership of 25 or more, have elected a Chapter Board, that in turn has appointed a Chapter Councilor to the Association's Council. Until then, the Springfield Chapter Board shall be considered the Board of Directors of the Association, as required by the Illinois Corporation Law.

ARTICLE VI

STATE COUNCIL/BOARD DUTIES

- Section 1. The Springfield Chapter Board, organized according to Article V, Section 4, of these Chapter Bylaws, shall fulfill the duties of the State Council and Association Board as follows:
- (a) Establish the annual dues of the Association, which are separate from the Chapter dues, to ensure sufficient funds are raised to carry out the work of the Association, including possible future legal expenses.
 - (b) Establish and maintain the legal or corporate status of the Association consistent with the laws of the State of Illinois and the federal government.
 - (c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by the provisions of these Bylaws, the Articles of Incorporation, or applicable law.
 - (d) Elect Officers of the Association.
 - (e) Designate the time and place of the annual meeting.
 - (f) Adopt and approve an annual budget of the Association as well as review adherence to the budget throughout the year.
 - (g) Adopt such rules, regulations and bylaws necessary to conduct affairs of the Association.
 - (h) Require the bonding of the Officers of the Association handling or responsible for funds of or administered by the Association.
 - (i) Meet upon the call of the Chapter President or upon the call of not less than one-third of the members of the Chapter Board which must be sent in written form to the Chapter Secretary at least seven (7) days before the date of the desired meeting.
 - (j) Conduct the normal business affairs of the Association including, but not limited to, approval of providing services as are necessary to the operations of the Association.
 - (k) Purchase and maintain, to the extent reasonably available, the type of insurance specified in Section 2(c) of Article VII of the Association's Bylaws.
 - (l) Establish special committees as it deems necessary.
 - (m) Supervise and approve the organization of Chapters pursuant to the RSEA Chapter Creation Policy.

(n) Exercise any powers necessary and proper for the governance and operation of the Association.

Section 2. Compensation: Elected and appointed Officers and Board members, with the exception of the Treasurer and Newsletter Editor, shall not receive any compensation for their services, but may be reimbursed for certain expenses according to a reimbursement policy approved by the Board. The positions of Treasurer and Newsletter Editor may receive a monthly stipend at a rate set by the Board.

Section 3. Conflict of Interest. If any contract, decision or other action for compensation taken by or on behalf of the Board would financially benefit any elected Officers or appointed Board members, hereinafter referred to as any Director, or any person who is a parent, grandparent, spouse, child or sibling of a Director or a parent or spouse of any of those persons, that Director shall declare a conflict of interest for that issue. The Director shall declare the conflict in an open meeting of the Board before the Board discusses or takes action on that issue and that Director may then vote on that issue. Any contract entered into in violation of this section is void and unenforceable.

ARTICLE VII

CHAPTER OFFICERS AND THEIR DUTIES

Section 1. The Officers of the Chapter shall be a President, 1st Vice President, 2nd Vice President, Treasurer and a Secretary elected by the Chapter membership. The Officers shall be elected at the Chapter's last scheduled membership meeting of each fiscal year by majority of the members present in person or by electronic video or telephone conference. The Officers shall serve for a term of one year or until their successors are elected. Vacancies shall be filled by the Chapter Board for the unexpired terms. The Chapter President shall not serve for more than three consecutive terms.

Section 2. Duties of the Officers:

(a) The Chapter President shall preside at all meetings of the Chapter Board. In the absence of the Chapter President, one of the Chapter Vice Presidents shall preside. In the absence of the Chapter President and the Chapter Vice Presidents, the members shall select one of their numbers to preside.

(b) The Chapter Secretary shall take record or supervise the recording of all the meetings of the Board and shall attend to the calling of meetings as instructed.

(c) The Chapter Treasurer shall be the custodian of all Chapter and Association monies and properties of the organization and shall record and supervise the keeping of the accounts in accordance with the requirements of the Chapter Board.

Section 3. Removal from Office & Filling Vacancies:

- (a) When any Officer fails to qualify or fails to perform the duties of the office, the Board may, when a quorum is present, by a vote of two-thirds of those present and voting, declare the office vacant and may appoint another member, approved by majority vote, to temporarily fill the unexpired term of such office or until such time as a successor is duly elected to fill the vacancy.
- (b) When any officer performs acts that are prejudicial to the Association or to the purpose to which the Association was formed, the Board may, when a quorum is present, by a vote of two-thirds of those present and voting, remove that officer from office.

ARTICLE VIII

MEETINGS

- Section 1. The Chapter Board shall meet pursuant to a schedule of meetings approved by the Board to conduct Board business and receive committee reports.
- Section 2. One-third of the members of the Chapter Board shall constitute a quorum for the transaction of business. If a quorum is present when the meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more Directors.
- Section 3. The Chapter Board may, by a two-thirds vote, submit any matter which should properly come before the Chapter Board by a mail ballot. A majority vote of those legally qualified and cast by either U. S. mail or email shall be as binding as if a vote had been taken at a meeting.
- Section 4. The order of business of all meetings shall be so far as applicable, as follows:
 - (a) Call to Order
 - (b) Reading and approving of minutes of previous meeting
 - (c) Financial report by the proper officers
 - (d) Communications
 - (e) Report of President
 - (f) Report of Committees
 - (g) Presentation of Resolutions
 - (h) Elections
 - (i) Unfinished Business

- (j) New Business
- (k) Adjournment

The Chapter President may appoint a Parliamentarian to assist in keeping the business in proper order,

All meetings shall be conducted according to procedures as set forth in Robert's Rules of Order except when otherwise governed by these Bylaws.

- Section 5. The Chapter will hold elections at the last scheduled membership meeting of each fiscal year. Such meetings may be held in person or by electronic video or telephone conference. Written notice of the meeting must be made not less than twenty (20) days prior to the meeting.

ARTICLE IX

COMMITTEES

- Section 1. The Chapter President, while serving as Association President under Article V of the Association Bylaws, shall make committee appointments in accordance with Article X of the Association Bylaws. Those committees shall perform their duties as outlined in Article X of the Association Bylaws.
- Section 2. The Chapter President, when no longer serving as Association President under Article V, Section 6, of the Association Bylaws, shall appoint Chapter Standing Committees as deemed necessary by the Chapter Board.

ARTICLE X

MISCELLANEOUS PROVISIONS

The provisions of Article VII, Sections 3 and 4 (Indemnification and Personal Liability), Article XI (Sexual Harassment Policy), Article XII (Dissolution) and Article XIII (Miscellaneous Provisions) of the Retired State Employees Association Bylaws as now or hereafter in effect are all hereby incorporated by reference in these Chapter Bylaws.

ARTICLE XI

AMENDMENTS

- Section 1. The Chapter Bylaws may be repealed, altered or amended, or substitute Bylaws may be adopted at any regular or special meeting of the Board, when a quorum is present, by a vote of a three-fifths majority of the Board present in

person or by electronic video or telephone conference at a meeting or by a mail ballot (either by U. S. mail or email).

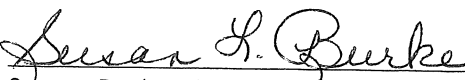
Section 2. Amendments must be in written form and notice given to the Board not less than twenty (20) days prior to being acted upon.

WITNESS

IN WITNESS WHEREOF, we being duly elected officers of the Springfield Chapter of the RETIRED STATE EMPLOYEES ASSOCIATION have hereunto set our hands this 25th day of August, 2021.



Gayle Finigan, President
Springfield Chapter
Retired State Employees Association



Susan Burke, Secretary
Springfield Chapter
Retired State Employees Association