

STATE UNIVERSITIES ANNUITANTS ASSOCIATION

POLICIES AND PROCEDURES MANUAL

Article 7.2b7 of the BYLAWS OF THE STATE UNIVERSITIES ANNUITANTS ASSOCIATION (ILLINOIS) provides: “The Board of Directors shall adopt and approve changes to the SUAA Policies and Procedures Manual.”

POLICIES & PROCEDURES MANUAL

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I. Introduction

This Policies and Procedures Manual serves as a supplement to the SUAA Bylaws. Each of the policies or procedures described herein is intended to provide more detailed guidance to SUAA officers and staff about operational concerns that officers, directors and staff may face on a day-to-day basis. (Bylaws Sec, 7.2b7)

General Principles:

- A. Policies adopted and approved by the Board of Directors in the Policies and Procedures Manual will supersede and cancel any previous policies listed in Minutes or otherwise.
- B. All members and staff are bound by the policies herein, and any deviation from established policy is prohibited without specific approval of a majority of the Board of Directors.
- C. All policies will be reviewed as needed.

Adopted by the SUAA Executive Committee on October 24, 2016; Revised on September 11, 2017; Revised by the SUAA Board of Directors on Oct. 11, 2019; Policy adopted by the SUAA Board of Directors on September 9, 2021

II. Confidentiality

- A. Any confidential information, including any information that may pertain to individual members, provided to or discussed by the Board of Directors, House of Delegates or staff in the course of meetings, reports, review of SUAA records, or in any other manner, shall be held in strict confidence.
- B. Material that is sent out to the SUAA Board of Directors members in preparation for meetings is confidential unless it is indicated on the actual handout itself which portion(s) may be shared.
- C. Confidential material may not be shared with anyone outside the SUAA Board of Directors until the Board of Directors has reviewed the material and authorized the material to be shared.
- D. It is an ethical violation for a member to share confidential material. The SUAA Board of Directors will communicate that ethical violation to the House of Delegates including the member's name.
- E. If a member shares confidential material, the member will no longer receive materials in advance of meetings.
- F. SUAA shall not publish, in any manner, any specific member's demographics (or other private information) or participation in SUAA programs without express permission of the member in question. This will not include standard membership directory listings or promotional items acquired via press releases or other publications.
- G. If a chapter wishes to do a mailing to other chapters announcing a program or event, chapters may make a request to SUAA to disseminate the announcement. SUAA will then send an e-mail providing details about the meeting or event.
- H. Standard Membership Directory listings for a chapter shall only be available to the officers of that chapter.

Adopted by the SUAA Executive Committee on October 24, 2016; Revised on September 11, 2017 and June 12, 2018; Revised by the SUAA Board of Directors on Oct. 11, 2019.

III. Internal Control Operating Policy

A. Membership Applications and Dues Billing (See Generally Bylaws Article III)

1. To meet the requirements of federal tax law, the following statement shall be included on membership contribution statements:

Deduction of the State Universities Annuitants Association membership for Income Tax purposes:

A membership contribution to the State Universities Annuitants Association is not a deductible charitable contribution for federal income purposes. The membership contribution is not a deductible expense because of the organization's lobbying activity. The State Universities Annuitants Association is exempt from Federal Income Tax under the provision of Section 501(c)(4) of the Internal Revenue Code.

2. Membership dues are payable within 60 days of the anniversary date. Members whose dues are not paid in full within sixty days after their anniversary date will have member benefits terminated. All single pay members are provided three opportunities to submit their dues - first notice invoice is sent the month before their due date; second notice invoice is sent the month of their due date; and, third notice is sent the month after their due date. No dues or contributions shall be refunded to any member.
3. Amount of membership dues is determined by the House of Delegates; individual chapter dues are determined by the chapters.

B. Association Credit Policy

1. Members in good standing can be invoiced for all activities of SUAA.
2. Non-members must pay in advance for all activities of SUAA.

C. General Business Affairs

1. Prices for services and products shall be established by the SUAA staff, with approval from the Board of Directors.
2. SUAA. may provide a credit/debit corporate card for SUAA related purchases such as traveling and office expenses, and for certain ongoing and operational expenses. Staff will be reimbursed for approved expenses.
3. Routine requests for charitable donations will not be granted by SUAA. Exceptions require approval of the Board of Directors.

4. Any special requests for endorsements for products or services must be approved by the Board of Directors.
5. SUAA only provides information about how to access directory information to officers of each chapter, and only for the membership of that chapter. SUAA will not provide directory information to outside vendors. If an approved vendor needs to send information to SUAA members, that information will be approved by the Executive Director and will be sent at the expense of the vendor through a third-party mailing service.
6. An audit shall be performed at least once every three years by a Certified Public Accountant (CPA) in accordance with Generally Accepted Auditing Standards (GAAS). An audit shall also be performed within twelve months of the replacement of the Executive Director, or at any time upon the vote of the Board of Directors. A review by the auditor will be performed in years when an audit is not conducted. (Bylaws Art. XI, Sec.11.3)
7. The Executive Director of SUAA will be registered as a lobbyist. (Bylaws Sec. 12.2)

D. Finance and Accounting (Bylaws Art. XI)

1. The checking account for SUAA is held by the Bank of Springfield. It is an interest-bearing account under the title of SUAA Operating Account.
2. Unless otherwise established by Board of Directors vote, authorized signatories to SUAA banking and investments shall include the Executive Director and a duly appointed staff member or officer. Requests for payment of SUAA expenses shall be made to the SUAA accounting firm who will issue checks or initiate electronic payments. A staff member shall be authorized to sign all checks or authorize electronic payments that have been included in the yearly budget. Any expenditure classified as an unbudgeted item requires approval from the Board of Directors. Transfer of funds between SUAA accounts may be initiated by anyone authorized by SUAA with the bank to make such a transfer.
3. All SUAA financial and accounting records shall be in the custody of the Executive Director at the SUAA headquarters.
4. The Executive Director shall have the authority to sign contracts on behalf of SUAA as long as the contract amount is included in SUAA's approved budget. If the contract exceeds two (2) percent of the SUAA budget or is a multi-year contract, the contract must be approved by the Board of Directors. Contracts which are not included in the approved budget must be approved by the Board of Directors. This approval may be communicated electronically. No other individuals are authorized to sign contracts on behalf of SUAA without specific Board of Directors approval.
5. Notification of monthly bank statements are sent directly to the Executive Director.
6. Banking and Investment Policy: The goal of the association's banking and investment policy is to preserve its cash while providing earnings to further its mission.

The funds of the association may be held in checking accounts, savings accounts, sweep accounts, certificates of deposit and be invested in money market funds and stock mutual funds offered by banks and financial institutions, including brokerages, which have been approved by the Board of Directors.

Funds may be placed in checking and savings accounts at insured institutions so long as there is no penalty for withdrawals. Funds may be invested in CDs with durations no longer than two (2) years and may be 'laddered' to provide liquidity. Money market funds, including those at brokerages, may be used when they provide greater yields than regular bank accounts. Investments in stock mutual funds are permitted solely for funds designated as 'reserve funds' by the Board, and which are limited to no more than 40% of total reserve funds.

Consistent with guidance from the Treasurer, the Executive Director and a designated staff member are authorized to deposit and invest Association funds in accordance with the limitations expressed in this policy.

The Executive Director shall advise the Treasurer of any transfer of funds of \$25,000.00 or more and any sale of investments held in the Reserve Fund. The Executive Director will include such actions in reports to the Board of Directors.

7. SUAA accounting services are provided contractually by Estes, Bridgewater & Ogden, Springfield, Illinois, as approved by the SUAA Board of Directors.
8. The purpose of the Reserve Fund is to provide for the long-term financial health of the organization. As such, it is not intended to be a resource used to fund the general operation of the association. The use of funds held in the reserve is restricted to the following purposes: expenses associated with the acquisition of equipment and software with an expected useful life greater than one-year, unforeseeable expenses not included in the annual budget, purchases made during an emergency such as a fire, funding for organizational insurance policy deductibles, significant revenue shortfalls, and other expenditures deemed appropriate by the Board of Directors.

All withdrawals from the Reserve Fund must be approved by the Board of Directors

E. Public Access to Records

It is against the policy of SUAA to provide public access to any SUAA financial or related records other than the IRS Forms 990 or 1023. [IRS Form 990 = *Information return of all not-for-profit organizations*. IRS Form 1023 = *Application for Recognition of Income Tax Exemption*. *Public access is required by federal law.*] Upon written request, access to IRS Forms 990 or 1023 will be provided at the SUAA headquarters at a time mutually agreeable between the Executive Director and the individual requesting the inspection. An identified staff member of SUAA will remain in the presence of the individual(s) requesting access to this information. Individuals will be allowed a reasonable amount of time to review the form(s). Request for copies may be denied; if granted, copies will only be provided at the expense of the requesting party.

F. Member Access to Records

1. It is SUAA's policy to allow members to inspect the following records of SUAA: audited or annual CPA reviewed Financial Statements, IRS Form 990, IRS Form 1023, and Minutes of House of Delegates meetings. Upon written request, member access to these records will be made available at the SUAA headquarters at a time mutually agreeable between the Executive Director and the member(s) requesting the inspection. An identified staff member of SUAA will remain in the presence of the member(s) requesting access to this information. Digital records will be made available in digital form only. The member(s) will be allowed a reasonable amount of time to review the information. Requests for copies may be denied; if granted, copies will only be provided at the expense of the requesting party.
2. It is SUAA's policy to allow members of the House of Delegates to inspect any and all records of SUAA. Upon written request, these records will be made available for member(s) of the House of Delegates at the SUAA headquarters at a time mutually agreeable between the Executive Director and the delegates) requesting inspection. A responsible staff member of the SUAA will remain in the presence of the Board member(s) requesting access to this information. Digital records will be made available in digital form only. The delegate(s) will be allowed a reasonable amount of time to review the information. Requests for copies may be denied; if granted, copies will only be provided at the expense of the requesting party.

G. Conferences and Meetings (Bylaws Art. IX)

1. All conferences and meetings will be planned by the SUAA staff in consultation with SUAA officers and the Board of Directors. Fees will be approved by the Board of Directors.
2. House of Delegates meetings will be scheduled at least two times per year or on an as needed basis pursuant to Sections 9.1 and 9.11 of the SUAA Bylaws. Board of Directors meetings will be scheduled pursuant to Section 7.3 of the SUAA Bylaws. Standing committee meetings will be scheduled on an as needed basis, pursuant to Article X of the SUAA Bylaws. Meetings will be called by committee chairs.
3. *Ad hoc* committees will be established on an as needed basis; meetings will be scheduled on an as needed basis. Meetings will be called by committee chairs.

H. Simple IRA Plan

The Executive Director of State Universities Annuitants Association is the administrator of the State Universities Annuitants Association Simple IRA Plan through Security Benefits Company.

Adopted by the SUAA Executive Committee on October 24, 2016; Revised on September 11, 2017; Revised by the SUAA Board of Directors on Oct. 11, 2019; Policy adopted by the SUAA Board of Directors on September 9, 2021

IV. Employee Handbook (Bylaws Art. XII, Sec. 12.2e)

The Executive Director is responsible for preparing an Employee Handbook and for updating this Handbook to keep it consistent with changing laws and regulations. This Handbook requires the approval of the Board of Directors.

Adopted by the SUAA Executive Committee on October 24, 2016; Revised on September 11, 2017; Revised by the SUAA Board of Directors on Oct. 11, 2019.

V. Performance Review of the Executive Director (Bylaws Section 7.2b9)

In accordance with Section 7.2b9 of the Bylaws, the Board of Directors shall conduct an annual evaluation of the Executive Director and determine any salary adjustment, if warranted. The process to be followed for the annual evaluation is:

- A. The President shall appoint two (2) voting members of the Board of Directors by March 1 to a subcommittee to evaluate the performance of the Executive Director in the areas listed in Form A, *Performance Review and Professional Development Form*.
- B. The President shall also request the Executive Director to provide information to the subcommittee on activities undertaken during the past year, efforts to respond to any concerns raised in the previous performance evaluation, and suggestions for activities to benefit SUAA.
- C. The Subcommittee shall seek input using the *Performance Review and Professional Development Form* from all voting members of the Board of Directors, the Chairs or co-Chairs of the Standing Committees, the Chair(s) of the SUAA Foundation Executive Committee, the Chair(s) of the SUAAAction Executive Committee and the SUAA lobbyist.
- D. Members of the House of Delegates may submit comments regarding the performance of the Executive Director to their Regional Director no later than April 1 of each year.
- E. The Subcommittee will collate the responses to the evaluation form and summarize this information along with the material submitted by the Executive Director in a report provided to the voting members of the Board of Directors.
- F. The voting members of the Board of Directors shall meet in Executive Session to discuss the report of the subcommittee and may modify the *Performance Review and Professional Development Form* and appraisal process based on their discussions.
- G. The President and Vice-President shall meet with the Executive Director to discuss the results of the performance evaluation no later than May 1. The Executive Director may exercise the option of commenting in writing to the Board of Directors or meeting with the Board of Directors in Executive Session.

Adopted by the SUAA Executive Committee on October 24, 2016; Revised on September 11, 2017 and June 12, 2018; Revised by the SUAA Board of Directors on Oct. 11, 2019.

Form A

Executive Director Performance Review and Professional Development Form

(Ratings of Unsatisfactory, Below Expectations or Outstanding must be detailed in Comments section)

1. Leadership

- Provides effective leadership and direction to staff, association officers, board and committee leaders and association members
- Creates a positive, productive association and office culture, promotes teamwork, and instills a service orientation among staff and volunteers.
- Demonstrates initiative and a resourceful, action-oriented approach to issues;
- Demonstrates an understanding of major issues and challenges facing the association and effectively addresses them, communicating as appropriate;
- Sets a positive example of leadership within the association and in the public.

Unsatisfactory	Below Expectation	Meets Expectations	Exceeds Expectations	Outstanding	N/O

Comments:

2. Management

- Effectively deploys the resources of the association to address major issues and challenges.
- Communicates priorities and objectives to others;
- Organizes workflow for self and staff, assuring efficient use of resources and personnel.
- Effectively administers, manages and evaluates personnel, programs and policies.

Unsatisfactory	Below Expectation	Meets Expectations	Exceeds Expectations	Outstanding	N/O

Comments:

3. Financial Management

- Exercises good judgment in managing the fiscal affairs of the association;
- Works closely with the Treasurer and the Board of Directors to develop and manage a balanced budget;
- Effectively monitors revenues and expenditures;
- Works to assure maximum utilization and effectiveness of budget dollars, making recommendations accordingly.

Unsatisfactory	Below Expectation	Meets Expectations	Exceeds Expectations	Outstanding	N/O

Comments:

4. Communication and Problem Solving

- Speaks articulately, clearly and concisely and is easily understood;
- Exchanges ideas with others without criticism;
- Listens well and is able to interact on oral material;
- Is effective, appropriate and timely in written communication.
- Identifies potential problems before they occur and deals with them effectively; •
Addresses difficult situations with skill and effectiveness, respecting others' point of view.
- Promotes a team-oriented approach to problem-solving.

Unsatisfactory	Below Expectation	Meets Expectations	Exceeds Expectations	Outstanding	N/O

Comments:

5. Board/HOD /Member/Staff Relations

- Helps develop plans and policies and oversees their implementation;
- Keeps constituents informed, providing appropriate, timely information;
- Welcomes constructive suggestions and input from association volunteers and staff;
- Handles member issues and concerns in a timely and professional manner;
- Communicates effectively, both orally and in writing.

Unsatisfactory	Below Expectation	Meets Expectations	Exceeds Expectations	Outstanding	N/O

Comments:

6. External Relations

- Develops and maintains good relationships with related and allied organizations; • Competently represents SUAA to legislators and their staff.

Unsatisfactory	Below Expectation	Meets Expectations	Exceeds Expectations	Outstanding	N/O

Comments:

7. Personal Attributes

- Is a self-starter with appropriate levels of drive and energy;
- Demonstrates integrity and abides by professional standards of conduct;
- Projects an image that reflects positively on the profession and SUAA;
- Participates in professional development activities and volunteer service;

Unsatisfactory	Below Expectation	Meets Expectations	Exceeds Expectations	Outstanding	N/O

Comments:

8. Overall Performance

- General summary of job performance;
- Major strengths to be enumerated in **Comments**;
- Areas for improvement to be enumerated in **Comments**.

Unsatisfactory	Below Expectation	Meets Expectations	Exceeds Expectations	Outstanding	N/O

Comments:

VI. Executive Director Transition Policy (Bylaws Sec. 7.2b8)

- A. This policy provides guidance to the Board of Directors if it is faced with either a planned or an emergency departure of the Executive Director. A planned transition occurs when the Executive Director retires. An emergency transition occurs due to an unanticipated departure of the Executive Director (resignation, illness, death or termination).
- B. When the position of Executive Director is vacated, the Board of Directors may hire an interim Executive Director. This may be either a current staff member who can perform the Executive Director's job or an individual who does not currently work for SUAA. The Board of Directors will negotiate an appropriate salary compensation package for the Interim Executive Director. The Board of Directors may assign specific responsibilities to multiple staff members to perform the Executive Director's role temporarily while the position of Executive Director is not filled.
- C. Prior to beginning a search for a permanent Executive Director, the Board of Directors will:
 - Review the vision, mission, and goals of SUAA to ensure that a strong foundation for the organization is present
 - Review the Executive Director's job description and make appropriate changes as needed
 - Identify important personal characteristics for the Executive Director
 - Determine salary (or salary range) and other compensation
 - Determine timeline for the process, ending with target hire date
 - Determine reimbursable expenses during the interview process for candidates for the position, (i.e. travel, lodging, meals, etc.)
- D. The Board of Directors will conduct the search for a permanent Executive Director. The Board of Directors may appoint a subcommittee or hire a consultant to assist in these efforts.
- E. The Board of Directors will advertise the position, will check the references for each candidate considered for the position, establish an interview schedule for each candidate (phone and/or face to face so that all members of the Board of Directors and other appropriate individuals have the opportunity to talk with the candidate). The

Board of Directors will choose the finalist after considering the strengths and weaknesses of each candidates in the context of the needs of SUAA. After the candidate is selected, the Board of Directors will negotiate an appropriate compensation package with the candidate selected and appoint and employ the Executive Director pursuant to Article 7.2.b.8 of the SUAA Bylaws.

Adopted by the SUAA Executive Committee on October 24, 2016; Revised on September 11, 2017; Revised by the SUAA Board of Directors on Oct. 11, 2019.

VII. Conflict of Interest Policy (Bylaws, Art.II)

A. Purpose.

The purpose of the SUAA Conflict of Interest is to protect SUAA's tax-exempt status and SUAA's interest when it is contemplating entering a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

B. Definitions.

1. *Interested Person* – Any director, officer, or member of a committee with governing board–delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. *Financial Interest* – A person has a financial interest if the person has, directly or indirectly, through business, investment, or family
 - a. An ownership or investment interest in any entity with which the organization has a transaction or arrangement,
 - b. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.
3. *Direct Financial Interest* – A direct financial interest means an interest of a monetary nature, or one which can have a readily ascertainable monetary value, which is under the direct control of the member. The term includes, but is not limited to being an owner, director, shareholder, or creditor of an entity that may benefit from a transaction or arrangement with SUAA.
4. *Indirect Financial Interest* – An indirect financial interest means an interest of a monetary nature, or one which can have a readily ascertainable monetary value, which is not under the direct control of the member and involves circumstances where a member has a close association, whether professional or personal, with an entity that may benefit from a transaction or arrangement with SUAA.

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 or she shall leave the governing board or committee meeting while the determination of a conflict of

interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. *Procedures for Addressing the Conflict of Interest*

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he or 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 chair of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. *Violations of the Conflicts-of-Interest Policy*

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

D. Records of Proceedings.

The minutes of the governing board and all committees with board-delegated powers shall contain:

The names of persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest existed;

1. The names of 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.

E. Compensation.

1. A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

F. Confidentiality.

1. No member shall disclose or use information relating to the business of SUAA for the personal profit or advantage of the member.
2. No member shall disclose or use SUAA's roster, mailing lists, or donor names in any form for the personal profit or advantage of the member.

G. Annual Statements.

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

1. Has received a copy of the conflict-of-interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax exempt purposes.

H. Periodic Reviews.

To ensure the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted

as determined by the Board of Directors. 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 organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

I. Use of Outside Experts.

When conducting the periodic reviews as provided for above, the organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Adopted by the SUAA Executive Committee on October 24, 2016; Revised on September 11, 2017; Revised by the SUAA Board of Directors on Oct. 11, 2019.

Form B.
SUAA
CONFLICT OF INTEREST STATEMENT

Your Name - Please Print

- ☐ I have reviewed and agree to abide by the current Conflict of Interest Policy of SUAA, a copy of which has been made available to me.
- ☐ I have no Conflict of Interest to report.
- ☐ I have the following possible Conflict(s) of Interest to report:

- ☐ I understand that I have an ongoing obligation to promptly disclose a potential conflict of interest to the Board.
- ☐ I understand that SUAA is a Not-for Profit Corporation under the provisions of IRS Code 501(c)(4) and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

I certify that the information set forth above is true and complete to the best of my knowledge.

Signature

Date:

VIII. Committees (See Bylaws Article X)

All committees can choose to meet in person or through electronic communication. Article X, 10. 4b requires that every effort should be made to ensure that committees are as diverse as possible. Article X, 10b4c requires each standing committee to have a minimum of two (2) members and is authorized to appoint subcommittees as needed.

Standing Committees (Article X, sec. 10.2)

1. Bylaws Committee (See Art.X, sec. 10.2; Article XVI)

- a. The Bylaws Committee shall review the Bylaws periodically and recommend changes for potential adoption by the House of Delegates as appropriate. A complete review of the Bylaws should occur at least once every five years including review of the Regional Map and Appendix A (Bylaws Sec. 8.1 and 8.2. This review should include a review of the membership by region to ensure that the boundaries for each region result in roughly comparable membership across regions. If adjustments are necessary, the Committee should recommend such adjustments.
- b. Informal suggestions for possible amendments may be submitted in writing to either the Bylaws Committee or to the Board of Directors at any time. All Bylaws Amendments will be submitted to the Bylaws Committee for review and recommendation. The merits of such suggestions shall be considered by either committee, and, if appropriate, either the Bylaws Committee or the Board of Directors may propose an amendment to the House of Delegates for a vote.
- c. All formal petitions to amend the Bylaws shall be submitted to the Bylaws Committee no later than 30 days prior to the annual meeting. Formal petitions to amend the Bylaws must be accompanied by the signatures of fifteen individuals who are members of the House of Delegates at the time the petition is submitted. Signatures of substitute directors do not qualify in meeting the signature requirement. If similar proposed amendments are submitted, the Bylaws Committee is authorized to work with the delegates submitting the proposed amendments to combine them into a single amendment proposal. All proposed amendments to an existing provision must include a reference to the existing provision and a brief rationale supporting the change. A form for submitting proposed amendments is provided below. If the proposed amendment is not submitted in the proper form for a motion, the Bylaws Committee is authorized to work with the

director submitting the proposed amendment to make the necessary revisions so that it can be presented as a motion.

d. In addition to proposed amendments submitted by members of the House of Delegates, amendments may also be proposed following a majority vote of the House of Delegates or of the Board of Directors and submitted to the Bylaws Committee by the deadline. The Bylaws Committee may also propose an amendment for consideration by the House of Delegates at the annual meeting.

e. The Bylaws Committee may review the Policies and Procedures Manual and recommend changes to the Board of Directors.

2. Legislative Committee (Bylaws Art. X, Sec.10.2)

The Legislative Committee is responsible for reporting to the House of Delegates at the Fall Meeting and shall propose an updated legislative platform for approval by the House of Delegates. The Legislative Committee may solicit input by e-mail to all members of the House of Delegates the Legislative Committee should discuss the legislative platform with the Board of Directors in a timely fashion prior to the fall meeting to obtain input on any items that should be added, deleted, or modified prior to presentation at the fall meeting of the House of Delegates.

3.Membership Committee (Bylaws Art. X, Sec.10.2)

- a. The Membership Committee works with the SUAA Executive Director and SUAA Membership Director to grow SUAA membership. The Membership Committee's role is to motivate and assist chapter officers to grow chapter membership by providing member recruitment ideas, suggestions, and resources, and by providing support for individual chapters as requested by chapter officers.
- b. In addition, as *ex officio* members of the Board of Directors, the Membership Chair(s) are responsible for evaluating and speaking to the impact of proposed Board of Directors actions on membership in Board of Directors meetings.
- c. The Membership Chair(s) also provide written and oral Membership Reports on membership numbers, member recruitment activities, and suggestions for future recruitment efforts at Board of Directors Meetings and at regular House of Delegates Meetings.

A. Other Committees

1. Nominating Committee (See Article IV.4)

- a. It is recommended that approximately 75 days prior to the June Annual Meeting, the Board of Directors should approve the Nominating Committee appointed by the President, following the requirements listed in Article IV of the *SUAA Bylaws*
- b. After appointment of the Nominating Committee, the Executive Director should provide copies of the previous year's **Call for Nominations and Nomination Form** to members of the Nominating Committee and should set up a conference call with the committee to explain the process and answer questions. The Executive Director should not participate in any further Nominating Committee meetings after the initial meeting.
- c. Approximately 50 days prior to the June Annual Meeting, the Nominating Committee should meet via conference call to create/finalize the Call for Nominations and to make revisions (if needed) to the Nomination Form. Additional conference call meetings may be held as required to finalize the necessary document(s).
- d. The **Call for Nominations and the Nomination Form** (See Appendix B) should be e-mailed to all SUAA members at least 45 days prior to the June Annual Meeting and will include the following
 - List of offices to be filled
 - Minimum qualifications for these officers and regional directors
 - Region(s) the officers/regional directors must be from and whether they must be selected from a community college or a university chapter.
 - Deadline date for submission of nomination forms to Executive Director (approximately two weeks prior to the June Annual Meeting).
 - Names and email addresses for Executive Director and Nominating Committee Co-Chairs and names of Nominating Committee Members
 - Procedure for handling nominations from the floor (SUAA Bylaws, Article IV.1.c.5).
- e. The Nominating Committee will review the nominees according to Article IV of the *SUAA Bylaws* and provide a written slate of nominations (following *SUAA Bylaws*, Article IV) to the Executive Director for distribution with other materials for the June Annual Meeting. The Committee will also follow Roberts Rules of Order regarding developing this slate consistent with the provisions in the SUAA Bylaws. The Nominating

Committee will also assure that persons receiving floor nominations meet the qualifications of the *SUAA Bylaws*, Articles IV and VIII. The Nominating Committee will notify nominees in timely fashion whether or not they are on the ballot.

- f. The Nominating Committee Co-Chair(s) present(s) the slate of nominees at the June Annual Meeting. Nominations that are submitted that have not completed the required nomination form or that do not meet Bylaws requirements will not be included on the slate. The Nominating Committee should make every effort to ensure that there is at least one nominee for each vacancy.
- g. Consistent with the Bylaws as written and with provisions in Roberts Rules, the Nominating Committee need not include the names of every qualified nominee on the Ballot and may elect to recommend which nominees should be included on the ballot considering broadly those nominees that best fit the current needs of SUAA. However, any qualified nominee that is not included on the ballot should have their names and nomination forms included in the materials provided to Directors at the annual meeting to facilitate a nomination from the floor if that is desired. In that case, these individuals will have provided all of the necessary materials for review by the Board and shall have met all the requirements to be included on the ballot should a floor nomination occur.

Adopted by the Executive Committee on October 24, 2016; Revised on September 11, 2017; Revised by the SUAA Board of Directors on Oct. 11, 2019.

Form C

NOMINATION FORM

Name _____

Email Address _____ Chapter _____

Office for Which You Are Nominated (*Ex. Regional Director-Region 1 University*)

Nominees: Please answer the following questions about your specific experience and qualifications to serve on the Board of Directors. Completed form should be a **maximum of 2 pages in length. No additional attachments will be considered or distributed.**

_____ I acknowledge that I am willing to serve in this office should I be elected to it

Nominee Signature: _____ Date: _____

1. Why are you a member of SUAA? What have you done to help your chapter grow membership? List your activities. Be specific.

2. What offices have you held or other service have you provided **in your chapter** (e.g. chapter legislative involvement, CA49 activities, raising money for legal fund, support for SUAAAction, SUAA Foundation, etc.)?

3. List your service to the **state organization**. Include SUAA committees, SUAA offices held, other activities in service to the state organization, SUAAAction, SUAA Foundation, etc.

4. What is the role of the Board of Directors relative to the Executive Director? Relative to the House of Delegates?

5. Briefly (in 125 words or 1/2-page **maximum**) describe your past work/volunteer experience in other organizations. Focus on experience that you believe is relevant to the position for which you are nominated.

Adopted by the SUAA Executive Committee on October 24, 2016; Revised by the SUAA Board of Directors on Oct. 11, 2019.

Form D

BYLAWS PROPOSED AMENDMENT SUBMISSION FORM

Name of delegate submitting the proposed amendment:

Chapter the delegate represents:

Contact information of delegate who is to be identified as the maker of the motion:

Phone number: (H) (cell) (W)

Email address:

Specific location of the proposed amendment (article, section, subsection and **line number**)

Proposed wording of the amendment:

Rational for proposed amendment: (does not have to be formal, simply help the committee understand the purpose of the change in case there are multiple amendments on the same subject)

(First signature should be the person proposing the amendment and who will make the motion for adoption.)

Signatures and Chapter:

- | | |
|----|-----|
| 1. | 9. |
| 2. | 10. |
| 3. | 11. |
| 4. | 12. |
| 5. | 13. |
| 6. | 14. |
| 7. | 15. |
| 8. | |

Adopted by the SUAA Executive Committee on October 24, 2016; Revised by the SUAA Board of Directors on Oct. 11, 2019.

IX. Records Retention Policy

This Records Retention and Disposal Policy is intended to provide guidance regarding the appropriate periods during which to retain association records and when those records and documents shall be destroyed or discarded. The State of Illinois has adopted the Uniform Preservation of Private Business Records Act (UPPBRA) and the requirements and policies of that Act form the basis of this policy. The policy is intended to minimize risks of destroying records prematurely and retaining records beyond their necessary life.

- A. The Executive Director shall have overall responsibility for the records of the Association, including retention and destruction according to this policy;
- B. Electronic documents shall be treated identically to paper documents as to their retention periods and destruction.
- C. Paper documents may be reduced electronically (by scanning or other electronic means) and the paper documents destroyed at any time for storage purposes, unless required by legal or government authorities to be retained in physical form;
- D. This policy shall be reviewed by the bylaws committee every 3 to 5 years. Furthermore, this policy shall be reviewed whenever there are computer program or other electronic changes that place document retention in jeopardy or government requirements for retention changes.

Type of Record

Retention Period (years)

ACCOUNTING

Auditors' reports	Permanent
Budgets	7
Officer, director and employee expense reports	3
Employee payroll records (W-2, W-4) annual earnings records, etc.)	3
Inventory lists	7
Invoices	7
Payroll records	3
Petty cash vouchers	3
Other	7

ASSOCIATION RECORDS

Annual reports	Permanent
Authorizations and appropriations for expenditures	7
Contracts, generally	Expiration +10
Contracts, government	Expiration +10
Notes (internal reports, memos, etc.)	3

CORRESPONDENCE

General, routine	3
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INSURANCE

Accident reports	7
Insurance policies	Permanent

LEGAL

Claims and litigation files ¹	Permanent
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PERSONNEL

Applications	1
Employee earnings/payroll records	3
Employee files	4
Employment contracts	Expiration + 10
Form I-9	3
Garnishments	7
Medical or exposure to toxic substances records	30
Pension documents/profit sharing plans	6
Government reports	5
Employee pension documents & records, including service, eligibility, personal information	6

Timecards/sheets 3

REAL ESTATE

Leases Expiration + 7

TAXES

Income tax returns and cancelled checks (federal, state and local) 6

Payroll tax returns 4

Bank Investment Account Statements be retained for 6 years.

Adopted by the SUAA Executive Committee on October 24, 2016; Reaffirmed by the Board of Directors on Oct.11, 2019. Amended by the Board of Directors on May 2, 2024.