

# ILLINOIS PRINCIPALS ASSOCIATION CONSTITUTION

## PREAMBLE

Excellence in elementary and secondary education in Illinois mandates that school principals continually strengthen their professional efforts. Obligations to the general public, to the students within the schools, and to the professionals in education necessitate a commitment to the collaborative efforts of school leaders at all levels of the principalship. The Illinois Principals Association shall provide a medium of collaboration on matters of mutual concern, while recognizing the individuality of the principalship at the various levels of its profession.

## ARTICLE I NAME

The organization shall be known as the Illinois Principals Association and shall hereinafter be designated in the Constitution as the Association. The Association shall be incorporated under the "General Not-For-Profit-Act" of the State of Illinois and shall be an Association of building level administrators and decision makers in both public and private schools.

## ARTICLE II PLACE OF BUSINESS

The principal office of the Association and any additional offices shall be located at such places as are designated by the Board of Directors of the Association.

## ARTICLE III PURPOSE

The purpose of the Association shall be the advancement of quality in education in the State of Illinois through these and other functions:

- 3.1 Continuous improvement of the welfare status of the principalship.
- 3.2 Achievement of high standards of professionalism and ethical conduct.
- 3.3 Preparation of building level leaders through induction and mentoring.
- 3.4 Development of partnerships with educational agencies, organizations and groups that share our mutual concerns.
- 3.5 Strengthening of efforts in matters of mutual concern.
- 3.6 Promotion of communications among members of the school administrative profession.
- 3.7 Dissemination of information to the membership to improve the quality of education in Illinois.

**ARTICLE IV  
BOARD OF DIRECTORS**

4.1

**MEMBERSHIP**

The Board of Directors shall consist of State Directors, State Officers, Standing Committee Chairpersons, and ex-officio members as established by this Article.

4.1.1 The State Director or designee shall be the voting member representing his/her Region.

4.1.2 The State officers of the Association, which include the President, Past President, President-Elect, Treasurer and Secretary, shall be known as the Executive Committee and shall be non-voting members of the Board of Directors. The President shall, however, cast the deciding vote in the case of a tie.

4.1.3 Standing Committee Chairpersons shall be non-voting members of the Board of Directors.

4.1.4 The Executive Director of the Association and other individuals named by the Board shall be an ex-officio member of the Board of Directors. Ex-officio members shall not have voting privileges on the Board.

4.1.5 The Board of Directors may name organizational liaisons and others to serve the Board in an advisory capacity.

4.2

**SELECTION AND TERMS**

4.2.1 Board of Director Members shall be elected or designated as specified in Article IX.

4.2.2 Members of the Board of Directors shall begin their term of office on July 1 and shall serve a three-year term.

4.2.3 A member of the Board of Directors, who is unable to attend a duly called meeting, may designate an alternate, who shall be a member of the Association and who shall enjoy all rights and privileges of the Board Member.

4.3

**POWERS - DUTIES**

In addition to those powers and duties specified elsewhere in the Constitution:

4.3.1 The Board of Directors shall annually review the job performance of the Executive Director.

4.3.2 The Board of Directors shall create, supervise, and/or discontinue committees.

4.3.3 The Board of Directors shall adopt the budgets of the Association.

4.3.4 The Board of Directors shall direct payments made by the Treasurer.

4.3.5 The Board of Directors shall oversee all activities of the Association.

- 4.3.6 The Board of Directors shall employ, evaluate, discipline or terminate employment of personnel or designate such authority to the Executive Director.
- 4.3.7 In the event that a State Officer is unable to complete his/her term of office, the Board of Directors shall fill the vacancy.
- 4.3.8 The Board of Directors shall set the salary and benefit policies for employees of the Association.
- 4.3.9 The Board of Directors shall require, receive and approve an annual audit of the financial status of the Association, as required by Article XIII.
- 4.3.10 The Board of Directors shall approve personnel policies relating to the staff of the Association.
- 4.3.11 The Board of Directors may incur debt in the name of the Association.
- 4.3.12 The Board of Directors may establish liaisons with other organizations that share the Association's purpose.
- 4.3.13 The Board of Directors shall be the policy-making entity of the Association.
- 4.3.14 The Board of Directors may act in the name of the Association.
- 4.3.15 The Executive Committee may approve non-budgeted expenses of the Association up to \$5,000.00. The Board of Directors may approve non-budgeted expenses of the Association over \$5,000.00. The approval of any non-budgeted expense of the Association shall be recorded in the official minutes of the next regular meeting of the Board of Directors.
- 4.3.16 The Board of Directors shall annually review the Constitution.

#### 4.4

#### MEETINGS

- 4.4.1 On an annual basis, the Board of Directors shall establish the number of meetings and their dates and locations.
- 4.4.2 Additional meetings of the Board of Directors may be called by the President or by three-fourths (3/4) of the members of the Board of Directors upon five (5) days advance notice. The five days advanced notice may be waived during the annual Principals Professional Conference.
- 4.4.3 The meetings of the Board of Directors shall be open to all members of the Association. The Board may go into executive session. No official action shall be taken in executive session.
- 4.4.4 Members of the Board of Directors may attend meetings either in person or via teleconference or videoconference, provided that there is an open and direct communication between the parties at all times.

- 4.4.5 A quorum shall consist of a majority of the voting members of the Board of Directors.
- 4.4.6 All actions shall be approved by a majority vote of those voting members present; except that a two-thirds vote of the entire Board of Directors shall be required to: purchase or sell real property, employ an executive director, approve the budget of the Association, dissolve the Association or change the regional structure of the Association. The Constitution may be amended or revised only in accordance with Article XV.

## **ARTICLE V EXECUTIVE COMMITTEE**

The President, President-Elect, Secretary, Treasurer and Past-President shall be the officers of the Association and comprise the Executive Committee.

- 5.1 **QUALIFICATIONS**  
In order to be seated as an officer of the Association, an individual must serve on the Board of Directors as a State Director or Standing Committee Chair for at least one year immediately prior to installation. All officers shall be active Administrator Members of the Association, except that the Past-President may be a Retired Member of the Association.
- 5.2 **INSTALLATION**  
All officers shall begin their terms of office on July 1 of each year and serve until June 30 of the following year.
- 5.3 **TERMS**
  - 5.3.1 The President-Elect shall have a term of office of one year and shall not serve successive terms. The person serving in the capacity of President-Elect shall follow a line of succession to the office of President.
  - 5.3.2 The President shall have a term of office of one year after serving one year as President-Elect. The President shall serve in the capacity of Immediate Past President after serving one year as President.
  - 5.3.3 The Past-President shall serve a term of office of one year after serving one year as President. Should the Past President not be able or eligible to serve in that capacity, the Immediate Past-President whose term would have otherwise expired shall serve up to an additional one-year term.
  - 5.3.4 The Secretary shall serve a term of office of three years and may serve two consecutive terms.
  - 5.3.5 The Treasurer shall serve a term of office of three years and may serve two consecutive terms.
- 5.4 **NOMINATIONS**
  - 5.4.1 Each region may nominate an individual for each elective statewide office through its respective State Director.

5.4.2 All nominees for State office shall be active building level administrators who are members of the Association. All nominations shall be received at the first regularly scheduled Board of Directors meeting of each calendar year.

5.5

#### ELECTIONS

An Election Committee, consisting of two members appointed by the President at the first regularly scheduled Board of Directors meeting of each calendar year, shall verify the election results. Election results shall be made available to the membership.

5.5.1 The election of all Officers shall be conducted each year by electronic or mailed ballot. The following information concerning each candidate shall be enclosed with the ballot: training, professional certification, teaching and administrative experience, professional organizational experiences and other qualifications.

5.5.2 The candidate for elective office who receives the most votes cast shall be declared the winner.

5.6

#### DUTIES OF PRESIDENT

In addition to those duties specified elsewhere in the Constitution:

5.6.1 The President shall assume the leadership role of the Association during his/her term of office.

5.6.2 The President shall preside at all Board of Directors Meetings, Congress Meetings and the Annual Business Meeting.

5.6.3 The President shall make appointments as specified by the Constitution.

5.6.4 The President shall prepare the agenda for meetings of the Board of Directors and the Congress.

5.6.5 The President shall conduct an annual Business Meeting.

5.6.6 The President shall prepare an annual report for the Annual Business Meeting of the organization.

5.6.7 The President shall represent the Association at various educational functions or shall delegate this responsibility.

5.6.8 The President shall appoint, with approval of the Board of Directors, Standing Committee Chairs, except where otherwise specified in this Constitution.

5.7

#### DUTIES OF PRESIDENT-ELECT

In addition to those duties specified elsewhere in the Constitution:

5.7.1 The President-Elect shall chair the Professional Conference Planning Committee.

5.7.2 The President-Elect shall, in the absence of the President, preside at all Board of Directors meetings, Congress meetings and the annual Business Meeting.

5.7.3 The President-Elect shall assume the office of President when the President is incapacitated or otherwise unable to perform the duties of that office.

5.8 DUTIES OF THE IMMEDIATE PAST PRESIDENT

In addition to those duties specified elsewhere in the Constitution:

5.8.1 The Past President shall provide guidance and counsel to the President and Board of Directors.

5.8.2 The Past President shall serve in other capacities as assigned by the President.

5.9 DUTIES OF THE TREASURER

In addition to those duties specified elsewhere in the Constitution:

5.9.1 The Treasurer shall direct and assist the Executive Director in the preparation of the annual budget.

5.9.2 The Treasurer shall sign checks of the organization.

5.9.3 The Treasurer shall safeguard assets of the organization.

5.9.4 The Treasurer shall present a budget report at each Board of Directors meeting.

5.9.5 The Treasurer shall present the final audit to the Board of Directors.

5.9.6 The Treasurer shall be bonded.

5.10 DUTIES OF THE SECRETARY

5.10.1 The Secretary shall record and prepare the minutes of the Board of Directors meetings, Congress meetings, the annual Business Meeting and executive committee meetings.

5.10.2 The Secretary shall assist in facilitation of all communications from the Board of Directors.

5.10.3 The Secretary shall inform the Board of Directors of the actions of Congress.

5.10.4 The Secretary shall cause to be published the time and location of the meetings of Congress.

**ARTICLE VI  
MEMBERSHIP**

6.1 CLASSIFICATION

Members of the Association shall be classified as follows:

6.1.1 Administrator Members:

Shall consist of those employed, full or part-time in elementary and secondary education who have authority to recommend employment, transfer, promotion and retention of academic employees and/or are

involved in the training/supervision of personnel for common schools of Illinois. An Administrator member shall have full membership services and privileges, including voting, holding office, serving on committees and commissions in the State Association and/or a Regional Organization, participating in fringe benefits provided by the Association and related enterprises and such other rights and privileges as are conferred through the Association. Examples of such positions are Principals, Assistant Principals, Deans and Department Chairs. Administrator members who have been reassigned to positions that do not qualify for administrator membership may retain administrator member status while actively seeking re-employment in such a position.

6.1.2 Retired Members:

Shall be members who have retired from and have not reentered the profession. They shall have all rights of administrator membership except legal assistance.

6.1.3 Constituent Members:

Shall be employed in positions relating directly to education but are not in the same roles as administrator members. Examples are University Professors, Regional Superintendents and employees of the State Board of Education. Constituent members have all the rights of administrator membership except legal assistance.

6.1.4 Aspiring Members:

Shall be limited to persons preparing or aspiring to professional positions that would qualify them as Administrator Members. Examples are teachers and graduate students. Aspiring Members may not hold Regional or State office. Aspiring members have all other rights of administrator membership except legal assistance.

6.1.5 Corporate Members:

Shall be corporations or representatives of businesses who wish to align themselves with the profession or with the Association. Corporate members receive benefits as determined by the Board relating to publications, exhibiting at conferences and serving on advisory committees. Corporate members have all other rights of administrator membership except legal assistance.

6.1.6 Life Members:

Persons who held a life membership in the Illinois Elementary School Principals Association prior to July 16, 1971 shall retain Membership in the Association for life. All Past-Presidents of the Association shall also retain Membership in the Association for life.

6.2 MEMBERSHIP YEAR

The membership year shall be twelve (12) calendar months. Membership shall be terminated for failure to pay dues.

6.3 ANNUAL MEMBERSHIP DUES

Congress shall determine dues for each membership category based upon recommendations of the Board of Directors, and shall be approved by a majority vote of delegates present at the annual conference business meeting.

- 6.4 **DUTIES**  
A member shall assume the responsibility of supporting the purposes of the Association and of adhering to a code of ethics as adopted by the Association.
- 6.5 **REVOCAION**  
The Board of Directors shall have the power to warn, suspend or expel any member for cause after due notice and a hearing. The Board of Directors shall have the power to remove a member from the Board for cause after notice and a hearing.
- 6.6 **REINSTATEMENT**  
The Board of Directors shall have the power to reinstate any suspended or expelled member.

## **ARTICLE VII ASSOCIATION CONGRESS**

- 7.1 **MEETINGS**
- 7.1.1 The Congress shall meet at the Principals Professional Conference at a time and place determined by the Board of Directors.
- 7.1.2 A special meeting of the Congress may be called by a majority of the members of the Board of Directors or by request of two-thirds (2/3) of the Regions. Notice of the meeting date must be made to the membership in writing at least seven (7) days in advance of the date.
- 7.2 The Executive Director shall notify each Region Director of the number of delegates each region has at Congress. The number for each region will be based on the membership statistics for each region on April 1. Each region shall receive one (1) delegate for each fifty (50) members of the Association in that region; however, each region shall receive a minimum of two (2) delegates to Congress.
- 7.3 **PRESIDING OFFICER OF CONGRESS**  
The presiding officer shall be the President of the Association.
- 7.4 **EX-OFFICIO MEMBERS**  
The Past President, President-Elect, Secretary and Treasurer shall be ex-officio members of Congress. The Board of Directors may appoint other ex-officio members. All ex-officio members shall be without voting power.
- 7.5 **VOTING**  
Each region delegate shall have one vote in Congress. The Presiding Officer shall only vote in case of a tie vote.
- 7.6 **TERM OF CONGRESS DELEGATES**  
The term of the delegates shall be determined by their Regional organization.
- 7.7 **DUTIES OF CONGRESS**  
In addition to duties specified elsewhere in the Constitution:



- 7.7.1 The Congress shall consider any amendments and revisions to the Constitution. Approval of changes to the Constitution requires a two-thirds vote of the total number of voting delegates.
- 7.7.2 Congress shall consider policy resolutions from the membership or regions. Resolutions shall be submitted in writing to the Executive Director of the Association at least thirty (30) days prior to the Principals Professional Conference Approval of resolutions requires a majority vote of the delegates present.

## **ARTICLE VIII ANNUAL BUSINESS MEETING**

The Annual Business Meeting shall be held during Congress. The primary purpose of the Annual Business Meeting shall be to inform the general membership of the affairs of the Association.

## **ARTICLE IX IPA REGIONS**

- 9.1 **DEFINED**  
A region shall consist of all members employed within a contiguous geographical area as approved by the Board of Directors.
- 9.2 **FISCAL SUPPORT**  
The State Association may, upon approval of the Board of Directors, appropriate an annual grant to each Region that complies with certain criteria and goals established by the Board. Additional dues may be levied by the Region for local operation if approved by two-thirds (2/3) of the region's membership.
- 9.3 **POWERS AND DUTIES**
- 9.3.1 Each Region shall coordinate the communications, services and programs within the Region with those of the State Association.
- 9.3.2 Each Region shall provide meetings and services to the members of the Region in keeping with the Region's goals and the vision, mission and beliefs of the Illinois Principals Association.
- 9.3.3 Each Region shall select delegates to Congress.
- 9.3.4 Each Region shall select a State Director in accordance with the Region's constitution or bylaws. The State Director must be an active administrative, retired or life member of the Association during his or her term of office.
- 9.3.5 Each Region shall prepare a constitution or bylaws in harmony with those of the Association. The Regional constitution or bylaws, and any amendments or changes therein, shall require approval by the Association's Board of Directors.
- 9.3.6 Each Region shall develop and maintain an internal auditing process for the collection and expenditure of all funds of the Region. Such auditing process must be in accordance with general accounting practices.

## **ARTICLE X AFFILIATIONS**

The Illinois Principals Association recognizes formal affiliations as a means to establish collaborative partnerships with other national, state and local groups that share mutual goals.

- 10.1 The Association shall provide for an affiliation with the National Association of Secondary School Principals (NASSP) and the National Association of Elementary School Principals (NAESP).
  - 10.1.1 NASSP and NAESP representatives to the Board of Directors shall be elected in accordance with the procedures of the respective national association and this Article.
  - 10.1.2 NASSP and NAESP representatives must be IPA members.
  - 10.1.3 NASSP and NAESP representatives shall be ex-officio members of the Board of Directors.
  - 10.1.4 NASSP and NAESP representatives shall serve a term of office of three years and may serve two consecutive terms.
  - 10.1.5 Each region, through its respective State Director, may nominate an individual for NASSP Representative and an individual for NAESP Representative. Nominations shall be received at the first regularly scheduled Board of Directors meeting of the calendar year in which the NAESP or NASSP representative's term expires. The election of NASSP Representative and NAESP Representative shall be conducted by electronic or mailed ballot. The following information concerning each candidate shall be enclosed with the ballot: training, professional certification, teaching and administrative experience, professional organizational experiences and other qualifications. The candidates for NASSP Representative and NAESP Representative who receive the most votes cast shall be declared the winners.
- 10.2 The Board of Directors may approve affiliations with other educational agencies, organizations and groups that share the Association's mutual concerns to serve as liaisons to IPA.
  - 10.2.1 The affiliated organization shall name its liaison to the IPA Board of Directors.
  - 10.2.2 Liaisons shall be ex-officio members of the Board of Directors.

## **ARTICLE XI STATE COMMITTEES**

Joint committees, sub-committees and ad-hoc committees, with the exception of those committees specified in the Constitution, may be established and discontinued by the Board of Directors.

- 11.1 THE STANDING COMMITTEES ARE:
  - 11.1.1 Legislative

11.1.2 Membership

11.1.3 Assistant Principals

11.1.4 Retired Principals

11.1.5 Finance

11.2

#### COMMITTEE STRUCTURE

Unless otherwise specified in the Constitution, the Standing Committee structure operates as follows:

11.2.1 Standing committees shall consist of one representative from each Region and a State Chairperson.

11.2.2 Standing Committee Members shall serve a three-year term and may serve two consecutive terms.

11.2.3 Committee Chairpersons shall serve for a three-year period. The President shall appoint, with majority approval of the Board of Directors, Committee Chairpersons as needed. Committee Chairpersons shall be members of the Illinois Principals Association.

11.2.4 The Finance Committee shall consist of the President, Past-President, Treasurer, President-Elect and three members at large. Members at large shall be members of the Board of Directors and shall be appointed by the President with approval of the Board of Directors. Members at large shall serve a term of one year and may serve two consecutive terms.

11.2.5 Each Standing Committee shall follow the guidelines that are annually established or revised by the Board of Directors.

11.3

#### JOINT AND AD-HOC COMMITTEES

Joint Committees, Sub-Committees and Ad-Hoc Committees may be established, Supervised and/or discontinued by the President with approval of the Board of Directors.

11.4

A quorum shall consist of the majority of members of the committee.

### **ARTICLE XII STAFF**

12.1

#### EXECUTIVE DIRECTOR

There shall be an Executive Director, who shall be employed by the Board of Directors in accordance to Article IV.

12.2

#### DUTIES OF THE EXECUTIVE DIRECTOR

In addition to those duties specified elsewhere in the Constitution:

- 12.2.1 The Executive Director shall provide leadership to the Board of Directors, the Congress and the membership for the continued operation of the Association and for the development of new programs.
- 12.2.2 The Executive Director is the Chief Executive Officer of the Association. The Executive Director shall perform the administrative functions of the Association in accordance with the policies and/or directives of the Board of Directors and Congress.
- 12.2.3 The Executive Director shall maintain a close working relationship with the President. The Executive Director shall confer with the President frequently and shall keep the President informed of the progress of the Association's business. The Executive Director shall work closely with the members of the Board of Directors and Congress.
- 12.2.4 The Executive Director shall be the custodian of all Association records.
- 12.2.5 The Executive Director shall serve as an ex-officio member, without voting power, of the Board of Directors, Congress and all committees.
- 12.2.6 The Executive Director shall be bonded. The Executive Director shall receive and be responsible for the safekeeping and accounting of all funds of the Association and Regions in accordance with general accepted accounting principles.
- 12.2.7 The Executive Director shall perform other duties as assigned by the Board of Directors.
- 12.2.8 In the event that the Executive Director is incapacitated or unable to execute the above duties, these duties and other functions of the position shall be reassigned by the Board of Directors.

12.3

**ADDITIONAL STAFF**

The Executive Director shall employ, evaluate, discipline or terminate personnel under the authority granted to the Executive Director by the Board of Directors.

**ARTICLE XIII  
FINANCE**

13.1

**NON-PROFIT STATUS**

No part of any income, revenue and grants of or to the Association shall inure to the material or pecuniary benefit of any member, officer or any private individual (except that reasonable compensation may be paid for services rendered in connection with one or more of its purposes), and no member, officer, or any private individual shall be entitled to share in the distribution of any of the assets of the Association on its dissolution or liquidation. In the event of such dissolution or liquidation, the assets of the Association, after payment of debts and obligations, shall be transferred to an organization with a Federal tax exemption status for charitable uses and purposes similar to those of this Association, which exempt organization shall be designated by the Board of Directors of the Association.

13.2

**AUDIT**

Each year, the Association shall be audited by a Certified Public Accountant firm selected by the Board of Directors. The Board of Directors shall receive and

review the final audit as presented by the auditing firm no later than one hundred twenty (120) days after the close of the fiscal year. The Finance Committee shall present the final audit to the Congress of the Association at the annual Principals Conference.

- 13.3            **FISCAL YEAR**  
The fiscal year shall be from July 1 through June 30.
- 13.4            **FINANCE COMMITTEE**  
The Finance Committee shall assist the Executive Director in the preparation of the annual budget.
- 13.5            **BUDGET ADOPTION**  
The Board of Directors shall adopt an annual budget before the close of the prior fiscal year.
- 13.6            **BID REQUIREMENTS**  
The Association shall solicit and receive bids for any expenditure over \$20,000. The lowest responsible bidder, as determined by the Board of Directors, shall be awarded the bid.
- 13.7            **CONFLICTS OF INTEREST**  
The Association shall avoid any investment, transaction or practice that in appearance or fact might impair the confidence of the membership. No Association employee or member of the Board of Directors may have any interest, directly or indirectly, in any investments or financial dealings of the Association.

#### **ARTICLE XIV RULES OF PROCEDURE**

Roberts Rules of Order, newly revised, shall govern all meetings unless specified otherwise in the Constitution.

#### **ARTICLE XV AMENDMENTS**

All proposed amendments and revisions to the Constitution must be submitted in writing to the Executive Director at least thirty (30) days prior to a regular meeting of the Board of Directors. Upon approval of a two-thirds (2/3) vote of the Board of Directors, the matter shall be submitted to Congress. Upon a two-thirds (2/3) vote of Congress, the amendment or revision shall be effective and ratified.

Revised (1/31/76; 3/31/79; 7/31/86; 9/30/91; 10/18/92; 10/24/93; 10/23/94 and 10/22/95; 10/20/96; 10/19/97, 10/26/98, 10/21/01; 10/19/03; 7/1/07; 10/17/09; 10/16/11; 10/21/12, 10/20/13 and 10/19/14.)