

**ARTICLES OF ASSOCIATION AND BYLAWS
OF THE
ILLINOIS RETIRED TEACHERS ASSOCIATION POLITICAL
ACTION COMMITTEE (IRTAPAC)**

Updated May 7, 2019

ARTICLE I
NAME

The name of the organization is the Illinois Retired Teachers Association Political Action Committee (hereinafter referred to as IRTAPAC).

ARTICLE II
NATURE

IRTAPAC is a voluntary not-for-profit, unincorporated association in the State of Illinois established by the Illinois Retired Teachers Association (IRTA), to act for the purposes set forth hereinafter.

ARTICLE III
PURPOSES

The purpose of IRTAPAC is to establish, administer and solicit voluntary contributions to a separate segregated fund to be utilized by IRTAPAC for certain political purposes, including but not limited to, making campaign contributions to candidates for local and state elective office. IRTAPAC will establish guidelines for the purpose of endorsing U.S. House of Representatives and U.S. Senate candidates up for election as well as State of Illinois legislative and gubernatorial candidates.

ARTICLE IV
PRINCIPAL OFFICE

The principle office of IRTAPAC shall be at 828 S 2nd St., Springfield, Illinois.

ARTICLE V
GOVERNANCE

The operation of IRTAPAC shall be governed by these By-Laws.

ARTICLE VI
ORGANIZATION AND DUTIES

Section 1: Board of Directors

IRTAPAC Board of Directors shall be composed of the members of the Executive Committee of the Illinois Retired Teachers Association, as may from time-to-time be elected or appointed and the IRTAPAC Committee Chairperson.

Section 2: Committee

The IRTAPAC Committee Chairperson shall be appointed by the IRTAPAC Board of Directors' Chair with approval of the IRTAPAC Board of Directors.

The Committee members of the IRTAPAC shall be appointed by the IRTAPAC Board of Directors' Chair with approval of the IRTAPAC Board of Directors by meeting, conference call or email.

The Committee Chair and Committee members shall be appointed for a two-year period, beginning January 1 on even-numbered years. Reappointments may be made for succeeding terms.

Vacancies shall be filled by appointment by the IRTAPAC Board of Directors' Chair, with the appointee to serve the remainder of the original term.

Section 3: Compensation/Expenses

Committee members of IRTAPAC and the Board of Directors may be reimbursed for necessary and reasonable expenses actually incurred in connection with the performance of their duties as Committee members of IRTAPAC.

Section 4: Duties

The Committee members of IRTAPAC shall recommend for approval to the Board of Directors the activities of the IRTAPAC.

Section 5: Meetings

IRTAPAC Board of Directors' meetings shall be called by the Chairperson after consultation with the IRTA Executive Director and the Vice-Chairperson. Telephone conference calls are also valid meetings.

ARTICLE VII OFFICERS

Section 1: Chairperson

The IRTA President shall be the IRTAPAC Board of Directors' Chairperson. The Chairperson shall serve a term of two (2) years.

Section 2: Duties of Chairperson

The IRTAPAC Board of Directors' Chairperson shall be the chief operating officer of IRTAPAC and shall act on behalf of the Board of Directors between meetings of the Board. The Chairperson shall preside at the IRTAPAC Board of Directors' meetings.

Section 3: Vice-Chairperson

The IRTAPAC Committee Chairperson shall be the Vice-Chairperson of the IRTAPAC Board of Directors.

Section 4: Duties of the Vice-Chairperson

The Vice-Chairperson shall preside at the meetings of IRTAPAC Board of Directors in the absence of the Chairperson. In the event the Chairperson resigns, becomes incapacitated, or for any other reason becomes unable or unwilling to perform his/her duties as Chairperson, the Vice-Chairperson shall succeed immediately to Chairperson. Upon taking office as Chairperson under these circumstances, the Vice-Chairperson shall serve as Chairperson until replaced by the President of IRTA and approved by the IRTAPAC Board of Directors.

Section 5: Treasurer

The Treasurer of the Illinois Retired Teachers Association shall serve as the IRTAPAC Treasurer.

Section 6: Duties of the Treasurer

The Treasurer shall be the custodian of the records and funds of IRTAPAC. He/She shall keep full and accurate records and accounts of all receipts and expenditures of IRTAPAC and shall from time-to-time present statements summarizing these receipts and expenditures to the Committee of IRTAPAC. The Treasurer shall prepare or cause to be prepared, sign and file all registration statements and reports required to be submitted by IRTAPAC.

ARTICLE VIII CONTRIBUTIONS

The Executive Director of the IRTA shall have the ability to approve contributions of \$500 or less. Contributions of \$500-1000 shall be subject to approval of the IRTA Executive Director, IRTAPAC Chairperson and Vice-Chairperson. All contributions in excess of \$1000 shall be subject to the approval of IRTAPAC Committee. All expenditures must be reviewed and approved by the IRTAPAC Committee at its next scheduled meeting if not previously approved. All IRTAPAC contributions shall be approved by the IRTAPAC Board of Directors.

After considering input from the local units; the Government Affairs Team may make a determination to spend IRTAPAC Funds for primary elections up to \$1,000 without prior approval. The expenditure of funds between \$1,000 - \$5,000 can be spent with the approval of the Executive Director, the IRTAPAC Chair, and the IRTAPAC Vice-Chair. Any expenditure over \$5,000 must be approved by a majority of the IRTAPAC Board of Directors via email, phone or other means.

ARTICLE IX
EXPENDITURES

IRTAPAC shall expend funds received from contributors solely for contributions to the political campaigns of candidates for state elective office, and in connection with any question of public policy and for payment of the costs of establishing and administering IRTAPAC and the soliciting of contributions thereto.

ARTICLE X
RECORDKEEPING AND FINANCES

The IRTAPAC books, records and accounts shall be audited at least once a year by a firm of certified public accountants.

ARTICLE XI
AMENDMENTS

These Articles of Association and Bylaws may be amended by a vote in person of a simple majority of the Committee and subsequently approved by the IRTAPAC Board of Directors.

ARTICLE XII
DISSOLUTION

IRTAPAC may be dissolved by action of the IRTAPAC Board of Directors, provided, however, such dissolution will become effective only upon the approval of the Board of Directors of the IRTA. In the event IRTAPAC is dissolved, all of its assets which remain after the payment of its outstanding obligations shall be distributed to the IRTA Foundation in accordance with applicable laws and regulations and cannot benefit any member of IRTAPAC.

ARTICLE XIII
SAVINGS CLAUSE

If any provision of the IRTAPAC Articles and Bylaws are deemed illegal or unconstitutional by an official ruling of a court or government agency of competent jurisdiction, the rest of the provisions shall remain in effect.