

# TEXAS RETIRED TEACHERS ASSOCIATION BYLAWS

## ARTICLE I: NAME

The name of this organization shall be the Texas Retired Teachers Association, hereinafter referred to as TRTA.

## ARTICLE II: PURPOSES AND OBJECTIVES

### Section 1 – Purposes

The purposes of TRTA shall be to:

1. Promote the preservation and maintenance of the Teacher Retirement System of Texas Pension Trust Fund for purposes as established in Article XVI, Section 67 of the Constitution of the State of Texas;
2. Encourage the Texas Legislature and the Teacher Retirement System of Texas Board of Trustees to ensure that the Pension Trust Fund is preserved to pay, upon retirement, annuities and future annuity increases to the retired members of the Teacher Retirement System of Texas; and
3. Work with the Texas Legislature and the United States Congress to protect, promote and defend the interests of Teacher Retirement System of Texas members.

### Section 2 – Objectives

The objectives of TRTA shall be:

1. To promote the professional, economic, intellectual, social, and healthy well-being of retired school personnel;
2. To provide and maintain a functional and united organization for all retired school personnel;
3. To provide guidance to activities of Local Units of TRTA;
4. To cooperate with associations of retired school personnel of equal status, with associations of active school personnel, and with other associations of retired persons in solving problems of mutual concern; and
5. To encourage retired school personnel to give voluntarily of their time, talents, training, and experience in the furtherance of education and civic endeavors in the community, the state, and the nation.

## ARTICLE III: AFFILIATION

### Section 1

TRTA is an autonomous organization.

### Section 2

The TRTA Districts and Local Units shall affiliate only with TRTA and shall support its objectives and the policies established by the Board of Directors. Any policy mandating action upon the Local Units shall be subject to ratification by the next House of Delegates for the policy to continue in effect.

## ARTICLE IV: MEMBERS

### Section 1

Any retired school personnel or beneficiary who is an annuitant from a teacher retirement system may become a member of TRTA upon payment of dues, either through a Local Unit or directly to TRTA.

### Section 2

Any person who is interested in education and desires to promote the objectives of TRTA may become an Associate Member of TRTA upon payment of TRTA dues either through a Local Unit or directly to TRTA. Associate Members shall have all the rights and privileges of membership except the right to vote and to hold office in TRTA.

### Section 3

Beginning July 1, 2004, any new member of a Local Unit, defined as a member who was not a member of that Local Unit in the previous year, shall also belong to TRTA.

### Section 4

Annual dues of both Active Members and Associate Members shall be twenty-five dollars (\$25.00), two dollars (\$2.00) of which shall be rebated to the respective TRTA District.

## ARTICLE V: DIVISIONS

### Section 1 – Districts

The Districts, as established by TRTA, shall follow and implement TRTA policies, programs, and procedures and shall provide leadership to and communication with the Local Units of TRTA. Districts shall meet the following requirements:

1. Conduct a Fall Convention;
2. Conduct a Spring Leadership Training Conference to train newly elected Local Unit officers and appointed committee chairmen;
3. Require all elected officers and committee chairmen to be Active Members of a Local Unit within that District and of TRTA;
4. Have a minimum of five (5) officers: President, First Vice-President, Second Vice-President, Secretary, and Treasurer; and

5. Have a minimum of eight (8) committees: Bylaws, Community Volunteer Service, Health Care, Informative and Protective Services, Legislative, Membership, Public Relations, and Retirement Education. The First Vice-President shall be chairman of the Membership Committee and the Second Vice-President shall be chairman of the Public Relations Committee.

## **Section 2 – Local Units**

All Local Units shall follow and assist with TRTA bylaws, policies, programs, and procedures. Each Local Unit meeting the following requirements established by the Board of Directors shall be issued a TRTA certificate of affiliation:

1. Adoption of bylaws not in conflict with the bylaws of TRTA;
2. A minimum of six (6) regular meetings per year;
3. All elected officers and committee chairmen be members of the Local Unit and TRTA;
4. A minimum of five (5) officers: President, First Vice-President, Second Vice-President, Secretary and Treasurer; and
5. A minimum of seven (7) committees: Community Volunteer Service, Health Care, Informative and Protective Services, Legislative, Membership, Public Relations, and Retirement Education.

## **ARTICLE VI: HOUSE OF DELEGATES**

### **Section 1**

The voting body of TRTA, which shall be known as the House of Delegates, shall consist of:

1. Members of the Board of Directors;
2. Chairmen of the TRTA Standing Committees;
3. District Presidents, First Vice-Presidents, and, Second Vice-Presidents or alternates appointed by the District Presidents when the elected officers cannot attend;
4. Local Unit delegates, determined as follows:
  - a) Two (2) delegates for the first 100 TRTA members in a Unit or fraction thereof; and
  - b) One (1) delegate for each additional 100 TRTA members in a Unit or fraction thereof; and
5. Past Presidents of TRTA.

### **Section 2**

The Board of Directors shall determine the time and place of the Convention. An annual TRTA Convention shall meet for the purpose of:

1. Electing officers,
2. Receiving reports,
3. Amending bylaws,
4. Conducting such other business as may properly come before the House of Delegates,
5. Providing training for presenters at District training meetings, and
6. Providing opportunities for social interaction with other TRTA members present.

## **ARTICLE VII: OFFICERS OF THE ORGANIZATION**

### **Section 1**

TRTA shall have the following statewide officers, who shall be elected or appointed as specified:

1. The officers elected by the House of Delegates shall be the President, First Vice-President, Second Vice-President, and Secretary/ Treasurer. A candidate for any of these offices shall have been a participating member of TRTA and of a Local Unit for at least three (3) years, and shall have served as an elected officer of a District or Local Unit, but need not have served as a statewide officer.
2. The appointed officers shall be the Historian, Legislative Coordinator, and Organizational Affairs Coordinator. The President shall make the appointments with confirmation by the Executive Committee.
3. The Chairman, Vice-Chairman, and Recorder of the District Presidents Council shall serve as TRTA officers representing that Council.

### **Section 2**

TRTA Officers shall serve terms of office as follows:

1. The officers elected by the House of Delegates shall serve one-year terms, coinciding with the fiscal year. Officers shall be eligible for reelection to one (1) subsequent consecutive term.
2. The appointed officers shall serve one-year terms and, except for the Legislative Coordinator, shall be eligible for reappointment not to exceed four (4) consecutive years. The Legislative Coordinator shall not be limited as to the number of consecutive one-year terms to which he or she may be appointed.
3. Representatives from the District Presidents Council shall be current District Presidents.

### **Section 3**

Officer vacancies shall be filled as follows:

1. President: If a vacancy should occur in the office of President, the First Vice-President shall advance to fill the position. If the First Vice-President is unable to assume the office of President in such a case, the Second Vice-President or the Secretary/Treasurer, in that order, shall do so. When any officer assumes the office of President to fill a vacancy, the resulting vacancy shall be filled by appointment, as provided.

2. Other Statewide Offices: The President, with the approval of the Board of Directors, shall appoint a qualified TRTA member to fill a vacancy occurring in any elected office, other than President, and in any appointed office. If there is a vacancy in the office of the Immediate Past President, the President shall appoint, with the Board of Directors' approval, a TRTA Past President to serve as the Immediate Past President.
3. Representatives from the District Presidents Council: Vacancies in the representatives from the District Presidents Council shall be filled by current District Presidents.

#### **Section 4**

TRTA membership shall be conferred for life upon the completion of service in the office of state President.

### **ARTICLE VIII: NOMINATIONS, ELECTIONS, AND INSTALLATION**

#### **Section 1**

The Nominating Committee shall be constituted and shall act in the following manner:

1. The Nominating Committee shall consist of a Chairman, who shall be the Immediate Past President of TRTA, and four (4) members. Each of the five (5) members shall be from a different TRTA District. Nominations to serve on this Committee shall come from the floor at the House of Delegates, and nominees shall be given the opportunity to decline or consent to this nomination. Secret ballot shall determine election for a term of one (1) year, with no subsequent consecutive term. If only four (4) members are nominated, a voice vote may be taken. If there are more than four (4) nominees, then the four nominees with the most number of votes shall be elected. If there is a tie in the fourth position, the tellers committee shall draw by lot to break the tie and determine the fourth position. The Board of Directors shall fill any vacancy on the Nominating Committee with a TRTA member from the same District as the member vacating the seat on the Committee.
2. Any member of TRTA may submit to the Nominating Committee names of prospective nominees for TRTA elected office. The Committee shall submit to the House of Delegates the names of those members whom the Committee deems qualified to serve. Each nominee shall be given the opportunity to decline or to consent for his or her name to be placed in nomination for state office.

#### **Section 2**

The House of Delegates shall elect the officers by secret ballot at the annual TRTA Convention. A majority vote shall elect. If no majority vote is achieved, a run-off election shall be conducted between the two (2) candidates receiving the most votes. If there is only one (1) nominee for an office, a vote for that office may be by voice.

#### **Section 3**

Officers shall be installed during the TRTA Convention at which they are elected.

### **ARTICLE IX: BOARD OF DIRECTORS**

#### **Section 1**

The Board of Directors of TRTA shall consist of voting and nonvoting members, as follows:

1. The voting members shall be the state President, First Vice-President, Second Vice-President, and Secretary/Treasurer; the Immediate Past President; the Chairman, Vice-Chairman, and Recorder of the District Presidents Council; the Legislative Coordinator; and, the Organizational Affairs Coordinator.
2. The Historian shall serve as a nonvoting member of the Board of Directors.

#### **Section 2**

The TRTA Board of Directors shall:

1. Conduct TRTA business between annual Conventions, subject to the bylaws and instructions of the House of Delegates;
2. Maintain a blanket fidelity bond covering all employees and the Secretary/Treasurer;
3. Employ an Executive Director and determine his or her compensation and period of contract;
4. At its discretion, appoint an Executive Director Emeritus; and
5. Conduct such other duties as outlined elsewhere in these bylaws.

#### **Section 3**

The Board of Directors shall meet at the beginning and at the close of the annual TRTA Convention, with a minimum of four (4) additional regular meetings per year, and at any other times specified in the bylaws. The Board of Directors, in addition to the regular meetings, may meet via teleconference as directed by the President and the Executive Director.

#### **Section 4**

A majority of the voting members of the Board of Directors shall constitute a quorum at a meeting of the Board.

#### **Section 5**

A member of the Board of Directors shall not be liable to the TRTA membership for monetary damages for an act taken or an omission in his or her official capacity as a Board member, except that this provision does not eliminate or limit the liability of a Board member for:

1. A breach of a Board member's duty of loyalty to TRTA or its members;
2. An act or omission not in good faith or that involves intentional misconduct or knowing violation of law;
3. A transaction from which a Board member receives an improper benefit, whether or not the benefit results from an action taken within the scope of the Board member's office;
4. An act or omission for which the liability of a Board member is expressly provided by statute; or

5. An act related to an unlawful stock repurchase or payment of a dividend.

**Section 6**

Any member of the Board of Directors, except the District Presidents Council representatives, may be removed from office either for the inability to perform duties or for non-performance of duties as prescribed in TRTA policies and an affirmative vote of two-thirds of the Board of Directors.

**ARTICLE X: EXECUTIVE COMMITTEE**

**Section 1**

The Executive Committee shall consist of the state President, First Vice-President, Second Vice-President, and Secretary/Treasurer; the Immediate Past President; and the Chairman of the District Presidents Council.

**Section 2**

The Executive Committee shall, in the interim between meetings of the Board of Directors:

1. Exercise all powers of the Board, provided that nothing shall be done contrary to the policies adopted by the Board of Directors or to any action of the Board of Directors; and
2. Confirm the President's appointments of the Historian, the Legislative Coordinator, the Organizational Affairs Coordinator, and the chairmen of all standing committees and special committees except the chairmen of the following committees: Membership, Public Relations, Finance, and Nominating.

**Section 3**

Meetings of the Executive Committee shall be at the call of the President or shall be at the written request of three (3) members of the Executive Committee. The Executive Committee may meet via teleconference.

**Section 4**

Four (4) members shall constitute a quorum at a meeting of the Executive Committee.

**ARTICLE XI: COMMITTEES**

**Section 1**

The standing committees of TRTA shall be Audit, Community Volunteer Service, Finance, Health Care, Informative and Protective Services, Leadership Training, Legislative, Member Benefits, Membership, Organizational Affairs, Public Relations, and Retirement Education.

**Section 2**

As the need arises, the President shall establish special committees, with approval of the Board of Directors.

**Section 3**

Each chairman of a standing committee shall submit to the Board of Directors a plan of action for the ensuing year and to the House of Delegates at the annual TRTA Convention a written report of the committee's work.

**Section 4**

With the exception of the Legislative Committee, all standing committees shall be composed of a minimum of five (5) members including the chairman and ensure that at least 50 percent of the committee members are continuing committee members. Members may serve a maximum of four (4) years. The Legislative Committee shall be composed of a minimum of twenty (20) members and ensure that at least 75 percent of the committee members are continuing committee members. Members may serve a maximum term of eight (8) years.

**ARTICLE XII: EXECUTIVE DIRECTOR**

The Executive Director shall serve as the chief administrative officer of TRTA, transacting all necessary business affairs of the organization and performing such duties as required by the Board of Directors.

**ARTICLE XIII: PARLIAMENTARY AUTHORITY**

**Section 1**

The latest edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority governing all matters of procedure not otherwise provided in these bylaws or in the special rules of order that TRTA may adopt.

**Section 2**

The Board of Directors shall engage a parliamentarian to assist the Board and the House of Delegates during the annual Convention.

**ARTICLE XIV: OPERATIONAL AND FISCAL CALENDAR**

The operational and fiscal year of TRTA shall be July 1 through June 30.

**ARTICLE XV: AMENDMENT OF BYLAWS**

**Section 1**

Proposed amendments to be considered by the Organizational Affairs Committee shall be made through a Local Unit or a TRTA District and shall be submitted to the TRTA office by November 1.

**Section 2**

The Organizational Affairs Committee shall:

1. Be authorized to submit proposed bylaw amendments;
2. Study the proposal and determine its potential impact on the operation of TRTA;
3. Edit and format the proposal with the approval of the author of the composition;
4. Recommend approval, disapproval, or continued study; and
5. Forward the proposal and the Committee's recommendation to the Board of Directors by January 1.

**Section 3**

The Board of Directors shall submit to the House of Delegates all proposals to amend the TRTA bylaws as recommended or not recommended including the Organizational Affairs Committee's specific recommendations and the rationale of both the Board of Directors and the Organizational Affairs Committee. The TRTA House of Delegates may amend the TRTA bylaws during the Convention by:

1. A two-thirds vote, provided that the members have been given notice of the proposed amendment through a TRTA publication or through other written communication at least 30 days prior to the TRTA Convention date; or
2. A nine-tenths vote if members have not been given such notice.
3. All amendments shall become effective July 1 following the annual state convention unless otherwise stated as a proviso with the proposed amendment.

Revised – April 13, 2001

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