

# 2022-2024 TRTA Bylaws

## **Article I. Name**

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

## **Article II. Purpose**

The corporation is organized for the purpose of promoting the economic, intellectual, and social well-being of retired school personnel and other public-school employees through the district and local chapters.

## **Article III. Affiliation**

TRTA is an autonomous organization which consists of the state organization supported by districts and local chapters all of which function to promote the purpose of TRTA. Districts and local chapters operate under the TRTA bylaws and policies.

## **Article IV. State Members**

### **Section 1. Membership Eligibility**

The following are eligible for membership upon payment of state dues:

1. An annuitant or a beneficiary receiving an annuity from a teacher retirement system; and
2. Any person interested in public education and willing to work to achieve the objectives of TRTA.

### **Section 2. State Dues**

Membership state dues are based on interims of twelve months at a rate established by the Board of Directors and approved by the House of Delegates.

*Proviso:* The twelve month interims in Article IV, Section 2 will not take effect until July 1, 2024. Until then, membership state dues are based on the fiscal year at a rate established by the Board of Directors and approved by the House of Delegates (proviso will end on June 30, 2024).

### **Section 3. Calendar**

The fiscal year shall be July 1 through June 30.

## **Article V. State Officers and Elections**

### **Section 1. Officers**

The officers shall be the President, First Vice-President, Second Vice-President, Secretary/Treasurer, and Immediate Past President.

### **Section 2. Nominations and Elections**

The House of Delegates will be presented with the names of all nominees meeting the qualifications of the office for which the nominee has filed. The officers shall be elected by the House of Delegates. If circumstances prevent an in-person House of Delegates, election by delegates may be conducted electronically.

### **Section 3. Eligibility**

Members are eligible for office if they receive an annuity from the Teacher Retirement System of Texas, have been in a local chapter for at least three (3) years, have served as an elected officer of a district or local chapter, but need not have served as a statewide officer.

### **Section 4. Terms**

Officers are elected for two-year terms, coinciding with the fiscal year, with no subsequent consecutive term.

### **Section 5. Vacancies**

If there is a vacancy in the office of President, the First Vice-President will become the President. If the First Vice-President is unable to assume the office of President in such a case, the Second Vice-President, Secretary/Treasurer, in that order, shall do so. When any officer assumes the office of President, the resulting vacancy shall be filled by appointment. The President, with the approval of the Board of Directors, shall appoint a qualified member to fill a vacancy occurring in any elected office and in any appointed position.

### **Section 6. Removal from Office**

An Officer can be removed from office only for cause by a two-thirds vote of those present at a regular meeting of the Board of Directors, with a quorum present, when previous written notice has been given.

## **Article VI. State Board of Directors**

### **Section 1. Board of Directors**

The voting members of the Board of Directors shall be the President, First Vice-President, Second Vice-President, Secretary/Treasurer, Immediate Past President, District Presidents Council Chair, District Presidents Council Vice-Chair, District Presidents Council Recorder, and Legislative Coordinator.

### **Section 2. Terms**

All board members shall serve two-year terms in their respective positions, except for the Legislative coordinator, who shall be eligible for reappointment and serve no more than 8 years. The Legislative coordinator is required to be a member of a local chapter and be receiving an annuity from the Teacher Retirement System of Texas.

### **Section 3. Responsibilities**

The Board of Directors shall:

1. Conduct business between the meeting of the House of Delegates, subject to the instructions of the House of Delegates;
2. Maintain a blanket fidelity bond covering the officers and all employees;
3. Employ an Executive Director and determine 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 4. Meetings**

The Board of Directors shall meet at least four (4) times a year, at an agreed upon time and place. Special meetings may be called by the President, the Executive Director, or four (4) directors. The Board of Directors may meet via electronic communications media as directed by the President and the Executive Director, so long as all members can simultaneously hear each other and participate during the meeting.

### **Section 5. Quorum**

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

## **Section 6. Liability**

A member of the Board of Directors shall not be liable to the membership for monetary damages for an act taken or an omission in their 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 7. Removal from Legislator Coordinator**

The Legislative Coordinator, a position filled by appointment of the President, may be removed from the Board of Directors for the inability to perform duties or for non-performance of duties as prescribed in policies, by a two-thirds vote of those present at a regular meeting of the Board of Directors, with a quorum present, when previous written notice has been given.

## **Article VII. State Executive Committee**

### **Section 1. Executive Committee**

The Executive Committee shall be the President, First Vice-President, Second Vice-President, Secretary/Treasurer, and the Immediate Past President.

### **Section 2. Responsibilities**

The Executive Committee shall, in the interim between meetings of the Board of Directors, exercise all powers of the Board of Directors, 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. The Executive Committee will confirm the President's appointments of the Legislative Coordinator, and the Standing Committee Chairs and members, except for the Chairs of the Communications, Finance, and Membership/Volunteer Services Committees.

### **Section 3. Meetings**

Meetings of the Executive Committee shall be at the call of the President or shall be at the request of three (3) members of the Executive Committee. The Executive Committee may meet via electronic communications media as directed by the President and the Executive Director so long as all members can simultaneously hear each other and participate during the meeting.

### **Section 4. Quorum**

Three (3) members shall constitute a quorum at a meeting of the Executive Committee.

## **Article VIII. State Committees**

### **Section 1. Standing Committees**

The following standing committees shall be held by the organization: Communications, Finance, Historian, Legislative, Member Benefits, Membership/Volunteer Services, Organizational Affairs, and Retirement Education. Committee chairs are required to be members of a local chapter and be receiving an annuity from the Teacher Retirement System of Texas. The First Vice-President shall be the Membership/Volunteer Services Committee Chair, the Second Vice-President shall be the Communications Committee Chair, and the Secretary/Treasurer shall be the Finance Committee Chair.

## **Section 2. Members**

Except for the Legislative Committee, all standing committees shall be composed of a maximum of five (5) members including the Chair and may serve a maximum of four (4) years. The Legislative Committee shall be composed of a minimum of twenty (20) members and its members may serve a maximum term of eight (8) years.

## **Section 3. Special Committees**

The President may appoint special committees, with approval of the Board of Directors, as needed.

## **Section 4. Meetings**

Committees shall meet as directed by the President or by the Committee Chair. Committees may meet in person, via teleconference or through other electronic communications media so long as all the members can simultaneously hear each other and participate during the meeting.

## **Article IX. District Presidents Council**

### **Section 1. District Presidents Council**

The District Presidents Council shall consist of the twenty (20) District Presidents.

### **Section 2. Responsibilities**

The District Presidents Council shall elect three (3) officers that will serve on the Board of Directors. The District Presidents Council officers shall be a Chair, Vice-Chair, and Recorder.

### **Section 3. Terms and Vacancies**

The District Presidents Council officers are elected for two-year terms, coinciding with the fiscal year, with no subsequent consecutive terms. District Presidents Council officer vacancies shall be filled by current District Presidents.

### **Section 4. Removal from Office**

District Presidents Council officers can be removed from office only for cause by a two-thirds vote of those present at a regular meeting of the Board of Directors, with a quorum present, when previous written notice has been given.

## **Article X. Districts**

The districts, as established by TRTA, shall follow and implement TRTA standing rules. Each district shall provide leadership to and communication with the local chapters. Elected district officers and committee chairs are required to be members of a local chapter within that district and receive an annuity from the Teacher Retirement System of Texas.

### **Section 1. District Officers**

The districts shall have a minimum of five (5) officers: President, First Vice-President, Second Vice-President, Secretary, and Treasurer. If circumstances prevent an in-person meeting, election of officers may be conducted electronically.

### **Section 2. District Committees**

The districts shall have a minimum of six (6) committees: Communications, Historian, Legislative, Member Benefits, Membership/Volunteer Services, and Retirement Education. The First Vice-President shall be the Membership/Volunteer Services Committee Chair and the Second Vice-President shall be the Communications Committee Chair.

### **Section 3. Conferences**

The districts may conduct two (2) conferences per year for the purpose of offering resources to elected local chapter officers and appointed committee chairs. Districts may meet via electronic communications media so long as all members can simultaneously hear each other and participate during the meeting.

## **Article XI. Local Chapters**

Each local chapter meeting the following requirements established by the Board of Directors shall be issued a TRTA certificate of affiliation:

1. Adoption of standing rules not in conflict with the bylaws or policies of TRTA;
2. A minimum of five (5) regular meetings per year; and
3. All elected officers and committee chairs must be members of the local chapter and of TRTA.

### **Section 1. Local Chapter Officers**

The local chapters shall have a minimum of five (5) officers: President, First Vice-President, Second Vice-President, Secretary, and Treasurer. If circumstances prevent an in-person meeting, election of officers may be conducted electronically.

### **Section 2. Local Chapter Committees**

The local chapters shall have a minimum of five (5) committees: Communications, Legislative, Member Benefits, Membership/Volunteer Services, and Retirement Education. The First Vice-President shall be the Membership/Volunteer Services Committee Chair and the Second Vice-President shall be the Communications Committee Chair.

### **Section 3. Meetings**

The local chapters shall conduct a minimum of five (5) regular meetings per year. Local chapters may meet via electronic communications media so long as all members can simultaneously hear each other and participate during the meeting.

## **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. State Events**

The Board of Directors shall determine the time and place of the meeting of the House of Delegates, Convention, and Day at the Capitol, and any other events as needed. In situations which make in-person meetings impossible or impractical, TRTA may help arrange virtual visits by electronic communication media.

## **Article XIV. House of Delegates**

The House of Delegates shall meet in even-numbered years for the purpose of electing officers and amending bylaws.

### **Section 1. State Delegates**

The delegates shall consist of the Board of Directors, Standing Committees Chairs, and Past Presidents.

## **Section 2. District Delegates**

The delegates shall consist of the Presidents, First Vice-Presidents, Second Vice-Presidents, Secretaries, and Treasurers. Alternates may be appointed by the District Presidents when the elected officers cannot attend. Delegates must be receiving an annuity from the Teacher Retirement System of Texas.

## **Section 3. Local Chapter Delegates**

The delegates shall be determined by:

1. Two (2) delegates for the first 100 members in a local chapter or fraction thereof;
2. One (1) delegate for each additional 100 members in a local chapter or fraction thereof; and
3. Delegates must be receiving an annuity from the Teacher Retirement System of Texas.

## **Article XV: Parliamentary Authority**

*Robert's Rules of Order Newly Revised* (latest edition) shall govern meetings when not in conflict with the organization's bylaws and policies. The Board of Directors shall engage a parliamentarian to assist the Board and the House of Delegates.

## **Article XVI. Amendments**

The House of Delegates may amend the bylaws in even-numbered years by a two-thirds vote, provided that the members have been given notice of the proposed amendment through communications at least 30 days prior to the House of Delegates or a three-fourths vote if members have not been given such notice. All amendments shall become effective July 1 following the House of Delegates unless otherwise stated as a proviso with the proposed amendment.

### **Section 1. Submittal Process**

Proposed bylaws amendments to be considered by the House of Delegates shall be submitted to the TRTA office by a date specified by the Board of Directors. Proposed bylaws amendments may originate from a district, local chapter, the Board of Directors, or the Organizational Affairs Committee when authorized by the Board of Directors.

The Board of Directors shall submit all proposed bylaws amendments to the House of Delegates. The proposals will include the Board of Directors and the Organizational Affairs Committee recommendations and rationales.

### **Section 2. Organizational Affairs Committee Proposals**

The Organizational Affairs Committee shall study each submitted proposal and determine its potential impact on the operation of TRTA and other articles in the bylaws. The Organizational Affairs Committee will also:

1. Edit and format the proposal with the approval of the author of the proposed amendment;
2. Recommend approval, disapproval, or continued study; and
3. Forward the proposal and recommendations to the Board of Directors by January 1.

Last amended May 9, 2022