

# **STATE AND LOCAL GOVERNMENT BENEFITS ASSOCIATION**

## **CONSTITUTION**

### **I. NAME**

The name of the organization shall be the State and Local Government Benefits Association (SALGBA).

### **II. OBJECTIVES**

The objectives of this Association shall be to:

- A. Provide valuable opportunities for the exchange of information, ideas, knowledge and expertise through networking and the use of electronic and print media.
- B. Be a collective voice on national employee benefit issues.
- C. Enhance and promote professional education through conferences and the Certified Government Benefits Administrator (CGBA) program.
- D. Create partnerships with professional, educational and other benefits-related organizations.

### **III. MEMBERSHIP, VOTING RIGHTS AND MEMBERSHIP FEES**

#### **A. Membership Definitions**

- 1. Jurisdictional Membership in this Association shall meet the qualifications as described in Section 1, A of the By-Laws.
- 2. Associate Membership shall meet the qualifications as described in Section 1, B of the By-Laws.
- 3. Honorary Membership shall meet the qualification as described in Section I, C of the By-Laws.
- 4. All membership applications are subject to approval of the Board of Directors.

B. If more than one representative from a member organization is present, there shall be only one vote for that organization's delegation.

C. Member fees shall be determined on an annual basis by a majority vote of the Board of Directors.

#### IV. MEETINGS

- A. The annual meeting of the association shall be held on a date set by the Board of Directors, giving at least ninety days notice to the membership.
- B. Special meetings of the association may be called by the President with a 30-day written notice to the membership.

#### V. DIRECTORS AND OFFICERS

- A. There shall be a Board of Directors consisting of three officers and five directors at-large. Specific election procedures shall be contained in the By-Laws.
- B. The officers of the association shall be the president, president-elect, and treasurer, and each officer shall have the duties and functions usually attached to such office. The specific function and responsibility of each officer shall be contained in the by-laws. The officers, in addition to the immediate past-president, shall constitute the executive committee.
- C. The president and president-elect shall be confirmed at the annual business meeting, for terms of one year or until their successors shall have been confirmed. The president-elect shall be the candidate for president. No person shall serve as president more than once in a five-year period, unless exception is approved by a majority vote of the Board of Directors.
- D. In the event a vacancy occurs in the presidency, a past president starting with the most immediate, will fill the remainder of the vacant term. Any other officer vacancies shall be filled by a majority vote of the Board of Directors.
- E. The treasurer shall be appointed as an ex-officio board member by the Board of Directors at the annual meeting for a term of three years or until a successor has been appointed.
- F. Directors at-large shall be elected for three-year terms. Vacancies during a term shall be filled by the President subject to a vote of the majority of the Board of Directors.
- G. No more than one representative from a governmental unit shall serve as a Board member at the same time.
- H. The two most immediate past presidents who are active Jurisdictional Members, shall be non-voting ex-officio members of the Board, except in the case of a tie vote, when the most immediate past President shall have a vote to break the tie. If any or all of the two most immediate past presidents are not active Jurisdictional Members, then the President can appoint a (n) alternate(s) past president to fill the vacancy. The three most immediate past presidents shall be considered by the Board to fill the Treasurer position whenever that position becomes vacant.
- I. An Associate Member appointed by the President for a two year term shall serve as a non-voting ex-officio member of the Board. The Associate Member appointment is subject to approval of the Board of Directors. The board shall have two associate member advisor positions.

- J. The Board of Directors is the governing body of the Association and shall give direction to the President for execution of such policy.
- K. The specific function and responsibilities of the Board of Directors shall be contained in the By-Laws.
- L. Board members shall be required to chair or co-chair at least one of the nine standing committees.

## **VI. COMMITTEES**

- A. There shall be nine standing committees of the Association as follows:
  - 1. Program
  - 2. Governance
  - 3. Finance
  - 4. Communications
  - 5. Membership
  - 6. Nominating
  - 7. Continuing Education and Certification
  - 8. Conference Committee
  - 9. Executive Committee
- B. Committee chairpersons shall be appointed by the President annually except that the chairperson of the Nominating Committee shall be the immediate past president of the Association and the chairperson of the Finance Committee shall be the Treasurer. Standing committee members shall be appointed by the committee chairperson, subject to approval by the President, and will consist of a minimum of two members including the chairperson. Associate members may serve on committees.
- C. Ad hoc committees to deal with special situations and problems may be appointed by the President.
- D. Committee vacancies may be filled by the President of the Association and the President may appoint additional members as needed.

## **VIII. BY-LAWS**

- A. There shall be established By-Laws, which shall act as standard operating procedures for all officers, committee chairpersons and the Board of Directors.
- B. By-Laws shall be based on, and not contrary to, the provisions of the Constitution.
- C. The Association shall be governed in all parliamentary matters by the most recent "Robert's Rules of Order."

## **IX. AMENDMENTS**

- A. Upon approval by two-thirds of the Board of Directors, amendments to the Constitution shall be referred to the membership at an annual meeting, by mail, or electronically. Notice of such amendments must be supplied to the membership at least 30 days prior to the annual meeting at which the vote is to be taken, or at least 30 days prior to the date on which a vote by mail is to be tallied. Amendments to the Constitution so referred to the membership shall require a vote of approval of two-thirds of the voting membership present at any annual meeting of the Association, or if the vote is held by mail, two-thirds of the members voting.
- B. Amendments to the By-Laws may be made by two-thirds vote of the Board of the Directors.
- C. Any member of the Association may propose a change in the Constitution or By-Laws by submission to the Chairperson of the Governance Committee. The proposed amendment must be submitted in writing and attested to by four (4) other members. The said proposed change shall be presented to the next annual meeting of the Association and shall require approval by a vote of two-thirds of the membership present.

## **X. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

- A. The association shall indemnify each of its directors: past, current, or future officers; committee chairmen and who were, or are committee members parties or are threatened with being made a parties to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the association) by reason of the fact that he is or was a director, officer, committee chairman or committee member of the association, or is or was serving at the request of the association as a director, officer, employee or agent of another association, partnership, joint ventures, trust or other enterprise, against expenses (including attorney's fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the association, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.
- B. Except as provided herein below, any such indemnification shall be made by the association only as authorized in the specific case upon a determination that indemnification of the director, officer, committee chairman or committee member is proper in the circumstances because he has met the applicable standard of conduct set forth above. Such determination shall be made by the Board of Directors by a majority vote of a quorum of directors who were or are not parties to such action, suit, or proceeding.
- C. Expenses, (including attorney's fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the association in advance of the final disposition of such action, or proceeding if authorized by the Board of Directors and upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the association.

- D. To the extent that a director, officer, committee chairman or committee member has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith, without any further determination that he has met the applicable standard of conduct set forth above.

## **XI. QUORUM**

A quorum of the Board of Directors shall be four (4) voting members.

## **XII. DISSOLUTION**

In the event of dissolution of the State and Local Government Benefits Association, whatever funds are left after all debts are paid shall be donated to an organization or organizations that are tax-exempt under Federal statutes. The Board of Directors, by majority vote, shall decide which organization or organizations are to be the beneficiaries of any funds that are to be donated as referred to in the foregoing sentence.

## **XIII. INUREMENT**

No part of the net earnings of the Association shall inure to the benefits of, or be distributed to its members, trustees, officers or other persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance to the purposes set forth in Article II, Objectives of the Constitution.