

# EIU Annuitants Association Special Board Meeting Minutes

Rathskeller, MLK Union

May 8, 2014

**BOARD MEMBERS PRESENT:** Dan Carpenter, Mac Corley, Scott Crawford, Barb Funk, Vicki Hampton, Mary Anne Hanner, Ellen Keiter, Frank McCormick, Jill Nilsen, Doug Sloat.

- I. **Introduction:** President Nilsen explained that the purpose of the special meeting was to give Board members an opportunity to share their responses to the “Proposed Bylaws of the State Universities Annuitants Association (Illinois).” She reminded Board members that the proposed changes to the SUAA Constitution which were presented at SUAA’s June 2013 Annual Meeting were not accepted at that meeting, it being agreed that consideration of a revised Constitution would be postponed until the 2014 Annual Meeting. Subsequently, then President Henry appointed a new Constitutional Revision Committee and the committee, upon the advice of its Parliamentarian, agreed at its initial meeting to “start from scratch and write a new Constitution.” Upon completion of the task, the committee presented its proposed Bylaws to the Executive Committee, which approved the document, at which time a motion was made and approved that approval of the document would be the first order of business at SUAA’s 2014 Annual Meeting. Regional meetings to discuss the proposed Bylaws have recently been held at the College of DuPage, NIU, and SIU. A fourth regional meeting is scheduled to be held at Lincoln Land Community College on May 14, 2014.
  
- II. **Discussion of “Proposed Bylaws”:** In the course of discussing the Proposed Bylaws, Board members agreed by consensus that the following areas of concern were sufficiently worrisome to warrant the Board’s recommendation that the document **not be approved:**
  - A. Concern that insufficient opportunities had been given SUAA’s affiliates to discuss and comment on the proposed Bylaws prior to the 2014 Annual Meeting.
  
  - B. Concern that the proposed conflation of the Treasurer’s duties with those of the Executive Director is contrary to the best practices of non-profit organizations – this because the conflation of the duties of the two offices could lead to conflicts of interest and would not provide adequate, timely oversight of SUAA expenditures.

- C. Concern that the Executive Director/Treasurer’s proposed advisory role in the selection of members of the Human Resources Committee (**Article X.10.3: “Committee appointments shall be made by the committee chair in consultation with the president and the executive director/treasurer)** is contrary to the best practices of non-profit organizations.
  
- D. Concern that the inclusion of east central Illinois chapter EIUAA in the proposed southern region (**Article VIII.8.1)** would reduce the likelihood of EIUAA nominees being selected as regional officers.
  
- E. Concern with the propriety of the proposed eligibility of commercial entities for SUAA membership (**Article III.3.1**). (Re: proposed eligibility of commercial entities, see *“Report of the Constitution Committee, Chapter Two: Proposed SUAA Bylaws Change in Membership Categories”*).
  
- F. Concern that SUAA funding of the proposed regional meetings might require a dues increase.
  
- G. Concern that the proposed list of officers (**Article IV.4.1**) does not include the **past president**, whose experience and advice we believe could be of great value to the Executive Committee.
  
- H. Concern that the Constitutional Revision Committee’s decision to develop an entirely new document exceeded its mandate.

**ACTION:** Following discussion, the Board agreed to instruct President Nilsen to send to current SUAA President Bruce Appleby (with a copy to the SUAA Board) a letter expressing the EIUAA Board’s concern that there has been limited opportunity to discuss and respond to the proposed Bylaws prior to SUAA’s 2014 Annual Meeting (M. Hanner/D. Carpenter).

The meeting adjourned at 10:00 a.m.

Respectfully submitted,  
 Frank McCormick, Secretary