



**Illinois  
School Psychologists  
Association**

*Caring for all students since 1979*

**2024 CONSTITUTION AND BYLAWS  
OF  
THE ILLINOIS SCHOOL  
PSYCHOLOGISTS ASSOCIATION**

# **ISPA CONSTITUTION & BYLAWS**

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## ***ARTICLE I - NAME***

The name of this organization shall be the Illinois School Psychologists Association. Hereinafter referred to as “ISPA”, which shall be a not-for-profit corporation. ISPA shall have a Governing Board, which shall hereinafter be referred to as the “Board”.

## ***ARTICLE II - Purpose***

### **Goals and Planning Process**

#### **A. Goals**

Goals and a vision statement shall be developed in accordance with the planning policy and procedures and approved by the Governing Board.

#### **B. Planning Process**

The Association shall maintain an integrated planning process which begins with long range projections for the future of school psychology and is implemented in the budget of each organizational unit on an annual basis. This planning process shall include a long-range plan, implementation goals, and annual objectives.

#### **1. Long Range Plan**

- a. A long-range plan shall be developed by the Association. The long-range plan shall include implementation goals and annual objectives for each long-range goal. The long-range plan shall be evaluated at least every three (3) years to assess the relevance of established long-range goals to the current state of the field and perceived needs for the future.
  - The Budget, Planning and Development Committee shall be responsible for coordinating the overall development of the long-range plan of the Association.

#### **2. Implementation Goals and Annual Objectives**

- a. Implementation goals are to operationalize each long-term goal and to direct the development of annual objectives. Each organizational unit shall develop implementation goals in conjunction with long term goals that relate to its role within the Association. Every implementation goal shall have annual objectives defined.
- b. On an annual basis, each organizational unit of the Association shall construct objectives. These objectives shall be translated into specific activities which are the basis for the proposed budget of that organizational unit. These activities and their budgets shall be presented for approval in accordance with the Budget, Planning and Development Committee procedures regarding the budgeting process.
- c. Evaluation: Each organizational unit shall submit a report at each Governing Board Meeting assessing the status of each goal and objective.
- d. Budget, Planning and Development Committee shall provide a summative report to leadership. Presidential perspective will highlight accomplishments in the newsletter to general membership.

## ***ARTICLE III - MISSION/VISION/CORE VALUES***

### **A. Mission**

ISPA strives to empower school psychologists to promote the learning, behavior, and mental health of all students.

### **B. Vision**

All students access the learning, behavior, and mental health support needed to build capacity to thrive in school, at home, and throughout life.

### **C. Core Values**

- a. Integrity: ISPA is committed to high standards, ethical principles, social justice, honesty, fairness, and treating others with dignity and respect.
- b. Diversity and Inclusion: ISPA honors individual, cultural, and other contextual differences in our own interactions and as they shape students' development.
- c. A Focus on Children and Youth: ISPA prioritizes the needs of children, youth, and families in all activities.
- d. Advocacy: ISPA promotes equitable schooling and positively influences outcomes, directly affecting the lives of children, youth, families, and the school communities we serve.
- e. Collaborative Relationships: ISPA partners with allied organizations, agencies, and others to develop and achieve shared goals.
- f. Continuous Improvement: ISPA sets challenging objectives and evaluates the effectiveness of organizational processes and professional practices.
- g. Visionary Leadership: ISPA approaches its work with optimism, energy, and professionalism, working pragmatically with "what is" while moving toward "what can be."

## ***ARTICLE IV - MEMBERSHIP***

### **Section 1.**

There shall be two classes of **dues-paying** members.

#### **A. Regular Members**

1. There shall be a group of regular members, minimal qualifications for which shall be a Professional Educator License in School Psychology from the Illinois State Board of Education, or its equivalent if applying from out of state. Regular members enjoy the full privileges of membership including the right to vote and hold office.

2. School psychology interns and graduate students in school psychology may apply for regular member status per approval and/or verification from state training programs. Retired school psychologists may also maintain regular membership status.

3. Charter membership shall be granted to any individual who meets the criteria for regular membership and who applied for membership prior to December 31, 1979. All charter members shall enjoy the full privileges associated with regular member status including the right to vote and hold office.

#### **B. Associate Members**

There shall be a group of associate members who do not meet the criteria for regular membership but who have an interest in the field of school psychology. Associate members may not vote or hold office.

### **Section 2.**

There shall be two classes of **non-dues paying** members.

- A. There shall be a group of life members who are recommended for this honor by the board. To be recommended, an individual shall have been a member of ISPA for at least 10 years and shall have made notable contributions to the field. Life members shall enjoy the full privileges of

membership including the right to vote and hold office, except that they shall not pay dues.

- B.** There shall be a group of honorary members who have been so designated by the Board. This designation may be granted to an individual who upholds the standards of ISPA and contributes significantly to the ISPA mission, vision and core values, and/or significantly contributes in a manner that positively impacts the field of School Psychology. Honorary members may not vote or hold office and do not pay dues.

### **Section 3.**

Application for any membership status shall be made to the chairperson of the membership committee. Applicants for regular membership status must possess their Professional Educator License in School Psychology from the Illinois State Board of Education or its out-of-state equivalent upon initial application or upon request of the membership chairperson. University trainers of school psychologists must include their title and position on their application. Student and intern applicants must enclose an endorsement by their university trainer or intern supervisor stating they are eligible for regular membership.

### **Section 4.**

Members of ISPA shall not have the authority to act as representatives of ISPA in matters falling outside their functions as officers or committee members unless specifically authorized by vote of ISPA or the Board.

### **Section 5.**

The National Association of School Psychologists ethical principles and professional practice standards shall be the official standards of ISPA and shall apply to all members.

### **Section 6.**

Severance of membership

- A.** Membership shall automatically be forfeited for nonpayment of dues on October 1, the first day of the membership year. Reinstatement may be made by submitting current dues to the membership committee. Exceptions for hardships can be brought forward to the Executive Committee by the president with requesting member's permission.
- B.** A member may be expelled from ISPA for violation of either ISPA policies and guidelines and/or the National Association of School Psychologists (NASP) ethics or violation of the NASP professional practice standards. When ethics violation charges are presented against a member to the ethics committee, the member shall be notified immediately of the charges, the name of the person or persons presenting the complaint, the time and place of the review of the charges by the ethics committee. The member shall have the right to attend this closed hearing, to answer the charges and defend against them, and to be accompanied by legal counsel if the member desires. If the charges are substantiated and the ethics committee recommends expulsion, the member shall have the right to attend, with counsel, the closed Board hearing. Expulsion of a member shall occur only by a three-fourths vote of the Board. An individual expelled for an ethics or professional standards violation from membership by NASP would not be eligible for membership at the state level.

### **Section 7.**

Any further references in this document to members refer to voting members unless a statement to the contrary is present.

### **Section 8.**

An ISPA member shall vote in only one geographical region. The member shall be assigned to the region in which the member works unless otherwise requested by the member.

## ***ARTICLE V - NOMINATIONS AND ELECTIONS***

### **Section 1.**

By the time of the Annual Business Meeting of ISPA, the Nominations and Elections Committee shall prepare a slate of at least one nominee for each office to be filled. The call for nominations shall be opened to Regular and Retired members in good standing via current communication systems through multiple means by the Nominations and Elections Chair on November 1st through the close of nominations at the Annual Business meeting. This slate shall be presented for acceptance by the membership of ISPA at its Annual Business Meeting including any additional nominations from the floor.

### **Section 2.**

The Nominations and Elections Committee shall make available the election ballots to all members of ISPA no later than April. The Office of Regional Director shall be voted on by members of their respective region. Thirty days after making the final ballot available, the Nominations and Elections committee shall close the election, count the ballots and report to the Executive Committee the names of members who have been elected to office. The election count shall proceed from the highest office on the ballot to the lowest. Election for a higher office shall eliminate a candidate's name in the counting of ballots for all lower offices. In the event of a tie vote for any office or position, the Nominations and Elections Committee shall prepare a new ballot to be made available to members indicating that a tie exists and requesting the membership to vote again. In the case of a tie at the Regional Director level, only the members of the respective region shall receive a tie-breaking ballot. A tie-breaking election shall close twenty days after the availability of the tie-breaking ballot. The procedure shall be repeated until one candidate receives a majority of the votes of those voting. The Nominations and Elections Committee shall formally notify all nominees of the election results within 10 days of the close of said election.

### **Section 3.**

Announcements of the election results shall be made by a member of the Executive Committee at the meeting of the Board following the elections. Prior to the start of their elected term, newly elected Board Members are invited to all subsequent Board Meetings with reimbursement as a fully elected Board Member.

### **Section 4.**

In the event a Board Member is subsequently elected or appointed to a concurrent office in ISPA and has consented to be appointed or run for election, the Board Member shall be required to resign from the previous position which shall be filled in the appropriate manner. The previous or elected position will terminate at the start of the new position or end of the fiscal year.

## ***ARTICLE VI - OFFICERS***

### **Section 1.**

The officers shall consist of a President, President-Elect, Past President, Secretary, Treasurer, and Regional Directors representing the geographic regions of the state as determined by the Board.

### **Section 2.**

The President-Elect, the Secretary, and the Treasurer shall be elected by the membership of the Association as provided in Article IV of these bylaws. The President shall be a member of the ISPA who has just completed a term as President-Elect. The Past President shall be a member of the ISPA who has just completed a term as President. The Regional Directors shall be elected by their respective members.

### **Section 3.**

The term of office for the President shall be a three-year commitment, the sequence of which is President Elect, President, and Past President. The term of each office shall be one year, commencing at the summer

Governing Board meeting or no later than July 1 of the year in which they are elected.

The term of office for the Secretary, Treasurer, and Regional Directors shall be three years and shall commence at the summer Governing Board meeting or no later than July 1 of the year in which they are elected, for no more than two consecutive terms.

#### **Section 4.**

No person may hold more than one elected office at the same time.

#### **Section 5.**

In the event that any elected officer of ISPA, other than President or Immediate Past President, shall be unable to fulfill their duties during the prescribed term of office, it shall be the duty of the President to appoint an interim officer, with majority approval of the Board. This interim officer shall serve until the next scheduled election, at which time an officer shall be elected in accordance with the ISPA Constitution and Bylaws.

In the event that the President shall not serve out a full term, the President-Elect shall succeed to the unexpired term and continue as President throughout the following year. If the President-Elect is unable to succeed the President, both a President and a President-Elect shall be elected by the membership at the time of the next election. A vacancy in the office of the Immediate Past President shall be filled by a former past President nominated by the president and approved by the majority of the Board until the incumbent President transfers to that office.

#### **Section 6.**

Removal of officers from their elected posts for cause, including but not limited to procedural violations, conflict of interest or inability to perform assigned tasks shall be the responsibility of the Board. The officer shall be notified of the time and place of the Board meeting to review the proposal for removal, and the officer shall have the right to attend this closed hearing, to answer the charges and defend against them, and be accompanied by legal counsel if the officer desires. A two-thirds vote of the Board members present shall constitute removal.

#### **Section 7.**

The President shall provide leadership and direction to ISPA, preside over all meetings of ISPA, including Board and Executive Committee, serve as ex-officio member of all committees of ISPA, and carry out such functions as the Board may designate. The President shall monitor the accomplishments of goals and objectives, which have been developed according to established policy.

#### **Section 8.**

The President-Elect shall serve as President in the event the President is unable to fulfill the duties during the prescribed term, shall act as President in the temporary absence of the President, shall be an ex-officio member of the Convention Committee, shall be a member of the Executive Committee, shall become familiar with the operation and organization of all facets of ISPA, and shall carry out other functions designated by the President and/or the Board.

#### **Section 9.**

The current Past President shall be chairperson of the Nominations and Elections Committee, shall be a member of the Executive Committee, shall provide support and guidance to the President and President-Elect, and shall carry out other functions as the Board designates. The current Past President shall act as temporary President of ISPA in the absence of both the President and President-Elect.

#### **Section 10.**

The Secretary shall keep minutes of all business meetings of the ISPA, act as Secretary of the Executive



Committee, carry on necessary correspondence of the ISPA, issue notices of regular or special meetings, maintain a file of minutes, correspondence, and records of the ISPA, and transmit such file intact to the successor. In the event the Secretary is not available to keep minutes at a meeting, a member replacement shall be appointed by the President.

#### **Section 11.**

The Treasurer shall have authority to sign checks and drafts on behalf of ISPA as provided by the Constitution and Bylaws, a vote of the ISPA membership, or vote of the Board. The Treasurer shall keep a full record of all receipts and expenditures as provided by the bookkeeping service and shall report thereon as provided in Section 2 of Article VIII, and shall at all reasonable times exhibit the books of account to any member of ISPA. The Treasurer shall be a member of the Executive Committee and an ex-officio member of the Membership Committee. The Treasurer shall provide for an additional signatory on all ISPA accounts so that, in case of the Treasurer's absence or incapacity, that individual shall have the authority to sign checks. The signatory shall be an elected officer of ISPA designated by the Board.

#### **Section 12.**

The Regional Directors shall function as elected liaisons between the Board and the membership in their region. They shall represent to the Board the concerns and needs of their region, and actively organize the region for tasks such as disseminating information, promoting awareness of professional development opportunities, and carrying out the goals and objectives of the ISPA.

### ***ARTICLE VII - ISPA GOVERNING BOARD***

#### **Section 1.**

There shall be a Governing Board of ISPA herein referred to as the Board, which shall consist of the ISPA State-wide Officers and Region Directors (RDs), Committee Chairs, Liaisons, Graduate Educator, and Intern and Student Representatives.

Voting Board members include ISPA State-wide Officers and Region Directors (RDs), and Committee Chairs. Non-voting members include Intern and Student Representatives, Liaisons, Ethics Committee Chair, and Graduate Educator.

The number of voting members who are elected shall always exceed the number of appointed voting Board members. All Board members with voting privileges shall represent only one vote, regardless of the number of positions they may hold on the Board. Committees shall only have one vote even if there are co- chairs.

#### **Section 2.**

The Board shall be empowered to carry out the business of the ISPA.

#### **Section 3.**

The Board shall meet a minimum of three times yearly and shall meet at any additional time at the discretion of the President.

#### **Section 4.**

A special meeting of the Board shall be held upon a written petition to the President by five Board members or fifteen ISPA members in good standing. In the event of such a petition, the President shall call a meeting of the Board in not less than thirty days from the delivery of such petition. Matters upon which formal action is taken shall be limited to these specific matters set forth by the body of the petition, unless two-thirds of the Board members present decide otherwise.

#### **Section 5.**

All Committee Chairs, Representatives, and Liaisons shall hold office at the appointment of the President

and approval of the elected Board members. The elected NASP Delegate will serve as Liaison to the Board. Affiliated groups may identify an individual to serve as Liaisons to the Board for consideration of nomination and approval by the President and elected Board members.

**Section 6.**

Removal of Board members. Any Board member may be removed, with cause, at a meeting of the Board called expressly for that purpose, by a vote of a majority of the Board members present at said meeting. This is not indicated by emergent situations of the Board member. This could include, but is not limited to, pervasive and long-standing negligence of duties and responsibilities associated with their current position.

## **ARTICLE VIII—COMMITTEES AND LIAISONS**

**Section 1.**

The Committees and Liaisons of ISPA shall consist of the following: Committee areas, standing committees and liaisons, and such special committees (i.e. workgroups) and liaisons as may be established from time to time by vote of the Board or of members of ISPA at any duly constituted Board meeting.

**Section 2.**

All committee chairpersons shall help the President by formulating yearly objectives on the Activity and Budget Planning Document and by keeping the President and Board actively informed of the quarterly progress on their yearly objectives.

**Section 3.**

The President, upon assuming office, shall appoint chairpersons of committees and liaisons subject to the approval of the elected officers, unless some section of these bylaws stipulates otherwise. Regional Directors may serve as committee chairpersons.

**Section 4.**

The Executive Committee of ISPA shall consist of the President (Chair), President-Elect, Immediate Past President, Secretary and Treasurer. One Regional Director, elected annually by the Regional Directors, will sit on the Executive Committee as a non-voting Liaison. It shall be the function of the Executive Committee to develop and propose to the Board plans for the improvement of the structure, functions and activities of ISPA including financial planning and long-range budgeting. In the interval between the regularly scheduled meetings of the Board, the Executive Committee shall have the authority to take such actions as are necessary for the conduct of ISPA affairs in accordance with these bylaws and the policies of the Board. If an emergency is declared by a majority of the Executive Committee, the Executive Committee shall have the power to take action as though such action were taken by the Board. The votes may either be cast in person or through electronic polling. The votes shall be recorded by the Secretary. However, all actions taken by the Executive Committee in the name of the Board shall be ratified by the Board at its next regularly scheduled meeting. The Executive Committee shall make a written report of its transactions at each regularly scheduled meeting of the Board.

**Section 5.**

The Budget, Planning and Development Committee shall establish and maintain a system for planning the goals of ISPA that provides consistent organizational continuity and ongoing organizational evaluation, including the determination of membership priorities. Such priorities must be approved by the Board by majority vote. The organization's budget shall be directly linked to priority activities.

**Section 6.**

The Nominations and Elections Committee shall consist of the Immediate Past President as Chair and two current members selected by the Chair with notification to the Board, and with Board approval, by the Fall Board Meeting. The Committee shall present a slate of at least one nominee, who is willing to serve if elected, for each vacancy to be filled by election. Efforts will be made to have contested elections. The

committee shall supervise all elections as outlined in Section 2 Article IV of these bylaws.

**Section 7.**

There shall be a Governmental Affairs Committee responsible for monitoring legislation, maintaining contact with key members of the Federal and State legislatures, and maintaining communications in order to present the views of ISPA to legislators and relevant stakeholders. The Committee shall provide a summary of proposed and/or pending legislation and legislative agenda to the Board.

**Section 8.**

The Communications Committee includes publications, public relations, and historians. Publications include communications to membership; public relations assist with State Declaration Day for School Psychologists, and the historian maintains historical artifacts and records of the association.

**Section 9.**

The Membership Committee shall seek to increase and retain the membership by communicating with current and prospective members through a variety of means. The Treasurer shall serve as an ex-officio member.

**Section 10.**

The Convention Committee shall prepare a minimum of one annual statewide conference. The President-Elect shall serve as an ex-officio member.

**Section 11.**

The Bylaws Committee shall actively review the organizational structure and propose changes in the Constitution and Bylaws, as well as the Policy Manual, as needed. The Chair will either serve as, or arrange to have, a Parliamentarian at Board meetings. In the event that the Chair is unavailable, the President will appoint a Parliamentarian to serve at the Board meeting.

**Section 12.**

Appointed liaisons shall be non-voting members of the Board in order to maintain effective relationships with various professional organizations. Liaisons shall be appointed by the President, subject to approval of the elected officers. They shall represent ISPA to the group to which they are liaison and shall inform the Board on the activities of said group.

**Section 13.**

The President shall appoint, with Board approval, at least one Student Representative, at least one Intern Representative and a Graduate Educator. These Representatives shall represent ISPA to their respective groups and report to the Board the concerns of their group. The Graduate Educator shall facilitate the Dr. David Prasse ISPA Student Membership Award across graduate school psychology programs.

**Section 14.**

The Technology Committee shall monitor, evaluate and enhance the use of technology for ISPA and serve as a resource for all committees.

**Section 15.**

The Professional Standards Committee shall work with the appropriate agencies, including the Illinois State Board of Education, Illinois Department of Financial and Professional Regulation, National Association of School Psychologists, university programs and other state agencies as needed, in establishing and maintaining proper professional standards. This Committee shall inform members about continuing education opportunities and credentialing standards.

**Section 16.**

The Diversity Committee shall promote acceptance of diverse populations and inclusive practices to meet the needs and challenges when providing services.

**Section 17.**

The Career Services Committee is responsible for providing different opportunities (ie. mentorship program) for practicing school psychologists in Illinois. The committee collaborates with other committees, such as but not limited to, Membership Committee, Convention Committee (Job Placement), and Professional Diversity Committee. The Committee shall have the responsibility of encouraging and conducting research projects to increase the knowledge and understanding of the profession of school psychology with the assistance of the Graduate Educator.

**Section 18.**

The Ethics Committee shall consist of a chair and at least four persons, all of whom shall be appointed by the ISPA President with majority concurrence of the Board. It shall be the function of this committee to study the matter of alleged violations of ethics and professional practice standards, and guidelines by ISPA members which are referred to it by the Board, other committees, or the membership, and to recommend to the Board practical steps for dealing with such violations.

## ***ARTICLE IX - CONFLICT OF INTEREST***

The purpose of the Conflict of Interest policy is to protect the Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers, volunteers, or contractual employees, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities. Adopted by the ISPA Governing Board, January 29, 2020, Springfield, IL

## ***ARTICLE X - FINANCIAL ARRANGEMENTS***

**Section 1.**

The fiscal year of the ISPA shall be determined by the Board.

**Section 2.**

Reports of receipts and expenditures of ISPA shall be made to the Board at each of its regularly scheduled meetings.

**Section 3.**

ISPA at the direction of the Board shall utilize an independent bookkeeping service to maintain records of receipts and expenditures. The bookkeeping service shall submit such records to the treasurer and/or Financial Advisory Oversight Group on a quarterly basis.

**Section 4.**

ISPA's financial status will be reviewed annually or as determined by the Board. An audit will occur during the second year of the treasurer's term or when deemed necessary by the Board.

**Section 5.**

An amount not less than thirty percent of anticipated revenue will be held in a restricted fund within the general fund of the Association and not included in available operational funds. Access to this restricted

money will be limited to specific Board member requests, presented as an official motion at a regular Board meeting, and must be approved by a majority of the elected members of the Board. Requests for this money must be accompanied by a plan to reimburse the fund. The restricted money will be maintained at the thirty percent level or higher with budget surpluses transferred to this restricted fund.

**Section 6.**

Not-for-profit organizations do not earn profits for their owners. All of the money earned by or donated to a not-for-profit organization is used in pursuing the organization's objectives and keeping it running; income is not distributed to the group's members, directors, or officers.

## ***ARTICLE XI - DUES AND ASSESSMENTS***

**Section 1.**

The dues of ISPA shall be determined by a three-quarters vote of the elected officers of the Board present at the meeting.

**Section 2.**

School psychology interns, graduate students in school psychology, and retired members may apply for regular member status at a reduced fee. Regular members enjoy the full privileges of membership including the right to vote and hold office.

**Section 3.**

ISPA may, at a regular business meeting or by a two-thirds vote on a sixty- day ballot, vote for special assessments for any given fiscal year. The collection of and accounting for such funds shall be the responsibility of the Treasurer of ISPA. Nonpayment of special assessments shall not affect membership status.

## ***ARTICLE XII - ASSOCIATION BUSINESS MEETINGS***

**Section 1.**

There shall be at least one annual Association Business Meeting held during the annual convention. All members in good standing shall be invited to attend the Annual Business Meeting.

**Section 2.**

A special business meeting may be held at any time upon the majority vote of the Board, provided that the membership has been notified at least thirty days in advance of such meeting.

**Section 3.**

A special meeting of the ISPA must be called by the Board within forty-five days upon the request of five percent of the membership in good standing who have filed a written petition with the Secretary requesting such a meeting.

**Section 4.**

A quorum shall be necessary for conducting business at Association meetings. The established quorum shall consist of three percent of ISPA members in good standing.

**Section 5.**

Action on issues arising from the membership may be taken without a formal business meeting. Five percent of the members of the ISPA in good standing may petition the Board to place any issue before the membership by means of a ballot. All issues presented by ballot except constitution and bylaw changes and dues increases shall be decided by a majority of those voting.

## ***ARTICLE XIII – QUORUM***

### **Section 1.**

A quorum for Association Business Meetings shall be three percent of the current voting membership.

### **Section 2.**

A quorum of the Board shall be 13 voting members, at least 7 of whom hold elected Board positions. Votes may be cast in person or through electronic polling. If by electronic means, the vote shall be forwarded to the Secretary for recording.

### **Section 3.**

A quorum of the Executive Committee shall be three members, either cast in person or through electronic polling. If by electronic means, the vote shall be forwarded to the Secretary for recording.

### **Section 4.**

Actions (excluding those related to elections) involving the use of ballots (either print or electronic) by ISPA shall be valid only if not less than three percent of the current ISPA membership casts valid ballots. In any such case, amending or special assessment actions will require a two-thirds majority of those voting. Other actions will require a simple majority of the votes of those voting.

## ***ARTICLE XIV - PUBLICATIONS AND DOCUMENTS***

### **Section 1.**

The official publications of ISPA are "School Psychology in Illinois" (SPII), "ISPA Alert," and "ISPA Now."

### **Section 2.**

There shall be a Policy Manual which specifies rules established by the Board to govern ISPA business.

### **Section 3.**

The Board approves new policies or amendments. New policies or proposed amendments must be submitted to the Board for review and discussion. Voting shall not occur during the same meeting of the proposed policy or amendment. Multiple drafts may be necessary. The proposals shall undergo a review process and shall be disseminated to the Board prior to the meeting at which they are adopted.

If a factual or typographical error is found in a policy or amendment, the authors will be informed of the intended changes and the error should be corrected upon approval of the Executive Committee.

Policies may be established or amended by a (two-thirds) vote of the Board present at any Board meeting, provided that the proposed amendments have been submitted in writing to the Board seven days prior to the scheduled meeting unless (two-thirds) of the Board present decide to waive the prior written notification for a specific vote.

## ***ARTICLE XV -AMENDMENTS***

### **Section 1.**

Amendments to this Constitution and Bylaws may be proposed by the ISPA Board or through a written petition signed by five percent of the current membership.

### **Section 2.**

These Bylaws may be amended by a two-thirds vote of those present, qualified, and voting at any regular business meeting, provided the proposed amendments and their supporting and opposing arguments have been submitted to the full membership not less than thirty days prior to such meeting.

**Section 3.**

In case any such amending action is sought by mail or electronic means, the proposed amendments, with their supporting and opposing arguments, shall be submitted to the full membership of ISPA sixty days prior to the time such amending action is sought. All materials relevant to such amending action shall be forwarded to all qualified ISPA members, to the primary contact information on file. The balloting shall be closed in the office of the ISPA Secretary sixty days after the posting of the ballots. The amendment is adopted if approved by a two-thirds majority of those voting.

***ARTICLE XVI - PARLIAMENTARY AUTHORITY***

Robert's Rules of Order, current edition, shall govern the ISPA in all cases to which they are applicable, and in which they are not inconsistent with the Policy Manual or the Special Rules of the ISPA.

***ARTICLE XVII - DEDICATION OF FUNDS AND DISSOLUTION***

All assets of the ISPA shall be permanently dedicated to the purposes set forth in Article II. In the case of dissolution of the ISPA, all assets will be distributed to a public or tax-exempt cause with similar purposes.

***ARTICLE XVIII - COMPLIANCE WITH FEDERAL REGULATIONS***

ISPA shall comply with Federal Regulations in that:

- A. No part of its net earnings may inure to the benefit of any member,
- B. Its activities shall be directed toward the purposes of the ISPA as stated in the Constitution as distinguished from the performance of prescribed particular services for individual members, and
- C. The ISPA shall not engage in a regular business of a kind ordinarily carried on for profit.

***ARTICLE XIX - INDEMNIFICATION***

ISPA shall reimburse the incorporators, the registered agent, past and present Board and Committee Members for all necessary and incurred expenses involved in the formation of the Corporation. Further, ISPA shall indemnify the incorporators, registered agent, past and present Board and Committee Members against expenses actually and necessarily incurred by them in conjunction with the defense or settlement of any action, suit, or proceeding in which they, or any of them, are made parties, or a party, by reasons of being or having been involved in formation of the Corporation, or in the functioning of their duties as prescribed by the ISPA, except in relation to matters as to which they shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty.

***ARTICLE XX – SEVERABILITY***

If any provision of these Bylaws is held invalid, such invalidity does not affect other provisions or applications, and to this end the provisions of these Bylaws are declared to be severable.

***ARTICLE XXI – CONSTITUTION AND BYLAWS EFFECTIVE***

Adopted May 5, 1979.

Amended June 30, 1980.

Amended February 27, 1981

Amended July 1, 1982.

Amended May, 1984.

Amended March 1, 1985.

Amended July, 1986.

Amended January 1988.  
Amended February 1990.  
Amended February 1991.  
Amended February 1992.  
Amended February 1993.  
Amended February 1994.  
Amended February 1995.  
Amended February 2000.  
Amended February 2003.  
Amended January 2012.  
Amended February 2019.  
Amended August 2024.

**CONFLICT OF INTEREST**

Adopted by the ISPA Governing Board, January 29, 2020, Springfield, IL