

## CONSTITUTION

The National Council on Teacher Retirement (~~Council or~~ NCTR) is hereby constituted as an independent organization dedicated to:

- ~~s~~Safeguarding the integrity of public retirement systems to which teachers belong in the United States and in its territories ~~to which teachers belong, and to~~
- ~~p~~Promoting the rights and benefits of the members, present or future, of such systems.

~~The Council~~NCTR is constituted as a nonprofit, tax-exempt entity under Section 501(c)(6) of the Internal Revenue Code. It shall operate in all respects as a nonprofit organization and shall not engage in any business or activity for profit. None of ~~the Council~~NCTR's funds shall be used for the benefit of any private individual.

### ARTICLE I — PURPOSES

The purposes of the National Council on Teacher Retirement are to:

- ~~(a)~~A. Provide guidance in the development and management of financially sound and equitable retirement plans for qualified career public employees and to promote benefit levels for members and beneficiaries that will assure economic security.
- ~~(b)~~B. Encourage plan directors, administrators, and board members or trustees to:
1. ~~(i) provide~~Provide progressive leadership and sound management to assure that plan objectives are attained;
  2. ~~(ii) identify~~Identify problems that impact plan administration and devise solutions to those problems; and
  3. ~~(iii) act~~Act as a catalyst in dealing with federal legislative and regulatory issues ~~which that~~ impact plan administration.
- ~~(c)~~C. Provide a national forum for the discussion and resolution of public policy issues affecting public pension ~~funds plans~~ by:
1. ~~(i) collecting~~Collecting and analyzing data about the ~~funds plans and their funds~~;
  2. ~~(ii) presenting~~Presenting the results of such analysis to Congress, relevant federal agencies, and comparable state bodies; and
  3. ~~(iii) acting~~Acting as a clearinghouse so that NCTR members can share information about state legislative and state court litigation activity.
- ~~(d)~~D. Encourage the development of standards of conduct for plan fiduciaries that will assure control and management of plan assets for the exclusive benefit of members and beneficiaries.
- ~~(e)~~E. Counsel NCTR member systems in the development of procedures to assure disclosure to ~~members plan participants~~ (and others where required by law) of all information relating to the plan, including benefits and funding. This activity should include the publication and distribution of annual reports reflecting the financial condition of the plan, as well as the distribution to each plan participant of an annual statement reflecting the status of his/her account.

~~(F)~~ Urge NCTR member systems to undergo periodic actuarial evaluations to determine the soundness of funding practices. The valuations should utilize sound actuarial procedures to assure the adequacy of each plan's funding.

~~(G)~~ Encourage NCTR member systems to develop a statement of investment objectives and policies designed to protect plan assets and to achieve the best possible investment yields, consistent with the standards of prudence imposed upon ~~fund-plan~~ fiduciaries.

~~(H)~~ Engage in any lawful activity, including the making and carrying out of any contracts necessary, suitable, and proper for the accomplishment of its purposes and to do or perform every other act or thing incidental to the conduct of a trade association's activity.

## ARTICLE II—MEMBERSHIP

### Section 1. Active Membership

Any public retirement system to which teachers and other educational personnel belong, in any U.S. state, commonwealth, territory, or any political subdivision thereof, including Washington, D.C., shall be eligible for ~~active~~ Active membership.

### Section 2. Associate Membership

(a) Associate Non-Commercial: School employee organizations ~~from each state~~, all of whose members belong to a state retirement system; local employee organizations, whose members belong to a public teacher retirement system, separate from the state retirement activities; and pension-related public agencies, shall be eligible for ~~associate~~ Associate membership.

(b) Associate Commercial: Actuarial, accounting, investment firms, and other organizations having an interest in retirement activities shall be eligible for ~~associate~~ Associate membership.

### Section 3. Dues

~~The Council~~ NCTR shall be financed by the payment of annual dues by ~~active~~ Active and ~~associate~~ Associate members. ~~The amount of d~~ Dues shall be established and periodically reviewed ~~periodically~~ by the Executive Committee.

### Section 4. Approval of Membership Requests

Requests for membership must be submitted to and approved by the Executive Committee or its designee.

### Section 5. Delegates and Voting

Active members are accorded voting rights and delegates to the Annual Meeting under the process outlined under the Section entitled "Meetings."

(a) General: Only delegates, as hereinafter provided, shall be entitled to vote at the ~~annual~~ Annual Meeting or other meetings of ~~the Council~~ NCTR.

(b) Election or Designation of Delegates: Each ~~active~~ Active member shall be entitled to three (3) delegates. One delegate shall be the highest ranking administrative officer ~~the executive officer~~ (or designee) of the ~~active~~ Active member. ~~The executive officer is the highest ranking administrative~~

~~officer of the active member.~~ The other two delegates shall be Active member staff and/or board members confirmed by the chief executive officer of each Active member on a form designated by the Executive Committee.

(c) Designation of *Alternate* Delegates: An alternate delegate may be designated to serve in the event that an assigned delegate must be absent from the Annual Meeting.

~~(e)~~(d) Qualification-Eligibility to Vote at Annual Meeting: Each Active member shall have paid its annual dues prior to the Annual Meeting so that its delegates or alternates may vote. In addition, all delegates and alternates shall pay their registration fees at or before the Annual Meeting to have the right to vote.

~~(d)~~(e) Verification by Credentials Committee:

(i) Each Active member shall ~~certify as to~~ submit and certify the names of its delegates and alternates on a form approved by the Executive Committee. The certification form shall be signed by the highest ranking administrative officer (or designee) of the Active member.

(ii) The Credentials Committee shall verify the ~~qualification-eligibility~~ of delegates and alternates and shall advise the Executive Committee and the ~~Council~~NCTR membership as to which delegates and alternates are ~~qualify-eligible~~ to vote. ~~In addition, each active member shall certify as to the names of its delegates and alternates in a form approved by the Executive Committee. The certification shall be signed by the executive officer of the active member.~~

~~(e)~~(f) Proxy Voting: No proxy voting of delegates is allowed.

### **ARTICLE III—~~OFFICERS AND EXECUTIVE COMMITTEE~~**

#### **Section 1. ~~Officers~~Officer Positions**

(a) The officers shall be: President, President-Elect, Secretary-Treasurer, and the ~~immediate~~ Immediate Past-President.

(b) The President-Elect shall be elected from the Executive Committee by the certified delegates of the active-Active members of ~~the Council~~NCTR at its ~~annual~~-Annual ~~meeting~~-Meeting pursuant to Section ~~2(b)1~~(d) of this Article. The President-Elect shall automatically succeed to the presidency upon the completion of his/her term. The President shall automatically ~~succeed to be~~become ~~immediate~~-Immediate Past-President upon completion of his/her term. The Secretary-Treasurer shall be elected by the Executive Committee from among the Committee's members.

(c) All officers shall serve without salary or honorarium. Officers and members of the Executive Committee shall be reimbursed for expenses incurred in carrying out their duties.

(d) Election of the President-Elect: The Nominating Committee shall propose to the NCTR delegates at the Annual Meeting a nominee for President-Elect. ~~In making such proposal, the~~The Nominating Committee shall alternate ~~yearly~~its yearly nominee(s) between an Active member staff member and an Active member board member/trustee. A nominee for President-Elect shall be serving on the Executive Committee at the time of his/her nomination.

#### **~~(d)~~Section 2. Officer Terms of Office:**

(a) -The President, President-~~elect~~Elect, and the ~~immediate~~Immediate Past-President shall ~~each serve a one-year term.~~serve in these their respective offices for one year. Such service shall be concurrent with their term of office on the Executive Committee.

(b) The Secretary-Treasurer shall serve a term of one year and may be re-elected annually, but not to exceed his/her term on the Executive Committee.

(c) Notwithstanding term limits stated in the Section, those serving in the role of President, President-Elect, or Immediate Past-President shall continue their service on the Executive Committee until their term as Immediate Past-President expires.

(d) The terms of office of the NCTR Officers shall coincide with the adjournment of the Annual Meeting of NCTR.

**(e)Section 3. Officer Duties:**

(a) The President shall:

- ~~serve~~Serve as the presiding officer of NCTR, including at the Executive Committee meetings and the Annual Meeting; and as the Chairperson of the Executive Committee.
- ~~The President shall select~~ Select the members of the standing and special committees with the concurrence of the Executive Committee, as defined in Article V, Section 1.
- ~~The President shall fill~~ Fill any vacancies in standing and special committees that occur between Executive Committee meetings.

The Executive Committee shall designate the The President or an individual specifically so authorized by the Executive Committee, or both, ~~to~~ shall sign contracts, leases, bonds, deeds, and mortgages of the Council NCTR.

(b) The President-Elect shall serve as the Vice-Chairperson of ~~NCTR and of~~ the Executive Committee and shall oversee the program of the Annual Meeting. The President-Elect shall take over the duties of the President if the office becomes vacant prior to expiration of the term.

(c) The Secretary-Treasurer shall oversee the finances of ~~the~~NCTR. NCTR monies may be withdrawn only on checks signed in the name of NCTR by the Secretary-Treasurer and/or such other person(s) as the Executive Committee may designate. The Secretary-Treasurer shall present a financial report at Executive Committee meetings and at the Annual Meeting of the membership.

**Section 2. Executive Committee****ARTICLE IV—EXECUTIVE COMMITTEE**

**(a)Section 1. Composition**

(a) The Executive Committee shall be composed of ten ~~(10) members~~individuals/office holders. All ten (10) positions shall be filled by representatives from Active members. Five (5) of the memberspositions shall be filled from among system officersActive member executive officers or staff and five ~~(5) of the memberspositions~~ shall be filled from among Active member board members/trustees. Three ~~(3)~~ of the ~~memberspositions~~ shall be the President, President-Elect, and immediate Past-President. Of the seven ~~(7)~~ remaining ~~memberspositions~~, one ~~(1)~~ shall be ~~elected~~ Secretary-Treasurer, elected by the Executive Committee.

~~(b) The Executive Committee members shall be comprised of individuals/office holders from among the executive officers, staff members, or board members trustees of active Active members of the Council NCTR.~~

~~(b) (e) No active Active member of the Council NCTR shall be represented on the Executive Committee by more than one member individual simultaneously.~~

~~(c) (d) Membership An individual's term on the Executive Committee shall cease when a committee member's that individual's employment or affiliation as an executive officer, staff member, or board member/trustee with an active Active Council NCTR member is terminated; provided, however, that the Executive Committee may allow the President to complete his/her term notwithstanding his/her retirement or termination from employment or affiliation as a system System officer or board member/trustee with an active Active member.~~

~~(d) (b)(e) Election of Executive Committee Individuals: President Elect and Executive Committee Members: The Nominating Committee shall propose to the Council delegates at the annual meeting a nominee for President Elect. In making such proposal, the Nominating Committee shall alternate between a system officer or board member yearly. A nominee for President Elect shall be serving on the Executive Committee at the time of his/her nomination. The Nominating Committee shall also propose a slate of nominees to succeed the Executive Committee members whose terms are expiring. Such proposals shall be in accordance with the terms of paragraph (a) of this section. Slate election is confirmed by a majority of voting delegates at the Annual Meeting.~~

#### ~~(e) Section 2. Terms of Office:~~

~~1. The President, President Elect, and immediate Past President shall serve in these respective offices for one year. Such service shall be concurrent with their term of office on the Executive Committee.~~

~~2. The term of Secretary Treasurer shall be one year and he/she may be re-elected.~~

~~3. (a) The Executive Committee members individuals shall serve overlapping three-year terms, and no member individual shall serve more than two consecutive three-year terms.~~

~~4. (b) The terms of office of the Council Officers and NCTR Executive Committee Members individuals shall coincide with the adjournment of the annual Annual meeting Meeting of the Council NCTR.~~

~~5. Notwithstanding the term limits stated in the section, those serving in the role of President, President Elect, or immediate Past President shall continue their service on the Executive Committee until their term as immediate Past President expires.~~

~~(c) Vacancies: In the event of the death, disability, or resignation of any member of the Executive Committee, with the exception of the Immediate Past-President, the resulting vacancy shall be filled with the vacancy provisions as adopted by the Executive Committee and that are in effect at the time of such event.~~

#### ~~(d) Section 3. Duties:~~

The Executive Committee shall be responsible for:

- ~~establishing~~ Establishing policies to govern the activities of ~~the Council~~ NCTR and ~~for~~ supervising its operations; ~~overseeing the deposit and withdrawal of NCTR monies by the Secretary-Treasurer (or designee) in the name of NCTR to and from a separate account(s) in such bank or banks, trust company or trust companies, or other financial entity or entities as the Executive Committee shall designate; hiring staff; contracting with consultants; establishing training programs; creating a political action committee pursuant to applicable federal and state law; entering into contracts on behalf of NCTR; and carrying out other activities such as are in NCTR's interest.~~
- Annually electing a Secretary-Treasurer from the Executive Committee.
- Communicating with, and entering into agreements with, national organizations that have similar goals and purposes as NCTR.
- ~~The Executive Committee shall have the authority to: designate~~ Authorizing and designating the location of ~~the Council's~~ NCTR headquarters, including rotating headquarters; ~~hire staff; contract with consultants; establish training programs; create a political action committee pursuant to applicable federal and state law; enter into contracts on behalf of the Council; and carry out such other activities as are in the Council's interest.~~
- Periodically reviewing and establishing dues fees for membership.
- Approving requests for membership, or designating such responsibility.
- Creating and approving a form for certification of delegates and alternates to the Annual Meeting, or ~~designation~~ designating such responsibility.
- ~~Concurring~~ Conferring with the President ~~on~~ and ratifying the selection of the members of ~~the Standing and Special Committees~~ standing, special, and ad hoc committees, including the Nominating Committee.
- Setting the time and location of the Annual Meeting.
- Maintaining a ~~written~~ summary of the actions taken at the Annual Meeting and making them available to NCTR members upon request to the President.
- Establishing reasonable public inspection hours during business hours at an office designated for any records of NCTR.
- Designating the President, an individual specifically so authorized, or both, to sign contracts, leases, bonds, deeds, and mortgages of NCTR.
- ~~Depositing the monies of NCTR in the name of NCTR in a separate account in such bank or banks, trust company or trust companies, or other financial entity or entities as the Executive Committee shall designate. Such monies may be withdrawn only on checks signed in the name of NCTR by the Secretary/Treasurer and/or such other person(s) as the Executive Committee may designate.~~
- Establishing and fixing the amount of indemnity to which any officer, committee office holder, or employee may be entitled.

- Requiring, as needed, a surety or bond of any officer, employee, or agent of NCTR as per procedure established in Article XIII—Sureties and Bonds.
- Processing amendments to the Constitution for the Annual Meeting as per procedure established in Article XIV—Constitutional Amendments.

Note: Other matters not provided for in this Constitution shall be governed according to the manner prescribed by the Executive Committee.

•

(e) Vacancies: In the event of the death, disability, or resignation of any member of the Executive Committee, with the exception of the immediate past president, the resulting vacancy shall be filled with the vacancy provisions as adopted by the Executive Committee and that are in effect at the time of such event.

## **ARTICLE ~~IV-V~~—COMMITTEES**

### **Section 1. Standing and Special Committees**

#### (a) Authority to authorize committees.

The Executive Committee shall establish and appoint such standing committees as listed below. The President may establish special committees as he/she deems desirable to fulfill the purposes of the CouncilNCTR. The President shall select appoint the members office holders members of the standing and specialeach committees with the concurrence of the Executive Committee. Individuals may be reappointed to succeeding terms. The terms of committee members office holders members shall coincide with the annualAnnual meeting Meeting of the CouncilNCTR. Such committees may be composed of members of the Executive Committee. Committee members shall be executive officers, staff members, or board members of activeActive members of the CouncilNCTR. The President shall fill any vacancies in standing and special committees which that occur between Executive Committee meetings.

#### (b) Standing committees shall include:

##### (a)(i) A Resolutions Committee to:

- recommendRecommend to the CouncilNCTR positions that the CouncilNCTR should take in regard to public policy issues. ThisThe Committee's recommendations may include resolutions affecting the concerns of active orretired teachers.
- Recommend to NCTR resolutions of appreciation and of in memoriam.

Resolutions shall be approved by a vote of sixty percent of the Delegates present at the annual meeting.

##### (b)(ii) A Legislative Committee to:

- implementImplement the policies of the Executive Committee in regard to federal or state legislative or agency decisions or proposals that impact the CouncilNCTR or its members.

- ~~Its activity shall include the development and implementation of~~Develop and implement strategies to promote or oppose legislative or executive branch decisions or proposals that impact NCTR or its members.
- ~~The Legislative Committee shall also monitor~~Monitor all federal legislative or executive agency initiatives that significantly affect public retirement systems and, where appropriate, ~~shall~~ make recommendations for action to the Executive Committee regarding those initiatives.

~~(e)(iii)~~ A Nominating Committee to:

- ~~nominate~~Nominate for approval by ~~the Council~~NCTR a candidate for the President-Elect and candidates to succeed the Executive Committee ~~members~~individuals whose terms are expiring.
- Fulfill those other responsibilities as provided by the vacancy provisions adopted by the Executive Committee.
- The Nominating Committee shall be chaired by the ~~immediate~~Immediate Past-President and shall consist of two ~~System Officers and two Board Members~~Active member staff and two Active member board members/trustees nominated by the ~~immediate~~Immediate Past-President and ratified by the Executive Committee. No Active member of NCTR shall be represented on the Nominating Committee by more than one person.

~~(d)(iv)~~ A Credentials Committee to:

Verify that the delegates and alternates of ~~the Council~~NCTR meet the qualifications to vote at the ~~annual~~Annual meeting~~Meeting~~ or other meetings of ~~the Council~~NCTR.

~~(v)~~ An Administrator Education Committee to:

Provide the President, Executive Committee, and Executive Director with advice and counsel in the development and implementation of initiatives and programs targeted to the administrators of NCTR member systems. Traditionally, all committee members are administrators.

~~(vi)~~ A Trustee Education Committee to:

Provide the President, Executive Committee, and Executive Director with advice and counsel in the development and implementation of initiatives and programs targeted to board members/trustees of NCTR member systems. Traditionally, all committee members are trustees.

## **Section 2. Terms**

~~Appointments to such committees shall be for one year; however, members may be reappointed to succeeding terms.~~

## **Section 3. Ex-Officio Members**



The President and President-Elect shall be *ex-officio* ~~members~~ office holders ~~members~~ of all committees and shall have the right to vote on such committees.

## **ARTICLE ~~V-VI~~ MEETINGS**

### **Section 1. ~~General~~ Annual Meeting**

~~There shall be held an annual meeting of the Council.~~ An Annual Meeting of NCTR shall be held for:

- ~~during which delegates~~ Delegates shall to vote for the President-Elect and office holders members of the Executive Committee.
- ~~The d~~ Delegates shall also to vote on resolutions proposed by the Resolutions Committee.
- Delegates to vote on such additional matters as the Executive Committee or a properly certified delegate shall put before them.
- The Annual Meeting of NCTR shall be held at that time and place designated by the Executive Committee. Generally, the Annual Meeting is scheduled immediately following the Annual Conference.

~~Other meeting of the Council shall take place if called pursuant to Section 2 of this Article.~~

### **Section 2. Additional Meetings**

~~Additional meetings of NCTR or any of its committees shall be held as ordered by the President or a majority of the office holders members of the Executive Committee.~~ **Section 2. Time and Place**

~~The annual meeting of the Council shall be held at that time and place designated by the Executive Committee. Such additional meetings of the Council or any of its committees shall be held as ordered by the President or a majority of the members of the Executive Committee.~~

### **Section 3. Quorums**

Those present at any meeting or session of ~~the Council~~ NCTR or any committee of ~~the Council~~ NCTR, other than the Executive Committee, shall constitute a quorum for the transition of business at such meeting or session. A simple majority of the Executive Committee ~~members~~ office holders ~~members~~ shall constitute a quorum for the transaction of business at any meeting of such Committee.

### **Section 4. Votes Required for Action**

(a) A majority vote of those present at a meeting or session of ~~the Council~~ NCTR or a committee, other than the Executive Committee, shall be required to take any action, unless otherwise required by this Constitution or applicable law. Five affirmative votes shall be required for the Executive Committee to take any action, unless otherwise required by this Constitution or applicable law.

(b) Resolutions shall be approved by a vote of sixty percent of the Delegates present at the Annual Meeting.

### **Section 5. Summary of Proceedings**

A summary of the proceedings of the ~~annual~~ Annual meeting ~~Meeting~~ of ~~the Council~~ NCTR shall be published and distributed to the membership. The Executive Committee shall cause to be maintained a written summary of the actions taken by it, and shall distribute such summaries to the

Committee's members, ~~such~~Such summaries shall be available to ~~Council~~NCTR members upon request to the President.

#### ~~ARTICLE VI AGREEMENTS WITH OTHER ORGANIZATIONS~~

~~As may be deemed advisable, the Executive Committee may communicate with, and may enter into agreements with, national organizations that have similar goals and purposes as the Council.~~

#### ~~ARTICLE VII OTHER MATTERS~~

~~Other matters not provided for in this Constitution shall be governed according to the manner prescribed by the Executive Committee.~~

#### ~~ARTICLE VIII~~VII~~—FISCAL YEAR~~

The fiscal year of ~~the Council~~NCTR shall be January 1 through December 31.

#### ~~ARTICLE IX RECORDS~~

~~Any records of the council required by the Executive Committee shall be open for reasonable public inspection during business hours at an office designated by the Executive Committee.~~

#### ~~ARTICLE X FINANCES~~

~~The Executive Committee shall designate the President, an individual specifically so authorized, or both to sign contracts, leases, bonds, deeds, and mortgages of the Council. The monies of the Council shall be deposited in the name of the Council in a separate account in such bank or banks, trust company or trust companies, or other financial entity or entities as the Executive Committee shall designate. Such monies may be withdrawn only on checks signed in the name of the Council by the Secretary Treasurer and/or such other person or persons as the Executive Committee may designate.~~

#### ~~ARTICLE XI~~XVIII~~—INDEMNITY~~

Any person made a party to any action, suit, or proceeding, by reason of the fact that he/she, his/her testator, or intestate representative, is or was an officer, member of the Executive Committee or other committees, or employee of ~~the Council~~NCTR or of any organization in which he/she served as such at the request of ~~the Council~~NCTR, shall be indemnified by ~~the Council~~NCTR against the reasonable expenses including attorney's fees, actually and necessarily incurred by him/her in connection with the defense of such action, suit, or proceedings, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding, or in connection with any appeal therein that such officer, committee member, or employee was liable for negligence or misconduct in the performance of his/her duties. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, committee member, or employee may be entitled apart from the provisions of this section. The amount of indemnity to which any officer, committee member, or employee may be entitled shall be fixed by the Executive Committee.

#### ~~ARTICLE XII~~XIX~~—SURETIES AND BONDS~~

In case the Executive Committee shall so require, any officer, employee, or agent of ~~the Council~~NCTR shall execute to ~~the Council~~NCTR a bond in such sum, and with such surety or sureties as the

Executive Committee may direct, conditioned upon the faithful performance of his/her duties to ~~the Council~~NCTR, including responsibility for negligence and for the accounting for all property, funds, and securities of ~~the Council~~NCTR ~~which that~~ may come into his/her hands.

## **ARTICLE ~~XIII~~XII—CONSTITUTIONAL AMENDMENTS**

### **Section 1. Amendment Procedures**

This Constitution may be amended, at any ~~annual~~Annual meeting~~Meeting~~ of ~~the Council~~NCTR, by a two-thirds vote of those delegates present, provided that any such proposed amendment shall be signed by a representative of at least three ~~active~~Active members, and submitted in writing to the Executive Committee at least ninety (90) days prior to any ~~annual~~Annual meeting~~Meeting~~. The Executive Committee shall submit the proposed amendment to ~~the Council~~NCTR members, together with its recommendations, no ~~less-fewer~~ than thirty (30) days prior to said ~~annual~~Annual meeting~~Meeting~~.

### **Section 2. Effective Date**

Such amendments shall become effective immediately upon adoption unless otherwise provided for therein.

(As amended: ~~October 14, 2015~~ TBD)