

BYLAWS OF THE
INDIANA RETIRED TEACHERS ASSOCIATION

ARTICLE I

NAME, RESIDENT AGENT, SEAL, AND FISCAL YEAR

Section 1. Name. The name of the association shall be the Indiana Retired Teachers Association, hereinafter referred to as the Association. The Association is an affiliate of the National Retired Teachers Association (NRTA).

Section 2. Resident Agent. The executive director of the Association shall be its resident agent. The designation of the resident agent may be changed by the board of directors at any time.

Section 3. Seal. The seal of the Association shall be circular in form and mounted upon a metal die, suitable for impressing the same upon paper. About the periphery of the seal shall appear the words "INDIANA RETIRED TEACHERS ASSOCIATION" and "STATE OF INDIANA." In the center of the seal shall appear the word "Seal."

Section 4. Fiscal Year. The fiscal year of the Association shall be from September 1 to August 31.

ARTICLE II

MEMBERSHIP AND DUES

Section 1. Regular Membership.

- a. All retired educators who receive a pension from the Indiana State Teachers Retirement Fund shall be eligible for regular membership. Other persons who receive a pension from the Indiana State Teachers Retirement Fund shall also be eligible for regular membership.
- b. Regular membership becomes effective upon acceptance of the payment of dues.
- c. The Board of Directors shall have the authority to set the annual regular membership dues in conjunction with the annual budget and approval by the Representative Assembly. The Board of Directors may establish a service fee for annual membership renewals. Service fees shall not be charged for memberships paid by dues deduction. A life membership shall be offered to a regular member according to a membership dues schedule as determined by the board of directors.
- d. The board of directors may provide for the payment of a life membership by annual installment payments, which may include a service charge.
- e. Regular members shall be eligible for services and benefits as authorized by the board of directors.

Section 2. Associate Membership.

- a. Any interested person other than a regular member may become an associate member.

- b. Associate membership becomes effective upon the acceptance of the payment of dues.
- c. The Board of Directors shall have the authority to set the annual associate membership dues in conjunction with the annual budget and approval of the Representative Assembly. The Board of Directors may offer a multiple-year discount for associate memberships.
- d. Associate members shall be non-voting members and shall not be eligible to hold any state association office or state association committee chairmanship.
- e. Associate members shall be eligible for services and benefits as authorized by the board of directors.

Section 3. Membership Term. Annual membership of the Association shall be from September 1 through August 31 of the following year.

Section 4. Membership Newsletter. Membership of the Association shall include a subscription to the Association newsletter.

ARTICLE III

REPRESENTATIVE DELEGATE COUNCIL

Section 1. General. The Representative Delegate Council as provided for in the Articles of Incorporation shall be composed of delegates elected by and from the local chapters, in addition to the officers, Association board members and past presidents, and standing committee chairpersons of the Association. The Representative Delegate Council is hereafter referred to as the Representative Assembly.

Section 2. Local Chapters. A local chapter shall be defined as an organized group of ten (10) or more regular members of the Association. A regular member who is not affiliated with a local chapter may affiliate with any chapter, but for the purpose of delegate allotment shall be counted in the chapter of his or her residence. A member may request in writing that his/her membership be counted in a different chapter, subject to the approval of the executive director. A regular member who resides outside the State of Indiana may join a chapter within Indiana and be counted with that chapter for the purpose of delegate allotment.

Section 3. Allotment of Delegates. No later than May 15 of each year, the executive director of the Association shall notify the secretary of the local chapter of the number of delegates to which the chapter is entitled.

Section 4. Election of Delegates. For the purpose of determining the number of delegates to the Representative Assembly, the cut-off date shall be May 1. Each local chapter shall be entitled to elect one delegate for the first ten regular members and one additional delegate for each 40 regular members (or major fraction thereof).

Section 5. Certification of Delegates. At least fifteen (15) days before the annual meeting of the Association, the names and addresses of the delegates elected shall be sent by the secretary of the local chapter to the executive director of the Association.

Section 6. Voting Power. All delegates shall be regular members. Only certified delegates shall have

the right to make motions and to vote in the business meeting of the Representative Assembly.

Delegates must be present at the meeting of the Representative Assembly in order to exercise their voting power. Regular members may take part in the discussion of the business that is before the Representative Assembly.

Section 7. Secret Ballot. The Representative Assembly shall vote by secret ballot on any pending question if requested by one-fifth of the delegates present. A majority of the delegates of the Representative Assembly shall constitute a quorum.

Section 8. Duties of the Representative Assembly. The Representative Assembly shall be the legislative body of the Association. As the legislative body of the Association, the Representative Assembly shall formulate policies, adopt the annual budget, receive and/or act on reports, approve resolutions, amend the Articles of Incorporation and Bylaws, implement elections, conduct the business affairs of the Association and have all other powers and duties specifically provided to it by the Articles of Incorporation and Bylaws.

Section 9. Election of Officers and Directors. The official delegates to the Representative Assembly shall elect the following state officers: the President-Elect and the Secretary-Treasurer. The official delegates from each of the areas shall elect one area director for their respective areas. All elections shall be conducted according to the Election Rules adopted by the Rules, Credentials and Bylaws Committee.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General. The members of the Board of Directors shall be the President, the President-Elect, the Secretary-Treasurer, the Immediate Past President, and the Area Directors. The Executive Director and the Financial Oversight person shall serve as non-voting *ex-officio* members of the Board of Directors. Preferably, an Area Director will reside in the area that he/she represents. However, if a Director cannot be found within the Area, either a person who resides in an adjacent county or a person who taught in one of the Area counties that he/she would represent may be elected to serve as the Area Director. (2015)

Section 2. Tenure. The officers of the Association shall serve on the Board of Directors for the duration of their term as officers. The Area Directors from even-numbered areas shall be elected in even-numbered years for a two year term. The Area Directors from odd-numbered areas shall be elected in odd-numbered years for a two year term. The term of office shall begin on July 1 following election and end on June 30 following the successive election. No Area Director shall serve more than two consecutive terms. However, if an Area Director is appointed to fill a vacancy, he/she remains eligible to serve two consecutive two year terms in addition to the unexpired portion to which he/she was appointed. (2013)

Section 3. Election. Elections of the state officers and Area Directors shall be conducted during the Representative Assembly according to the Election Rules. (2012)

Section 4. Vacancies. The President, with the approval of the Board of Directors, shall appoint, within thirty days from the date of vacancy in the position of a Director, a member of the Association to fill such vacancy until the next annual meeting of the Representative Assembly at which time a successor shall be elected for the unexpired portion of the term of office. (2013) If the vacancy occurs in the position of Director fewer than 30 days prior to the Representative Assembly, or on the day of the Representative Assembly, the Nominating Committee shall place in nomination a name of the candidate to fill the unexpired term of office. (2012)

Section 5. Quorum. A majority of the voting members of the Board of Directors must be present at a meeting to constitute a quorum for the transaction of business. (2017)

Section 6. Meetings. A meeting of the Board of Directors shall be called by the President within forty-five days after he/she takes office. Other meetings of the Board of Directors may be held upon the call of the President, the Executive Director, or any four members of the Board of Directors of the Association, within the State of Indiana, upon five days' notice, specifying the time, place and general purpose of the meeting, given to each director, either personally or by mail, e-mail, or phone. (2013). At any meeting at which all directors are present, notice of the time, place and purpose thereof shall be deemed waived; a similar notice may likewise be waived by absent directors either by written instrument or by e-mail, executed either before or after such meeting. By a special resolution adopted by the Board, the Board may establish regular meetings to be held without the mailing of notices of such meetings to the members of the Board. (2012)

Section 7. Executive Committee. There shall be an executive committee which shall consist of all officers. The Executive Director and the Financial Oversight person (an association member) shall serve as *ex-officio* members, without vote. The Executive Committee shall meet at the discretion of the President and the Executive Director to prepare an agenda for the Board meetings and to discuss issues of concern. It shall be the responsibility of this committee to oversee the employee handbook and present changes to the Board of Directors when needed. This committee is responsible for the evaluation of the Executive Director and for making recommendations to the Board of Directors regarding his/her employment status. (2015)

Section 8. Duties of the Board of Directors. The Board of Directors shall conduct, manage, and control the affairs and business of the Association between meetings of the Assembly, subject to the policies established by the Assembly. The Board shall carry out plans and policies adopted by the Assembly. It shall have the power to establish policies of the Association not inconsistent with the action of the Assembly and the Articles of Incorporation and Bylaws of this Association when the Assembly is not in session, and to perform such other duties as are required by the Articles of Incorporation and Bylaws of the Association and for the welfare of the Association.

The Board of Directors shall review and may amend the proposed budget prior to recommendation to the Representative Assembly. The Board of Directors may make adjustments in the annual budget adopted by the Representative Assembly as the need arises.

The Board of Directors shall appoint and determine terms and conditions of employment, or termination, of the Executive Director in accordance with these Bylaws.

ARTICLE V

OFFICERS

Section 1. Number. The officers of the Association shall consist of the President, the President-Elect, the Secretary-Treasurer and the immediate Past President.

Section 2. Election of Officers. The Representative Assembly shall elect the President-Elect and the Secretary-Treasurer in odd-numbered years. A slate of at least one candidate for each of these respective offices shall be presented to the Representative Assembly by the Nominating Committee of the Association. Other candidates may be nominated from the floor by the members of the Representative Assembly according to the election rules.

Section 3. Terms of Office. The current President-Elect assumes the office of President on the corresponding July 1. The President-Elect shall be elected for a regular two-year term and shall take office the first of July following his/her election. At the same election, the Secretary-Treasurer shall be elected for a two-year term beginning the first of July following his/her election. No officer may succeed himself/herself in the same office unless he/she is completing an unexpired term.

Section 4. Qualification. All officers of the Association shall be regular members and shall have been active members during the previous year.

Section 5. Vacancies. In the case of a vacancy in any office of the Association, except for that of the President, the President, with the approval of the Board of Directors, shall appoint, within thirty days from the date of vacancy of the office, a regular member of the Association to fill such vacancy until the next annual meeting of the Representative Assembly, at which time a successor shall be elected for the unexpired portion of the term of office. If the vacancy occurs in the position of President-Elect or Secretary-Treasurer fewer than 30 days prior to the Representative Assembly, or on the day of the Representative Assembly, the Nominating Committee shall place in nomination a name of a candidate to fill the unexpired term of office.

Section 6. Removal. Any officer may be removed with due cause by a vote of the majority of the directors, at a special meeting called for that purpose.

ARTICLE VI

DUTIES OF THE OFFICERS

Section 1. The President. The President shall preside at all meetings of the Board of Directors and the Representative Assembly, and shall perform such other duties as the Bylaws provide or the Board of Directors may prescribe. The President shall be a member, *ex officio*, of all committees of the Association. At the completion of his/her two-year term of office as President, he/she shall serve for a two-year term as a member of the Board of Directors as Immediate Past President. The President, with the approval of the Board of Directors, may appoint a regular Association member in good standing as a Financial Oversight person charged with monitoring the Association's financial operations.

Section 2. The President-Elect. The President-Elect shall preside at meetings in the absence of the President, perform assigned duties and succeed to the office of the President in case of resignation, disability or death of the President. If this person succeeds to the office of the President, he/she shall complete the unexpired term of the President plus the term of office as President to which he/she was elected. Under the above conditions when the President-Elect succeeds to the office of President, there shall be an election at the next Representative Assembly to fill the vacancy in the office of President-Elect who shall then serve as President-Elect until the completion of the term of the President when he/she will assume the presidency.

Section 3. The Secretary-Treasurer. The Secretary-Treasurer shall record and maintain minutes of all Executive Session meetings of the Board of Directors and review, edit, and maintain minutes of all meetings of the Board of Directors and the Representative Assembly prepared by the Indiana Retired Teachers Association's Office Manager or designee. The Secretary-Treasurer shall assume responsibility for the safekeeping of documents, historical records and other correspondence as directed by the Board of Directors. The Secretary-Treasurer, shall be authorized to sign all checks in the absence of the Executive Director, Financial Analyst or the President. Check signing policies shall be adopted by the Board of Directors. The bonding expense for all officers and employees shall be assumed by the Association. The bond shall be filed with the Board of Directors.

ARTICLE VII

EXECUTIVE DIRECTOR

Section 1. Appointment. The Board of Directors shall employ an Executive Director and shall determine his/her terms and conditions of employment. Such conditions shall be placed in writing in the form of a mutually-agreed upon contract.

Section 2. Vacancy. In the event of a vacancy in the office of Executive Director, the Board of Directors may appoint an acting Executive Director no later than its next regularly scheduled meeting. The Board of Directors shall appoint an Executive Director as soon as possible after the position of Executive Director is vacated.

Section 3. Termination of Executive Director. The Board of Directors may terminate the employment of the Executive Director according to the terms of his/her contract of employment with the Association.

Section 4. Duties. The Executive Director shall be the Chief Executive Officer of the Association. He/she shall be responsible for the following:

- a. recommendations to the Board of Directors of individuals for appointment to and retention of staff positions;
- b. direction of the work of the Association's staff;
- c. implementation and direction of all policies, legislative programs, services, and other programs as adopted by the Board and Representative Assembly;
- d. preparation of the Annual Budget;
- e. preparation of the complete yearly record of all proceedings of the Association;
- f. reports as may be required by the Representative Assembly, Board of Directors, officers, or other official bodies of the Association;
- g. distribution of all official releases of the Association's legislative program;
- h. serve as a non-voting ex-officio member of all committees of the Association and the Board of Directors.

ARTICLE VIII

COMMITTEES

Section 1. Standing Committees. The standing committees of the Association shall be:

- A. Bylaws and Rules
 - 1. The committee shall review the current Bylaws and present proposed amendments to the Board of Directors for recommendation to the Representative Assembly.
 - 2. The Representative Assembly shall take final action on all proposed amendments to the Bylaws.
 - 3. The committee shall review the current Representative Assembly Rules and submit proposed amendments to the Board of Directors for recommendation to the Representative Assembly.
 - 4. The Representative Assembly shall take final action on all proposed amendments to the Representative Assembly Rules.
- B. Community Services
 - 1. The committee shall encourage retired educators in local chapters to identify community, regional and world needs for service and to develop individual and group projects that will meet those needs of their entire community especially those of youth.
 - 2. The committee shall establish and disseminate guidelines for individual members to follow when reporting volunteer hours to local chapters.
 - 3. The committee will take a proactive part in the collection, tabulation and publication of volunteer hours within each area and the state.
 - 4. The committee will establish guidelines for the special awards for service and present these awards at the annual IRTA Representative Assembly.
- C. Legislative

The committee shall promote passage of legislation which will improve the well-being of Indiana's retired educators.
- D. Member Concerns and Services
 - 1. The committee shall make recommendations to the Board of Trustees regarding member benefits.
 - 2. The committee shall prepare a list of recommendations to assist local chapters in meeting the needs of their members.
 - 3. The committee shall prepare and present a Necrology Service at the Representative Assembly.
- E. Membership
 - 1. The committee shall provide recommendations to the Board of Directors for recruiting regular and associate members at the state and chapter levels. Any recommendation which has a fiscal impact shall be voted on by the Board of Directors.
 - 2. The committee shall provide assistance to the local chapter in recruiting and maintaining regular and associate members of the Association.

F. Nominations and Elections

1. The committee shall present to the Representative Assembly a slate of candidates which should include a minimum of one candidate for each vacant state office and area director position.
2. Qualifications for candidates for state office:
 - a. The candidate shall be a regular member of the Association.
 - b. The candidate shall give written consent to having his/her name placed in nomination for the office.
3. Qualifications for area director position:
 - a. The candidate shall be a regular member of the Association.
 - b. The candidate shall give written consent to having his/her name placed in nomination for the office.
 - c. An area director shall reside in the area which he/she is seeking to represent. If an area director cannot be found within the area, either a person who resides in an adjacent county or a person who taught in one of the area counties that he/she would represent may be elected to serve as the area director.
4. If more than one person is nominated for a state office or an area director position, the names of all nominees shall be included as a part of the Nominations Committee report.
5. Election of an area director to a state office shall constitute resignation from the area director position. The vacancy shall be filled as set forth in Article II. Section 4 of the Bylaws.
6. The committee shall conduct an annual review of the Election Rules and submit any proposed amendments to the Board of Directors for recommendation to the Representative Assembly.
7. The Representative Assembly shall take final action on all proposed amendments to the Election Rules.
8. The committee shall conduct the election of state officers and area directors during the Representative Assembly.

Subsection F. Nominations and Elections

1. "The purpose of the Nominations and Elections Committee shall be to present a slate of candidates which should include a minimum of one candidate for each vacant state office and area director position at the Representative Assembly."
2. "The committee shall conduct the election of state officers and area directors during the Representative Assembly."

1. Nominations Procedure

The slate of candidates for vacant state office elections (President-Elect and Secretary-Treasurer) and area director positions shall officially be placed in nomination by a representative of the Nominations and Elections Committee on the day of the appropriate Representative Assembly. Additional nominations may be made from the floor of the Representative Assembly. Individuals nominated from the floor must have given their prior written consent and must have filed such written consent with the Secretary-Treasurer prior to the individual's name being placed in nomination.

2. Election Procedures

- a. All elections shall be conducted by the Nominations and Elections Committee. The committee chairman direct the state office elections and shall be assisted by members of the

committee. Elections for area directors shall be supervised by the committee members representing the areas conducting the elections. If the member of the committee is absent or is a candidate for a vacant area director's position in a given area, the chairman shall name an alternate member of the committee to conduct the election.

- b. In a state office or area director election in which there is only one nominee for a given office, the nominee may be elected by acclamation.
- c. Ballots shall have the names of the candidates nominated by the committee printed and spaced to permit the listing of write-in candidates who may be nominated from the floor.
- d. All official delegates may vote in the state office election and in the election for the area director representing the delegate's assigned area.
- e. Candidates must receive a majority of the votes cast to be elected. If more than two candidates are nominated for a given state office or area director position and no nominee receives a majority of the votes cast, a runoff election shall be held between the two candidates receiving the higher number of votes. In the runoff election, the candidate receiving the higher number of votes shall be elected.
- f. In case of a tie vote in a state office or area director election, the voting shall be conducted again, unless by agreement of the candidates, the decision is made by casting a lot.
- g. The committee chairman or designee shall file a written report of the results of the state office elections signed by the committee chairman or designee and observers with the Secretary-Treasurer of the Association.
- h. The Nominations and Elections Committee member conducting an area election shall file a written copy of the election results signed by the committee member and observers with the Secretary-Treasurer of the Association.

3. Procedures for Contested Elections

- a. One nominating and one acceptance speech shall be allowed on behalf of each candidate for a state office or an area director position where there is a contested election on the day of the Representative Assembly. The nominating speech shall be limited to one minute, and a speech by the nominated candidate shall be limited to two minutes.
- b. Voting shall be conducted in secret and by paper ballot.
- c. The counting of ballots shall be supervised by the Nominations and Elections Committee. Candidates may have one observer during the counting of the ballots.

G. Public Relations

1. The committee shall promote and report the activities of the Association and its chapter affiliates through communication with local chapters, active teachers, legislators and the media.
2. The committee shall judge local chapter communications and present awards to worthy chapters according to its guidelines. These guidelines shall be published on the Association website Public Relations Committee section.

H. Retirement Planning

The committee shall provide information about opportunities for retirement planning.

Section 2. Special committees. By resolution of the Representative Assembly or the Board of Directors any special committee may be created for designated purposes.

Section 3. The President, with the approval of the Board, shall appoint members to all standing and special committees.

Section 4. All committee members shall be members in good standing of the Association.

ARTICLE IX

AFFILIATION OF LOCAL ASSOCIATIONS

Section 1. Local Chapter. A local chapter shall be any local group of 10 or more members of the Association which files a written statement expressing that it is interested in affiliating with the Association and has purposes in common with the Association. Such requests must be approved by the Board of Directors.

Section 2. All presidents of local chapters must be regular members in good standing of the Association.

ARTICLE X

PROVISIONS FOR AMENDMENT OF BYLAWS

Amendment of Bylaws. Any member of the Association may propose amendments to the Rules, Credentials and Bylaws Committee by providing such amendments in writing to the chairman of the Bylaws Committee by April 1, prior to the meeting of the Committee. Such proposal will be studied by the Committee and sent to the Board for its consideration prior to the April Board meeting.

ARTICLE XI

PARLIAMENTARY AUTHORITY

Roberts Rules of Order, Newly Revised, shall be the parliamentary authority governing all operations of the Board of Directors and the Representative Assembly in which this authority is not inconsistent with the Articles of Incorporation of the Association, Bylaws, or any statutes that do not authorize these documents to take precedence.

INDIANA RETIRED TEACHERS ASSOCIATION

ASSEMBLY RULES

1. Robert's Rules of Order (Newly Revised Edition) will be followed. The printed rules shall be used to administer the day's activities and shall remain in effect for all future such meetings of the delegate body, unless amended by the delegates. Any such amendments shall become a permanent part of these rules and shall go into effect immediately upon adoption. These rules may be amended by a majority vote of the delegates present at any meeting of the Representative Assembly.
2. The printed agenda shall serve as the order of business for each meeting, unless amended by a majority vote of those present.
3. All committee chairmen shall come to the platform prior to the time of the giving of the report.
4. The number of delegates eligible to attend the meeting of the Representative Assembly is determined by the Bylaws, and the individuals chosen as delegates are to be selected according to the Bylaws.
5. Committee reports shall be limited to the time given in the Agenda.
6. Any delegate, after stating name and county, may speak to an issue for a maximum of two (2) minutes. A timer will indicate when the two (2) minutes have ended. The President or his/her designee shall enforce this rule.
7. A delegate shall be permitted to speak only once relative to a given motion, except:
 - a. after an amendment radically changing the motion, has been introduced, or,
 - b. to answer a specific question, or questions directed to him by an opposing speaker, or
 - c. upon request by the Presiding Officer
8. All motions, except motions to convene, table, or adjourn must be in writing, signed by the author, and handed to the secretary. The Presiding Officer shall read all motions before putting them to a vote.
9. Any member of the IRTA who is not a delegate may speak, but must be identified as a non-delegate, and be limited to two (2) minutes; however, only properly authorized delegates may vote on any business brought before the assembly.
10. Identification badges should clearly identify delegates
Delegates shall be seated by area. Each area section shall be designated by a sign.

