

BYLAWS OF THE  
INDIANA RETIRED TEACHERS ASSOCIATION  
Adopted 2021 Representative Assembly

ARTICLE I  
ORGANIZATION

1 Section 1. Name

2 The name of the Association shall be the Indiana Retired Teachers Association (IRTA),  
3 hereinafter, referred to as the Association. The Association shall be incorporated according to the  
4 laws of the State of Indiana. The Association shall be an affiliate of the National Retired Teachers  
5 Association (NRTA).

6 Section 2. Resident Agent

7 The executive director of the Association shall be its resident agent.

8 Section 3. Seal

9 The Association shall have an official seal.

10 Section 4. Fiscal Year

11 The fiscal year of the Association shall be from July 1 through June 30.

12 Section 5. Local Chapters

13 A local chapter shall be any local group of 10 or more regular members of the Association who file  
14 a letter seeking to affiliate with the Association. Such requests must be approved by the board of  
15 directors. All presidents of local chapters shall be members of the Association.

ARTICLE II.  
MEMBERSHIP

16 Section 1. Regular Membership

17 All persons who receive a pension from the Indiana Teachers Retirement Fund shall be  
18 eligible for regular membership.

19 Section 2. Life Membership

20 A life membership may be offered to a regular member according to a dues schedule  
21 determined by the board of directors.

22 Section 3. Associate Membership

23 Any person who does not qualify as a regular member may become an associate member.  
24 Associate members shall be non-voting members and shall not be eligible to hold any state  
25 association office or state association committee chairmanship.

26 Section 4. Dues

- 27 a. The board of directors shall have the authority to set the dues structure to fund  
28 the budget.  
29 b. The board of directors may provide for the payment of a life membership by  
30 annual installment payments, which may include a service charge.  
31 c. Membership becomes effective upon the receipt of dues.

32 Section 5. General

- 33 a. All members shall be eligible for services and benefits as authorized by the board  
34 of directors.  
35 b. Membership in the Association shall include a subscription to the Association  
36 newsletter.  
37 c. The annual membership year shall be from July 1 through June 30.

ARTICLE III  
REPRESENTATIVE DELEGATE COUNCIL

38 Section 1. General

39 The Representative Delegate Council as provided for in the Articles of Incorporation shall be  
40 composed of delegates from the local chapters, voting members of the board of directors, past state  
41 presidents, and state standing committee chairpersons. The Representative Delegate Council is  
42 hereinafter referred to as the Representative Assembly.

43 Section 2. Local Chapter Affiliation

44 A regular member who is not affiliated with a local chapter may affiliate with any chapter, but for  
45 the purpose of delegate allocation shall be counted in the chapter of his/her residence. A member  
46 may request in writing that his/her membership be counted in a different chapter, subject to the  
47 approval of the executive director. A regular member who resides outside of the State of Indiana  
48 may join a chapter within Indiana and be counted with that chapter for the purpose of delegate  
49 allocation.

50 Section 3. Allocation of Delegates

51 For the purpose of determining the number of delegates to the Representative Assembly, the cut-off  
52 date shall be March 15. Each local chapter shall be entitled to one delegate for the first ten (10)  
53 regular members and one additional delegate for each forty (40) regular members or major fraction  
54 thereof. No later than April 1 of each year, the executive director shall notify each local chapter of  
55 the number of delegates to which the chapter is entitled.

56 Section 4. Certification of Delegates

57 All delegates shall be regular members. By May 15th, the names and addresses of the delegates  
58 shall be sent to the executive director of the Association.

59 Section 5. Quorum

60 A majority of the delegates present at the Representative Assembly shall constitute a quorum.

61 Section 6. Voting Power

62 Only certified delegates shall have the right to make motions and to vote on the business of the  
63 Representative Assembly. Delegates must be present at the meeting of the Representative  
64 Assembly in order to vote.

65 Section 7. Secret Ballot

66 The Representative Assembly shall vote by secret ballot on any pending question if requested by  
67 one-fifth of the delegates present.

68 Section 8. Duties of the Representative Assembly

69 The Representative Assembly shall be the legislative body of the Association. As the legislative  
70 body of the Association, the Representative Assembly shall formulate policies, adopt the annual  
71 budget, receive and/or act on reports, approve resolutions, amend the Bylaws, vote on  
72 recommendations by the board of directors concerning amendments to the Articles of  
73 Incorporation, vote in elections, and act on any other business brought before the body.

74 Section 9. Election of Officers and Directors

75 The certified delegates to the Representative Assembly shall elect the following state officers: the  
76 president-elect and the secretary-treasurer. The certified delegates from each of the areas shall  
77 elect one area director for their respective areas. All elections shall be conducted according to the  
78 Election Rules presented by the Nominations and Elections Committee and adopted by the  
79 Representative Assembly.

ARTICLE IV  
OFFICERS

80 Section 1. Officers

81 The officers shall consist of the president, the president-elect, the secretary-treasurer and the  
82 immediate past president.

83 Section 2. Election of Officers

84 The Representative Assembly shall elect the president-elect and the secretary-treasurer in odd-  
85 numbered years. A slate of at least one candidate for each of these offices shall be presented to the  
86 Representative Assembly by the Nominations and Elections Committee. Other candidates may be  
87 nominated from the floor by the members of the Representative Assembly according to the  
88 Election Rules.

89 Section 3. Terms of Office

90 All officers shall serve two-year terms and assume their office on July 1 in the odd-numbered  
91 years. No officer may succeed himself/herself in the same office unless he/she is completing an  
92 unexpired term.

93 Section 4. Vacancies

94 The president, with the approval of the Board of Directors, shall appoint, within thirty (30) days  
95 from the date of vacancy of an office, a regular member of the Association to fill a vacancy in the  
96 position of president-elect and/or secretary-treasurer until the next annual meeting of the  
97 Representative Assembly, at which time a successor shall be elected for the unexpired portion of  
98 the term of office. If the vacancy occurs in fewer than thirty (30) days prior to the Representative  
99 Assembly, or on the day of the Representative Assembly, the Nominations and Elections  
100 Committee shall place in nomination a name of a candidate to fill the unexpired term of office.

101 Section 5. Removal

102 Any officer may be removed with just cause by a vote of the majority of the voting members of the  
103 board of directors, at a special meeting called for that purpose.

ARTICLE V  
DUTIES OF THE OFFICERS

104 Section 1. President

105 The president shall preside at all meetings of the board of directors and the Representative  
106 Assembly and shall perform such duties as delineated by the Bylaws or prescribed by the board of  
107 directors. The president shall appoint members to all standing and special committees. The  
108 president shall be an *ex-officio* member of all committees. The president, in consultation with the  
109 Executive Committee and with the approval of the board of directors, may appoint a regular  
110 member as a financial oversight person. At the completion of his/her two-year term of office as  
111 president, he/she shall serve for a two-year term as a member of the board of directors as  
112 immediate past president. The president shall serve as *ex-officio* non-voting member of the Indiana  
113 Retired Teachers Foundation (IRTF) Board and appoint regular members of the association in  
114 good standing to serve as members of the IRTF Board.

115 Section 2. President-Elect

116 The president-elect shall preside at meetings in the absence of the president, perform assigned  
117 duties and succeed to the office of the president in the case of resignation, disability or death of the  
118 president. He/she shall complete the unexpired term of the president plus the term of office as  
119 president to which he/she was elected.

120 Section 3. Secretary-Treasurer

121 The secretary-treasurer shall record and maintain minutes of all Executive Session meetings of the  
122 board of directors and review, edit and maintain minutes of all meetings of the board of directors  
123 and the Representative Assembly. The secretary-treasurer shall assume responsibility for the  
124 safekeeping of documents, historical records and other correspondence as directed by the board of  
125 directors. The Secretary-treasurer shall serve as an *ex-officio* voting member of the IRTF Board.

126 Section 4. Immediate Past President

127 The immediate past president shall serve as an advisor to the officers and board of directors.

ARTICLE VI  
BOARD OF DIRECTORS

128 Section 1. General

129 The members of the board of directors shall be the officers and the area directors. The executive  
130 director and the financial oversight person shall serve as non-voting *ex-officio* members.

131 Section 2. Tenure

132 The officers shall serve on the board of directors during their terms as officers. The area directors  
133 from even-numbered areas shall be elected in even-numbered years for a two-year term. The area  
134 directors from odd-numbered areas shall be elected in odd-numbered years for a two-year term.  
135 The term of office shall begin on July 1 following election and end on June 30 following the  
136 successive election. No area director shall serve more than two (2) consecutive terms in a given  
137 area. However, if an area director is appointed to fill a vacancy, he/she remains eligible to serve  
138 two (2) consecutive two-year terms in addition to the unexpired portion to which he/she was  
139 appointed. The financial oversight person shall be appointed annually with a maximum of four (4)  
140 terms.

141 Section 3. Vacancies

142 The president, with the approval of the board of directors, shall appoint, within thirty days from the  
143 date of vacancy in the position of an area director, a regular member of the Association to fill such  
144 vacancy until the next annual meeting of the Representative Assembly at which time a successor  
145 shall be elected for the unexpired portion of the term of office. If the vacancy occurs in the position  
146 of director fewer than 30 days prior to the Representative Assembly, or on the day of the  
147 Representative Assembly, the Nominations and Elections Committee shall place in nomination a  
148 name of the candidate to fill the unexpired term of office.

149 Section 4. Quorum

150 A majority of the voting members of the board of directors must be present at a meeting to  
151 constitute a quorum for the transaction of business.

152 Section 5. Meetings

153 The president, in consultation with the executive director, shall schedule regular meetings of the  
154 board of directors. Special meetings may be called by the president, or at the request of at least  
155 four (4) members of the board. All members of the board shall be notified of regular and special  
156 meetings in a timely manner. The president shall provide an agenda for the meeting.

157 Section 6. Executive Committee

158 There shall be an executive committee which shall consist of all officers. The executive director  
159 shall serve as a non-voting *ex-officio* member. The executive committee shall meet at the  
160 discretion of the president and/or the executive director to review the agenda for the board  
161 meetings and to discuss issues of concern. It shall be the responsibility of this committee to review

162 the board policies and recommend changes to the board of directors. This committee is  
163 responsible for the evaluation of the executive director and for making recommendations to the  
164 board of directors regarding his/her employment status.

165 Section 7. Duties of the Board of Directors

166 The board of directors shall:

- 167 a. conduct, manage, and control the affairs and business of the Association between  
168 meetings of the Representative Assembly, subject to the policies established by the  
169 Assembly;
- 170 b. carry out directives adopted by the Assembly;
- 171 c. have the power to establish policies consistent with the actions of the Representative  
172 Assembly;
- 173 d. review and may amend the proposed budget prior to recommendation to the  
174 Representative Assembly;
- 175 e. make adjustments in the annual budget adopted by the Representative Assembly as the  
176 need arises;
- 177 f. shall appoint and determine terms and conditions of employment, or termination, of the  
178 Executive Director
- 179 g. perform such other duties as required by the Articles of Incorporation and Bylaws and  
180 for the welfare of the Association; and
- 181 h. review the Articles of Incorporation and recommend amendments to the Representative  
182 Assembly for final action.

183 Section 8. Financial Oversight Person

184 a. Qualifications

- 185 i. previous experience with budgets of non-profits, school corporations, public  
186 entities or other applicable experience
- 187 ii. a thorough knowledge of the Association's budget.

188 b. Duties shall include:

- 189 i. monitoring the Association's financial operations.
- 190 ii. giving input during the budget-building process.
- 191 iii. making reports to the board of directors concerning the budget and/or variance  
192 reports.
- 193 iv. attending meetings of the executive committee at the request of the president  
194 and/or the executive director.
- 195 v. attending INPRS (Indiana Public Retirement System) and/or PMOC (Pension  
196 Management Oversight Committee of the Indiana State Legislature) meetings at  
197 the request of the president and/or the executive director.

ARTICLE VII  
EXECUTIVE DIRECTOR

198 Section 1. Employment

199 The board of directors shall employ an executive director and determine the terms and conditions  
200 of employment. Such conditions shall be placed in a mutually-agreed upon contract. The board of  
201 directors may terminate the employment of the executive director according to the terms of his/her  
202 contract.

203 Section 2. Vacancy

204 In the event of a vacancy in the office of executive director, the board of directors may appoint an  
205 interim executive director within ninety (90) days. The board of directors shall employ an  
206 executive director as soon as possible after the position is declared vacant.

207 Section 3. Duties

- 208 a. The executive director shall be the resident agent.
- 209 b. The executive director shall be the chief executive officer. He/she shall be responsible  
210 to:
- 211 i. direct the work of the Association's staff;
  - 212 ii. recommend individuals for employment and retention of staff  
213 members to the board of directors;
  - 214 iii. direct the implementation of all policies, legislative programs,  
215 services and other programs as adopted by the board and  
216 Representative Assembly;
  - 217 iv. prepare the annual budget;
  - 218 v. purchase and maintain an appropriate fidelity bond to protect the  
219 assets of the Association;
  - 220 vi. prepare the complete yearly record of all proceedings of the  
221 Association;
  - 222 vi. prepare reports as may be required by the Representative Assembly,  
223 board of directors, officers, or other official bodies of the  
224 Association;
  - 225 viii. distribute all official releases concerning the Association's legislative  
226 program;
  - 227 ix. serve as an *ex-officio* non-voting member of the board of directors  
228 and all committees.
  - 229 x. serve as an *ex officio* non-voting member of the IRTF Board of  
230 Directors.

ARTICLE VIII  
COMMITTEES

231 Section 1. General

232 1. Any committee recommendation which has a fiscal impact shall be voted on by the  
233 board of directors.

234 2. All committee members shall be members in good standing of the Association.

235 Section 2. Standing Committees. The Standing Committees of the Association shall be:

236 A. Bylaws and Rules

237 1. The committee shall review the current Bylaws and present proposed amendments to  
238 the board of directors for a recommendation to the Representative Assembly.

239 2. The Representative Assembly shall take final action on all proposed amendments to  
240 the Bylaws.

241 3. The committee shall review the current Representative Assembly Rules and submit  
242 proposed amendments to the board of directors for recommendation to the  
243 Representative Assembly.

244 4. The Representative Assembly shall take final action on all proposed amendments to  
245 the Representative Assembly Rules.

246 5. Following the Representative Assembly, the committee shall be charged with the  
247 responsibility of correcting article or section designations, punctuation and cross  
248 references and making any changes as may be necessary to reflect the intent of the  
249 Representative Assembly in connection with any amendments to the Bylaws.

250 B. Community Services

251 1. The committee shall encourage retired educators in local chapters to identify  
252 community, regional and world needs for service and to develop individual and group  
253 projects that will meet those needs of their entire community, especially those of  
254 youth.

255 2. The committee shall establish and disseminate guidelines for individual members to  
256 follow when reporting volunteer hours to local chapters.

257 3. The committee will take a proactive part in the collection, tabulation and publication  
258 of volunteer hours within each area and the state.

259 4. The committee will establish guidelines for the special awards for service and present  
260 these awards at the annual Representative Assembly.

261 C. Legislative

262 The committee shall promote passage of legislation which will improve the well-being  
263 of Indiana's retired educators.

264 D. Member Concerns and Services

265 1. The committee shall make recommendations to the board of directors regarding  
266 member benefits.

267 2. The committee shall prepare a list of recommendations to assist local chapters in  
268 meeting the needs of their members.

269 3. The committee shall prepare and present a Necrology Service at the Representative  
270 Assembly.

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- 272 E. Membership  
273 1. The committee shall provide recommendations to the board of directors for recruiting  
274 regular and associate members at the state and chapter level.  
275 2. The committee shall provide assistance to the local chapters in recruiting and  
276 maintaining regular and associate members of the Association.  
277 F. Nominations and Elections  
278 1. The committee shall present to the Representative Assembly a slate of candidates  
279 which should include a minimum of one (1) candidate for each vacant state office and  
280 area director position.  
281 2. Any nominee for an elected position must be a regular member who is/was a licensed  
282 educator.  
283 3. Qualifications for candidates for state office:  
284 a. The candidate shall have been a regular member of the Association for at least one  
285 year prior to nomination.  
286 b. The candidate shall have given written consent to having his/her name placed in  
287 nomination for the office.  
288 4. Qualifications for area director positions:  
289 a. The candidate shall be a regular member of the Association for at least one year  
290 prior to nomination.  
291 b. The candidate shall have given written consent to having his/her name placed in  
292 nomination for the office.  
293 c. An area director shall reside in the area which he/she is seeking to represent. If an  
294 area director cannot be found within the area, either a person who resides in an  
295 adjacent county or a person who taught in one of the area counties that he/she  
296 would represent may be elected to serve as the area director.  
297 5. If more than one person is nominated for a state office or area director position, the  
298 names of all candidates shall be included as a part of the Nominations and Elections  
299 committee report.  
300 6. Election of an area director to a state office shall constitute resignation from the area  
301 director position. The vacancy shall be filled as set forth in the Bylaws.  
302 7. The committee shall conduct the election of state officers and area directors during the  
303 Representative Assembly  
304 8. The committee shall conduct an annual review of the Election Rules and submit any  
305 proposed amendments to the board of directors for recommendation to the  
306 Representative Assembly.  
307 9. The Representative Assembly shall take final action on all proposed amendments to  
308 the Election Rules.  
309 G. Public Relations  
310 1. The committee shall promote and report the activities of the Association and its  
311 chapter affiliates through communication with local chapters, active teachers,  
312 legislators and the media.  
313 2. The committee shall judge local chapter communications and present awards to  
314 worthy chapters according to its guidelines. These guidelines shall be published in the  
315 Association website Public Relations Committee section.

316 H. Retirement Planning  
The committee shall provide information about opportunities for retirement planning.

317 Section 3. Special Committees.

318 By resolution of the Representative Assembly, the board of directors, or president, a special  
319 committee may be created for a designated purpose. On presentation of a final report to the  
320 appropriate body, the committee shall cease to exist.

ARTICLE IX  
PARLIAMENTARY AUTHORITY

321 *Robert's Rules of Order*, newly revised, shall be the parliamentary authority governing all  
322 operations of the board of directors and the Representative Assembly in which this authority is not  
323 inconsistent with the Articles of Incorporation of the Association, Bylaws, or any statutes that do  
324 not authorize these documents to take precedence.

ARTICLE X  
PROVISIONS FOR AMENDMENT OF BYLAWS

325 Any member of the Association may propose amendments to the Bylaws by providing such  
326 amendments in writing to the chairperson of the Bylaws and Rules Committee on or before  
327 February 15. Such proposals will be studied by the committee and sent to the board for its  
328 consideration by April 1. Proposed amendments, along with the recommendations of the board of  
329 directors, shall be presented to the Representative Assembly for final action.

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ARTICLE XI  
INDEMNIFICATION OF DIRECTORS AND OFFICERS

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335 The Association shall indemnify any person or his/her estate made a party to any action, suit or  
336 proceeding by reason of the fact that he/she is or was a director, officer, or employee of the  
337 Association, or of any corporation in which he/she served as such at the request of the  
338 Association against the reasonable expenses, including attorneys' fees actually and reasonably  
339 incurred by him/her in connection with the defense of such action, suit or proceeding or in  
340 connection with any appeal therein, except in relation to matters as to which shall be judged in  
341 such action, suit or proceeding, that such officer, director or employee is liable for negligence or  
342 misconduct in the performance of his/her duties. The Association may also reimburse any such  
343 director, officer or employee the reasonable cost of settlement of any such action, suit or  
344 proceeding, if it shall be found by the majority of the committee composed of the directors not  
345 involved in the matter in controversy (whether or not a quorum) that it was in the best interest of  
346 the Association that such settlement be made. Such rights of indemnification in reimbursement  
347 shall not be deemed exclusive of any other rights to which such director, officer, or employee  
348 may be entitled apart from the provision of this Article.

ARTICLE XII  
DISSOLUTION

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In the event of dissolution of the Association, any assets remaining after payment of all debts of the Association shall be transferred by the Association to the Indiana Retired Teachers Foundation Endowment, or its successor.