

CODE OF BY-LAWS
OF
RETIRED INDIANA PUBLIC
EMPLOYEES ASSOCIATION, INC.

ARTICLE I

Membership

Section 1. Membership. To be eligible for membership, a person must fall into one of the following categories: (1) A retiree or active employee of the Public Employees Retirement fund; (2) A retiree or active employee member of a fund administered by the Indiana Public Retirement System –INPRS- excluding a member of the Teachers Retirement Fund; (3) Former member of INPRS excluding a member of the Teachers Retirement Fund; (4) former retirees of PERF whose benefits have been depleted; (5) A widow or widower of a former RIPEA member.

Associate Membership. Spouses of current or deceased members must join as Associate Members if they enroll in a RIPEA sponsored insurance plan. Associate members are eligible for all insurance benefits and discounts available to RIPEA members.

Section 2. Membership Dues. Annual membership dues shall be fixed by the Board of Directors.

Section 3. Membership Cards. Each member of the Corporation including associate Members shall be entitled to a membership card or associate membership card signed by the President or Executive Director.

Section 4. Membership Lists. The Executive Director shall at all times keep a complete and accurate list of all the members and associate members. The list shall be kept on file at the principal office of the Corporation for any other purpose at any time during usual business hours.

ARTICLE II

Board of Directors

Section 1. Duties and Qualifications. The business and affairs of the Corporation shall be managed by a Board of Directors.

Section 2. Numbers and Terms of Office. The Board of Directors of the Corporation shall consist of not less than eleven (11) nor more than fifteen (15) individuals who shall be elected by the present or remaining directors for terms of four (4) years, to be served on a staggered basis and until their successors shall be chosen and qualified, or until their removal, resignation, or death.

Section 3. Removal. A member is required to attend a minimum of 50% of the Board meetings in a 2-year period or shall be removed from the Board.

This provision may be waived by a majority vote of the Board of Directors.

Section 4. Vacancies. Any vacancy in the Board of Directors shall be filled by a majority vote of all the remaining Directors. Any Director so elected by the Board of Directors shall hold office for the remaining balance of the term of the Director they shall replace, and thereafter until a successor shall be elected and qualified.

Section 5. Meetings. The Board of Directors shall meet in March, June, September and December on dates determined by the Board. The annual meeting shall be held in June; however, the Board may postpone or cancel meetings if believed to be in the interest of the Association.

Section 6. Other Meetings. Other meetings of the Board of Directors may be held pursuant to a resolution of the Board to such effect or may be held upon the call of the President or any two (2) members of the Board and upon twenty-four (24) hours notice specifying the time, place and general purposes of the meeting, given to each director either personally or by mail, email or telephone. No notice shall be necessary for any regular meeting and notice of any other meeting may be waived in writing or by email. Attendance at any such meeting shall constitute waiver of notice of such meeting.

Section 7. Quorum. The majority of the whole Board of Directors shall be necessary for the transaction of any business, except the filling of vacancies and the act of the majority of the Directors present at a meeting at which a quorum present shall be the act of the Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation, or these by-laws.

Section 8. Action by Consent. Any action which may be taken at any meeting of the Board may be taken without a meeting, if prior to such action a written consent to such action is signed by all members of the Board and such consent is filed with the minutes of proceedings of the Board.

Section 9. Compensation. Members of the Board of Directors, Executive Committee, officers of the Corporation and staff shall receive such compensation for the services as may be fixed by the Board of Directors.

ARTICLE III

Committees

Section 1. Executive Committee. An Executive Committee shall be established by the Board of Directors to govern the general activities of the Corporation. The President shall appoint the members of the Executive Committee. The Executive Committee shall execute decisions of the Board and shall have its powers, except those specifically reserved to the Board. The Executive Committee shall report its action to the Board.

Section 2. Foundation. The RIPEA Board President shall appoint 3 to 5 directors to the RIPEA Foundation. The directors shall hold office until their successors are elected and qualified.

Section 3. Insurance Trustees. The RIPEA Board President shall appoint 3-5 trustees of the Insurance Trust. The Trustees shall hold office until their successors are elected and qualified.

Section 4. Nominating Committee. The RIPEA President shall name a Nominating Committee of 3 in December of each year to recommend Officer Candidates and Candidates for the Board of Directors to the Full Board in March.

Section 5. Legislative Committee. The RIPEA Board of Directors may establish a Legislative Committee that will recommend to the Board of Directors the legislative program and assist the RIPEA Legislative Representative. The Committee will be chaired by a RIPEA director and will be comprised of RIPEA members who are on the Board of Directors and RIPEA members who are not members of the Board of Directors.

ARTICLE IV

Offices

Section 1. Offices and Qualifications Thereof. The officers shall consist of a President, a Vice-President, a Secretary and such assistant officers as the Board of Directors shall designate. The Board of Directors of the Corporation shall have the authority to employ an Executive Director and Attorney at Law to conduct the daily affairs and legal aspects of the Corporation. Other employees may be hired from time to time as the Board of Directors or Executive Committee may decide.

Section 2. Terms of Office. Each officer of the Corporation shall be elected for a term of one (1) year. No officer shall serve in the same office for more than two (2) consecutive years.

Section 3. Vacancies. Whenever any vacancies shall occur in any of the offices of the Corporation for any reason, the same may be filled by the Board of Directors at a regular or special meeting thereof, and any officer so elected shall hold office until the next annual meeting of the Board of Directors and until a successor shall be duly elected and qualified.

Section 4. Removal. Any officer of the Corporation may be removed, with or without cause, by the Board of Directors whenever a majority of such Board shall vote in favor of such removal.

ARTICLE V

Powers and Duties of Officers

Section 1. President. Subject to the general control of the Board of Directors, the President shall supervise all the affairs of the Corporation and shall discharge all the usual function of the Chief Executive Offer of a Corporation. The President shall serve as Ex Office Member of all Committees. They shall preside at the meetings of members and Directors and shall have such other powers and duties as these by-laws of the Board of Directors may prescribe. The President shall have authority to execute, with the secretary, powers of attorney appointing other corporations, partnerships or individuals the agents of the Corporation subject to law, the Articles of Incorporation and these by-laws.

Section 2. Vice President. The Vice President shall have all the powers of the President in their absence and shall have such other powers and duties as these by-laws or the Board of Directors may prescribe.

Section 3. Secretary. The Secretary shall attend all meetings of the Board of Directors and keep or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings, and they shall perform a like duty, when required, for all standing committees appointed by the Board of Directors. They shall attend to the giving or serving of all notices of the Corporation required by these by-laws, shall have custody of the books and records of the Corporation, and in general shall perform all duties pertaining to the office of Secretary and such other duties as these by-laws or the Board of Directors may prescribe.

Section 4. Executive Director. The Executive Director shall manage the day to day operation of the Corporation and shall be responsible to the Board of Directors. The Executive Director shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. They shall have charge and custody of, and be responsible for, all funds, notes, securities and other valuables which may from time to time come into the possession of the Corporation. They shall deposit, or cause to be deposited, all funds of the Corporation with such depositories as the Board of Directors shall designate. They shall furnish at meetings of the Board of Directors or whenever requested, a statement of financial condition of the Corporation, and in general shall perform all duties pertaining to the office of Executive Director and such other duties as these by-laws or the Board of Directors may prescribe.

Section 5. Attorney. The Attorney shall counsel the Corporation and shall handle all legal matters. The compensation of this individual shall be established from time to time by the Board of Directors.

ARTICLE VI

Miscellaneous

Section 1. Corporate Seal. The Corporation shall have no seal.

Section 2. Execution of Contracts and Other Documents. Unless otherwise ordered by the Board of Directors, all written contracts and other documents entered into by the Corporation shall be executed on behalf of the Corporation by the Executive Director, with Executive Committee or Board approval, and if required, attested by the Secretary.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be January 1 to December 31.

ARTICLE VII

AMENDMENTS

Section 1. Amendments of By-Laws. Subject to law and the Articles of Incorporation, the power to make, alter, amend or repeal all or any part of these by-laws is vested in the Board of Directors. The affirmative vote of a majority of all the Director's shall be necessary to effect any such changes in these by-laws.

- Article II, Section 4; Sections 9, 10,11; Article III, Section 2 approved by the Board of Directors on December 9, 2004.
- Article II, Section 12 approved by the Board of Directors on June 12, 2007.
- Article II, Section 2 approved by the Board of Directors on December 10, 2008.
- Article II, Section 3 approved by the Board of Directors on February 17, 2010.
- Article I, Section 1 approved by the Board of Directors on June 7, 2017.
- Article I, Sections 1, 3, 4 approved by the Board of Directors on March 4, 2020.
- Article III, Sections 1,3,4,5 approved by the Board of Directors on March 4, 2020.
- Article II, Section 3 approved by the Board of Directors on June 1, 2022.

Notes:

1. The office of treasurer was deleted on March 4, 2020.
2. Article III was part of Article II prior to March 4, 2020.
3. The Convention Committee was deleted on May 1, 2023.