

RETIRED INDIANA PUBLIC EMPLOYEES ASSOCIATION, INC.

AMENDED AND RESTATED CODE OF BYLAWS
(effective December 4, 2024)

ARTICLE I

Name and Mission Statement

Section 1. Name. The name of the corporation is Retired Indiana Public Employees Association, Inc. (the "Corporation" or "RIPEA," as applicable). The Corporation was established in 1972 as an Indiana nonprofit and has been recognized as exempt from federal income taxation under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation also does business under the name RIPEA.

Section 2. Mission Statement. The mission of the corporation is to improve the quality of life for our members by providing the Relationships, Insurance benefits, Policy-advocacy, and Education needed to retire well from public employment in the Hoosier state.

ARTICLE II

Membership

Section 1. Membership. Pursuant to the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act"), the Corporation shall have two classes of members: Voting and Non-Voting.

(a) Voting Members. To be eligible to be a Voting Member, a person must fall into one of the following categories: (i) A retiree or active employee of the Public Employees Retirement fund; (ii) 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 ("TRF") (unless the TRF member also participated in another INPRS-managed pension); (iii) Former member of an INPRS-managed fund, excluding a member of the TRF (unless the TRF member also participated in another INPRS-managed fund); (iv) former retirees of one of the noted funds whose benefits have been depleted; or (v) A widow or widower, child, or beneficiary of a deceased RIPEA member.

(b) Non-Voting Members. To be eligible to be a Non-Voting Member (who also may be referred to as an "Associate Member"), a person must fall into one of the following categories: (i) A spouse, child, or beneficiary of a current Voting Member; or (ii) A person who is not otherwise eligible to become a Voting or Non-Voting Member pursuant to this Section 1 but who supports and adheres to the purposes and objectives of the Association, including without limitation employees and former employees of the Corporation. Associate Members are eligible for all insurance benefits and discounts available to Voting Members so long as they become and remain Associate Members.

Unless stated explicitly otherwise in the Amended and Restated Articles of Incorporation, as the same may be further amended and/or restated from time to time (the "Articles"), this Amended and Restated Code of By-Laws, as the same may be amended and/or restated from time to time (these "By-Laws"), or the Act, as to any and all matters as to which the Act or other applicable law

bestows voting rights upon “members,” only the Voting Members shall have voting rights, and Non-Voting Members shall not have the right to vote on any such matter or to receive notice of a meeting at which such matter is to be discussed and/or voted upon.

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

Section 3. Membership Cards. Each Member of the Corporation 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 Members. The list shall be kept on file at the principal office of the Corporation for any purpose at any time during usual business hours.

Section 5. Member Meetings.

(a) Place of Meeting. All meetings of the Members will be held at such place as is approved by the Board of Directors and specified or fixed in the call for a meeting or notice thereof.

(b) Annual Meeting. There will be an annual meeting of the Members for the purpose of transacting such business as may come before the meeting. This meeting will be held at a time determined by the Board of Directors.

(c) Special Meetings. Special meetings of the Members may be called, for any reason and at any time, by the President or upon the written request of one hundred (100) Members. Business transacted at all special meetings will be limited to the subjects stated in the call or waiver of notice and matters germane thereto.

(d) Notice of Meetings. Written or printed notice of the date, time, and place of each meeting of the Members (and, in the case of a special meeting, the purpose or purposes of such meeting) will be delivered by mail, electronic communication, facsimile, or other means reasonably designed to provide prompt notice by or at the direction of the Secretary or other persons calling the meeting to each Member of record of the Corporation at such Member’s address or email address, as applicable, not more than thirty (30) or less than ten (10) days before the date of the meeting. Notice of any meeting may be waived in writing by any Member either before or after such meeting. Attendance at any meeting, except for the sole purpose of objecting to the holding of such meeting, will constitute a waiver of notice of that meeting.

(e) Voting. Each Voting will be entitled to one (1) vote and no more upon each matter submitted to a vote at a meeting of the Members. Members must vote in person and may not vote by proxy.

(f) Quorum. The Members present at a duly-called meeting of the Members will constitute a quorum for the conduct of business at such meeting.

(g) Manner of Acting. The act of the majority of the Members present at a meeting at which a quorum is present will be the act of the Members, unless the act of a greater number is required by the Articles, these By-Laws, or other applicable law.

(h) Order of Business. The order of business at any meeting of the Members will be determined by the Members.

(i) Attendance by Telephone. Any or all Members may participate in a meeting of the Members by means of conference telephone or similar communications equipment if all persons participating in the meeting can communicate with each other simultaneously. Participation in this manner constitutes presence in person at such meeting.

(j) Action by Written Consent. Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if a consent in writing setting forth the action so taken will be signed by all Members entitled to vote thereon.

(k) Definition. All references to "Members" in this Section 5 shall refer to the Voting Members.

ARTICLE III

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. Eligibility. All members of the Board of Directors must be Voting Members of the Corporation.

Section 3. 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, as determined by the Board of Directors from time to time. The Directors shall be elected by the Board of 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, death, or term limits are reached. Effective June 1, 2024, new board members shall be limited to serving three (3) consecutive terms.

Section 4. Removal. A Director is required to attend a minimum of fifty percent (50%) of the Board meetings in a two (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 5. Vacancies. Any vacancy in the Board of Directors may be filled by a majority vote of all Directors. Any Director elected by the Board of Directors to fill a vacancy shall hold office for the remaining balance of the term of the Director they replace and may be elected to begin a new term after completion of the vacancy term. For the purposes of term limits, the first term of the Director elected to fill a vacancy shall begin upon completion of the partial term served.

Section 6. Meetings. The Board of Directors shall meet at least four times each year, generally in March, June, September and December on dates determined by the Board. At the June meeting, which shall be the annual meeting, the Board shall elect directors and officers. The Board may postpone or cancel meetings if believed to be in the interest of the Corporation. No notice shall be necessary for any regular meeting.

Section 7. 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. 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 8. 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 is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Articles, these ByLaws, or other law.

Section 9. 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 10. Compensation. Members of the Board of Directors, shall receive such compensation for service to the Board as may be fixed by the Board of Directors.

ARTICLE IV

Officers

Section 1. Positions. The officers shall consist of a President, a Vice President, a Secretary and such assistant officers as the Board of Directors shall designate. Any two (2) or more offices may be held by the same person; provided, however, that no single individual may simultaneously hold the offices of President and Secretary.

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 the Board votes 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 affairs of the Corporation and shall discharge all usual functions of the Chief Executive Officer of a Corporation, in the absence of an Executive Director. The President shall serve as Ex Officio 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 or 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, and these By-Laws.

Section 2. Vice President. The Vice President shall have all powers of the President in the absence of the President 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. Treasurer. The Treasurer shall keep correct and complete records of accounts, 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 Treasurer and such other duties as these By-Laws or the Board of Directors may prescribe.

ARTICLE VI

Committees & RIPEA-Appointed Boards

Section 1. Committee Composition and Leadership. All Committee Chairs must be members of the RIPEA Board of Directors. All committee members must be RIPEA Board members, unless otherwise denoted in the applicable committee description in this section. The Directors shall hold office until their successors are elected or appointed.

Section 2. Executive Committee. An Executive Committee shall be established by the Board of Directors to govern the general activities of the Corporation. The Executive Committee shall consist of all officers, including the Board President, Vice President, Secretary, Treasurer, and Immediate Past President, as well as other Board members appointed by the President. 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 3. Foundation. The RIPEA President shall appoint three (3) to five (5) individuals to serve on the board of directors of the RIPEA Foundation, subject to the governing documents of the foundation. The RIPEA Foundation President, in consultation with the RIPEA Board President, may appoint up to three additional Foundation directors, who may or may not be members of RIPEA.

Section 4. Insurance Trustees. The RIPEA Board of Directors shall provide advice to the Trustees of the Insurance Trust regarding the appointment of successor trustees, in accordance with the legal documents guiding the Trust.

Section 5. Nominating Committee. The RIPEA President shall name a Nominating Committee in December of each year to recommend Officer Candidates and Candidates for the Board of Directors to the Full Board in March. Board vacancies shall be addressed as needed, in accordance with Article III Section 5. Vacancies. The Committee may be comprised of Voting Members, whether or not on the Board of Directors; provided, however, that RIPEA Board members must comprise a majority of the Committee members.

Section 6. 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 may 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 VII

Executive Director

The Corporation may employ or otherwise contract for the services of an Executive Director, who will have general supervision and control over all the business and property of the Corporation, will be accountable to the Board of Directors, and will perform such duties as the Board of Directors may prescribe. Except as otherwise provided in these By-Laws, the Executive Director will be responsible for the formulation and development of plans, programs and policies of the Corporation; for employee and community relations; and for providing direction and coordination with respect to program execution and the overall management of the Corporation.

ARTICLE VIII

Indemnification

Section 1. Actions Other than by or in the Right of the Corporation. The Corporation shall indemnify any member, director, officer, committee or council member, employee, or agent, who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (including the imposition of a tax under Code Section 4958(a)(2), but excluding an action by or in the right of the Corporation) by reason of the fact that the person is or was a member, director, officer, committee or council member, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a member, director, officer, committee or council member, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, provided the Corporation shall not be obligated to provide indemnification which would constitute excess benefit within the meaning of Code Section 4958. The indemnification shall apply only if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, that the person had no reasonable cause to believe his or her conduct was unlawful.

Section 2. Actions by or in the Right of the Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a member, director, officer, committee or council member, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a member, director, officer, committee or council member, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including reasonable attorneys' fees), actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which the person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3. Expenses. To the extent that a person who may be indemnified has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Section 1 or 2 of this Article VIII, or in the defense of any claim, issue or matter therein, the person shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with such action.

Section 4. Authorization of Indemnification. Any indemnification (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the member, director, officer, committee or council member, employee, or agent is proper in the circumstances because the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interest of the Corporation. Such determination shall be made (a) by the directors of the corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion or (c) by the Corporate Member.

Section 5. Payment of Expenses in Advance. Expenses incurred by a member, director, officer, committee or council member, employee, or agent in defending an action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of such member, director, officer, committee or council member, employee, or agent to repay such amount, unless it shall ultimately be determined that the person is entitled to be indemnified by the Corporation.

Section 6. Right not Exclusive. Indemnification under this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of the Corporate Member or other provision, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall, unless otherwise provided when authorized, continue as to a person who has ceased to be a member, director, officer, committee or council member, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 7. Insurance. The Corporation may purchase and maintain insurance on behalf of any person or entity referred to in the preceding Sections of this Article VII against any liability asserted against and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of this Article VIII.

ARTICLE IX

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.

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

ARTICLE X

AMENDMENTS

Section 1. Amendments of Bylaws. Subject to law and the Articles, the power to make, alter, amend or repeal all or any part of these Bylaws is vested in the Board of Directors. The affirmative vote of a majority of all Directors shall be necessary to effect any such changes in these Bylaws.

History.

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.

Overall amendment of document, including addition of Article II and the reinstatement of the office of Treasurer, approved by the Board of Directors on December 4, 2024.

Notes:

The office of treasurer was deleted on March 4, 2020.

Article III was part of Article II prior to March 4, 2020.

The Convention Committee was deleted on May 1, 2023.

The office of treasurer was reinstated December 4, 2024

Article II was part of Article I prior to December 4, 2024