

# The ByLaws

## Section B

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## ARTICLE I - NAME AND PURPOSE

**NAME:** The name of this organization shall be the Ohio Retirement for Teachers Association Inc., thereafter known as the Association. The Association is also known as ORTA.

**PURPOSE:** ORTA'S mission is to monitor, advocate for, and protect the pensions and benefits of its members. The Association shall encourage individuals to improve the social and economic changes and issues relevant to their retirement.

## ARTICLE II - MEMBERSHIP

Membership is open to any educator retired from the public schools, state and municipal colleges, and universities of Ohio; any educator retired in any other state but living in Ohio; any spouse who becomes a benefit recipient of State Teachers Retirement System (STRS); and any person in Ohio interested in education and the issues of retirees.

## ARTICLE III - CHAPTER AFFILIATION

1. The Association shall utilize chapter affiliations to assist in accomplishing the purpose as set forth in Article I. The Association shall provide leadership for chapters to develop membership, and promote social and economic changes and issues relevant to retirement through exchanging information, providing workshops, and conducting conferences and leadership training.
2. Chapter affiliates shall follow the purpose of the Association as set forth in Article I and shall assist the Association in recruiting, forming, developing, and sustaining membership.

## ARTICLE IV - ORGANIZATION

1. The state shall be divided into five (5) regions as determined by the Board, with three (3) liaisons for each region. Regions are to facilitate and unify the work of the Association, promote the successful operation of local chapters, and secure prompt and unified action toward accepted goals.
2. The five (5) regions of Ohio shall be Northwest, Northeast, Southwest, Southeast, and Central.
3. Liaisons must reside in the region of Ohio they represent.
4. The three (3) liaisons of each region shall cooperate fully together in their region of the state in all phases of their work for the local chapters and for the Association.

## ARTICLE V - STATE BOARD

1. The corporate powers, affairs, and properties for the Association shall be exercised, conducted, and controlled by the STATE Board, hereafter known as the Board.

Each person serving on the Board shall be a member of the Association in good standing and shall be an STRS benefit recipient.

Board members shall be Ohio residents. Board members shall represent the Association only at Chapter or regional meetings, unless authorized by the President or Executive Director.

The necessary expenses of Board members (and non-members invited by the Board or the Executive Committee) in conducting the business of the Association shall be paid from the Association's treasury. Transportation expenses shall be paid from the member's permanent place of residence in Ohio to any board or committee meeting

The Board may adopt policies, procedures, and standing rules of order to govern its own proceedings, transaction of business, and any other matters properly within the authority and discretion of the Board, as consistent with the State of Ohio, Articles of Incorporation and these Bylaws.

2. The Board shall consist of the Executive Committee and one regional liaison from each of the five (5) regions. The Executive Director is a non-voting member of the Board. The Board shall elect a successor to fill the unexpired term of any member of the Executive Committee. An Executive Committee member completing an unexpired term shall be eligible for election to serve an additional terms in that office. A vacancy created by any other member of the Board shall be filled in the same way used in selecting the original holder of the vacated position, unless otherwise determined by the Executive Committee.
3. Liaisons serve three year terms and are elected in the spring of each year when elections are necessary. Liaisons may succeed themselves multiple times. ORTA members wishing to serve as a liaison may notify the ORTA office of their desire to run for a liaison position and the ORTA office will arrange to conduct an election at the completion of the current serving liaison for that region.
4. The duties of the Board members shall be:
  - (a) To attend Board, committee, and ORTA sponsored meetings. Board meetings will be held semi- annually in the spring and fall. The President may call emergency Board meetings, after approval by a majority vote of the Executive Committee either at an official meeting or electronically.

(b) To receive and review the secretarial, financial, and other reports.

(c) To promote planning, developing, and implementing programs in cooperation with local chapters.

(d) To work cooperatively with the liaisons in their respective regions by volunteering assistance and by responding to requests for help.

5. Unless another place is designated by the Board, the place of all meetings shall be the principle office of the Association. However, if necessary, any meeting may be held electronically.
6. Notice of the time and place of each Board meeting shall be given to each Board member, either by personal delivery, mail, or electronically at least two days before each meeting. Business transacted at all Board meetings shall be confined to subjects stated in the call and related matters.
7. Except as otherwise provided in these Bylaws, a majority of the number of Board members shall be present in person or electronically at any Board meeting to constitute a quorum for the transaction of business. However, if a meeting is held electronically allowing all persons participating to communicate contemporaneously, then such participation shall constitute attendance at such meeting. Except as otherwise provided in these Bylaws, the act of a majority of the Board members present at any Board meeting shall be the act of the Board.
8. An official Board action may be taken without a meeting if approved by a majority of Board members voting in person or electronically. Any such action shall be entered into the record of the Association.
9. Any Board member may resign at any time by giving written notice to the Chairman of the Executive Committee or Executive Director. A resignation shall take place at the time specified.
10. Any Board member may be removed, with or without cause, at any time by the affirmative vote of a majority of the elected Board members.
11. Board members shall avoid any conflict between their own respective, individual interests and the interests of the Association, and any and all actions taken by such Board member on behalf of the Association in their respective capacities. Board members shall conduct themselves in accordance with the requirements of law, these Bylaws, and such other policies, including policies on conflict of interest, as may be adopted by the Board.

## ARTICLE VI - OFFICERS

1. The elected officers of the Association shall constitute the Executive Committee. The Executive Committee shall be composed of the three ORTA members elected by the ORTA Board. The Executive Director shall be a non-voting member of the Executive Committee. Candidates for election to the Executive Committee shall be recommended by the Nominating Committee or nominated from the floor, and shall be elected by the ORTA Board at the spring meeting for three-year terms.

The Executive Committee shall take office August 1 following election.

The Executive Committee shall be responsible for necessary action between Board meetings. The Executive Committee shall employ and evaluate the Executive Director and set the compensation for that position.

Officers shall be STRS benefit recipients or active contributors,, Ohio residents, and members of the Association in good standing.

2. The Executive Committee Chair shall preside at all Association and Board meetings, carry out the instructions of the Board, and perform all duties of this office. The Executive Committee Chair shall appoint all committees.
3. If the Executive Committee Chair is incapacitated, another Executive Committee member shall temporarily assume the duties and responsibilities of the Executive Committee Chair.
4. The Executive Director shall be directly responsible to the Executive Committee. The Executive Director shall administrate and manage the day-to-day operations of the Association. The Executive Director may employ staff as needed. The general duties of the Executive Director and staff shall be defined in the Personnel policies of the Association.
5. It is expected that Executive Committee members will attend as many meetings of the Executive Committee as possible.

(a) Unless another place is designated by the Executive Committee Chair, the place of all meetings shall be the principle office of the Association. However, any meeting may be held electronically.

(b) Notice of the time and place of each Executive Committee meeting shall be given to each Executive Committee member, either by personal delivery, mail, or electronically at least two days before each meeting. Business transacted at all Board meetings shall be confined to subjects stated in the call and related matters.

(c) Except as otherwise provided in these Bylaws, a majority of the Executive Committee members shall be present in person or electronically at any Executive Committee meeting to constitute a quorum for the transaction of business. However, if meeting is held electronically allowing all persons participating to communicate contemporaneously, then such participation shall constitute attendance at such meeting. Except as otherwise provided in these Bylaws, the act of a majority of the Executive Committee members present at any Executive Committee meeting shall be the act of the Executive Committee.

(d) Any action which may be authorized or taken at an Executive Committee meeting may be taken without a meeting if authorized by a statement signed by each of the Executive Committee members, or submitted by an Executive Committee member electronically to a designated Executive Committee officer.

Any such statement shall be filed with or entered into the record of the Association.

6. Any officer may resign at any time by giving written notice to the Executive Committee Chair and Executive Director. A resignation shall take place at the time specified.
7. Any Executive Committee member may be removed, with or without cause, at any time by the affirmative vote of a majority of the Executive Committee members then in office.
8. Executive Committee members shall avoid any conflict between their own respective, individual interests and the interests of the Association, and any and all actions taken by such Executive Committee member on behalf of the Association in their respective capacities. Executive Committee members shall conduct themselves in accordance with the requirements of law, of these Bylaws, and such other policies, including policies on conflict of interest, as may be adopted by the Executive Committee.

## ARTICLE VII - COMMITTEES

1. **Nominating Committee:** The Executive Committee Chair at least 90 days before the spring meeting, shall appoint a committee of three members to serve as the Nominating Committee and shall notify the Board of the names of the committee members. The Nominating Committee shall develop a resume format and make it available to anyone interested in a position on the Executive Committee. The Nominating Committee shall consider all individuals who submit resumes. The Nominating Committee shall nominate one or more persons for each elective office

of the Executive Committee except that of Executive Committee Chair which is elected by the members of the Executive Committee each year. The nominating committee shall report these nominations at the Fall Board meeting. Nominations may be made from the floor.

2. **Finance Committee:** The Executive Committee Chair shall appoint this committee to take effect January 1. Prior to the Fall Board meeting in the year serving, this committee shall review the current budget and outside auditor's report and make recommendations with respect to financial matters.
3. **Standing State Committees:** The Executive Committee Chair may appoint state standing committees in the following areas:
  - (a) Membership & Pre-retirement Planning
  - (b) Communications (Public Relations & Technology)
  - (c) Organizational (Nominations, Elections, & Bylaws)
  - (d) Legislative
  - (e) Community Services & Protective
4. **Authority and Manner of Acting:** Each committee shall assume responsibility for researching the assigned area and providing appropriate recommendations to the Board. Each committee shall arrive at recommendations by the majority of its members at a meeting or through electronic communication. All committees shall file minutes of meetings with the Executive Director to be entered into the records of the Association.

## ARTICLE VIII - LOCAL CHAPTERS

1. Chapter officers shall be reported to the State office by January 1st.
2. Chapter officers and chairs of the chapter standing committees must be ORTA members in good standing.
3. Chapters must submit bylaws with the State office.
4. Chapters must submit annual reports by January 15th.

## ARTICLE IX - DUES

The dues of the Association shall be as follows:

- (a) Annual and lifetime membership dues shall be determined by the Board.
- (b) The membership year of the Association shall be August 1 through July 31.

## ARTICLE X - MEETINGS

ORTA may hold state or regional conferences for members. Meeting arrangements will be determined by the Executive Committee with the cooperation of regional liaisons.

## ARTICLE XI - STATUS

The Association is intended to be and remains a 501(c) (4) non-profit corporation organized and existing for the mutual benefit of retired educators.

The Association and its Board shall refrain from any action or activity which might harm its status as an organization whose receipts are exempt from income taxes.

The Association shall be dedicated to education, social, charitable, and beneficial purposes.

No membership lists or directories shall be available to anyone except for Association purposes.

## ARTICLE XII - AMENDMENTS

The Bylaws of the Association may be amended by an affirmative vote of a simple majority of the voting members present. Voting may take place by any of the following:

- (a) a state meeting,
- (b) an area or district meeting,
- (c) by mail, or
- (d) electronically.

The Board shall have approved the proposed amendment, and notice of such amendment shall have been published in an official ORTA publication.

## ARTICLE XIII - RULES OF ORDER

The President shall appoint a parliamentarian before each official meeting of the Board. Except as otherwise provided in the Bylaws or the Standing Rules, Robert's Rules of Order, latest revision, shall govern the Association in its procedures.



## ARTICLE XIV - LOGO

The Association shall have an official corporate Logo in form and content as shown here:



## ARTICLE XV - DISSOLUTION

This Association may be dissolved only after:

1. An affirmative vote of at least two-thirds (2/3) of the total membership of the Board, and
2. Thereafter, an affirmative vote of at least two-thirds (2/3) of the members of the Association casting ballots, provided notification of each election is announced at least 60 days before the voting takes place.

In the event of dissolution, whether voluntary or involuntary or by operation of law, its property and assets shall be given to an Ohio education or charitable organization(s) selected by the Board. Such organization shall be an exempt organization under Section 501(c) (4) of the Internal Revenue Code, as amended.

## ARTICLE XVI - PROHIBITION AGAINST SHARING IN ASSETS

No member or employee of the Association shall receive at any time any net earnings or pecuniary profit from the operation of the Association, except that payment shall be made for reasonable compensation or expenses for services rendered to or for the Association in carrying out its purposes as fixed by the Board.