

National PELRA By-Laws

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Article I: Purpose

The National Public Employer Labor Relations Association, hereinafter designated National PELRA or Association, is a professional association of labor relations and human resources professionals, who represent the interests of public sector management, formed to provide the highest standard of excellence in assisting and representing public sector jurisdictions in the area of labor/employee relations and other related human resource fields. National PELRA is composed of individuals, units of government, other public entities, public officials and professionals who support its aims and goals.

To that end, the mission of National PELRA is:

National PELRA provides strategic leadership and professional development opportunities to optimally prepare, support and serve public sector labor relations and employee relations professionals representing management and employers.

In order to implement its purpose and mission, the National PELRA goals shall include, among other things:

Establish the authorities, structures, systems and processes that will ensure National PELRA's success.

- A. Facilitate excellence in policy and practice development, and provide reliable, timely information, forecasts and supportive services.
- B. Invigorate the meaning and value of National PELRA such that membership is indisputable and indispensable.
- C. Establish the authorities, structures, systems and processes that will ensure National PELRA's success and, by extension, the success of its member organizations.
- D. Provide industry-leading certifications, academies and other relevant professional development resources.

Article II: Offices

The Association may establish offices in location(s) as the Board of Directors may from time to time determine or the business of the Association may require. Such offices shall be equipped and staffed as deemed necessary to conduct business of the Association as determined by the Board.

Article III: Membership

Section 1. Membership Categories: There will be six (6) association membership categories: Active Membership, Affiliate Membership, Charter Membership, Student Membership, Honorary Membership and Retiree Membership.

- A. **Active Membership:** Active membership shall be open to any person who is an employee of a federal, state, county, local, or municipal government, or agency or department thereof, or public corporation or authority, or a public school system, who a) is assigned responsibility for that jurisdiction's agency's or department's employee or labor relations activity exclusively on behalf of management, or b) has, on behalf of that jurisdiction, agency or department, support function or responsibility in employee or labor relations activity exclusively on behalf of management.

Any person engaged in any employee or labor relations activity, public or private, other than exclusively on behalf of management shall not qualify for Active or any other membership. Upon approval of the Membership Committee and the Board of Directors, such membership may be granted to such other individuals in positions that exclusively support management in public sector labor/employee relations or human resources as deemed consistent with the purposes of the Association. Active members shall have full voting privileges.

- B. **Affiliate Membership:** Affiliate Membership shall be open to attorneys and consultants who are not employees of a public employer but who represent and actively work for the interests of public management and who solely represent and support the interest of management human resources or in labor/employee relations matters. Such membership shall also be open to any staff member of a government league or association who is responsible for providing management human resource or employee or labor relations services to such organization. Affiliate members shall have full voting privileges.

- C. **Charter Membership:** Charter Membership shall include the following list of individuals who shall be entitled to the same rights (including the right to vote), privileges and obligations as Active members in accordance with these By-Laws: James K. Anderson; James Baird; A.A. Bigge; Robert L. Bruce; Allan W. Davis; Allan W. Drachman; Robert W. Formhals; Joel J. Gay; Edward J. Gusty; Edward Gutman; John Hanson; Delbert R. Heidrich; William L. Holcomb; Rol Jeske; Robert D. Krause; Frank LeSueur; Al Leggat; Dean R. Mielke; James Mortier; Eugene V. Nelson; Gordon T. Nesvig; Charles B. Ott; Ross S. Ritto; Anthony C. Russo; Kenneth Vinstra; Roy Wesley; Donald Weinberg.

A Charter member may remain as a member of National PELRA upon changing position unless the new position places the member in an advocacy or interest role which is inconsistent with, or contrary to, the purposes of the organization as stated in its By-Laws.

- D. **Student Membership:** Membership in the Association may be open to full-time undergraduate (12 units or more) or graduate (9 units or more) students who are in a Human Resources or Labor/Employee Relations Program or related field at an accredited college or university and are not working full-time. If working or interning, qualification for such membership shall be the same as provided in the Active category. Student members must be “employed” in the public sector and assigned work activity exclusively on behalf of management. Student members shall have no voting privileges. This membership category is for National PELRA membership only and not a joint membership in an affiliate State. Each affiliated State may have their own such membership that they administer.
- E. **Honorary Membership:** At its sole discretion, the Board of Directors may bestow upon an individual the designation of Honorary membership.
- a. Guidance for Selection. The criteria for selection as an Honorary Member may include the following: outstanding efforts and contributions to the Association, Board, or its committees; past service as a National PELRA President; distinguished service to or on behalf of the Association; or other factors deemed worthy of recognition by the Board.
 - b. Timing of Recognition. An Honorary Membership shall generally be granted to an individual upon substantial culmination of a career that would otherwise qualify them for membership.
 - c. Number of Annual Honorees. While there is no requirement for the Board to grant an honorary membership(s) in a given year, no more than two (2) individuals may be recognized in a year.
 - d. Unanimous Selection. Said designation shall require unanimous vote of the Board.
 - e. Rights/Privileges of Honorary Membership. Honorary members shall not be required to pay National dues but shall have privileges of membership in the Association, except the right to hold office or vote.
- F. **Retiree Membership:** Any former Active or Affiliate Member who has retired from work in human resources and labor/employee relations is eligible for retiree membership at a discount on the National PELRA portion of the annual dues at a rate set by the National PELRA Board of

Directors. Retiree members shall have privileges of membership in the Association, except the right to hold office or vote. If a retired member returns to working status in human resources or labor/employee relations, aside from intermittent consulting, the member shall relinquish their Retiree membership, and may apply for Active or Affiliate membership. This membership category is for National PELRA membership only and not a joint membership in an affiliate State. Each affiliated State may have their own such membership that they administer.

- G. **Transfer of Membership:** No membership shall be transferable except that Charter and Honorary members shall possess all rights and privileges of Active members, providing they are not otherwise in conflict with the membership requirements of these By-Laws. An Active member assuming a new position which would not otherwise qualify for Active membership rights in accordance with these By- Laws shall lose Active membership. Any successor to a position vacated by a member does not automatically assume said membership. Membership paid by a jurisdiction may be assumed by a successor employee appointed to the vacated position, and such successor employee must satisfy all membership obligations unless the position has so changed that it is inconsistent with, or contrary to, the purposes of the organization as stated in these By-Laws. A successor to a position vacated by a member who had paid for such membership personally does not assume that membership.
- H. **Members Changing Positions.** Members changing position may retain membership for a reasonable period of time so long as the member is seeking a position which would allow the member to retain National PELRA membership and assuming all other obligations of membership are met.

Section 2. Selection for Membership: Application for membership shall include a certification in writing that such person qualifies under the conditions for membership specified herein. Eligibility for membership or continuation of membership shall be determined by the Executive Director, or their designee, and in concert with the appropriate state organization as applicable. Approval or disapproval for membership by the Executive Director shall be final except that the Board of Directors may, by a two-thirds vote, modify the decision of the Executive Director.

Article IV: Voting

Each Active and Affiliate Member shall be entitled to one vote on every question put before the annual business meeting or special meeting of the general membership. Proxy voting shall not be allowed. Absentee voting shall be permitted. Members desiring to vote by absentee ballot shall request an absentee ballot from the Executive Director at least fifteen (15) days in advance of the annual conference or special meeting. Such ballot shall be returned to the Executive Director no later than the opening day of the conference or special meeting.

Article V: Officers

Section 1. Officers: Notwithstanding Article VI, Sections 7 and 8, the Officers of the Association shall consist of a President, Executive Vice President, two Vice-Presidents, and Recording Secretary, all of whom shall be Active or Charter Members. All officers shall be elected by a majority of the votes cast at the Association's annual business meeting. Thereafter, all officers except the President shall be elected by a majority of the votes cast at the Association's annual business meeting. They shall hold office until their successors are elected.

Section 2. President – Duties: The President shall preside at all conferences, business meetings, special meetings and Board of Directors meetings which the President attends and shall be responsible for the general supervision of the business of the Association. The President shall assign responsibilities for committee leadership to appropriate officers or Active or Charter Members.

Section 3. President – Conclusion of Term: The President's term of office shall expire upon completion of the annual election of officers.

Section 4. Executive Vice President – Duties: The Executive Vice President shall consult with, counsel and advise the President. Further, in the absence, disability, retirement, or ineligibility of the President, the Executive Vice President shall carry out the President's duties and fulfill the remaining term of office, if applicable.

Section 5. Executive Vice President – Succession to Presidency: The Executive Vice President shall succeed to the presidency upon the termination of the President's term of office.

Section 6. Vice President – Duties: The Vice-Presidents shall also consult with, counsel and advise the President. The President shall, within five days of taking office, designate an order of succession for the Vice-Presidents in the event that a disability should affect the President and/or Executive Vice-President.

Section 7. Recording Secretary – Duties: The Recording Secretary shall serve as Secretary to the Officers and the Board of Directors and prepare reports and retain records as directed by the Board of Directors. The Recording Secretary shall also consult with, counsel and advise the President. The Recording Secretary shall be responsible for taking and maintaining minutes for each official meeting of the Board.

Article VI: Board of Directors

Section 1. Composition of Board: The Board of Directors shall consist of the President, Executive Vice-President, two Vice-Presidents, Recording Secretary and Immediate Past President. The Board shall also include six (6) voting members who have been elected to serve At-Large of whom no more than two can be from the Affiliate Membership category.

Section 2. Officers as Part of Board: Officers elected pursuant to Article V, Section 1 of these By-Laws shall be deemed to have also been elected as Directors of the Association.

Section 3. At-Large Members – Terms: The six (6) At-Large members of the Board of Directors shall serve for staggered three (3) year terms.

Section 4. At-Large Members – Membership Requirement: An At-Large member of the Board of Directors must be an Active, Charter, or Affiliate member of the Association.

Section 5. Filling Vacancies: The President shall fill any vacancy on the Board of Directors, such appointee to serve the unexpired term of the predecessor.

Section 6. Policy: The Board of Directors, along with its Officers, is elected to establish the policy and strategic direction of the Association, as well as to aide in the management of the affairs of the Association when required. While the power to establish Association policy is a function of the Board, the voting membership, by a majority vote of the voting membership of the Association at the annual business meeting, or any special meeting, may propose that the Board consider or enact policy as deemed appropriate.

Section 7. Continuance on the Board – President: If the President, during his term of office, changes to a status that would not otherwise qualify for being an Officer but would qualify for membership, the Board of Directors may, at the Board's sole discretion, authorize, by majority vote of the Board, the President to complete the term of office to which elected if he continues to qualify for membership. If said President completes the term as President, the Board, in its sole discretion, and if it determines continued service to be in the best interest of the organization may, by a majority vote of the Board, also authorize the President to then complete the term of Past President, if he continues to qualify for membership.

Section 8. Continuance on the Board – Past President: If the Past President, during his term of office, changes to a status that would not otherwise qualify for being an Officer but would qualify for membership, the Board of Directors may, at the Board's sole discretion, and if it determines continued service to be in the best interest of the organization) authorize, by majority vote of the Board, the Past President to complete the term of office to which elected, if he continues to qualify for membership.

Section 9. Factors for Determination of Best Interest: In making a determination about whether a President or Past President should continue in service under the circumstances outlined in Section 7 and 8 above, the Board shall consider factors including but not necessarily limited to ability/willingness to continue to serve, composition of Board and Officers at the time, circumstances of the separation of employment, and time remaining on the term.

10. Continuance on the Board – All Others: If any other member of the Board of Directors of the Association, including the Executive Vice President, changes to a status which would not otherwise qualify for being an Officer or an At-Large member (whichever is applicable) in accordance with these By-Laws but which would qualify for membership in the Association, said individual may continue as a member of the Board of Directors of the Association only until the next meeting of the Association, or until re-elected as a member of the Board of Directors, at the sole discretion of the Board. When a member of the Board of Directors accepts a new position, which would not qualify for membership in the Association, said individual shall cease to be a member of the Board of Directors of the Association and the President may appoint a successor to serve the unexpired term until the next annual meeting of the Association.

Section 11. Appointed Staff: The Board may appoint an executive director and such other persons as it may deem necessary for the performance of Association functions, prescribe their duties, fix their compensation and other terms and conditions of employment.

- A. **Executive Director:** In furtherance of the duties prescribed by the Board of Directors, the Executive Director shall be responsible for the maintenance and retention of all records of the Association. The Executive Director shall also be responsible for maintaining the financial records of the Association and shall prepare reports and retain records as directed by the Board of Directors. The Executive Director shall also give, or cause to be given, notice of all meetings of the General Membership and also special meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or the President. The Executive Director shall have custody of the corporate seal of the corporation and/or any person duly designated, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by the Executive Director's signature or by the signature of the designee. The Board of Directors may give general authority to any officer to affix the seal of the corporation and to attest the affixing by said officer's signature. The Executive Director shall also have custody of funds and power to make disbursements and endorse checks as directed by the Board of Directors.

Article VII: Dues

Active, Affiliate, Retiree and Student Membership Dues shall be established by the Board of Directors. The Board of Directors may also establish affiliation agreements involving dues structures. The annual dues may be changed by the Board of Directors.

Article VIII: Meetings

Section 1. Annual Business Meeting: There shall be at least one (1) business meeting open to all members of the Association at the annual training conference to be held at such time and place as shall be determined by the Board of Directors.

Section 2. Notice of Business Meeting: All members of the Association shall be given no less than twenty-five (25) days' notice of a business meeting of all members of the Association.

Section 3. Board Meetings: There shall be an annual meeting of the Board of Directors immediately preceding or immediately following the annual conference. Additional meetings of the Board may be held at the call of the President or a majority of the Board of Directors. Members of the Board of Directors shall be given no less than seven (7) days' notice of a meeting of that body and such notice shall include the general nature of the business to be conducted. Such notice maybe waived in writing before or after a meeting of the Board.

Section 4. Rules of Order: Meetings of the Association involving official business shall be conducted in accordance with the latest revised edition of Robert's Rules of Order.

Section 5. Electronic Participation: Directors may participate in a meeting of the Board of Directors through use of electronic transmission so long as all of the following apply: (a) each director participating in the meeting can communicate with all of the other directors concurrently, and (b) each director is provided with the means of participating in all matters before the Board, including but not limited to the capacity to propose or to interpose an objection to a specific action to be taken by the association.

Section 6. Special Meetings: Special meetings of the general membership may be called by the President or the Board of Directors at any time. Special meetings may also be called when forty percent (40%) of the voting members indicate a desire to have a meeting, such notice to include the general nature of the business to be conducted.

Section 7. Notice of Meetings: Notices of all meetings of the Membership or Board of Directors shall be deemed given if mailed within the time limits provided by these By-Laws. Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions.

Section 8. Quorum: A majority of the Board of Directors shall constitute a quorum of that body. If at any meeting of the Board of Directors there is less than a quorum, any member present may adjourn the meeting. Any action of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the

action taken, is signed by all members of the Board of Directors entitled to vote with respect to the subject matter thereof.

Section 9. Unanimous Consent By Board of Directors Any action that is required to or may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Board members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote. A Board member may deliver his or her signed consent by electronic communication or U.S. mail.

Article IX: Committees

The President, with the approval of the Board of Directors, shall appoint such committees as the President may deem appropriate to implement these By-Laws and carry on the business of the Association. Committees may additionally be appointed in accordance with resolutions adopted by the members at the annual business meeting.

Article X: Nominations and Elections

Section 1. Nominating Committee: The President shall appoint a Nominating Committee consisting of five voting members, and normally at least two (2) of the President's appointees will be members of the Executive Board. To the extent the President deems advisable, Nominating Committee members shall represent various geographical regions of the country. Three (3) members of the Nominating Committee must be Active members. The President shall appoint the Nominating Committee no less than sixty (60) days prior to the annual conference and shall notify the entire membership of the names of those on the Nominating Committee. This Committee shall receive and prepare nominations for any elected position and present the array of nominees to the Board for input to establish the slate to be presented to the membership. Such slate of nominees shall be established by the opening day of the conference. In preparing the nominations, the Committee shall consider, among other factors, demonstrated commitment and past contributions to National PELRA, the geographical location, the membership status held, and the type of agency represented by the nominee in an attempt to achieve a similar distribution of these factors on the Board as exists in the membership. Additional nominations for any elected position may be made from the floor, provided that the written consent of the individual to be nominated is obtained and presented upon such nomination.

Section 2. Composition of Committee: Because the Executive Vice-President succeeds to the office of President, the Nominating Committee shall nominate candidates for the following offices: Executive Vice-President, two (2) Vice Presidents, Recording Secretary and the appropriate number of At-Large members of the Board of Directors.

Article XI: Amendment

Section 1. Amendment – In General: Any provision of these By-Laws except those of Article IV - Voting may be amended by unanimous vote of the Board of Directors. Any provision of these By-Laws may also be amended by a majority of votes cast thereon at the annual business meeting or special meeting of the Association.

Section 2. Action by the Board: Any proposed amendment(s) to these By-Laws for action by the Board shall be submitted in writing to the President of the Association and Executive Director at least ten (10) days prior to the Board Meeting at which they are intended to be acted upon. Such notice requirement may be waived with a two-thirds majority of the Board. Should the Board vote to amend the By-Laws in accordance with the provisions of the Article, it shall provide notice to the membership of such By-Law amendment within ninety (90) calendar days of such vote. Such notice may be made by electronic communication.

Section 3. Action by the Voting Membership: Any proposed amendment(s) coming from a member(s), intended to be acted upon by the voting membership, shall be submitted in writing to the President of the Association and Executive Director at least thirty (30) days prior to the annual business meeting or special meeting. Such proposed amendment(s) shall be noticed to all voting members at least twenty (20) days prior to the meeting.

Article XII: Affiliation

Section 1. Affiliation – In General: State or regional public employer labor relations organizations who have goals consistent with National PELRA's may, upon a majority vote of the Board of Directors, affiliate with National PELRA. Where state or regional public employer organizations are not now in existence, or where existing state or regional chapters wish to establish more formal ties with National PELRA, the Board of Directors is authorized to organize chapters of National PELRA in cooperation with eligible members of the state or region.

Section 2. Affiliation – Criteria: State or regional level public employer labor relations organizations may affiliate with National PELRA under the following criteria and rules:

- A. Each state or regional public employer organization must submit a copy of its By-Laws and membership list to the Board of Directors of National PELRA when applying for affiliation; state or regional public employer organizations shall be officially recognized as a primary public sector labor relations organization for their respective states or areas, however, states that wish to create their own State PELRA organizations and affiliations

with National PELRA shall not be prohibited from doing so by any regional organization;

- B. National PELRA affiliation may be severed by a majority Vote of the Board of Directors following appropriate notification to the affiliated state or regional public employer organization.