

**BY-LAWS OF**  
**IOWA PUBLIC EMPLOYER LABOR RELATIONS ASSOCIATION**

**ARTICLE I. Membership**

Membership in the corporation is open to any person employed by a State, County, or Municipal Government or an agency of a State, County, or Municipal Government, or a School District who represents management on an exclusive basis, or in a confidential capacity in the interest of employee or labor relations for a State, County, or Municipal Government or an agency of such government or a school district and who has major responsibilities for the conduct of negotiations with any public employee bargaining unit. Members may also be governmental units or agencies which conduct or are engaged in employee or labor relations, attorneys who are engaged in employee or labor relations on behalf of governmental bodies, and vendors who transact business with governmental bodies.

A member may be suspended for a period or expelled for cause for the violation of these Bylaws or for conduct that is prejudicial to the best interest of this corporation or its members. Suspension or expulsion shall be by a vote of two-thirds (2/3) of the membership of the Board of Directors, provided that a statement of charges shall have been mailed by certified mail to a member under charges at his last known address at least fifteen days before any action is taken thereon. This statement shall be accompanied by a notice of the time and place where the Board of Directors' action is to be taken. At the meeting of the Board of Directors wherein action is to be taken, the member shall be given an opportunity to present a defense to the charges brought in any notice.

Any member may withdraw from the corporation by sending the Secretary of the corporation a letter of resignation.

Any member whose dues are not paid within ninety (90) days from the due date of said dues shall be dropped from membership, and shall not, thereafter, have any rights to participate in the proceedings of the corporation until or unless said member is restored to membership.

Any person, governmental unit, or agency may become a member of the corporation by presenting the Board of Directors proof that said person, governmental unit, or agency is qualified to be a member as defined in this Article and the payment of dues as provided in Article III. In the event there is a dispute as to the qualifications to be a member, the decision of a majority of the Board of Directors shall be binding upon the prospective member and the corporation.

**ARTICLE II. Fiscal Year**

The fiscal year of the corporation shall be from the 1st day of July through the last day of June each year.

### **ARTICLE III. Dues**

The Board of Directors shall, from time to time, determine the amount of annual dues payable to the corporation by members. Dues shall be payable in advance on the 1st day of the month which is the individual's membership anniversary. Dues of a new member shall be prorated from the first day of the month in which said new member becomes a member of the corporation.

### **ARTICLE IV. Meetings**

There shall be an annual meeting of the corporation held in the fall of each year for the receiving of annual reports of the officers, directors, and committees of the corporation. The election of the Board of Directors will be held biennially during the even numbered years beginning in the year 2020. The election of officers will be held biennially during the odd numbered years beginning in the year 2019. Notice of the meeting, signed by the Secretary of the corporation, shall be mailed to the last known address of each member of the corporation at least ten (10) days before the time appointed for said meeting. All notices of the annual meeting shall set forth the place, date, time, and purpose of the meeting.

Special meetings of the membership may be held at any time and may be called either by the Board of Directors or the President of the corporation upon the authority of the Board of Directors. At least ten (10) days written notice shall be given by the Secretary of the corporation to the members of any special meeting.

The presence of one-quarter (1/4) of the members of the corporation, either in person, by representative, or by proxy, shall be necessary to constitute a quorum for the transaction of business.

Every member of the corporation shall be entitled to one vote and shall be entitled to vote upon each question. A vote may be cast either in person, by proxy, or by electronic mail. In the case of agencies or governmental units, the member's vote shall be cast by the member's representative designated to vote at the state of a meeting.

Every member of the corporation is entitled to vote by proxy. A proxy shall be in writing and shall be revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be invalid one year after the date of its execution.

The order of business at all meetings of the corporation shall be based upon an agenda prepared by the President or the Secretary of the corporation.

### **ARTICLE V. Directors**

The property, affairs, activities, and concerns of the corporation shall be controlled by the Board of Directors consisting of ten (10) members: five (5) Directors, the immediate past president and four (4) officers, (President, Vice President, Secretary and Treasurer). The Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until

their successors are duly elected and qualified. The Board of Directors shall serve a minimum of a two (2) year term. The election of the Board of Directors will be at an annual meeting by the membership.

An IAPELRA Member who is a member of the National PELRA Board will be a member of the IAPELRA Board of Directors at large during his/her term(s) on the National PELRA Board.

The Board of Directors may hold meetings at such times and places as it thinks proper, exercise all powers granted to it by Chapter 504A of the Code of Iowa, the Articles of Incorporation and these Bylaws, appoint committees on particular subjects from the members of the Board or from the members of the corporation, carry on correspondence and communicate with associations interested in public employee relations, employ agents, and devise and carry into execution all other measures it deems proper, necessary, or expedient to promote the object of the corporation and to best protect the interest and welfare of the corporation and its members.

The regular meeting of the Board of Directors shall be held immediately succeeding the annual meeting of the corporation. Notice of said meeting shall be given orally at the annual meeting by the President of the corporation.

Five (5) members of the Board of Directors shall constitute a quorum for the transaction of business. A member of the Board of Directors shall be permitted to participate in a meeting by any remote means which allows all members participating in the meeting to communicate with one another. In the absence of the President, the quorum may choose a Chairperson for the meeting.

Should any member of the Board of Directors absent himself or herself from three consecutive meetings of the Board without sending communication to the President or Secretary stating the reason for his or her absence, or if the reason is not acceptable to the Board of Directors, the seat of the member may be declared vacant by the Board of Directors and the President of the corporation shall fill said vacancy.

Whenever a vacancy occurs on the Board of Directors by death, resignation, or for any other reason, including the creation of a new office, it shall be filled without delay by the President of the corporation.

Any one or more Directors of the corporation may be removed either with or without cause at any time by a vote of two-thirds (2/3) of the members present at any special meeting called for that purpose.

#### **ARTICLE VI. Officers**

The officers of the corporation shall be a President, a Vice President, Secretary, and Treasurer. Each officer shall assume office upon election and shall serve until his or her successor has been elected.

## **ARTICLE VII. President**

The President of the corporation shall preside at all meetings of the corporation and all meetings of the Board of Directors. The President shall also chair the annual meeting of the corporation and shall be the chief executive officer of the corporation. The President shall have the power to appoint and select committees to conduct the necessary business of the corporation.

## **ARTICLE VIII. Vice President**

The Vice President of the corporation shall attend all meetings of the corporation and all meetings of the Board of Directors. The Vice President of the corporation shall act as President in his/her absence when needed. The Vice President shall also be responsible for planning program activities on behalf of the Board.

## **ARTICLE IX. Secretary**

It shall be the duty of the Secretary to give notice of and attend all meetings of the corporation and its committees and keep a record of their doing; to conduct all correspondence and carry into execution all orders, votes, and resolutions not otherwise committed to a particular person; to keep a list of the members of the corporation; to notify the officers and members of the corporation of their election; to notify the members of their appointment to committees; to furnish the chair of each committee with a copy of the vote under which the committee is appointed; and at the request of the chair of any committee, to give notice of the meeting of the committee.

## **ARTICLE X. Treasurer**

It shall be the duty of the Treasurer to prepare, under the direction of the Board of Directors, an annual report of the transactions and conditions of the corporation and generally to devote his/her best efforts to the forwarding of the purposes of the corporation. The Treasurer shall be the keeper of the corporation's seal. The Treasurer shall keep and account for all monies received and expended for the use of the corporation. The Treasurer shall deposit all sums received in a bank or banks or trust company approved by the Board of Directors and make a report at the annual meeting or when called upon by the President. Funds, not to exceed \$1000, may be drawn upon the signature of the Treasurer or President only. Funds, in excess of \$1000, may be drawn upon the signatures of both the Treasurer and the President only, unless previously approved by the Board of Directors. The funds, books, and vouchers in the hands of the Treasurer shall at all times be under the supervision of the Board of Directors and subject to the inspection and control of the Board of Directors. At the expiration of his/her term in office the Treasurer shall deliver over to his/her successor all books, monies, and other property; or, in the absence of the Treasurer shall deliver to the President said books, monies and other property of the corporation. In case of the absence or disability of the Treasurer, the Board of Directors may appoint a Treasurer pro tem. The Treasurer shall, if required by the Board of Directors, give to

the corporation such surety for faithful discharge of his or her duties as the Board of Directors may direct.

#### **ARTICLE XI. NPELRA**

This organization shall pay for the expenses (lodging, meals, registration and travel) for one (1) individual to attend the National Public Employer labor Relations Association Annual Conference as submitted by the individual. The individual will traditionally be the President of the IAPELRA. The President has discretion to select first the Vice President, and if the Vice President is unable to go, then the Secretary, and if the Secretary is also unable to go, then the Treasurer, and if the Treasurer is unable to go, then a Director, to be the recipient of these funds to attend the conference.

#### **ARTICLE XII. Amendments**

These By-laws may be amended, repealed, or altered in whole or in part at any meeting of the Board of Directors by a majority vote of the Board of Directors, provided, however that the proposed change shall have been mailed to each member of the board of Directors at least ten (10) days before the time of the meeting at which said change is to be considered.

AS REVISED: APRIL 15, 1983  
JANUARY 15, 1988  
OCTOBER 29, 1993  
DECEMBER 3, 1998  
JULY 13, 2006  
SEPTEMBER 18, 2017  
SEPTEMBER 13, 2018