



**MINNESOTA PUBLIC EMPLOYER
LABOR RELATIONS ASSOCIATION**

BYLAWS

Amended May 5, 2023

ARTICLE I Purpose

Section 1. The Minnesota Public Employer Labor Relations Association hereinafter designated "MPELRA" or "Association" is formed to provide the highest standard of excellence in assisting and representing state, county, school district, and municipal governments or any other state or public sector agency, in the area of labor relations. In order to implement its purpose the MPELRA program shall include, among other things:

- A. Dissemination and exchange of information and data and analysis of policy, pertaining to all areas of labor relations including collective bargaining in which state, county, school district and municipal governments or any other state or public sector agency may become involved;
- B. Fostering of cooperation among members including meetings at appropriate times to promote sound public policies, practices and legislation with respect to labor relations; and
- C. Providing such appropriate guidance and assistance in the public sector of labor relations including the planning of educational conferences or seminars as may be directed from time to time by the membership or the Board of Directors. Attendance at any function shall be limited to only those who qualify for membership unless specifically allowed to attend by the Board of Directors.

ARTICLE II Offices

Section 1. The registered office shall be located at 6040 28th Avenue South, Minneapolis, Minnesota.

Section 2. The Association may also have offices at such other places as the Board of Directors may from time to time determine, or the business of the Association may require.

ARTICLE III Membership

Section 1. There shall be four classes of members as set forth in the Articles of incorporation. These classes shall be active membership, associate membership, affiliate membership and student membership.

- A. Active Member - open to any person employed by a state, county, school board or municipal government or agency thereof, who is responsible, in either a principal or subordinate capacity, for the jurisdiction's employee relations function exclusively on behalf of management.
- B. Associate Member - open to other persons, elected or employed by a government jurisdiction who have an interest in labor relations and who are recommended by the jurisdiction.

C. Affiliate Member - open to attorneys and consultants who are not employees of a public employer but who represent public employers and who solely represent and support the interests of management in labor matters. Because of their inability to solely represent management, arbitrators and mediators associated with entities such as the State Bureau of Mediation or the Federal Mediation and Conciliation Service may not become affiliate members.

D. Student Member - open to students pursuing public sector labor/employee relations and/or public administration studies in either under or post-graduate basis.

Section 2. There shall also be an honorary membership which shall be awarded to any person for distinguished service on behalf of the Association, and who has made significant contribution to the aims and objectives of the organization. The individual shall be selected by the Board of Directors, be added to the membership roster and may attend the Association workshops or meetings as a guest. An honorary member shall have all privileges of membership in the Association, except the right to vote.

Section 3. An active member assuming a new employment position which would not otherwise qualify him/her for active membership rights in accordance with these bylaws shall lose his/her active membership but may remain a member, if there exists an otherwise appropriate membership class, 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 these bylaws and in the Articles of Incorporation.

ARTICLE IV Voting

Section 1: Each active member shall be entitled to one vote on every question put before the Association at any meeting, special meeting, conference, or general meeting of any type. Proxy voting shall not be allowed. Associate members, affiliate members and student members shall not have voting privileges. Absentee voting shall be permitted. Members desiring to vote by absentee ballot shall request an absentee ballot from the secretary or the treasurer, at least five days in advance of the date established for the vote. Such ballot shall be returned to the secretary no later than the opening day of the meeting in which the vote will be taken. Elections by mail shall be permitted. The results of any election or voting shall be entered upon the minutes of each meeting.

ARTICLE V Officers

Section 1. The officers of the Association shall consist of a president, a first vice president, a second vice president, a secretary and a treasurer. All officers shall be active members of the Association. All officers shall be elected by a majority of the votes cast at the Association's annual conference or meeting or special election. They shall hold office until their successors are elected.

Section 2. The president shall preside at all conferences, meetings and Board of Directors meetings which he/she attends and shall be responsible for the general supervision of the business of the Association, and the maintenance of all records of the Association. He/she shall assign responsibilities for committee leadership to appropriate officers or members.

He/she shall have custody of the corporate seal of the corporation, and he/she or any person he/she may designate shall have authority to affix the same to any instrument requiring it. It may be attested by his/her signature or by the signature of the person he/she designates. The Board of Directors may give general authority to any other officer to affix the seal of the corporation and to attest the affixing of his/her signature. He/she may also see that a financial review is held on a periodic basis. The president shall have authority to appoint a sergeant at arms for any Association meeting.

Section 3. The first vice president shall consult with counsel and advise the president and in the absence, disability or retirement of the president he/she shall carry out the president's duties.

Section 4. The second vice president shall be responsible for any legislative liaison with the Board of Directors of the National Public Employer Labor Relations Association, and shall report to the membership regarding these activities as directed by the Board of Directors or the president of the Association. Further, if the president and the first vice president are absent, disabled or retired, then the second vice president shall assume the duties of the president.

Section 5. The secretary shall be responsible for any necessary liaison with the Association's newsletter editor and shall serve as secretary to the officers of the Board of Directors. The secretary shall give or cause to be given notice of all meetings, both general and special of the membership and all meetings, both general and special of the Board of Directors, shall maintain the Association's membership list(s) and shall perform such other duties as may be prescribed by the Board of Directors or the president under whose supervision he/she shall serve.

Section 6. The treasurer shall be responsible for maintaining the financial records of the Association and shall prepare reports and retain records as directed by the Board of Directors or president. The treasurer shall have custody of funds and power to make disbursements and endorse checks as directed by the Board of Directors or president.

Section 7. Changes in officer duties may be made from time to time by majority vote of the Board of Directors.

ARTICLE VI Board of Directors

Section 1. The Board of Directors shall consist of 12 members. The Board shall consist of the president, the first vice president, the second vice president, the secretary, the treasurer, the immediate past president, and six members elected at large. All members of the Board of Directors shall be members of the Association. Each member at large shall serve two-year term.

Section 2. If the Association has a member who is serving in a position on the Board of Directors of the Association's national affiliate, and is not otherwise a member of the Board of Directors of the Association, said person shall be an ex-officio member of the Association's Board of Directors, and shall be entitled to attend and fully participate in all meetings of the Board of Directors of the Association.

Section 3. Although the power to establish Association policy shall remain in the hands of the voting membership, the Board of Directors shall manage the affairs of the Association in accordance with these bylaws and the Articles of Incorporation and any additional policy established by a majority vote of the voting membership in the Association. Interim policy decisions arising between meetings may be made by the Board of Directors in the name of the Association with such policies subject to revision at the next annual conference of the Association.

ARTICLE IX Quorum

Section 1. A majority of the Board of Directors shall constitute a quorum for 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 2. There shall be no set quorum for any meetings of the general membership. Voting shall be determined by a majority vote of those present.

ARTICLE X Committees

Section 1. The president, with approval of the Board of Directors, shall appoint such committees as he/she may deem appropriate to implement these bylaws and carry on the business of the Association. Committee may initially be appointed in accordance with the resolutions adopted by the members at the annual conference.

ARTICLE XI Nominations and Elections

Section 1. There shall be a nominating committee consisting of the current MPELRA Board. The president may appoint a subcommittee to act as a nominating committee. The committee shall receive and prepare nominations for any elected position and Board vacancy, and present such nominations to the MPELRA Board to be presented to the membership at the annual meeting. 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 prior to the nomination.

Section 2. If any member of the Board of Directors of the Association changes employment to a position which would not otherwise qualify him/her for said Board position in accordance with these bylaws and with the Articles of incorporation of the Association, he/she may continue as a member of the Board of Directors of the Association only until the next annual meeting of the Association or until he/she is re-elected as a member of the Board of Directors. When a member of the Board of Directors begins a new employment position which would not qualify him/her for membership in the Association, he/she shall cease to be a member of the Board of Directors of the Association and the president with the advice of the Board shall appoint a successor to serve his/her unexpired term.

ARTICLE XII Vacancies

If any vacancy should occur in any office or on the Board of Directors, such vacancy shall be filled by appointment by the president with the advice of the Board and such appointee shall serve for the unexpired duration of the term.

ARTICLE XIII Affiliation

This Association is affiliated with the National Public Employer Labor Relations Association.

ARTICLE XIV Amendments

Section 1. Any provision of these bylaws may be amended by a majority of votes cast thereon at an annual conference or special meeting of the Association. These bylaws may also be amended by unanimous vote of all the members of the Board of Directors. Absentee votes may be cast by Board members for the purpose of voting on such proposed amendments.

Section 2. If any proposed amendment to these bylaws is presented to the Association membership, it shall be submitted in writing to the president of the Association at least twenty (20) days prior to the annual conference or special meeting and mailed (or emailed) to all voting members at least ten (10) days prior to the opening day of the conference or meeting.

ARTICLE XV Dissolution

Section 1. MPELRA may be dissolved by a majority vote by all active members at MPELRA's annual meeting, following a resolution by the Board of Directors, which includes a plan of dissolution that states where remaining assets held by MPELRA will be distributed after creditors are paid, and all active members are given at least five (5) days' notice of the vote. If the proposed dissolution is approved by the majority of members with voting rights, the dissolution must take place.

Section 2. The formal vote described in Section 1 of this article may be bypassed if the Board receives written consent to dissolve by all active members of MPELRA following the resolution by the Board as described above.

Section 3. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.