

**BYLAWS
OF THE
WISCONSIN PUBLIC EMPLOYER LABOR RELATIONS ASSOCIATION**

ARTICLE I

Purpose

Section 1. The Wisconsin Public Employer Labor Relations Association, hereinafter designated “WPELRA” or “Association,” is formed to provide the highest standard of excellence in assisting and representing state, county, school district or municipal government in the area of labor relations. In order to implement its purpose, the WPELRA program shall include, among other things:

- A. Dissemination and exchange of information and data, the analysis of policy, pertaining to all areas of labor relations including collective bargaining in which state, county, school district and municipal governments may become involved.
- B. Fostering of cooperation among members, including meetings at appropriate times, to promote sound public policies and practices with respect to labor relations; and
- C. Providing such appropriate guidance and assistance in the public sector of labor relations as may be directed from time to time by membership or the Board of Directors.

ARTICLE II

Membership

Section 1. There will be three (3) Association membership categories: Principal Membership, Affiliate Membership and Honorary Membership.

- A. **Principal Membership.** Principal Membership shall be open to any person employed full-time by a state, county, or municipal government or agency thereof, or public corporation or authority, or a public school system, government league or association required to collectively bargain, for whom the conduct of management labor relations is a portion of his/her duties and responsibilities. A Principal Member shall have full voting privileges. Principal members are required to be members of the National Public Employers Labor Relations Association.

- 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 interests of management in labor relations matters. Affiliate membership may also include educators who represent and actively work for the interests of public management and who solely represent and support the interests of management in labor relations matters. Affiliate Members shall have no voting privileges. Affiliate members are required to maintain membership in the National Public Employer's Labor Relations Association.
- C. Honorary Membership. This category of WPELRA members is to reward those who have performed distinguished service on behalf of WPELRA and who have made significant contributions to the aims and objects of the organization. The individuals shall be selected by the Board of Directors, be added to the membership roster, and attend WPELRA workshops as guests. Said honored members shall receive a scroll attesting this honor and will be entitled to attend WPELRA programs and events at the membership rate. Honorary members shall not have voting privileges.

Section 2. Selection for Membership Application for membership shall include a statement that individual meets the stated qualifications for membership. Eligibility for membership or continuation of membership shall be determined by the Board of Directors, by a two-thirds vote.

ARTICLE III

Voting

Section 1. Each Principal Member shall be entitled to one vote on every question put before the general membership. Absentee voting shall be allowed if authorized by the Board of Directors.

ARTICLE IV

Officers

Section 1. The Officers of the Association shall consist of a President, Vice-President, a Secretary and a Treasurer, all of whom shall be Principal Members. All officers shall be elected by a majority of the votes cast either at the Association's annual conference, or upon a mail ballot authorized by the Board of Directors. They shall hold office for a two year term or until their successors are elected or appointed.

Section 2. The President shall preside at all conferences, special meetings and Board of Directors' meetings which he attends and shall be responsible for the general supervision of the business of the Association. He shall assign responsibilities for committee leadership to appropriate Officers or Principal Members.

Section 3. The Vice-President shall consult with, counsel and advise the President and in the absence, disability or retirement of the President shall carry out the President's duties. The Vice President shall succeed to the presidency upon the vacancy in the President's office.

Section 4. The Secretary shall be responsible for the retention of all records of the Association, excluding financial records, and shall serve as Secretary to the Officers and the Board of Directors. The Secretary 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 under whose supervision he/she shall serve. The functions associated with the Office of Secretary may, upon affirmative vote of the Board of Directors, be performed by an individual or organization other than the Secretary. In such instances, the Secretary shall be responsible for necessary coordination and control of that individual or organization in accordance with the directives of the Board.

Section 5. The Treasurer shall be responsible for the retention of all financial records of the Association and shall also be responsible for the maintenance and filing of any financial reports required by law or by the Board of Directors. The Treasurer shall also have custody of funds and power to make disbursements and endorse checks as directed by the Board of Directors.

ARTICLE V

Board of Directors

Section 1. The Board of Directors shall consist of the President, Vice-President, Secretary and Treasurer, immediate past President and three Principal Members who have been elected to serve At-Large on the Board of Directors and a WPELRA member who is a current NPELRA Officer or Board Member.

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

Section 3. The Three (3) At-Large Members of the Board of Directors shall serve for staggered three-year terms as herein provided. At the Association's first annual conference, one At-Large Member of the board of Directors shall be elected for a three-year term of office, a second for a two-year term of office, and a third for a one-year term of office. Thereafter, upon the expiration of an At-Large Member's term, his successor shall be elected, at the Association's annual conference, for a full three-year term of office.

Section 4. The President shall fill any vacancy on the Board of Directors, such appointee to serve the unexpired term of his predecessor.

Section 5. 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 By-Laws and any additional policy established by a majority vote of the voting membership in the Association. Interim policy decisions may be made by the Board of Directors in the name of the Association with such policy subject to revision at the next annual conference of the Association.

ARTICLE VI

Dues

Section 1. Principal Membership Dues. Annual Principal Membership dues are determined by the Board of Directors.

Section 2. Affiliate Membership Dues. Annual Affiliate Membership dues shall be determined by the Board of Directors.

Section 3. Honorary Membership Dues. In recognition of their distinguished service on behalf of WPELRA, Honorary Members shall not be required to pay dues.

Section 4. Fiscal Year. The Board of Directors shall establish the fiscal year for the Association and until changed, it shall be January 1 through December 31.

Section 5. The Association has entered into a formal Affiliation Agreement with NPELRA and will pay the required portion of the NPELRA dues at the same time the Association dues are submitted. Attached, as Addendum #1 is the Affiliation Agreement.

Section 7. If membership dues are paid by the agency employing a member, such membership shall remain with the agency should the member resign, retire or otherwise terminate employment with the employing agency.

ARTICLE VII

Conferences and Meetings

Section 1. There shall be at least one conference open to all Members of the Association in each calendar year to be held at such time and place as shall be determined by the Board of Directors.

Section 2. All Members of the Association shall be given no less than twenty-five (25) days notice of a conference open to all Members of the Association.

Section 3. There shall be an annual meeting of the Board of Directors immediately preceding or immediately following the annual conference of all Members of the Association. 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 may be waived in writing before or after a meeting of the Board.

Section 4. 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 twenty percent (20%) of the Principal Members indicate a desire to have a meeting, such notice to include the general nature of the business to be conducted.

Section 5. 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.

Section 6. 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 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 7. Meetings of the Association involving official business shall be conducted in accordance with the latest revised edition of Robert's Rules of Order.

ARTICLE VIII

Committees

Section 1. The President, with the approval of the Board of Directors, shall appoint such committees as he may deem appropriate to implement these By-Laws and carry on the business of the Association.

ARTICLE IX

Nominations and Elections

Section 1. The President shall appoint a Nominating Committee consisting of three (3) persons. To the extent the President deems advisable, Nominating Committee Members shall represent various geographic regions of the state and employer organizations. The three (3) members of the Nominating Committee must be Principal Members. The President shall appoint the Nominating Committee no less than twenty (20) days prior to the annual conference. At that time, the President shall notify the entire Membership of the names of those on the Nominating Committee. This Committee shall receive, prepare, and announce nominations prior to the election. Additional nominations for any elected position may be made to the Nominating Committee by any two Principal Members, provided that the written consent of the individual to be nominated is obtained, and provided further that the additional nominations and consents are received in time to be included on the ballot.

Section 2. The Nominating Committee shall nominate candidates for the following offices: Vice-President, Secretary, Treasurer and Three (3) At-Large Members of the Board of Directors, except that for all meetings after the initial meeting of the Membership, they shall nominate the appropriate number of At-Large Members of the Board of Directors.

Section 3. If any Member of the Board of Directors of the Association changes to a position which would not otherwise qualify him for Principal Membership in accordance with these By-Laws, but which would qualify for another form of membership in the Association, the Board member may complete their term in office. When a Member of the Board of Directors accepts a new position which would not qualify him for membership in the Association, the Board member shall cease to be a Member of the Board of Directors of the Association and the President shall appoint a successor to serve the unexpired term.

ARTICLE X

Amendments

Section 1. Any provision of these By-Laws may be amended by a majority of the Board of Directors. Any proposed amendment to these By-Laws or a reasonable facsimile thereof shall be submitted in writing to the President of the Association at least twenty (20) days prior to the meeting at which the amendment will be discussed. All Board Members shall be sent a copy of the proposed amendment at least ten (10) days prior to the date of the meeting. Such requirements may be waived before or after the meeting by written approval of seven (7) Board Members.

Section 2. Any provision of the Articles of Incorporation may be amended by a majority of votes cast thereon at an annual conference, special meeting of the Association or upon a mail ballot as authorized by the Board of Directors. Any proposed amendment to the Articles of Incorporation or a reasonable facsimile thereof 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 to all voting members at least ten (10) days prior to the opening day of the conference or meeting. Such requirements of submission and mailing may be waived before or after the conference or special meeting by written approval of seventy-five percent (75%) of the Membership.