

**Maryland Public Employer Labor Relations Association
BY-LAWS**

**Article I
Purpose**

The Maryland Public Employer Labor Relations Association, hereinafter designate MDPELRA or Association, is formed to provide, on behalf of management, the highest standard of excellence in assisting and representing state, county, municipal, educational, and other governmental jurisdictions in the area of human resource management. In order to implement its purpose, MDPELRA goals should include, among other things:

- A. Disseminate and exchange information, data, and analysis of policy pertaining to all areas of *human resources*, including *labor relations* in which governmental jurisdictions and public management may become involved.
- B. Foster communication and cooperation among members to promote sound public policies, practices, and legislation.
- C. Promote innovative solutions to practical problems in public sector *employer-employee* management relations.
- D. Provide a voice for public sector management human resources professionals in the development of state and national policy affecting *their professional standing and ability to effectively discharge their professional responsibilities*.
- E. Provide professional support to public sector *Human Resources* practitioners in resolving problems within their jurisdiction.
- F. Provide training and continuing education opportunities in *employee/employer* labor relations.

**Article II
Offices**

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

**Article III
Membership**

Section 1. *There will be four (4) association membership categories: Active Membership, Agency Membership, Affiliate Membership, and Honorary Membership.*

- A. **Active Membership:** Active Membership shall be open to any person employed on a full-time basis by a federal, state, county, or municipal government, or agency or department thereof, or public corporation or authority, or a public school system, who is assigned responsibility for that jurisdiction's agency's or department's employee or labor relations activity exclusively on behalf of management. Active members shall have full voting privileges.
- B. **Agency Membership:** *Agency Membership shall be open to any federal, state, county or municipal government, or agency or department thereof, or public corporation or*

authority, or a public school system. Each Agency membership will be entitled to a maximum of (2) votes in all official matters.

- C. **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 in labor relations matters. Affiliate members shall have full voting privileges.
- D. **Honorary Membership:** In recognition of outstanding effort, service to and support of the Association, Honorary Membership may be granted to: 1) Past Presidents upon complete retirement from the employee and labor relations business or 2) by a unanimous vote of the Board of Directors to any person who has demonstrably enhanced the form and/or function of MDPELRA as long as that person is not actively involved in the employee and labor relations business. Honorary members shall not be required to pay dues but shall have all other privileges of membership in the Association except the right to vote.
- E. **Transfer of Membership:** 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 but may remain an Associate member 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 By-Laws. 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. Members changing position may retain membership, as an Associate member, for a reasonable period of time so long as the member is seeking a position which would allow the member to retain MDPELRA 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 action of the Membership and By-Laws Committee or its designees. Approval for membership by the Membership and By-Laws Committee shall be final except that the Board of Directors may, by a two-thirds vote, modify the decision of the Membership and By-Laws Committee.

Article IV Voting

Each Active and Affiliate Member shall be entitled to one vote on every question put before the annual conference or special meeting of the general membership. Each Agency Membership shall be entitled to a maximum of (2) votes on every question put before the annual conference or special meeting of the general membership. Proxy voting shall not be allowed. Absentee voting shall not be permitted.

Article V Officers

Section 1. The Officers of the Association shall consist of a President, Vice-President, and Secretary-Treasurer, all of whom shall be Active members. All officers shall be elected by majority of the votes cast at the Association's annual conference or business meeting. All officers will serve a term of two years and no officer can serve more than two successive terms in the same office.

Section 2. The President shall preside at all conferences, special meetings and Board of Director's 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 Members.

Section 3. The President's term of office shall expire upon completion of the biennial election of officers.

Section 4. 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.

Section 5. The Secretary-Treasurer shall be responsible for the retention of all records of the Association and shall serve as Secretary to the Officers and the Board of Directors. The Secretary-Treasurer 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 Secretary-Treasurer 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 President. The Secretary-Treasurer 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 Secretary-Treasurer's signature or by the signature of the designee. The Board of Directors may give general authority to any other officer to affix the seal of the corporation and to attest the affixing by said officer's signature. The Secretary-Treasurer shall also have custody of funds and power to make disbursements and endorse checks as directed by the Board of Directors.

Article VI Board of Directors

Section 1. The Board of Directors shall consist of the President, Vice-President, Secretary-Treasurer, Immediate Past President and three (3) voting members elected for two year terms who have been elected to serve At-Large on the Board of Directors, of whom no more than two (2) can be from the Affiliate Membership category.

Section 2. 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. An At-Large member of the Board of Directors must be an Active, Agency, or Affiliate member of the Association.

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

Section 5. At-Large members of the Board of Directors may not serve more than three successive terms of office.

Section 6. 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 at the annual conference or any special meeting. Interim policy decisions arising between annual conferences 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 VII
Dues**

Active, Agency, or Affiliate 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. The dues structure shall be as follows:

<i>Active Membership</i>	<i>\$175.00</i>
<i>Affiliate Membership</i>	<i>\$350.00</i>
<i>Agency Membership:</i>	<i>\$350.00 (up to 3 persons)</i>

**Article VIII
Conferences and Meetings**

Section 1. There shall be at least one (1) conference of all members of the Association in each calendar year to be held at such time and place as 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 of 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 nature of the business to be conducted. Such notice may be waived in writing before or after a meeting of the Board.

May 2011

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 forty (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 5. Notices of all meetings of the Membership of 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 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.

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 conference.

Article X Nominations and Elections

Section 1. The President shall appoint a Nominating Committee consisting of five (5) voting members. 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 such nominations by the opening day of the conference. In preparing the nominations, the Committee shall consider, among other factors, the geographical location 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.

Section 2. If any member of the Board of Directors of the Association, changes position to a position which would not otherwise qualify for being an Officer or an At-Large member 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. 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 shall appoint a successor to serve the unexpired term until the next annual meeting of the Association.

**Article XI
Amendment**

Any provision of these By-Laws may be amended by a majority of votes cast thereon at an annual conference meeting or special meeting of the Association. Any provision of these By-Laws except for those of Article IV – Voting may also be amended by unanimous vote 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 thirty (30) days prior to the annual conference or special meeting and mailed to all voting members at least twenty (20) 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 (75%) of the voting membership.

**Article XII
Affiliation**

Section 1. This Association shall become a state affiliate of the National Public Employer Labor Relations Association (NPELRA) and shall abide by the requirements stated in NPELRA's By-Laws.

Section 2. NPELRA affiliation may be severed by a majority vote of the Board of Directors following appropriate notification to NPELRA.