

**BY-LAWS
OF THE NEW YORK STATE
PUBLIC EMPLOYER LABOR
RELATIONS ASSOCIATION, INC.**

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**NEW YORK STATE PUBLIC EMPLOYER
LABOR RELATIONS ASSOCIATION, INC.**

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BY-LAWS

NEW YORK STATE PUBLIC EMPLOYER LABOR RELATIONS ASSOCIATION, INC.

ARTICLE I - PURPOSES

Section 1 The New York State Public Employer Labor Relations Association, Inc. ("Association") is formed to provide the highest standard of excellence in assisting, representing and coordinating the activities of public employers (as such term is defined in Article 14 of the Civil Service Law) within New York State in the area of employee relations.

Section 2 In order to implement this objective the Association shall, among its other purposes:

- (a) disseminate and exchange information, data and policy analyses relating to all areas of employee relations including collective negotiations in which public employers within the State of New York may become involved;
- (b) foster cooperation among Members through continuing communication and appropriate meetings and workshops as a means of promoting sound public policies and practices with respect to employee relations, particularly in the public sector;
- (c) promote the most effective use of labor and management personnel in the interest of increased productivity;
- (d) promote sound economic policies in the public interest, and seek to accomplish that purpose within a climate of cooperation and understanding among labor, management and the public, and within a framework of peaceful employer-employee relations and free and responsible collective negotiations;
- (e) provide appropriate guidance and assistance in public sector employee relations as may be directed from time to time by the Membership or the Board of Directors; and
- (f) do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Members, Directors, or Officers except as permitted under Article 5 of the Not-For-Profit Corporation Law.

ARTICLE II - OFFICES

Section 1 The office of the Association shall be located in the County of Saratoga, State of New York.

ARTICLE III - MEMBERSHIP

Section 1 The original Members of NYSPELRA, Inc. shall be the persons named in the Certificate of Incorporation as Directors and such additional persons as may be selected for membership pursuant to the provisions of this article.

Section 2 Any person engaged in employee relations activities other than exclusively on behalf of management shall not qualify for membership in the Association. Membership may be conferred upon an eligible individual, pursuant to the following:

- (a) Membership shall be open to any full-time appointed employee of a public employer in the State of New York with responsibility for collective negotiations, the administration of negotiated agreements or the formulation of employee relations policy for such public employer.
- (b) Membership shall also be open to any person employed or retained in a continuing employee relations capacity by:
 - 1. A public employer within the State of New York, or
 - 2. An organization, league or professional association which may be composed of municipal or other public officials and which has as one of its primary purposes the support or strengthening of public management.
- (c) Membership shall also be open to each New York State Agency and each political subdivision of the State that has labor relations staff within their operating agencies and also includes political subdivisions with large centralized labor relations staffs.
- (d) The Board of Directors shall have the power to establish, and to determine the criteria for, various other membership categories, including retiree membership in the Association, and to fix, from time to time, the amount of dues, rights and privileges for each. A retiree member shall have the same rights and privileges as pertain to other individual members of the Association.

Section 3 *Selection for Individual Membership*

Application for individual Membership in the Association shall be submitted to the Membership Committee established herein and shall include a certification in writing that the applicant qualifies for Membership pursuant to the provisions of this Article.

Such certification shall be executed by:

- (a) the full-time appointed employee of the public employer by which the applicant is employed or retained having the primary responsibility for the employee relations activities of such public employer, or his or her designee, or
- (b) the chief administrative officer of the organization, league or professional association, as described above, by which the applicant is employed or retained, or his or her designee, whichever is appropriate.
- (c) In the case of retiree membership, by the individual alone.

The action of the Membership Committee shall be final in connection with any application for individual Membership in the Association, except that such action may be modified by the Board of Directors by two-thirds (2/3) vote thereof.

ARTICLE IV - VOTING

Section 1 Each Member is entitled to one vote on every question put before the annual or a special meeting of the general Membership. Proxy voting shall not be permitted.

Members desiring to vote by absentee ballot shall request an absentee ballot from the Secretary-Treasurer at least five (5) days in advance of such annual or special meeting. Such absentee ballot shall be returned not later than one (1) full day prior to the hour set for the opening of such annual or special meeting.

ARTICLE V - OFFICERS

Section 1 The Officers of the Association shall consist of a President, President-Elect, Past-President, four (4) Vice-Presidents and a Secretary-Treasurer, all of whom shall be Members of the Association at the time they are elected to such office, and at all times while occupying such office, as provided in Article III of these By-Laws. All elections of officers shall be by a majority of the votes cast.

Section 2 The President shall hold office until the annual meeting next following the President's election and the President shall not succeed him/herself in such office, but shall continue to be a member of the Board of Directors for the ensuing year holding the office of Past-President.

Section 3 The President-Elect, upon the expiration of his/her term of office, shall become the President of the Association for the ensuing year. Should the President resign or leave office during the course of or at the end of his/her term, the President-Elect shall succeed to the Office of the President and shall serve as President for the remainder of the former incumbent's term, as well as for the term for which the President-Elect was elected and, thereafter, shall not succeed him/herself, as provided in Section 2 above.

Section 4 The four Vice-Presidents shall be the elected representatives of each of the four geographic Regions into which the Membership of the Association shall be divided. Such Regions shall be as follows:

Region 1 The counties of Delaware, Greene, Columbia, Sullivan, Ulster, Dutchess, Orange, Putnam, Westchester, Rockland, Bronx, New York, Nassau, Suffolk, Kings, Queens and Richmond.

Region 2 The counties of St. Lawrence, Franklin, Clinton, Essex, Hamilton, Warren, Washington, Herkimer, Fulton, Saratoga, Montgomery, Schenectady, Otsego, Schoharie, Albany and Rensselaer.

Region 3 The counties of Jefferson, Lewis, Oswego, Wayne, Onondaga, Oneida, Ontario, Yates, Seneca, Chenango, Madison, Cayuga, Schuyler, Tompkins, Cortland, Steuben, Chemung, Tioga and Broome.

Region 4 The counties of Niagara, Orleans, Monroe, Genesee, Erie, Wyoming, Livingston, Chautauqua, Cattaraugus and Allegany.

The Vice-President for each Region shall be elected by a majority of the votes cast by the Members at the Association's annual meeting, and shall hold office until a successor is elected at the second annual meeting following such Vice-President's election.

Section 5 The Secretary-Treasurer shall be elected by a majority of the votes cast at the Association's annual meeting, and shall hold office until a successor is elected at the second annual meeting following the Secretary-Treasurer's election.

The Secretary-Treasurer shall have custody of the seal of the Association and the Secretary-Treasurer, or any person designated for such purpose by the Secretary-Treasurer, shall have authority to affix the seal 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 Secretary-Treasurer's designee. The Board of Directors may give such authority to any other Officer to affix the seal of the Association and to attest the affixing by such 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 of the Association shall have the general management of the affairs, property and business of the Association and subject to these by-laws may adopt such rules and regulations for that purpose and for the conduct of its meetings as the Board may deem proper. The Board of Directors shall consist of twelve (12) Members: the President, President-Elect, Past-President, four (4) Vice-Presidents, Secretary-Treasurer and four (4) Members who have been elected to serve at-large on the Board of Directors. Any NYSPELRA, Inc. member who is an officer or member of the Board of Directors of the National Public Employer Labor Relations Association shall, for the duration of such office, be an additional ex-officio member of the Board of Directors

and be entitled to the privileges of being a board member without the ability to vote at board meetings, unless such member is also a member of the Board of Directors of NYSPELRA. Furthermore, honorary membership on the Board of Directors may be granted by a unanimous vote of the Board of Directors to any individual member in good standing of NYSPELRA, Inc. who has demonstrated outstanding effort, long service, and support of NYSPELRA, Inc. Any such honorary Board member shall be considered an additional ex-officio member of the Board of Directors and be entitled to the privileges of being a board member without the ability to vote at board meetings.

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

Section 3 The four (4) At-Large Directors shall serve for staggered two-year terms as herein provided. At the Association's first annual meeting next following the adoption of these By-Laws, two (2) At-Large Directors shall be elected for two-year terms of office and two (2) At-Large Directors shall be elected for one-year terms of office. Thereafter, upon the expiration of an At-Large Director's term, his or her successor shall be elected at the Association's annual meeting for a full two-year term of office. No more than three (3) At-Large Directors serving on the Board may be from the same Region.

Section 4 The President shall recommend the filling of any vacancies on the Board of Directors, which shall be subject to approval of the Board, such appointee to serve the unexpired term of his or her predecessor. Should the vacancy be a Vice-Presidency, the appointee must be from the same Region as that of the Vice-President who created the vacancy.

Section 5 The President shall preside at all annual meetings, special meetings and meetings of the Board of Directors, which he or she attends and shall be responsible for the general supervision of the business of the Association subject to the approval of the Board of Directors and shall perform all other duties incidental to his or her office. The President-Elect shall assist the President in the latter's duties and shall serve in the capacity of the President in the President's absence. The President shall designate the Members of the committees herein described and shall, within five (5) days of taking office, designate the order to which the Vice-Presidents shall serve in the absence of the President and the President-Elect, pursuant to Section 6 of this Article. The President shall be an ex-officio member of all standing committees.

Section 6 The Vice-Presidents shall consult with, counsel and advise, the President and President-Elect. In the event that the President and President-Elect are absent from any meeting at which the President is required by the terms of this Article to preside, the Vice-President highest in order designated by the President for such purpose who is present at such meeting shall preside.

Section 7 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, report 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 Membership of the Association and also special meetings of the Board

of Directors and shall perform such duties as may be prescribed by the Board of Directors or the President, under whose supervision the Secretary-Treasurer shall serve. The Board of Directors shall determine whether a bond for the faithful performance of the duties of the Secretary-Treasurer shall be required and the amount thereof and also whether periodic audits of the affairs of the Association shall be made by independent accountants.

Section 8 The Board of Directors shall have the power to appoint and discharge agents, consultants, legal counsel and employees.

ARTICLE VII - DUES

Section 1 Membership

The amount of the annual Membership dues shall be established annually by the Board of Directors. An annual increase of more than twenty-five percent (25%) shall require the approval of two-thirds (2/3) of the Members.

ARTICLE VIII – MEETINGS OF MEMBERS

Section 1 The annual meeting of the Members of NYSPELRA, Inc. shall be held during the month of July in each year at the time and place to be stated in the notice of such annual meeting of the Members for the purpose of electing the elected Members of the Board of Directors and the transaction of such other business as may properly come before the meeting.

Section 2 All Members of the Association shall be given no less than ten (10) nor more than fifty (50) days notice of the time, place, and purpose of such annual meeting either personally or by mail. If mailed, it shall be addressed to each such Member at his/her address as it appears on the records of the Association.

Section 3 There shall be an annual meeting of the Board of Directors immediately preceding or immediately following the annual meeting of all the Members of the Association. Additional meetings of the Board shall be 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 personally, by mail or by e-mail of a meeting of that body and such notice shall include the general nature of the business to be conducted. If mailed or e-mailed, it shall be addressed to each Director at his/her mailing or e-mail address as it appears on the records of the Association. 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 ten percent (10%) of the Members indicate a desire to have a meeting. At least ten (10) but no more than fifty (50) days notice, either personally or by mail, must be given for any special meeting, such notice to include the time and place of the special meeting and general

nature of the business to be conducted. If mailed, it shall be addressed to each Member at his/her address as it appears on the records of the Association.

Section 5 At all annual and special meetings of the Members there shall be present one-third (1/3) of the Members of the Association entitled to vote at such meeting, either in person or by absentee ballot, in order to constitute a quorum for the transaction of business but less than a quorum may adjourn such meeting from time-to-time without notice until a quorum is present.

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 until a quorum is present. 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.

Any one or more Members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee thereof by means of a conference telephone or similar telephonic communication equipment allowing all persons participating in the meeting to hear each other and such participation by telephonic means shall constitute presence in person at such meeting.

Section 7 Meetings of the Membership and of the Board of Directors involving official business shall be conducted in accordance with the latest revised edition of Robert's Rules of Order.

ARTICLE IX - COMMITTEES

Section 1 There shall be a Standing Committee denominated as the Nominating Committee.

Section 2 A standing Membership Committee is established to work on methods of membership recruitment and retention. The committee will among other things keep the mailing lists up to date. The committee does not have to consist of Members of the Executive Committee. The chair of the committee shall be appointed by the President and does not have to be a member of the Executive Committee but, if not a member of the board, would attend board meetings and be entitled to the privileges of being a board member without the ability to vote at board meetings.

Section 3 The President, with the approval of the Board of Directors, shall designate such other committees as he/she may deem appropriate to implement these By-Laws and carry on the business of the Association. In addition, committees may be designated in accordance with resolutions adopted by the Membership at the annual meeting of the Association. The President shall be an ex-officio member of all standing committees.

Section 4 Committee Members shall be appointed by and serve at the pleasure of the President. They shall be Members of the Association. The Chairperson of each Committee shall

be determined by a majority vote of the Members of that Committee and shall serve as Chairperson until such time as a successor is elected.

Section 5 The Chairperson of each Committee shall appoint such subcommittees from among the Committee's Members as the Chairperson may deem appropriate for the purpose of carrying on the business of the Committee.

Section 6 There shall be a Standing Committee of the Board of Directors known as the Executive Committee which shall consist of the President, the Past-President, the Secretary-Treasurer, and the President-Elect.

The Executive Committee shall be empowered to act consistent with the NYSPELRA By-Laws on matters concerning the Association's business and purposes which require decision prior to the immediate next meeting of the Board of Directors. Decision by the Executive Committee shall be by unanimous approval of its Members. Decision(s) by the Executive Committee shall be subject to review and approval by the Board of Directors at its immediate next meeting.

ARTICLE X - NOMINATIONS AND ELECTIONS

Section 1 The Nominating Committee provided for herein shall consist of up to five (5) persons. The President shall appoint the Nominating Committee not less than twenty (20) days prior to the opening of the annual meeting. At the time of such appointment the President shall notify the entire Membership of the names of members of the Nominating Committee. This Committee shall receive and prepare nominations for all elected positions and present such nominations to the Membership by the opening day of 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.

Section 2 The Nominating Committee shall nominate, as the case may be, candidates for the following offices, pursuant to the provisions of these By-Laws: President, President-Elect, Vice-Presidents, Secretary-Treasurer and At-Large Directors.

ARTICLE XI – NEGOTIABLE INSTRUMENTS

Section 1 All checks, drafts, bills of exchange, notes or other obligations or orders for the payment of money shall be signed in the name of the Association by such Officer or Officers, person or persons, as the Board of Directors of the Association may from time-to-time designate by resolution.

ARTICLE XII – PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

Section 1 No Member, Director, Officer or employee of or member of a committee of, or person connected with the Association, or any other private individual shall receive at any time

any of the net earnings or pecuniary profit from the operations of the Association, provided that this shall not prevent the payment to any such person such reasonable compensation for services rendered to or for the Association in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of NYSPELRA, Inc. All Members of the Association shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Association, whether voluntary or involuntary, the assets of the Association, after all debts had been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board of Directors may determine, subject to order of a Justice of the Supreme Court of the State of New York, exclusively to charitable, religious, scientific testing for public safety, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code in its regulations as they now exist or as they may hereafter be amended.

ARTICLE XIII – EXEMPT ACTIVITIES

Section 1 Notwithstanding any other provision of these By-Laws, no Member, Director, Officer, employee or representative of this Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XIV - AMENDMENTS

Section 1 Any provision of these By-Laws may be amended by a majority of the votes cast therefore at an annual meeting of the Association. Any provision of these By-Laws except those of Article IV – “Voting” or where applicable Article VII – “Dues” 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 twenty (20) days prior to the annual or special meeting at which such amendment is sought and mailed to all voting Members at least ten (10) days prior to the opening of such meeting. Such requirements of submission and mailing may be waived at the meeting by approval of a majority of the members present at said meeting.

ARTICLE XV – INDEMNITY

Section 1 To the extent and in the manner permitted by law, (a) the Association shall indemnify any person made a party to an action or proceeding by or in the right of the Association to procure a judgment in its favor, by reason of the fact that he/she, his/her testator or intestate, is or was a Director, Officer, or employee of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him/her in connection with the defense of such action, or in connection with an appeal therein, except in relation to matters as to which such

person is adjudged to have breached his/her duty to the Association, and (b) the Association shall indemnify any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the Association to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other corporation of any type or kind, domestic or foreign, any Director, Officer or employee of the Association served in any capacity at the request of the Association, by reason of the fact that he/she, his/her testator or intestate was a Director, Officer or employee of the Association, or served such other corporation in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such person acted in good faith, for a purpose which he/she believed to be in the interest of the Association and, in criminal actions or proceedings, in addition had no reasonable cause to believe that his/her conduct was unlawful.

DERIVATION OF AMENDMENTS

Article III, Section 2(d) - added by approval of membership at annual meeting of July 25, 2006.

Article III, Section 3(c) - added by approval of membership at annual meeting of July 25, 2006.

Article XIII, Section 1 – amended by unanimous action of Board of Directors at regular meeting of June 17, 2008 to reflect change of corporate status from Internal Revenue Code Section 501(c)(3) organization to Section 501(c)(6) organization.

Article III, Section 2(d) – amended by unanimous action of Board of Directors at regular meeting of October 17, 2008 to confer upon the Board the authority to establish various new membership categories in the Association beyond those existing at said time.

Article VI, Section 1 – amended by unanimous action of Board of Directors at regular meeting of October 17, 2008 to clarify that any duly elected member of the Board of the Directors of the Association shall remain a regular member of said Board, and will not have his/her status changed to “ex officio” merely because he/she is or becomes an officer or member of the Board of Directors of the National Public Employer Labor Relations Association.

Article X, Section 1 – amended by unanimous action of Board of Directors at regular meeting of October 17, 2008 to change the stated number of members of the Nominating Committee from “five (5) persons” to “up to five (5) persons”.

Article XIV, Section 1 – amended by unanimous action of Board of Directors at regular meeting of October 17, 2008 to clarify that the Board of Directors shall not have the power to unilaterally amend that provision of Article VII of the By-laws which requires that an annual membership dues increase of more than 25% shall require the approval of two-thirds of the membership of the Association.

Article VI, Section 1 – amended by unanimous action of Board of Directors at regular meeting of July 13, 2011 to remove an impediment to filling Board vacancy in office of President-Elect and

to permit such individual to stand for election of the Membership to the office of President at next succeeding Membership election.

Article VI, Section 1 – amended by unanimous action of Board of Directors at regular meeting of July 13, 2011 to establish honorary memberships on the Board of Directors.