



**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 governments in the area of public sector labor relations and human resources. 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 public sector labor relations and human resources in which state, county, school district and municipal governments may become involved.
- B. Fostering of cooperation among members, including meetings at appropriate times and encouraging the open exchange of ideas and information, to promote sound public policies and practices with respect to public sector labor relations and human resources; and
- C. Providing such appropriate guidance, education, and assistance in public sector labor relations and human resources as may be directed from time to time by membership or the Board of Directors, hereinafter designated "Board".

**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 in regular status 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 retirees 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, be added to the membership roster, and attend WPELRA workshops as guests. Said honored members shall receive a plaque attesting this honor and will be entitled to attend WPELRA programs and events at the membership rate. Honorary members shall not have voting privileges. While the Board reserves the right to confer Honorary Membership status as it deems appropriate, one or more of the following criteria will customarily serve as guidelines for the selection of Honorary Members:

- Founding WPELRA member
- Past NATIONAL PELRA Officer /Board Member
- Past WPELRA Officer /Board Member
- Active WPELRA Committee Member
- Outstanding Advocate for Public Sector Interests

**Section 2.** Selection for Membership. Application for membership shall be completed in the manner prescribed by NATIONAL PELRA.

A. Any questions pertaining to eligibility for membership, or continuation of membership, shall be determined by the Board, by a two-thirds ( $\frac{2}{3}$ ) vote of those seated to the Board.

**Section 3.** Members changing position may retain membership, as an Associate member, for a period of time not to exceed six (6) months so long as the member is actively seeking a position, which would allow the member to retain WPELRA/NATIONAL PELRA membership and assuming all other obligations of membership are met.

### **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.

### **ARTICLE IV: Officers**

**Section 1.** The Officers of the Association shall consist of a President, Vice-President, a Secretary and a Treasurer.

A. 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.

B. Officers 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 meetings which they attend and shall be responsible for the general supervision of the business of the Association. They 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. 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 and shall perform such other duties as may be prescribed by the Board or the President under whose supervision they shall serve.

**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. The Treasurer shall also have custody of funds and power to make disbursements and endorse checks as directed by the Board.

#### **ARTICLE V: Board of Directors**

**Section 1.** The Board shall consist of the President, Vice-President, Secretary and Treasurer, immediate past President and four (4) Members who have been elected to serve At-Large on the Board.

A. If a WPELRA member is a current NATIONAL PELRA Officer or Board Member they shall also serve as a non-voting member of the Board.

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

**Section 3.** The four (4) At-Large Members of the Board shall serve for staggered two-year terms as herein provided. At the Association's annual conference, there shall be no more than two Board members elected.

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

A. Subject to confirmation of the Board, the President may designate an existing Board member to a vacant Board position with a longer term than the existing Board member's current position. (Example: moving an existing

Board member with one-year remaining in their term to a vacant two-year term).

**Section 5.** The Board shall manage the affairs of the Association in accordance with these Bylaws and any additional policy established by the Board in the name of the Association, or as directed by the membership.

**Section 6.** The Board may appoint an executive director, or comparable position, and such other persons as it may deem necessary for the performance of Association functions, prescribe their duties, fix their compensation and other terms and conditions.

A. The functions associated with the Office of Secretary may, upon affirmative vote of the Board, 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.

## **ARTICLE VI: Dues**

**Section 1.** Membership Dues. Annual Membership dues are determined by the Board.

**Section 2.** Honorary Membership Dues. In recognition of their distinguished service on behalf of WPELRA, Honorary Members shall not be required to pay dues.

**Section 3.** Fiscal Year. The Board shall establish the fiscal year for the Association and until changed, it shall be January 1 through December 31.

**Section 4.** The Association has entered into a formal Affiliation Agreement with the National Public Employer Labor Relations Association, hereinafter designated "NATIONAL PELRA", and will pay the required portion of the NATIONAL PELRA dues at the same time the Association dues are submitted. Attached, as Addendum #1 is the Affiliation Agreement.

**Section 5.** 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.

**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 immediately preceding or immediately following the annual conference of all Members of the Association.

A. Additional meetings of the Board may be held at the call of the President or a majority of the Board.

B. Members of the Board 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 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 shall be deemed given if mailed within the time limits provided by these Bylaws.

A. Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board may adopt from time-to-time, the terms "written", "in writing", and "mailed" as used in these Bylaws include electronic means of transmission such as facsimile or email, provided that the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible, tangible form.

**Section 6.** A majority of the Board shall constitute a quorum of that body. If at any meeting of the Board there is less than a quorum, any member present may adjourn the meeting.

- A. Any action of the Board may be taken without a meeting if consent in writing, setting forth the action taken, is signed or acknowledged by all members of the Board entitled to vote with respect to the subject matter thereof. To this end, the Board may conduct business of an immediate or urgent nature through means of electronic transmission including but not limited to e-mail or facsimile transmission.
- B. Any action of the Board taken without a meeting shall be duly noted in the minutes of the Board meeting immediately following said action.

**Section 7.** Board members may participate in a meeting of the Board through use electronic transmission so long as all of the following apply:

- A. Each Board member participating in the meeting can communicate with all of the other Board members concurrently, and
- B. Each Board member is provided with the means of participating in all matters before the Board, including but not limited to the capacity to propose or to interpose an objection to a specific action to be taken by the Board.

**Section 8.** 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, shall appoint such committees as they may deem appropriate to implement these Bylaws and carry on the business of the Association.

### **ARTICLE IX: Nominations and Elections**

**Section 1.** The President shall appoint a Nominating and Awards Committee consisting of three (3) persons. To the extent the President deems advisable, Nominating Committee Members shall represent the diverse nature of the Association.

- A. The three (3) members of the Nominating Committee must be Principal Members.
- B. The President shall appoint the Nominating Committee no less than twenty (20) days prior to the annual conference.
- C. At that time, the President shall notify the entire Membership of the names of those on the Nominating Committee.
- D. The Nominating Committee shall consider the diversity of WPELRA's membership (e.g. county, municipality, technical college, school district, etc.) in making their nomination.
- E. This Committee shall receive, prepare, and announce nominations prior to the election.
- F. 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 Four (4) At-Large Members of the Board, 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.

**Section 3.** If any Member of the Board of the Association changes to a position which would not otherwise qualify them for Principal Membership in accordance with these Bylaws, 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 accepts a new position which would not qualify them for membership in the Association, the Board member shall cease to be a Member of the Board and the President, subject to confirmation of the Board, shall appoint a successor to serve the unexpired term.

- A. A Board member changing position may retain their Board seat in a non-voting, advisory capacity for a period of time not to exceed six (6) months so long as the member is actively seeking a position, which would allow the member



to retain WPELRA membership and assuming all other obligations of membership are met.

**Section 4.** In the event of a tie for an election the current President, Vice-President, and Immediate Past-President shall break the tie.

#### **ARTICLE X: Amendments**

**Section 1.** Any provision of these Bylaws may be amended by a majority of the Board. Any proposed amendment to these Bylaws 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 said meeting. Such requirements may be waived before or after the meeting by unanimous consent of the Board.

**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. 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.