



# By-Laws

(As Revised February 4, 2020)

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# OHPELRA By-Laws

## **ARTICLE I - Purpose**

The Ohio Public Employer Labor Relations Association ("OHPELRA" or the "Association" herein) is a professional association of public officials, human resources and labor-relations professionals, attorneys, and consultants to the public sector dedicated to achieving the highest standard of excellence in assisting and representing the state, counties, cities, colleges and universities, school districts, and other units of local government in the area of public human resources management and labor relations. In order to serve this common purpose, OHPELRA is committed to a core program that includes, among other activities:

- The dissemination and exchange of information, ideas, and data among Ohio labor-relations professionals representing public-sector management, and analysis of policy pertaining to all areas of labor relations, including collective bargaining, in which public-sector jurisdictions may become involved.
- The fostering of cooperation and development of skills and expertise among members, including meetings, conferences, and training opportunities, to increase our effectiveness as representatives of public-sector management.
- The development of an effective, common voice for the interests of public-sector management and the taxpayers of Ohio, including the promotion of sound public policies in the labor-relations and employment areas, including advocacy in the legislative and regulatory arenas.
- Working together on other, common goals and providing such other guidance or assistance in the field of public-sector labor relations as may be decided from time to time by the membership or the Board of Directors.

## **ARTICLE II - Affiliation**

The Ohio Public Employer Labor Relations Association (OHPELRA) shall be the designated Ohio affiliate of the National Public Employer Labor Relations Association (National PELRA), pursuant to the affiliation agreement that may be entered into by and between OHPELRA and National PELRA (the "Affiliation Agreement"), with the consent of the Board of Directors.

## ARTICLE III – Mailing Address

The business mailing address of OHPELRA, shall be designated annually at a meeting of the Board of Directors, held to establish the annual association budget. The business mailing address shall be published on OHPELRA's website. If the business mailing address becomes unsustainable during the fiscal year, the President may change the business mailing address with written notification to the Board of Directors followed by posting on the website.

## ARTICLE IV - Membership

### Section 1. – Membership Categories

There shall be four categories of membership in the Association, as set forth below:

- **Active Membership:** Active membership shall be open to any person employed on a full-time or part-time basis by a federal state, county, or local government, or agency or department thereof; or a public corporation or authority; or a public school system, university, or other public education system; who a) is assigned responsibility for that employer's human resources or labor relations activity exclusively on behalf of management, or b) has, on behalf of that employer, support function or responsibility in human resources or labor relations activity exclusively on behalf of management. Active membership will be identified with the name of the person applying for membership and is not considered a jurisdiction-wide membership, i.e. usable by anyone employed by the employment jurisdiction, whether the membership is purchased by an individual or by the jurisdiction.
- **Affiliate Membership:** Affiliate membership is open to any attorney or consultant who is not an employee of a public employer but who represents and actively works for the interests of public management and who solely represents and supports the interests of management for human resources or in labor relations matters. Such membership shall also be open to any staff member of a government league or association who is responsible for providing management human resources or labor relations services to such organization. Affiliate members will be identified with the name of the person applying for membership and is not considered a jurisdiction-wide membership, i.e. usable by anyone employed by the employment jurisdiction, whether the membership is purchased by an individual or by the jurisdiction and shall have full voting privileges.
- **Student Membership:** Student Membership in the Association may be open to full-time undergraduate or graduate students qualifying for and holding an active

Student Membership in National PELRA. Student members shall be permitted to attend any OHPELRA program at the Active Member rate, but shall not be eligible to hold any OHPELRA office or have voting privileges.

- **Honorary Membership:** Honorary membership may be extended, upon the approval of the Board of Directors, to any individual who has made an outstanding contribution to OHPELRA, its mission and objectives, or the cause of effective public-sector human resources management and labor relations in the State of Ohio. Such honorary membership may be for a fixed term or for life, as determined by the Board of Directors. Any honorary member shall receive a certificate attesting to this honor, and during the term of such honorary membership may attend any OHPELRA workshop or conference as a guest of the Association. Honorary membership in OHPELRA is for OHPELRA membership only and is not a joint membership with National PELRA.
- **Retired Past President Membership:** Past Presidents of OHPELRA who have retired from Ohio public sector employment will automatically become honorary members, unless otherwise established by the Board of Directors. Retired past president membership may be for a fixed term or for life, as the Board of Directors may decide. Retired past president members shall receive a certificate attesting to this honor, and during the term of such honorary membership may attend any OHPELRA workshop or conference as a guest of the Association. Further, during the term of such honorary membership, the member shall not be required to pay dues for OHPELRA or National PELRA membership, but shall have all other rights and privileges of membership in the Association, with the exception of the right to vote and hold office.

## **Section 2. – National PELRA Membership**

All members of OHPELRA with the exception of Honorary Members shall also be members of National PELRA; provided, however, that National PELRA may, in accordance with its own by-laws, limit or extend the voting rights of any member within National PELRA. Notwithstanding National PELRA by-laws, the rights and privileges of OHPELRA members within the State Association, including voting rights, are established solely by these by-laws.

## **Section 3. – Transfer of Membership**

No membership shall be automatically transferable. Honorary members shall continue to possess all rights and privileges of Active members, providing they are not otherwise in conflict with the membership requirements of these By-Laws.

Membership is owned by the member or employer that purchased such membership. Transfer of membership by the owner or that membership shall be governed by the following criteria:

- **Employer Paid Membership:** Membership may be transferred to a successor employee of the employer provided the successor employee meets the rules contained herein. An employer paid membership may be transferred to a successor employee after notice is provided to the OHPELRA board.
- **Member paid Membership:** Membership remains with the member who paid for the membership as long as the member's position qualifies for Active or Affiliate membership as defined in these By-Laws and the written notice is provided to the OHPELRA board that the person wishes to continue membership.
- **Members Changing Positions and/or Employment:** An Active or Affiliate member assuming a new position, with the same or different employer, shall lose Active or Affiliate membership, if either the new position or the new employer do not otherwise qualify for Active or Affiliate membership in accordance with these By-Laws. Members changing positions may retain membership for a reasonable period of time so long as the member is seeking a position that would allow the member to retain OHPELRA membership and assuming all other obligations of membership are met.

#### **Section 4. – Selection for Membership**

An application for membership in OHPELRA shall include a certification in writing that the applicant qualifies for membership under the conditions set forth in these By-Laws. Eligibility for membership or continuation of membership shall be determined by the Board of Directors in coordination with National PELRA where applicable.

#### **Section 5. - Contributing Sponsors**

Contributing sponsors shall be defined as any member, individual, jurisdiction, agency, organization, law firm, or consulting firm who donates to OHPELRA in any one year period an amount, determined by the Board as a Sponsor Fee. Each contributing sponsor shall have one (1) person named as an Affiliate member of OHPELRA. The Board of Directors shall determine any additional the benefits, rights, and privileges of contributing sponsors

# **ARTICLE V - Voting**

Each Active and Affiliate member shall be entitled to one (1) vote at the OHPELRA annual conference or any special meeting of the general membership of OHPELRA. No member may vote by proxy. A member may vote by absentee ballot on any question fixed in advance of a meeting provided that the member submits a written request for an absentee ballot to the Secretary at least fifteen (15) days in advance of the meeting, and such ballot is delivered to the Secretary no later than the opening day of the annual conference or special meeting of the membership.

## **Article VI – Officers**

### **Section 1. - Officers**

The Officers of OHPELRA shall consist of President, Vice-President, Treasurer, and Secretary. Officers must be Active or Affiliate members. All officers shall be elected by a majority of votes cast at the annual business meeting.

### **Section 2. – President**

The President is the chief executive officer. The duties of the office of President shall include: preside over meetings of the Board of Directors and the general membership, convene meetings of the Board of Directors and special meetings of the membership; carry out policy and decisions of OHPELRA as approved by the Board of Directors; assign responsibilities to board members and Active or Affiliate members as necessary;; represent OHPELRA consistent with the purpose set forth in these By-Laws and policies set by the Board of Directors; and other duties as required. In case of a vacancy in any office or Board of Directors, other than President, the President shall appoint a member to fill the unexpired term, with the approval of the Board of Directors.

### **Section 3. – Vice President**

The duties of Vice President shall include: preside over meetings of the Board of Directors and the membership in the absence of the President;; and shall carry out such other duties and responsibilities as the President and the Board of Directors may direct. Upon any vacancy in the office of President, the Vice President shall assume the office of President and shall continue to serve the unexpired term of the predecessor.

### **Section 4. - Treasurer**

The Treasurer shall serve as the chief financial officer of the Association and shall maintain the financial records of the Association. The duties of Treasurer shall include: cause the receipt and promptly deposit all dues and other payments to OHPELRA, prepare and submit regular financial reports to the Board of Directors and to the



membership, as the Board may direct. Upon any vacancy in the office of President and Vice President, the Treasurer shall assume the office of President, and shall continue to serve the unexpired term of the predecessor.

### **Section 5. - Secretary**

The Secretary shall serve as the keeper of the Association's records, and shall prepare minutes of any meeting of the Board of Directors or the membership, or any other official record of the Association. Upon the Secretary's absence at any meeting, the President may appoint an Acting Secretary for that meeting.

### **Section 6. - Vacancy**

In the event of vacancies in the office of President, Vice President and Treasurer at the same time, the Board of Directors shall nominate and vote on a President to fill the role until the next election.

## **Article VII – Board of Directors**

### **Section 1. – Composition of the Board**

The Board of Directors shall consist of the elected Officers: President, Vice-President, Treasurer, and Secretary; as well as the Immediate Past-President, the Conference Coordinator, and any member(s) of the National PELRA Board of Directors; and four (4) At-Large Board Members.

The Immediate Past President, Conference Coordinator, and member(s) of the National PELRA Board of Directors shall serve as ex-officio members of the Board of Directors and shall be entitled to vote in meetings of the Board. The four (4) At-Large Board Members shall be Active or Affiliate members who may be nominated by the President or the membership and elected by the membership during the annual business meeting. The Conference Coordinator shall be appointed by the President with the approval of the Board of Directors.

The President shall have no vote in meetings of the Board of Directors or the membership unless there is a tie.

### **Section 2. – Duties of the Board of Directors**

The Board of Directors shall manage the affairs of OHPELRA and set policy in accordance with these By-Laws. This includes approving a request from the President, based on business-need, to delegate OHPELRA related tasks be performed by others not appointed to the Board of Directors. Any action or policy decision issued by the Board of Directors may be modified or reversed by appropriate motion and majority vote

of the membership at the annual meeting or other duly scheduled meeting of the membership.

### **Section 3. – Continuance on the Board**

All officers and at-large members of the Board of Directors shall serve until their successor is duly nominated, elected and qualified, unless removed from office under one of the following circumstances:

By unanimous vote of the members of the Board of Directors or by a two-thirds vote of the membership in attendance at the annual conference or a special meeting called for this purpose. The officer or at-large member of the Board of Directors is not entitled to a vote in this instance. Prior to any such removal, each member of the Board of Directors (or the membership, if appropriate) shall receive at least fourteen (14) days' prior, written notice of vote on removal of the officer or director, and if the officer or director so requests, he or she shall have the opportunity to speak or submit a written statement to those voting prior to the vote.

- By assuming a new position that would render him or her ineligible for membership in OHPELRA. Any decision regarding ineligibility for membership shall be made by the Board of Directors.
- By written resignation.
- By failing to meet membership requirements, except for a reasonable period as described in Article IV, Section 3, for members changing positions and/or employment.

## **ARTICLE VIII – Dues**

### **Section 1. – Membership Dues**

Fees associated with dues shall be set by the Board of Directors, subject to the approval of the membership at the next annual conference or special meeting of the membership. The rate of dues set for OHPELRA membership shall include dues for National PELRA. Changes in dues rates will affect only members who join and/or renew membership after the effective date.

### **Section 2. – Collection of Dues**

Pursuant to the Affiliation Agreement, and unless the Board provides otherwise, dues shall be collected by National PELRA through annual billings, and OHPELRA's portion of the dues shall be remitted as agreed upon by OHPELRA and National PELRA.

### **Section 3. – Contributing Sponsor Fees**

The Board of Directors shall determine the annual fee structure for and associated benefits for contributing sponsors. The Board shall notify existing contributing sponsors of any changes in fee structure and/or associated benefits at the notification of renewal of sponsorship.

## **ARTICLE IX – Conference and Meetings**

### **Section 1. – Annual Training Conference**

An annual conference shall be scheduled in each calendar year, at a time and place to be set by the Board of Directors.

### **Section 2. – Additional Conferences, Training Programs, Workshops**

The Board of Directors may schedule additional conferences, training programs, and workshops throughout the calendar year.

### **Section 3. – Annual Business Meeting and Special Meetings**

The annual business meeting shall occur during the annual conference. Due notice must be provided. The membership present at the annual conference constitutes a quorum for the annual business meeting. Special meetings may be called with proper notice at the discretion of the Board of Directors.

### **Section 4. – Notice of Association Business**

Members shall receive written notice no less than fourteen (14) days in advance of the annual business meeting and schedule special meetings. Special meeting notices shall include a proposed agenda as determined by the Board of Directors. Notice for meetings of the Board of Directors shall be communicated no less than fourteen (14) days in advance. Notice is deemed satisfied if mailed no less than fourteen (14) days in advance.

### **Section 5. – Rules of Order**

All meetings of the membership and the Board of Directors shall be conducted in accordance with a liberal application of parliamentary law, as set forth in the most recent, revised edition of Robert's Rules of Order.

## **Section 6. – Meetings of the Board of Directors**

### **Quorum**

A majority of the Board constitutes a quorum.

### **Electronic Participation**

Officers and members of the Board of Directors may participate in a meeting of the Board of Directors through the use of electronic transmission so long as all of the following apply:

- Each officer and member of the Board of Directors participating in the meeting can communicate with all other participants in the meeting concurrently, and
- Each officer and member of the Board of Directors 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 Association.

## **ARTICLE X – Amendments**

### **Section 1. – Amendments**

Proposed amendments shall be in written form and sent to the President. The proposed amendments will be considered at the next scheduled annual business meeting or special meeting. The By-Laws may be amended by a majority of votes cast at the annual business meeting or special meeting.

### **Section 2. – Notice of Amendments**

Members shall receive written notice with the proposed amendments no less than fourteen (14) days in advance of the annual business meeting or special meeting.