

ILLINOIS PUBLIC EMPLOYER LABOR RELATIONS ASSOCIATION

BY-LAWS

(As Last Amended August 9, 2018)

ARTICLE 1: PURPOSE

1.1 The Illinois Public Employer Labor Relations Association, hereinafter designated IPELRA or Association, is formed to provide the highest standard of excellence in assisting and representing all public sector employers in the area of labor and employee relations. In order to implement its purpose, the IPELRA program shall include, among other things:

- a. Dissemination and exchange of information and data, and analysis of policy, pertaining to all areas of labor and employee relations including collective bargaining in which any public sector employer may become involved;
- b. Fostering communication and cooperation among members to promote sound public policies and practices with respect to labor and employee relations; and
- c. Providing such appropriate guidance and assistance in the public sector of labor and employee relations as may be directed from time to time by the membership or the Executive Board.

ARTICLE 2: OFFICES

2.1 The registered office shall be in the State of Illinois.

2.2 The Association may also have offices at such other places within and without the State of Illinois as the Executive Board may from time to time determine or the business of the Association may require.

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

ARTICLE 3: MEMBERSHIP

3.1.1 Categories: There are six (6) Association membership categories: Active Membership, Affiliate Membership, Charter Membership, Student Membership, Retiree Membership and Honorary Life Membership. All memberships are subject to approval of the IPELRA Executive Board. Any membership in IPELRA will only be granted to individuals who have responsibility, experience or interest in public sector labor and employee relations activity exclusively on behalf of management. No membership shall be transferable.

3.1.2 Active Membership: Shall be open to any person employed by a state, county, federal, or municipal government; public corporation or authority; special district; public school system,

college or university; who is assigned principal or subordinate responsibility for the labor and employee relations function exclusively on behalf of management.

3.1.3 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 interest of public management and who solely represent and support the interest of management in labor and employee relations matters. Affiliate Membership shall include such privileges and services as may be prescribed by the Executive Board.

3.1.4 Charter Membership: Membership shall be made available to all members of the original IPELRA Ad Hoc Planning Committee for so long as such members do not place themselves in conflict of interest with the Association. Charter members shall have and retain all rights and privileges of Active Membership.

3.1.5. Student Membership: Membership in the Association may be open to undergraduate or graduate full-time students (12 units or more) who are in a Human Resources or Industrial Relations Program or related field at an accredited college or university and are not currently working full time in the Labor/Employee Relations field. Student membership shall have no voting privileges.

3.1.6. Retiree Membership: Membership in the Association will be limited to members of IPELRA who retire from their full-time endeavors representing management in public sector labor and employee relations and who desire to maintain a continuing relationship with IPELRA. The eligibility criteria for retiree membership is: retirement and at least five (5) years' prior membership in good standing in IPELRA, including three (3) consecutive years immediately prior to making application for retiree membership. Retiree membership will be at a discounted dues rate and discounted attendance fees for attendance in any IPELRA training programs, including the annual conference. Membership in the national organization, NPELRA, will be at the retiree's option, and the retiree will be responsible for paying full NPELRA dues. The IPELRA Executive Board has necessarily reserved the right to review and approve/disapprove all applications for retiree membership and will be looking for sufficient indicia of "retirement" including, but not limited to, an absence of any other professional activities that would be inconsistent with continued membership in IPELRA. Retiree membership shall have no voting privileges.

3.1.7 Honorary Life Membership: This category of IPELRA membership is to record individuals who have made a significant contribution to the aims, goals and objectives of the organization and to include distinguished service on behalf of IPELRA. Individuals shall be selected by the Executive Board and shall be added to the membership listing, issued scrolls attesting to this honor and be entitled to attend any IPELRA workshops as guests. Honorary members shall not be required to pay dues but shall have all other privileges of membership except the right to vote, for so long as such members do not place themselves in conflict of interest with the Association.

3.2 Selection for Membership: There shall be an application for membership, in writing. Eligibility for membership or continuation of membership shall be determined by action of the Executive Board.

ARTICLE 4: VOTING

4.1 Each Active and Charter Member in attendance shall be entitled to one vote on every question put before an annual or special meeting of the general membership. Proxy voting shall not be allowed. Absentee voting shall be permitted on the election of members of the Executive Board or on proposed changes in these By-Laws. A member desiring to vote by absentee ballot shall request an absentee ballot from the Secretary at least fifteen (15) days in advance of an annual or special meeting. Such ballot shall be returned to the Secretary no later than the opening day of the annual or special meeting.

ARTICLE 5: OFFICERS

5.1 The officers of the Association shall be a President, a Vice President, an Assistant Vice President, a Secretary and a Treasurer. All officers shall be Active Members in good standing of the Association, shall be elected by a majority of the votes cast at the Association's annual meeting, and shall take office immediately. They shall hold office until their successors are elected. The term of office shall be two years from the annual meeting to annual meeting; the term limit for President and Vice President is two (2) consecutive terms; there will be no limit on the number of consecutive terms for all other Board positions.

5.2 The President shall preside at all annual and special meetings which he/she attends and shall be responsible for the general supervision of the business of the Association. He/she shall assign responsibilities for committee leadership to appropriate offices or members.

5.3 The Vice President and Assistant Vice President shall consult with, counsel and advise the President. In the absence, disability or retirement of the President, the Vice President shall carry out the President's duties. The Assistant Vice President shall succeed the Vice President in the event of the absence, disability or retirement of the Vice President.

5.4 The Secretary shall be responsible for the retention of all records of the Association and shall serve as Secretary to the Officers and the Executive Board. The Secretary shall also give, or cause to be given, notice of all meetings of the General Membership and shall perform such other duties as may be prescribed by the Executive Board or the President. The Secretary, or any person the Secretary may designate, shall have custody of the corporate seal of the corporation and the Secretary, or any person the Secretary may designate, shall have authority to affix the same to any instrument requiring it, and when so affixed, it may be attested by the Secretary's signature or by the signature of the person the Secretary designates. The Executive Board may give general authority to any other officer to affix the seal of the corporation and to attest the affixing by signature.

5.5 The Treasurer shall be responsible for maintaining the financial records of the Association and shall prepare reports and retain records as directed by the Executive Board. The Treasurer, or any person the Treasurer may designate, shall have custody of funds and power to make disbursements and endorse checks as directed by the Executive Board.

ARTICLE 6: EXECUTIVE BOARD

6.1 The Executive Board shall consist of eleven (11) members, including the President, the Vice President, the Assistant Vice President, the Secretary, the Treasurer, and the immediate past-President. The President or in the President's absence, the Vice President, shall Chair the meeting. The remaining five (5) at-large members of the Executive Board shall be elected at the same annual meeting as the election of officers in Article 5.1 above. The membership of the Executive Board shall include at least one (1) full-time employee of a state government, of a county government, of a municipal government, and of the education sector unless the Executive Board determines this provision impracticable. In the event that a member of the Association who is not an elected member of the Executive Board serves on the Executive Board of the National Public Employer Labor Relations Association, that person shall be a non-voting, ex-officio member of the IPELRA Executive Board.

6.2 An at-large member of the Executive Board must be a Member in good standing of the Association.

6.3 A member of the Executive Board who is absent from three (3) consecutive meetings of the Board may remain on the Executive Board only upon the recommendation of the President and with approval of the Executive Board.

6.4 Although the power to establish Association policy shall remain in the hands of the voting membership, the Executive Board shall manage the affairs of the Association in accordance with these By-Laws and any additional policy decisions arising between annual meetings may be made by the Executive Board in the name of the Association with such policy subject to revision at the next annual meeting of the Association.

ARTICLE 7: DUES

7.1 Effective January 1, 2019, annual membership dues shall be as follows for each category of members:

Active Member	\$230.00
Charter Member	\$230.00
Affiliate Member	\$265.00
Student Membership	\$ 65.00
Retiree Membership	\$ 50.00 (IPELRA only)

ARTICLE 8: MEETINGS

8.1 There shall be at least one (1) meeting of all members of the Association in each calendar year to be held at such time and place as shall be determined by the Executive Board.

8.2 All members of the Association shall be given at least twenty-five (25) days' notice of a meeting of all members of the Association.

8.3 There shall be an annual meeting of the Executive Board immediately preceding or immediately following the annual meeting 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 members of the Executive Board. Members of the Executive 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. Meetings of the Executive Board shall be presided over by the President, if present, or in the President's absence, by the Vice President or the highest officer present.

8.4 Special meetings of the general membership may be called by the President or the Executive Board at any time. Special meetings may also be called when twenty percent (20%) of the Active and Charter Members indicate a desire to have a meeting, such notice to include the general nature of the business to be conducted.

8.5 Notices of all meetings of the Membership or Executive Board shall be deemed given if mailed within the time limits provided by these By-Laws.

8.6 The majority of the Executive Board shall constitute a quorum of that body. If at any meeting of the Executive Board there is less than a quorum, any member present may adjourn the meeting. Any action of the Executive Board may be taken without a meeting if consent in writing, setting forth the action taken, is signed by all members of the Executive Board entitled to vote with respect to the subject matter thereof.

ARTICLE 9: COMMITTEES

9.1 The President, with approval of the Executive Board, shall appoint such committees as he/she may deem appropriate to implement these By-Laws and carry on the business of the Association. Committees may additionally be appointed in accordance with resolution adopted by the members at the annual meeting.

ARTICLE 10: NOMINATIONS AND ELECTIONS

10.1 The President shall appoint a Nominating Committee Chair, and the Committee shall consist of three (3) members of the Association. The President shall appoint the Nominating Committee no less than twenty-five (25) days prior to the annual meeting of the members of the Association. At that time, he/she 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 at 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 at or prior to the meeting.

10.2 The Nominating Committee shall nominate candidates for the following offices: President, Vice President, Assistant Vice President, Secretary, Treasurer and five (5) at-large members of the Executive Board.

10.3 If an officer or member of the Executive Board resigns or accepts a new position which would not qualify him/her for membership in the Association, he/she shall cease to be an officer or a member of the Executive Board and the President shall, subject to confirmation of the Executive Board, appoint a successor to serve his/her unexpired term until the next annual meeting of the Association.

10.4 An Officer may be removed for cause by majority vote of the entire Executive Board at any regular or special meeting of the Board.

ARTICLE 11: AMENDMENTS

11.1 The By-Laws of the Association may be amended by majority of the votes cast thereon at any annual or special meeting of the Association, provided that due notice of the meeting, including a copy of the proposed amendment, has been given to the members. In the event that amendment becomes necessary during the year, a mail ballot, with the proposed amendment attached, may be sent to all Active and Charter Members for approval. Upon approval by the membership, the amendment will become effective the first Monday after final tabulation of the vote. Each Active and Charter member shall be entitled to one vote. The By-Laws may also be amended by a unanimous vote of the Executive Board.

ARTICLE 12: AFFILIATION

12.1 The Association may maintain affiliation with the National Public Employer Labor Relations Association (NPELRA).