

Michigan Public Employer Labor Relations Association By Laws

ARTICLE 1 — PURPOSE

The purposes for which the Corporation is formed are as follows:

- A. The collection, dissemination and exchange among members of information and data, and analysis of questions of policy pertaining to all areas of public employment relations in which public employers may become involved.
- B. To cooperate and from time to time meet together in order to be of mutual assistance in promoting sound public employment policies and legislation.
- C. The publication and sale of books, periodicals and materials relating to public labor relations and the conduct of meetings, seminars, conferences or other group sessions for the purpose of furthering public labor relations.
- D. To make, perform and carry out contracts of every kind and description pertaining to the purpose of this Corporation and for any lawful purposes necessary and expedient thereto with any person, firm or corporation.
- E. In general, to carry on any business in connection therewith and incident thereto not forbidden by the laws of the State of Michigan and with all powers conferred upon corporations by the laws of the State of Michigan.

ARTICLE 2 — OFFICES

The registered office of the Corporation shall be located at the address of the Secretary of the Corporation. The registered office location may be changed by action of the Board of Directors

ARTICLE 3 — MEMBERSHIP

- A. Membership – Membership in the Corporation is open to any person whose preponderant duties are to represent or advocate the interests of a governmental employer or a nonprofit employer engaged primarily in providing service to the public. Continuing membership is also open to any person who, while a member of the Corporation, retires from their position.
- B. Associate/Honorary Membership – Associate or honorary membership in the Corporation may be granted upon application and determination by a majority of the Board of Directors that such membership would be in the best interest of the Corporation. Approval of associate or honorary membership shall be at the sole discretion of the Board of Directors and may be rescinded by the Board of Directors.
- C. Agency Membership – Agency membership in the Corporation is open to four or less persons from a single employer that qualifies for membership. An employer may have more than one agency membership.
- D. Members – The term “member” includes anyone with a membership pursuant to Article 3 of these By Laws.
- E. Change in Employment Status – A member, whose employment status changes, will remain a member until October 31, except when the member becomes employed in an organization not eligible for membership. The member will notify the Corporation of contact information as soon as practicable any time the employment status changes. A member who retired from a position where the preponderant duties were to represent or advocate the interests of a governmental employer or a nonprofit

employer engaged primarily in providing service to the public, may be a retired member by paying the dues established for retired membership. A member, who becomes and remains unemployed, retains membership after October 31 for two more years provided the member is actively seeking employment where the preponderant duties would qualify for membership and pays the required dues. Thereafter, to maintain membership, a formal request for Associate Membership must be approved.

- F. Voting Rights – Only members present at any meeting of the Corporation shall have the right to vote.
- G. Annual Meeting – The annual meeting of the membership shall be held between September 1 and November 30 each year for the purpose of electing directors and officers and transacting any other business, which may lawfully come before the meeting. The time and location of the annual meeting shall be determined by the President. Written notice stating the time, place and purpose of the meeting, signed by the Secretary, shall be given to each member entitled to vote at the meeting no later than seven days prior to the meeting.
- H. General Meetings – General meetings of the membership may be convened by demand of the President or a majority of the officers or directors. The Secretary shall make every effort to notify all members of the time, place and purpose of the meeting at least ten days prior to such meeting.
- I. Quorum – At all meetings where the Board of Directors is requesting a vote of the membership on an issue, the presence of twenty-five percent or 25 members, whichever is less, shall constitute a quorum, unless otherwise required by law.

ARTICLE 4 — DUES

The Board of Directors shall establish the annual dues amounts each calendar year.

ARTICLE 5 — BOARD OF DIRECTORS

- A. Authority – The business of the Corporation shall be managed by the Board of Directors.
- B. Qualifications – Directors of the Corporation must be members of the Corporation entitled to vote.
- C. Number – The number of directors of the Corporation shall be eleven.
- D. Election and Term – The directors shall be elected by a majority vote of the members entitled to vote present and voting at the annual meeting of the membership for a one year term to run from November 1 of the current year to October 31 of the following year. The five officers of the Corporation shall constitute five members of the Board of Directors. In the event of vacancies, the term of the successor director shall be governed by the term of his or her predecessor. The President from the preceding year shall automatically be a non-voting member of the Board for the year following his or her presidency, provided he/she remains a member.

E. Vacancies – A vacancy exists if a director resigns or ceases to be eligible for membership. Vacancies on the Board of Directors shall be filled from the membership of the Corporation as selected by the remaining members of the Board. Each person so elected shall be a director until his or her successor is elected by the membership at the next annual meeting of the membership.

F. Meetings

1. Organizational Meeting. The newly elected Board of Directors shall hold its first organizational meeting prior to January 1 after its election. The President shall serve as Chairperson of the Board of Directors. The Corporation Secretary shall serve a Secretary to the Board of Directors.
2. Special Meetings. The special meetings of the Board of Directors may be convened by the oral demand of the President or three or more directors. Such demand must be given to the Secretary of the Corporation. Upon receipt of such demand, the Secretary must fix a time, date and location, not exceeding thirty days from the time of the demand. Written notice stating the time, place and purpose of the meeting, signed by the Secretary, shall be given each director at least five days prior to such meeting. The Chairperson of the Board of Directors shall preside at the meeting; in the event of his or her absence, the highest corporate officer present at the meeting shall act in his or her place instead.
3. Quorum. A majority of the Board of Directors shall constitute a quorum, and acts of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Consistent with the Michigan Nonprofit Corporation Act, Section 523(c), the Board of Directors may participate in a meeting by means of conference telephone or other means of remote communication, provided that all individuals who are participating in the meeting can communicate with the other participants. This manner of participation constitutes attendance in person at the meeting.
4. Place of Meetings. All meetings of the Board of Directors shall be held at the location designated by the person or persons calling the meeting, provided that the selection of the location may be delegated to the Secretary of the Corporation.

G. Several Actions – In the event that all the directors shall severally and/or collectively consent in writing to any action to be taken by the Corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the directors.

H. Removal.

1. For Cause. Any member of the Board of Directors, including any officer, may be removed for cause by a two-thirds (2/3) vote of the Board of Directors, excluding the member who is the subject of the removal for cause vote.
2. Non-Attendance. Members of the board are expected to attend all board meetings. Following three (3) consecutive absences, the President shall contact the board member and determine the member's desire to continue to serve. After contact by the President, the board shall have the right, by a two-thirds vote, excluding the member who is the subject of the removal non-attendance vote, to declare vacant the seat of any member missing three (3) consecutive meetings without cause.

ARTICLE 6 — OFFICERS

- A. Election and Term – The officers of the Corporation shall be elected by a majority vote of the members entitled to vote present, and voting at the annual meeting of the membership for one year terms to run from November 1 of the current year to October 31 of the following year. The five officers of the Corporation to be elected shall be a President, First Vice President, Second Vice President, Secretary, and Treasurer.
- B. Authority – All officers shall respectively have such authority and perform such duties in the management of the property and affairs of the Corporation as may be delegated by the Board of Directors.
- C. Vacancies – In the event of a vacancy in an office other than President, the President may appoint a replacement for the balance of the term. In the event of a vacancy in the office of President, the First Vice President shall assume the presidency and the Second Vice President shall become the First Vice President. In the event of a simultaneous vacancy of the President and First Vice President, the Second Vice President shall be President. A vacancy shall occur in any office in the event that the person holding the office resigns or ceases to be eligible for membership.

ARTICLE 7 — DUDLEY SHERMAN AWARD COMMITTEE

Committee shall be established annually to consider candidates for the Dudley Sherman Award. The Committee shall consist of five (5) individuals, including the current President, who shall appoint the remaining four (4) members of the Committee from past Presidents and previous award winners.

ARTICLE 8 — INDEMNIFICATION

Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that the person is or was a board member, officer, employee, or agent of the Corporation is indemnified as set forth in this Article against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding had no reasonable cause to believe his or her conduct was unlawful.

The determination to indemnify a director, officer, employee or agent under this Article shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she met the applicable standard of conduct set forth in this Article. Such determination shall be made by the Board of Directors by a majority vote of a quorum (as defined in these Bylaws) consisting of directors who were not parties to such action, suit or proceeding, or if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested so directs, by independent legal counsel in a written opinion. Notwithstanding the failure or refusal of the directors of the Corporation or counsel to make provision therefore, such indemnification shall be made if a court of competent jurisdiction made a determination that the director, officer, employee or

agent has a right to indemnification hereunder in any specific case upon the application of such director, officer, employee or agent.

ARTICLE 9 — PERSONAL LIABILITY FOR VOLUNTEER DIRECTORS

- A. To the fullest extent permitted under Section 209(1)(c) of the Michigan Nonprofit Corporation Act (MNCA), as the same presently exists or may hereafter be amended, a volunteer director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of the director's fiduciary duty. However, this provision does not eliminate or limit the liability of a director for any of the following:
1. A breach of the director's duty of loyalty to the Corporation;
 2. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law;
 3. A violation of Section 551(1) of the MNCA;
 4. A transaction from which the director derived an improper personal benefit;
 5. An act or omission occurring before the date that this Article becomes effective in accordance with the pertinent provisions of the MNCA; and
 6. An act or mission that is grossly negligent.

Any volunteer director of the Corporation shall only be personally liable for monetary damages for a breach of fiduciary duty as a director to the Corporation to the extent set forth in this Section A.

- B. To the fullest extent permitted under Section 209(d) of the MNCA, as the same presently exists or may hereafter be amended, the Corporation assumes all liability to any person other than the Corporation, for all acts or omissions of a volunteer director occurring on or after the date this Article becomes effective in accordance with the pertinent provisions of the MNCA, incurred in the good faith performance of the volunteer director's duties as such. A claim for monetary damages for a breach of a volunteer director's duty to any person other than the Corporation, shall not be brought or maintained against a volunteer director; but such a claim shall be brought or maintained instead against the Corporation, which shall be liable for the breach of the volunteer director's duty.
- C. The term "volunteer director" shall have the same definition as set forth in Section 110(2) of the MNCA, as the same presently exists or may hereafter be amended.
- D. Any repeal, amendment or other modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal, amendment or other modification. If the MNCA is amended, after this Article becomes effective, then the liability of directors shall be eliminated or limited to the fullest extent permitted by the MNCA as so amended.

ARTICLE 10 — AMENDMENTS

Amendments to the Bylaws of the Corporation may be proposed by majority vote of the Board of Directors present at any meeting of the Board at which a quorum is present or upon petition signed by ten or more members of the Corporation. The Bylaws of the Corporation may be amended by a majority vote of the members present at any meeting of the Corporation, provided that two weeks notice of the meeting and the proposed amendment has been given in writing to the members; and provided that a quorum of the membership is present and voting on the amendment.