

**Florida Public Employer Labor Relations Association**  
**BY-LAWS OF THE ASSOCIATION**  
(As Amended September 18, 2008)

**ARTICLE I: PURPOSE**

SECTION 1. The Florida Public Employer Labor Relations Association, Inc. hereinafter designated FPELRA or Association, is formed to provide the highest standard of excellence in assisting and representing jurisdictions who may be impacted by the provisions of Chapter 447, F.S., The Florida Public Employees Relations Act. In order to implement its purpose, the FPELRA program shall include, among other things:

A. Dissemination and exchange of information and analysis of policy and legislation pertaining to all areas of labor relations including collective bargaining and dispute resolution in which affected jurisdictions may become involved;

B. Fostering of cooperation among members through conferences and workshops at appropriate times to promote sound public policies, practices, and legislation with respect to labor/employment relations; and,

C. Providing such appropriate guidance and assistance in the public sector of labor/employment relations as may be directed from time to time by the membership of the Board of Directors.

**ARTICLE II: OFFICES**

SECTION 1. The administration office of FPELRA shall be located as determined by the Board.

SECTION 2. Meetings of the Association involving official business shall be conducted in accordance with the latest revised edition of Robert's Rules of Order.

**ARTICLE III: MEMBERSHIP**

SECTION 1. There will be five (5) Association Membership categories, Agency Member, Principal Member, Associate Member, Sustaining Member and Honorary Life Member; no membership shall be transferable.

Agency Membership

Agency Membership shall permit up to three (3) persons employed by a public employer as defined in Section 447.203, F.S., the Florida Public Employees Relations Act, from the same agency, who have either principal or auxiliary responsibilities representing management in accordance with the definitions for Principal and Associate membership categories listed below. At least one member of the Agency must qualify as a Principal member as described below. An Associate Agency Member, in order to hold office in FPELRA and be able to vote on Association matters, must qualify as a Principal Member as described below.

Principal Membership

Principal Membership shall be open to any person employed by a public employer as defined in Section 407.203, F.S. The Florida Public Employees Relations Act, and who has either principal or major participatory responsibility, representing management, for the conduct of the collective bargaining process. Individuals meeting this criteria are the Agency's Chief Executive Officer,

Labor Relations/Personnel/Human Resources department heads, their assistants and specialists and in house attorneys, as well as other personnel who meet the criteria for principal or major participatory responsibility for the collective bargaining process.

Principal Members shall have full voting privileges and shall be eligible to hold office in the Association.

A Principal Member assuming a new position within the same agency which would not otherwise qualify that individual for Principal membership rights in accordance with these by-laws shall lose his or her Principal Membership rights. Said membership would transfer to the individual who assumed the qualifying position.

In order to allow an existing Board to carry out the Association's immediate mission without interruption or harm, the Board may, by a majority vote, allow an individual to remain on the Board for the duration of his/her term; providing that, if employed, the individual is currently seeking a position to regain active membership status.

#### Associate Membership

Associate Membership shall be open to any person employed by a public employer as defined in Section 447.203, The Florida Public Employees Relations Act, and who has auxiliary responsibility, representing management and/or the labor/employment relations program, in the collective bargaining process.

This classification of membership shall include department /division directors, assistants and other personnel who are engaged in auxiliary support in the collective bargaining process. Individuals in this classification would normally be involved on the management side in Police, Fire, Finance/Budget and other employer related functions.

Associate Members shall have full voting privileges and shall be eligible to hold office in the Association providing Associate Members holding office have at least five years experience in the area of public sector labor relations and completed a recognized Professional Public Labor Relations Certification Program.

Criteria for the retention of membership upon change of position shall be the same as that governing Principal Members.

#### Auxiliary Membership

Auxiliary Membership shall be open to any undergraduate or graduate student currently enrolled and pursuing a curriculum in labor relations, human resources, public administration, political science or closely related course of study or any person previously employed by a public employer as defined in Section 447.203, The Florida Public Employees Relations Act, and who is currently seeking a position in the public sector. Auxiliary members cannot hold office and have no voting privileges.

#### Sustaining Membership

Sustaining Membership shall be open to lawyers and consultants who may be eligible if they and their firm represent management exclusively in any public sector labor/employment relations activity and have special knowledge, interest or experience in public sector labor/employment relations. A Sustaining Member may remain a member of FPELRA upon changing positions unless his new position places the member in an advocacy or interest role, which is inconsistent with, contrary to, the purpose of the organization as stated in the by-laws. This class of membership has no voting privileges.

### Honorary Life Membership

This category of membership is designed to reward those who have performed distinguished service on behalf of FPELRA and who have made significant contributions to the aims and objectives of the organization. The individuals shall be selected by the Executive Board of FPELRA, be added to the membership roster and receive a plaque attesting this honor. In recognition of their initial effort and continued interest in, and support of the Association, Honorary Life Membership has been granted to:

R. Theodore Clark, Jr.  
Anthony C. Russo  
Sam Zagoria  
Al Leggat  
Peter J. Hurtgen  
Robert DuVernoy  
Evelyn A. (Lynne) Brion  
M.J. "Gene" Just  
G.M. "Bud" Schmitt  
Dean R. Mielke  
Richard C. Corriveau  
Patricia E. Burgay  
Steven Rosenthal  
Ted Kaklis  
Scott Milinski

Said Honorary Life Members shall not be required to pay annual dues, but shall have all other privileges of membership in the Association except the right to vote, unless said member shall otherwise also be qualified as a Principal Member.

SECTION 2. Selection for Membership: Application for membership shall be made on the form designated by the Board of Directors. Eligibility for membership shall be determined by action of the Executive Director or Treasurer. Approval for membership by the Executive Director or Treasurer shall be final except that the Board of Directors may, by a two-thirds vote, modify the decision of the Executive Director or Treasurer.

### **ARTICLE IV: VOTING**

SECTION 1. All Principal Members, Principal Agency Members, Associate and Associate Agency Members shall be entitled to one vote on every question put before the annual conference or special meeting of the membership. Proxy voting shall not be allowed. Absentee voting shall be permitted. Members desiring to vote by absentee ballot shall request an absentee ballot from the Secretary at least fifteen (15) days in advance of the Annual Conference or Special meeting. Such ballot shall be returned to the Secretary no later than opening day of the conference or special meeting.

### **ARTICLE V: OFFICERS**

SECTION 1. The officers of the Association shall consist of a President, President-Elect, Second Vice President, Secretary and Treasurer, all of whom shall be a Principal Member or an Agency Member, who would otherwise qualify as a Principal Member. All officers except the President 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 of Directors. They shall hold office until the successors are elected or appointed.

SECTION 2. The President shall preside at all conferences, special meetings and Board of Directors meetings which he or she attends, and shall be responsible for the general supervision of the business of the Association. The President may assign to the Executive Director, should there be one, those administrative duties required for the good order of the operation of the Association. He or she shall assign responsibilities for committee leadership to appropriate Officers or other Principal Members. He or she shall be granted the authority to sign contracts on behalf of the Association.

SECTION 3. The officer's term of office shall expire upon completion of the annual election of officer or upon adjournment of the annual conference, whichever is later.

SECTION 4. Upon accepting the President-Elect position, the individual commits to filling the President and Past President positions in the following years. The President-Elect shall succeed to the presidency upon termination of the President's term of office.

The President-Elect shall consult with, counsel and advise the President, and in the absence of the President, shall carry out the President's duties. Upon assumption of office, the President-Elect shall also be responsible for coordinating the professional conference program for the following year's annual training conference.

SECTION 5. The Second Vice President shall also consult with, counsel and advise the President, and will succeed the President-Elect in the event the President-Elect's position be vacated. Upon assumption of office, the Second Vice President shall be responsible for the liaison between the Board and the Association's Area Coordinators.

SECTION 6. 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 Board of Directors. 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 of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President under whose supervision he or she may serve. He or she shall have custody of the corporate seal of the corporation and he or she, or any person he or she may designate, shall have authority to affix same to any instrument requiring it, and when so affixed, it may be attested by his or her signature or by the signature of the designee. The Board of Directors may give general authority to any other officer or Executive Director, should there be one, to assist the Secretary with the aforementioned. The Secretary shall serve a term of not less than two years to provide continuity to this office.

SECTION 7. The Treasurer shall be responsible for the generation of, and retention of the financial records of the Association to include written interim income and expense reports at each meeting of the Board of Directors. The Treasurer shall also be responsible for the maintenance and filing of any financial reports required by law or by the Board of Directors. The Treasurer shall also have custody of funds and power to make disbursements and endorse checks as directed by the Board of Directors. The Treasurer's duties may be assumed by the Executive Director on a temporary basis, should there be one, upon approval of the Board of Directors. The Treasurer shall serve a term of not less than two years to provide continuity to this office.

## **ARTICLE VI: BOARD OF DIRECTORS**

SECTION 1. The Board of Directors shall consist of the President, First Vice President, Second Vice President, Secretary, Treasurer, Immediate Past President and three members who have been elected to service at-large on the Board of Directors.

SECTION 2. Officers elected pursuant to Article V, Section 1, of these by-laws shall be deemed to have also been elected as Directors of the Association.

SECTION 3. The three-(3) at-large members of the Board of Directors shall serve for staggered three-year terms.

SECTION 4. An at-large member of the Board of Directors must be a Principal Member, Principal Agency Member, Associate or Associate Agency Member.

SECTION 5. The President shall fill any vacancy on the Board of Directors, such appointee to serve the unexpired term of his predecessor.

SECTION 6. Although the power to establish Association policy shall remain in the hands of the voting membership, the Board of Directors shall manage the affairs of the Association in accordance with these By-laws and any additional policy established by a majority vote of the voting membership in the Association at the annual conference or any special meeting. Interim policy decisions arising between annual conferences may be made by the Board of Directors in the name of the Association with such policy subject to revision at the next annual conference of the Association, except for the matter of affiliations.

## **ARTICLE VII: DUES**

SECTION 1. Agency, Principal, Associate and Sustaining Membership dues shall be established and/or changed annually by a majority vote of the Board of Directors.

SECTION 2. In recognition of their distinguished service to FPELRA, Honorary Life Members shall not be required to pay dues, unless they are still employed and would normally hold membership under the Agency, Principal or Associate categories.

SECTION 3. The Fiscal Year of the Association shall be from January 1 through December 31, unless changed by a majority vote of the Board of Directors.

## **ARTICLE VIII: 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 of Directors.

SECTION 2. All members of the Association shall be given no less than twenty-five days notice of a conference open to all members of the Association.

SECTION 3. There shall be an annual meeting of the Board of Directors immediately preceding or immediately following the annual conference of all members of the Association. Additional meetings may be held at the call of the President or the majority of the Board of Directors. Members of the Board of Directors 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 of Directors 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 of Directors shall be deemed given if mailed within the time limits provided by these By-laws.

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. Any action of the Board of Directors may be taken without a meeting if 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.

#### **ARTICLE IX: COMMITTEES**

SECTION 1. The President, with the approval of the Board of Directors shall appoint such committees as he or she may deem appropriate to implement these By-laws and carry on the business of the Association. The President, with the approval of the Board of Directors, shall appoint Committee Advisors to chair such committees. Committee Advisors shall attend board meetings and report to the board the progress and accomplishments of their committee.

#### **ARTICLE X: NOMINATIONS AND ELECTIONS**

SECTION 1. The President shall appoint a Nominating Committee consisting of three (3) persons. To the extent the President deems advisable, Nominating Committee members shall represent various geographic regions of the state. All members of the Nominating Committee must be Principal members or Agency Members who would otherwise be eligible for Principal membership. The President shall appoint the Nominating Committee no less than sixty (60) days prior to the annual conference. At that time, he 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 by the Annual Business Meeting of the conference. Additional nominations for any elected position may be made from the floor by any two Principal Members, or Agency Members, who would otherwise be eligible for Principal Membership; provided that the written consent of the individual to be nominated is obtained.

SECTION 2. Because the President Elect succeeds to the Office of the President, the Nominating Committee shall nominate candidates for the following offices: President-Elect, Second Vice President, Secretary, Treasurer, and three at-large members of the Board of Directors.

#### **ARTICLE XI: AMENDMENTS**

SECTION 1. Any provision of these By-laws may be amended by a majority 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 meeting at which the amendment will be discussed and shall be mailed to all Board Members at least ten (10) days prior to the date of the meeting. Such requirements of submission and mailing may be waived before or after the meeting by written approval of seven (7) Board Members.

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 of Directors. 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 of the conference or meeting. Such requirements or submission and mailing may be waived before or after the conference or special meeting by written approval of seventy-five percent (75%) of the Principal Membership.

Revised by Majority Action of the Board of Directors  
At its Regularly Scheduled Meeting on September 18, 2008