

**Labor and Employment Relations Association (LERA)
Greater Houston Area Chapter**

BY-LAWS

ARTICLE I - NAME

This Association will be known as the Greater Houston Area Chapter of the Labor and Employment Relations Association (“LERA”).

ARTICLE II - AFFILIATION

This Association is and will continue to be affiliated with the National Labor and Employment Relations Association (LERA).

ARTICLE III - PURPOSE

In accordance with the Internal Revenue Service Code (IRS) Section 501(c)(3), the Association is organized exclusively for charitable, educational, and scientific purposes, including for such purposes as the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) or the corresponding section of any future federal tax code.

The purposes of this Association are:

- A. To provide a forum for the exchange of ideas among representatives of labor, management, government, practitioners, and academics, and to foster better relationships and understanding in the field of labor-management relations;
- B. To encourage education, research and understanding in all aspects including emerging trends and developments in the field of labor-management relations – social, political, economic, legal and psychological – including employer and employee organizations, labor relations, human resources, personnel administration, social security, and labor legislation;
- C. To promote the full discussion and exchange of ideas regarding the planning and conduct of research in this field;
- D. To disseminate the significant results of such research;
- E. To improve the materials and methods of instructions in the field of labor relations; and
- F. To provide charitable contributions or other donations to further these purposes.

The Association will take no partisan position on questions of policy in the field of labor, nor will it commit its members to any position on such questions.

The Association affirms its support for fundamental worker and human rights in the workplace and for the rights of employees, employers and their organizations to full freedom to organize and to formulate and pursue their lawful purposes.

ARTICLE IV - MEMBERSHIP

- A. Any person interested in the purposes of this Association may become a member of the local Chapter upon payment of Chapter dues.
- B. There will be regular members, student members, organizational memberships, and other categories of membership as may be established from time to time by majority vote

of the membership present and voting at a regular meeting on written notice or notice by email. There will be annual dues amounts to be established from time to time by majority vote of the Board. Every member shall be entitled to receive any bulletins, notifications, or other publications issued by the Chapter during his/her membership.

- C. Organizational memberships by business, professional or labor organizations that wish to support the purposes of the Association may be available upon approval by a majority of the Board.

ARTICLE V - DUES

Regular members will pay annual dues as established by a majority of the Board. Student memberships, limited to full-time students, will pay half the annual member dues established by the majority of the Board. Organizational members will pay annual dues as established by a majority of the Board.

All members will be encouraged to join the parent National LERA organization. At least one member of the Board will also be a member of the parent organization. Annual dues for the parent organization will be paid for by the Greater Houston Chapter for that member.

ARTICLE VI - OFFICERS

The Chapter will have the following elective officers:

President, 1st Vice President (President-Elect), 2nd Vice President, 3rd Vice President, Secretary, and Treasurer.

The term of office for all officers will be two years, provided however, the terms of office of Secretary and Treasurer will be indefinite, and they will serve subject to the approval of the Board and/or the discretion of the occupant of the positions.

The President, 1st Vice President and 2nd Vice President should represent the constituencies of the Chapter: labor, management, and educators and other neutrals, and government. It is the intent of these By-Laws that these positions be rotated, as practicable, among the constituencies.

ARTICLE VII - DIRECTORS

The Chapter shall have twelve Directors elected by the membership at a regular membership meeting. The Directors will consist of three representatives each from (1) management, (2) labor, (3) educators and other neutrals, and (4) government. The term of each Director will be three years.

ARTICLE VIII - BOARD

The above Chapter Officers and Directors will constitute the Board. The Board will be responsible for the business of the Association.

An Advisory Committee will be composed of the Officers of the Chapter and up to three chapter members appointed by the Chapter President. The Advisory Committee will handle all matters that do not require the full Board:

- A. Routine matters between Board and/or regular Chapter meetings;
- B. Approve programs and other administrative matters;

- C. Propose special committee assignments as needs arise;
- D. Develop policy and proposal drafts for review with the Board;
- E. Oversee funds of the Association; and
- F. Propose nominees to fill unexpired terms of Board members.

Policy or important Chapter matters shall be referred to the full Board for consideration and approval, and determination whether a full Chapter membership vote is required.

ARTICLE IX - NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Prior to the end of the calendar year, the Board will approve a nominating committee of three members, one of which will be designated chairperson. This committee will select a list of nominees for the Board members whose terms are expiring and/or to fill vacancies. Nominees may be selected from present members whose terms are expiring or from the membership. Nominations will also be open from the floor, and a communication should be sent to the membership, once this committee is formed, soliciting nominations. Elections will be held at either the last meeting of the expiring year or the first meeting in the new year.

The nominating committee will be composed of three members, one representing each sector (business, labor, and a government or neutral/educator), as proposed by the President and approved by the Board.

The nominating committee will have the power to nominate qualified individuals to fill unexpired terms on the Board. Such interim nominations will be voted on by the Board.

ARTICLE X - DUTIES OF OFFICERS

- A. The Chapter President shall preside at all meetings of the Chapter and at all meetings of the Advisory Committee and Board. The President will be a member of all committees. He/she may be authorized to co-sign all checks. In case of disability or absence, the 1st Vice President or 2nd Vice President, in that order, will assume his duties.
- B. The 1st Vice President will act in the capacity of assistant to the President. He/she will preside at all meetings in the absence of the President. He/she will act as chairman of the Program Committee. He/she will immediately assume the duties of the President should the President be disabled, resign or for some other reason be unable or unwilling to carry out his duties under these By-Laws. He/she may be authorized to co-sign all checks in the absence or disability of the President.
- C. The 2nd Vice President will preside at all meetings when the President or 1st Vice President is absent. He/she will be in charge of membership recruitment and may appoint a committee from the Board to help him/her in membership recruitment.
- D. The 3rd Vice President will handle all routine correspondence of the Chapter. He/she may appoint, at his discretion, any number of associate secretaries who will report to him/her and whose duties will be coordinated through him/her. He/she will be responsible, along with the President, in releasing all publicity to the press and other news media.
- E. The Treasurer will collect all dues, be custodian of all monies, membership records and property. He/she will keep a complete financial record of receipts and disbursements and render a financial report to the outgoing and incoming officers and directors, and to all members, at least once a year. He/she will issue all checks. Checks up to \$1,000.00 may be signed by any approved signatory. Checks for \$1,000.00 or more must be signed by two authorized signatories.

- F. The administration and maintenance of the Chapter website will be the primary responsibility of the Treasurer.
- G. The Secretary will:
 - i. Keep a record of all meetings of the Advisory Committee, the Board, and the membership meetings and will present them at the next consecutive meeting for approval by the Advisory Committee or Board, as appropriate;
 - ii. Be responsible for correspondence from the Association related to speakers for the regularly scheduled meetings;
 - iii. Prepare and send out announcements to the membership and the Association's email list regarding upcoming programs;
 - iv. Maintain record books in which the By-Laws, special rules of order, standing rules, and minutes are entered, with any amendments to these documents properly recorded, and to have the current record books on hand at every meeting.
 - v. Sign checks in the absence of the Treasurer.
 - vi. Have secondary responsibilities for the administration and maintenance of the Chapter website.

ARTICLE XI – RECALL OF AN OFFICER OR DIRECTOR

Recall of an Officer(s) or Director(s) may be initiated by notification to the Secretary, signed by twenty percent (20%) or more of the members, of intent to introduce a Recall. Upon receipt of such notification, the Secretary will notify all members of the Association of the recall resolution. Recall shall be effective with a two-thirds (2/3) vote of those voting on the resolution.

ARTICLE XII - DUTIES OF COMMITTEES

- A. Except as spelled out above, the President will appoint all committees and all committee chairmen and co-chairmen. All committees will report to the Board. The standing committees shall be Arrangements, Membership, Program, and Publicity. Other committees shall be named as deemed necessary by the President.
- B. The Program Committee will arrange for outstanding, timely and topical speakers in the labor and employment field. Final contacts and commitments with speakers will be made only after approval of the President, who has consulted with other Board members. All arrangements with respect to providing accommodations for the speaker(s) will rest with this committee. The committee will arrange for special panels, workshops, symposia and the like, only after receiving approval of the President.
- C. The Arrangements Committee, when arrangements for a speaker or program have been concluded as herein provided, will be responsible for all remaining arrangements, subject to the approval of the President.
- D. The Membership Committee will recruit new members from programs designed to attract membership into the Association.
- E. The Publicity Committee will handle all publicity for the Chapter (e.g., social media, website, etc.)

ARTICLE XIII - MEETINGS AND QUORUM

The Chapter will hold meetings at least annually. A quorum for the transaction of business at any membership meeting shall consist of those present. All meetings of the membership must be announced at least seven (7) days in advance and include in the notice the time and place of the meeting.

The Advisory Committee and Board will follow these same quorum requirements (those present).

ARTICLE XIV - PUBLICATIONS AND BULLETINS

All members in good standing will be entitled to receive any publications and bulletins issued by the Chapter.

ARTICLE XV - COMPENSATION

All members of the Board and Advisory Committee will serve without compensation, except when a member of one of these groups is hired by the Association to practice his profession as teacher or trainer in workshops, panel discussions or symposia where a special charge is made for attendance. Were this to happen, he/she would be paid at the same rate he/she would be paid if he/she were a non-member being brought in for a pre-paid program.

ARTICLE XVI - AMENDMENTS TO THE BY-LAWS

Any amendments to these By-Laws may be made by a majority vote of those present and voting at a membership meeting provided all members have copies at least ten (10) days in advance of the meeting at which such action shall take place. Proposed amendments to the By-Laws may be submitted by the members in the form of a motion from the floor at a regular Chapter meeting.

ARTICLE XVII - ROUTINE BUSINESS

It is anticipated that this Chapter will exist largely to present topical items, information and speakers of, by, and for, labor and employment professionals and practitioners.

ARTICLE XVIII - BUSINESS YEAR

All business conducted by the Chapter will be on the basis of a calendar year.

ARTICLE XIX – DONATIONS

Donations to the Association from individuals or organizations may be solicited and/or accepted by a majority vote of the Board.

ARTICLE XX – DISSOLUTION

This Chapter permanently dedicates its assets to the tax-exempt purposes for which the organization was founded, in keeping with IRS rules and regulations. Upon dissolution of this Chapter, its assets will be distributed to its parent organization, the Labor and Employment Relations Association, to support and facilitate chapter-building activities. Upon dissolution of the parent organization, assets will be distributed for one or more exempt purposes for which the organization was founded, in keeping with section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or will be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XXI – INDEMNIFICATION

The organization shall indemnify, hold harmless, and defend its Board and/or Advisory Committee against any liability or other expense arising in connection with its reasonable service to this Association, and may obtain liability insurance coverage for any of its members as it deems necessary.

Approved: March 29, 2022

As approved unanimously by a quorum of members present at a Greater Houston LERA Chapter Business Meeting on March 29, 2022.