

APPROVED BY THE MEMBERSHIP JULY 2021
CONSTITUTION AND BY-LAWS OF THE
SOCIETY OF FEDERAL LABOR AND EMPLOYEE RELATIONS
PROFESSIONALS, INC.

ARTICLE I: NAME AND HEADQUARTERS

Section 1 - The corporate name of this organization shall be the Society of Federal Labor and Employee Relations Professionals, Incorporated (SFLERP).

Section 2 - The Headquarters for SFLERP shall be in Washington, DC.

ARTICLE II: OBJECTS AND PRINCIPLES

The purpose of SFLERP shall be to:

Section 1 - enhance the stature of the Federal labor and employee relations system and of professionals working within that system;

Section 2 - provide a forum for discussion of issues of interest to Federal labor and employee relations professionals; and

Section 3 - increase understanding of Federal labor and employee relations among all affected persons.

ARTICLE III: CODE OF ETHICS

No officer, member or employee of SFLERP shall discriminate unfairly by dispensing special favors or privileges to anyone, whether for remuneration or not; nor shall accept, for themselves or their family, favors or benefits under circumstances which might be construed by reasonable persons as influencing the performance of their duties.

ARTICLE IV: MEMBERSHIP AND DUES

Section 1 - The Board of Directors is authorized to set the dues structure and categories of membership and affiliation provided that, in accordance with SFLERP's Articles of Incorporation, the categories of General Membership and Honorary Membership are retained.

- a. General Membership shall be open to all persons who are, or were, actively engaged in Federal sector labor or employee relations as representatives of unions or management, human resources, legal, or in a neutral capacity.

b. Honorary Membership may be extended to any person upon recommendation or request to, and approval by, the Board of Directors.

Section 2 - Any person who otherwise meets the requirement to be a General or Honorary Member of SFLERP shall be considered a member in good standing if their membership dues are not more than 30 days in arrears.

Section 3 - Membership in SFLERP shall be open without regard to race, religion, color, sex, sexual orientation, gender identity, age, political affiliation, disability, genetic information, or national origin. All activities sponsored or participated in by SFLERP shall be open to participation by all qualified persons without regard to race, religion, color, sex, sexual orientation, gender identity, age, political affiliation, disability, genetic information, or national origin. Accordingly, SFLERP shall not sponsor or participate in any activity or event that is not open to all qualified persons regardless of law or custom of the community.

Section 4 - For good cause, the Board of Directors shall, by two-thirds (2/3) vote of the Board, have the power to suspend or expel any member from office and/or membership in SFLERP. Any person expelled or suspended under this section may appeal the action and seek reinstatement by requesting, with the support of five (5) members in good standing and providing a written basis supporting their appeal, a Special Meeting, which shall be held within 45 days of such request. A majority vote of the members voting in the Special Meeting shall be the final decision on the appeal.

ARTICLE V: OFFICERS AND ELECTIONS

SFLERP shall be administered, consistent with these Bylaws, by a Board of Directors elected or appointed as set forth in this Article.

Section 1 - There shall be three elected officers, the President, First Vice-President, Second Vice-President, and six at-large board members. The officers shall rotate biennially between candidates affiliated with Federal labor or employee relations, or in a neutral capacity. Appropriate affiliation can be based on work in, for example, human resources, legal, Federal labor or employee relations, arbitration or mediation.

Section 2 - In every biennial election, the President shall be elected from among candidates with employment affiliation of the incumbent First Vice-President. The First Vice-President shall be elected from among the candidates with the employment affiliation of the incumbent Second Vice-President. The Second Vice-President shall be elected from among candidates with the employment affiliation of the incumbent President.

Section 3 - At-large members of the Board of Directors shall be elected from among the candidates with similar affiliation (management, union or neutral) with two (2) candidates elected from each of the three groups.

- Section 4 - General Members seeking election to the Board or an Officer position and who otherwise qualify for such position but who do not currently hold a neutral, management or labor sector position are eligible to run solely based on their most recently held neutral, management or labor position.
- Section 5 - Members shall be eligible for re-election to a Board position.
- Section 6 - Directors and Executive Officers shall assume their duties at the time of their election.
- Section 7 - The President, with the approval of the Board of Directors, shall appoint one member of the Board to serve as Treasurer.
- Section 8 - No person shall be a candidate for or hold any office in SFLEP unless that person is a member in good standing.
- Section 9 - Each member in good standing shall be entitled to one vote in any election for officers or at-large members of the board.
- Section 10 - The officers and members of the Board of Directors shall be elected by plurality vote of the members in good standing voting in the election. All members eligible to vote will be entitled to vote for elected Officers and at-large members of the Board of Directors. In the event of a tie vote for the elected Officers or at-large members of the Board of Directors, the tie will be resolved by lot under procedures established by the Board of Directors. In the event a tie includes a current member of the Board of Directors, that member shall be recused from any involvement in the resolution of the tie.
- Section 11 - In the event of a vacancy in the Board of Directors, the Officers and remaining members of the Board, by majority vote, will appoint to such vacancy a member of the General Membership, in good standing, and of the appropriate affiliation to fill the vacancy for the unexpired term of the vacant member of the Board as per Sections 2, 3, and 8 above.
- Section 12 - Any elected Officer or at-large member of the Board of Directors who changes affiliation (labor, management, neutral) during their term of office shall resign from the Board of Directors.
- Any resultant vacancy will be filled in accordance with Section 11, as appropriate.
- Section 13 - Elections shall take place annually by November 1.

ARTICLE VI: BOARD OF DIRECTORS

- Section 1 - A Board of Directors shall be responsible for the business and financial management of SFLEP, for all activities designed to raise funds for SFLEP's work, and for ensuring that SFLEP is operating in accordance with these Bylaws and applicable laws and regulations.

- Section 2 - The elected officers and six (6) members elected at-large shall constitute the Board of Directors. The term of the at-large Directors shall be for two years. The election of the at-large members shall take place annually prior to the expiration of the incumbent at-large members' terms.
- Section 3 - The Board of Directors shall be responsible for the business and financial management of the Society, for all activities designed to raise funds for the Society's work and for ensuring that the Society is operating in accordance with applicable laws.
- Section 4 - All decisions of the Board of Directors shall be made by a majority vote of the Directors present and voting at any meeting. Five (5) or more members of the Board shall constitute a quorum.
- Section 5 - Meetings of the Board of Directors shall be called by the President as necessary, or when requested to do so, in writing, by five (5) or more members of the Board of Directors. Meetings may be held in person, by telephone, by video conference, or by any means determined to be appropriate by the President.

ARTICLE VII: DUTIES OF EXECUTIVE DIRECTOR AND TREASURER

- Section 1 - There may be an "Executive Director," or an entity to perform the duties of the Executive Director as set out in this Constitution and By-Laws, that will serve SFLERP in a full or part-time capacity. The Executive Director shall serve subject to and under the general supervision and direction of the Board.
- Section 2 - It shall be the duty of the Executive Director to serve as secretary of the Board; to coordinate the activities of SFLERP; to stimulate interest in SFLERP and its endeavors; to keep members informed of SFLERP activities, meetings and worthy events; to transmit to the President the wishes and opinions of SFLERP members; to process and report disbursements consistent with the procedures established by these Bylaws or such rules as the Board of Directors shall determine; to take minutes of SFLERP Board, annual and Special Meetings; to perform other duties as approved by the Board and/or requested by the President; to communicate with the local chapter Presidents and report, in their absence, significant activities of the local chapters; to ensure that all reporting obligations are met; and to do all they can do to see that members receive the full benefit of their membership in SFLERP. The Executive Director shall be entitled to attend all meetings of the Board of Directors or of the Officers of SFLERP in a non-voting capacity. With Board approval, duties of the Executive Director may be delegated.
- Section 3 - The Executive Director or a person designated by the President shall take minutes of all Board of Directors' and SFLERP meetings and shall be responsible for assuring that the minutes are reproduced and forwarded to all Board members before the next meeting. The Executive Director shall

keep a record of all meetings of SFLERP and shall preserve in a permanent file all records and letters of value to SFLERP.

- Section 4 - The Treasurer shall oversee the financial activities of SFLERP. The Executive Director shall make a quarterly review of the assets, income, expenditures and liabilities of SFLERP as recorded and reported and shall provide a copy of such review to the Treasurer for oversight purposes. The Executive Director shall promptly report the findings of each financial review to the Board of Directors at the next scheduled Board of Director's meeting. The Executive Director shall disburse SFLERP funds in payment of obligations incurred on behalf of SFLERP after such obligations are approved by the President. Each disbursement issued against SFLERP funds shall be authorized or signed by the Executive Director only after obtaining approval for payment from the President. In the absence of the President, the First Vice-President may approve disbursements.
- Section 5 - The Executive Director shall supervise the recruitment and presentation of candidates, the conduct of elections, and the reporting of election results for all elective offices.
- Section 6 - The Executive Director shall seek nominations for candidates from among members in good standing for each elective office and shall obtain a biographical sketch for each candidate. The candidates shall be listed on a ballot in alphabetical order by last name, and based on the appropriate affiliation (labor, management and neutral) and position sought.
- Section 7 - The Executive Director shall transmit to all eligible voters the list of candidates and biographical sketches, a notice of election, and a ballot no later than September 30 of each year. The notice of election shall set forth instructions for marking and submitting the ballot and the date by which ballots must be submitted.
- Section 8 - The Executive Director shall review and tally the returned ballots and announce the annual election results to the membership immediately following the final tally of ballots.
- Section 9 - The Executive Director shall be responsible for the filing or submission of all reporting obligations including the corporation report with the District of Columbia and shall ensure that a copy of all submitted reports are available upon request by any General Member.
- Section 10 - Other duties of the Executive Director shall be performed as set out in this Constitution and By-Laws, or as determined by the Board.

ARTICLE VIII: DUTIES OF OFFICERS

- Section 1 - The President shall have general administrative direction of SFLERP and shall serve as Chairman of the Board. The President shall preside at all

general and special SFLEP meetings and shall appoint the chair and members of all committees, subject to approval of the Board of Directors.

Section 2 - The First Vice-President shall assist the President in carrying out the President's duties when requested by the President and shall perform the duties of the President in the President's absence.

Section 3 - The Second Vice-President shall assist the President in carrying out the President's duties when requested to do so and shall perform the President's duties in the absence of the First Vice-President and the President.

Section 4 - All officers and committee chairs shall keep records of their work and turn them over, as appropriate, to their successors or the Executive Director.

ARTICLE IX: COMMITTEES

Section 1 - The President, with the approval of the Board of Directors, shall establish such committees as are necessary to carry out the activities of SFLEP. The President shall appoint one member as the chair of each committee. The Executive Director shall provide assistance and support for any committee approved by the Board.

Section 2- All committees shall be under the general direction of the President of SFLEP.

ARTICLE X: FISCAL YEAR

The fiscal year shall be from January 1 to December 31.

ARTICLE XI: EMPLOYEES

SFLEP may employ such paid assistants as may be necessary with the approval of the Board of Directors. The duties and responsibilities of the employees shall be established by the Board in accordance with the Constitution and By-Laws. The Board of Directors shall approve the schedule of compensation and benefits of all employees.

ARTICLE XII: MEETINGS

Section 1 - SFLEP shall hold an annual meeting on a date set by the Board of Directors. The annual meeting will generally be held concurrently with the annual symposium. At this meeting officers shall make their annual reports and other necessary business shall be transacted.

Section 2 - Special Meetings of SFLERP may be called by the President with the approval of the Board of Directors. Notice of all annual and Special Meetings stating the purpose thereof shall be sent to the membership.

Section 3 - Twenty (20) members of SFLERP shall constitute a quorum at the annual meeting or any Special Meeting.

Section 4 - Meetings held under these Bylaws may be held in-person or conducted by telephone, video conferencing, or other electronic means that facilitate real time communication among members.

ARTICLE XIII: AMENDMENT TO THE CONSTITUTION AND BY-LAWS

Amendments to the Constitution and By-Laws that have been approved by the Board of Directors may be adopted by a vote of two-thirds (2/3) of the votes cast in a vote authorized by the Board of Directors. Additionally, the Constitution and By-Laws may be amended only by a two-thirds (2/3) ballot vote of the votes cast at any annual meeting, provided there is a quorum. Amendment(s) submitted for consideration at the annual meeting by an advocating member must be submitted so as to reach the SFLERP Executive Director not less than sixty (60) days prior to the date of the annual meeting, and the same shall be circulated to the membership at least forty-five (45) days prior to the annual meeting.

ARTICLE XIV: PARLIAMENTARY PROCEDURES

Robert's Rules or Order, revised, shall govern SFLERP proceedings.

ARTICLE XV: DISSOLUTION OF CORPORATION

Dissolution of the Society of Federal Labor and Employee Relations Professionals, Inc., shall be initiated only after a Special Meeting has been called and the membership attending such Special Meeting agrees to take such action as a result of a majority vote. Upon receiving an affirmative vote to dissolve the corporation, the Board of Directors shall take such action as necessary to (1) pay or discharge all debts, obligations, and liabilities, of the corporation or make adequate provisions to do so; (2) settle all pending suits against the corporation; and (3) make provisions to have all remaining property and assets of the corporation transferred, conveyed, or distributed in accordance with the provisions of the District of Columbia's Nonprofit Corporation Act.

ARTICLE XVI: LOCAL CHAPTERS

Section 1 - Where there is sufficient representative membership and interest to warrant the formation of a local body of membership, a local chapter may be established. Establishment of a local chapter must be approved by the Board of Directors.

- Section 2 - All local chapter members must be members in good standing of SFLEP.
- Section 3 - The minimum membership required for the establishment of a local chapter is six.
- Section 4 - Local chapters shall be governed by the Constitution and By-Laws of SFLEP. A local chapter constitution and by-laws may be established within, and consistent with, the framework of the SFLEP Constitution and By-Laws.
- Section 5 - Local chapters shall elect a President and such additional officers as the local membership determines. Such additional officers shall be from a different affiliation (labor, management, neutral) than that of the local chapter President.
- Section 6 - Local chapters must include members from at least two of the representative sectors that constitute SFLEP (Labor, Management, Neutral).
- Section 7 - A local chapter shall assume the full financial responsibility for any and all debts, assessments or obligations incurred on behalf of local chapter activities or actions. All chapters must keep separate bank accounts for chapter finances. Two chapter officers must approve all disbursements in writing.
- Section 8 - Local chapters must make annual reports to the SFLEP President on the activities and membership of the local chapter which report must be provided on or about January 1 of each year.
- Section 9 - Failure of a local chapter to maintain a minimum membership of 6 members in good standing, to make timely reports, as requested, to act within the scope of SFLEP's Constitution and By-Laws, or to abide by the mandates and policies of the Board of Directors shall constitute sufficient ground for deactivation of the local chapter. The Board of Directors will determine that a local chapter is deactivated. Upon dissolution of any chapter, after payment or settlement of all obligations of the local chapter, all monies remaining in the local treasury shall be forfeited to SFLEP.
- Section 10 - Local chapters may request funds on an "as needed" basis for reasons specified and presented in writing to the SFLEP Board. Any such request must be approved by the SFLEP Board and be subject to appropriate accountability.