

**BY LAWS**  
**OF**  
**NATIONAL ASSOCIATION OF GOVERNMENTAL LABOR OFFICIALS, INC.**

**ARTICLE I -- NAME, OFFICES AND PURPOSES**

Section 1. Name. The name of this corporation shall be National Association of Governmental Labor Officials, Inc. ("Association").

Section 2. Principal Office. The principal office of the Association shall be located at the Georgia Department of Labor, 1700 Century Circle, Suite 100, Atlanta, Georgia, 30345.

Section 3. Other Offices. The Association may have offices at such other places, either within or without the State of Georgia, as the Executive Board may from time to time determine.

Section 4. Purposes. The Association is a professional association serving the chief official in each state and territory of the United States responsible for overseeing the laws that protect and serve working men and women throughout the nation. The purpose of the Association is to assist each member of the Association in the following ways:

(A) by assisting members to develop a clear understanding of the issues they face on a daily basis, both in terms of sharing new approaches to common problems and by keeping members abreast of developments in Washington and the states;

(B) by providing knowledge which will allow members to be better managers and leaders within their agencies;

(C) by helping members establish a nationwide network of contacts with their peers to facilitate in the exchange of information; and

(D) by representing the views of state officials on important workforce issues, when the opportunity arises, in Washington.

**ARTICLE II -- MEMBERSHIP**

Section 1. Active Membership. The labor department of each of the fifty states of the United States, the federal district, the Commonwealth of Puerto Rico, the United States' territories, and the United States, or the proper agencies administering the labor laws in same, and such other governmental agencies as shall be recognized by the Association ("Member Agencies") shall be active members ("Active Member") of the Association.

Section 2. Affiliate Membership. Other government agencies may join the Association as an affiliate member ("Affiliate Member") in conjunction with the labor department of their respective state, commonwealth, federal district, United States, or United States territory. Non-governmental entities may also be extended status as Affiliate Members upon approval of the Executive Board and payment of dues at a corporate rate in accordance with these Bylaws. Affiliate Members shall receive mailings from the Association and may attend the Annual Convention but shall have no right to vote.

Section 3. Honorary Membership. Any administrator of any member governmental agency who has rendered outstanding service to the Association in furtherance of its objectives may be made an honorary member ("Honorary Member") by the unanimous approval of the Executive Board. Honorary membership shall be life-long. Honorary Members shall have no right to vote.

Section 4. Associate Membership. Any former representative of a member of the Association may become an associate member ("Associate Member"). Associate Members shall receive mailings from the Association and may pay reduced registration fees at the Association's Annual Convention but shall have no right to vote.

Section 5. International Membership. Any nation interested in maintaining contact with the membership of the Association may be eligible for international membership. Any nation interested in being an international member ("International Member") must petition the Board for such membership by written notice, and its approval shall be awarded based on majority vote of the membership in attendance at either its Annual Meeting or Mid-Year Meeting. International Members have the same benefits as Active Members except International Members shall have no right to vote. The fee for International Members shall be established by the Executive Board but shall not be less than the fee for Active Members.

### ARTICLE III -- ORGANIZATION

The Association shall be organized into the following four regions:

- (A) Western Region:
  - i) Alaska
  - ii) American Samoa
  - iii) Former Trust Territories of the Pacific Islands
  - iv) Arizona
  - v) California
  - vi) Colorado
  - vii) Guam
  - viii) Hawaii
  - ix) Idaho
  - x) Montana
  - xi) Nevada
  - xii) New Mexico
  - xiii) Oregon
  - xiv) Utah

- xv) Washington
- xvi) Wyoming

(B) Mid-Western Region:

- i) Illinois
- ii) Indiana
- iii) Iowa
- iv) Kansas
- v) Michigan
- vi) Minnesota
- vii) Missouri
- viii) Nebraska
- ix) North Dakota
- x) Ohio
- xi) South Dakota
- xii) Wisconsin

(C) Eastern Region:

- i) Connecticut
- ii) Delaware
- iii) District of Columbia
- iv) Maine
- v) Maryland
- vi) Massachusetts
- vii) New Hampshire
- viii) New Jersey
- ix) New York
- x) Pennsylvania
- xi) Rhode Island
- xii) Vermont
- xiii) West Virginia

(D) Southern Region:

- i) Alabama
- ii) Arkansas
- iii) Florida
- iv) Georgia
- v) Kentucky
- vi) Louisiana
- vii) Mississippi
- viii) North Carolina
- ix) Oklahoma
- x) Puerto Rico
- xi) South Carolina
- xii) Tennessee
- xiii) Texas

- xiv) U.S. Virgin Islands
- xv) Virginia

#### ARTICLE IV -- OFFICERS

Section 1. Officers. The Active Members of the Association shall elect a President, two Vice Presidents, a Secretary-Treasurer and four Regional Representatives (collectively "Officers").

Section 2. Qualifications. All Officers except the Secretary-Treasurer shall be administrators of Member Agencies.

Section 3. Nominations. The President of the Association shall appoint a nominating committee to propose candidates to the Annual Business Meeting for the offices of President, Vice President and Secretary-Treasurer. Member Agencies acting within their regions shall nominate a candidate, or candidates, for a Regional Representative whose name or names shall then be offered to the Annual Business Meeting for election.

Section 4. Term of Office. All Officers shall be elected to one-year terms and shall hold office until their successors are elected and qualified. The President and Vice Presidents shall be eligible to succeed themselves, not to exceed one additional term, upon two-third vote of approval by the Active Members of the Association at the Annual Business Meeting. Regional Representatives shall be eligible to succeed themselves on the unanimous recommendation of the respective region which that regional representative represents. The Secretary-Treasurer may serve for as many terms as the Active Members of the Association shall elect.

Section 5. Resignation. An Officer may resign at any time by communicating such resignation to the Executive Board. The resignation is effective when communicated unless the notice specifies a later effective date or subsequent event upon which it will become effective.

Section 6. Removal. Any Officer may be removed, (i) for Cause, by a majority vote of all of the members of the then-serving Executive Board, and (ii) without Cause, by unanimous vote of all the members of the then-serving Executive Board. As used herein, "Cause" shall be defined as an Officer's failure to abide by these Bylaws or the Articles of Incorporation, as determined by a majority vote of all of the members of the then-serving Executive Board.

Section 7. Vacancies. The Executive Board shall fill all vacancies caused by death, resignation, or other reasons, except as provided in Article IV, Section 9.

Section 8. Duties of the President. The President shall preside at all meetings of the Association and the Executive Board; preserve order during their meetings; appoint all committees; serve as an ex officio member of such committees; and sign records, vouchers, or other documents connected with the work of the Association requiring such signature.

Section 9. Duties of the Vice President. The Vice President shall perform the duties of the President in his/her absence and in case of vacancy in the presidency shall succeed to that office, serving until the next Annual Business Meeting at which time he/she shall be eligible to

succeed himself/herself as though he/she had never previously held the office of President as under the provisions of Article IV, Section 4.

Section 10. Duties of the Secretary-Treasurer. The Secretary-Treasurer shall have charge of all books, papers, records, and other documents of the Association; shall receive and have charge of all dues and other moneys; shall pay all bills of the Association unless the amount exceeds \$1,000, thereupon the Secretary-Treasurer shall require the signature of the President; shall keep a full and complete record of receipts and disbursements and present a report of the same at each Executive Board meeting; shall keep the minutes of all meetings of the Association and the Executive Board thereof; shall conduct all correspondence pertaining to the office of Secretary-Treasurer; shall compile statistics and other data as may be required for the use of the members of the Association; shall present a detailed written report of the receipts and expenditures to each Annual Business Meeting; shall be bonded for the sum of \$75,000, the fee for such a bond to be paid by the Association; shall keep, directly or by a contractual arrangement, a complete record of the proceedings of the Annual Convention, and as promptly as possible the Executive Board shall publish in whole or in part the proceedings; shall notify each Association member at least 45 days before the Annual Business Meeting that any resolutions to be considered by the Association should be received in his/her office at least 15 days prior to the opening of the Annual Convention, provided however that such resolutions shall be subject to amendment at the Annual Business Meeting; shall immediately distribute all resolutions to the membership and shall also submit all resolutions to the Resolutions Committee; shall make appropriate arrangements for producing copies of all resolutions received by him/her in advance of the Annual Business Meeting in the form in which they are submitted to convention delegates by the Resolutions Committee; shall supply members with copies of the resolutions which have been adopted as soon as feasible after the Annual Business Meeting; shall, subject to the approval of the Executive Board, be authorized to employ an administrative assistant designated as the Secretariat to assist in carrying out the duties of the Secretary/Treasurer; shall receive such salary as the Executive Board may decide; and shall perform such other duties as may be directed by the Executive Board.

Section 11. Duties of the Regional Representatives. The Regional Representatives may organize and conduct meetings between Annual Business Meetings within the geographical limits of respective regions. The Association shall not be obligated with any financial indebtedness with respect to the holding of a meeting or other activities of a region without prior approval by the Executive Board.

## ARTICLE V -- EXECUTIVE BOARD

There shall be an Executive Board consisting of the President, two Vice Presidents, immediate past president, Secretary-Treasurer, if that person is the administrator of a member governmental agency, and the four Regional Representatives. The Executive Board shall conduct the business of the Association between conventions. A majority of the Executive Board shall constitute a quorum. All business coming before the Executive Board shall be voted on by a majority of those present, except as provided in Article II, Section 3 and Article IV, Section 6.

## ARTICLE VI -- FINANCES

Section 1. Dues. Annual dues for membership shall be set by the Executive Board and approved by two-thirds of the Active Members. Dues shall be payable before June 30 of each year. Members must pay their dues before the Annual Business Meeting in order to be entitled to representation and right to vote, unless a majority of the members present and voting adopt a motion to allow the member who has not paid dues to participate and vote.

Section 2. Expenditures. All expenditures of the Association shall be authorized by and subject to the approval of the Executive Board and shall be made in accordance with the regulations established by that board. The Executive Board may authorize advancement of funds in a reasonable amount to the proper conduct of the business of the Association.

Section 3. Fiscal Year. The Fiscal Year of the Association shall be from July 1<sup>st</sup> through June 30<sup>th</sup>.

## ARTICLE VII -- MEETINGS

Section 1. Annual Business Meetings. The Association shall hold an official annual business meeting ("Annual Business Meeting") at such time as the Executive Board may decide, unless otherwise ordered at the previous Annual Business Meeting. The Annual Business Meeting shall be held during the Annual Convention of the Association.

Section 2. Annual Convention. The Association shall hold an Annual Convention for the purpose of furthering the professional goals and objectives of the Association. The selection of the location of the Annual Convention shall be made during the previous Annual Business Meeting by a majority of the members present. If there is failure of the members to make such a selection or in the event that unforeseen circumstances make it necessary to cancel such plans, the Executive Board shall have the authority to choose or change the location of the Annual Convention.

Section 3. Mid-Year Business Meetings. The Association may meet between official Annual Business Meetings ("Mid-Year Business Meetings") at such time and place as the Executive Board may decide, unless otherwise decided by a majority of the members at the previous Annual Business Meeting.

Section 4. Executive Sessions. All Annual and Mid-Year Business Meetings as well as meetings of the Executive Board shall be conducted in executive session. Representation at each Annual and Mid-Year Business Meeting shall be limited to the official delegate of each member agency. Other individuals may attend such sessions by invitation of a majority of the Executive Board.

Section 5. Announcements. At the opening session of the Annual Business Meeting, the President shall announce:

- (A) the time limit for the submission of resolutions;
- (B) that the business session shall be an executive session;
- (C) that each member governmental agency is limited to one vote; and
- (D) such other announcements as the President shall deem necessary and appropriate.

Section 6. Rules of Order. The deliberations of all meetings of the Association and its Executive Board shall be governed by Robert's Rules of Order, Newly Revised.

Section 7. Voting.

(A) Each Active Member whose dues have been paid or who has otherwise been approved to vote shall be limited to one vote which may be cast by the Active Member's administrator. No state, the District of Columbia, the Commonwealth of Puerto Rico, United States' Territories, or the United States government shall cast more than one vote; multiple representatives from an Active Member shall equally share the one vote.

(B) Each Active Member registered and in attendance at the Annual Business Meeting or Mid-Year Business Meeting shall be entitled to vote by proxy if absent from the meeting at the time of the vote. In order to be effective, proxies shall be in writing; shall be assigned to another attendee on behalf of the absent member; and shall be provided to the Secretary-Treasurer in advance of the vote. Alternatively, the absent member may provide the foregoing notification by e-mail to the Secretary-Treasurer at least one week in advance of the meeting.

(C) Affiliate Members, Honorary members, Associate Members, and International members do not have any voting rights.

Section 8. Installation of the Officers. The installation of the Officers shall be the last order of business before adjournment at the Annual Business Meeting.

## ARTICLE VIII -- STANDING COMMITTEES

Section 1. Convention Committee. There shall be a convention committee of three members whose duties will be to make all arrangements of the Annual Convention of the Association, including the preparation of the convention program ("Convention Committee"). Additional membership on this committee may be authorized by the Executive Board, and insofar as practicable, the chairman of the committee shall be the administrator of the Member Agency hosting the convention.

Section 2. Constitution Committee. There shall be a Constitution committee of three members whose responsibilities will be to review the Constitution of the Association from time to time and to initiate recommendations for any changes which it feels will better serve the purposes of the Association, and to review and make recommendations to the business session of

the Annual Business Meeting on all proposed amendments to the Constitution ("Constitution Committee").

Section 3. Resolutions Committee. There shall be a resolutions committee of not less than five members which shall receive and review all resolutions for the purposes of clarification, brevity and consistency with the purposes and policies of the Association ("Resolution Committee"). The Resolution Committee shall report and make recommendations at the Annual Business Meeting on all resolutions submitted to it.

Section 4. Audit Committee. There shall be an audit committee of three members whose responsibilities will be to audit the financial records of the Secretary-Treasurer annually and to report its findings at the Annual Business Meeting ("Audit Committee").

Section 5. Appointment of Other Committees. The president shall appoint such other committees as the Association or the Executive Board may deem necessary to effectuate the purposes of the Association.

#### ARTICLE IX -- INDEMNIFICATION AND INSURANCE

Section 6. Indemnification of Officers, Employees and Agents. The Association shall indemnify its past and present officers, employees and agents in accordance with the Articles against any liability asserted against any such person and incurred by him or her in such a capacity or arising out of his or her status as such a person, including reasonable expenses incurred by such person in connection with a proceeding relating to such liability; all to the fullest extent permitted by law and in accordance with the provisions of the Georgia Nonprofit Corporation Code (Part 5 of Article 8 of said code, entitled "Indemnification") §14-3-850 *et seq.*, as amended, which provisions are incorporated herein by reference as permitted by §14-3-858(f) of said Code. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer or former officer may be entitled.

Section 7. Insurance. The Association may purchase and maintain insurance, at its expense, on behalf of an individual who is or was an officer, employee, or agent of the Association or who, while an officer, employee, or agent of the Association, is or was serving at the request of the Association as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, limited liability company, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by him or her in any such capacity or arising from his or her status as a director, officer, employee, or agent, whether or not the Association would have power to indemnify him or her against the same liability under this Article.

#### ARTICLE X -- GENERAL PROVISIONS

Section 1. Waiver of Notice. A member or other person entitled to receive a notice required to be given under the provisions of these Bylaws, the Articles of Incorporation or by applicable law, may waive such notice by signing a written waiver, whether before or after the date and time stated in the notice. The waiver shall be filed with the minutes or corporate records. A member's attendance at or participation in a meeting waives any required notice to that member of the meeting unless the member at the beginning of the meeting (or promptly



upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 2. Loans. No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Board. Such authority may be general or confined to specific instances.

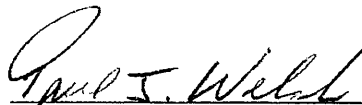
Section 3. Amendments. These Bylaws may be amended by either of the following procedures:

(A) Proposed amendments to the Bylaws shall be filed with the Secretary-Treasurer at least 30 days in advance of the Annual Business Meeting. Due notice and copy of the proposed amendment shall be sent to each member of the Association prior to the Annual Business Meeting date. A two-thirds vote of all Active Members shall be required to adopt any amendment at the Annual Business Meeting at which an amendment is included in the order of business.

(B) An amendment to the Bylaws may also be proposed between Annual Business Meetings by the Executive Board or by any member of the Association. In such case, the proposed amendment shall be forwarded to each member for consideration together with a ballot upon which the member may indicate his or her choice. The result of the ballot will be made known to all members, and if the vote is unanimous, the amendment will become effective upon notice to each member by the Secretary-Treasurer.

THIS IS TO CERTIFY that the above bylaws of National Association of Governmental Labor Officials were duly adopted, ratified and approved by the Association effective as of July 30, 2010.

This is the 30<sup>th</sup> day of <sup>August</sup> ~~July~~, 2010.



Paul Welch  
Secretary-Treasurer