

MLMA Mission Statement

The Michigan Labor-Management Association is the premier labor-management association in Michigan that provides information and opportunities for labor and management to collaboratively address issues in the workplace.

MICHIGAN LABOR-MANAGEMENT ASSOCIATION, INC. BY-LAWS

ARTICLE I

NAME

The name of the organization shall be the Michigan Labor-Management Association, Inc. (MLMA).

ARTICLE II

PURPOSE

1. The purpose for which the MLMA is formed is as follows:

The MLMA is a non-profit, multi-party professional group dedicated to advocating positive union-management relationships throughout the State of Michigan, in both the public and private sectors, to contribute to economic development and organizational success, enhance worker living standards and work life conditions, and improve civic and community well-being.

2. The MLMA pursues its Mission by:

- Linking organization and groups interested in positive labor-management relationships in Michigan.
- Monitoring the state of labor relations, collective bargaining and human resource trends in Michigan.
- Providing educational, promotional and training activities, referrals and resources, as well as conferences.
- Highlighting successes and opportunities for improvement.
- Providing information to community and civic leaders, legislators, the media and the public.

ARTICLE III

POWERS

1. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereinafter may be conferred by law upon an Association organized for the purpose hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the MLMA, subject to the further limitation and condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax exempt purposes of the MLMA as may be exercised by an organization exempt under the provisions of the Internal Revenue Code and regulations relating to associations organized for the purposes hereinabove set forth as said Code and Regulations now exist or as they may hereinafter be amended.
2. No part of the net earnings of the MLMA shall inure to the benefit of any member, trustee, officer or Board of Directors member of the MLMA or any private individual except as provided for herein, and no member, trustee, officer or Board of Directors member of the MLMA, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon a dissolution of the MLMA.
3. Notwithstanding any other provision of these Articles, the MLMA shall not carry on any other activities not permitted to be carried on by an Association exempt from federal income tax under the provisions applicable to an association organized for the purposes hereinabove set forth, or pursuant to the regulations issued thereunder (or the corresponding provision of any future United States Internal Revenue Code or its Regulations as they now exist or as they may be amended).
4. Upon the dissolution of the MLMA or the winding up of its affairs, the assets of the MLMA shall be distributed by the Board of Directors exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

ARTICLE IV

MEMBERSHIP

1. The MLMA is to be organized upon a non-stock, certificate of membership basis. Memberships shall be unredeemable, non-transferable, either voluntary or involuntary, and shall not entitle the holder thereof to dividends or other payments from corporate income and otherwise.

2. The membership of the MLMA shall be comprised of representatives from labor unions, companies with unions, and representatives of any other organization which may be approved for membership by the Board of Directors.

ARTICLE V

BOARD STRUCTURE

1. DUTIES AND RESPONSIBILITIES: The governing body of the MLMA shall be the Board of Directors (Board). The Board shall have supervision, control, and direction of the affairs of the MLMA, its committees, publications and meetings and shall determine its policies and finances. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may in the execution of the powers granted, delegate certain of its authority and responsibility. Only the Board, or its designated person, may make statements on behalf of the MLMA.
2. MEMBERSHIP:
 - 2.1. The Board will consist of an unspecified number of Directors representing the following categories: 1). Management, 2). Labor, 3). Area Labor Management Committees (ALMCs), 4). Other professionals; 5). University labor and labor-management centers; and 6). General. Each Board member shall be entitled to one vote, either in person or by proxy.
 - 2.2. Board members may nominate candidates to the Board, who will be voted into office by the Board.

ARTICLE VI

ELECTED OFFICERS – EXECUTIVE COMMITTEE

1. OFFICERS: The elected officers shall comprise the Executive Committee of the MLMA and shall be as follows:
 - 1.1. One (1) Labor Co-Chair
 - 1.2. One (1) Management Co-Chair
 - 1.3. One (1) Recording Secretary
 - 1.4. One (1) Treasurer
 - 1.5. Two (2) At-Large Officers
2. ANNUAL ELECTION: Officers shall be elected at the Annual Meeting to serve a one-year term which will coincide with the fiscal period of the MLMA as set forth in Article IX(2) below. Prior to the expiration of the one-year term, the annual election for the

subsequent term shall be made by a quorum of the Board. Nominations may be made from the floor or in writing at or in advance of the Annual Meeting. One labor and one management Board member must fill the positions of Labor and Management Co-Chairs, each having equal responsibility and authority. The Labor and Management Co-Chair nominees for election will be presented to the Board at or in advance of the annual election of Board officers. Individuals receiving a simple majority of votes by Board members present in person or by written proxy at the Annual Meeting will be elected to office.

3. VACANCIES: Vacancies in any elected office may be filled for the balance of the current term by appointment of a simple majority of Board members at any meeting. The Board, at its discretion and by a two-thirds (2/3) vote of the Board present and comprising a quorum, may remove any officer from office.
4. DUTIES AND RESPONSIBILITIES OF THE CO-CHAIRS: The Labor and Management Co-Chairs (Co-Chairs) shall serve as ex officio members of all committees and will make all required appointments of standing committees. They shall have other direct responsibility as deemed appropriate by the Board. At the Annual Meeting and at such other times as they may deem necessary, the Co-Chairs shall communicate to Board members such suggestions as may, in their opinion, tend to promote the welfare and increase the usefulness of the MLMA. They shall perform such other duties as necessary to the office or as may be prescribed by the Board.
5. DUTIES AND RESPONSIBILITIES OF THE RECORDING SECRETARY:
 - 5.1. The Secretary shall attend all meetings of the Board, and all meetings of members, and may be assisted by a staff member, will act as a clerk thereof. The Secretary's duties shall consist of:
 - 5.2. He or she shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He or she in concert with the Co-Chairs shall make the arrangements for all meetings of the Board of Directors, including the annual meeting of the organization.
 - 5.3. If assisted by a staff member, he or she shall send notices of all meetings to the members of the Board and shall take reservations for the meetings.
 - 5.4. He or she shall perform all official correspondence from the Board as may be prescribed by the Co-Chairs.
6. DUTIES AND RESPONSIBILITIES OF THE TREASURER:
 - 6.1. The Treasurer's duties shall be to submit to the Board approval of all expenditures of funds and revenues.

- 6.2. He or she shall have the right of inspection of the funds including budgets and subsequent audit reports.
 - 6.3. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program, according to funding source guidelines and generally accepted accounting principles.
 - 6.4. He or she shall perform such other duties as may be prescribed by the Co-Chairs or the Board, as appropriate.
7. DUTIES AND RESPONSIBILITIES OF THE AT-LARGE OFFICERS: To perform such duties as directed by the Labor and Management Co-Chairs or the Board, as appropriate.

ARTICLE VII

MLMA MEETINGS

1. ANNUAL MEETING: The Annual Meeting of the MLMA shall be held during the month of September each year at a time and place directed by the Co-Chairs.
2. MEETINGS: Meetings of the MLMA may be called by either or both of the Co-Chairs at any time or at the request of one-third (1/3) of the Board.
3. QUORUM: At any annual or other meetings of the MLMA, a quorum shall consist of one-third (1/3) of the Board of Directors present, either physically or by written proxy.
4. VOTING: Each Director shall have one (1) vote in MLMA decisions, which will be cast in person or by written proxy.
5. NOTIFICATION: Written or telephone notification of meetings shall be delivered to Directors within a reasonable time prior to the date of meetings. Written notification may be by either electronic means or by United States Postal Service delivery.

ARTICLE VIII

PERFORMANCE OF MLMA DUTIES

The Board, or the Labor and Management Co-Chairs, as deemed appropriate, and so memorialized by Board resolution, may hire, terminate and/or assign duties to persons or entities who may be employees, contractors, interns, vendors or volunteers. Board resolutions will pass upon approval by a simple majority of votes by Board members present in person or by written proxy at the meeting during which the resolution is heard.

ARTICLE IX

FINANCE

1. INCOME: The Board may submit grant applications to public and/or private sources and receive funding wherefrom. It may levy dues and assessments as necessary to meet the regular operating expenses of the MLMA by resolution upon passage by a two-thirds (2/3) vote of all Directors either in person or by written proxy at a Board meeting. It may generate income from fees for services rendered by, or on behalf of, the MLMA.
2. FISCAL PERIOD: The fiscal period of the MLMA for accounting purposes shall be October 1 through September 30.
3. BONDING: Bonding shall be at the discretion of the MLMA.
4. FINANCIAL REPORTS: Detailed financial reports shall be submitted to the Board by the Treasurer or designee on at least a quarterly basis and shall be available for inspection by all Board members.
5. SIGNATURES & AUTHORIZED PURCHASES: No Director, agent, employee, or contractor of MLMA may bind the organization or purchase a good or service without the prior written and signed approval of two of the three following: the Labor Co-Chair, the Management Co-Chair or the Treasurer. The Board may approve policies in addition to the Financial Operating Procedures set forth below in paragraph 6 regarding expenditures as it deems necessary to ensure adequate internal controls and those policies, when supported by Board Resolution, shall be incorporated by reference into these MLMA By-Laws.
6. FINANCIAL OPERATING PROCEDURE:
 - 6.1. In order to assure that sufficient internal controls are in place, and in accordance with generally accepted accounting principles, the Board adopts by resolution these principles which are incorporated by reference into the MLMA By-Laws, adopted on the date listed below in Article XIII.
 - 6.2. No Director, agent, employee, contractor, or other person may bind MLMA except as provided herein.
 - 6.3. Budget – Normal Operating Expenses:
 - 6.3.1. Each fiscal year, the Co-Chairs shall submit an operating budget, which encompasses known and recurring expenses, such as telephone, insurance, office supplies, etc. The person so designated by Board

resolution shall be empowered to pay such expenses without further Board approval through check, EFT, or debit card, as appropriate.

6.3.2. If the line item, e.g., insurance, is five percent (5%) or more over budget, either of the Co-Chairs are empowered to authorize in writing or electronic means the additional expenditure.

6.3.3. The Treasurer shall be responsible for reporting on revenues and expenditures at each regularly scheduled Board meeting.

6.3.4. All bills must be paid in a timely manner.

6.4 Budget – Special Events:

6.4.1. From time to time, the Board may by resolution authorize expenditures necessary to affect special events, such as, but not limited to educational seminars, conferences, or golf outings.

6.4.2. The Board may authorize a person or persons to lead that initiative. Such person(s) shall submit a proposed budget for the event in advance of expenditures, such as conference space rental deposits, being made for the event.

6.4.3. The person(s) leading the event shall be authorized to make expenditures up to the total budgeted amount without further Board approval. In the circumstance where the total budgeted expenditures exceed the approved budget, either of the Co-Chairs may authorize the person(s) in writing to make reasonable additional expenditures.

6.5. Receipts: All receipts for expenditures must be provided (actual, scanned, emailed, etc.) to the Treasurer within seven (7) calendar days of the date the expense is incurred. The Treasurer shall retain such receipts for a period of time consistent with IRS standards for retention of documents.

6.6. Revenues: All revenues of any kind must be deposited into an MLMA account no later than three (3) business days of receipt and documentation of the deposit and back-up documentation must be provided to the Treasurer within seven (7) calendar days of the receipt of the revenues.

6.7. Payments to Contractors or Other Persons:

6.7.1. The Board may authorize payments to contractors or other person(s) by Board resolution. Requests for reimbursement for contracted goods or

services shall be provided in sufficient detail by written request on a frequency no greater than monthly.

- 6.7.2. The Treasurer shall be authorized to issue checks after having received the request for reimbursement within seven (7) calendar days of receipt, providing such funds are within the amount approved by Board resolution.
 - 6.7.3. If the amount is beyond the limits set by Board resolution, a Co-Chair may authorize the additional expenditure in writing or by electronic means.
 - 6.7.4. All contractual arrangements for services or goods shall contain the provision that a breach of these procedures by a contractor shall be deemed a material breach and allows the Board to rescind by Resolution such contractual arrangements without recourse by the contractor.
- 6.8. Issuance of Checks or Debit Cards: Only the Treasurer shall be authorized to use MLMA checking accounts or MLMA debit cards. The Board by resolution may authorize additional persons to issue checks or use debit cards, but only for budgeted items, as described herein. Any additional expenditures falling outside of this procedure remain the personal responsibility of the person incurring the expense, unless authorized by a subsequent Board resolution.
- 6.9. Expenditures for Unforeseen and Unbudgeted Items: Should an unforeseen circumstance occur, such as a computer failure, a person(s) may upon written approval of two (2) of the three (3) following: 1) Labor Co-Chair, 2) Management Co-Chair or 3) Treasurer, may incur expenses on behalf of MLMA.
- 6.10. Modification of Financial Operating Procedure: This Financial Operating Procedure may be modified by Resolution of the Board.

ARTICLE X

AMENDMENTS

The Board may amend these By-Laws of the MLMA by affirmative vote of two-thirds (2/3) of the Board present in person or by written proxy, provided that any amendment is proposed in writing and delivered to Board members either electronically or by the United States Postal Service at least thirty (30) calendar days prior to the meeting of the Board at which the vote is taken.

ARTICLE XI

INDEMNIFICATION OF OFFICES AND BOARD OF DIRECTORS

The organization shall indemnify any and all of its Board of Directors and Officers, or former Board of Directors and Officers during the time in which adverse claim is made against the Board of Directors' members and Officers, or any person who may have served at its request or by its election as a Board of Directors' member or officer or another organization against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them are made parties, or a party, by reason of being or having been a member of the Board, or any officer of the organization, or of such other organizations, except in relation to matters as to which any such Board of Directors member or officer or former Board of Directors member or officer or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of their duty and to such matters as shall be settled by agreement predicated on the existence of such liability. The indemnification, provided hereby, shall not be deemed exclusive of any of the rights to which anyone seeking indemnification may be entitled under any by-laws, capacity and as to action in another capacity, while holding such office.

ARTICLE XII

DISSOLUTION OF THE MLMA

The Association may be dissolved only upon the passage of a resolution by two-thirds (2/3) vote of all Directors, either in person or by written proxy at the meeting during which the vote is taken. Upon affirmative vote in favor of dissolution of the MLMA, the Officers of the MLMA are directed to take whatever actions are necessary to effectuate the legal dissolution of the MLMA and the winding up of all affairs of the MLMA. Neither the Directors nor the Officers of the MLMA will incur any liability for any alleged activity of the MLMA after the effective date of dissolution.

ARTICLE XIII

BOARD ADOPTION OF BY-LAWS

These By-Laws were adopted by MLMA Board resolution on November 16, 2015 in accordance with the provisions of Article VIII above.