

# **CONSTITUTION OF HAWAII NURSES AND HEALTHCARE PROFESSIONALS**



**Original Executive Board Approval May 16, 2021**

**Amended September 10, 2022 by Executive Board**

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This Constitution was preliminarily approved at the Interim Executive Board Meeting on May 16, 2021  
and amended at the Interim Executive Board Meeting held September 10, 2022

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**CONSTITUTION OF**  
**HAWAII NURSES AND HEALTHCARE PROFESSIONALS**  
**HNHP**

**MISSION STATEMENT AND VALUES**

Hawaii Nurses and Healthcare Professionals (HNHP) will empower Hawaii's health care professionals to be strong advocates for HNHP members and patients throughout Hawaii by providing high quality and safe work environments. HNHP will provide economic and professional advancement; and will improve both the delivery of and access to safe, affordable, high quality healthcare for all residents of Hawaii.

The core principles that guide the work of HNHP are: healthcare professionals representing healthcare professionals, guided by transparent, accessible, democratic governance; advocacy for quality care; and the empowerment of all members.



## ARTICLE I

### GENERAL

#### Section 1. NAME:

The name of the organization shall be the **Hawaii Nurses and Healthcare Professionals**. Whenever the acronym “HNHP” is used, it shall refer to and mean the Hawaii Nurses and Healthcare Professionals. Whenever the words “union” or “organization” are used in this Constitution, they shall refer to and mean the Hawaii Nurses and Healthcare Professionals.

#### Section 2. OBJECTIVES OF THE HNHP:

- A. To operate a non-profit labor union representing employees.
- B. To protect the individual and collective rights of the members of the HNHP and to promote their professional interest and image.
- C. To establish and to exercise the right of collective bargaining for the purpose of making and maintaining collective bargaining agreements covering rates of pay, rules, and working conditions for the members of the HNHP.
- D. To promptly settle disputes and grievances which may arise between members and their employer.
- E. To determine and negotiate, and continue to seek to improve rates of pay, rules and working conditions, and to maintain uniform principles of seniority and the perpetuation thereof.
- F. To sponsor and support passage of legislation and appropriate regulations which may be beneficial to the Registered Nurse, Advanced Practice Registered Nurse, Respiratory Therapist or other healthcare workers within the healthcare profession.
- G. To sponsor and support regular labor union training and continuing education programs to enhance the skills of officers and representatives of the HNHP.
- H. To disseminate information that impacts or enhances the professional status of the HNHP membership.
- I. To levy dues and assessments upon the membership with which to provide the funds necessary to carry on the business and objectives of the HNHP provided however, any changes in dues structure or assessments shall be made only in accordance with this Constitution and applicable Federal law.

J. To purchase, hold, acquire, lease, mortgage and convey real estate and personal property of every kind, nature and description, in any state, the District of Columbia, any territory or possession of the United States and any country for the convenient conduct and execution of the organization's business, including the purchasing, leasing and maintaining of equipment, buildings, and improvements which may be necessary, directly or indirectly, in connection with any of the business and objectives of the Union, with the approval of the Executive Board, subject to membership approval.

K. To do any and all other acts consistent with and in furtherance of the objectives and purposes herein.

### **Section 3. INSIGNIA:**

The HNHP Executive Board shall have the authority to choose an appropriate logo for the union. The logo chosen to be the official insignia will be utilized for official HNHP business as approved by the President or HNHP Executive Board and is prohibited from unauthorized use.

### **Section 4. OFFICE LOCATION(S):**

The location(s) of the office(s) and headquarters of the HNHP shall be determined by the Executive Board and shall only be changed by a majority of the Executive Board, at a meeting called for that purpose, subject to membership approval.

### **Section 5. DURATION:**

The duration of the HNHP shall be perpetual, or until it is dissolved as provided for in this Constitution. In the event of dissolution of the HNHP, the Officers of the Union shall act as agents for the membership and shall dispose of all of the physical assets of the HNHP upon directive from the Executive Board consistent with Federal and State law. All of the liquid assets shall be prorated to the membership on record in good standing of the HNHP at the time of such dissolution in proportion to the monies being paid by such members, less any indebtedness; provided that any amounts that may be paid to the HNHP for insurance or other benefits shall be dealt with separately and prorated only to those members who contributed to such funds and in proportion to their individual contributions.

### **Section 6. PARLIAMENTARY LAW:**

All official meetings of HNHP shall be conducted under Robert's Rules of Order. Questions on parliamentary law and rules of order shall be decided according to the principles set forth in the most current published edition of Robert's Rules of Order, revised, except for those which are expressly modified by this Constitution.

### **Section 7. DEFINITIONS:**

As used in this Constitution, the following words or terms shall mean:

A. "Annual Meeting" means a meeting of the HNHP Executive Board and members in good standing held at least annually in accordance with the conditions set forth herein and shall take place no later than 15 days before the end of the fiscal year.

B. "Duty" means an obligation of performance, care or observance which rests upon a person in any position or fiduciary capacity with or as a member of the HNHP.

C. "Executive Board" means the Executive Officers (President, Vice President, Treasurer, Secretary), Trustees, and Directors as a collective whole.

D. "Facility" means a healthcare location or provider who employs members of the HNHP. This Constitution provides for and the HNHP Executive Board shall recognize the following types of "Facilities" and "Healthcare Providers":

1. "Kaiser Permanente" means groups of bargaining units where HNHP members are employed and covered by Collective Bargaining Agreements negotiated by the HNHP on behalf of Registered Nurses, Advanced Practice Registered Nurses, Nurse Practitioners, Respiratory Therapists, or healthcare professionals within any bargaining unit represented by HNHP regardless of physical location.
2. "Other Facility" means an independently owned healthcare provider other than Kaiser Permanente performing similar services to patients and who have HNHP members employed, with or without a collective bargaining agreement negotiated by the HNHP.

E. "Insignia" means the official emblem of the HNHP.

F. "Majority of the Executive Board" means fifty percent (50%) plus one (1) of the total "Executive Board" as defined in Article 3, Section 3 B (2) of this Constitution.

G. "May" or "Could" means a discretionary or permissive act or directive.

H. "Meeting" means an assembly of HNHP members or officers or representatives for a common purpose. A meeting may consist of one or more sessions.

I. "Must" or "Shall" or "Will" or "Should" means a word of command which always has a compulsory meaning denoting obligation; imperative and mandatory.

J. "Petition" means a written document stating a purpose and carrying the printed names, address, phone numbers, personal email address, facility name and unit name, employee numbers and the corresponding signatures of members in good standing of the HNHP.

K. "Privilege" means a benefit or advantage enjoyed by a person in any position or fiduciary capacity with or as a member of the HNHP.

L. "Quorum" means a Simple Majority of the Executive Board which is half of the total number of the Executive Board.

M. "Responsibility" means an obligation to answer for a duty to act or a failure to act by a person in any position or fiduciary capacity with or as a member of the HNHP.

N. "Rights" means those powers and/or privileges inherent to a person in any position or fiduciary capacity with or as a member of the HNHP.

O. "Subject to" means that a decision is effective when made and will be deemed approved unless and until reversed by the designated body.

P. "Vacancy in the office" or "Vacancy in the position" means the death, resignation, removal or incapacitation of an officer or representative that renders her/him unable to perform the duties of the office or the position.

#### **Section 8. REQUIREMENTS:**

A. In order to be elected or appointed to any office or any position with the HNHP, any member must be an active member in good standing as defined in Article II, Sections 4,A and 4,B of this Constitution.

B. All HNHP officers, directors, trustees, representatives, and committee members shall be required to remain active members in good standing.

C. All HNHP officers, directors, trustees, representatives and committee members shall enforce this Constitution and Collective Bargaining Agreement(s) negotiated by the HNHP.

D. All HNHP officers, directors, trustees, representatives and committee members shall carry out the resolutions and/or policy decisions as set forth and established by the Executive Board.

E. All HNHP officers, directors, trustees, representatives and committee members shall be required to attend and participate in training and continuing education programs to improve the quality of representation for the members of the HNHP as may be determined by the Executive Board.

### **ARTICLE II**

#### **MEMBERSHIP**

##### **Section 1. ELIGIBILITY FOR MEMBERSHIP:**

A. Any person in the craft and class of Registered Nurse, Advanced Practice Nurse, Nurse Practitioners, Respiratory Therapist or healthcare professional at a Facility at which the HNHP is the recognized Bargaining Agent for Units of employees in the craft and class listed above at a Facility shall be eligible to join and maintain membership in the HNHP as hereinafter provided.



B. A Registered Nurse, Advanced Practice Nurse, Nurse Practitioners, Respiratory Therapist or healthcare professional who accepts a paid position with the employer outside the craft and class of Registered Nurse, Advanced Practice Nurse, Nurse Practitioners, Respiratory Therapist or healthcare professional shall no longer be eligible for membership in the HNHP. If the person returns to the position of Registered Nurse, Advanced Practice Nurse, Nurse Practitioners, Respiratory Therapist or healthcare professional, she or he shall be eligible to rejoin the union, upon payment of HNHP's readmission-initiation fee.

## **Section 2. OBLIGATIONS OF MEMBERS:**

Members of the Union do accept and agree to abide by this Constitution of the HNHP as it is in force or as it may be altered, added to, deleted from or amended in accordance with the provisions of this Constitution. Ignorance of this Constitution will not be considered a proper excuse for any violation of the provisions contained herein. Inherent in the rights, privileges, duties and responsibilities of membership in the HNHP is the obligation to responsibly exercise these rights, privileges, duties and responsibilities.

## **Section 3. BILL OF RIGHTS OF MEMBERS:**

A. All members of the HNHP shall have the right of free speech, freedom of assembly and freedom to dissent.

B. All members of the HNHP shall have access to all administrative and financial reports and records except as provided in Section 5.B(1) of this Article II.

C. All members of the HNHP shall have the right to individual privacy.

D. All members of the HNHP shall have the right to due process and equal representation.

E. All members of the HNHP shall have full equality of rights and shall not be discriminated against because of national origin, race, religion, creed, age, disability, sex, sexual orientation or gender identity.

## **Section 4. CLASSIFICATION OF MEMBERSHIP: – ACTIVE:**

A. An Active Member is a Registered Nurse, Advanced Practice Nurse, Nurse Practitioner, Respiratory Therapist or healthcare professional who has a dues obligation to the HNHP in accordance with this Constitution, except as provided herein.

B. Membership Status-- Good Standing

- a. The rights and privileges of a member in good standing shall include, but not be limited to: a. attending union meetings;
- b. voting on all matters brought before the membership;
- c. voting in elections for officers or directors or representatives of the HNHP; and

d. running for an elected position or holding an elected or appointed position with the HNHP.

1. A member, regardless of employment status, shall be considered in good standing and shall maintain all rights and privileges of the HNHP so long as financial obligations are met pursuant to this Article II and Article IV of this Constitution.
2. A member can apply to the Executive Board to remain in good standing and be exempt from his/ her dues obligation to HNHP, for no more than ninety (90) days, in accordance with the Internal Dues Policy (IDP) approved by the Executive Board.

C. Membership Status -- Bad Standing: A member in good standing shall lose the rights, privileges, duties and responsibilities of good standing membership status and shall be considered in bad standing:

1. should his/her dues obligation be in arrears for more than sixty (60) days; and/or
2. after a final and binding determination by the Article XI Arbitrator pursuant to the procedures of Article XI of this Constitution, whereby the member's status has been changed to bad standing.

#### **Section 5. CLASSIFICATION OF MEMBERSHIP: – INACTIVE:**

A. An Inactive Member is a person who has no dues obligation to the HNHP in accordance with this Constitution, by virtue of the following:

1. Retired Members: Those members who are retired from a position as a Registered Nurse, Advanced Practice Nurse, Nurse Practitioner, Respiratory Therapist or healthcare professional with an employer represented by the HNHP, and who were members in good standing at the time of their retirement. Retired members are eligible to receive HNHP discounts and promotions offered to the active membership; may be asked to participate as advisors on a limited basis on committees as determined by the Executive Board. Retired members will have no decision or voting authority.
2. Honorary Members: Those members upon whom Honorary Membership has been conferred by the Executive Board.

B. Inactive members shall have the right to attend Union meetings and participate in Union activities except as provided in (1) and (2) below:

1. Inactive members shall not have the right to vote in any HNHP balloting, be appointed to any HNHP position, run for any HNHP office, or inspect the HNHP records.
2. Honorary members may be restricted from participation in HNHP sponsored programs where specific requirements prohibit such participation.

## **Section 6. MEMBERSHIP CREDENTIALS:**

A membership card shall be available to every member. The card shall contain space for the name of the member; shall carry the signature of an officer or officers; and shall bear the official insignia of the HNHP.

## **ARTICLE III**

### **GOVERNMENT OF THE HNHP**

#### **Section 1. THE HNHP CONSTITUTION:**

This Constitution shall be the supreme law of the HNHP.

A. This Constitution may be recommended to the membership for alteration, addition, deletion or amendment by:

1. a two-thirds (2/3) majority of the total Executive Board, or
2. a petition(s) submitted in accordance with the provisions of this Constitution carrying signatures numbering thirty percent (30%) or more of active members in good standing. The office of the Secretary must, within thirty (30) days following receipt of such petition(s), verify that the names on the petition(s) are of active members in good standing and must issue written certification to the Election Committee authorizing a special balloting of the membership to begin no later than thirty (30) days following such certification.

B. An affirmative vote by a majority of those active members in good standing who return valid ballots shall be required for the passage of any proposed alteration, addition, deletion or amendment.

#### **Section 2. GOVERNING BODIES AND POLICIES:**

A. The governmental powers of the HNHP shall be vested in the Executive Board, and the officers and representatives of the HNHP in accordance with the provisions of this Constitution. The final control of the HNHP shall be vested in the membership.

B. This Constitution shall confer and vest in the Officers, Trustees, and Directors the rights, privileges, duties and responsibilities to act as agent for the membership in accordance with the provisions of this Constitution.

C. The HNHP shall establish a Policy Manual to incorporate those policies, procedures, rules and regulations affecting the governing bodies, officers, representatives and members of the HNHP in accordance with this Constitution. The Policy Manual shall include, but not be limited to the following: lost time policy, expense policy, officer salaries or stipends established, budget policy, office policy, and

policies governing meetings of the Executive Board and the membership, subject to membership approval.

### **Section 3. ORGANIZATION:**

A. The Executive Board is authorized and empowered to take any and all lawful action consistent with this Constitution to safeguard and protect the HNHP, and the rights, privileges, duties and responsibilities of the officers, representatives and members of the HNHP. The Executive Board is authorized to interpret this Constitution and to establish, prescribe and adopt such other policies which may be consistent with this Constitution as required for the direction and management of the affairs of the HNHP, subject to approval of the HNHP members.

#### **B. Organization**

- (1) The Executive Board shall consist of the four officers: President, Vice President, Secretary, Treasurer; Directors; and Three (3) Trustees; to be elected by the voting membership. HNHP's directors shall be elected as follows:
  - (a) One (1) Director from each HNHP Bargaining Unit
  - (b) One (1) additional Director for every three hundred (300) bargaining unit members
  - (c) One (1) Director who resides and works on a neighbor island to represent HNHP members in those neighbor island facilities.
- (2) Each member of the Executive Board (Officers, Directors & Trustees) shall have one (1) vote. The President shall act as Chairperson and shall have a voice but no vote, except in the event of a tie vote by the Executive Board, in which event the President shall have a vote.

C. Board Training: The Executive Board members shall participate in training sessions, within 180 days of taking office, covering Department of Labor Requirements for Labor Unions; or Holding Orderly Meetings; or Rules of Conduct and Roberts Rules of Order; or Fiduciary Duties and Responsibilities of Officers and Directors; or other such training as the Executive Board deems necessary and beneficial for their roles in Union Administration.

D. Annual Membership Meeting: The Executive Board shall convene once a year the Annual membership meeting. The Annual Membership Meeting of the HNHP on a date and at a location determined by the President. The Annual Membership Meeting of the HNHP shall be held no later than fifteen (15) days prior to the expiration of the current fiscal year.

E. Special Executive Meetings: The Executive Board may convene for special meetings. A Special Meeting may be called by the President or by two-third ( $\frac{2}{3}$ ) members of the total Executive Board by written request to the Secretary. The Special Meeting must convene no later than ten (10) days following receipt by the Secretary of such request.

F. Quorum: In order to conduct the business of the HNHP, including business conducted by Teleconference Meeting, Video Digital Meeting or other state of the art communication platforms, a quorum or more must be present.

G. Agenda: There shall be no restrictions on business conducted at any meeting of the Executive Board provided however, that no business shall be acted upon without:

1. ten (10) days-notice of the agenda in writing to the total Executive Board prior to such meetings, unless the meeting is called with less than 10-days notice, in which case, the agenda shall be issued to Executive Board members with the notice of the meeting, and
2. approval by a majority of the Executive Board who are present at the meeting.

H. When a quorum is present at any meeting of the Executive Board, all issues shall be decided by a majority of the Executive Board present at the meeting, except as provided for in this Constitution. In the event that only a quorum is present, all issues shall be decided by a two thirds (2/3) majority vote of the quorum, except as provided for in this Constitution.

I. Jurisdiction and Duties: The Executive Board shall have the following rights, privileges, duties and responsibilities, subject to approval of the membership;

1. set policy for the HNHP;
2. modify the HNHP Policy Manual as it deems appropriate;
3. approve the annual budget prior to presenting the budget at the annual membership meeting for final approval by the members;
4. set annual goals for the HNHP as it deems appropriate;
5. determine the number of administrative, committee, and support positions as may be required under Article VII of this Constitution to meet the needs of the membership;
6. nominate and appoint members of the Election Committee and Budget Committee when appointments are appropriate;
7. may establish, combine, delete or change the duties, responsibilities and specific job descriptions of administrative, committee, and support personnel in accordance with the provisions of Article VII of this Constitution for budgetary or policy reasons, taking into consideration the recommendations of the Officers;

#### **Section 4. TELECONFERENCE, VIDEOCONFERENCE OR OTHER STATE OF THE ART MEETINGS:**

When the Executive Board does business through the use of a Teleconference, Videoconference or other State of the Art Meetings, the following procedures shall apply:

A. The President, or a majority of the Executive Board may advise the Secretary that a Teleconference, Videoconference or other State of the Art Meeting of the Executive Board is required to conduct the business of the HNHP.

B. The purpose of the Teleconference, Videoconference or other State of the Art Meeting must be submitted to the Secretary in writing and any resolution(s), which shall include the names of the maker and second.

C. Upon receipt of the request for a Teleconference, Videoconference or other State of the Art Meeting, the Secretary shall provide written notification to the Executive Board, as appropriate, that a Teleconference, Videoconference or other State of the Art Meeting is to be conducted. Such notification shall include the name(s) of those individual(s) calling for the Teleconference, Videoconference or other State of the Art Meeting and the complete text of any proposed resolution(s) with the names of the maker and the second. The Secretary shall also specify the date and time when the President will convene the Teleconference, Videoconference or other State of the Art Meeting.

D. The Secretary must request written verification of receipt of the notification.

E. The Teleconference, Videoconference or other State of the Art Meeting may be conducted as soon as a quorum can be established, but no sooner than all reasonable efforts have been made to notify all Board members, as appropriate, that a Teleconference, Videoconference or other State of the Art Meeting is to be conducted.

F. Notwithstanding the foregoing, a quorum at all Executive Board meetings must include the President and the Secretary or the president's designee on the Board such as the Vice President whether such meeting is regularly scheduled or by a Teleconference, Videoconference or other State of the Art Meeting. Should the Secretary be absent, the President or the president's designee shall appoint another member to record the minutes and business at that meeting and provide such to the Secretary as directed by the President.

G. The Teleconference, Videoconference or other State of the Art Meeting must be conducted no later than the urgent or emergency circumstances dictate, but in no event later than seven (7) days following receipt by the Secretary of the request for the meeting.

H. The Teleconference, Videoconference or other State of the Art Meeting shall commence at the time and date specified, provided that a quorum or more must be participatory throughout the meeting. Should the quorum be failed at any time during the course of the Teleconference, Videoconference or other State of the Art Meeting, the meeting shall be considered to be adjourned and shall be rescheduled as provided in D of this Section 4.

I. At a Teleconference, Videoconference or other State of the Art Meeting of the Executive Board when more than a quorum is participatory, all issues shall be decided by a majority of the total Executive Board except as provided for in this Constitution. In the event that only a quorum is participatory, all issues shall be decided by a two-thirds (2/3) majority vote of the quorum except as provided for in this Constitution.



J. A roll call vote tabulation shall be conducted by the Secretary for any resolutions presented at a Teleconference, Videoconference or other State of the Art Meeting of the Executive Board.

K. All business conducted by a Teleconference, Videoconference or other State of the Art Meeting shall become a part of the permanent record of the HNHP.

#### **Section 5. MEETING:**

A. Member in good standing has the right to attend any Meeting of the Executive Board, except for Executive Session in accordance with Roberts Rules of Order, which permits the exclusion of a Member in order to conduct the business of HNHP.

B. Annual Membership Meeting shall be held or called with proper notice to the Members, and any final action, decision, or vote on a matter shall be made in an Open Meeting. The Executive Board shall determine the frequency of regular meetings to be held each year and notification will be sent to members.

C. A Member in good standing has the right to speak before the Executive Board at any Regular, Special or called meeting of the Board or Committees on any related HNHP matter at a designated time in accordance with Roberts Rules of Order once recognized by the Chair of the Board or Committee.

D. The Executive Board Membership and all HNHP Committees shall prepare and keep minutes of each meeting of the body. The minutes must state the subject of each deliberation; and record each vote, order, decision or other action taken. The minutes with the exception of executive session, shall be available for inspection by members on written request to the Secretary or her/his designee. The official approved meeting minutes of the Executive Board shall be retained indefinitely. HNHP Committee Meeting minutes shall be retained for seven (7) years from the date of the meeting.

E. Executive sessions of the Executive Board or of specifically designated HNHP Committees; may be designated as an exception to the Meeting requirements as allowed under the law or as permitted in accordance with Roberts Rules of Order.

#### **Section 6. EXECUTIVE OFFICERS, BOARD OF DIRECTORS, TRUSTEES:**

A. Definitions: The Executive Officers shall be the President, Vice President, Treasurer, and Secretary.

B. Duties of the President shall include but not be limited to the following:

1. The President shall be the Chief Executive Officer of the HNHP and shall conduct the affairs of the HNHP in accordance with this Constitution and the resolutions and policy decisions of the Executive Board .

2. The President shall assist and mentor the new incoming president to ensure a smooth transition following the results of the election through the transition period.
3. The President shall sign any agreements, supervise the activities of the HNHP and carry out any duties the Executive Board may request, in accordance with this Constitution.
4. The President shall convene any meeting of the Executive Board and any Committees. S/he must convene the Board to review any proposed Collective Bargaining Agreement between the HNHP, Kaiser Permanente and any Other Facilities represented by HNHP
5. The President shall serve as an ex officio member of all committees except election committees.
6. The President shall act as Chairperson for the Executive Board, the Negotiating Committee(s) and Regular Membership Meetings. The President shall oversee all other committees, unless otherwise provided for in this Constitution or by resolution of the Executive Board. The President may select a Parliamentarian to advise the presiding officer on matters of procedures and application of Robert's Rules of Order for any meeting of the Executive Board or Membership Meeting.
7. The President shall recommend to the Executive Board all changes in employment, contracted work, and staff requirements, fixed compensation for all agents, contracted services, and employees of the HNHP subject to the approval of the Executive Board. The President shall be responsible for the employment, supervision and discharge of all agents, contracted personnel, and employees of the HNHP, subject to the approval of the Executive Board unless the failure to take immediate action would result in damage or harm to HNHP by waiting for Executive Board approval.
8. The President shall address an Annual Report to the membership at the Annual Meeting held in December.
9. The President may appoint individual active members in good standing to serve as Committee Members, Unit Stewards or other HNHP Representative positions, subject to the Board's approval.
10. The President may appoint Negotiating Committee members from Facility Units or from interested volunteer members, subject to the approval of the Executive Board.
11. The President may appoint all standing committees and all special committees of the HNHP, subject to the approval of the Executive Board.
12. The President shall have the authority to hire, retain or employ general counsel and/or other legal counsel for the HNHP, subject to the approval of the Executive Board.
13. The President shall direct and coordinate legislative and political initiatives and any lobbying efforts on behalf of the Union to further the objectives of the HNHP and its Members.

C. Duties of the Vice President shall include, but not be limited to the following:

1. The Vice President shall be an Executive Officer of HNHP and assist the President in the discharge of all duties. In the absence of the President, or should a vacancy occur in the office of President, the Vice President shall perform the duties of the President.



2. The primary responsibility of the Vice President shall be to manage and enforce the grievance and arbitration process provided for in the National Labor Relations Act and the enforcement of Collective Bargaining Agreement(s) entered into between the HNHP and its employers.
  3. The Vice President shall serve as a HNHP's Arbitration Board member if needed.
  4. The Vice President shall coordinate activities of the Stewards regarding the Corrective Action Process, resolution of grievances, and shall coordinate such activities with the President and other committees within the HNHP.
  5. The Vice President shall ensure the training and continuing education of all Stewards and Representatives involved in corrective action, grievance and arbitration processes, subject to the approval of the Executive Board.
  6. The Vice President shall coordinate and chair an Arbitration & Grievance Committee to review and forward grievance cases to legal counsel for arbitration review recommendation
- D. Duties of the Treasurer shall include, but not be limited to perform following financial duties:
1. The Treasurer shall be an Executive Officer of HNHP and shall be responsible for the care and custody of the funds and securities of the HNHP, receiving all dues, fees and special assessments assigned to the HNHP.
  2. The Treasurer shall be responsible for all financial records of the HNHP.
  3. The Treasurer shall cause to be kept a record of the HNHP's membership so as to show at all times the number of members in each membership status or classification, their respective places of residence, their post office addresses, if any; the date when each person became a member of the HNHP and/or changed membership status or classification.
  4. The Treasurer shall cause to be kept an individual record of all dues and assessments for each member.
  5. The Treasurer with the assistance of the President shall oversee the HNHP Budget Committee and shall assist in the preparation of the annual budget.
  6. The Treasurer and the President shall submit the annual budget to the Board of Directors for the initial approval; and the Treasurer and the President shall submit the Board approved annual budget to the Members at the Annual Membership Meeting for final Member approval.
  7. The Treasurer shall advise the Executive Board of any significant change in the financial standing of the HNHP to allow for any quarterly budget adjustments during the fiscal year.
  8. The Treasurer shall submit a monthly financial report to the Officers.
  9. The Treasurer shall submit a written quarterly financial report for review to the Board of Directors.

10. The Treasurer and the President shall submit with her/his signature(s) all Federal and State Reports required by law.

E. Duties of the Secretary shall include but not be limited to the following:

1. The Secretary shall be an executive officer of HNHP and be responsible for all administrative records of the HNHP.
2. The Secretary shall cause to be kept an administrative record of all officers, representatives and appointees.
3. The Secretary shall notify the Executive Board of any meeting.
4. The Secretary shall cause to be kept a record of all business or proceedings at any meeting of the Executive Board, or at any meeting of the Membership.
5. The Secretary shall submit a written report of all meetings to the Executive Board within fifteen (15) days following such meeting.
6. The Secretary shall oversee and assist with providing the specific information needed to the HNHP Election Committee in accordance with the Department of Labor and Title IV of the Labor-Management Reporting and Disclosure Act of 1959, as Amended (LMRDA or the act) as established election procedures that must be followed by all unions covered by the act.
7. The Secretary shall assist the President in the preparation of any Annual Report to the members of the HNHP.
8. The Secretary shall administer all internal charges filed under Article XI section 2 Procedures.
9. The Secretary shall update and ensure distribution of the HNHP Policy Manual.
10. The Secretary shall assist in establishing regular training and continuing education programs for representatives of the HNHP and shall maintain the HNHP training records of all representatives.
11. The Secretary shall ensure that training and reference materials and Union publications and manuals are maintained.
12. The Secretary shall establish and maintain lines of communication between members of the Executive Board, the Officers, and the Members.

F. Duties of the Board of Directors shall include but not limited to the following:

1. Shall attend all regular and special meetings of the Board and shall administer the affairs of the HNHP and perform duties as may be assigned, subject to the direction of the president and/or designated officer of the HNHP.
2. Shall execute and enforce the HNHP constitution.

**G. Duties of the Trustees:**

1. Shall attend all regular and special meetings of the Board and shall, on a quarterly basis, review the Union's books and records to ensure that all union resources (money/assets) are used for legitimate union purposes, in accordance with HNHPs constitution. In addition, trustees should ensure that the Union is complying with legal requirements for financial reporting, recordkeeping, and bonding.) The Trustees shall report any discrepancies to the Executive Board.

**ARTICLE IV**

**FINANCES**

**Section 1. DUES AND ASSESSMENTS:**

A. A member's obligation for dues and assessments shall commence as of the date of his/her eligibility for active membership. All members shall be required to pay dues except as provided in Article II, Section 4,B(3), Section 4,B(4), Section 4,B(5), Section 5,A,(1) and Section 5,A,(2) of this Constitution.

B. Active members shall be required to pay monthly dues by employer's payroll deduction.

C. The organization's dues year shall run concurrently with the fiscal year.

D. Each member shall pay a minimum of \$52.30 for Registered Nurses, Advanced Practice Nurse, Nurse Practitioners and \$46.36 for Respiratory Therapists per month. Minimum dues for any other healthcare professionals shall be determined by the Executive Board.

E. The Executive Board may conduct an annual review of the dues structure of the Union to determine if the structure should be revised, provided that no increase in dues shall be put into effect unless ratified by an affirmative vote by a majority of those active members in good standing who return valid ballots.

F. Assessments may be levied on all active members and to provide for extraordinary expenses, contingencies and reserves, provided such assessments are first approved by a two-thirds (2/3) majority of the Executive Board, and subsequently ratified by an affirmative vote by a majority of those active members in good standing who return valid ballots.

**Section 2. INITIATION FEE OR READMITTANCE FEE:**

A. New members shall pay an initiation fee as determined by the Executive Board, subject to the approval of the membership. Members who have left the bargaining Unit or have become dues delinquent without arrangements to pay back dues through a promissory note or who defaults on a promissory note shall be required to pay a readmittance fee as determined by the Executive Board, subject to the approval of the membership.

B. Honorary members will not be subject to the initiation fee.

### **Section 3. DELINQUENT DUES, ASSESSMENTS OR INITIATION FEE(S):**

A. Required dues, assessments and initiation fee(s) not paid within sixty (60) days of the established billing date will cause a member to be placed in bad standing. The established billing date of said dues and/or assessments shall be noted on all HNHP correspondence referencing this subject.

B. Members are subject to discharge for non-payment of dues and/or initiation fee(s), when employed by a Facility having a Collective Bargaining Agreement with the HNHP that requires the payment of dues and/or initiation fee(s) as a condition of employment.

C. Members returning from an unpaid leave status may set up a payment plan to satisfy their obligation for back dues, initiation fee(s) and/or assessments.

1. The member must execute and sign a promissory note and therein agree to pay all back dues, initiation fee(s) and/or assessments within a period of time not to exceed twice the number of months of back dues owed.
2. Upon execution of such promissory note, the member shall be considered to be in good standing status and shall remain in good standing status unless the member fails to pay the monthly installment, or unless the member incurs an additional back dues obligation.
3. All notes must be executed at least thirty (30) days prior to the balloting date of any HNHP election or referendum for the member to be eligible to vote in such election or referendum.

### **Section 4. FINANCIAL PROCEDURES:**

A. The fiscal year of the HNHP shall be from the first day of January through the last day of December.

B. The financial records of the Union shall be audited every even year by a Certified Public Accountant (CPA) from an accounting firm recommended by the President and confirmed by the Executive Board.

C. The Treasurer shall submit a monthly financial report that contains:

1. a statement of all assets, liabilities and fund balance(s);
2. a statement of income and expenses;
3. a record of expenditures; and
4. a record of pay continuance.

D. The Treasurer shall submit a quarterly financial review that shall include, but not be limited to:

1. the budget analysis for the present and immediate past quarter, and projections for the remainder of the fiscal year;
2. a statement of all assets, liabilities and fund balance(s); and
3. the status of reserves and savings.

E. An accountant shall be retained by HNHP and shall report directly to the President and the Treasurer. S/he shall keep an accurate record of all receipts and expenditures of the HNHP, and prepare and submit to the President and the Treasurer the following:

1. all Federal and State reports as required by law;
2. monthly financial statements; and
3. HNHP's books for the audit by the accounting firm.

F. All bills payable, notes, checks or other negotiable instruments of the HNHP shall be made in the name of the HNHP and shall bear the actual signature of two (2) of the following: the President; the Vice President; Treasurer, or Secretary. At least two (2) of the following: the President; the Vice President; or the Treasurer, or Secretary ; may from time to time, transfer such sums of money to administrative accounts, payroll accounts, petty cash accounts, savings/reserve accounts and such other accounts as may be necessary to meet administrative and current obligations of the HNHP.

G. No officer, agent or employee of the HNHP, acting singly or jointly with others shall have the power to make any bills payable, notes, checks, drafts, warrants or negotiable instruments of any description or nature or endorse the same in the name of the HNHP or contract or cause to be contracted any debt or liability in the name of or on behalf of the HNHP except as expressly prescribed and provided in this Constitution.

#### **Section 5. BONDING:**

All officers, directors and employees of the HNHP shall be bonded in the amounts not less than those provided for and required by applicable Federal law.

#### **Section 6. SAVINGS / RESERVES:**

The HNHP shall adopt a reasonable savings and reserves plan in the name of the Hawaii Nurses and Healthcare Professionals (HNHP), and such savings/reserves shall be maintained at a reasonable level. The Officers of HNHP shall be charged with administration of financial and fiscal policies as set forth herein, or as may be established by the Executive Board.

## **Section 7. RETENTION OF RECORDS:**

All financial records of the HNHP shall be retained in their original form as required by State or Federal law.

## **ARTICLE V**

### **EXPENSES AND SALARIES**

#### **Section 1. EXPENSES:**

Authorized normal expenses incurred by any Officer, Director, Representative or Member while on HNHP business shall be reimbursed by the HNHP. Allowable expenses shall be established by the Executive Board and set forth in the HNHP Policy Manual.

#### **Section 2. COMPENSATION OR STIPENDS FOR OFFICERS AND/OR BOARD MEMBERS:**

The rate or method of compensation or stipends for the Executive Board Members of the HNHP shall be established by the Executive Board and set forth in the HNHP Policy Manual, and shall be approved by the Membership at the Annual or Special Meeting of the Membership.

#### **Section 3. OTHER COMPENSATION:**

The rate or method of other compensation, if any, and/or the policy regarding approved pay continuance or approved lost time reimbursement for other HNHP Representatives shall be established by the Executive Board and set forth in the HNHP Policy Manual, and shall be approved by the Membership at the Annual or Special Meeting of the Membership.

## **ARTICLE VI**

### **NOMINATIONS AND ELECTIONS**

#### **Section 1. NOMINATIONS:**

A. Any active member in good standing may self-nominate for any office or elected position with the HNHP.

B. Any active member in good standing may nominate another active member in good standing for any office or elected position with the HNHP.

C. Any active member in good standing may be nominated by another active member in good standing for any office or elected position with the HNHP.



## **Section 2. NOTICE OF NOMINATIONS AND ACCEPTANCE OF NOMINATION:**

A. The Secretary shall direct the Election Committee (EC) to mail to each member and/or to post on the HNHP website Notice to all Members of the Date, Time and Place the Nominations Membership Meeting: The Notice of Nominations may be combined with the Notice of Election.

B. A written acceptance of nomination for a specific office must be returned to the HNHP Election Committee before the end of the Nominations Membership Meeting. The written acceptance of nomination may be submitted to the Election Committee before the individual is nominated for office.

## **Section 3. TERMS OF OFFICE:**

A. The term of office for the Officers, Trustees, and Directors shall be for a thirty-six (36) month period.

B. The elected Executive Board will assume office on January 2nd following the election.

## **Section 4. ELIGIBILITY TO VOTE:**

A. All active members in good standing of the HNHP shall be eligible to vote in the election of the President, Vice President, Treasurer, Secretary, Trustees, and Directors.

B. Any active member in bad standing must arrange to become an active member in good standing not later than the close of business on the fifth (5th) day prior to the time limit for the return of ballots of any election or referendum.

C. The Secretary shall provide the EC with the appropriate list of active members in good standing for any election or referendum three (3) days prior to the balloting date of any election or referendum, and only members whose names appear on such list shall be deemed eligible to vote.

## **Section 5. BALLOTING:**

A. All balloting of the membership provided for in this Constitution shall be conducted by secret ballot, except that during a strike or lockout, a Collective Bargaining Agreement may be ratified at a meeting by secret ballot.

B. The EC shall prepare the official ballot with the names of the candidates or the issue(s) to be decided and shall indicate thereon a place to vote for any candidate or issue.

C. (1) If there is a mail ballot election, no later than ten (10) days after the Nominations Meeting, the ballot containing the names of the candidate(s) to be voted upon shall be sent to the membership under the supervision of the EC. The balloting date for candidates and/or issues, including run-off elections, shall be twenty-one (21) days after the sending of the ballots to the membership.

(2) If the election is in-person or electronic, the election shall be held between 21 - 28 days after the nominations meeting, as determined by the EC.

D. Slate voting is permitted for the election of Officer, Directors, and Trustees.

E. Ballots must be returned to the HNHP in mail ballot elections or in person elections, and votes must be cast in electronic ballot elections, by the time and date specified in the Notice of Elections. Ballots received or cast, as appropriate, after the time and date specified shall be considered void.

F. Ballots shall be counted in the area where the HNHP office is located, or at a location that can accommodate the requirements of the ballot count process. Ballots may be handled and counted under the supervision of the EC.

G. At the conclusion of the vote count, the EC shall certify the results of the vote for each position. The date of such certification shall be the date of election. The EC shall submit this certification in writing to the Secretary. The Secretary shall notify the candidate(s) and/or the membership of the balloting results by the HNHP by posting the EC Certification of the Election on the official HNHP website.

H. In any balloting for an Officer or Director, the candidate receiving the plurality of the valid votes cast for an office shall be deemed elected to that office and shall be notified by the Secretary. In any balloting for Trustee, the candidates receiving the top three vote totals will be deemed elected and shall be so notified by the Secretary.

I. An issue will be considered ratified by the membership if it receives a plurality of the valid votes cast.

J. All ballots and other election materials, notes and records shall be sealed after being counted and certified as provided for herein, and shall remain in the possession of the Secretary for at least one (1) year from the balloting date in accordance with all appropriate time limits required by Federal law.

#### **Section 6. ELECTION CONTEST FOR OFFICE:**

A. Only candidates may contest an election for office.

B. The contestant must file a written complaint with the Secretary, directed to the EC, within seven (7) days following the date of the election.

C. The EC shall investigate such complaint and must render its decision concerning the disposition of such complaint no later than fourteen (14) days following the date of the election.

D. The contestant may appeal any decision rendered by the EC to the Executive Board no later than twenty-one (21) days following the Date of the election.

E. The Executive Board shall consider such appeal and must render its decision concerning such appeal no later than twenty-eight (28) following the Date of the election.



F. Should the EC or the Executive Board fail to respond to the contestant in the designated time periods, the contestant will be free to pursue her/his LMRDA rights. In any event, the contestant will have satisfied the internal remedies provisions of the LMRDA following the twenty eight (28) day period provided for in this section.

#### **Section 7. VACANCY IN OFFICE, OFFICERS:**

A. In the event of a vacancy in the office of the President, the Vice President shall assume the office for the balance of the unexpired term.

B. In the event of a vacancy in the office of the Vice President, Treasurer, Secretary, Director or Trustee, if the unexpired term from the date of the vacancy is more than eighteen (18) months, a membership election shall be held to fill the vacancy in accordance with the time limits provided in Section 2 and Section 5 of this Article. The Executive Board shall appoint an interim Vice President to serve until the result of the election is known. If the unexpired term of the Vice President is eighteen (18) months or less, the office shall be filled by appointment by the Executive Board.

C. In the event of a simultaneous vacancy in the office of the President and Vice President, if the unexpired terms from the date of the vacancies are more than eighteen (18) months, a membership election shall be held to fill the vacancies in accordance with the time limits provided in Section 2 and Section 5 of this Article. The Executive Board shall appoint an interim President and an interim Vice President to serve until the results of the elections are known. If the unexpired terms are eighteen (18) months or less, the offices shall be filled by appointments by the Executive Board.

D. The term of office of the President, Vice President, Treasurer, Secretary if elected or appointed under the provisions of B, or C, of this Section, shall commence immediately upon election or appointment and, except for the interim appointments, shall be to complete the balance of the unexpired term.

### **ARTICLE VII**

#### **COMMITTEE POSITIONS**

##### **Section 1. ELIGIBILITY:**

A. Only active members in good standing shall be considered eligible to serve as a Steward or on Committees created by this Constitution or Committees that may be created by the Board of Directors under the provisions of this Article.

B. A policy regarding steward appointments and requirements will be established by the President and Vice President with input from the Labor Relations Consultants, subject to Executive Board approval.

## **Section 2. ELECTION COMMITTEE (EC):**

A. Definition and Duties: The Election Committee (EC) shall oversee all facets of all elections and balloting in accordance with the HNHP Constitution and Federal law. The duties of the EC shall include but not be limited to:

1. supervising election and balloting procedures;
2. determining eligibility of nominees;
3. overseeing the preparation of ballots;
4. determining ballot validity; and
5. certifying results of the election to the Secretary, with the exception of the contract ratification procedures provided in Article VIII Section 1 of this Constitution.

B. Number: In no case shall there be fewer than three (3) members of the EC.

C. Restriction: Members of the EC may not hold or run for any Officer, Director or Trustee-position within the HNHP, as defined in this Constitution.

## **Section 3. BUDGET COMMITTEE:**

A. Definition and Duties: The Budget Committee shall, under the authority of the Treasurer, annually review the financial status of the HNHP, its goals as established by the Board of Directors, and the projected expenditures for the coming fiscal year. Based on its findings, the Budget Committee shall, with the assistance of the Treasurer, prepare the annual budget pursuant to the Policy Manual of the HNHP.

B. Number: In no case shall there be fewer than three (3) members of the Budget Committee.

C. Requirements:

1. At least one (1) member of the Budget Committee must be a member of the Board of Directors. The Treasurer may fill one (1) of the remaining positions on the Budget Committee.
2. The proposed budget must be completed not less than sixty (60) days prior to the scheduled date of the Annual Membership Meeting.

## **Section 4. OTHER APPOINTMENTS:**

A. Nothing in this Article shall limit the ability of the President or Executive Board to establish other special or temporary committees and/or positions as may be deemed necessary to administer the business of the HNHP.

B. The President may appoint members to special or temporary committees and/or positions as may be deemed necessary to administer the business of the HNHP subject to approval by the Executive Board.

#### **Section 5. REMOVAL:**

Any member appointed to a position or committee shall be subject to removal by a two-thirds (2/3) vote of the total Executive Board.

### **ARTICLE VIII**

#### **CONTRACT RATIFICATION AND STRIKE PROCEDURES**

##### **Section 1. RATIFICATION PROCESS:**

A. A proposed Collective Bargaining Agreement will be submitted to the affected membership for approval only after it has been accepted by a majority vote of the Negotiating Committee for a specific Bargaining Unit and presented to the Executive Board by the President or her/his designee.

B. A decision by the Executive Board, to submit a proposed agreement to the membership for approval should not necessarily be construed as an endorsement of the merits of the proposed agreement.

C. The affected membership shall be given the complete changes to a Collective Bargaining Agreement prior to or at the start of the balloting period.

D. A proposed Collective Bargaining Agreement shall be ratified by an affirmative vote by a majority of those active members in good standing covered by the applicable Agreement who cast valid ballots. Members may vote only on those agreements which apply to their respective Bargaining Unit, unless covered under a master agreement.

##### **E. Balloting:**

1. The sole issue to appear on the secret ballot shall be the ratification of the Collective Bargaining Agreement.
2. The time limit for the return of ratification ballots (the Ballot Date) by mail shall be not less than ten (10) days after the sending of the ballots to the respective membership. If the ratification process takes place at a Facility Membership meeting the time limit for the return of ratification ballots (the Ballot Date) shall be on site and set by the Negotiation Team members conducting the balloting.

F. Any letters of agreement or side letters entered into between an employer and HNHP during or outside of the Collective Bargaining negotiations which alter the rates of pay, rules, or working conditions for covered HNHP employees shall be subject to ratification by the Executive Board with prior notification to the HNHP members covered by the Collective Bargaining Agreement. Should the Executive Board determine that the alteration is substantial, such letter of agreement or side letter shall be submitted for ratification to the membership covered by the applicable Agreement pursuant to the procedures outlined in this Article.

G. Upon ratification by the membership, a Collective Bargaining Agreement and/or letters of agreement shall be deemed binding.

## **Section 2. STRIKE PROCEDURES:**

A. The Negotiating Committee for a specific Bargaining Unit may recommend a balloting of the membership to authorize a strike. Any such balloting must be approved by the Executive Board.

B. A strike shall be authorized only by an affirmative vote by a majority of those active members in good standing covered by the applicable Collective Bargaining Agreement who cast valid ballots.

C. Such strike authorization shall empower the Executive Board to authorize the President to call a strike in accordance with federal law.

D. Once a strike has commenced, it may be called off by resolution of the Executive Board.

E. During a strike, the procedures for voting on a proposed Collective Bargaining Agreement shall be as follows:

1. The President shall call a membership meeting for the purpose of voting on a proposed Collective Bargaining Agreement;
2. The affected membership shall be presented with the complete changes of the proposed Collective Bargaining Agreement prior to the balloting;
3. The Collective Bargaining Agreement shall be ratified by an affirmative vote by a majority of those members in good standing covered by the Agreement present at the membership meeting who cast valid ballots.
4. The vote shall be accomplished by secret ballot;
5. Upon ratification of the Collective Bargaining Agreement, the President shall notify the membership of the conclusion of the strike, and the complete language of the new Agreement shall be provided to the membership.

## **ARTICLE IX**

### **AFFILIATIONS, MERGERS, FEDERATIONS OR CHARTERS**

#### **Section 1.**

Any action to affiliate, merge or federate the HNHP with any other labor organization; or to issue a charter; or to organize an employee group (except as provided in Section 2 of this Article.) to provide representation to that employee group for the purposes of the National Labor Relations Act shall be subject to prior approval by:

A. a two-thirds (2/3) majority of the Executive Board, and

B. an affirmative vote by a majority of those active members in good standing who return valid ballots.

#### **Section 2.**

Any action to organize a HNHP employee group that is employed by a subsidiary or affiliated Facility owned and/or operated by Kaiser Permanente, or that is employed by an independently-owned Facility that performs services for or on behalf of Kaiser Permanente, or any other Facility eligible for provide representation to that employee group under the National Labor Relations Act shall be subject to prior approval by:

A. a two-thirds (2/3) majority of the Executive Board.

#### **Section 3.**

Any agreement to affiliate, merge, federate, issue a charter, or to represent another employee group shall protect and preserve the HNHP's right to autonomy in all of its actions; and shall protect and preserve the collective bargaining relationship between Kaiser Permanente and the HNHP employees of Kaiser Permanente represented by the HNHP.

## **ARTICLE X**

### **SAVINGS CLAUSE**

#### **Section 1.**

Should any part, section, provision or Article of this Constitution be rendered or declared invalid by reason of any existing or subsequently enacted legislation, or by any final decree of a court of competent jurisdiction, such invalidation of such part, section, provision or Article of this Constitution shall not invalidate any remaining portions, which shall continue in full force and effect.

## **Section 2.**

If any part, section, provision, or Article of this Constitution is invalidated as described above, the Executive Board is empowered to promptly amend the invalidated part, section, provision or Article to the limited extent necessary to conform to the enacted legislation or final judicial decree which resulted in the invalidation. Any such amendment shall preserve, as nearly as possible consistent with the law, the invalidated part, section, provision, or Article.

A. Such amendment shall become effective when adopted by the Executive Board and shall remain in effect until the Executive Board acts as described in B. below.

B. At the next Annual Membership Meeting or at an earlier special meeting of the Board of Directors if one is convened, the Executive Board shall consider the amendment and shall either:

1. decide that the amendment or an alternative amendment be submitted to the HNHP membership for approval, or
2. determine that there should be no amendment and that the Constitution shall remain as is, minus the invalidated part, section, provision, or Article.

C. In the event an amendment is sent to the HNHP membership for approval, the proposed amendment shall be in effect until the membership approves or rejects it unless the Board of Directors expressly provides otherwise.

## **ARTICLE XI**

### **HEARINGS AND DISCIPLINARY PROCEDURES**

#### **Section 1. GROUNDS FOR CHARGES:**

Any member is subject to fine, suspension or expulsion, or suspension from or removal from office, for any of the following acts:

- A. Failure to pay dues, assessments or penalties levied by the Union;
- B. Advocating, or working toward, the displacement of the HNHP as bargaining representative (providing that advocating, or working toward an affiliation, merger or federation of the HNHP pursuant to Article IX of this Constitution shall not be grounds for discipline);
- C. Willfully acting as a strike breaker during any work stoppage duly authorized by the Union;
- D. Willful violation of by a member of their HNHP's Collective Bargaining Agreement;



- E. Theft or embezzlement of Union monies or property;
- F. Willful violation of an express Article of this Constitution, or of a proper and express written resolution or policy of the Executive Board;
- G. Willfully acting in a manner that causes the HNHP to violate its legal obligations; or
- H. Willfully bringing charges without reasonable basis against another member, officer or representative of the HNHP, should such charges be dismissed for any reason by the Arbitrator designated herein, or should such charges not be sustained by the Arbitrator.

## **Section 2. FILING OF CHARGES:**

A. A charge may be filed by any member in good standing.

- (1) All charges shall be filed with the HNHP's Secretary and shall be proffered in writing and shall be specific as to the alleged act(s) and/or the Article(s) of this Constitution allegedly violated which constitute the basis of the charge(s).

B. The HNHP Secretary shall cause a copy of the charges to be served upon the accused and the accuser within seven (7) days following receipt of the charges. Such notification shall be by registered mail, return receipt requested to their last known addresses, and shall furnish the accused and the accuser a description of all relevant procedures.

C. The HNHP Secretary shall send a copy of all charges to the Executive Board within seven (7) days following his/her receipt of the charges.

D. Time Limits:

- 1. Charges based on Section 1.A through Section 1.F of this Article must be filed within sixty (60) days after the accuser becomes aware, or reasonably should have become aware, of the alleged offense.
- 2. Charges based on Section 1.G of this Article may not be filed unless and until it has been determined, in a separate legal proceeding (such as a lawsuit), that the HNHP has violated its legal obligations, or unless and until the HNHP settles a legal proceeding brought against it by furnishing substantial relief to an opposing party. Charges based on Section 1.G above must be filed within sixty (60) days after the accuser becomes aware, or reasonably should have become aware, of the completion or settlement of the legal proceeding.
- 3. Charges based on Section 1.H of this Article must be filed within sixty (60) days following the Arbitrator's decision which gives rise to such charge(s).

E. The accused and accuser may be represented during Article XI proceedings by any member in good standing.

### **Section 3. REVIEW OF CHARGES:**

At the first regularly scheduled meeting of the Executive Board following receipt of charges by the HNHP Secretary, the Executive Board shall review the charges for timeliness, specificity and validity.

A. Should the charges be determined to be timely, specific and valid, such charges shall then be forwarded by the HNHP Secretary via registered mail, return receipt requested to the Arbitrator designated herein within seven (7) days following such Executive Board meeting.

B. Charges deemed untimely by the Executive Board will be dismissed without appeal.

C. Charges deemed non-specific by the Executive Board shall be referred back to the accuser. The accuser may resubmit, one time only, such charges to the HNHP Secretary for review by the Executive Board at its next regularly scheduled meeting without affecting the time limits of Section 2.D of this Article.

D. Charges may be deemed invalid and dismissed if the Executive Board determines that the charges address conduct protected by this Constitution and/or by law (including the LMRDA Bill of Rights). Charges may also be deemed invalid and dismissed if they fail to state a proper claim under Section 1 of this Article. Should such charges be dismissed as invalid, the accuser may, within seven (7) days following receipt of notification of dismissal by the Executive Board, appeal to the Arbitrator designated herein. If the Arbitrator determines that the charges are valid, s/he shall so advise the HNHP Secretary, the accused and the accuser, and the charges will be processed in accordance with this Article.

### **Section 4. SUSPENSION FROM OFFICE:**

A. If charges are filed against an Officer, Director or elected representative based on Section-1.B, Section 1.C or Section 1.E of this Article, the Executive Board may determine at any time during the pendency of the charges that the alleged conduct giving rise to the charges threatens the HNHP's vital interests. The Executive Board may then, by two-thirds (2/3) vote, suspend the accused's authority as Officer, Director or other elected representative until the threat is removed or the Arbitrator designated herein resolves the charges, whichever occurs sooner.

B. An Officer, Director or other elected representative suspended pursuant to this section shall be entitled, upon demand, to an expedited resolution of the charges, with a decision rendered within thirty (30) days following the Executive Board Meeting where the Officer, Director or other elected representative was suspended.

C. If the charges are filed by or against a member of the Executive Board, such member must recuse themselves from participating in the process. and appoint an alternate member of the HNHP to participate in the review of the charges as provided in Section 3 of this Article.



## **Section 5. APPOINTMENT OF THE ARTICLE XI ARBITRATOR :**

A. The Executive Board shall appoint an arbitrator to resolve all charges filed under this Article. The Arbitrator, once appointed, shall serve until s/he resigns or until the Board of Directors determines to appoint a new Article XI Arbitrator.

B. The Executive Board may also appoint one or more alternate Arbitrator(s) who shall have the authority to hear and decide particular charges when the originally appointed Arbitrator is not available.

C. The Arbitrator and any alternate Arbitrator(s) shall be a person qualified in labor law who is a neutral (such as an academic or professional labor arbitrator), who has experience as a neutral in adjudicating internal labor organization disputes.

## **Section 6. JURISDICTION AND AUTHORITY OF THE ARTICLE XI ARBITRATOR :**

A. The Arbitrator shall have the power to resolve all charges or motions referred to him/her during his/her tenure.

B. The administrative procedures for handling Article XI charges shall be included in the HNHP Policy Manual. The Arbitrator may from time to time propose changes in these administrative procedures, and such changes shall become effective and included in the Policy Manual if approved by the Executive Board. The administrative procedures to be adopted shall be in general compliance with American Arbitration Association rules where practicable but may not conflict in any respect with the provisions of this Constitution.

C. The Arbitrator may, on his/her own motion or upon motion filed by the accused, declare that charges are untimely or do not allege a violation cognizable as charges under this Article and thus are dismissed without the need for hearing.

D. The Arbitrator may, on his/her own motion, or upon motion filed by the accused, determine that charges are not sufficiently specific and that they will be dismissed unless the accuser amends them to provide sufficient specificity.

E. The accused may move for summary dismissal of the charges on the ground that the accuser does not have evidence sufficient to sustain the charges and thus there is no need for a full hearing. On receipt of such a motion, the Arbitrator shall afford the accuser an opportunity to identify evidence that would sustain the charges. If the Arbitrator concludes, following that opportunity, that the accuser does not have evidence sufficient to sustain the charges, the Arbitrator may grant summary dismissal of the charges.

F. If at any time during the pendency of the charges, the Arbitrator determines (whether on his/her own motion or the motion of the accused) that the conduct furnishing the basis for the charges is protected by this Constitution and/or by law (including the LMRDA Bill of Rights), the Arbitrator shall have the authority to dismiss the charges addressed to such protected conduct.

G. No Ex-parte communication may be had with the Arbitrator either by the accused, the accuser, or by the HNHP, or any member of the HNHP except with respect to scheduling, location and like administrative matters.

H. The decision of the Arbitrator shall be final and binding upon the accused and the accuser.

#### **Section 7. COSTS:**

A. Initial costs of the Article XI proceedings shall be borne by the HNHP in accordance with the provisions of Article V of this Constitution.

B. In the event a charge is dismissed by the Arbitrator, or in the event the Arbitrator does not sustain a charge, up to one-half (1/2) of the fees and expenses of the Arbitrator and all administrative costs to the HNHP relative to that charge may be levied against the accuser by the HNHP upon completion of charge proceedings brought under Section 1.H of this Article.

C. In the event the Arbitrator sustains a charge, costs of the proceedings shall be paid by the HNHP and may be offset by a fine levied against the accused in an amount determined by the Arbitrator, if a fine was requested by the accuser.

D. In the event that it becomes necessary to enforce an Article XI Arbitration award through judicial proceedings, attorney's fees for those judicial proceedings may be paid or reimbursed by the HNHP to the appropriate party seeking such enforcement.

#### **Section 8. INTERNAL REMEDIES:**

Members, officers and representatives shall exhaust internal remedies under this Article for a period not to exceed four months prior to taking any legal action against members, officers or representatives of the HNHP with respect to matters cognizable as charges under this Article.

### **ARTICLE XII**

#### **REMOVAL OF OFFICERS, DIRECTORS, TRUSTEES OR OTHER ELECTED REPRESENTATIVES**

##### **Section 1. REMOVAL OF OFFICERS:**

The President, Vice President, Secretary, Treasurer, Director or Trustee may be removed from office by action of the membership only if Article XI Section 1 charges upheld and Arbitrator's decision recommends removal from office.

A. A removal balloting vote shall be caused to be taken:

1. within thirty (30) days following a two-thirds (2/3) majority vote of the Executive Board, or

2. by a petition(s) carrying signatures numbering thirty percent (30%) or more of active members in good standing. The office of the Secretary must, within thirty (30) days following receipt of such petition(s), verify that the names on the petition(s) are of active members in good standing and must issue written certification to the Election Committee authorizing a special balloting of the membership to begin no later than thirty (30) days following such certification.

B. The time limit for the return of ballots (the balloting date) shall be thirty (30) days after the sending of the ballots.

C. In the event that the removal request is for the Secretary, the Treasurer shall assume the duties of the Secretary for the purposes of this Article. In the event that the removal request is for the Treasurer, the Secretary shall assume the duties of the Treasurer for the purposes of this Article. In the event the removal request is for both the Secretary and the Treasurer, the President shall appoint a person or persons to oversee the procedures pursuant to A of this Section I.

D. In any removal balloting, an affirmative two-thirds (2/3) majority vote by those active members in good standing who return valid ballots shall be required to remove an Officer Director or Trustee.

## **Section 2. REMOVAL OF OTHER ELECTED REPRESENTATIVE :**

A. A facility specific hospital or clinic Representative may be removed from office by action of the membership from his/her own facility bringing forth a petition to the Executive Board with just cause or violation of Article XI Section 1.

B. A removal petition(s) carrying signatures numbering two-thirds (2/3) or more of the active members in good standing at the facility specific hospital or clinic may be submitted to the Secretary.

C. The office of the Secretary must, within thirty (30) days following receipt of such petition, verify that the names on the petition are of active members in good standing at the facility specific hospital or clinic.

D. Upon verification of a sufficient number of valid signatures on the petition, the Executive Board shall review and render decision at the next scheduled regular Executive Board meeting in which the Representative shall be allowed to represent themselves . The Executive Board will meet in executive session to hear defense and render decision concerning removal from position.

## **Section 3. REMOVAL PETITION:**

A. The removal petition must clearly state the name of the Officer, or Director to be removed at the top of each page of the petition and reason for request to remove said representative. The words "THIS IS A PETITION TO REMOVE (Name of officer or director and position) FROM OFFICE" must be made clearly visible by the use of capital letters at the top and bottom of each page.

B. Each member signing a petition must include the date of signature, and his/her printed name, address, and telephone number.

**Section 4. RETENTION OF RECORDS:**

All removal petitions, ballots, balloting materials, notes and records shall be sealed after being verified, counted and certified as provided in this Article. This material shall remain in the possession of the office of the Secretary for at least one (1) year after the removal balloting is conducted in accordance with all appropriate time limits required by Federal law.

**Section 5. APPEAL:**

An Officer, or Director member removed pursuant to the provisions in this Article shall have no right of appeal, except as to the procedure utilized in the removal balloting.

A. An Appeal may be made to the Executive Board through the office of the Secretary.

B. The Executive Board shall investigate such appeal and the decision of the Board of Directors with respect to procedure and remedy, if any, shall be legal and binding and not subject to reversal by the Executive Board.

