

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 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 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 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 AUTHORITY:

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern HNHP in all cases in which they are applicable and in which they are not inconsistent with this Constitution and any special rules of order HNHP may adopt.

Section 7. DEFINITIONS:

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

- A. "Annual Meeting" means a meeting of the HNHP members in good standing held 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 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 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. "May" or "Could" means a discretionary or permissive act or directive.
- G. "Meeting" means an assembly of HNHP members or the Executive Board for a common purpose. A meeting may consist of one or more sessions.
- H. "Must" or "Shall" or "Will" or "Should" means a word of command which always has a compulsory meaning denoting obligation; imperative and mandatory.
- I. "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.
- J. "Privilege" means a benefit or advantage enjoyed by a person in any position or fiduciary capacity with or as a member of the HNHP.
- K. "Quorum" means the number of members who must be present in order for business to be validly transacted. Quorum for membership meetings shall be twenty-five (25) members in good standing entitled to cast a vote on a matter raised at the meeting. Quorum for Executive Board meetings is a majority of the Executive Board members in good standing (more than half of the members in good standing).
- L. "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.
- M. "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.
- N. "Subject to" means that a decision is effective when made and will be deemed approved unless and until reversed by the designated body.

- O. "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 FOR APPOINTMENT AND ELECTION:

- A. In order to be elected as an Officer, Trustee or Director with HNHP, a member must be an active member in continuous good standing for a period of twelve (12) months prior to the date of the nomination's meeting. In order to be 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 (B) of this Constitution.
- B. All HNHP officers, directors, trustees, representatives, and committee members shall:
 - 1. be required to remain active members in good standing.
 - 2. enforce this Constitution and Collective Bargaining Agreement(s) negotiated by the HNHP.
 - 3. carry out the resolutions and/or policy decisions as set forth and established by the Executive Board.
 - 4. 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 Practitioner, 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 Practitioner, 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 Practitioner, 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 Practitioner, 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 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 following rights:

1. free speech, freedom of assembly, and freedom to dissent.
2. access to all administrative and financial reports and records except as provided in Section 5.B.1 of this Article II or state or federal law.
3. due process and equal representation.
4. full equality.
5. protection from discrimination 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

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. 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; provided that a member running for an elected Officer, Trustee or Director position must have been a member in good standing for a continuous period of twelve (12) months prior to the

date of the nomination's meeting.

3. 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. Any member who seeks to be relieved of the obligation to pay dues for a period in excess of ninety (90) days, for a legitimate reason, can request an exemption from the requirement to pay dues by submitting a written request to the Executive Board. If the request is granted, the member shall not enjoy the rights and privileges of a member in good standing for any period of time after ninety (90) days. The member's rights and privileges as a member in good standing shall be restored once the member has recommenced paying dues.

C. Membership Status -- Bad Standing: A member shall automatically, and without notice, 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 from the date the dues should have been paid to the Union; 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 and may be asked to participate as advisors on a limited basis on committees as determined by the Executive Board. Retired members have no decision or voting authority, including voting in any election for Officers, Trustees and Directors of the Union.
2. Honorary Members: Those members upon whom Honorary Membership has been conferred by the Executive Board. Honorary members have no decision or voting authority, including voting in any election for Officers, Trustees and Directors of the Union.

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

1. Inactive members shall not have the right to vote on any HNHP matter, 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.

Section 7. MEMBERSHIP MEETINGS:

- A. An Annual Membership Meeting shall be convened on a date, and at a time and location, determined by the President or the Executive Board. 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.
- B. Special Membership Meetings may be called by the President or the Executive Board, or a petition signed by at least 25% of active members in good standing.
- C. Notice of Membership Meetings must be given at least ten (10) calendar days prior to the meeting date by means selected by the Executive Board (personal delivery, mail, email, etc.).
- D. If ordered by the Executive Board, Membership Meetings may be conducted electronically, by which members may participate by any means of a communication technology selected by the Executive Board that allows for simultaneous communication. Participation by such means shall constitute attendance at the meeting.

ARTICLE III.

GOVERNMENT OF THE HNHP

Section 1. THE HNHP CONSTITUTION:

This Constitution shall be the supreme law of the HNHP.

- A. Amendments to the Constitution may be recommended to the membership by:
 - 1. a vote of two-thirds (2/3) of the fixed membership of the 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. A majority of the votes cast by active members in good standing at a membership meeting shall be required for the passage of any amendment, provided that general notice of any amendment shall be provided in accordance with meeting notice requirements.

Section 2. GOVERNING BODY 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 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 should 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. EXECUTIVE BOARD:

- 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 (4) officers: President, Vice President, Secretary, Treasurer; Directors; and Three (3) Trustees; to be elected by the HNHP voting membership. HNHP's Directors shall be elected as follows:
 - a. One (1) Director from each HNHP Bargaining Unit; and
 - b. One (1) additional Director for every three hundred (300) Bargaining Unit members; and
 - 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 case of a ballot vote or when that vote would affect the result (to make or break a tie).
- C. 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. Executive Board Meetings: The Executive Board may convene for regular and/or special meetings. A Special Meeting may be called by the President or by two-thirds ($\frac{2}{3}$) of the Executive Board members 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. Executive Board members may participate in meetings by means of teleconference, videoconference, or any means of a communication technology by which all persons participating in the meeting can speak to and hear each other at the same time; participation by such means shall constitute attendance at the meeting.

E. Notice/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) calendar days notice of the agenda in writing to the total Executive Board prior to such meetings, unless the meeting is called with less than ten (10) calendar 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, except if a higher vote is required in this Constitution.

F. 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 Manuals 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 maybe 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 5. OPEN MEETINGS:

- A. A Member in good standing has the right to attend any Meeting of the Executive Board, except for meetings called or held in Executive Session, in accordance with the parliamentary authority. Notice of the Executive Board meeting, except for meetings called in Executive Session, can be provided to active members in good standing by posting the Notice of the Meeting on the Union's website and/or by emailing a Notice of the Meeting to the email address provided by the member.
- B. A Member in good standing has the right to speak before an Executive Board meeting, except meetings called in Executive Session, on any related HNHP matter at a designated time in accordance with any participation rules adopted by the Executive Board.
- C. The minutes of Membership and Executive Board meetings, with the exception of executive sessions, 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.

Section 7. EXECUTIVE OFFICERS, BOARD OF DIRECTORS, TRUSTEES:

- A. The Executive Officers are 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 the Election Committee.
 - 6. The President shall act as Chairperson for the Executive Board; ~~the~~ Negotiating Committee(s), and the 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

parliamentary procedure.

7. Except as otherwise provided in Article V, Section 2, 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.
 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 Executive 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.
 14. The President shall 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.
 15. The President may perform the duties of a Labor Relations Consultant when required.
- C. Duties of the Vice President shall include, but not be limited to, the following:
1. The Vice President shall 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 Vice President shall serve as an HNHP's Arbitration Board member if needed.
 3. 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.

4. 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.
5. The Vice President shall coordinate and chair an Arbitration & Grievance Committee to review and, when appropriate, forward grievance cases to legal counsel for arbitration review recommendations.

D. Duties of the Treasurer shall include, but not be limited to, the following:

1. The Treasurer 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, and 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 Executive Board for the initial approval; and the Treasurer and the President shall submit the initially approved annual budget to the Members at the Annual Membership Meeting for final Membership 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 by the Executive Board.
10. The Treasurer and the President shall submit with her/his signature(s) all Federal and State Reports required by law.
11. The Treasurer may perform the duties of a Labor Relations Consultant when required.

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

1. The Secretary shall 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 minutes of Executive Board and Membership 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 Executive Board shall include, but not limited to, the following:

1. Attendance at all meetings of the Executive Board.
2. Administration of the affairs of the HNHP and performance of duties as may be assigned, subject to the direction of the President and/or designated officer of the HNHP.
3. Execution and enforcement of the HNHP constitution.

G. Duties of the Trustees:

1. The Trustees shall attend all meetings of the Executive Board.

2. The Trustees 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.
3. 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), subsections (3) and Section 5(A), subsections (1) and (2), of this Constitution.
- B. Active members shall be required to pay monthly dues by employer's payroll deduction, unless otherwise required by law. If dues are not paid by payroll deduction, the dues shall be paid before the end of the month in which the dues accrue.
- C. The organization's dues year shall run concurrently with the fiscal year.
- D. Each member shall pay monthly membership dues as follows: 1) Hourly Base Rate (as shows on the Kaiser Demographic report) x 1 with minimum of \$52.30 for RNs and NPs; 2) Hourly Base Rate (as shown on the Kaiser Demographic report) x 1 with minimum of \$46.36 for RTs or other healthcare professionals.
- E. A separate assessment of \$10 per member/per month will be allocated for use as a "Strike Fund". Funds collected will be kept in a separate bank account from the general fund.
- F. 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 approved (i) by majority vote by secret ballot of the members in good standing voting at a general or special membership meeting, after reasonable notice of the intention to vote upon such question, or (ii) by majority vote of the members in good standing voting in a membership referendum conducted by secret ballot.
- G. Assessments may be levied on all active members to provide for extraordinary expenses, contingencies, and/or reserves, provided such assessments are first approved by a vote of two-thirds (2/3) of the fixed membership of the Executive Board, and subsequently ratified by a majority of the valid votes cast by those active members in good standing.

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.
- 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 from the date the dues should have been paid to the Union will cause a member to automatically 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. Unless waived, 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 at a minimum every 5 years or when the Executive Board receives a unanimous recommendation by the Trustees.
- C. An accountant or bookkeeper using board approved union accounting software 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.
- D. 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.
- E. 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 FOR OFFICERS AND/OR BOARD MEMBERS:

If any Officer (including the President), Director or Trustee of the Union, at the request of the President, takes union leave and (1) becomes an employee of HNHP, (2) performs the work of a Labor Relations Consultant, and (3) such other duties as assigned by the President, the Officer, Director or Trustee shall be paid a salary equivalent to the straight time wages the Officer, Director or Trustee would have received as an employee in his or her bargaining unit including any increases under the applicable collective bargaining agreement, based on the average hours the Officer, Director or Trustee worked in the preceding twelve (12) months up to a maximum of forty (40) hours per week; provided however that if the Officer, Director or Trustee is asked to work more hours than previously worked for his or her employer, the salary will be adjusted up accordingly to a maximum of forty (40) hours a week. In addition, the Officer, Director or Trustees shall receive sick leave and vacation equal to the sick leave or vacation they would have received as an employee in his or her bargaining unit. The salary of the Officer, Director or Trustee shall also include the amount due for life insurance or disability benefits provided by the employer. Medical benefits shall be reimbursed to the employer, if required by the employer. The Officer, Director or Trustee shall not receive any retirement benefits from HNHP, unless specifically approved by the Board of Directors and membership. It is understood that any such employment must not create a financial hardship for HNHP.

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 HNHP Representatives shall be established by the Executive Board and set forth in the HNHP Policy Manual, and shall be subject to approval by 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 post on the HNHP website Notice to all members of the date, time and place of the Nominations Membership Meeting (the “Nominations Meeting”). The Notice of Nominations may be combined with the Notice of Election. Nominations shall be held in the month of October.
- B. A written acceptance of nomination for a specific office must be returned to the HNHP Election Committee before the end of the Nominations 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 wishing to vote in the election 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 Election Committee with the appropriate list of active members in good standing for any election or referendum three (3) calendar 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 membership 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. The election may be conducted by mail ballot, or in-person, and/or by electronic means.
 - 1. If the election is conducted by mail ballot, no later than ten working (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 due date for candidates and/or issues, including run-off elections, shall be twenty-one (21) calendar days after the sending of the ballots to the membership.

2. If the election is conducted in-person and/or by electronic means, the election shall be held between 21 and 28 days after the Nominations Meeting, as determined by the EC.

- D. Slate voting is permitted for the election of Officers, Directors, and Trustees and its use shall be determined by the EC.
- E. Ballots must be cast by members and/or received by HNHP by the time and date specified in the Notice of Elections. Ballots cast or received 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 or by an independent accounting or balloting firm which has been approved by the Executive Board of Directors and the EC shall oversee all such balloting for accuracy of procedures.
- 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 or by email 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 a 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 Trustees, the candidates receiving the top three (3) 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 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 due date in accordance with all appropriate time limits required by Federal law.

Section 6. CONTESTING AN ELECTION FOR OFFICE:

- A. Only active members in good standing 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 twenty-one (21) 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 thirty-five (35) 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) days following the date of the appeal.
- 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 time period provided for in this section.

Section 7. VACANCIES IN OFFICE:

- 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, thereby creating a vacancy in the office of Vice President.
- B. In the event of a vacancy in the office of the Vice President, Treasurer, Secretary, Director, or Trustee, the Executive Board shall appoint an interim Officer, Director, or Trustee to serve the remainder of the term.
- 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 any vacancies filled 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 Executive Board, 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 Executive Board. 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 Meeting.

Section 4. OTHER APPOINTMENTS:

A. Nothing in this Article shall limit the ability of the President or Executive Board to establish other

special committees and/or positions as may be deemed necessary to administer the business of the HNHP.

B. The President may appoint members to special 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 vote of two-thirds (2/3) of the fixed membership of the 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 a majority of the valid votes cast by active members in good standing covered by the applicable Agreement. 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, 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 a majority of the votes cast by those active members in good standing covered by the applicable Collective Bargaining Agreement.
- 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 a majority of the votes cast by those members in good standing covered by the Agreement present at the membership meeting.
 - 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.

A. Any action to affiliate, merge or federate the HNHP with any other labor organization; or to issue a charter; shall be subject to prior approval by:

1. a vote of two-thirds (2/3) of the fixed membership of Executive Board, and
2. a majority of the votes cast by those active members in good standing.

Section 2.

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.

A. 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.

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

C. At the next Annual 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.

D. 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 Executive Board expressly provides otherwise.

Section 3. This Interim Constitution may be amended by the Executive Board, subject to membership approval. Upon membership approval, this section shall be deleted.

ARTICLE XI.

HEARINGS AND DISCIPLINARY PROCEDURES

Section 1. GROUNDS FOR CHARGES:

- A. Any member is subject to fine, suspension or expulsion, or suspension from or removal from office, for any of the following acts:
1. Failure to pay dues, assessments or penalties levied by the Union;
 2. 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);
 3. Willfully acting as a strike breaker during any work stoppage duly authorized by the Union or willful violation by a member of their HNHP's Collective Bargaining Agreement;
 4. Theft or embezzlement of Union monies or property;
 5. Willful violation of an express Article of this Constitution;
 6. Willfully acting in a manner that causes the HNHP to violate its legal obligations; or
 7. 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. 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 complainant and respondent 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.1-5 of this Article must be filed within sixty (60) days after the complainant becomes aware, or reasonably should have become aware, of the alleged offense.

2. Charges based on Section 1.A.7 of this Article must be filed within sixty (60) days following the Arbitrator's decision which gives rise to such charge(s).

3. Charges based on Section 1.A.6 of this Article may not be filed unless and until it has been determined, in a separate legal proceeding (such as a lawsuit or by an Arbitrator), 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.A.6 above must be filed within sixty (60) days after the complainant becomes aware, or reasonably should have become aware, of the completion or settlement of the legal proceeding.

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

Section 3. REVIEW OF CHARGES:

A. 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.

B. 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.

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

D. Charges deemed non-specific by the Executive Board shall be referred back to the complainant. The complainant 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.

E. 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 complainant 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, complainant, and respondent, 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 Trustee based on Section 1.A.2, 1.A.3, or 1.A.5 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 a two-thirds (2/3) vote of the total fixed Executive Board, 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 Trustee 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 Trustee 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 the Executive Board, by majority vote, will 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 Executive Board appoints a new Article XI Arbitrator. The Executive Board should select from one of the following: Thomas Cestare or Louis Chang. If either or both Arbitrators cease to serve as arbitrators or are unwilling to serve, the Executive Board will ask the Union's legal counsel to provide the name of replacement(s).
- 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 party 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 respondent, 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 respondent, determine that charges are not sufficiently specific and that they will be dismissed unless the complainant amends them to provide sufficient specificity.
- F. The respondent may move for summary dismissal of the charges on the ground that the complainant 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 complainant an opportunity to identify evidence that would sustain the charges. If the Arbitrator concludes, following that opportunity, that the complainant 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 respondent) 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 respondent, the complainant, the Executive Board, 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 respondent and complainant.

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 complainant by the HNHP upon completion of charge proceedings brought under Section 1.A.7 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 respondent in an amount determined by the Arbitrator, if a fine was requested by the complainant.
- 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 (4) 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, OR TRUSTEES OR OTHER ELECTED REPRESENTATIVES

Section 1. REMOVAL OF OFFICERS:

- A. 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 are upheld and the Arbitrator's decision recommends removal from office. A removal ballot vote shall be caused to be taken:
1. within thirty (30) days following a vote of two-thirds (2/3) of the fixed membership 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 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 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 Section 1.A of this Article.
- D. In any removal balloting, a vote of two-thirds (2/3) of the valid votes cast by those active members in good standing 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 a decision at the next scheduled regular Executive Board meeting at which the individual shall be allowed to represent themselves . The Executive Board will meet in executive session to hear the defense and render a decision concerning removal from the position.

Section 3. REMOVAL PETITION:

- A. The removal petition must clearly state the name of the Officer, Director, or Trustee 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 individual and their 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, 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:

- A. An Officer, Director, Trustee, or any other elected representative removed pursuant to the provisions in this Article shall have no right of appeal, except as to the procedure utilized in the removal balloting.
- B. An Appeal may be made to the Executive Board through the office of the Secretary.
- C. The Executive Board shall investigate such appeal and the decision of the Executive Board with respect to procedure and remedy, if any, shall be legal and binding and not subject to reversal by the Executive Board: