

# SEIU 775

## Constitution and Bylaws

**As adopted and ratified by the Founding Convention of SEIU 775, held on January 11, 2004, and approved by SEIU on February 27, 2004, and as amended**

- at the February 27, 2005, Convention;
- at the January 15, 2006, Convention;
- by a vote of the membership on November 16, 2006;
- at the February 19, 2007, Convention;
- by a vote of the membership on January 30, 2008;
- at the September 15, 2008, Convention;
- at the September 11, 2010, Convention;
- at the September 11, 2011, Convention;
- at the September 8, 2012, Convention;
- at the September 7, 2013, Convention;
- at the September 6, 2014, Convention;
- at the September 16, 2016, Convention; and
- by a vote of the membership on May 8, 2018, and approved by SEIU on May 31, 2018.

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## APPENDIX A: SEIU CODE OF ETHICS AND CONFLICT OF INTEREST POLICY

# CONSTITUTION AND BYLAWS OF SEIU 775

## **Article 1 – Name, Charter, Jurisdiction, Mission, Vision and Goals**

**1.1 Name.** This Union shall be known as SEIU 775 (“the Union,”), unless a change in name is directed by the International Union.

**1.2 Charter and Jurisdiction.** In order to form a democratic organization in which to unite workers and build a stronger and more united voice to meet the challenges that affect us, our patients, residents, clients, consumers, communities, and our profession, a Union has been established by order of the International Executive Board and chartered in accordance with Article XIV of the Constitution of the Service Employees International Union, on December 13, 2002. This Union shall have jurisdiction to organize workers in any jurisdiction as granted and approved by the International Union in accordance with the International Constitution and Bylaws.

**1.3 Mission.** Our mission is to unite the strength of all working people and their families, to improve their lives and lead the way to a more just and humane world.

**1.4 Vision.** We are motivated by our vision of a future:

- Where caregivers and all workers live free from poverty.
- Where healthcare is a right, not a privilege. Where those who depend on long-term care services are valued as human beings and assured of quality affordable care.
- Where all workers and their families live and work in dignity, are respected and have the opportunity to develop their talents and skills.
- Where the strength of our members leads the way in uniting all working people and making the American Dream a reality for everyone.

**1.5 Goals.** Our goals are to:

- Lift caregivers out of poverty.
- Build worker organizations that are powerful, sustainable, and scalable.
- Transform health and long-term care to ensure quality and access for all.
- Increase prosperity and reduce inequality for working people.

**1.6 Strategies to Achieve Our Goals.** We will achieve these goals with the following strategies -

1. Build worker leadership and activism.
2. Help workers form unions and other powerful organizations.

3. Hold politicians accountable.
4. Bargain strong contracts and provide quality services and benefits.
5. Advance pro-worker policy through influencing government, industry, and public opinion.
6. Build strategic partnerships.
7. Govern the Union democratically and use our resources responsibly.
8. Adapt. Innovate. Create.

## **Article 2 – Membership**

**2.1 Regular Membership.** A regular member is any individual employed in a bargaining unit for which the Union is the recognized bargaining agent for matters relating to wages, hours and other terms and conditions of employment, any healthcare worker covered by a service agreement between SEIU 775 and another SEIU Union, or any union officer or employee of SEIU 775 who is not represented for the purposes of collective bargaining by another Union.

By action of the Executive Board of SEIU 775, the following individuals may be admitted to regular membership: persons employed by the Union's benefit funds and other Union-sponsored organizations, any worker who is actively engaged in an organizing campaign seeking recognition for SEIU 775 as the exclusive bargaining representative, and officers or employees of SEIU International.

**2.2 Associate Membership.** Associate Membership is open to other persons who support the mission, vision and values of SEIU 775. Associate members shall enjoy all rights and bear all responsibilities outlined in this Constitution and Bylaws, except that they may not run for or hold elected union office, vote in union elections or vote on referenda of any kind, or file charges before a trial body, and may be suspended or expelled from membership by vote of the Executive Board without appeal. Associate members may attend and, when recognized by the Chair, participate in Union meetings as observers. The Executive Board may deny associate membership requests.

**2.3 Other categories of membership.** The Executive Board may designate other categories of membership so long as they are in accordance with the International Constitution.

**2.4 Membership in Good Standing.** In order to exercise the rights and privileges of union membership, members of the Union shall maintain their membership in good standing by remittance payment of full monthly dues, assessments and/or any other payments owed (either directly, through the employer, or through an agent of the employer, of the member, or of the Union) prior to the last business day of each month following the month for which the dues are being paid (e.g., prior to the last business day of July for June dues). If the employer or agent cannot calculate and/or transmit the amount of dues owed by the end of the month following the month for which the dues are being paid, the member will not lose good standing if the dues are remitted prior to the last business day of the first month in which they can be calculated and/or transmitted

(e.g., if the amount of dues owed for June cannot be calculated in July, but can be calculated in August, the member will not lose good standing if the June dues are remitted prior to the last business day in August).

Members who are temporarily out of work due to lay-off by their employer may retain their membership in good standing by remittance payment of at least the minimum dues set by the International Union Constitution and Bylaws by the last business day of each month. Members who are out of work for longer than six full months shall no longer be eligible for Regular Membership under Article 2.1 of this Constitution and Bylaws, but, beginning the seventh calendar month from their lay-off, shall remain eligible for Associate Membership under the terms and conditions of Article 2.2, above, provided that they continue to pay the monthly dues required by Article 3.3 of this Constitution and Bylaws.

All members of the Union are under a positive duty to see that their dues, assessments and/or any other payments owed are remitted on or before the last day of the month in which the same are due at the main or designated office of the Union. A member's signed authorization allowing an employer or an agent to calculate and remit dues, constitutes compliance with this requirement.

The failure of a steward, representative, or any officer of the Union to appear or to collect the dues, assessments and/or any other payments owed shall not in any manner excuse the member from his or her obligations to pay his or her obligation on or before the due date at the main or designated office of the Union.

A member who is not in good standing at the time the Union determines eligibility to vote or be elected to office in a union election shall not be unreasonably denied the right to vote if, through no fault of the worker, he or she has lost good standing because his or her employer or the agent designated by the Union or the member to do so has failed to deduct and transmit dues to the Union.

**2.5 Suspension from and Readmission to membership.** Any member failing to pay dues, assessments and/or any other payments owed to the Union on or before the last business day of the month in which the same are due, shall stand automatically suspended from membership in this Union, and from all rights and privileges of such membership.

Any suspended member may be readmitted to membership upon payment of back and current obligations, but in no event shall such readmission restore any privileges or benefits.

Any member who fails to pay dues, assessments and/or any other payments owed because he or she is not working and is suspended for such non-payment shall be readmitted without payment, but in no event shall such readmission restore any privileges or benefits.

A suspended member who is readmitted to membership shall, from the date of such readmission be considered the same as a new member.

**2.6 Nondiscrimination.** There shall be no discrimination against any member, or any applicant for membership by reason of race, creed, color, religion, sex, gender expression, sexual orientation, national origin, citizenship status, marital status, ancestry, age, or disability.

**2.7 Membership duties and obligations.** Every member, by virtue of his or her membership in this Union is obligated to adhere to and follow the terms of the International Constitution, this Constitution, and the working rules promulgated in accordance with this Constitution, with respect to his or her rights, duties, privileges and immunities conferred by them and by statute. Each member shall faithfully carry out such duties and obligations and shall not interfere with the rights of fellow members.

**2.8 Authorization to act as exclusive bargaining representative.** Every member, by virtue of his or her membership in this Union, authorizes this Union to act as his or her exclusive bargaining representative with full and exclusive power to execute agreements with his or her employer governing terms and conditions of employment, to determine the method for ratification or rejection of collective bargaining agreements, to determine the method for authorization of a strike or job action and to act for him or her and have final authority in presenting, processing, and adjusting any grievance, difficulty, or dispute arising under any collective bargaining agreement or out of his or her employment with such employer, in such manner as this Union or its officers deem to be in the best interests of this Union. This Union and its officers, representatives, and agents may decline to process any such grievance, complaint, difficulty, or dispute, if in their discretion and judgment such grievance, complaint, or dispute lacks merit.

**2.9 Authorization to select and direct agent for collection of dues.** Every member whose employment is not governed by the National Labor Relations Act, by virtue of his or her membership in this Union, authorizes the Union to enter an agreement with an entity to act as the agent of the member for purposes of making voluntary dues deductions in the event that the employer ceases making dues deductions and to pay the entity for its role as the members' agent. Every such member authorizes the entity designated by the Union to serve as his or her agent for purposes of deducting and remitting membership dues. Every such member further authorizes the entity designated by the Union to serve as his or her agent for purposes of deducting and remitting SEIU COPE and other voluntary deductions to SEIU 775 pursuant to the authorizations contained in the member's membership card.

The Union will notify the entity of members' decisions to designate it as the agent of the member for purposes of dues deductions. At all times, each member retains the right to terminate his or her agency relationship with the entity designated by the Union by providing the Union with thirty (30) days' advance written notice of his or her desire to terminate the agency relationship. If the member terminates the agency relationship, the Union will notify the entity of the member's decision to terminate. For the period the entity designated by the Union serves as his or her agent, the member will work directly through SEIU 775 to direct the agent and authorizes the agent to work directly through SEIU 775 to facilitate any and all aspects of the agent's relationship with the member, which shall include but not be limited to having SEIU 775 represent the member and his or her interests during any dispute resolution concerning any claim that may arise between the member and the agent, including full settlement of any such claim. The agent designated by the

Union shall not serve as the agent of members for any purpose other than deducting membership dues and other voluntary deductions, and remitting those dues and deductions to the Union.

In the event that the Union designates an entity to act as the agent for purposes of deducting dues, every member whose employment is not governed by the National Labor Relations Act, by virtue of his or her membership in this Union, acknowledges that the entity designated may also serve as the employer's agent for purposes of performing payroll, tax withholdings, and other functions, but does not serve as the agent of the employer for purposes of making or sending membership dues deductions to the Union.

**2.10 Dual Unionism.** No member shall engage in dual unionism or espouse dual unionism or disaffiliation, or shall slander or libel this Union, its members, or its officers, and shall not be a party to any activity to discourage membership in or the payment of dues to the Union or secure the disestablishment of this Union as the collective bargaining agent for any employee.

**2.11 Bill of Union Member Rights and Responsibilities in the Union.**

- The right to have opinions heard and respected, to be informed of Union activity, to be educated in union values and union skills.
- The right to choose the leaders of the Union in a fair and democratic manner.
- The right to a full accounting of Union dues and the proper stewardship over Union resources.
- The right to participate in the Union's bargaining efforts and to reject or to approve collective bargaining agreements.
- The right to have members' concerns resolved in a fair and expeditious manner.
- The responsibility to help build a strong and more effective labor movement, to support the organizing of unorganized workers, to help build a political voice for working people, and to stand up for one's co-workers and all workers.
- The responsibility to be informed about the internal governance of the Union and to participate in the conduct of the Union's affairs.
- The responsibility to contribute to the support of the Union.
- The responsibility to treat all workers and members fairly.
- The responsibility to offer constructive criticism of the Union.

**2.12 Fines, Penalties, and Expulsion.** No regular member of this Union shall be fined, penalized, or permanently expelled from membership except as a result of charges and penalties determined pursuant to Article 12 of this Constitution and Bylaws.

**Article 3 – Dues and Revenues**

**3.1 Revenues.** The revenues of this Union shall be derived from monthly dues, fees, fines and assessments, agency shop or service or fair share fees, associate member dues, and such other sources as may be approved by the Executive Board.

**3.2 Dues Increases.** Any increase in the rate of dues or the levying of any general or special assessment, which have not been mandated by a Convention of the International Union or by the Constitution and Bylaws of the International Union, shall be enacted by a vote of the membership according to applicable laws and according to any requirements of the International Union.

**3.3 Dues Rates.\*** Except as specified herein, the monthly dues rate shall be 3.0% of the member's gross pay. The minimum dues rate for regular members who work forty (40) hours or more in any given month, associate members, and members who are out of work due to lay-off shall be \$24, or the minimum set by the International Union Constitution and Bylaws, whichever is greater. Minimum dues shall increase if mandated by the International Union Constitution and Bylaws.

**3.4 Dues Rates – Exceptions.** The following shall be exceptions to the dues rates specified in 3.3, above:

1. Members covered by a servicing agreement between the Union and another union and who pay dues to that union shall have satisfied their dues obligation to this Union.
2. For members of bargaining units transferring representation from another union to SEIU 775 after January 1, 2006, dues shall be the rate then current for the union from which the bargaining unit transferred at the time the transfer took place. The full SEIU 775 dues rate shall not go into effect for each transferring bargaining unit until members of that bargaining unit have voted the current SEIU 775 dues rate in accordance with this Constitution and Bylaws and applicable provisions of law and the International Union Constitution and Bylaws.
3. For good cause, the Executive Board is authorized and empowered to establish lower dues rates, assessments and/or other payments for employees in a bargaining unit until such a time as it deems advisable.

**3.5 Per Capita Tax.** This Union shall pay per capita tax to the International Union for any person from whom the Union receives revenue, whether called dues or otherwise. This Union shall likewise pay any other obligations due to the International Union, and it shall have no right to pay any bills before it pays its full obligations to the International Union each month, unless a waiver of such obligations is obtained from the International Union. This Union shall affiliate with such SEIU State Councils, and other SEIU intermediate bodies as the International Union may direct.

**3.6 Financial Records.** All records of this Union pertaining to income, disbursements and financial transactions of any kind whatsoever must be kept for a period of at least six (6) years, or longer if required by applicable law.

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\*[2018 Editor's Note] Per Section 3.2 of the SEIU 775 Constitution and Bylaws, by a 2012 vote of the membership, the standard monthly dues rate for Washington Home and Community Based Care Workers was set at 3.2%. The Constitutional Dues Rate remains at 3% for all others unless reduced by the SEIU 775 Executive Board for good cause under Section 3.4.3. Per Article XV, section 6(a), of the SEIU Constitution and Bylaws, effective January 1, 2018, the minimum monthly dues rate is \$33.00 and, until 2020, will increase annually each year by one dollar.



**3.7 Trading upon name of union prohibited without permission of International Union.** Neither this Union nor any subdivision thereof, nor members or groups of members, including councils, conferences, leagues, clubs or any association composed of members of this Union, or subdivision thereof, shall in any manner, directly or indirectly, use, exploit or trade upon the name of the International Union, or affiliated body, or this Union, or any similar name or designation, nor in the name of the International Union, or affiliated body, nor in the name of this Union, levy or collect any taxes, dues, or other moneys, nor in the name of the International Union, or affiliated body, nor in the name of this Union, conduct any affair or any other activity, for the purpose of raising funds, including programs or soliciting advertising in any publication, either directly or indirectly, without first obtaining written permission from the President of the International Union.

All of the aforesaid matters covered by this section, including without limitation, funds, solicitations, gifts and donations, collected in the name of the International Union, shall at all times be subject to audit by the International Union, and all books, records, and documents pertaining to matters covered by this section shall be available for inspection, copying and audit by the International Union.

#### **Article 4 – Union Officers**

**4.1 Officers.** The officers of the Union shall consist of one (1) President, one (1) Secretary-Treasurer, two (2) Vice Presidents, and thirty-three (33) Executive Board Members At-Large. The President, Secretary-Treasurer, Vice Presidents, and Executive Board Members At-Large shall constitute the Executive Board, which shall have thirty-seven (37) members.

**4.2 Terms of Office.** For officers elected by regular election under the provisions of Article 6 of this Constitution and Bylaws, their term of office shall begin thirty (30) calendar days from the date of their election and they shall hold office, effective for the term of office beginning in October 2015, for three (3) years or until their successors are duly elected and sworn in. For officers appointed by the President and confirmed by the Executive Board to fill mid-term vacancies, their term of office shall begin immediately and they shall hold office for the remainder of the term of office for which they were appointed and confirmed as successor, or until their successors are duly elected and sworn in. No person shall hold the same single office of President, Secretary-Treasurer, or Vice President for more than fifteen (15) years, beginning with his or her first complete term of office. Effective for the term of office beginning in October 2015, no person shall hold the office of Executive Board Member At-Large for more than fifteen (15) years.

**4.3 Eligibility to Serve.** Only regular members in good standing are eligible to be nominated for office, elected to office, or hold office in this Union. If at any time during the term of office, an officer ceases to be a regular member in good standing, the office they hold shall be declared vacant.

**4.4 Successorship.** In the event that the office of the President becomes vacant during the President's term of office, the Secretary-Treasurer shall automatically succeed to and assume the office of President. The Secretary-Treasurer shall serve in this capacity for a period of not longer than thirty (30) days during which time the Executive Board shall be convened for the purpose of filling the vacancy for the unexpired term by majority vote. The new President shall assume office

immediately and shall hold office for the remainder of the original term of office. In the event of a vacancy in the office of the Secretary-Treasurer, it shall be the duty of the President, in addition to his or her other duties, to assume the duties of the Secretary-Treasurer. The President shall serve in this capacity for a period of not longer than sixty (60) days during which time the Executive Board shall be convened for the purpose of filling the vacancy for the unexpired term by majority vote. In the event that the position of any other officer becomes vacant during the term of office, the President shall appoint a replacement for the remainder of the term of office, subject to confirmation by the Executive Board.

**4.5 President.** The President is the Chief Executive Officer of this Union, and is, for that reason, invested with broad powers to conduct all of the affairs of the Union. The President shall have the following duties, powers, rights, privileges, and limitations thereupon:

1. To serve as the chief executive officer of this organization and to supervise, conduct and control all of the business and affairs of this organization and its officers and employees, departments, functions and programs, and to delegate duties as needed.
2. To serve as a voting member of the Executive Board, and to discharge each of the duties and responsibilities of that body. Failure to attend a regular meeting of the Executive Board without notifying the Secretary-Treasurer as to the reason(s) before the meeting and obtaining approval for the absence by vote of the Executive Board constitutes an unexcused absence. Resignation is considered automatically tendered at the third unexcused absence during the term of office.
3. To serve as the representative of SEIU 775 in any and all dealings and business affairs, including but not limited to collective bargaining negotiations, and dealings with employers, other unions, the federal, state and governments, vendors, contractors, consultants, employees, public and private agencies and all others.
4. To have sole authority to employ, hire, direct, supervise, discipline and discharge such staff, counsel, accountants, consultants, vendors and contractors as he or she deems necessary or advisable to be employed by the Union for the purposes of carrying out the vision, mission, strategies and programs of the Union and to fix their compensation.
5. To assign additional duties to the Secretary-Treasurer, Vice Presidents, and Executive Board Members At-Large as he or she may deem necessary.
6. To negotiate, enter into, and sign all agreements, including collective bargaining agreements.
7. To decide, determine and take charge of all labor, industrial relations and employment relations matters relating to collective bargaining agreements, labor and employment law, and the enforcement thereof, including but not limited to the administration of grievances, mediations, arbitrations, and litigation.
8. To decide, determine, and take charge of all legislative, public policy and political positions and actions of the Union, without limitation, and to establish, maintain, direct, and administer all political funds, political action committees, and other political or legislative accounts.
9. To decide, determine, authorize and make all expenditures and disbursements, and to sign all checks on behalf of the Union; to authorize and direct the administration of all revenue, deposits and income of this Union; to propose an annual budget plan to the Executive Board for adoption, rejection, amendment or modification; to administer the annual budget

adopted by the Executive Board and any funds or accounts created thereby; to obtain loans, make loans, and enter into loan agreements consistent with the annual budget adopted by the Executive Board.

10. To call meetings of the members of the Union, including the annual Convention, Executive Board, other committees, chapters, caucuses, or divisions, and to preside over all such meetings, and to vote on all questions.
11. To enlist members in the work of building the Union, including appointing members to and removing members from committees, chapters, caucuses, or divisions created by the Executive Board.
12. To determine the method for appointing and removing Advocates.
13. To serve by virtue of the office as the first delegate to all conventions and meetings to which the Union is entitled to delegate representation.
14. To determine participation in insurance and other benefit plans, and to appoint and remove all trustees to any training, welfare, pension or other funds negotiated by the Union.
15. To determine affiliation with other labor bodies external to SEIU and to appoint and remove delegates to which such affiliation may entitle the Union.
16. To interpret and enforce the International Union Constitution and Bylaws and this Constitution and Bylaws.
17. To determine voting procedures and membership eligible to vote to changes in dues rates, adopt bargaining demands, to authorize strikes, and to ratify or reject collective bargaining agreements.
18. To determine methods, timeline and voting procedures by which elections will be held for delegates to the SEIU convention additional to those delegates directly named or determined by this Constitution and Bylaws, and to determine methods, timeline and voting procedures for the election of delegates to other organizations, intermediary bodies, councils and conventions not otherwise determined by this Constitution and Bylaws or appointed by the President under this Constitution and Bylaws.
19. To fill vacancies in any other Union office by appointment should such offices fall vacant between regular elections of officers as provided in the Constitution and Bylaws, subject to confirmation or rejection by the Executive Board.
20. To formulate plans and programs for this Union.
21. To appoint an Ethics Liaison.
22. To appoint an Elections Chair and an Elections Committee.
23. To take all other action not inconsistent with this Constitution and Bylaws that he or she deems reasonable, necessary, appropriate, or convenient in order to achieve the goals and objectives of this Union. This includes the establishment or revocation of rules, regulations, policies, and procedures, subject to approval, modification or rejection by the Executive Department.
24. The President shall be a full-time officer and shall be paid a salary and receive employment benefits set by the Executive Board at least annually.
25. The President shall be reimbursed for out-of-pocket expenses incurred on behalf of the Union, according to policies set by the Executive Board.

**4.6 Secretary-Treasurer.** The Secretary-Treasurer shall have the following duties, powers, rights, privileges, and limitations thereupon:

1. To serve as the second principal officer of the Union, with responsibilities for maintaining the books and records of the Union.
2. To perform such other duties as assigned by the President.
3. To serve as a voting member of the Executive Board, and to discharge each of the duties and responsibilities of that body. Failure to attend a regular meeting of the Executive Board without notifying the President as to the reason(s) before the meeting and obtaining approval for the absence by vote of the Executive Board constitutes an unexcused absence. Resignation is considered automatically tendered at the third unexcused absence during the term of office.
4. To notify the International Union of the names and addresses (with zip code) of all officers elected to office within fifteen (15) days after the election.
5. To send to the International Union an accurate record of all dues payments and other revenue when required.
6. To send to the Secretary-Treasurer of the International Union and to any state council with which the Union is affiliated the correct names and addresses of all members, and of all other persons from whom revenue is derived. The proper zip code shall be included for each address. When available, e-mail addresses, social security numbers, and telephone numbers shall be included.
7. To promptly forward to the International Secretary-Treasurer copies of all annual audit reports and copies of all financial reports setting forth a statement of assets and liabilities and a statement of receipts and disbursements which are required by law. And to forward to the International Secretary-Treasurer, by April 1 of each year, information and supporting documentation showing the average gross wage rate of its membership for the previous calendar year.
8. To be authorized to counter-sign checks and other binding legal instruments on behalf of the Union.
9. To preside at meetings and otherwise perform the duties of the President in the President's absence or incapacity.
10. To serve by virtue of office as the second delegate to SEIU conventions and meetings to which the Union is entitled to delegate representation.
11. The Secretary-Treasurer shall not be disqualified from also serving as an appointed Union employee, subject to the exercise of the President's sole and exclusive discretionary powers and authority outlined in Article 4.5.4 of this Constitution and Bylaws.
12. The Secretary-Treasurer shall be reimbursed for approved out-of-pocket expenses incurred on behalf of the Union, according to policies set by the Executive Board.

**4.7 Vice Presidents.** The Vice Presidents shall have the following duties, powers, rights, privileges, and limitations thereupon:

1. To serve as the third and fourth principal officers of the Union, with responsibilities to assist the President in the performance of his or her duties.
2. To perform such other duties as assigned by the President.
3. To serve as voting members of the Executive Board, and to discharge each of the duties and responsibilities of those bodies. Failure to attend a regular meeting of the Executive Board without notifying the President as to the reason(s) before the meeting and obtaining approval for the absence by vote of the Executive Board constitutes an unexcused absence.

Resignation is considered automatically tendered at the third unexcused absence during the term of office.

4. To be authorized to counter-sign checks and other binding legal instruments on behalf of the Union.
5. To serve by virtue of office as the third and fourth delegates to SEIU conventions and meetings to which the Union is entitled to delegate representation.
6. The Vice Presidents shall not be disqualified from also serving as an appointed union employee, subject to the exercise of the President's sole and exclusive discretionary powers outlined in Article 4.5.4 of this Constitution and Bylaws.
7. The Vice Presidents shall be reimbursed for approved out-of-pocket expenses incurred on behalf of the Union, according to policies set by the Executive Board.

**4.8 Executive Board Members At-Large.** The Executive Board Members At-Large shall have the following duties, powers, rights, privileges, and limitations thereupon:

1. To perform such duties as assigned by the President.
2. To serve as voting members of the Executive Board, and to discharge each of the duties and responsibilities of that body. Failure to attend a regular meeting of the Executive Board without notifying the President as to the reason(s) before the meeting and obtaining approval for the absence by vote of the Executive Board constitutes an unexcused absence. Resignation from the Executive Board is considered automatically tendered at the third unexcused absence during the term of office.
3. In order to guarantee the rank-and-file voice of the Executive Board, and in order to avoid potential, actual or perceived conflicts of interest, Executive Board Members At-Large are prohibited from serving as regular full time or part time appointed Union employees during their term of office, except that any Executive Board member may work for the Union for no more than two-hundred and seventy days as a temporary or "lost-time" employee during his or her term of office, providing that the voting rights of the Member At-Large on the Executive Board are suspended during the period of his or her temporary or "lost-time" employment. The Executive Board may extend this period of time by a vote of two-thirds. If any Executive Board Member At-Large seeks or accepts employment as a full time or part time regular appointed Union employee during their term of office, he or she will be deemed to have resigned his or her position as Executive Board Member At-Large whether or not that Executive Board Member At-Large is hired by the Union.
4. Executive Board Members At-Large, by virtue of their office, shall serve as the fifth through thirty-seventh delegates to SEIU conventions and meetings to which the Union is entitled to delegate representation.
5. The Executive Board Members At-Large shall be reimbursed for approved out-of-pocket expenses incurred on behalf of the Union, according to policies set by the Executive Board.

## **Article 5 – Executive Board**

**5.1 Composition.** The Executive Board shall be composed of thirty-seven (37) members, which shall include the President, the Secretary-Treasurer, the Vice Presidents, and thirty-three (33) Executive Board Members At-Large.

**5.2 Meetings.** The Executive Board shall hold regular meetings at least once every three months without other notice than this by-law at such regular times and places as shall be designated by the President. The Executive Board shall hold other meetings at such time and place as shall be determined by the President. All necessary expenses for such meetings shall be paid by the Union. Minutes of Executive Board meetings shall be recorded and presented in writing at the next regular Executive Board meeting. The Executive Board may meet in executive session to discuss and decide questions or matters relating to budgetary matters, personnel action or policies, matters relating to real estate and other investments, matters relating to litigation or for other good cause as may be determined by a majority vote of the Executive Board. All meetings of the Executive Board shall be conducted in accordance with Robert's Rules of Order, subject to modifications by the Executive Board.

**5.3 Action by other means.** At the call of the President, the Executive Board may act by letter, telephone, facsimile, electronic mail, videoconference, or other appropriate means of communication. Such action so taken on vote of the majority of the Executive Board shall constitute official action of the Executive Board. A record shall be kept of any such action taken, which shall be presented in writing at the next regular Executive Board meeting.

**5.4 Quorum and Agenda.** A majority of the seated members of the Executive Board shall constitute a quorum for the transaction of its business. The President shall cause an agenda to be prepared for each meeting of the Executive Board. The Executive Board may add to, subtract from, or restructure that agenda by a majority vote.

**5.5 Authority.** The Executive Board shall have each of the following duties, powers, rights, privileges, and limitations thereupon:

1. To adopt an annual budget and to create such funds and accounts as may be necessary for the administration and operation of such budgets, subject to the reasonable discretionary administration and adjustments that the President may make in order to carry out the intent of the Executive Board in adopting and creating such budgets, accounts and funds.
2. To invest and reinvest the funds of the Union in such property, real or personal, tangible or intangible, as it shall consider prudent, necessary, and desirable in the interest of the Union and its members; to lease, purchase or otherwise acquire in lawful manner any real estate, or the rights and privileges thereto; to sell, lease, rent, or dispose of real or personal property, rights or privileges belonging to the Union; to create and issue deeds, mortgages, trust agreements, contracts & negotiable instruments secured by mortgage or other instrument. These provisions shall not be interpreted so as to limit the rights and privileges of the President or of his or her designees to purchase, lease, mortgage, sell or rent or to otherwise acquire or dispose of miscellaneous property or items necessary, in the President's sole and exclusive judgment, to carry out the day-to-day activities of the Union, such as office equipment and machinery, supplies, computers, phone equipment, and other miscellaneous property necessary for the day-to-day functioning of the Union.
3. To create health, welfare, benefit, pension, and other trusts, the primary purpose of which is to provide benefits for the members or their beneficiaries, and to terminate and effectuate the same.

4. To commission an audit and examination of the books and financial records of the Union by an independent Certified Public Accountant at least annually, which shall take inventory of and verify the securities, investments, bank accounts, real and intangible property, and cash funds then on hand; to see that the funds of this Union are deposited in one or more reliable banks; to recommend such measures as will simplify the duties of the Secretary-Treasurer; and to take other actions not inconsistent with this Constitution and Bylaws, the International Union Constitution and Bylaws, or the law as are necessary to safeguard the funds, property and assets of this Union.
5. To review and approve as to form, legality, and constitutionality all referenda, Constitutional Amendments, and other matters to be voted on by the general membership; to decide and publish at its discretion endorsement of or opposition to such matters; and to express and issue opinions regarding such matters.
6. To propose amendments to this Constitution and Bylaws and to determine whether such proposed amendments shall be voted upon at a Convention of the Union or by mail ballot election.
7. To establish standing committees, ad-hoc committees, chapters, caucuses, divisions and other subdivisions of this Union.
8. To vote to confirm or reject the President's appointments to fill vacancies among the officers.
9. To receive and act upon reports of the officers.
10. To approve or reject strike authorization.
11. To serve as the trial body specified under Article 12 of this Constitution and Bylaws and under Article XVII of the International Union Constitution and Bylaws (or any successor article).
12. To initiate, defend, compromise, settle, arbitrate, release or pay the expenses and costs of any legal proceedings or actions of any nature in its judgment necessary or desirable to protect, preserve, defend or advance the interests of the Union and/or its members. This provision shall not be interpreted so as to limit the rights and responsibilities of the President with regard to the negotiation or enforcement of collective bargaining agreements.
13. To set the compensation of the President on at least an annual basis.
14. To take all other action not inconsistent with this Constitution and Bylaws that it deems reasonable, necessary, appropriate, or convenient in order to achieve the goals and objectives of this Union, including the establishment or revocation of rules, regulations, policies, and procedures, and to approve, modify or reject rules, regulations, policies and procedures enacted by the President.
15. To delegate any of its above powers and duties to the President or his or her designee if and when it deems such delegation reasonable, necessary, appropriate, or convenient in order to achieve the goals and objectives of this union.

## **Article 6 - Union Officer Elections**

**6.1 Time of Elections.** Elections shall be held every three years on a date set by the President during the first week of September. No later than January 15 of each election year, the President shall determine the specific date of the election for that year.

**6.2 Elections Committee.** The President shall, exercising his or her sole and complete discretion not subject to ratification or confirmation by the Executive Board, appoint an Elections Chair, who shall be a member-in-good-standing and who is not, nor shall be eligible in the term of office following his or her appointment by the President, a candidate for elected office. Except in the event of resignation or incapacity, the Elections Chair shall not be removed or replaced less than ninety (90) days prior to any election for Union Office. No later than ninety (90) days prior to any election for Union Office, the President shall, exercising his or her sole and complete discretion not subject to ratification or confirmation by the Executive Board, appoint an Elections Committee, which shall consist of members-in-good-standing who are not, nor shall be eligible in the term of office following their appointment by the President, candidates for elected office. The Elections Committee shall take charge of all matters concerning the conduct of the election, and shall enjoy reasonable discretionary authority therein including nominations, determination of eligibility, and all other matters addressed in Article 6 of this Constitution and Bylaws, subject to the requirements of the International Union's Constitution and Bylaws and applicable laws. The Election Committee shall meet as necessary to conduct its business and shall have final say and determination over all matters concerning the conduct of nominations and the election, subject to such appeals as are outlined in this Constitution and Bylaws.

**6.3 Notice of nominations process.** The Elections Committee shall send to all members in good standing a notice of upcoming elections and nominations process no later than eighty (80) days before the Election, including the number of signatures for nomination under the provisions of Article 6.5.

**6.4 Petitions.** The Elections Committee shall publish a standard petition for use by all candidates for office and shall make it available to candidates no later than seventy-five (75) days before the Election. Each petition shall contain space for nominating candidates to each of the thirty-seven offices in the Union. A list of candidates or prospective candidates who have requested nominating petitions shall be made available to members in good standing by the Election Committee upon request.

**6.5 Nominations.** Nominations shall be by a standard written nominating petition published by the Elections Committee that designates the name of the nominee and the office and carries the signature of the nominee indicating his or her willingness to be nominated. Nominating petitions must be submitted to the Elections Committee no later than forty-five (45) days before the Election. Only the signatures of members who are in good standing at the time the Elections Committee verifies signatures shall be considered valid. Signatures need not be secured personally by the nominee. Members may be nominated for only one office and any member who seeks nomination to more than one office shall be deemed ineligible to appear on the ballot for any office. The number of valid signatures required to nominate a candidate for office shall be twenty-five (25). The Elections Committee shall establish procedures for verifying signatures and shall complete the verification of signatures no later than forty-three (43) days before the Election. The Elections Committee shall inform each candidate in writing regarding whether or not he or she has qualified to appear on the ballot. Write-in candidacies are not permitted.

**6.6 Eligibility.** Only regular members in good standing are eligible to be nominated for, elected to, or hold office in this union. No person who has been convicted of a felony as defined in Section 504



of the Landrum-Griffin Act shall be eligible to hold office in this Union. No member may be a candidate for more than one office at a time. No person shall be eligible to be nominated for or hold office who has not been a member in good standing continuously for six (6) months, unless waived by the International President for good cause shown.

**6.7 Conduct of the Election.** Ballots shall be mailed out to all members in good standing no later than three (3) weeks before the election. In the event only one (1) candidate is nominated for any office, only that candidate's name shall appear on the ballot for that office. Ballots must be received at the Post Office box designated by the Elections Committee by the close of the Post Office on Election Day. The Elections Committee may prescribe the order of candidates on the ballot, consistent with legal requirements, including but not limited to, allowing the identification of candidates with a slate.

For the offices of President and Secretary-Treasurer, the candidates receiving the highest number of votes shall be declared elected. For the office of Vice President, the two candidates receiving the highest number of votes shall be declared elected. For the offices of Executive Board Members At-Large, the thirty-three (33) candidates receiving the highest number of votes shall be declared elected.

The Elections Committee shall set forth a set of detailed balloting procedures no later than thirty (30) days before the Election.

**6.8 Non-discrimination, fairness, ethics, and campaign finances.** The Union shall not discriminate against any candidate. Any information made available to one candidate will be made available to other candidates upon request.

No later than forty-five (45) days before the Election, the Elections Committee shall adopt a code of ethics and conduct for candidates and the conduct of the Election that shall be consistent with the code of ethics and conduct, this Constitution and Bylaws, the International Union's Constitution and Bylaws, and applicable laws. During the course of the Election, the Elections Committee may affirmatively remedy violations of the code of ethics and conduct, the SEIU 775 and SEIU Constitution and Bylaws, and applicable laws in order to ensure a fair election.

No candidates (including a prospective candidate) for any office or in this Union or affiliated body or supporters of a candidate may solicit or accept financial support of any kind from any non-member of the International Union.

Candidates or prospective candidates for office in this Union must report any and all contributions, financial support, and in-kind donations they receive to the Elections Chair within seven (7) days of having received such contribution, other financial support, or donations. This includes the expenditure of aggregate personal funds by the candidate for his or her own campaign in excess of one hundred (100) dollars. Candidates must report the amount received (or the fair market value of an in-kind donation); the name, complete address and SEIU Union membership affiliation of each donor; and the date the contribution, other financial support or donation was received. These campaign finance reports shall be retained by the Election Chair for one (1) year following the election, and shall be available for inspection by any member upon reasonable request. The

Elections Committee may require candidates to produce documents and other evidence regarding direct and indirect contributions to their campaigns. The Elections Committee may also establish individual contribution limits for each candidate of no less than five hundred (500) dollars.

**6.9 Appeals and Complaints of Elections and Elections Procedures.** Members in good standing wishing to protest any aspect of the conduct of the election shall file a signed, written statement with the Elections Committee describing the alleged irregularity within fifteen (15) days of the end of the Election. The Elections Committee shall consider such protest and issue a written decision within seven (7) days of receiving the protest. The decision shall be mailed, certified, return receipt requested, to the member having filed the protest on the same day that it is issued. Any member aggrieved by a decision of the Elections Committee may appeal that decision to SEIU 775's Executive Board within 5 days of the decision. Any member aggrieved by the Executive Board's decision on her or his election protest may appeal to the International President within 15 days of the Executive Board's decision, in accordance with Article VIII, Section 2 of the International Union Constitutional and Bylaws.

#### **Article 7 – Local and International Convention and Membership Meetings**

**7.1 SEIU 775 Constitutional Convention and Leadership Conference.** The Union shall hold a Constitutional Convention for the purpose of transacting legal, constitutional and other business of SEIU 775 at least every two years on a time and date and at a place determined by the President. All members of SEIU 775 in good standing shall be entitled to attend and vote at the Constitutional Convention. Notice of the Constitutional Convention shall be mailed to all members in good standing at their last known address no later than fifty (50) days prior to the Constitutional Convention. The proceedings of the Constitutional Convention shall be conducted in accordance with Robert's Rules of Order, subject to modifications by the Executive Board.

During calendar years when no Constitutional Convention is held, the Union shall hold a Leadership Conference for the purpose of leadership development, training, coordination and planning. Leadership conferences may address any subject matter not requiring a vote of the full membership.

**7.2 Delegates to the SEIU Convention.** The Executive Board shall determine the number of delegates and alternates who shall represent the Union at the SEIU convention. Executive Board members shall be deemed, by virtue of their election, elected as delegates to the SEIU, and any other conventions, conferences, councils and bodies to which this Union is entitled to send delegates. If it shall appear that the number of elected union officers is less than the number of delegates which the Union has decided to send to the convention, then arrangements shall be made for nomination and secret ballot election, if required, of an additional number of eligible members as convention delegates. Nominees for such positions, if unopposed, shall be deemed elected without necessity for further procedures. If the total number of elected officers is greater than the number that the Local Union is permitted to send to the convention, the President shall be the first delegate, the Secretary-Treasurer shall be the second delegate, and the Vice President shall be the third delegate. The remaining SEIU Delegates shall be chosen from among the Executive Board in order of each Board Member's cumulative length of service on the Executive Board. Where

the length of service between one or more Board Members is equal, the Delegate(s) shall be chosen by lot from among those sharing the same level of seniority.

**7.3 Membership meetings.** There shall be regular membership meetings by chapter, worksite, or geography as directed by the President.

## **Article 8 – Collective Bargaining and Representation**

**8.1 Determination of Bargaining Demands.** The President shall determine the method for approving bargaining demands. Voting procedures shall be determined by the President or an officer or representative designated by the President.

**8.2 Authorizing Strikes.** Strike authorization shall be determined by a majority vote of those participating, at a meeting or meetings of the members of the directly impacted bargaining unit(s), or alternatively by mail ballot, and shall thereafter be approved by a vote of the Executive Board. Voting procedures shall be determined by the President or an officer or representative designated by the President. The International President shall be notified prior to the beginning of any strike, or, when prior notice is not practicable, as soon as possible after the commencement of the strike.

**8.3 Ratifying Contracts.** Contracts shall be ratified by a majority vote of those participating, at a meeting or meetings of the members of the directly impacted bargaining unit(s), or alternatively by mail ballot. Voting procedures shall be determined by the President or an officer or representative designated by the President. A record shall be kept of the ratification vote, which shall be presented in writing at the next regular Executive Board meeting along with the ratified contract.

**8.4 Advocates.** The President shall determine the method for appointing and removing advocates. Advocates who are removed may appeal their removal under the provisions of Article 12.

## **Article 9 – Dissolution**

This Union cannot dissolve, secede or disaffiliate while there are seven (7) dissenting members. In the event of secession, dissolution or disaffiliation, all properties, funds and assets, both real and personal, of this Union shall become the property of the International Union. The International Union shall be notified by registered or certified mail of any meeting scheduled by this Union for the purpose of taking a vote on dissolution, secession, or disaffiliation from the International Union at least sixty (60) days prior to the date of such scheduled meeting, and a representative of the International Union shall be afforded an opportunity to speak at such meeting. The International President shall direct whether the membership vote shall be conducted by secret ballot at a membership meeting and/or by mail referendum, and, if appropriate, a separate method by which dissenting Local Unions or members may assert their dissent. The vote shall be counted by an independent neutral party. Under no circumstances shall this Union distribute its funds, assets, or properties individually among its membership.

#### **Article 10 - Property Rights**

The title to all property, funds, and other assets of this Union shall at all times be vested in the Executive Board for the joint use of the membership of this Union, but no member shall have any severable proprietary right, title, or interest therein.

Membership in this organization shall not vest any member with any right, title, or interest in or to the property of this Union, including the funds of this Union.

#### **Article 11 – International Constitution and Bylaws**

The Constitution and Bylaws of this Union shall at all times be subordinate to the International Constitution and Bylaws, as it may be amended. If any conflict should arise between the Constitution and Bylaws of this Union, or any amendments thereto, and the International Union Constitution and Bylaws, or any amendments thereto, then the provisions of the International Union Constitution and Bylaws shall control.

This Constitution and Bylaws for SEIU 775, and any amendments thereto, shall be forwarded to the SEIU International President for approval, and shall be filed with other bodies as required by federal, state or other applicable law. No amendments to this Constitution and Bylaws shall be in effect until approved by the SEIU International President.

#### **Article 12 – Trials and Appeals**

Trials and Appeals of this Union, its officers and its members shall be conducted according to Article XVII of the SEIU International Constitution and Bylaws, Trials and Appeals, (or any successor Article), with the specific limitation that any officer or member who is bringing a charge or accusation or any member accused or charged may select a member of this Union, but not an attorney under any circumstances, to represent him or her in the presentation of a defense.

#### **Article 13 – Protection against personal, union suits**

In the event a suit is brought against the Union or any of its officers or employees, funds of the Union may be expended to the extent permitted by law for all legal costs, including attorney's fees, court costs and investigative expenses, in the defense of such lawsuit. In the event any officer or employee of the Union is held personally liable, either by way of judgment, compromise or settlement arising out of a lawsuit against such officer or employee regarding the performance of duties on behalf of the Union, the funds of the Union may be expended to satisfy such judgment, compromise or settlement to the extent permitted by law.

#### **Article 14 – Bonding**

The Union shall secure and maintain surety bonds in the amounts and the form required by applicable statutes. The International Secretary-Treasurer may direct an increase in the amount of any bond whenever he or she deems it necessary.

## **Article 15 – Savings Clause**

If any provision of this Constitution and Bylaws shall be modified or declared invalid or inoperative by any competent authority of the executive, judicial, or administrative branch of federal or state government, the Executive Board shall have the authority to suspend the operation of such provision during the period of its invalidity or modification and to substitute in its place and stead a provision that will meet the objections to its validity and that will be in accord with the intent and purposes of the invalid or modified provisions. If any article or section of this Constitution and Bylaws should be modified or held invalid by operation of law or by any tribunal of competent jurisdiction, the remainder of this Constitution and Bylaws or the application of such article or section to persons or circumstances other than those as to which it has been held invalid or modified shall not be affected thereby.

## **Article 16 – Amendments**

**16.1 Methods to amend.** Amendments to this Constitution and Bylaws may be made by majority vote at a Convention of the Union, or by mail ballot vote, as determined by the Executive Board.

**16.2 Amendments at Convention.** Any regular member in good standing may submit proposed amendments in writing to the Secretary-Treasurer no later than thirty (30) days prior to a scheduled Convention. The Secretary-Treasurer shall present these to the Executive Board at its next regularly scheduled meeting. If there is no regularly scheduled meeting prior to the Convention, a meeting shall be called for the purpose of considering proposed amendments. The Executive Board may submit such proposed amendments directly to the floor of the Convention or may refer them to a Committee for review and recommendations. The Executive Board may also author proposed amendments and submit them directly to the floor of the Convention or may refer them to a Committee for review and recommendations. The President shall determine voting procedures in accordance with this Constitution and Bylaws and applicable laws.

**16.3 Amendments by mail ballot.** Voting on amendments which, in the Executive Board's sole discretion, require urgent action prior to the next regularly scheduled Convention, may be conducted by a mail ballot election. The President shall determine voting procedures in accordance with this Constitution and Bylaws and applicable laws.