

BY-LAWS



**OPEIU HEALTHCARE
Pennsylvania**

Local # 112

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OPEIU HEALTHCARE Pennsylvania
BY-LAWS
ARTICLE I
TITLE, MISSION AND PURPOSES

Section 1.01. Title

The name of this organization shall be OPEIU HEALTHCARE Pennsylvania, Local 112.

Section 1.02. Mission

The mission of OPEIU HEALTHCARE Pennsylvania is to serve as the union organization for registered nurses, licensed practical nurses and other health care workers, to be the leading advocate for the members' common professional economic, and employment rights and interests and to advance the interests of its members.

Section 1.03. Purposes

The purposes of OPEIU HEALTHCARE Pennsylvania, unrestricted by consideration of nationality, race, creed, lifestyle, color gender, sexual orientation, age, disability, or religion, are to:

1. Advance the economic and general welfare of OPEIU health care workers.
2. Work for the improvement of health standards and availability of health care services for all people.
3. Address and respond to the equal opportunity and human rights concern of members and health care recipients.
4. Acknowledge, stimulate and promote the professional development of members.
5. Foster high standards of nursing.
6. Promote strategic alliances to advance the interest of its members.

ARTICLE II
MEMBERSHIP, PRIVILEGES AND DUES

Section 2.01. Membership

- A. All persons who are represented by OPEIU HEALTHCARE Pennsylvania for the purpose of collective bargaining or "Meet and Discuss" shall be eligible to be a full member of OPEIU HEALTHCARE Pennsylvania and shall become members of OPEIU HEALTHCARE Pennsylvania upon payment of, or authorization for payment of dues to OPEIU HEALTHCARE Pennsylvania.

- B. Associate Membership (AM)
 - 1. Associate members are health care and support employees working in a facility not covered by an existing Collective Bargaining Agreement. AM is a non-voting member.
- C. Retiree Membership
 - 1. An individual is eligible to be a Retiree member of this Association if that individual was a former active member of OPEIU HEALTHCARE Pennsylvania. Annual dues of \$50.00 is required to maintain this membership. These members may attend OPEIU HEALTHCARE Pennsylvania meetings, however shall have no voting rights nor shall they be nominated for or hold any OPEIU HEALTHCARE Pennsylvania office.
- D. Membership shall be contingent upon licensure where applicable.
- E. Membership shall not be restricted by consideration of nationality, race, creed, lifestyle, color, gender, sexual orientation, age, disability or religion.
- F. Local Units shall consider all persons who are full members of OPEIU HEALTHCARE Pennsylvania to be members of the Local Unit providing their Local Unit dues are not more than two (2) months in arrears.
- G. Members of the professional staff including the Executive Director of Local 112 shall be eligible for full membership with the applicable payment of monthly dues.

Section 2.02. Privileges

- A. Full members have the following rights and privileges:
 - 1. Receive a membership card.
 - 2. Representation in OPEIU HEALTHCARE Pennsylvania.
 - 3. Vote at any regular or special meeting of OPEIU HEALTHCARE Pennsylvania, take positions, determine policy, and set direction on substantive issues of a broad nature.
 - 4. Serve by election or appointment to office.
 - 5. Receive the official publication of OPEIU HEALTHCARE Pennsylvania.
 - 6. Contest and appeal any disciplinary action in accordance with the procedures provided for in Article IV.
 - 7. Petition OPEIU HEALTHCARE Pennsylvania's Board of Directors for redress of matters, which are not subject to the hearing and appeal procedures provided for under Articles IV and XI; but which are alleged to constitute a deprivation or violation of the member's rights or privileges under these bylaws, the policies of OPEIU HEALTHCARE Pennsylvania

or applicable laws. Petitions for redress shall be made through such channels and in accordance with such procedures and time limitations as are established by OPEIU HEALTHCARE Pennsylvania's Board of Directors. No member may initiate suit against OPEIU HEALTHCARE Pennsylvania without first having exhausted all internal hearing and appeal procedures.

8. To attend OPEIU HEALTHCARE Pennsylvania Annual Meeting.
 9. To vote for OPEIU HEALTHCARE Pennsylvania Board members and Executive officers.
 10. To vote on all matters as specified in these bylaws and as set forth in applicable rules.
 11. To attend meetings of OPEIU HEALTHCARE Pennsylvania Board of Directors and meetings of any OPEIU HEALTHCARE Pennsylvania Committee or other such body.
 12. To be a candidate for any office at the State or Local level, and to serve.
- B. AM entitlements are the same as fair share except no direct representation with the employer. However, they are entitled to counseling and any information that is normally provided by OPEIU HEALTHCARE Pennsylvania. The duties of an AM will be to promote OPEIU HEALTHCARE Pennsylvania to provide information and to assist in all organizing efforts.
- C. Any full member that holds an elected position within OPEIU HEALTHCARE Pennsylvania who leaves a facility due to lay-off, closing, or an unfair working condition that is grievable may still hold their position under the following conditions:
- a. Continues to pay full dues.
 - b. Assists in planning and working directly with the organizer.
 - c. They may seek re-election with the majority vote of the Board of Directors.
- D. Membership rights and privileges shall be forfeited upon failure to pay dues as required by current policy.

Section 2.03. Obligations

Full members shall have the following obligations.

- a. Abide by OPEIU HEALTHCARE Pennsylvania Bylaws.
- b. Pay dues as described in Section 4 of this Article.
- c. Fulfill the duties of an office or committee to which the member has been elected or appointed.
- d. Fully exhaust all internal remedies and appeals established by OPEIU HEALTHCARE Pennsylvania for discipline and other matters prior to seeking any external administrative, judicial or other remedies which might be available at law or equity.

Section 2.04. Dues

- A. OPEIU HEALTHCARE Pennsylvania dues and assessments for full and AM members shall be established in accordance with law by OPEIU HEALTHCARE Pennsylvania Board of Directors. The dues may be changed, thereafter, by a majority vote of the members of the Board of Directors in accordance with legal requirements and the OPEIU Bylaws.
- B. Full member dues shall be paid by payroll deduction, when such a provision is included in the Collective Bargaining Agreement or Memorandum of Understanding between OPEIU HEALTHCARE Pennsylvania and the member's employer. Only when a provision for payroll deduction of full member dues is not included in the Collective Bargaining Agreement or Memorandum of Understanding between OPEIU HEALTHCARE Pennsylvania and the member's employer, and for AM and retiree members, dues shall be paid by the member directly to OPEIU HEALTHCARE Pennsylvania and the Local Unit.
- C. Upon recommendation of the Board of Directors, the Voting Body may, by two-thirds vote, assess each member in excess of the annual dues. A statement of the purposes and need for such an assessment, together with a proposed budget for the expenditure of funds generated by the assessment, shall accompany the recommendation. Notwithstanding anything herein to the contrary, no dues or assessments may be imposed in violation of law.

ARTICLE III LOCAL UNITS

Section 3.01. Purpose

- A. OPEIU HEALTHCARE Pennsylvania Local Units, under the jurisdiction established by OPEIU HEALTHCARE Pennsylvania, Local 112, shall be autonomous and shall be governed by the provisions of its Charter and Bylaws but subject to the By-Laws of Local 112. The criteria for obtaining and maintaining a Charter, as established on the date of adoption of this provision, shall remain in effect unless and until amended, or otherwise modified by a majority vote of the members at the OPEIU HEALTHCARE Annual Meeting.
- B. Upon receipt of application the Board shall grant charters to Local Units, which meet the established criteria.

Section 3.02. Duties

- A. It shall be the duty of each local unit to:
1. To provide and require that all of its members meet the criteria set forth in Article II.
 2. To submit amendments of Local Unit Bylaws to the Board of Directors for approval and for audit of conformity.
 3. To submit to OPEIU HEALTHCARE Pennsylvania Board of Directors Secretary the names, addresses, and telephone number of each Local Unit officer within 30 days of their election.
 4. To carry out such other duties and responsibilities, which are:
 - a. required by its bylaws, or
 - b. required by OPEIU HEALTHCARE Pennsylvania policy or procedure uniformly applicable to all Local Units, or
 - c. required by applicable law, or
 - d. appropriately authorized by its members.
 5. Submit an annual Financial Report to OPEIU HEALTHCARE Pennsylvania, detailing receipts and expenditures.
 6. To hold local funds and dues for and on behalf of OPEIU HEALTHCARE Pennsylvania and to return to OPEIU HEALTHCARE Pennsylvania, in accordance with OPEIU HEALTHCARE Pennsylvania policies, all such funds held, upon request of OPEIU HEALTHCARE Pennsylvania.

Section 3.03. Failure to Function

1. Where Local Units fail to function as required by Local Unit Bylaws or for other reasons deemed sufficient, OPEIU HEALTHCARE Pennsylvania Board of Directors shall appoint interim officers to function for a reasonable period of time to be fixed by the Board of Directors during which the membership shall be invited to participate in the formulation of a plan for the future of that constituent Local Unit.
2. The interim government of officers may be removed by a majority vote of the entire membership of OPEIU HEALTHCARE Pennsylvania Board of Directors.

Section 3.04. Trusteeship

1. The Board of Directors shall have the power to take direct control over the financial and other affairs of any Local or Occupational Unit by assuming a trusteeship over the unit when necessary to:
 - a. Correct documented corruption or financial misconduct;
 - b. Assure the performance of obligations under Collective Bargaining Agreements or other duties of the bargaining representatives;
 - c. Restore democratic procedures or otherwise ensure that the legitimate

- objectives of the unit are carried out; and
 - d. Assure that the unit fulfills its contractual, legal or other obligations under OPEIU HEALTHCARE Pennsylvania Bylaws or applicable OPEIU HEALTHCARE Pennsylvania Board of Directors policies.
- 2. The Board of Directors shall establish criteria to:
 - a. Provide for the assumption and administration of trusteeships under the circumstances set forth herein.
 - b. Terminate trusteeships and restore Local Unit or Occupational Unit control.
- 3. The Board of Directors shall establish procedures, which shall:
 - a. Provide for written notice to the officers and members of the affected unit that a trusteeship has been established;
 - b. State the reasons making such action necessary; and
 - c. Afford the bargaining unit's officers or members an opportunity for a hearing before the Board of Directors at which the establishment of continuation of the trusteeship may be challenged or questioned.
- 4. The Board of Directors shall provide for the establishment of a trusteeship on an emergency basis by an officer, committee or other designee, under circumstances in which the delay necessary to obtain the advance approval of the full Board of Directors is likely to result in a loss of Local Unit funds or property, or the material breach of a member's rights. Any trusteeship established on such an emergency basis shall terminate if not ratified by the full Board of Directors within ten (10) days.

Section 3.05. Dissolution of Local Units

- A. Assets
 - 1. Upon dissolution of any local, all expenditures will cease and remaining monies, after payment of Local Unit indebtedness, shall be forwarded to OPEIU HEALTHCARE Pennsylvania. All other material assets shall be liquidated within sixty (60) days and the proceeds forwarded to OPEIU HEALTHCARE Pennsylvania. All assets of the dissolving local unit will be forwarded to OPEIU HEALTHCARE Pennsylvania Headquarters for appropriate reallocation and/or storage. Such assets may be subject to financial audit by OPEIU HEALTHCARE Pennsylvania.
- B. Records
 - 1. All records of the dissolving Local Units shall be forwarded to the main office of OPEIU HEALTHCARE Pennsylvania for appropriate re-allocation and/or storage.

ARTICLE IV DISCIPLINARY ACTION

Section 4.01. Jurisdiction and Grounds

- A. Each member, including members of the Board of Directors and all membership of a Local Unit or Occupational Unit chartered by the Board of Directors, shall be subject to disciplinary action by OPEIU HEALTHCARE Pennsylvania in accordance with policies established by the Board of Directors, for reasons including but not limited to any one or more of the following:
1. Violation of the bylaws and/or policies of OPEIU HEALTHCARE Pennsylvania;
 2. Violation of policies established by the Board of Directors or of the bylaws and policies of the member's Local Unit or Occupational Unit, or engaging in other conduct calculated or likely to bring the Board of Directors, a Local Unit or an Occupational Unit into disrepute;
 3. Engaging in conduct, which is detrimental or injurious to the mission, purposes or function of OPEIU HEALTHCARE Pennsylvania;
 4. Obtaining membership in OPEIU HEALTHCARE Pennsylvania or in a Local Unit or Occupational Unit by fraud or misrepresentation;
 5. Misappropriation, mishandling or unauthorized distribution or dissemination of OPEIU HEALTHCARE Pennsylvania or Local Unit funds, information, documents or other property or the unauthorized use of OPEIU HEALTHCARE Pennsylvania's name for any purpose;
 6. Deliberate interference with, or disruption of, any meeting of OPEIU HEALTHCARE Pennsylvania, a Local Unit or elected or appointed body, or the deliberate interference with the performance by an official of OPEIU HEALTHCARE Pennsylvania or Local Unit of official duties and functions;
 7. Failure to perform the duties or fulfill the obligations of an office or committee of OPEIU HEALTHCARE Pennsylvania or a Local Unit to which the member has been willingly elected or appointed, in a trustworthy and conscientious manner reasonably calculated at all times to serve the best interests of OPEIU HEALTHCARE Pennsylvania, using the degree of diligence, skill, inquiry, and prudence that an ordinary person would use under the circumstances;
 8. Advocating or attempting to bring about the withdrawal, by any member or group of members represented by OPEIU HEALTHCARE Pennsylvania for collective bargaining purposes, from membership in OPEIU HEALTHCARE Pennsylvania, a Local Unit or an Occupational Unit, or working in the interest of or advocating membership in any other labor organization;
 9. Crossing an authorized picket line established by OPEIU HEALTHCARE Pennsylvania members or remaining at work during an authorized strike of OPEIU HEALTHCARE Pennsylvania members, except under such

- conditions as may be established by the Board of Directors; or prohibited by the Public Employees Act; and/or any applicable federal or state law;
10. Violation of the provisions of applicable Collective Bargaining Agreements, failure to fulfill the obligations of members as established in such agreements, or deliberate interference with performance of the legal or contractual obligations of OPEIU HEALTHCARE Pennsylvania, a Local Unit or Occupational Unit; and
 11. Unauthorized use, for any purpose, of the name of the Board of Directors, a Local Unit or an Occupational Unit.

- B. The procedures provided for in this Article do not apply to the forfeiture of membership rights and privileges for failure to pay dues, which may occur without hearing or appeal in accordance with policies established by the Board of Directors.

Section 4.02. Forms of Discipline

- A. Any one or combination of the following forms of discipline may be imposed upon a member determined to be guilty of conduct subject to discipline as described above.
1. Reprimand;
 2. Order to make restitution;
 3. Temporary suspension of membership or of selected membership rights or privileges, including the right to hold or run for office;
 4. Temporary or permanent removal from elected or appointed office or position;
 5. Permanent expulsion from membership in OPEIU HEALTHCARE Pennsylvania; and
 6. Any other discipline deemed appropriate by a disciplinary hearing committee.
- B. Any form of discipline imposed may, when determined appropriate by the Hearing Committee imposing discipline, be suspended in whole or part for a specified period of time and be made subject to the acceptance of another form of discipline or other specified conditions.
- C. The OPEIU HEALTHCARE Pennsylvania Board of Directors shall take action appropriate to the findings of review in accordance with established policy.

Section 4.03. Procedures

- A. Such discipline policy and appeals are referenced in OPEIU HEALTHCARE Pennsylvania Policy, OPEIU Constitution.

1. Specific written notice of charges describing the nature of the conduct alleged to be subject to discipline;
 2. Advance written notice of the date and time of hearing sufficient to allow a reasonable opportunity to prepare a defense;
 3. A full and fair hearing of the charges and evidence before an impartial Hearing Committee, at which the member has a reasonable opportunity to present evidence in his or her defense and to confront and question opposing witnesses; and
 4. A reasonable opportunity to be represented, at the member's own expense, by an attorney or other person of the member's choosing.
- B. Disciplinary action involving charges shall be referred to the full Board of Directors and be conducted in accordance with the procedure established for disciplinary actions taken by the Board of Directors.
- C. A member shall have the right to appeal to the full Board of Directors the decision or recommendation of a Disciplinary Hearing Committee acting pursuant to Board procedures. The action of the Board of Directors on such appeals shall be final and there shall be no further recourse with OPEIU HEALTHCARE Pennsylvania.

ARTICLE V OFFICERS

Section 5.01. Officers

The Executive officers of OPEIU HEALTHCARE Pennsylvania shall be President, Vice-President, and Secretary-Treasurer, of which the majority shall be Registered Nurses.

Section 5.02. Terms of Office

- A. Each officer shall take office commencing at the adjournment of the Annual Meeting at which the election is announced and shall hold office for three (3) years or until a successor is declared elected.
- B. A member who has served more than half a term in any office shall be deemed to have served that term.
- C. In case of vacancy in the office of President, the Vice-President shall become President. Vacancy in the office of Vice-President shall be filled by an election from among the qualified members of the Board of Directors for the unexpired term. All other vacancies shall be filled by appointment of the Board of Directors for the remainder of the unexpired term.

Section 5.03. Duties of Officers

- A. The President shall be the Chief Officer of OPEIU HEALTHCARE Pennsylvania and shall preside over meetings of OPEIU HEALTHCARE Pennsylvania, the Board of Directors and the Executive Committee.
The President shall:
1. Appoint individuals to special groups to further the work of OPEIU HEALTHCARE Pennsylvania not otherwise provided for in these bylaws or in the motion that authorizes them, subject to the approval of the Board of Directors or the Executive Committee.
 2. Be the ex-officio member on all elected and appointed bodies of OPEIU HEALTHCARE Pennsylvania except the Nominating Committee.
 3. Be an automatic delegate to the OPEIU Convention.
- B. The Vice-President shall assume the duties of the President in case of the President's absence or inability to serve. The Vice-President shall perform such other duties as may be assigned by the President or by the Board of Directors.
- C. The Secretary-Treasurer shall through the Executive Director:
1. Keep a record of the proceedings of all meetings of OPEIU HEALTHCARE Pennsylvania, the Board of Directors and the Executive Committee;
 2. Have charge of the seal and attest deeds, leases and such other papers of OPEIU HEALTHCARE Pennsylvania as shall require the Secretary's signature;
 3. Notify officers and members of Local Units of their election or appointment;
 4. Send notices of meetings of OPEIU HEALTHCARE Pennsylvania, the Board of Directors and the Executive Committee;
 5. Sign such official correspondence of OPEIU HEALTHCARE Pennsylvania as does not properly belong to the specific officers or structural units; and
 6. Report at the Annual Meeting and meetings of the Board of Directors.
 7. Be bonded in such an amount as shall be determined by the Board of Directors, the cost of the bond to be paid by OPEIU HEALTHCARE Pennsylvania;
 8. Properly provide for the receipt and deposit of funds in the name of OPEIU HEALTHCARE Pennsylvania in banks designated by the Board of Directors;
 9. Present an itemized report of all receipts and expenditures at the Annual Meeting, at meetings of the Board of Directors, and at such times as may be required by OPEIU HEALTHCARE Pennsylvania and the Board of Directors; and
 10. Submit the financial records for audit at least annually and at such

other times as may be authorized by the Board of Directors.

E. Method of Voting:

1. Elections of officers shall be conducted by secret mail ballot.
2. Whenever the voting body shall determine by majority vote to change the manner of election, except for election by ballot, such change shall be first effective in the election conducted in the following year.

ARTICLE VI BOARD OF DIRECTORS

Section 6.01. Purpose

The Board of Directors, a corporate body composed of elected members, serves as the agent for and is the primary governing board of OPEIU HEALTHCARE Pennsylvania.

Section 6.02. Membership

- A. The officers of OPEIU HEALTHCARE Pennsylvania shall be a majority of Registered Nurses.
- B. In addition to the three (3) officers, the Board of Directors shall consist of not more than six (6) other members, at least three (3) of whom shall be Registered Nurses and not more than one (1) of whom shall be a member of a "Meet and Discuss" unit as that term is defined by the Public Employee Relations Act (PERA) of July 23, 1970, P.L. 563, No. 195, Art 1, § 101 et seq.; provided that if the ratio of members of OPEIU HEALTHCARE Pennsylvania who are "Meet and Discuss" Bargaining Unit members to the total members of OPEIU HEALTHCARE Pennsylvania is greater than twenty percent (20%), then up to but not more than two (2) members of the Board may be members of "Meet and Discuss" Bargaining Units; provided further no more than two (2) Directors (including officers) (proviso effective expiration of present terms) shall be from the same Collective Bargaining Unit.
- C. Eligibility – Members in good standing of OPEIU HEALTHCARE Pennsylvania who are covered by Collective Bargaining Agreement entered into by OPEIU HEALTHCARE Pennsylvania under federal or state law who are non-supervisory, non-managerial, and/or non-confidential employees within the meaning of the Labor Management Relations Act (LMRA) and Public Employee Relations Act (PERA) shall be eligible to serve on the Board of Directors, except that first level supervisors who are members of "Meet and Discuss" units as that term is defined in PERA shall be eligible to serve on the Board within the limitations of 6.02B.

D. Manner of Election

1. Elections of the members of the Board of Directors who also be considered as elected OPEIU Convention Delegates shall be conducted by secret mail ballot.
2. Whenever the Voting Body shall determine by majority vote to change the manner of elections, except for election by ballot, such change shall be first effective in the election conducted in the following year.
3. Following the 2000 election all subsequent Board of Directors positions will be for terms of three (3) years.

Section 6.03. Delegated Powers and Duties

A. Delegated Powers

The Board of Directors shall have the authority over the business of OPEIU HEALTHCARE Pennsylvania, except as otherwise stated in these Bylaws and except that of modifying and action taken by the Voting Body, it shall perform the duties prescribed by these bylaws and such others as may be delegated to it by the Voting Body.

B. Duties

1. Assure the implementation of the functions of OPEIU HEALTHCARE Pennsylvania;
2. Provide for the maintenance of OPEIU HEALTHCARE Pennsylvania offices;
3. Assign OPEIU HEALTHCARE Pennsylvania funds for the payment of legitimate expenses;
4. Provide for the annual review of all records of account by a certified public accountant;
5. Appoint, define the job description, negotiate the employment contract and provide for an annual performance evaluation of the Executive Director;
6. Determine the officers and employees to be bonded and provide such bonds;
7. Approve the fiscal year budget;
8. Initiate and terminate committees as may be necessary to carry out the purposes of the organization;
9. Require that each committee submit a report, at least annually, that will demonstrate accountability for programs and activities mandated by the stated functions of each committee in the bylaws;
10. Promote affirmative action throughout all facets of the Union;
11. Establish and implement policies for the discipline of members, designate Hearing Committees and act on appeals from disciplinary

- actions, and;
- 12. Adopt and carry out procedures for the appointment of trustees and the establishment, approval, administration and termination of trusteeships over Local Units when authorized in accordance with OPEIU HEALTHCARE Pennsylvania Bylaws.
- C. A majority of the Board of Directors shall constitute a quorum; at all committees, standing and special whether elected or appointed.
- D. Standing Committees of the Board

The Standing Committees of the Board shall be as follows:

- 1. The Executive Committee:
 - a. Consists of the President, Vice-President, Secretary-Treasurer, and one (1) elected members of the Board of Directors, who shall be elected by a secret ballot of the Board of Directors.
 - b. Has all the powers of the Board of Directors to transact business of an emergency nature between Board of Directors meetings or perform other specific duties as the Board of Directors may request providing that none of this action shall modify or conflict with that taken by the Board of Directors.
 - c. Meets at the call of the President or upon the written request of three (3) of its members.
 - d. Reports in full all of its transactions at the next regularly scheduled meeting of the Board of Directors.
- 2. The Finance Committee:
 - a. Consists of the Treasurer and two (2) members of the Board of Directors, who are appointed by the President with the approval of the Board of Directors.
 - b. Prepares a budget for the fiscal year and submits it to the Board of Directors for approval prior to the end of the fiscal year.
 - c. Advises the Board as to income, investments and expenditures of funds.
 - d. Presents a report to the Voting Body at the Annual Meeting.
- 3. The Bylaws Committee:
 - a. Consists of at least three (3) members of OPEIU HEALTHCARE Pennsylvania, appointed by the President with the approval of the Board of Directors.
 - b. Receives or initiates proposed amendments to the bylaws of OPEIU HEALTHCARE Pennsylvania.

- c. Reviews model Local Unit bylaws annually for conformity with OPEIU HEALTHCARE Pennsylvania Bylaws and revises and promulgates as needed.
 - d. Reviews constituent Local Units' bylaws for any proposed changes to conform with OPEIU HEALTHCARE Pennsylvania Bylaws.
 - e. Reports its recommendations to the Board of Directors.
4. The Disciplinary Hearing Committee:
- a. The Disciplinary Hearing Committee shall consist of the President, Vice President, Secretary-Treasurer, and two (2) Board Members as designated by the President.
5. Special Committees

The Board may create and appoint special committees from time to time, as necessary.

ARTICLE VII NOMINATING COMMITTEE

Section 7.01. Purpose

The Nominating Committee shall be a standing committee of OPEIU HEALTHCARE Pennsylvania, accountable directly to the membership.

Section 7.02. Membership

- A. Full members in good standing of OPEIU HEALTHCARE Pennsylvania who are covered by Collective Bargaining Agreements entered into by OPEIU HEALTHCARE Pennsylvania under federal or state law and who are non-supervisory, non-managerial and/or non-confidential employees within the meaning of the Labor Management Relations Act (LMRA) shall be eligible to serve on the Nominating Committee. The Nominating Committee shall consist of three (3) members elected by the Voting Body for a three (3) year term. The candidate receiving the largest number of votes shall be a chairperson elect of the Nominating Committee.
- B. Each officer shall take office commencing at the adjournment of the Annual Meeting at which the election is announced.
- C. Vacancies on the committee shall be filled by appointment with the approval of the Board of Directors.

Section 7.03. Duties

The Nominating Committee shall:

- A. Publish a list of incumbent officers and directors with their respective Local Unit and a statement as to which are eligible for re-election;
- B. Establish and publicize the deadline for submission of suggested nominations and consent-to-serve forms;
- C. Solicit and receive suggestions from all elected and appointed bodies and individual members. All suggestions for nominees must be accompanied by a written consent-to-serve;
- D. Prepare a slate of candidates for each office to be filled at the next election. The slate shall consist of one (1) or more candidates for each office. The slate shall be geographically representative of the state; whenever possible.
- E. Receive and place on the ballot all self-declared candidates. Any member may declare candidacy for elective office under the following conditions; a letter of self-declaration must be postmarked or FAX dated to OPEIU HEALTHCARE Pennsylvania Secretary no later than 60 days prior to the opening of the Annual Meeting; the letter must be accompanied by a consent-to-serve form;
- F. Report the slate of candidates stating the number to be elected to each office. The committee shall include on the slate of candidates for the following: the Board of Directors and the Nominating Committee;
- G. Publish this report at least thirty (30) days preceding the Annual Meeting; and
- H. Present its report at the first business session of the Voting Body.

ARTICLE VIII ABSENCES FROM MEETINGS

Section 8.01. Absences

Absent extraordinary circumstances, absence from three (3) regularly scheduled meetings in a year of any elected or appointed body of OPEIU HEALTHCARE Pennsylvania shall result in forfeiture of the right to continue to serve and shall create a vacancy to be filled by the Board of Directors.

ARTICLE IX MEETINGS

Section 9.01. Annual Meeting

OPEIU HEALTHCARE Pennsylvania shall hold an Annual Meeting of its membership at such time and place as may be determined by the Board of Directors for the purpose of:

- A. Hearing the reports of the Board and Nominating Committee;
- B. Amending bylaws;
- C. Developing direction and policies for referral to the Board of Directors;

- D. Conducting professional education seminars; and
- E. Conducting any business or activities deemed appropriate by the Board of Directors.

Section 9.02. Special Meetings

Special meetings of OPEIU HEALTHCARE Pennsylvania may be called by the Board of Directors or by the President upon written request of the majority of the Local Units. The business to be transacted shall be limited to that stated in the call for the meeting.

Section 9.03. Notice

Notices of all meetings of OPEIU HEALTHCARE Pennsylvania shall be sent to the President of each Local Unit and to each member of OPEIU HEALTHCARE Pennsylvania. The time, place and purpose of the meetings shall be stated in the official notice.

- A. Notices of the Annual Meeting shall be mailed at least two (2) month prior to the meeting.
- B. Notices of a special meeting shall be mailed at least fifteen (15) days before the first day of the meeting.

Section 9.04. Voting Members

- A. Members of the Board of Directors and full members of OPEIU HEALTHCARE Pennsylvania who are present and in good standing shall be eligible to vote at any regular or special meeting of OPEIU HEALTHCARE Pennsylvania.
- B. Guests may attend meetings of OPEIU HEALTHCARE Pennsylvania only by invitation from the Board of Directors.

Section 9.05. Quorum

- A. Five (5) members of the Board of Directors, two (2) of whom shall be officers of OPEIU HEALTHCARE Pennsylvania constitute a quorum at any meeting of OPEIU HEALTHCARE Pennsylvania..

Section 9.06. Order of Business

The order of business at each Annual Meeting of OPEIU HEALTHCARE Pennsylvania shall be prepared in accordance with accepted parliamentary practice and shall be adopted at the beginning of the Annual Meeting.

Section 9.07. Voting

As contemplated in these bylaws, and except for the voting for Officers and Board of Directors, voting shall be at meetings unless the Board of Directors determines that a mail ballot is necessary.

ARTICLE X OPEIU INTERNATIONAL CONVENTION

Section 10.01. Delegates

OPEIU HEALTHCARE Pennsylvania shall be entitled to five (5) delegates (elected Board of Directors) to be present at the Convention. The delegate(s) may cast the entire vote of OPEIU HEALTHCARE Pennsylvania.

Section 10.02. Meetings

International Convention may be attended by no more than five (5) delegates from the Union which include the three (3) officers and one(1) director, providing funds are available in the Union's account. In addition, the Executive Director shall attend the International Convention and may also be elected a Local 112 convention delegate by a majority vote of the OPEIU HEALTHCARE Pennsylvania Board of Directors.

ARTICLE XI INDEMNIFICATION

Section 11.01. Indemnification of Officers and Directors

OPEIU HEALTHCARE Pennsylvania shall indemnify any Director or Officer, and may indemnify any other person, for the expenses incurred by, or to satisfy a judgment or fine rendered or levied against or to satisfy amounts paid in settlement actually and reasonably incurred by, such person, or the heirs, executors and administrators of such person, to impose a liability or penalty on such person or an act or failure to act in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, where such action, suit, or proceeding involves such person by reason of the fact that such person is or was a Director, officer, employee or agent of OPEIU HEALTHCARE Pennsylvania. Such indemnification shall not be made in any case when the act or failure to act, giving rise to the claim for indemnification, is determined by a court to have constituted willful misconduct or recklessness.

Section 11.02. Personal Liability of Directors

A member of the Board of Directors shall not be personally liable for monetary damages as such for any action taken, or any failure to take action unless:

- A. The Director has breached or failed to perform the duties of office in good

faith, in a manner reasonably agreed to be in the best interests of OPEIU HEALTHCARE Pennsylvania and with such care, including reasonable inquiry, skill and diligence as a person of ordinary prudence would use under similar circumstances; and

- B. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Article XI shall not apply to the responsibility or liability of the Director pursuant to any

criminal statute, or the liability of a Director for the payment of taxes pursuant to local, state or federal law.

Section 11.03. Creation of Indemnification Fund

The Board of Directors is authorized to create a fund of any nature, which may be, but need not be, under the control of a Trustee, or otherwise secure or insure in any manner, in whole or in part, the indemnification obligations of OPEIU HEALTHCARE Pennsylvania.

Section 11.04. Payment of Expenses

Expenses incurred by any officer, Director, employee or agent in defending a civil or criminal action, suit or proceeding may be paid by OPEIU HEALTHCARE Pennsylvania in advance of the final disposition of said action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by OPEIU HEALTHCARE Pennsylvania.

ARTICLE XII FISCAL YEAR

The fiscal year of OPEIU HEALTHCARE Pennsylvania shall be July 1 through June 30.

ARTICLE XIII OFFICIAL SEAL

The official seal shall be a circular seal with the words OPEIU HEALTHCARE Pennsylvania inscribed around the outer edge. The center device shall bear the words "Founded 1998".

ARTICLE XIV PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, latest edition, shall serve as guidelines for OPEIU HEALTHCARE Pennsylvania in all cases in which they are not inconsistent with these bylaws.

ARTICLE XV AMENDMENTS AND REVISIONS

Section 15.01. Conditions With Notice

These bylaws may be amended by a two-thirds (2/3) vote at any regular or special meeting of OPEIU HEALTHCARE Pennsylvania membership or by mail ballot provided that the proposed amendment has been approved by the Board of Directors, that it has either been published in the official publication or has been distributed to officers and members at least thirty (30) days prior to the meeting or mail vote.

ARTICLE XVI MISCELLANEOUS

Section 16.01. Interpretation

These bylaws are intended to comply with all applicable state and federal laws and should be interpreted so as to comply with law.

Section 16.02. Severability

If any provision of these Bylaws is held to be illegal, invalid or unenforceable under present or future laws, such provisions shall be fully severable, and these Bylaws shall be construed and enforced as if such illegal, invalid or unenforceable provision had never comprised a part hereof, and the remaining provisions hereof shall continue in full force and effect and shall not be affected by the illegal, invalid or unenforceable provision or by its severance herefrom. In lieu of such illegal, invalid or unenforceable provision there shall be added automatically as a part hereof a provision as similar in terms to such illegal, invalid or unenforceable provision as may be possible, that is legal, valid and enforceable.

ADOPTED: February 28, 1998

LAST AMENDED: September 23, 2000; October 19, 2002; September, 2004;
November 2, 2012.