

**CONSTITUTION AND BYLAWS
OF
THE ROCHESTER UNION OF NURSES AND ALLIED PROFESSIONALS
(RUNAP)**

**ARTICLE I
NAME AND MISSION**

SECTION 1. This organization shall be known as the Rochester Union of Nurses and Allied Professionals (RUNAP).

SECTION 2. The mission of this organization is to bring healthcare workers together to improve clinical practice in healthcare environments, protect healthcare workers and patients by advocating for a safe work environment, and to advance nursing as a profession.

**ARTICLE II
MEMBERSHIP**

SECTION 1. Membership shall be available to persons actively employed in the healthcare industry who are members of a bargaining unit represented by RUNAP and who agree to abide by the Constitution and Bylaws of this organization, as presently in effect or hereafter amended. Members of local associations must maintain active membership in RUNAP. There shall be no discrimination in membership on the basis of age, race, creed, color, national origin, sexual orientation, gender identity or expression, military status, sex, marital status, or disability.

SECTION 2. a. A person eligible for membership and working within the jurisdiction of this Union, making application for membership, shall become a member of this Union upon receipt of the membership application and the dues which may be required. Continued payment of dues is required to maintain membership in good standing.

b. Members in good standing shall enjoy all rights and privileges of membership in this Union, without limitation, the right to vote at all meetings and in all elections or referenda, to be nominated for and hold any office.

SECTION 3. The Executive Board may establish a chapter for retired members who wish to maintain involvement in the advocacy mission of the organization, which shall include conditions or regulations applicable to that category of membership. The dues for such retired members shall be established by the Executive Board.

**ARTICLE III
LOCAL ASSOCIATIONS**

SECTION 1. Local associations may be organized by the active members within a healthcare facility, with membership categories consistent with those of RUNAP herein. Local associations shall require recognition and approval of the Executive Board

SECTION 2. Local associations shall have the same fiscal and membership year as RUNAP. The Constitution and Bylaws of local associations shall be consistent with the Constitution and Bylaws of RUNAP.

SECTION 3. Local associations will adopt their own provisions for the election of local officers and delegates from the local's membership, with the guidance that local bargaining committees be elected by the members under a guideline of at least one representative per ten members, endeavoring for representation across units/departments, shifts, per diem status, and other designations. All official bargaining sessions between local associations and employers shall be open to any member of the bargaining unit.

ARTICLE IV ANNUAL CONVENTIONS AND SPECIAL MEETINGS

SECTION 1. Regular meetings of the membership of this Union shall be held annually at a time and place designated by the Executive Board. The membership shall be notified in advance of the meeting schedule. All membership meetings shall be conducted in accordance with Roberts' Rules of Order.

SECTION 2. The Order of Business for membership meetings shall be the reading of minutes of the previous meeting and their acceptance, roll call of officers, report of President, Report of committees, report of Treasurer, reports from locals, unfinished business, correspondence, new business, adjournment.

SECTION 3. A special meeting of this Union may be called by majority vote of the Executive Board, provided adequate notice of time, location, and the purpose of such meeting be given to local associations and the membership at large. No other business shall be transacted at such special meeting.

SECTION 4. No action of the membership shall be deemed valid or binding unless such action is taken by the membership at a regular or special meeting held pursuant to the provisions of this Constitution and Bylaws.

SECTION 5. Only members in good standing shall be eligible to attend meetings of this Union and to participate; except that invited guests of the Executive Board or of this Union may attend and participate to the extent of the purpose for which they are invited but shall not vote.

SECTION 6. Voting delegates for regular and special meetings shall be apportioned in the following manner: one (1) delegate per twenty-five (25) members in good standing of each local association, or substantial fraction thereof, with a minimum of one (1) delegate per local. Delegates are to be elected by local associations from among their members in good standing, following proper notice

of nomination and election periods. Any member in good standing not serving as a delegate may attend all sessions of regular and special meetings but may not vote.

ARTICLE V OFFICERS, DELEGATES AND DUTIES

SECTION 1. a. This Union shall have the following officers: President, Vice-President, Secretary, and Treasurer. These officers shall constitute the Executive Board of the Union. The Board will consist of the four officers and one Board member per local.

b. All officers, Board members, delegates, and employees of this Union who handle funds or other property of the Union shall be bonded under a fidelity bond issued by a bonding company on the U.S. Department of Treasury's List of Approved Surety Companies. The expense of such bond shall be paid by the Union.

SECTION 2. President

The President shall be the chief executive officer of the Union and shall perform the following duties:

- a. Preside at all general membership meetings and Executive Board meetings and take such action as they deem necessary to preserve order and decorum;
- b. Appoint the majority of the election committee and other issue-specific committees deemed necessary by the executive board (this being understood NOT to include local bargaining committees which are to be elected by the membership of said local pursuant to Article III). They shall be a member ex officio of all committees except the election committee;
- c. Shall be a signatory on the bank account of the Union and shall co-sign all checks for payment of money for the Union's funds authorized by the Executive Board. They shall sign all documents required the Union for the protection and welfare of the members authorized by the Executive Board. In their absence, the Treasurer may co-sign checks and other documents;
- d. Keep a complete record of all committees and officers of the Union. They shall notify all committee members of their appointment;
- e. Shall coordinate effort and resources in support of local bargaining committees for the purpose of negotiating strong collective bargaining agreements;
- f. Shall employ or terminate professional, clerical, and other employees needed by the Union and authorized by the Executive Board. Remuneration to such employees shall be set by the membership as a part of the budgetary process of the annual or special meetings;
- g. Shall assign tasks and direct the organizational work of all employees of the Union and shall do the utmost to enlarge the membership of the Union;
- h. Shall have general supervision over the financial affairs of the Union; and
- i. Shall have editorial control over all publications of the Union.

SECTION 3. Vice-President

The Vice-President shall perform the following duties:

- a. Act as an official representative of the Union, aiding the President in their duties as delegated by the President; and
- b. Shall assume the office of the Presidency in the case of its vacancy, pursuant to Article XI.

SECTION 3. Secretary

The Secretary shall perform the following duties:

- c. Keep minutes of all Board meetings and of all membership meetings;
- d. Shall appoint the minority of the election committee and other issue-specific committees deemed necessary by the executive board (this being understood NOT to include local bargaining committees which are to be elected by the membership of said local pursuant to Article III);
- e. Shall have charge of and attend to all official correspondence of the Union and keep a file of all such correspondence. They shall attend to all clerical work of the Union unless otherwise provided for. They shall sign all membership and withdrawal cards;
- f. In the absence of a presiding officer, they shall call meetings to order and preside; and
- g. They shall take or cause to be taken a true faithful record of the proceedings of all meetings of the officers, the Executive Board and the membership, including the attendance.

SECTION 4. Treasurer

The Treasurer shall perform the following duties:

- a. Shall compile or cause to be compiled under their direction and supervision the membership list and records of dues payments and any reports required by the President or by law;
- b. Shall submit a written financial report at all Board meetings and membership meetings;
- c. Shall handle all financial matters for the Union and shall maintain correct and proper records following such accounting and reporting procedures as shall be established by the Treasurer in consultation with the President and Secretary;
- d. Shall maintain the funds of the Union in a bank account in the name of the Union and shall be a signatory on that account, along with the President;
- e. Shall submit books and records to the Delegates for their review and examination on a monthly basis; and
- f. Upon termination of their term, shall turn over to their successor all properties and assets, including funds, books and records of the Union.

SECTION 5. LOCAL DELEGATES

- a. The officers and/or other delegates of each local constituted pursuant to Article III may, upon request, examine all checks issued by the Union each month. The Delegates shall periodically, at least quarterly and at the end of each fiscal year, make a review of all books and financial records or have an audit conducted annually by a certified public accountant in accordance with generally accepted auditing standards and have such audits reported to the Union. All books, papers, documents, and money belonging to the Union which officers or members might have in their possession shall be made available to the Delegates for inspection at designated times. They shall certify that the books of all officers desiring to resign are properly balanced and audited and that any of the Union's business which might have been entrusted to those officers has been properly completed and accepted by the Union before resignation can be accepted.

ARTICLE VI EXECUTIVE BOARD

SECTION 1. The Executive Board shall consist of the President, Vice-President, Secretary, Treasurer, and one delegate from each local.

SECTION 2. Each member of the Executive Board shall have one (1) vote.

SECTION 3. A majority of the members of the Executive Board shall constitute a quorum, and such quorum shall have power to transact all business of the Executive Board. Regular meetings of the Executive Board shall be held monthly at a time, place and location to be set by the President. Special meetings of the Executive Board may be called by the President and must be called by the President upon the request of a majority of the members of the Board. All members of the Board shall be given reasonable notification by the Secretary of any special meeting of the Board.

SECTION 4. The Executive Board shall conduct the affairs of this Union in the intervals between general membership meetings. It is empowered to authorize and perform all acts for the conduct of this Union's business between such membership meetings, including but not limited to the authority to expend funds not in excess of \$5,000 without the approval of the membership for the occurrence of unexpected expenses, to be reported at the following regular membership meeting.

SECTION 5. The Executive Board may engage legal counsel and/or other service providers and determine the compensation for such services.

SECTION 6. The Executive Board shall authorize employment of such clerical assistance as it deems necessary for the proper conduct of this Union's business and shall determine the compensation for such employees subject to approval of the membership.

SECTION 7. Compensation, if any, for the time and work of officers of this Union shall be set by the annual budget subject to the approval of the membership at the annual or special meetings.

SECTION 8: All officers and members of the Executive Board must be actively employed in a bargaining unit represented by the Union. A member contesting an unfair termination from a

bargaining unit through the National Labor Relations Board or other legal authority shall be considered eligible. An officer or member of the Executive Board who retires from employment in their bargaining unit will be allowed to serve out the remainder of their term, provided it is no more than six months until the next scheduled election.

SECTION 9. Any officer or member of the Executive Board as enumerated in Section 1 of this Article who fails to attend three (3) successive meetings, or four (4) non-successively in a 12-month period, without being excused from such attendance by the Executive Board, shall be deemed to have forfeited such office, and the Executive Board, pursuant to Article XI, may appoint a successor for the balance of the unexpired term; provided, however, that if the office of the President is thus declared vacant the Vice-President shall assume the Presidency per Article XI.

ARTICLE VII ELECTIONS

SECTION 1. The election of officers shall be held by secret ballot in the month of September 2022 and every two years thereafter among the members in good standing in the Union. No write in votes shall be permitted. Sufficient polling locations and times shall be designated by the election committee to allow equal access to members of all locals of the Union.

SECTION 2. A reasonable opportunity shall be given to the members to nominate candidates for office. In order to be eligible to be nominated for office, a member must have been a member in continuous good standing for a period of three calendar months immediately preceding the month of election. No member may be eligible to be nominated to any office in this Union unless they are employed in a bargaining unit represented by the Union. A member contesting an unfair termination from a bargaining unit through the National Labor Relations Board or other legal authority shall be considered eligible. No member may be nominated for more than one office.

SECTION 3. The nominations shall be declared open at a special membership meeting to be held in the month of August 2022, and every two (2) years thereafter. Members in good standing may nominate themselves or other eligible members by attending the meeting or by otherwise communicating their nomination to the chair of the election committee before the close of the special meeting. The election committee will promulgate an email and mailing address for this purpose. All persons nominated shall indicate their acceptance or declination (1) verbally if present at the meeting, otherwise (2) in writing within five (5) days after such meeting.

SECTION 4. An election committee of five, the majority (3) appointed by the President and a minority (2) appointed by the Secretary, shall conduct the election, and provide safeguards to ensure a fair election. No candidate for election or any officer serving out their term of office shall be eligible to serve on the election committee. The election committee shall pass on the eligibility of all candidates.

SECTION 5. Notice of the nominations meeting and the election shall be mailed to the last known home address of all members in good standing not less than fifteen (15) days prior to the date of the nominations meeting.

SECTION 6. No member of this Union shall be permitted to vote unless they are a member in good standing in this Union as of the month prior to the election.

SECTION 7. Any candidate shall have the right to have an observer present at the polls and at the counting of the ballots. All observers must be members in good standing in the Union as of the month prior to the date of the election.

SECTION 8. The names of all candidates will be placed on the ballot individually for each office.

SECTION 9. The candidate(s) receiving the greatest number of votes for the office for which they were nominated shall be declared elected.

SECTION 10. There shall be no voting by proxy or mail ballot.

SECTION 12. All officers and Executive Board members shall be inaugurated at the regular membership meeting of this Union to be held following election and shall assume office immediately after such inauguration. Before entering upon the duties of their respective offices, the newly elected officers shall subscribe to the following installation obligation:

"I, _____, do solemnly pledge (or affirm) that I will, to the best of my abilities, perform the duties of my office and act to empower working people through the activities of our Union. At the close of my official term, I will turn over to my successor all books, records, and all other properties, including funds, of this Union, that may be in my possession. I will at all times devote my efforts to further the objectives and best interests of my Union and my fellow members."

SECTION 13. Any protest relating to the nominations and elections of officers shall be made to the Election Committee by registered mail within 30 days after the election setting forth the specific reasons for such protest.

ARTICLE VIII FINANCES

SECTION 1. The regular dues of the membership of this Union shall be 1.25% of base hourly pay rate for hours worked and paid per month (not including clinical ladder, differentials, and add-ons). For employees paid by salary en lieu of an hourly rate, dues will be calculated as the lesser of either 1.25% of base salary, or 1.25% of the base hourly rate commensurate with the employee's experience on the relevant wage scale of their bargaining unit's contract (adjusted for FTE and/or full-time/part-time status). The dues of a new member shall commence from the date of employment in the bargaining unit. Each applicant for membership shall fill out and sign an application form furnished by the Treasurer.

SECTION 2. Any member, being two calendar months in arrears for payment of any dues shall be considered not a member in good standing. Members not in good standing must pay all dues owed up to and including the current month before good standing status can be regained in the Union.

SECTION 3. There shall be no other fees associated with attaining or maintaining membership in the Union.

ARTICLE IX USE OF FUNDS

SECTION 1. The funds of this Union cannot be divided in any way among individual members and can be utilized only for Union purposes.

SECTION 2. The general fund of the Union shall be used for the payment of expenses incurred by this Union on behalf of its membership primarily for organizing, defense, service and contract administration and other purposes to benefit the members.

SECTION 3. All disbursements shall be made by checks drawn on the general fund and shall be signed by the President or, in their absence, the Treasurer.

SECTION 4. The fiscal year of this Union shall be the twelve (12) month period ending with the last day of the month of December of each year.

ARTICLE X STRIKES

SECTION 1. This Union shall not call a strike against an employer unless the active members in good standing of the affected bargaining unit authorize the strike by a secret ballot vote, in which a majority of voting members must approve. Prior to taking a strike vote, the members shall be fully informed of and consider the most recent bargaining positions of the employer and this Union.

SECTION 2. Strikes against an employer or employers may be terminated by the Executive Board subject to ratification by a majority of the members of this Union in the bargaining unit employed by such employer or employers by secret ballot.

ARTICLE XI VACANCIES IN OFFICE

SECTION 1. In the event any vacancy is created by the death, disability, resignation or removal of an official except for President of this Union, the Executive Board shall be empowered to appoint a successor to fill the balance of the unexpired term no later than its next regular meeting. Such appointee shall hold office until the next regular election for that office.

SECTION 2. In the case of a vacancy in the office of President, the Vice-President shall assume the Presidency for the remainder of the term, and the office of Vice-President shall be considered vacant and be filled by the Executive Board pursuant to Section 1 of this Article.

ARTICLE XII

AMENDMENTS

SECTION 1. Proposals for amendment to these bylaws may be made by the Executive Board, or by any delegate, at a regular annual meeting. Proposals for amendment may also be made by the Executive Board at a special meeting, provided the purpose of the meeting and text of the proposed amendment be provided to all local associations and members in the appropriate notice period. Proposed amendments must be adopted by a majority of delegates voting at the annual or special meeting, after which they will go to a secret ballot vote of the full membership, whereupon a two-thirds majority result in favor shall be necessary to ratify. Only upon such ratification will the bylaws be so amended.

ARTICLE XVI ILLEGALITY

SECTION 1. Should any of the provisions of these Bylaws be held or adjudged to be illegal or in violation of any present or future law, such adjudication shall not invalidate any other portion or provision of these Bylaws, nor relieve the Union or its members from their liabilities and obligations under the provisions of these Bylaws, but the same shall remain in full force and effect.

These Bylaws were prepared by the RUNAP Bylaws Committee and were adopted by the membership on August 11, 2022, by a secret-ballot vote.

The effective date of these Bylaws is August 12, 2022.