

CONSTITUTION & BYLAWS

OF THE

**UNION OF AMERICAN
PHYSICIANS AND DENTISTS,**
affiliated with AFSCME, AFL-CIO



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PREAMBLE

We physicians and dentists, in order to provide optimum medical care for the people; to insure quality facilities for the provision of medical care; to enable doctors to give of themselves, unhindered by extraneous forces, for the welfare of their patients; to insure reasonable compensation for doctors commensurate with their training, skill and the responsibility they bear for the life and health of their fellow human beings; do establish this Union.

I. GENERAL PROVISIONS

Section 1. Name.

This organization shall be known as the UNION OF AMERICAN PHYSICIANS AND DENTISTS (hereinafter sometimes referred to as the Union).

Section 2. Objectives.

The Union shall represent, protect, maintain, and advance, through activities accomplished by relevant techniques which may lawfully be engaged in by a labor organization, the interests of members and their patients including the determination of rates of compensation, maintenance of proper working conditions, the provision of adequate equipment and facilities, the establishment of appropriate utilization review procedures which do not interfere with the doctor-patient relationship and the maintenance of the highest quality of medical and dental care.

So as to successfully engage in the foregoing specific and primary purposes the Union shall follow and utilize interalia, the following general purposes and powers:

- (a) To initiate and foster measures to improve the economic status of the members and to enhance the dignity of their professions;
- (b) To associate together all physicians and dentists for their mutual benefit and protection and to explore and develop hiring and employment opportunities for its members;
- (c) To unite the efforts of physicians and dentists in obtaining and preserving the individual freedom of action necessary for the success of their professional endeavors;
- (d) To study, advise, recommend and secure the enactment of legislation in the interest of physicians and dentists;
- (e) To obtain information as to opportunities for advanced educational studies, conferences, and discussions, and to supply such information to the members;
- (f) To affiliate itself with other organizations, local, regional, statewide, national or international, which have similar objectives and aims;

- (g) To hold and transfer such real and personal property as may be necessary or convenient to conduct and operate the organization;
- (h) To establish, acquire and own such trademarks or copyrights as may be necessary to provide the organization with distinctive union labels or insignia;
- (i) To do everything necessary, suitable or proper at any time or place for the accomplishment of any of the purposes and objectives here set forth, and to contract accordingly on behalf of its members;
- (j) To transact business in the State of California or in any other jurisdiction in the United States of America or elsewhere; and
- (k) To have and exercise all rights and powers conferred on nonprofit corporations under the laws of the State of California, provided, however, that this Union shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

Section 3. Home Office Location.

The principal headquarters of the Union shall be located in California.

Section 4. Duration.

The duration of the Union shall be perpetual.

Section 5. Fiscal Year.

The fiscal year of the Union shall commence on the first (1st) day of October of each year and expire on the thirtieth (30th) day of September of the following calendar year.

II. MEMBERSHIP

Section 1. Members.

There shall be two (2) classes of members in the Union (1) At-large members, who are not affiliated with any Local Union; and (2) members who are affiliated with a Local Union. At no time shall a member be deemed to have more than one class of membership. There shall be no limit upon the number of Union members.

Unless the context otherwise requires, references in this Constitution and Bylaws to "members", "membership" and the like terms shall be deemed to refer in the aggregate to both classes of membership hereinabove described.

Section 2. Voting Rights.

The two (2) classes of members shall have equal participation rights in the Union, with each member of the Union being entitled to one (1) vote. Cumulative voting shall not be allowed in connection with any matter to be voted upon. Members shall not be entitled to vote or act by proxy except that the duly elected representatives of a Local Union or of a geographical grouping of at-large members may vote their fully paid up membership. No single vote shall be split into fractional votes.

Section 3. Admission to Membership.

Membership in the Union shall be open to any licensed physician or dentist, and any person actively engaged in training with expectation of such licensure in a reasonable period of time, and such other categories of employees approved by the Executive Committee, who endorses the purposes of the Union as set forth in Article 1, Section 2 of the Constitution and Bylaws, and who is neither affiliated with nor a member of any other organization which acts or seeks to act as a collective bargaining agent for physicians and dentists in competition with the Union.

Membership in the Union shall not be denied on the basis of race, color, religion, marital status, national origin, physical handicap, sex, or political preference.

Section 4. Application for Membership.

Membership in the Union shall be obtained by the making of a written application signed by the applicant and the approval of the application by the Executive Committee of the Union ("Executive Committee"). The Executive Committee shall pass upon the eligibility of the applicant, with all applicants who are found eligible being admitted to membership. Any person who has been expelled from the membership in the Union or who has resigned his membership or whose membership has otherwise been terminated, may be readmitted to membership in the Union in the discretion of and by the approval of the Executive Committee, provided that such former member is otherwise qualified for membership in the Union and has made written application for re-admission to such membership.

The functions of the Executive Committee concerning membership applications and terminations may be delegated to a Local Union.

Section 5. Termination of Membership.

Membership in the Union may be terminated by resignation, expulsion, or loss of eligibility for membership.

Resignation shall become effective either upon the date of receipt of written notice of resignation to the Executive Committee, or upon any date designated by the resigning member which is not more than (60) days subsequent to the date of submission of written notice of resignation and which is agreed to by the Executive Committee.

Any member may be expelled from membership pursuant to the procedures set out hereafter.

The membership of any member who becomes ineligible for membership in the Union shall, upon a finding of such ineligibility by the Executive Committee, be deemed to have been terminated as of the date upon which he became ineligible ("ineligibility date"), or such other date as may be designated by the Executive Committee, except that such other date shall not be more than six (6) months after the ineligibility date.

Any member whose dues, assessments and payment of fines, if any, are in arrears shall be subject to loss of membership as hereinafter set forth. The Executive Committee or its representative

shall examine the dues and assessment records of the membership at least once each year, and shall notify or cause to be notified in writing members whose dues and/or assessments are at such time in arrears that they will be declared ineligible for continued membership Thirty (30) days after the date set forth on such written notification, unless their arrearages and current year's dues, assessments and fines, if any, are paid during the interim period. If said arrearages and current dues, assessments and fines are not fully paid within the Thirty (30) day period, the Executive Committee shall declare the membership of such member is terminated after such delinquency notice.

Any member who withdraws from membership may only regain membership status by applying for re-admission as a new member, and such individual must pay all fees required of any new applicants and members.

Section 6. Transfers; Rights on Termination.

No member shall have the right to transfer his membership in the Union. All rights and interests of or belonging to any member shall automatically terminate upon death or termination of membership in the Union.

III. INITIATION FEES, DUES, ASSESSMENTS, AND FINANCIAL REPORTS

Section 1. Initiation Fee.

Every person becoming a member of the Union shall pay an initiation fee of Twenty-five Dollars (\$25.00), except where payment of said fee is expressly waived by an authorized representative or agent of the Union.

Section 2. Membership Dues.

A. Except as provided for in B, C and D of this Section, every member of the Union shall pay annual dues of Four Hundred Forty Dollars (\$440.00). This amount may be paid, at the option of the member and after written notification of his decision thereof to the Treasurer of the Union in either of two ways: (1) In four (4) equal quarterly installments of One Hundred and Ten Dollars (\$110.00), due as of October 1, January 1, April 1, and July 1 of each year, or in one lump sum payment of Four Hundred Forty Dollars (\$440.00) due as of October 1 of each year.

B. Salaried members shall pay dues in an amount which is set by the Union Executive Committee from time to time except that the maximum dues for salaried doctors in bargaining units with UAPD collective bargaining agreements shall be 0.95% of salary. Salaried members with access to payroll deduction shall authorize their employer to remit the annual dues to the Union in twelve (12) equal monthly or twenty-six (26) equal bi-weekly installments.

C. Retired or disabled members not in active practice, who will require no services but who wish to continue active membership, may choose to pay annual dues of Seventy-Two Dollars (\$72.00) in any of the above-mentioned remittance schedules. No business related services shall be provided to these members except for those services related to their status as retired or disabled members and those continuing services arising from actions which occurred while they were regular members.

D. Not more than once in any fiscal year, at the discretion of the Executive Committee, the dues rate in A. of this section may be increased Five Dollars (\$5.00) per quarter.

Section 3. Assessments.

Assessments for the payment of expenses of the Union not covered by monies received as membership dues and initiation fees may be levied by the Executive Committee against each member with the approval of the membership at a Regular Meeting or a Special Meeting of the members called for such purpose with reasonable notice and conformance with the other requirements of the Landrum-Griffin Act; and such assessments, if any, may be levied upon all members or classes of membership alike, or in different amounts or proportions or upon a different basis upon different members or classes of membership and may exempt some members or classes of membership.

Section 4. Financial Accounts; Auditing.

The financial accounts of the Union and the books of the Treasurer shall be prepared at the end of each fiscal year by a Certified Public Accountant or Public Accountant selected by the Executive Committee. The Executive Committee shall also have the authority to order an audit by an independent Certified Public Accountant, or an audit conducted by a committee composed of members of the Union appointed by the Executive Committee for such audit, at any other time or times it may deem necessary and proper. A copy of the financial report covering each such fiscal year or other period shall be made available to all members upon individual written request.

IV. TRIENNIAL CONVENTIONS; MEETINGS OF MEMBERS

Section 1. Triennial Convention.

The Triennial Convention of the Union shall be held at a time and place determined by a resolution of the Executive Committee. Written notice of the time and place during October or November of the Triennial Convention shall be delivered personally to each Local Union and to each member or sent to each member by mail or other form of written communication, charges prepaid, addressed to the member at his address as it is shown on the records of the Union or given by such member or members to the Union for the purpose of notice. Any notice shall be mailed or delivered at least thirty (30) days before the date of the Triennial Convention. Any member wishing to propose an amendment of these bylaws at the Convention must first present its text to the Union office by September 1st. Any member wishing to present a resolution of the Convention shall present it to the Union office at least 14 days prior to the Convention.

The agenda for each Triennial Convention shall include, by way of illustration and without limitation there to:

- (1) Call to order, tally of delegates present, and certification by the proper officer of the presence of a quorum vel non;
- (2) Reading and approval of the minutes of the preceding Triennial Convention;
- (3) Review and analysis of the activities of the Union since the last Triennial Convention, as presented in a report from the Executive Committee;

- (4) Unfinished old business;
- (5) Communications;
- (6) Reports of committees;
- (7) New Business;
- (8) Discussion and recommendations for improvements of the Union;
- (9) Any special program designated by the Program Chairman or President (such as guest speakers, etc.);
- (10) Adjournment

Section 2. Special Meetings.

A Special Meeting of the Union for a specific purpose may be called at any time by the President, or upon the written request of at least one-half (1/2) of the members of the Executive Committee. Written notice of the time, place, and agenda of any such Special Meeting shall be provided to all members at least fourteen (14) days prior to the date set for said meeting. Such notification shall be delivered personally to each member or sent to each member by mail or other form of written communication, postal charges prepaid, addressed to the members at their respective mailing addresses, as such are shown on the records of the Union or given by such member or members to the Union for the purpose of notice.

The agenda for each Special Meeting shall include:

- (1) Call to order, tally of members present, and certification by the proper officer of quorum vel non;
- (2) Reading of the notice calling the meeting;
- (3) Transaction of the business for which the meeting was called, and no other business; and
- (4) Adjournment.

Section 3. Notice of Adjourned Triennial Convention or Special Meeting.

When a Triennial Convention or Special Meeting is adjourned for thirty (30) days or more, notice of the adjourned Triennial Convention or Special Meeting shall be given as in the case of the Original Triennial Convention or Special Meeting. When a Triennial Convention or Special Meeting is adjourned for less than Thirty (30) days, it is not necessary to give any notice of the time and place of the adjourned Triennial Convention or Special Meeting or of the business to be transacted thereat other than by announcement at the Triennial Convention or Special Meeting at which the adjournment is taken.

Section 4. Quorum; Majority Vote.

Triennial Conventions or Special Meetings of the members shall require the presence in person of, or the representatives of, at least five percent (5%) of the members of the Union to validly transact business; all decisions shall be made by majority vote of such votes cast.

In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the members present, but no other business shall be transacted. The members present at a duly called or held meeting at which a quorum is present may continue to do

business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 5. Oath of Officers and Executive Committee Members.

The Officers and Executive Committee members of the Union shall subscribe by oath to the following obligation: "I, _____, do hereby promise faithfully to perform the duties of my office as prescribed by the Constitution and Bylaws of the Union of American Physicians and Dentists. I will deliver to my successor in office all books, papers, electronic material, and other property of this Union that may be in my possession at the close of my official term of service. I will also deliver all property of this Union to the proper authority of the same upon lawful demand. I will at all times devote my efforts to further the objectives and best interests of the Union."

V. ELECTION OF OFFICERS AND EXECUTIVE COMMITTEE MEMBERS

1. The officers and members of the Executive Committee of the Union shall be nominated, elected and installed as provided in this article.

2. The officers and members of the Executive Committee of the Union shall be elected at 3-year intervals, for 3-year terms. The election shall be by mail ballot.

3. The President shall, with the approval of the Executive Committee, appoint a nominating committee composed only of members in good standing. Any member who accepts appointment to the nominating committee shall be ineligible for candidacy in the election with respect to which the nominating committee serves.

4. No later than May 15 of the election year, the nominating committee shall mail by first-class mail, to each member in the union, a notice that nominations for officers and directors of the Executive Committee will be received by the nominating committee during the month of June and shall include a form for nomination petitions.

5. Nominations shall be made on the form prescribed by the nominating committee. A member must be nominated by three members in good standing, which may include members of the nominating committee; provided, no member of the nominating committee may nominate more members for an office than the number of candidates that may be elected to that office. Nomination petitions must be received by the nominating committee at any time from June 1 through June 30 of the election year, and at no other time.

6. To be nominated as an officer or Executive Committee member, a member must have been continuously a member in good standing of the Union for the two years immediately preceding nomination. Any member meeting this requirement may be nominated as an officer. To be nominated as a member of the Executive Committee, a member must meet the continuous good standing requirement and also be in the sector to which the Executive Committee membership is allocated. "Good standing," as used herein, means that the member is not suspended, expelled, or more than one payment behind in dues. No member employed as a manager or confidential employee and no member paying the special retired or disabled member dues rate under Article III, Section C, can serve as an officer or member of the Executive Committee. In addition, all Officers and Executive Board

nominees must disclose to the nominating committee any criminal conviction(s) and disciplinary action(s) taken against them by a Professional Organization, State or Federal Agency.

7. Executive Committee memberships shall be allocated to the various sectors of the Union's membership, as follows:

| <u>Sector</u> | <u>Number of Executive Committee Members</u> |
|-------------------------------|--|
| Private Practice | 2 |
| State Employment | 5 |
| County and Private Employment | 4 |

The foregoing allocation may be changed only by amendment of this constitution or by a three-fourths (3/4) vote of all the members of the executive committee. No such change after April 1 of any election year shall be effective with respect to the election held that year. All members shall be advised of any such change by a first-class mailing, individually addressed, made on or before March 31 of the election year.

8. The nominating committee shall prepare written forms of ballots. There shall be a separate ballot for each membership sector (private practice, state employment, and county and private employment). The form of ballot shall show the names of the members duly nominated for each office and for the Executive Committee memberships allocated to the membership sector for which the ballot is intended. The names of the nominees shall be listed in the order valid nominating petitions were received by the nominating committee. If the number of nominees for a position is equal to or less than the number that may be elected to such position, the nominating committee shall not include this position on the ballot but shall state on the ballot or in writing accompanying the ballot that these nominees are declared elected. Write-in votes shall not be allowed, nor shall any provision be made on the ballot for such votes. The ballot must make provision for the voter to withhold his or her vote for any or all of the nominees. The ballots shall bear a legend specifying the time by which the ballot must be received in order to be counted, and stating that a quorum for the election shall consist of the number of valid ballots timely received by the election committee.

9. The President shall, with the approval of the Executive Committee, appoint an election committee of three members. It shall be the duty of the election committee to conduct the election and to insure fair procedures, a secret ballot and equal, nondiscriminatory treatment of all candidates.

10. On or before July 15 of the election year, the nominating committee shall deliver its written ballot to the election committee, together with all nominating petitions received by the nominating committee, including both the petitions deemed valid and those deemed invalid by the nominating committee. The election committee shall examine the petitions and independently evaluate which candidates have been duly nominated and accordingly make any necessary corrections to the ballot, whether these be additions or deletions of candidates, correction of the spelling of names, the order in which the names of candidates appear on the ballot, the provision for withholding of votes, or any other matter. When the ballot is in final form, the election committee shall, by no later than July 31 of the election year, send the ballot by first class mail to each member then in good standing. Members shall be sent ballots corresponding to their respective membership sectors. The ballot shall be mailed in

such a manner as to insure secrecy and to insure that the ballot has been cast by the member to whom it was addressed. The election committee may, but need not, require the Union to prepay postage on return envelopes. The committee shall make provision that all ballots are received in a secure manner. The ballots shall be opened, counted and tallied by the committee on the first day of September unless that day is a Saturday, Sunday or holiday in which case the ballots shall be opened and counted on the first following business day. Each candidate may have one observer present at all times during the opening, counting and tallying of the ballots. Observers may not count nor touch ballots, but must be allowed to see each ballot. No one other than members of the election committee and the observers shall be present during the counting of the ballots. At the conclusion of the counting of the ballots, the election committee shall tally the same and determine who is elected. The election committee shall then announce orally the results of the election, declaiming the names of each candidate, the votes received by each and the member or members determined by the election committee to have been elected; candidates and any other interested parties shall be admitted for the purpose of hearing such announcement. As soon as practicable thereafter, the election committee shall send a written report of the election to each candidate, whether or not the candidate was elected. The election committee shall keep all records of the election, including ballots, in a secure place for at least one year following the opening of the ballots.

11. The number of valid ballots returned to the election committee in a timely fashion shall constitute a quorum for the purpose of electing officers and directors of the Executive Committee. The candidates receiving the majority or plurality of votes for each office shall be determined as those elected.

12. The election committee shall include with the written ballot an information sheet or sheets containing the biography and campaign statement of each candidate who chooses to have such information disseminated to the members. The election committee shall not distribute such information to members except in the mailing of ballots. The Executive Committee shall establish limits on the length of biographies and campaign statements, which shall be one statement for each candidate, provided that such limits shall be uniformly applied to all candidates for each office. The election committee shall not edit or censor any biographies or statements, except to excise profane or obscene material. The election committee shall set a deadline for submission of biographies and campaign statements. All candidates shall be advised simultaneously and by the same means of the deadline for submission and any limits on the lengths of biographies and campaign statements.

13. The union's membership list shall not be given to, shown to or used by candidates for election purposes, provided, however, that each bona fide candidate for office has a right, once within thirty days prior to the election, to inspect, but not copy, a list containing the names and last known addresses of all members of the union who are subject to a collective bargaining agreement requiring membership in the union as a condition of employment.

14. Any candidate who objects to the conduct of an election must file written objections with the election committee, which must be received by the election committee no later than ten calendar days from the date of the oral announcement of the election results. Within seven calendar days of the filing of the objections, the objecting candidate must submit in writing all information within the candidate's possession and control supporting the objections, including witness statements. No evidence reasonably available to the candidate by such deadline may be submitted later. The committee shall investigate the objections and determine whether the acts or omissions alleged in the objections

occurred and, if so, whether the results of the election could have been affected. If it determines that the result of the election for all or some offices could have been affected by the objectionable conduct, it may rerun the election for such affected offices. No new nominations shall be taken in a rerun election. The election committee shall issue its determination on the objections within ninety days after the submission of such objections. The decisions of the election committee are not appealable.

VI. EXECUTIVE COMMITTEE

Section 1. Executive Committee as Governing Body.

Except as otherwise provided by the Articles of Incorporation of the Union or these Constitution and Bylaws, the powers of the Union shall be exercised, its property controlled, and its affairs conducted by the Executive Committee. The Executive Committee shall consist of fifteen (15) members.

Section 2. Composition, Manner of Election, and Term of Service of the Executive Committee; Vacancies Thereon.

All Elections to membership on the Executive Committee, shall be for three-year terms of office; all such three-year terms of office shall run concurrently with each other. Any member of the Executive Committee shall be eligible for re-election thereto for an unlimited number of consecutive or other terms of office.

Section 3. Duties.

The Executive Committee is charged with the implementation of the purposes and policies of the Union as expressed in the Articles of Incorporation and in these Constitution and Bylaws, and as may be directed by the membership. To this end, the Executive Committee shall conduct business in the name of the Union, shall prepare plans for future activities by the Union, and shall maintain or cause to be maintained the records of the Union.

The Executive Committee shall supervise all officers, agents and employees of the Union to assure that their duties are properly performed. Members of the Executive Committee shall register their addresses with the Secretary of the Union and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

The Executive Committee shall rule upon the application of all bodies suggested for affiliation with the Union as Local Unions thereof.

The Executive Committee may hire a non-voting Executive Director and such administrative, legal and auxiliary personnel as it believes reasonably necessary or proper for the efficient operation of the Union.

The Executive Committee shall decide whether any monies or funds are to be disbursed to or retained by Local Unions.

The Executive Committee shall regularly report to the Union membership through the Union

newsletter or like publication and at the Triennial Conventions of the Union.

The Executive Committee shall review, and may publicly comment upon, the reports of all Committees.

The Executive Committee shall approve or disapprove of the establishment of committees and the appointment of Chairmen and other members thereto by the President, and, if the Executive Committee shall disapprove, then the establishment or appointments so disapproved of shall not be valid or placed into effect.

The Executive Committee shall direct the Treasurer with respect to Union expenditures.

The Executive Committee shall decide whether or not the Union shall be, or continue to be, affiliated with any organization.

Section 4. Meetings of Executive Committee.

The Executive Committee shall hold regular meetings at least once every three (3) months, with additional Special Meetings being called as may be required, to conduct the business of the Union between Triennial Conventions. Such regular and special meetings shall be called, and notice thereof provided, as may be ordered by the Executive Committee. Meetings shall be held at the principal office of the Union unless otherwise provided by the Executive Committee.

Section 5. Quorum for Meetings of Executive Committee.

At meetings of the Executive Committee, a quorum of seven (7) members of the Executive Committee present in person shall be required for the transaction of business; only those acts or decisions done or made by a vote of a majority of those members present shall be the acts of the Executive Committee.

Section 6. Validation of Meeting Defectively Called or Noticed.

The transactions of any meeting of the Executive Committee, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinbefore defined, is present and provided that either before or after the meeting each of the members of the Executive Committee not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the records or made a part of the minutes of the meeting.

Section 7. Conduct of Meetings of the Executive Committee.

Except as otherwise expressly provided in this Constitution and Bylaws, or by law, no business shall be considered by the Executive Committee at any meeting at which a quorum, as hereinbefore defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Executive Committee present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Executive Committee.

All meetings of the Executive Committee shall be governed by Roberts Rules of Order insofar as such rules are not inconsistent or in conflict with this Constitution and Bylaws of the Union, or with any applicable law.

Meetings of members of the Executive Committee shall be presided over by the President of the Union, or in his absence by the Vice President or, in the absence of both, by a chairman chosen by a majority of the members of the Executive Committee present. The Secretary of the Union shall act as Secretary of the Executive Committee. In case the Secretary is absent for any meeting of the Executive Committee, the presiding officer may appoint any person to act as Secretary for the meeting.

Section 8. Expenses.

All Officers and Executive Committee members shall be fully reimbursed by the Union for all reasonable expenses for transportation, lodging, meals and incidental expenses incurred by them while they are properly acting on behalf of the Union. The Treasurer shall review all such requests for expense reimbursement, and shall approve all reasonable requests. No such reimbursement shall be approved for that portion of expenses reimbursed by a Local Union or other organization.

Section 9. Compensation.

All Executive Committee members shall serve as such without compensation from the Union; Executive Committee members who are also officers or employees of the Union may, however, receive compensation from the Union in consideration of their services as such officers or employees.

Section 10. Action Without Meeting.

Any action required or permitted to be taken by the Executive Committee under any articles of incorporation, charter, this Constitution and By-Laws or law may be taken by telephonic, text, fax or e-mail poll of the members of the Executive Committee, individually or in groups, subject to the same quorum and voting requirements as a meeting at which all members are physically present. The poll must be preceded by written notice of the date, time and subject matter(s) to be covered, received at least 24 hours in advance of the commencement of the poll, and followed by written confirmation of the actions taken and how each participating member votes; provided, however, that the President may dispense with prior notice in the event of an emergency. This provision shall be effective only as and when it is consistent with governing law.

Section 11. Removal of Members of the Executive Committee.

Any member or members of the Executive Committee, may be removed from office at any time by the vote of two-thirds (2/3) of the members of the Union present and voting at a specially called meeting of the Union. If any or all members of the Executive Committee are so removed, new members of the Executive Committee may be elected at the same meeting and they shall hold office for the remainder of the terms of the removed members of the Executive Committee. If new members of the Executive Committee are not elected at such meeting, the vacancy or vacancies created by the removal shall be filled as provided in Section 12 hereof.

Section 12. Vacancies.

Vacancies in the Executive Committee shall exist (1) on the death, resignation, or removal of any member of the Executive committee; (2) whenever the number of members of the Executive Committee authorized is increased; and (3) on the failure in an election by the members of the Union entitled to vote therefore to elect the full number of members of the Executive Committee authorized.

The Executive Committee may declare vacant the office of a member of the Executive Committee (1) if he is declared of unsound mind by an order of court, or finally convicted of a felony; or (2) if within sixty (60) days after notice of his election he does not accept the office either in writing or by attending a meeting of the Executive Committee.

If a member of the Executive Committee misses four (4) duly noticed consecutive Executive Committee meetings without valid excuse tendered to the Secretary of the Union and accepted by the Executive Committee, his position on the Executive Committee can be declared vacant by the President with the approval of the Executive Committee.

Vacancies caused by death, resignation, or disability of a member or members of the Executive Committee, or by his or their removal or by declaration of existing vacancies as provided in this Constitution and Bylaws, or by appropriate action of the Union increasing the number of members of the Executive Committee authorized shall be filled by the vote of the remaining members of the Executive Board, without the necessity for any quorum being present.

If the Executive Committee accepts the resignation of a member of the Executive Committee tendered to take effect at a future time, the Executive Committee may elect a successor to take office when the resignation becomes effective.

A person elected a member of the Executive Committee to fill a vacancy as in this Section provided shall hold office for the unexpired term of his predecessor, or until his removal or resignation as in this Constitution and Bylaws provided.

VII. OFFICERS

Section 1. Officers; Prohibition Against Loans.

The Officers of the Union shall be a President, two Vice Presidents, Secretary, and Treasurer, and such other officers as the Triennial Convention may authorize and elect. The same person may not simultaneously hold more than one of these offices. The officers shall be voting members of the Executive Board. The terms of office for the President, Vice Presidents, Treasurer, and Secretary shall be three (3) years, such terms to run concurrently with the terms of office provided for members of the Executive Board pursuant to Article V, Section 2 of this Constitution and Bylaws. The term of any other office shall be as specified at the Triennial Convention. Each officer shall continue to hold office, in any event, until his successor has been duly selected.

No officer, agent, or employee of the Union, a Council, or a Local Union may receive any loan from the Union.

Section 2. Qualifications.

All officers shall be members of the Union.

Section 3. Removal and Resignation of Officers.

Any officer or officers may be removed from office for cause upon a vote of two-thirds (2/3) of a quorum present of the Executive Board in office at the time, at any Regular or Special Meeting of the Executive Committee. Any officer may resign at any time by giving written notice to the Executive Committee or to the President or Secretary of the Union. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies Amongst the Officers.

In the event of a vacancy caused by the death, resignation, removal, disqualification, or otherwise, in the Office of President, the Executive Committee shall select one of the Vice Presidents to assume the duties of the President until a successor to the President has been selected by the Executive Committee to serve out the unexpired portion of the term of office. In the event of a vacancy caused by the death, resignation, removal, disqualification, or otherwise, such vacancy shall be filled by the Executive Committee within ninety (90) days after the date of the occurrence of such vacancy, and the President shall designate an interim officer for the period prior to the selection of a successor.

VIII. DUTIES OF OFFICERS

Section 1. President.

The President shall be the chief executive officer of the Union and shall in general, subject to the control of the Executive Committee, supervise and control the affairs of the Union. He shall perform all duties incident to his office and such other duties as may be required by law, by the Articles of Incorporation of the Union, or by this Constitution and Bylaws, or which may be prescribed from time to time by the Executive Committee. The President, with the approval of the Executive Committee, may hire a non-voting Executive Director and other employees as he believes reasonably necessary or proper for the efficient operation of the Union. He shall preside at all meetings of the Union; shall, with the approval of the Executive Committee, establish committees and appoint Chairmen and other members thereto, shall be an ex-officio member of all committees and shall coordinate their activities; and shall be Chairman of the Executive Committee. The approval by the membership of the minutes of any meeting shall constitute endorsement of the acts of the President as described in such minutes. At the conclusion of his term, the President shall submit a report to the Union convention regarding the standing and progress of the Union. The President, by virtue of holding the office, shall automatically be a delegate to all AFSCME conventions.

Section 2. Vice Presidents.

In the absence of the President, or in the event of his inability to act, the Executive Committee shall select one of the Vice Presidents to perform all the duties of the President, and when so acting, he shall have all the powers of, and be subject to all the restrictions on, the President. The Executive Committee shall select one of the Vice Presidents to assume the duties of the President in the event of

the death, resignation, or disability of the President, until such time as the Executive Committee shall have selected a successor to the President. The Vice Presidents shall have such other powers and perform all such other duties as may be prescribed by law, by this Constitution and Bylaws or as may be prescribed by the Executive Committee.

Section 3. Treasurer.

Subject to Article XII of this Constitution and Bylaws, the Treasurer shall, inter alia have charge and custody of, and be responsible for, all funds and property of the Union; deposit all funds in the name of the Union in such banks, trust companies, or other depositories as shall be selected by the Executive Committee; receive, and give receipt for, all funds due and payable to the Union from any source whatever; shall supervise and direct preparation of financial statements for presentation to the Executive Committee for review and approval; shall make disbursements only when authorized to do so by the Executive Committee; shall keep an itemized account of all receipts and disbursements; shall keep a complete record of dues, assessments, and any and all other revenue and funds collected from each member and from others; shall prepare and submit to the Union at the Triennial Convention an itemized statement of receipts and disbursements showing the cash balance on hand; shall maintain adequate and suitable insurance on Union property; exhibit at all reasonable times the books of account and financial records to any member of the Executive Committee, or to his agent or attorney, on request therefore; exhibit at all reasonable times to any member, his agent, or attorney, on written demand therefore for a purpose reasonably related to his interests as a member, the books of account and financial records, and shall exhibit said records at any time when required by the demand at any Triennial Convention or Special Meeting of the membership of ten percent (10%) or more of the members of the Union present at such Triennial Convention or Special Meeting; shall assist in the annual fiscal year-end preparation of the financial accounts, and during any and all audits of such financial accounts; shall provide a yearly financial statement to the membership, publishing same in the Union's newsletter or like publication; and perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by this Constitution and Bylaws or which may be assigned to him from time to time by the President or the Executive Committee.

The Treasurer shall see that all records of the Union pertaining to income, disbursements and financial transactions of any kind whatsoever shall be retained in original form as is or may hereafter be required by the Federal Labor-Management Reporting and Disclosure Act of 1959, as amended, or by other applicable laws or regulations.

Section 4. Secretary.

The Secretary shall keep at the principal office of the Union, and at such other place or places as the Executive Committee may direct, minute books of all proceedings of the Executive Committee, the membership and any committees thereof, containing, inter alia, all acts and proceedings thereof, the time and place of holding thereof, whether meetings were regular or special, and if special, how authorized, the forms of notice given, if any, the names of those present, and the number of those in attendance at such meetings.

The Secretary shall see that all notices are duly given in accordance with the provisions of this Constitution and Bylaws or as required by law; shall be custodian of the records and of the seal of the

Union and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Union under its seal is authorized by law or this Constitution and Bylaws, upon the approval of the Executive Committee, issue Union charters to Local Unions and Councils or other organizations which qualify for such affiliation; shall keep at the principal office of the Union a membership book containing all membership records and application cards, including membership numbers, and a record of all members admitted by initiation or otherwise, as well as all suspended or expelled members, as well as a record of all members whose memberships have terminated; together with the dates on which such membership terminated; shall keep a record of the correct names and addresses of all members initiated or re-admitted, of all other persons from whom revenue is derived, as well as those suspended for nonpayment of dues or for any other cause, and of those who shall have transferred or withdrawn from membership, and shall perform such other duties as may be required by law, by the Articles of Incorporation, or by this Constitution and Bylaws, or which may be assigned to him from time to time by the Executive Committee.

The Secretary shall exhibit at all reasonable times to any member of the Union, or to his agent or attorney, on request therefore, the Constitution and Bylaws, the membership book, and the minutes of the proceedings of the Executive Committee, or other committees and of the members of the Union.

The Secretary shall insure that all statements or reports which the Union is legally required to file are filed with the appropriate Federal, State or other governmental or quasi-governmental agency.

The Secretary shall see that a full and complete copy of this Constitution and Bylaws, as much may be amended, certified as such by the Secretary as a full, true and correct copy thereof, shall be recorded in a book which shall be kept in the principal office of the Union.

IX. COMMITTEES; PARLIAMENTARY PROCEDURE

Section 1. Committees.

The President, with the approval of the Executive Committee, may establish committees and appoint Chairmen and other members thereto. The President may establish such periods of establishment and appointment as he desires, subject to the approval of the Executive Committee. Any member in good standing of the Union shall be eligible to serve as a Chairman or other member of a committee, except that no person shall serve as the Chairman of more than one committee of the Union at any one time.

Each committee may adopt rules for its own government and procedure not inconsistent with law, this Constitution and Bylaws, or with such rules and regulations as may be adopted by the Executive Committee.

All committees shall maintain an active liaison and working relationship with similar committees of the Councils and Local Unions so as to avoid duplication of effort and to engage in joint projects and other activities of mutual benefit.

Section 2. Quorum for Committee Meetings.

At meetings of committees, a quorum of one-half (1/2) of the members thereof, plus one (1)

additional member thereof, present in person, shall be required for the transaction of business; all decisions shall be made by the majority vote of such quorum of members present.

Section 3. Parliamentary Authority.

Parliamentary procedure concerning meetings of the Executive Committee, all other committees, the Triennial Conventions, and Special Meetings of the membership, shall be governed by Roberts Rules of Order in all areas not governed by law, this Constitution and Bylaws, or such other rules as may be duly adopted by the body holding the meeting.

Section 4. Removal From Committee

Any officer or committee member appointed by the President may be removed from such position by the President, or upon the vote of a majority of a quorum of the Executive Committee present at any meeting. Any officer or committee member selected by the Executive Committee may be removed at any time from such position upon a vote of a majority of a quorum present at a meeting of the Executive Committee. Such removal by the President or the Executive Committee shall be effective as of its having been validly voted upon, but the officer or member so removed shall be given written notice thereof, sent by certified mail, postal charges prepaid, addressed to the officer or member at his mailing address as such is shown on the records of the Union.

X. LOCAL UNIONS

Section 1. Local Unions.

The Union shall charter, through the Secretary, such Local Unions as are approved by the Executive Committee.

The Executive Committee shall review the applications of all groups and organizations that desire to affiliate with the Union as Local Unions thereof ("applicant groups"). The Executive Committee may require of such applicant groups that such applicant groups shall furnish such information to the Executive Committee as the Executive Committee shall desire for the purposes of review and evaluation concerning the fitness and desirability of the applicant group being affiliated with the Union as a Local Union. The Executive Committee upon its own initiative also may create any number and type of Local Union.

No Local Union shall incorporate, nor shall any Local Union make any contract or incur any liability on behalf of the Union except with the express written approval of the Executive Committee of the Union. The Union shall not be responsible for any Local Union action, unless such action is specifically authorized or approved by the Executive Committee or the Union.

No Local Union shall engage in a strike, job action, boycott or other form of economic pressure without first having received the prior written approval therefore of the Union.

As a prerequisite to receiving a Local Union charter from the Union, each Local Union shall, as both a condition and a covenant of its application, and for the express purpose of inducing the Union to grant a Local Union charter to such applying body, agree to honor completely and abide by all

provisions of the Constitution and Bylaws of the Union. Each body applying for a charter as a Local Union shall adopt and maintain a Constitution and Bylaws consistent with, and in conformity with, a model Union Constitution and Bylaws for Local Unions. Each such chartered Local Union shall be responsible for those affairs and matters which concern physicians and dentists within the Local Union's jurisdiction. No Local Union shall enter into any collective bargaining agreement except with the authorization and approval of the Union. Whenever any Local Union does enter into a collective bargaining contract or any recognition agreement, it shall do so only as an express co-party with the Union.

Each Local Union shall adopt a name which indicates affiliation with the Union of American Physicians and Dentists.

Section 2. Trusteeships.

A. The Executive Committee may direct the President to appoint a Trustee to take charge and control the affairs of a Local Union, in accordance with applicable statutes, for the purpose of correcting corruption or financial malpractice, assuming the performance of collective bargaining agreements or other duties of a bargaining representative, restoring democratic procedures, insuring faithful adherence of the Local Union or Council to the Constitution and Bylaws of the Union, or otherwise carrying out the legitimate objectives of the Union, whenever the Executive Committee shall have reason to believe that such action is required.

B. The Trustee shall be authorized and empowered to take full charge of the affairs of the Local Union, to remove any or all officers and appoint temporary officers or agents during the Trusteeship, and to take any and all such other action as in his reasonable judgment is necessary for the preservation of the Local Union and its interests. The Trustee shall report on the affairs and transactions of the Local Union to the President. The Trustee's acts shall be subject to the supervision and direction of the President.

C. The Trustee shall be bonded for the faithful discharge of his duties relating to the handling of funds or other property of the Local Union. The Trustee shall be authorized to disburse funds from the treasury of the Local Union under Trusteeship. The Trustee shall pay all due and outstanding claims, properly proved, if funds are sufficient.

D. Upon the institution of the Trusteeship, all the funds, books, papers and other property of the Local Union shall be immediately turned over to the custody of the Trustee, who shall issue a signed receipt therefore. At such time as the Trustee recommends that self-government be restored to the Local Union subject to the Trusteeship, and such recommendation is approved by the Executive Committee, the Trustee shall return all funds, books, papers and other property to the Local Union. If however, the Executive Committee determines that the Local Union is to be dissolved by the revocation of its charter, then any funds balance remaining to the credit of the Local Union shall be forwarded to the Treasurer of the Union.

E. Any Local Union subject to a Trusteeship by the Union may, within ten (10) days from the institution of such Trusteeship, appeal to the Executive Committee of the Union by a written communication addressed to the President, setting forth in detail the reasons for such appeal. If an appeal is so filed, the Executive Committee shall provide for a hearing within thirty (30) days of the

filing of such appeal before the Executive Committee, another Committee designated by the Executive Committee, or a hearing officer or officers, who need not be members of the Union, designated as such by the Executive Committee. The decision of the Executive Committee or whosoever else shall have been designated to hear the appeal of the Local Union placed into Trusteeship with respect to the imposition, validity, duration and terms of the Trusteeship shall be final and binding. Pending such decision, the Trusteeship shall remain in full force and effect.

F. The Secretary of the Union shall file an initial report, concerning the imposition of any Trusteeship on any Local Union, with the United States Department of Labor, and any other appropriate governmental agency, within thirty (30) days from the date said Trusteeship is imposed. The Secretary shall thereafter file semi-annual reports with the United States Department of Labor during the period said Trusteeship is continued.

G. The President shall make a full report of all Trusteeships to the Triennial Convention of the Union.

XI. DISCIPLINE OF UNION MEMBERS

A. The Union may censure, fine, suspend, or expel a member for valid cause including, but not limited to, the following:

- (1) Failure to conform to the Constitution and Bylaws of the Union, or Local Union;
- (2) Dishonesty in dealing with fellow members while acting as a representative of the union;
- (3) Conviction of a felony or other criminal offense which would tend to bring discredit upon the Union;
- (4) Dual unionism (joining another union of physicians or dentists when the Union claims jurisdiction in the same area); or,
- (5) Willfully slandering or libeling another member, or preferring false charges against him.
- (6) Misuse of position or conflicting position which substantially interferes with the interests, goals and objectives of the Union and that is damaging or injurious to the union. However, nothing in this section shall limit the exercise of a member's rights under the Landrum-Griffin Act.

B. Charges against any member may be filed with the Secretary, in writing, by any member of the Executive Committee ("charging member"). A member so charged ("charged member") shall have the right to written notice thereof and a fair and impartial hearing thereon before a Special Committee as the President may, or may have, established for the purpose of presiding at such a hearing. Members of the Executive Committee are excluded from participation on the Special Committee. The charged member shall be served with charges in affidavit form in person or by registered mail, and all relevant documentation, depositions, affidavits, lists of witnesses, and any and all other forms of available evidence bearing on the matter under consideration shall be filed with the Secretary of the Union by both the charging member and the charged member, and such shall be made reasonably available to all such parties concerned for examination and copying. A hearing on the charges shall be held within sixty (60) days from the date on which the charges are served on the charged member, and the charged member shall have the right to choose his own representative. The charged member shall have the

right to cross-examine witnesses who appear or testify against him, to present witnesses in his defense, and to refute the charges; the hearing shall not, however, be required to follow common law or statutory rules of evidence as may be applied in California or Federal courts or administrative tribunals. The charged member shall be provided with a written decision on the matter, within a reasonable time after the completion of the hearing, not to exceed thirty (30) days following the date of completion of the hearing and sent by certified mail. Should an adverse decision be rendered by the Special Committee, the disciplinary action shall be imposed upon placement of the written decision in the U.S. mails, subject to rescission or modification by the appeal process.

C. The charged member or the Union shall have the right to appeal the decision of any such hearing and judicial body to the Executive Committee. The charged member shall submit a written request for appeal to the President within 15 days of the date of receipt of the decision. A Special Meeting of the Executive Committee shall be called and held within 60 days of the date of receipt of the request for appeal. The Executive Committee may sustain, reduce, or overrule the decision rendered or any penalties assessed, but may not increase such penalties. A decision on appeal shall be rendered within 30 days following completion of the appeals review.

D. Subject to the provisions of any and all applicable Federal and California statutes, every member or officer of the Union against whom charges have been preferred and disciplinary action taken, or who has a grievance, claim or dispute against the Union or any officer thereof, agrees as both a condition and covenant of his membership, and the continuation of such membership, to pursue and utilize all applicable hearing, grievance and appeal procedures as may be provided by the Union and Local Unions, and further agrees not to file or prosecute any action before any court, tribunal or other governmental agency until such applicable hearing, grievance and appeal procedures have been so pursued and utilized.

E. No member expelled from the Union shall be re-admitted within six (6) months from the date of such expulsion, and no application from an expelled member shall be accepted until he has paid all dues, assessments and fines that may be still outstanding against him.

F. Any member who shall (except in the case of, and on account of, illness) willfully fail to appear before the Executive Committee or any committee appointed pursuant to this Constitution and Bylaws for the purpose of hearing charges against a member, or before the Union, when such person has been notified in writing delivered in person or by registered mail at least ten (10) days prior to the date of such committee hearing or meeting, may, upon a finding thereof by such committee or meeting, be held in contempt of such committee or meeting and be fined ten dollars (\$10.00) for the first such offense, and the amount of such fine shall be doubled for each such subsequent failure to appear.

G. Any violation of any provision of this Constitution and Bylaws may be punishable by a fine of not less than Ten Dollars (\$10.00) nor more than One Hundred Dollars (\$100.00), or by written reprimand publishable in the Union newsletter or like publication, or by suspension from membership and all rights and privileges appertaining thereto for not less than five (5) days nor more than thirty (30) days, or by expulsion, or by any combination of or all of the foregoing penalties, at the discretion of the committee, meeting or Triennial Convention which shall hear the matter, taking into due account with the particular violation or violations therein involved.

H. No person serving on the Executive Committee or any other committee shall be allowed to

cast a vote in connection with any disciplinary or removal action by such body wherein such person is the subject of the action, nor shall such person be counted as present in connection with the satisfaction of the quorum required by such body to validly transact business.

XII. DISCIPLINE OF LOCAL UNIONS

Any Local Union which violates any applicable provisions of the Articles of Incorporation of the Union, this Constitution and Bylaws, or its own Local Union Bylaws, Charter, Constitution, or other like organic or associational document, or which acts in a manner deemed to be detrimental to the interests of the Union, may be disciplined by the Executive Committee as provided in this Article.

Any member of the Union shall have the right to prefer written charges against a Local Union, which charges shall be reviewed by the Executive Committee or its designees to determine whether it appears to the Executive Committee that such charges have a reasonable basis in fact ("prima facie case"). Upon a determination of the Executive Committee that a prima facie case has been alleged against a Local Union, a notice of such determination, including the nature of the alleged offense and the names of the member or members, if any, who preferred charges against the Local Union shall be forwarded, by certified mail, to each officer of the charged Local Union. Such notice shall also set a date for a review of the alleged offense by a committee to be appointed by the President of the Union (the "Hearing Committee") which date shall be not less than thirty (30) days or more than ninety (90) days from the date of the notice. The Hearing Committee shall accord the officers and other representatives of the Local Union or Council a full and fair hearing on the merits of the alleged offense under the procedures to be determined by the Hearing Committee. The Hearing Committee shall be authorized to revoke or suspend the Charter of the Local Union, recommend to the Executive Committee that the Local Union be placed into a Trusteeship, assess a fine against the Local Union or Council, cause a written reprimand or censure of the Local Union to be published in the Union newsletter or like publication, or do any combination of the above. The decision of the Hearing Committee on these matters shall be final.

Any Local Union of the Union which shall become in arrears with respect to the payment of dues, fees, or assessments, shall be notified of the delinquency period of such arrearage. If the Local Union fails to promptly remit such overdue payments, it shall be automatically suspended on the fifteenth (15th) day following the date of notification. No suspended Local Union shall be entitled to any rights or privileges otherwise afforded such organization pursuant to this Constitution and Bylaws.

XIII. FUNDS AND PROPERTY OF THE UNION

Section 1. Revenue.

The funds of the Union shall be raised by membership dues, assessments, and such other means of obtaining revenue as the Union may from time to time determine.

Monies paid to the Union by or on behalf of a member shall be applied to such member's obligations to the Union in the following descending priority: (1) Fines; (2) Assessments; (3) Dues; and (4) other fees.

Section 2. Disbursement of Funds; Bonding.

All bills payable, notes, checks or other negotiable instruments of Union shall be made in the name of the Union. The President shall sign and the Treasurer of the Union shall countersign all such negotiable instruments. The President, with the approval of the Executive Committee, may appoint a union member or employee as a co-signer of negotiable instruments.

The President and Treasurer of the Union may from time to time transfer such sums of money to administrative accounts, including payroll accounts, petty cash accounts, and such other accounts as may be necessary to meet administrative and current obligations of the Union. All persons authorized to sign any negotiable instruments for the Union shall be bonded by a reputable corporate surety in an amount consistent with the amount of funds over which they may have control, the fees for such bonds to be paid by the Union. No officer or agent of the Union either singly or jointly with others, shall have the power to make any bill payable, note, check, draft, or warrant, or other negotiable instrument nor endorse the same in the name of the Union nor contract or cause to be contracted any debt or liability in the name or in behalf of the Union except as expressly prescribed and provided in this Constitution and Bylaws.

The membership, at any Triennial Convention or at any Special Meeting called for such purpose, may, if approved by the Executive Committee, authorize disbursements of Union funds for any purpose that shall directly or indirectly aid or serve the objects of the Union or the objects of the general labor movement.

Financial assistance to Local Unions or Councils shall, however, only be made at the discretion of the Executive Committee. Requests therefore must be made in writing to the Treasurer, stating the amount needed and the purpose for which it is needed.

Section 3. Property Rights.

Membership in the Union shall not vest any member with any right, title or interest in or to the funds, property or any and all other assets of the Union now owned and possessed, or that may hereafter be acquired, and each member, as both a condition and a covenant of his applying for, accepting and retaining membership in the Union expressly waives any right, title or interest in or to the property of the Union including the funds of the Union.

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

Section 4. Suits Against the Union, Members of the Executive Committee, Officers, and Employees.

In the event that a lawsuit is brought against the Union funds of the Union shall be expended for all costs of the Union attendant therewith, including by way of illustration and without limitation thereto, attorneys' fees, investigation expenses, court costs, and the costs of a settlement or judgment. Members of the Executive Committee, Officers and employees of the Union shall be indemnified by the Union to the full extent permitted by law.

Funds of the Union will be expended for the protection of the Officers, employees, agents and property of the Union against liability or loss arising out of such persons' actual or asserted misfeasance or nonfeasance in the performance of such persons' duties or out of any actual or asserted wrongful act against, or by, the Union including, but not limited to, judgments, fines, settlements, and expenses incurred in the defense of actions, proceedings, and appeals therefrom.

XIV. INTERPRETATION OF CONSTITUTION AND BYLAWS

Questions concerning the interpretation of any provision of this Constitution and Bylaws shall be finally resolved by the Executive Committee.

XV. MERGER AND CONSOLIDATION: DISSOLUTION

The procedures to be utilized in connection with a merger or consolidation of the Union shall be those set forth in Title 1, Division 2, Part 1, Chapter 5 of the Corporations Code of the State of California, as amended. The procedures to be utilized in connection with a winding up and dissolution of the Union shall be those set forth in Title 1, Division 2, Part 1, Chapter 6 of the Corporations Code of the State of California, as amended.

If the Union is dissolved for the purpose of reorganization, all assets of the Union shall be transferred to the successor organization. In the event the Union is dissolved without a successor organization, all assets shall be given over to such non-profit organization or organizations as the Executive Committee may designate.

XVI. AMENDMENT OF CONSTITUTION AND BYLAWS

Provisions in the Constitution and Bylaws may only be adopted, amended, or repealed in the following manner:

1. By a two-thirds (2/3) vote of a quorum at a Triennial Convention, or
2. By a two-thirds (2/3) vote of a quorum at a Special Meeting of members duly called for the purpose of considering the adoption, amendment or repeal of all or certain enumerated Articles or Sections of the Constitution and Bylaws.

Any adoption, amendment, or repeal of an Article or Section of this Constitution and Bylaws shall become effective immediately after the vote required therefore shall have been certified by the Secretary.

The Executive Committee shall resolve any questions raised concerning the amendment process and procedures.

XVII. GENDER OF TERMS

Except in such circumstances where the context otherwise requires, the use of the masculine gender shall include the feminine and neuter genders, the use of the feminine gender shall include the

masculine and neuter genders, and the use of the neuter gender shall include the masculine and feminine genders.

XVIII. SAVINGS CLAUSE

If any provision of this Constitution and Bylaws shall be declared invalid or inoperative, by any competent authority of the executive, judicial, or legislative branch of the Federal or a State government, the Executive Committee shall have the authority to suspend the operation of such provision during the period of its invalidity and to substitute in its place and stead a temporary provision which will satisfy the objections to its validity and which will be in accord with the intent and purpose of the invalid provision. However, unless said temporary provision is duly approved as a permanent amendment to this Constitution and Bylaws pursuant to the procedure set out in Article XVII herein within six (6) months from the date of this interim adoption by the Executive Committee, it shall automatically cease to have any effect or validity. The remainder of the provisions of this Constitution and Bylaws shall not be affected by the invalidity of any specific provision, and they shall remain in full force and effect.

CERTIFICATE OF SECRETARY

The undersigned, Secretary of the Union of American Physicians and Dentists, a California non-profit corporation, hereby certifies that the foregoing is a full, true, and correct copy of the Constitution and Bylaws of said Corporation, with all amendments to date of this Certificate.

WITNESS the signature of the undersigned and the seal of the Corporation this 3rd day of November, 2012.

Deborah E. Brown, M.D.
Secretary of the
Union of American Physicians and Dentists