



CONSTITUTION AND BY-LAWS

**MAINE SERVICE STATE EMPLOYEES ASSOCIATION
SEIU LOCAL 1989**

**65 STATE ST
AUGUSTA, ME 04330-5126
1-800-452-8794**

As amended November, 2019

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**MAINE SERVICE STATE EMPLOYEES ASSOCIATION
SEIU LOCAL 1989**

65 State Street
Augusta, Maine 04330-5126

**CONSTITUTION OF THE
MAINE SERVICE STATE EMPLOYEES ASSOCIATION/SEIU LOCAL 1989**

November, 2019

ARTICLE I - NAME

The corporate name of the organization as filed with the Corporate Division of the Secretary of State is "Maine Service State Employees Association", hereinafter referred to as "the Association," or "MSEA," or "MSEA/SEIU Local 1989."

ARTICLE 11 - LOCATION OF HEADQUARTERS OFFICE

The main offices of the Association shall be located in Kennebec County, Maine. Other offices may be located in Maine as the needs of the Association dictate.

ARTICLE III - PURPOSES

The purposes of the Association shall be as follows:

- a. to negotiate the advancement of career employment, privileges and benefits, to the betterment of all members represented by MSEA/SEIU Local 1989.
- b. To provide a medium through which all members represented by MSEA/SEIU Local 1989 may express their views on and become involved with issues affecting their employment, tenure, compensation and retirement provisions.
- c. To effect a cooperative effort on general matters relative to employment for the mutual benefit of all members represented by MSEA/SEIU Local 1989.
- d. to promote good will and fellowship among all members represented by MSEA/SEIU Local 1989.

- e. to aid and promote the union philosophy in all workplaces, members' families and communities.

ARTICLE IV - NATURE

Section 1. This organization shall be non-partisan.

Section 2. This organization may become affiliated with or disaffiliated from another group, society, or organization with similar goals by a majority vote of the membership participating in the voting through a procedure established by a majority vote of the delegates who are present and voting at an Annual Meeting of the MSEA Council, or a special meeting of the MSEA Council called for that purpose.

ARTICLE V - MEMBERSHIP

All employees or retired employees of the State of Maine and its political subdivisions and/or other groups/individuals are eligible for membership as provided for in the By-Laws.

ARTICLE VI - ADMINISTRATION

The affairs of the Association shall be managed by the Board of Directors who shall be elected by the membership as provided in the By-Laws.

ARTICLE VII - AREA AND CHAPTERS/LOCALS

In order to provide equal opportunity for all members to participate in the affairs of the Association, the State shall be divided into designated areas and chapters/locals and/or bargaining committees as provided for in the By-Laws.

ARTICLE VIII - AMENDMENT OF THE CONSTITUTION

Section 1. The Constitution may be amended by resolution submitted by a chapter/local, a committee, as defined in Section 10 of the By-Laws, area caucus, fifteen (15) members whose signatures shall be attached to the original resolution, or the Board of Directors. The resolution(s) shall be presented to the delegates at the Annual Meeting of the Council. Approval by a two-thirds (2/3) vote of the delegates present and voting shall be necessary to effect a constitutional change.

Amendments to propose constitutional changes shall require a two-thirds (2/3) vote of the delegates present and voting for approval. Constitutional changes that are to be considered by the delegates at the Annual Meeting of the Council shall be submitted to the Association office in Augusta at least ninety (90) days prior to the Annual Meeting of the Council. The Executive Director shall have the proposed change(s) printed in the *Maine Stater* at least thirty (30) days prior to the Annual Meeting of the Council and distribute copies of the proposed change(s) to all delegates.

Section 2. Constitutional changes shall become effective at the close of the Annual Meeting of the Council.

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BY-LAWS OF THE
MAINE SERVICE STATE EMPLOYEES ASSOCIATION/SEIU LOCAL 1989

November, 2019

SECTION 1: DEFINITIONS

The following are the definitions of terms used in these By-Laws:

- 1.01 MSEA - Means the Maine Service State Employees Association.
- 1.02 BOARD - Means the MSEA Board of Directors.
- 1.03 HEADQUARTERS OFFICE - Means the principal office of the MSEA in Augusta.
- 1.04 EXECUTIVE DIRECTOR - Means the Executive Director of the MSEA.
- 1.05 PRESIDENT - Means the President of MSEA.
- 1.06 OFFICERS - The Association officers shall be defined as President, Vice-President, Secretary, and Treasurer.
- 1.07 AREA CAUCUS - Means the group consisting of the president of each chapter/local from the Area, delegates (or alternates) of each chapter/local from the Area, and the Area Directors.
- 1.08 BARGAINING COMMITTEE - Means the members of MSEA who are selected, as directed by the Board, to be a steering committee for the bargaining teams, and liaison between the teams and membership.
- 1.09 DELEGATE/COUNCILOR - Means the representatives elected by the chapter's/local's membership to represent the chapter/local at all Council Meetings and Area Caucuses.
- 1.10 COUNCIL - Means the MSEA's legislative body.
- 1.11 EXECUTIVE COMMITTEE - Means the elected officers of the

Association (the President, Vice President), one (1) Active Director from each Area (I, II, III) and ~~allowing the respective Area Caucus to replace the Director as needed by notifying the Area Delegates,~~ one Retiree Director, each elected by their respective caucuses, ~~elected at the previously held Annual Meeting by the respective Caucus Delegates or, if necessary, replaced by a mail ballot after notification to the delegates of a vacancy,~~ and the Executive Director as an ex-officio non-voting member. The ~~original~~ elected Director(s) shall take office on January 1 of each year following the election to be held at the Annual Meeting just prior to taking office on January 1. The respective Caucuses shall also elect a substitute Director to serve when appropriate.

1.12 CHAPTER/LOCAL - Means the local functioning unit of the MSEA as defined in Section 4 of these By-Laws.

SECTION 2: MEMBERSHIP

2.1 ACTIVE MEMBERS: Are those dues paying members, or permanent seasonal employees on seasonal layoff status who pay dues while on seasonal layoff at the same rate as retiree members, who are actively employed in bargaining units that have chosen to be represented by MSEA/SEIU Local 1989 for purposes of collective bargaining except as described in Section 2.2.

2.11 Active members may also include dues paying private sector employees, and persons who work in non-traditional employment relationships (such as child care providers and personal care attendants), performing the same or similar jobs to those performed by active members as described in Section 2.1.

2.12 Dues for all active members shall be 100% of regular dues except as follows:

- a. Dues for employees in a newly organized bargaining unit shall be set at the amount equal to retiree dues until the unit ratifies its first contract.
- b. Dues for part-time employees who are not covered by the remainder of this section and are regularly scheduled to work more than 16 and up to 32 hours per week shall be set at 60% of regular dues. Dues for part-time employees who are not covered by the remainder of this section and are regularly scheduled to work 16 hours per week or less shall be set at 30% of regular dues.
- c. Dues for adjunct faculty at the Maine Community College System shall be based on a percentage of earnings for each pay period for which they receive compensation. A set percentage amount of 2.4% will be assessed

to each weekly equivalent paycheck received by an adjunct faculty at the Maine Community College System during any semester where compensation is received.

- d. Subject to approval by the Board of Directors, and for the purpose of increasing membership among certain non-traditional bargaining units with a pilot program or organizing campaign, dues for members in the following units may be on a temporary basis, set at a percentage of earnings rather than a fixed regular dues amount: Alpha One, Child Development Services, Green Valley, Home Care for Maine, Treats Falls, and any newly organized non-traditional bargaining unit after ratification of its first contract.

2.2 ASSOCIATE MEMBERS: Are those dues paying members who are actively employed or formerly employed as described in Section 2.1 through 2.12 and who are excluded from coverage under the State Employees, Court Employees, Municipal Employees, University Employees, or any other Labor Relations Acts.

- a. They shall not have voting privileges
- b. They shall not belong to a chapter/local
- c. They shall not hold office in the Association

2.3 RETIREE MEMBERS: Are those dues paying members and dues-paying surviving spouse or significant other of retirees who are retired from employment as described in Section 2, subsection 2.1 and 2.11 or those retirees who receive retirement benefits through the Maine Public Employees Retirement System. It shall also include those Retiree dues-paying individuals who were employed under any other public sector retirement system including but not limited to the Federal government, States other than Maine, Counties and Municipalities, Retiree dues-paying private sector retired employees who performed the same or similar jobs to those performed by active members, or those retirees who retire from MSEA with at least ten (10) years service as an MSEA employee. Those retiree members and surviving spouse or significant other of a retiree member who have attained the age of 85 years may, at their request, have their dues suspended for life.

2.31 They shall belong to a retiree chapter.

2.32 They are eligible to serve as Retiree Director, Retiree chapter/local officer, Retiree Council member, statewide committee member and Area Caucus member, except for the purpose of electing an active member director.

2.33 ASSOCIATE RETIREE MEMBERS: Are those non-dues paying individuals who are either spouse, mate, companion or other person in a relationship with a dues paying retiree. These associate retiree members have no voting privileges, can not hold office in the chapter or the Association but have the privilege of participation in all activities.

2.4 MEMBERSHIP YEAR: Shall run from January 1 to December 31.

2.5 DENIAL OF MEMBERSHIP: Anyone whose actions are or have been detrimental to the MSEA or to the welfare of public employees may have their application for membership denied by the President of MSEA. Written notice to the affected applicant stating the reason(s) for the denial shall be provided.

2.51 APPEAL OF DENIAL: A denial of membership may be appealed to the Board. The applicant shall be given at least ten (10) days notice of the regular or special Board meeting at which the appeal will be heard. The applicant shall have the right to be heard in his/her defense. A two-thirds (2/3) vote of those members of the Board that are present and voting is necessary to sustain the denial. The decision of the Board shall be final.

2.6 REVOCATION OF MEMBERSHIP: Any member whose actions are or have been determined to be detrimental to the MSEA or the welfare of those represented by MSEA may have their membership terminated by the President. No member, except in the case of non-payment of dues, shall have her/his membership revoked until the Board has heard the appeal, if filed, and has voted to sustain the revocation.

2.61 APPEAL OF REVOCATION: The President shall notify the affected member in writing as to the reason(s) for revocation. The affected member shall have ten (10) days from the receipt of the President's notice to file an appeal with the Board. The affected member shall be given at least ten (10) days notice as to the time and place that such hearing will take place.

- a. A two-thirds (2/3) vote of those members of the Board that are present and voting shall be necessary to sustain the revocation; the decision of the Board shall be final.
- b. No member who has been notified of termination proceedings shall exercise any authority in the roles of Union officer, steward, or committee member; or on behalf of other members, or as a local/chapter officer.

2.7 MSEA DUES: The amount of regular dues shall be established by the vote of the delegates at the Annual Meeting of the Council/ Convention. Dues shall be payable, whether annually or monthly, in advance or through payroll deduction. All chapters/locals shall be notified at least thirty (30) days prior to any vote on a proposed dues change. MSEA retiree monthly membership dues shall be increased by the same percentage as the annual adjustment received by retirees, as determined by the Maine Public Employees Retirement System, rounded up to the nearest 5¢ per month. Retiree dues shall also be increased to meet per capita affiliation costs paid to SEIU and/or other affiliated groups, in part or in whole. The annual Retiree increase for SEIU and/or other affiliated groups per capita affiliation costs shall not exceed twenty (20) cents per month. In addition, Retirees may recommend to the Board of Directors a general increase in Retiree dues over and above those already mentioned above by a majority vote of those present and voting at a Retiree's Steering Committee meeting. Such recommendations shall not exceed twenty (20) cents per month. All Retiree chapters/locals shall be notified at least thirty (30) days prior to any vote on a proposed dues increase.

2.71 Any member who has been on payroll deduction and who acquires inactive status must, within thirty (30) days from his/her last payroll collection, make provision for payment of his/her dues to retain any benefits accruing from such membership.

2.8 CHARTER MEMBERS: Those who became members on or before June 1, 1943, the year MSEA was formed.

SECTION 3: ELECTIONS

3.1 All elections conducted by MSEA-SEIU Local 1989, its chapters and other subordinate bodies, shall be conducted in a manner that is consistent with the Labor Management Reporting and Disclosure Act. Chapters and other bodies conducting elections retain the right to establish their own election policies and procedures, to the extent those policies and procedures are consistent with law and with the MSEA-SEIU Local 1989 Constitution and By-Laws, and with policies and procedures adopted by the Elections Review Committee and approved by the Board of Directors of MSEA-SEIU Local 1989. Specifically, every election must be conducted in a manner that ensures that:

- a. every member in good standing of the union has the right to nominate candidates for office, and is given timely and adequate notice of that right and the procedures required for such a nomination;
- b. that every member in good standing of the union has the right to stand to election to office, subject to reasonable and lawful restrictions, and to

- campaign for such office;
- c. no person convicted of a felony as described in Section 504 of the Landrum-Griffin Act within the last 13 years shall be eligible to hold office in MSEA;
- d. that all members in good standing have the right to vote, by secret ballot, for the candidate of their choosing, in an election procedure that is fair and legitimate;
- e. that members shall have the right to challenge elections or appeal the conduct of elections through regular procedures, and in the absence of such procedures, to the Elections Review Committee.

SECTION 4: CHAPTERS/LOCALS

4.1 MEMBERSHIP: All active and retiree members shall be members of a chapter/local.

4.11 Chapter/locals may be formed ~~in various localities of the state where they may be of the greatest practical service and accessibility to MSEA members~~ by members sharing a community of interests, as described below, and subject to approval of the Board. Members who are currently employed in a collective bargaining unit should organize their chapter/locals by employer, then by department or bargaining unit, and then by geographic proximity, unless there are other overriding considerations as determined by the Board. They Chapter/locals shall have no less than twenty-five (25) members. Chapters/locals shall work to recruit members, and should have at least half of all workers within their jurisdiction maintain membership. They Chapter/locals shall have the power to make by-laws, provided that such by-laws are not in conflict with the MSEA By-Laws. To that end all new by-laws and changes in present by-laws shall be submitted to the Board of Directors for their approval. Members shall be assigned to the chapter/local that is most closely aligned with these criteria, unless they submit a written request to the President asking to be otherwise assigned. In the case of disputes, any such requests shall be considered and decided by the President or their designee. Members that are part of existing chapters/locals before January 1, 2020 may remain in those chapters/locals.

4.2 CHAPTER/LOCAL CHARTER: Chapters and locals shall be chartered by the Board of Directors and will be recognized upon the issuance of a charter signed by the President and Vice-President. The Board of Directors may waive the 25 minimum member requirement to form a local for all newly-organized bargaining units when it determines that such action is in the best interests of the organization. Any such waiver may be granted for a period of up to one year. If the local is unable to meet the minimum membership by that time, its status shall be determined by the next scheduled council meeting.

4.3 REVOCATION OF CHARTER: The Board shall have the power to revoke the charter of a chapter/local. When a charter is revoked the financial records and the assets of that chapter/local become the property of MSEA. The Board by a vote of two-thirds (2/3) of those members of the Board that are present and voting may revoke a charter. Revocation of the charter can be done if the Board has reason to believe that:

- a. The chapter/local has less than the required number of members after having been given three (3) months to bring their membership up.
- b. that a chapter/local is not functioning properly.

4.4 ELIGIBILITY FOR ELECTIVE OFFICE: Candidates must be members in good standing to be eligible for election and remain so during their term of office. No member of a competing organization as defined by the Board shall be eligible for election to any chapter/local office.

4.5 TERM OF OFFICE: Beginning on January 1, 2021, all chapter/local officer, delegates and alternates shall take office January 1 and serve a 1 or 2-year term as defined in their chapter by-laws.

4.6 ELECTIONS: Elections for chapter/local officers, delegates and alternates shall be held between September 1 and December 1 ~~of each year~~ except for newly chartered chapter/locals. The official results of these elections shall be submitted to Headquarters by December 15 ~~of each year~~. Chapters/Locals that fail to submit the results to Headquarters by December 15 shall not be eligible to vote the following year at any Area Caucus, Presidents/Vice Presidents meetings, or Annual Meeting/Convention until the official results of the Annual Chapter Meeting are received by Headquarters.

4.7 REMOVAL OF CHAPTER/LOCAL OFFICERS: The MSEA President may remove any chapter/local officer whose actions are detrimental to the MSEA or the welfare of the MSEA membership. Written notice to the affected officer stating the reason(s) for the removal from office shall be provided by the MSEA President forty-eight (48) hours prior to such action. The officer being removed shall be entitled to a hearing before the Board of Directors. The officer shall be provided with at least ten (10) days notice of the date, time and place of the hearing. The officer shall have the right to be heard in his/her defense. A two-thirds (2/3) vote of those members of the Board that are present and voting shall be required to sustain the removal from office. The decision of the Board shall be final.

4.8 ACTIVE CHAPTER/LOCAL ALLOTMENT: Five percent (5%) of the dues collected that are not directed to dedicated budget account, during the fiscal

year from each active member shall be allocated for chapter allotment expenses. The annual delegate registration fee shall be expensed and the remainder will be returned to each member's chapter/local in a manner to be determined by the Board of Directors.

4.9 RETIREE CHAPTER ALLOTMENT: Twenty percent (20%) of the dues collected that are not directed to dedicated budget accounts, from each retiree during the fiscal year shall be allocated for chapter allotment expenses. The annual delegate registration fee shall be expensed and the remainder will be returned to each member's chapter/local in a manner to be determined by the Board of Directors.

SECTION 5: AREAS

5.1 DESIGNATION OF AREAS: All active and retiree chapter/locals shall be divided into three areas:

Area 1 shall be the chapters/locals in Aroostook, Washington, Hancock, Penobscot, Piscataquis, Somerset and Franklin counties.

Area 2 shall be chapter/locals located in Kennebec County.

Area 3 shall be the chapters/locals in Androscoggin, Cumberland, Knox, Lincoln, Oxford, Sagadahoc, Waldo and York counties.

5.2 EXCEPTIONS TO 5.1: Exceptions to the above may be approved by the Board. The Board shall assign statewide chapters to an area by mutual agreement between the Board and the chapter/local.

5.3 AREA CAUCUS: Each area shall constitute a caucus composed of the presidents and delegates of all the chapters/locals within the area and the Directors from that area. A caucus chairperson shall be elected by written secret ballot by a majority of those present and voting at the first caucus called after January 1 of each year and shall serve in that position for the remainder of the year or until replaced. Area caucuses shall meet at the call of the caucus chairperson. A meeting may be requested by the area Board members or when requested, in writing, by five (5) members of the caucus from different chapter/locals stating the reason for the meeting. These meetings are to discuss matters of mutual concern, and perform such other functions as are either required by these By-Laws or not in conflict with these By-Laws. For purposes of voting at an Area Caucus, only those seated Chapter Presidents, or Vice Presidents seated for the Chapter Presidents, and seated delegates or alternates or seated Chapter members may vote at the Caucus.

Each caucus shall adopt its own agenda and rules as long as those rules do not conflict with these By-Laws.

5.4 AREA CAUCUS AND PRESIDENT-VICE PRESIDENT MEETING EXPENSES: One-half percent (0.5%) of all dues collected, that are not directed to dedicated budget accounts, will be allocated as an expense to pay the budgeted expenses of those who attend and are seated at the various Caucus meeting. Also, this budgeted expense will be used to pay the expenses of those attending Presidents-Vice Presidents meetings.

SECTION 6: OFFICERS

6.1 PRESIDENT: The President shall be the executive head of MSEA and shall preside at all meetings of the Association, the Council and the Board.

6.101 In the event that provisions are negotiated to permit a member's leave of absence to function as a full-time President, the Board shall set his/her salary and benefits.

6.11 ELECTION: The President shall be elected bi-annually for a term of two (2) years by the Council at the Annual Meeting. The President shall be elected from the list of candidates nominated by the various chapters/locals. Such nominations shall be submitted to Headquarters at least forty-five (45) days prior to the Annual Meeting.

6.111 ELIGIBILITY: To be eligible for election to this office, a member must meet the requirements of Section 2.1 The candidate must have been a member in good standing for at least one (1) year and continue in good standing for the length of his/her term. Verification will be from the official list maintained by Headquarters. No member of a competitive organization as defined by the Board shall be eligible for election.

6.112 CONDUCT OF ELECTION: Election shall be by a majority of those delegates voting at the Annual Meeting. If no candidate receives a majority, a run-off election shall be held between the two (2) candidates with the highest totals prior to the adjourning of the Annual Meeting.

6.113 TERM AND OFFICE LIMIT: The President shall serve no more than two (2) consecutive two (2) year terms. No President shall hold another MSEA office above that of chapter/local delegate or officer.

6.12 POWERS:

- a. The President shall call the meeting of the Board and of the Council.
- b. The President shall set the agenda for such meeting.
- c. The President shall submit a report to the Annual Meeting as to the standing and progress of MSEA.
- d. The President shall have the power to bind the MSEA only with the specific authorization of the Board of Directors.
- e. The President shall have the power to create ad hoc committees as needed and to appoint members to those committees.

6.121 RESPONSIBILITIES: The responsibilities of the President shall include but not be limited to the following:

- a. The President shall serve on a full time basis during his/her term of office,
- b. The President shall be the Chief Spokesperson for the Union.
- c. The President shall be responsible for leading and moving the program of MSEA as set by the Council and the Board of Directors,
- d. The President shall provide leadership for membership development, the union's political agenda, and organizing by;
 - 1. Assisting in the development and oversight of the union's internal and external communications program in conjunction with the Executive Director and appropriate staff; and by
 - 2. Representing the Union in the Congress, Legislature and other political subdivisions and in endorsed campaigns in conjunction with the Executive Director and appropriate staff;
 - 3. By making sure that the Union's officers have the training and skills to fulfill their Constitutional responsibilities.
- e. The President shall be responsible for the Union's policy development and policy implementation in conjunction with the Board of Directors and the Council. When lacking specific policy guidelines, the President shall be responsible for making policy decisions and for presenting these

decisions to the Board of Directors at the next meeting.

- f. The President shall represent the Union in terms of labor and other organizations, i.e., SEIU, other affiliated groups, and other organizations that will benefit our Union and its members.

The President shall be responsible for appointing representatives of the Union to other organizations, except where elections of delegates to conventions are required under the terms of the MSEA Constitution and By-laws, the International Union's Constitution and By-laws and/or applicable laws or statutes.

6.13 REMOVAL:

- a. The President may be removed from office by a two-thirds (2/3) vote of the members of the Council who are present and voting. A special meeting shall be called for such action.

There must be at least two-thirds (2/3) of the membership of the Council present and members must receive at least ten (10) days notice of the meeting.

- b. The President may be removed by a two-thirds (2/3) vote of the membership who participates in a vote on such matters.

6.14 FILLING OF A VACANCY: The Vice-President shall succeed to the office of President if for any reason the President is unable to complete his/her term.

6.2 VICE PRESIDENT: The Vice-President shall sit in for the President in his/her absence and shall perform such other duties as are assigned by the President.

6.21 ELECTION: The Vice President shall be elected bi-annually for a term of two (2) years by the Council at the Annual Meeting. The Vice President shall be elected from the list of candidates nominated by the various chapters/locals. Such nominations shall be submitted to Headquarters at least forty-five (45) days prior to the Annual Meeting.

6.211 ELIGIBILITY: To be eligible for election to this office, a member must meet the requirements of Section 2.1. The candidate must have been a member in good standing for at least one (1) year and continue in good standing for the length of his/her term. Verification will be from the official list maintained by Headquarters. No member of a competitive organization as defined by the Board shall be eligible for election.

6.212 CONDUCT OF ELECTION: Election shall be by a majority of those delegates voting at the Annual Meeting. If no candidate receives a majority, a run-off election shall be held between the two (2) candidates with the highest totals prior to the adjourning of the Annual Meeting.

6.213 TERM AND OFFICE LIMIT: The Vice President shall serve no more than two (2) consecutive two (2) year terms. No Vice President shall hold another MSEA office above that of chapter/local delegate or officer.

6.22 REMOVAL:

- a. The Vice-President may be removed from office by a two-thirds (2/3) vote of the members of the Council who are present and voting. A special meeting shall be called for such action.

There must be at least two-thirds (2/3) of the membership of the Council present and members must receive at least ten (10) days notice of the meeting.

- b. The Vice-President may be removed by a two-thirds (2/3) vote of the membership who participate in a vote on such matters.

6.23 FILLING OF A VACANCY: If the office of Vice-President becomes vacant, a new Vice-President shall be elected by the Board from among its members and shall serve until the next adjournment of the Annual Meeting or the expiration of the term, whichever is sooner.

6.3 SECRETARY: The Secretary shall be appointed by the President with the approval of the Board. The Secretary shall be appointed annually and may receive a stipend as authorized by the Board. The Secretary shall have been a member in good standing for at least one (1) year. The Secretary shall possess necessary secretarial skills. The Secretary shall attend and take minutes at all meetings of the Board and the Council. He/she shall be responsible for the transcription of such minutes and the distribution of them. The Secretary shall perform such other duties as the Board may assign.

6.31 REMOVAL: Removal from office shall be upon the recommendation of any Area Director or the President and a two-thirds (2/3) vote of those members of the Board that are present and voting in concurrence.

6.4 TREASURER: The Treasurer shall be appointed by the President with the approval of the Board. The Treasurer shall have been a member in good standing for at least one (1) year. The Treasurer shall be appointed annually and may

receive a stipend as authorized by the Board. The Treasurer shall possess a basic understanding of the necessary accounting or financial skills and shall furnish a bond in such amount as the Board may require, the cost of which shall be paid by MSEA. The Treasurer shall supervise:

- a. The keeping of accurate financial records;
- b. The receipt of all monies due MSEA;
- c. The payment of all bills;
- d. The keeping of a true record of all receipts and disbursements;
- e. The submission of all books and accounts to the auditor(s);
- f. The making of a report to the Annual Meeting on financial matters;
- g. The making of a monthly report to the Board of financial matters;
- h. The Treasurer shall work closely with the Executive Director in all financial matters.
- i. The Treasurer shall be responsible directly to the Board.

6.41 **INCAPACITY OF TREASURER:** In the event of the permanent or temporary incapacity of the Treasurer, as determined by the President, the President shall assume the functions of the Treasurer until such time as the Treasurer is able to resume his/her duties or a new Treasurer is appointed.

6.42 **REMOVAL:** Removal from office shall be upon the recommendation of any Area Director or the President and a two-thirds (2/3) vote of those members of the Board that are present and voting.

SECTION 7: EXECUTIVE DIRECTOR

7.1 **RESPONSIBILITIES:** The Executive Director shall be responsible for the general administration of MSEA under the direction of the Board and supervision of the President.

7.2 **BOARD/COUNCIL MEETING NOTICES:** The Executive Director shall mail notices of all regular meetings of the Board and regular and special meeting of the Council to the members of those respective bodies at least ten (10) days before the date of each meeting.

SECTION 8: BOARD OF DIRECTORS

8.1 **COMPOSITION:** The Board of Directors shall consist of the President, the Vice-President, twelve (12) active member Directors and three (3) retiree member Directors. The Secretary and Treasurer shall serve as non-voting members of the Board.

8.2 **ELIGIBILITY FOR ELECTION:** To be elected as a Director or Alternate Director, a candidate must meet all of the following criteria:

- a. Must be a member in good standing and remain so for the duration of the term;
- b. Cannot be a member of a competitive organization as defined by the Board;
- c. The candidate's name must appear on the list of those eligible to run for Director that is maintained by Headquarter at least thirty (30) days prior to the election of that candidate.
- d. A candidate is ineligible for election to fill any current or future vacancy as a Director or Alternate Director if another member of the same chapter/local has been elected, by a Caucus from the same Area, to serve as Director during the same period of time. No member shall be eligible to serve as Director if another member from the same chapter/local has been elected to fill a position as Director or Alternate Director for the same period of time.

8.21 **ACTIVE DIRECTORS:** Twelve (12) active member Directors and three (3) Alternate Directors shall be elected by the Active Area Caucuses at the Annual Meeting. Each Area will have four (4) Directors, two (2) of whom are elected each year. Each Area will have one (1) Alternate Director. Candidates for the office of Director and Alternate Director shall be nominated by the members of their respective Areas. Directors and Alternate Directors shall be elected by a written secret ballot and by a majority vote of the seated delegates present and voting from their respective Areas, except that Retiree members are not eligible to vote. Alternate Directors will serve on the Board in the event that an Area Director becomes incapacitated and/or resigns.

Incapacitated is defined as unable to perform the duties of Director for thirty (30) consecutive days as determined by the President. When seated as a Board member, the Alternate Director assumes the full responsibilities of the office.

8.22 RETIREE DIRECTORS: Three (3) retiree members in good standing shall serve as Retiree Directors. Two (2) Retiree Directors shall be elected to begin their term in odd numbered years and one (1) Retiree Director shall be elected to begin their term in even numbered years. The election shall be by written secret ballot by a majority vote of the Retiree Caucus that are present and voting at the Annual Meeting called for that purpose. The Retiree Caucus shall also elect, by written secret ballot and by majority vote of those present and voting, two (2) Alternate Directors, one (1) Alternate Director each year, to serve on the Board in the event that any one of the Retiree Directors is absent, becomes incapacitated and/or resigns. When seated, the Alternate Director shall have the right to vote.

Alternate Retiree Directors shall be included in all notifications to Active Directors and Retiree Directors that are communicated in person, by regular mail, e-mail, or phone. Such notification shall include, but not be limited to meeting dates, times, agenda, and documentation necessary to carry out their duties of responsible and adequate representation of their members.

8.23 BALLOTS: The ballots for the election(s) of Director and Alternate Director shall be delivered to the MSEA Secretary at the end of the Caucus and be retained by the MSEA for one year.

8.3 TERM OF OFFICE:

DIRECTORS: The term of office for Directors shall be two (2) years; however, a Director shall serve until his/her successor has been elected and has taken office. A Director may be elected to three (3) terms in succession. He/she may not become a Director or Alternate Director again for two (2) years after the expiration date of his/her last successive term. A Director may be elected to fill an unexpired term and still be eligible to serve three (3) full successive terms.

ALTERNATE DIRECTOR: The term of office for Alternate Directors shall be two (2) years; however, an Alternate Director shall serve until his/her successor has been elected and has taken office. An Alternate Director may be elected for three (3) terms in succession. He/she may not become an Alternate Director for two (2) years after the expiration date of his/her last successive term. An Alternate Director may be elected to fill an unexpired term and still be eligible to serve three (3) full successive terms.

8.31 FILLING OF VACANCIES:

8.311 When an Active Director position becomes vacant, the Alternate Director

for that area will be seated as the new Area Director and a caucus shall be called to elect a new Alternate Director. If the Alternate Director is unwilling to assume the position of Director the alternate director will have been deemed to have resigned and an election will be held to fill both vacancies.

When a Retiree Director position becomes vacant, the Alternate Director with the most continuous time in office will be seated as the new Retiree Director. If that Alternate Director is unwilling to assume the position of Director, that Alternate will have been deemed to have resigned the position and an election shall be held to fill the Alternate position. The Retiree Director's position shall be filled by the remaining Alternate Director. If neither Alternate Director is willing to serve, an election will be held to fill the vacancies.

8.312 Written notice of a vacancy on the Board shall be sent to the Area delegates within one (1) week of the occurrence of said vacancy.

8.313 The Caucus shall be called not less than fifteen (15) days nor more than one (1) month from the date of the notification.

8.314 There must be at least fifteen (15) days written notice to delegates prior to the election of Board members.

8.315 Elections shall be by secret ballot and the successful candidate must be elected by a majority vote of those present and voting. All such ballots shall be forwarded to MSEA/SEIU Local 1989 headquarters and retained by the MSEA for one (1) year.

8.32 For the purposes of electing members of the Board of Directors retiree delegates shall vote in the Retiree Caucus and not in general Area Caucuses.

8.4 REMOVAL:

8.41 A Director or Alternate Director serving as a Board member may be removed from the office of Board member by a two-thirds (2/3) vote of those members of the Board that are present and voting.

The reasons for removal can be:

- a. Unexcused absence from three (3) successive meetings of the Board;
- b. Malfeasance in office;
- c. Just cause

8.42 A Director or Alternate Director serving on the Board may be removed

from the office for just cause by a two-thirds (2/3) vote, by secret ballot of those present and voting, of the Area Caucus or Retiree Caucus from which he/she was elected. Just cause shall include but not be limited to repeated and unexcused absences from assigned local/chapter meetings and assigned statewide committee meetings. This can be done at a regular or a special meeting called for such action provided that the majority of those members of the Caucus are present and voting and that the caucus members have been given fifteen (15) days written notice of the meeting and the intent to call for such removal.

8.43 The Board of Directors may remove a Director or Alternate Director from all duties relating to any matter whenever it concludes that the Director's or Alternate Director's interest in the matter substantially conflicts with his or her duties as a Director or Alternate Director by a vote of two-thirds (2/3) of those present and voting.

8.5 POWERS OF THE BOARD: Shall include those powers enumerated elsewhere in these Constitution and By-Laws and also the following:

- a. The Board shall have charge and management of the business and property of MSEA;
- b. The Board shall be responsible for providing and maintaining current office space and equipment;
- c. The Board shall carry out the programs and policies of MSEA;
- d. The Board shall administer the approved budget and shall be responsible for keeping expenditures within the approved budget;
- e. The Board shall hire such employees as are necessary and prescribe their duties;
- f. The Board shall determine the salary ranges and steps of our employees;
- g. The Board shall determine when an employee is entitled to an increase in salary;
- h. The Board shall present to the Annual Meeting for adoption, a budget for the ensuing year;
- i. The Board shall see to it that a professional outside audit of the finances of the MSEA is done yearly. The Board shall report to the Council the result(s) and recommendation(s) of that audit.

- j. The Board shall be responsible for the conduct of collective bargaining for contract administration; including the establishment of bargaining committees, the determination of the functions of the bargaining committees, the establishment of committees and for contract ratification;
- k. The Board shall oversee the functioning of the steward system except that no member who is a member of a competing organization as defined by the Board shall be a steward.

8.6 MEETINGS:

8.61 Five (5) members of the Board of Directors, upon forty-eight (48) hours notice, may call a meeting stating in the notice the matters to be considered. No matters involving an election can be done without at least fifteen (15) days notice.

8.62 Special Meetings: Special meetings may be held by teleconference to conduct business of an urgent or time sensitive nature.

8.7 QUORUM: A quorum shall consist of a majority of its voting membership, excluding any vacant seat(s).

8.8 ROBERT'S RULES: Robert's Rules of Order, latest edition, shall govern the Board meetings on all points where they are applicable and not in conflict with the Constitution and By-Laws. The President shall make decisions on points of order.

SECTION 9: THE COUNCIL

9.1 MEMBERSHIP: The Council is made up of delegates who have been elected at chapter/local meetings ~~held between September 1 and December 1 of the previous calendar year~~ or alternates or chapter/local members accepted as seated by the Council.

9.11 The number of delegates ~~and alternates that~~ eligible to vote for each chapter/local ~~shall elect for the next calendar year~~ shall be based upon an average of the membership count for the period of July 1 of the previous year to June 30 of the current year done from the MSEA database. The chapters/locals shall be notified of the number of delegates ~~to be elected~~ eligible to vote for the next calendar year no later than August 31 of the current year.

9.12 Once chapter/local delegate/alternate election results have been submitted to MSEA for the next calendar year, any changes to those lists shall be reported to

MSEA Headquarters immediately, but no later than September 1 (except as allowed in Section 9.13 and 9.15) of the year for which the delegates were elected.

9.13 If, at any time, a decrease in delegate count is warranted due to a chapter split off or because of a significant decrease in chapter/local membership, the affected chapter/local shall be notified as soon as practicable. Upon notification, the chapter/local may petition the Board of Directors for an adjustment in the delegate count for the affected year(s) based on the reduced membership. Upon approval by the Board, the chapter/local will then make the necessary adjustments and notify the MSEA promptly.

9.14 No member who is a member of a competing organization as defined by the Board may serve as a delegate or alternate.

9.15 Chapters/locals chartered after July 15 shall be entitled to elect delegates and alternates based on the number of members on the first (1st) day of the month following the thirtieth (30th) day after approval of the charter by the Board. The chapter/local shall be notified of the number of delegates to be elected immediately after the Board approval and results are to be submitted to MSEA Headquarters immediately after said election.

9.16 Each chapter/local shall be entitled to seat one (1) delegate for every fifty (50) members or major fraction thereof. Alternates shall be elected at the same time as the delegates and officers. Any vacancy occurring in the chapter/local representation shall be filled by a manner to be determined by the chapter/local. MSEA Headquarters shall be notified of any such change(s) in chapter/local delegates and/or alternates.

9.17 In addition to 9.11, the president of each chapter/local shall be seated as a delegate. Only the chapter/local vice-president may be seated for the chapter/local president.

9.18 When a chapter/local is not represented by a full slate of delegates, the alternates shall be seated as delegates to fill the slate in order submitted by the chapter/local. In the event there is still not a full slate, the presiding officer of the Council may appoint, with the consent of the delegates present, members of that chapter/local to fill the slate for that meeting only. Once the slate has been filled, no amendments to the list shall be allowed for either voting or the submission of expenses.

9.2 VOTING: Only duly seated delegates may vote in the meetings of the Council. It shall be the responsibility of the Elections/Credentials Committee to verify the credentials of each delegate. To ensure qualification as a voting delegate, a registration badge shall be issued to each delegate upon verification of

their status.

9.21 A quorum is one-half (1/2) of the registered delegates or two-thirds (2/3) representation of the chapter/locals that have registered delegates.

9.22 A roll call vote shall be taken upon the request of one-third (1/3) of the delegates present.

9.23 All voting shall be according to rules adopted at the Meeting.

9.3 MEETINGS:

9.31 ANNUAL MEETING: The Annual Meeting shall be held at the call of the President in the months of September, October, November or by the vote of the Council. The Council shall receive reports from the officers and committees, adopt a budget, set the dues, and act on such other business as is properly before the body. The agenda shall be set by the President.

9.32 SPECIAL MEETINGS: A special Council Meeting may be called by:

- a. The President
- b. Majority vote of the Board members present and voting
- c. Written request of one-half (1/2) of the chapters/locals to the President

9.33 NOTICE: There shall be fifteen (15) days written notice given to the delegates and the notice must specify the subject(s) upon which action is sought.

9.4 RESOLUTIONS: All business shall be done by resolution. Resolutions seeking changes in the By-Laws or that would otherwise, upon passage, change the By-Laws shall be submitted sixty (60) days prior to the convening of the Meeting. Resolutions dealing with other matters shall be submitted up to ten (10) days prior to the convening of the Meeting. Resolutions submitted from the floor shall be in written form and shall be admitted only by a two-thirds (2/3) vote of those delegates, that are present and voting. Resolutions may be submitted by:

- a. a chapter/local
- b. a committee as defined in Section 10 of the By-Laws
- c. an area caucus
- d. fifteen (15) members whose signatures shall be attached to the original

resolution.

e. the Board of Directors

9.5 CAUCUS: At the Annual Meeting there shall be caucuses of the active members by Area and the retirees to nominate and elect Directors and for such other business as is properly before the body. Each caucus shall adopt its own rules and agenda as long as they are not in conflict with the MSEA Constitution and By-Laws.

9.6 REGISTRATION FEE: Chapters/locals shall be charged a registration fee for each delegate they are entitled to send to the Annual Meeting. The amount of the fee shall be set annually by the Board based on the recommendation of the Finance Committee. The amount of the fee shall not exceed the cost of the Annual Meeting and shall be deducted from the first chapter/local allotment issued following the Annual Meeting.

9.7 ORDER OF BUSINESS: The order of business of the Council shall be determined by the President with the assistance of the Executive Director. The first order of business shall be the adoption of the rules of order. The agenda shall then be adopted.

9.8 ROBERT'S RULES: Robert's Rules of Order shall govern on all points where they are applicable and not in conflict with the MSEA Constitution and By-Laws or the temporary rules of order adopted by the Meeting. When asked for a ruling on a point of order the President or the presiding officer shall rule.

9.9 EXPENSES: The authorized expenses of Board members, staff, delegates and other such persons as are authorized by the Board for the conduct of business shall be paid by MSEA.

SECTION 10: COMMITTEES

10.1 STANDING COMMITTEES: Standing Committees are those committees that are regularly appointed by the Board and the President.

10.11 The Board of Directors shall, at the first regularly scheduled Board meeting of each year, appoint committee members from the group of qualified MSEA members who have either submitted their names or have expressed an interest in serving. Not more than one (1) member of a chapter/local may be appointed to a single standing committee by the Area/Retiree Board Members. The President shall, by appointment, fill any seats or vacancies that occur after the first regularly scheduled Board meeting for the course of that term from additional

names submitted by the Board, from members that have expressed an interest, or from the remaining names originally submitted to the Board. These appointments, made by the President, may include more than one (1) member from a chapter/local or additional members from any Area where it is necessary to fill the committee membership. No member except the officers of the MSEA and members of the Board shall serve more than three (3) successive terms on any standing committee.

10.12 Statewide committee members may be removed from their committee assignments upon the recommendation of their committee chairperson and a two-thirds (2/3) vote of those members of the Board that are present and voting. Any committee members who have this recommendation made about them shall have the right to address the Board.

10.13 Unless otherwise stated below, Standing Committees shall elect their own chairperson. Each Committee shall report to the Board as necessary. Each committee shall submit a report to the Annual Meeting. Such report shall include any recommended actions to be taken by the Board or the Council.

10.14 CONSTITUTION AND BY-LAWS: Shall study and recommend such changes to the Constitution or the By-Laws, which will promote the more efficient functioning of MSEA or the chapters/locals. The Committee shall further study and make recommendations to the Board regarding all chapter/local by-laws or changes thereto. The Committee shall make recommendations to the Council regarding all changes in the Constitution or in the By-Laws. The Committee shall see that all changes voted by the Council are made in these By-Laws as soon as possible. Also, the Committee shall see to it that the set of Constitution and By-Laws that is printed yearly is complete and accurate.

10.15 SCHOLARSHIP: Shall consist of ten (10) members, three (3) from each Area (except as noted in 10.11), and one member at-large, appointed by the President, who shall serve as chairperson. The Committee shall promulgate rules for qualifying and awarding the Dr. Howard L. Bowen, the George A. Davala Scholarship and the Murray Brown (runner-up) Scholarship. Those qualified for MSEA scholarships shall include:

- MSEA members;
- Sons and daughters of MSEA members;
- Stepchildren of MSEA members who reside with the MSEA member;
- Sons and daughters of the MSEA member's significant other who reside with the MSEA member;
- Students under legal guardianship of the MSEA member.

For purposes of this Section “significant other” shall follow the definition of significant other defined in the Sick Leave article of Executive Branch contracts. Full time student scholarships will be given in the name of Dr. Howard L. Bowen, George A. Davala, Murray Brown and Richard McDonough. Additional full time scholarships will be awarded to those attending Maine Community Colleges. Part-time student scholarships will include the Norma Arnold Clerical Scholarship and three (3) additional scholarships for those attending part-time educational programs. Three (3) scholarships and three (3) runner-up scholarships shall be given annually, one (1) to an applicant from each area.

10.16 ELECTIONS/CREDENTIALS: The Committee shall see that the credentials of each voting delegate are verified. It shall be responsible for the preparation and distribution of the ballots to the delegates at the Annual Meeting. It shall provide an appropriate ballot box with lock and seal fastenings. The Committee shall tabulate, certify and announce the election results.

10.161 The Committee shall provide notice to all chapters/locals of the positions for which candidates are required. Such notification shall take place at least ninety (90) days prior to the Council Meeting. The Committee shall notify the chapters/locals of the names of the candidates for the offices of President, Vice-President, and member on the Retirement Board. Such notification shall take place at least thirty (30) days prior to the Council Meeting.

10.162 If no names are received for the office of President and Vice-President, or for membership on the Maine State Retirement Board, committees or boards, the Committee shall select members known to be qualified and willing to serve. In the event of such occurrence, the time limits, as stated in Sections.6.11, 6.21, 10.161, and 11.11(b) shall be waived.

The committee shall consist of two (2) active members from each area and two (2) retiree members at large. Directors and Officers shall not be eligible to serve as a member on this committee.

10.17 RESOLUTIONS: Shall see that all resolutions regarding the Constitution or the By-Laws are submitted to the Council in proper form. It shall see that all resolutions submitted prior to the convening of the Council are written in such a manner that the intent and the effect of the resolution is clear. The Committee may consolidate resolutions with the permission of sponsors of those resolutions. The Committee shall with time permitting, refer resolutions to the proper standing, special or ad hoc committee for recommendation. The Resolutions Committee will make recommendations on resolutions as appropriate. The Resolutions Committee shall make a report to the Council regarding the implementation or status of resolutions approved by the previous Council. The Board shall appoint the members of this Committee by July 1 of each year.

10.18 ORGANIZATIONAL REVIEW: shall address the tasks assigned to the Committee by the President of the MSEA and the Council pertaining to the functioning and needs of the organization as a whole. The Committee shall make such recommendations to the President, Board of Directors, and the Council as are deemed by the Committee to improve the functioning of the MSEA. The Committee shall review and report to the Council and the Board regarding staff and staffing needs.

10.2 PRESIDENTIAL APPOINTMENT COMMITTEES: Presidential Appointment Committees are those Committees appointed by the President as needed.

10.21 RETIREES STEERING:

10.211 Duties: shall study and recommend such actions or changes, which will promote benefits to retirees, improve communications among retirees and protect the Retirement System. It shall look to developing new retiree chapters as needed, develop and promulgate sources of information of value and interest to retirees or active members looking forward to retirement.

10.212 Membership: The President shall annually appoint from lists submitted by retiree chapter presidents a maximum of two (2) voting members and-up to four (4) alternates from each chapter to the Retirees Steering Committee. Alternates will be seated and may vote only in the event of the absence of a chapter voting member. The Committee shall carry-over into the new year or until the President appoints a new Committee. The Committee shall elect a Chairperson following the appointment of the Committee by the President.

10.22 MEMBERSHIP BENEFITS: Shall review and recommend to the Board and the Council improvements in existing insurance or benefit programs and to develop new insurance or benefit programs. The President shall appoint members from lists of interested volunteers. The committee shall elect its own chairperson.

10.23 SOLIDARITY COMMITTEE: The President shall appoint a 5 member committee including 1 retiree member, which will make recommendations to the Board and the President on ways to promote solidarity among MSEA/SEIU members and locals, and to promote solidarity between MSEA/SEIU and other unions, in order to increase the power of the labor movement.

10.24 MSEA RISING ORGANIZING COMMITTEE: Shall primarily organize active members who are forty (40) years old or younger to be part of MSEA Rising through meetings, caucuses, and other events. It shall promote and educate members on active events and items of interest to MSEA Rising members, serve as

a primary source for and lead any actions that are taken on these matters. The President shall appoint members from lists of interested volunteers. The Committee shall elect its own chairperson(s).

10.25 AD HOC COMMITTEES: These committee(s) shall be established by the President as needed. The President shall appoint the members and the Chair of these committees.

10.251 ELECTIONS REVIEW: The President shall appoint an Elections Review Committee, subject to approval of the Board, that will act as a resource and assist chapters or other bodies in the conduct of elections, establish policies and procedures governing elections, and resolve disputes concerning the conduct of elections where those disputes are unresolved by the body conducting the election. The membership of the committee should be drawn from members who:

- a. are not candidates for any statewide union office,
- b. are representative of all areas of the state, and
- c. represent diverse chapters

The Committee shall be provided training in the Department of Labor Rules and Regulations for Union Elections.

10.252 LABOR/MANAGEMENT COMMITTEES:

1. All labor participants or members shall be appointed and serve at the pleasure of the MSEA President.
2. Any labor participant serving on any labor/management committee shall be a dues-paying member, unless otherwise authorized by the MSEA President.
3. The MSEA President may also appoint any other person, as necessary, to represent or assist in representing labor on such committees.

An annual report shall be submitted to the Board of Directors.

10.3 SPECIAL COMMITTEES: Special Committees are those that are elected by the Council or placement on the Committee is a result of a position held within the MSEA.

10.31 FINANCE:

10.311 Duties: The Committee shall monitor and study the budget and make necessary recommendations to the Board. It shall prepare a proposed budget

which shall be submitted to the Board no less than sixty (60) days prior to the Annual Meeting.

10.312 Membership: Five (5) members shall be elected by the Council at the Annual Meeting from among its membership or from those members of MSEA who have expressed to the Council, in writing, an interest in serving, if elected. These members shall serve a two (2) year term and the terms shall be staggered. Two (2) members of the Board shall be appointed by the President. No member of the Board of Directors of the MSEA may serve on the Finance Committee as an elected delegate or elected alternate. The Treasurer shall be the Chairperson of the Committee.

The Council shall nominate at least four (4) more candidates than the number of Finance Committee positions to be filled. Those who receive the most votes shall be seated as Committee members. Those not elected Committee members shall be listed as alternates in the order of the candidate receiving the greatest number of votes first. Alternates shall be seated in order of their attendance at Finance Committee meetings with excused absences being considered as meetings attended. If more than one (1) alternate has the same attendance record, then the alternate who received the most votes at the Annual Meeting shall be seated. The term of elected alternates shall be for one (1) year.

Any member of the Committee who misses three (3) consecutive meetings for other than reasonable cause shall be removed by the Committee and shall be replaced as indicated above. Any alternate who missed three (3) consecutive meetings for other than reasonable cause shall be removed from the list of alternates.

10.313 Quorum: The Finance Committee shall have a quorum of four (4) to conduct business at the scheduled start of each meeting. The chair shall establish the voting quorum.

This quorum shall be composed first of those members elected by the Council plus the two (2) Board members appointed by the President.

Where less than four (4) members are present the chair may make up the quorum by seating alternates in the same manner as is used to replace members.

Late arriving members shall be seated only to make up a total of seven (7) members. This shall be done by first arrives, first seated. Late arriving alternates shall be seated only to make up the quorum of four (4).

The Treasurer shall have the discretion of appointing a temporary chair from among the elected regular members of the Finance Committee when he/she must

be absent.

The President, with the approval of the Board of Directors, may seek out and appoint members that have expressed an interest in serving on the Finance Committee to alternate positions as needed/vacancies occur.

10.32 CHIEF STEWARD COMMITTEE:

10.321 Duties: To evaluate the steward System and recommend changes to the Board as necessary; to plan and coordinate quarterly Chief Steward trainings and meetings; to serve in an advisory capacity in the coordination of steward training; to serve as a Peer Review Committee to assure compliance with standards established for Chief Stewards.

10.322 Membership: Membership shall be open to all chief stewards.

10.33 BARGAINING STRATEGY COMMITTEE:

Membership shall be appointed by the Board and President, to include a cross-section of members from the different bargaining units.

SECTION 11: REPRESENTATIVES TO GOVERNMENTAL BOARDS

11.1 REPRESENTATIVE ON THE BOARD OF DIRECTORS OF THE MAINE PUBLIC EMPLOYEES RETIREMENT SYSTEM:

11.11 **NOMINATIONS**: To be eligible for election at an Annual Meeting, a member must:

- a. be nominated by a chapter/local.
- b. written notification of such nomination signed by the candidate and an officer of the nominating chapter/local shall be received by Headquarters at least forty-five (45) days prior to the Annual Meeting.
- c. The list of eligible candidates as determined by the Elections/Credentials Committee shall be sent to the delegates thirty (30) days prior to the Annual Meeting.

11.12 **ELECTION**: The Council shall elect at an Annual Meeting a member to represent the MSEA on the Board. The delegates shall be notified by the Elections/Credentials Committee sixty (60) days prior to the election that candidate(s) are needed for this position.

11.13 **TERM OF OFFICE**: The term of office shall be for three (3) years, however, a representative shall serve until his/her successor has been elected and has taken office.

11.14 CONDUCT OF ELECTION: Election shall be by a majority vote. If no candidate receives a majority of the votes, a run-off election shall be held between the two (2) candidates with the highest vote total.

11.15 SPECIAL ELECTION: If a vacancy occurs before the expiration of a term, the Board of Directors shall elect a successor until an election can be held at the next Annual Meeting. The provisions of 11.11 shall not apply to any election held under this section.

SECTION 12: FISCAL YEAR

The fiscal year shall run from January 1 to December 31.

SECTION 13: AMENDMENTS TO THE BY-LAWS

13.1 RESOLUTION: The By-Laws may be amended by the passage of a resolution submitted sixty (60) days prior to a Council meeting and passed by a two-thirds (2/3) vote of those members of the Council that are present and voting.

13.2 BOARD VOTE & CHAPTER/LOCAL RATIFICATION: The By-Laws may be amended by the adoption by the Board of a resolution not in conflict with the Constitution. The resolution becomes effective upon the ratification of the resolution by two-thirds (2/3) of the chapters/locals. Meetings for the purpose of ratification shall occur within forty-five (45) days after the adoption of the resolution by the Board.

13.3 EFFECTIVE DATE: By-Laws changes shall become effective at the close of the Council Meeting that approves them unless the change has a different effective time as specified in the resolution.

Approved by the SEIU International Executive Board, June 13, 2009
Approved by the SEIU International Executive Board as revised, January 21, 2016

SEIU CODE OF ETHICS AND CONFLICT OF INTEREST POLICY

PART A: PREAMBLE

The Service Employees International Union (SEIU) believes in the dignity and worth of all workers. We have dedicated ourselves to improving the lives of workers and their families and to creating a more just and humane society. We are committed to pursuing justice for all, and in particular to bringing economic and social justice to those most exploited in our community. To achieve our mission, we must develop highly trained and motivated leaders at every level of the Union who reflect the membership in all of its diversity.

Union members place tremendous trust in their leaders. SEIU elected officers and managers owe not just fiduciary obligations to union members; given the moral purpose of our mission, SEIU leaders owe members the highest level of ethical behavior in the exercise of all leadership decisions and financial dealings on members' behalf. Members have a right to proper stewardship over union funds and transparency in the expenditure of union dues. Misuse and inappropriate use of resources or leadership authority undermine the confidence members have in the Union and weaken it. Corruption in all forms will not be tolerated in SEIU. This *Code of Ethics and Conflict of Interest Policy* (the "Code" or "SEIU Code") strengthens the Union's ethics rules of conduct, organizational practices and enforcement standards and thus enhances the Union's ability to accomplish its important mission.

We recognize that no code of ethics can prevent some individuals from violating ethical standards of behavior. We also know that the SEIU Code is not sufficient in itself to sustain an ethical culture throughout the Union. To accomplish the goals for which this Code has been created, we must establish systems of accountability for all elected leaders and staff. These systems must include appropriate checks and balances and internal operating procedures that minimize the opportunity for misuse or abuse, as well as the perception of either, in spending union funds and exercising decision-making authority. The systems also must include adequate provision for training on understanding and implementing this Code. More broadly, we emphasize the importance of the range of standards, practices, and values described in "A Strong Ethical Culture," Section A of the *SEIU Policies on Ethics and Standards* that were enacted with the Code in 2009.

In particular, SEIU is committed to providing meaningful paths for member involvement and participation in our Union. The SEIU Member Bill of Rights and Responsibilities in the Union is a significant source of SEIU members' rights and obligations. Its exclusive enforcement through the procedures set forth in Article XVII of the SEIU Constitution and Bylaws reflects a commitment to the democratic principles that have always governed SEIU. Article XVII's numerous protections against arbitrary or unlawful discipline of members also form an essential ingredient of the democratic life of the Union. Similarly, the requirement that Affiliates provide for regular meetings of the membership, set forth in Article XV, Section 5 of the Constitution, is another important element in the democratic functioning of SEIU. Finally, the provisions against discrimination and harassment on the basis of race, creed, color, religion, sex, gender expression, sexual orientation, national origin, citizenship status, marital status, ancestry, age and disability contained in Article III, Section 4 of the SEIU Constitution and in the Constitutions and Bylaws of Affiliates, the SEIU Anti-discrimination and Anti-Harassment Policy and Procedure, and similar policies of Affiliates forbid conduct in violation of SEIU's historic belief that our strength comes from our unity and diversity and that we must not be divided by forces of discrimination.

Individuals subject to this Code are expected to comply with State and Federal laws, the Constitution and Bylaws of SEIU and Affiliates, and the anti-discrimination and anti-harassment policies of SEIU and Affiliates as part and parcel of our commitment to sustaining an ethical culture and the highest standards of conduct throughout the Union. Violations of these laws and policies are ethical breaches; however, these violations should be addressed through avenues provided by the applicable laws and policies and not through the Code unless they also allege violations of this Code. In particular, the sole enforcement mechanism for matters covered by the SEIU or Affiliate Constitutions and Bylaws is that which is set forth in those documents, unless violations of this Code are also alleged. Finally, grievances that arise under collective bargaining agreements are excluded from enforcement under this Code unless they also allege violations of this Code.

The scope and standards of this Code are set forth in the following Sections.

SECTION 1. *Applicability to International Union.* The SEIU Code is henceforth applicable in its entirety to all officers, executive board members and employees of SEIU. These individuals are referred to herein as "covered individuals." SEIU shall append or attach the Code in its entirety to its Constitution and Bylaws in its next and all future publications.

SECTION 2. *Applicability to SEIU Affiliates.* By enactment of the SEIU International Executive Board, the SEIU Code is applicable in its entirety to all officers, executive board members and employees of all affiliated bodies and local unions chartered by SEIU ("Affiliates" herein). These individuals are referred to herein as "covered individuals."

- (a) Each Affiliate shall ensure that the Code extends to all employees as soon as practicable but in no event later than the end of 2020.

- (b) Each Affiliate shall append or attach the Code in its entirety to its Constitution and Bylaws at its next and all future publications.
- (c) Wherever reference herein is made to SEIU or an SEIU program, department or position, the corresponding reference is to the particular Affiliate or its equivalent program, department or position.
- (d) Each Affiliate is responsible for enforcing the Code and educating its covered individuals on the Code in a manner consistent with the Code's terms, subject to assistance and oversight from SEIU.
- (e) The Code is not intended to restrain any Affiliate from adopting higher standards and best practices, subject to the approval of the SEIU Ethics Ombudsperson.

PART B: GENERAL OBLIGATIONS

SECTION 3. *Obligations of Covered Individuals.*

- (a) *Commitment to the Code.* SEIU and each Affiliate shall provide a copy of the Code to each covered individual. It is the duty and obligation of covered individuals to acknowledge annually that they have received a copy of this Code, that they have reviewed and understand it, and that they agree to comply with it.
- (b) *Duty of disclosure.* Covered individuals shall disclose to the SEIU Ethics Ombudsperson or the Affiliate Ethics Liaison, described in PART F of this Code, any conflict of interest or appearance of a conflict, which arises when their paramount duty to the interest of members is potentially compromised by a competing interest, including but not limited to an interest, relationship or transaction referenced in this Code. Actual, perceived and potential conflicts should be disclosed at the time that covered individuals become aware of them.
- (c) *Disqualification from service to SEIU or Affiliate.* No person shall serve as an officer or managerial employee of SEIU or any Affiliate who has been convicted of any felony involving the infliction of grievous bodily injury, or the abuse or misuse of such person's position or employment in a labor organization to seek or obtain illegal gain at the expense of the members, except for the limited exceptions set forth in applicable federal law.

PART C: BUSINESS AND FINANCIAL ACTIVITIES

SECTION 4. *General Duty to Protect Members' Funds; Members' Right to Examine Records.*

- (a) The assets and funds of a labor organization are held in trust for the benefit of the membership. Members are entitled to assurance that those assets and funds are expended for proper and appropriate purposes. The Union shall conduct its proprietary functions, including all contracts for purchase or sale or for the provision of significant services, in a manner consistent with this Code. All officers, executive board members and employees of SEIU and SEIU Affiliates, whether elected or appointed, have a trust and high fiduciary duty to honestly and faithfully serve the best interests of the membership.
- (b) Consistent with Section 201 of the Labor-Management Reporting and Disclosure Act, SEIU shall permit a member for just cause to examine any books, records and accounts necessary to verify SEIU's annual financial report under that section to the U.S. Department of Labor.
- (c) Affiliates comprised solely of members employed by government bodies shall permit a member to examine its financial report submitted to a state agency and, consistent with state law and for just cause, to examine any books, records and accounts necessary to verify the Affiliate's financial report.

SECTION 5. *Prohibited Financial Interests and Transactions.* Covered individuals shall not, to the best of their knowledge, have a substantial ownership or financial interest that conflicts with their fiduciary duty.

- (a) For purposes of these rules, a "substantial ownership or financial interest" is one which either contributes significantly to the individual's financial well-being or which enables the individual to significantly affect or influence the course of the business entity's decision-making.
- (b) A "substantial ownership or financial interest" does not include stock in a purchase plan, profit-sharing plan, employee stock ownership plan (ESOP) or blind trust. Nor does it prohibit covered individuals from owning, through a mutual fund or other similar investment vehicle, the publicly traded shares of any employer with which SEIU or an Affiliate engages in collective bargaining or does business or which SEIU or an Affiliate seeks to organize, provided that all transactions affecting such interests are consistent with rates and terms established by the open market.
- (c) It is not permissible for any covered individual to:

- (1) Knowingly have a substantial ownership or financial interest in any entity that engages in collective bargaining with SEIU or any of its Affiliates;
 - (2) Make or attempt to influence or participate in any way in a decision concerning the relations of SEIU or an Affiliate with a vendor, firm or other entity or individual in which the covered individual or his or her relative, spouse or business partner has a substantial ownership or financial interest; or
 - (3) Engage in any self-dealing transactions with SEIU or any of its Affiliates, such as buying property from or selling property to SEIU, without the informed approval of the International Secretary-Treasurer (or Affiliate Secretary-Treasurer, as applicable), obtained after full disclosure, including an independent appraisal of the fair market value of the property to be bought or sold.
- (d) To ensure compliance with this Section, covered individuals are required to disclose any interests, transactions or interests covered by this Section in accordance with Section 3(b) of this Code.

SECTION 6. *Payments and Gifts from Employers, Vendors and Members.*

- (a) Covered individuals shall not knowingly accept any payments, benefits or gifts of more than minimal financial value under the circumstances presented from any employer that engages or seeks to engage in collective bargaining with SEIU or an Affiliate, or from any business or professional firm that does business or seeks to do business with SEIU or an Affiliate.
 - (1) This Section does not extend to payments and benefits that are provided to covered individuals by prohibited employers as compensation for their primary and regular employment.
 - (2) This Section does not extend to work and services that covered individuals perform for prohibited employers or businesses on a part-time basis, through an arm's length transaction and for normal and customary pay for such work or services.
 - (3) This Section does not extend to participation in events hosted by public officials involving discussion of public policy matters.
 - (4) With respect to perishable items that are more than minimal but that are impracticable to return, such as food, it shall be considered compliance with this Section to discard such an item or place it in a common area for members and office staff to enjoy. If the gift is discarded or enjoyed communally, it is recommended that the giver should be advised of this

disposition to dispel the appearance of any conflict of interest on the part of any covered individual and to discourage recurrence.

- (b) Covered individuals shall not knowingly accept personal payments or gifts from any member, absent a personal relationship independent of the relationship between the Union and the member, other than a gift of minimal financial value. This provision does not apply to contributions to campaigns for union office made in accordance with the SEIU Constitution and Bylaws.

SECTION 7. *Conversion of Union Funds and Property.* Covered individuals shall not use, convert or divert any funds or other property belonging to SEIU to such individual's personal benefit or advantage.

SECTION 8. *Applicability to Third Parties.* The principles of this Code apply to those investments and activities of third parties that amount to a subterfuge to conceal the financial interests of SEIU officers or employees or to circumvent the standards of this Code.

SECTION 9. *Certain Loans Prohibited.* SEIU shall not make loans to any officer or employee, or to any of their family members, that at any time exceed \$2,000 in total indebtedness on the part of such officer, employee or family member.

PART D: BENEFIT FUNDS AND RELATED ORGANIZATIONS

SECTION 10. *Obligations of Covered Individuals.*

- (a) *Benefit Funds.*

- (1) For purposes of this Section:

- a. A "benefit fund or plan" means a retirement, health or welfare benefit fund or plan sponsored by SEIU or an Affiliate, or in which SEIU or an Affiliate participates.
- b. The definition of "substantial ownership or financial interest" provided in Section 5 applies.

- (2) Covered individuals who serve in a fiduciary position with respect to or exercise responsibilities or influence in the administration of a benefit fund or plan shall not:

- a. Have any substantial financial interest in, or any compromising personal ties to, any investment manager, insurance carrier, broker, consultant or other firm or individual doing business or seeking to do business with the fund or plan;

- b. Accept any personal payment from any business or professional firm that does business or seeks to do business with the fund or plan, other than contractual payment for work performed; or
 - c. Receive compensation of any kind for service as an employee representative or labor-designated trustee for a fund or plan, except for reimbursement of reasonable expenses properly and actually incurred and provided uniformly to such representatives or trustees, with the proviso that it is not a violation of this provision for an officer or managerial employee who is not a full-time employee of SEIU or an Affiliate to be a lawfully paid employee of a fund or plan if such employment is consistent with applicable legal restrictions and fully disclosed through appropriate reports.
- (3) To ensure compliance with this Section, all covered individuals shall disclose any interests, transactions or relationships covered by this Section in accordance with Section 3(b) of this Code.
 - (4) No person shall serve in a fiduciary capacity or exercise responsibilities in the administration of a benefit fund or plan who has been convicted of any felony involving the infliction of grievous bodily injury or the abuse or misuse of such person's position or employment in an employee benefit plan to seek or obtain an illegal gain at the expense of the beneficiaries of the employee benefit fund or plan, except for the limited exceptions set forth in applicable federal law.

(b) Related Organizations.

- (1) For purposes of this Section, an organization "related to" SEIU or an Affiliate means an organization
 - in which 25 percent or more of the members of the governing board are officers or employees of SEIU or an Affiliate, or
 - for which 50 percent or more of its funding is provided by SEIU or an Affiliate.
- (2) Covered individuals who serve in a fiduciary position with respect to or exercise responsibilities or influence in the administration of an organization related to SEIU shall comply with the provisions and shall hold themselves to the standards of the SEIU Code while they are acting for or on behalf of the related organization.

PART E: FAMILY AND PERSONAL RELATIONSHIPS

SECTION 11. *Purpose of Rules Governing Family and Personal Relationships.* SEIU does not prohibit the employment of qualified relatives of current officers or employees, or of individuals with whom an officer or employee has a romantic or intimate personal relationship. SEIU also does not prohibit the retention of qualified vendors that employ relatives of current SEIU officers or employees or individuals with whom an officer or employee has a personal relationship.

However, SEIU recognizes that the existence of such relationships can lead to problems, including favoritism or the appearance of favoritism toward relatives or those who are involved in a personal relationship. Giving these individuals special treatment – or creating the impression that they receive special treatment – is inconsistent with our principles of stewardship and accountability and with our duty to responsibly conduct the business of SEIU. The provisions of this PART are designed to ensure that family or personal relationships do not influence professional interactions between the employees involved and other officers, employees and third parties.

SECTION 12. *Definitions.* For purposes of this PART:

- (a) “Relative” means parent, spouse, spousal equivalent, daughter, son, grandparent, grandchild, brother, sister, aunt, uncle, niece, nephew, first or second cousin, corresponding in-law, “step” relation, foster parent, foster child, and any member of the employee’s household. Domestic partner relatives are covered to the same extent as spousal relatives.
- (b) “Personal relationship” means an ongoing romantic or intimate personal relationship that can include, but is not limited to, dating, living together or being a partner or significant other. This definition applies regardless of gender, gender identification, or sexual orientation of the individuals in the relationship. This restriction does not extend to friends, acquaintances or former colleagues who are not otherwise encompassed in the scope of “personal relationships.”

SECTION 13. *Prohibited Conduct.* The following general principles will apply:

- (a) Applications for employment by relatives and those who have a personal relationship with a covered individual will be evaluated on the same qualification standards used to assess other applicants. Transmission to the appropriate hiring authority of applications on behalf of individuals who have a family or personal relationship shall not in itself constitute an attempt to influence hiring decisions. Further input into the application process, however, may be deemed improper.
- (b) Covered individuals will not make hiring decisions about their relatives or persons with whom they have a personal relationship, or attempt to influence hiring decisions made by others.

- (c) Supervisory employees shall not directly supervise a relative or a person with whom they have a personal relationship. In the absence of a direct reporting or supervisor-to-subordinate relationship, relatives or employees who have a family or personal relationship generally are permitted to work in the same department, provided that there are no particular operational difficulties.
- (d) Covered individuals shall not make work-related decisions, or participate in or provide input into work-related decisions made by others, involving relatives or employees with whom they have a personal relationship, even if they do not directly supervise that individual. Prohibited decisions include, but are not limited to, decisions about hiring, wages, hours, benefits, assignments, evaluations, training, discipline, promotions, and transfers.
- (e) To ensure compliance with this Section, all covered individuals must disclose to the Ethics Ombudsperson or the Affiliate Ethics Liaison, as appropriate, any relationships covered by this Section in accordance with Section 3(b) of this Code.

PART F: ENFORCEMENT

SECTION 14. *Ethics Officer.* The office of the Ethics Officer is established to provide independent assistance to SEIU in the implementation and enforcement of the Code. The Ethics Officer shall be an individual of unimpeachable integrity and reputation, preferably with experience in ethics, law enforcement and the workings of the labor movement. The Ethics Officer shall provide his or her services under contract and shall not be an employee of the International Union or any of its Affiliates. The Ethics Officer shall be appointed by the International President and confirmed by the International Executive Board. The International President, the International Secretary-Treasurer, and the SEIU International Executive Board may refer matters concerning the Code to the Ethics Officer for review and/or advice, consistent with Sections 22 and 23.

SECTION 15. *Ethics Ombudsperson.* The office of SEIU Ethics Ombudsperson is established to oversee implementation and enforcement of the Code and ongoing efforts to strengthen the ethical culture throughout the Union. The Ethics Ombudsperson is responsible for providing assistance to the International Union and Affiliates on questions and concerns relating to the Code and ethical culture; directing the training of SEIU and Affiliate officers and staff concerning the Code and ethical culture; responding to ethics concerns and complaints consistent with Sections 17-23; receiving and resolving disclosures of conflicts of interest; assisting the Ethics Officer; and providing other support as necessary to the overall SEIU ethics program. The Ethics Ombudsperson, in consultation with the Ethics Officer, shall issue a report to the SEIU International Executive Board annually, summarizing compliance, training, enforcement, culture building and related activities, and making recommendations for modifications to the ethics program that he or she believes would enhance the program's effectiveness. The

Ethics Ombudsperson may also conduct periodic reviews for the purposes of monitoring compliance with this Code and determining whether partnerships, joint ventures, and arrangements with management organizations conform to this Code, are properly recorded, reflect reasonable investment or payment for goods and services, further SEIU's tax-exempt purposes, and do not result in inurement, impermissible private benefit, or excess benefit transactions. The Ethics Ombudsperson shall be employed in the SEIU Legal Department.

SECTION 16. *Affiliate Ethics Liaison.* Each Affiliate shall appoint an Ethics Liaison who will be available for ethics advice or guidance, will serve as an Affiliate's key contact with the International's Ethics Ombudsperson, will assist in enforcement of the Code, will oversee the delivery of ethics-related training, will assist the Affiliate in strengthening its ethical culture, and will serve as an ethical leader in the Affiliate.

- (a) Presidents, chief executive officers, secretary-treasurers, chief financial officers, chiefs of staff, and the equivalent of any of the foregoing are not eligible to serve as Ethics Liaisons.
- (b) Affiliates are encouraged to consider rotating the Ethics Liaison position periodically, barring operational difficulties, to develop ethical leadership broadly in the Affiliate. Affiliates shall advise the SEIU Ethics Ombudsperson as soon as practicable of the appointment of Ethics Liaisons and of any vacancy that occurs in the position.
- (c) Ethics Liaisons will regularly receive training from the International Union specific to the role. Affiliates should make every effort to ensure the participation of their Ethics Liaisons.

SECTION 17. *Complaints.*

- (a) Any covered individual or member may file a written complaint concerning alleged violations of the Code. Oral concerns and complaints shall be reduced to writing for further processing as a complaint. Complaints should be signed or contain the name of the complainant(s), and shall be kept confidential pursuant to Section 24. Complaints alleging violation of the Code shall not be enforced under SEIU or Affiliate constitutions and bylaws unless they also allege violations of the constitutions and bylaws.
- (b) The International Union shall post contact information for submission of ethics complaints on the SEIU website and shall provide that information on request.
- (c) Each Affiliate shall provide its staff and membership with contact information for its Ethics Liaison.

SECTION 18. *Complaints Handled by the International Union.* Complaints alleging violation of the Code that are submitted to the International Union or the Ethics Officer

shall be referred initially to the SEIU Ethics Ombudsperson. The Ethics Ombudsperson shall review ethics complaints submitted to the International Union and shall respond to them in his or her discretion, including but not limited to providing advice or guidance, resolving them informally, directing them to resources outside the ethics office, and referring them to the Ethics Officer or Affiliate for further processing. The individual submitting the complaint shall be notified of the status of the complaint as appropriate in the discretion of the Ethics Ombudsperson but in all events upon its conclusion.

SECTION 19. *Complaints Handled by Affiliate; Notice to Ethics Ombudsperson.*

Ethics complaints that are raised with or referred to an Affiliate shall be investigated by the affected Affiliate and, where appropriate, may form the basis of employee discipline or formal internal union charges to be processed before a trial body in accordance with the requirements set forth in the Affiliate's constitution and bylaws and/or the SEIU Constitution and Bylaws. The Ethics Ombudsperson may advise an Affiliate concerning matters related to the investigation and processing of complaints and charges alleging violation of the Code. Where a complaint involves an Affiliate's president, chief executive officer, chief of staff, secretary-treasurer, chief financial officer, or the equivalent, the Affiliate shall notify the Ethics Ombudsperson as soon as practicable. The Ethics Ombudsperson may consult with the Ethics Officer concerning any question referred by an Affiliate.

SECTION 20. *Failure to Cooperate; Bad Faith Complaints.* Unreasonable failure by a covered individual to fully cooperate with a proceeding or investigation involving an ethics complaint or alleged violation of this Code shall constitute an independent violation of this Code. SEIU reserves the right, subject to notice, investigation and due process, to discipline persons who make bad faith, knowingly false, harassing or malicious complaints, reports or inquiries.

SECTION 21. *Original Jurisdiction.*

- (a) *Requests for Original Jurisdiction.* If an Affiliate or an Affiliate executive board member, officer, or member believes that formal internal union charges against a covered individual that also allege violations of this Code involve a situation which may seriously jeopardize the interests of the Affiliate or the International Union, or that the hearing procedure of the Affiliate will not completely protect the interests of the Affiliate, an officer or member, that individual may request that the International President assume original jurisdiction under Article XVII, Section 2(f) of the SEIU Constitution and Bylaws.
- (b) *Assumption of Original Jurisdiction by International President.* In accordance with Article XVII, Section 2(f) of the SEIU Constitution and Bylaws, the International President may in his or her discretion assume original jurisdiction of formal internal union charges also alleging violation of this Code if as a result of an investigation he or she believes that the charges filed against a covered individual involve a situation which may seriously jeopardize the interests of the

Affiliate or the International Union. In his or her discretion, the International President may refer the matter to the Ethics Officer for a recommendation concerning the possible assumption of original jurisdiction.

SECTION 22. *Referral of Formal Charges to Ethics Officer.* If formal internal union charges filed with the International Union under Article XVII, Section 3 of the SEIU Constitution and Bylaws also allege violation of the Code by an officer or executive board member of the International Union or an Affiliate, such charges may be referred to the Ethics Officer for review and recommendations.

SECTION 23. *Review of Claims by Ethics Officer.*

- (a) If after review of the allegations of violations of the Code in a complaint or formal charge, the Ethics Officer finds that the allegations have merit and/or warrant further investigation, he shall recommend a response or course of action for the International Union to respond to the complaint or charges, including but not limited to the following:
 - (1) Further investigation by SEIU personnel and/or outside investigator(s);
 - (2) Filing of formal charges under Article XVII of the SEIU Constitution and Bylaws;
 - (3) Assumption of original jurisdiction by International President pursuant to Article XVII, Section 2(f) of the SEIU Constitution and Bylaws;
 - (4) Appointment of an outside hearing officer to conduct a trial under Article XVII, Section 3 of the SEIU Constitution and Bylaws;
 - (5) Discipline of covered employees;
 - (6) Sanction of covered officers or members accused in formal proceedings, and
 - (7) Other action deemed appropriate in the discretion of the Ethics Officer.
- (b) If the Ethics Officer concludes, after review of allegations of violations of the Code, that the allegations are without merit or that further investigation is not necessary, he or she shall advise the International Union of his or her findings.

PART G: PROTECTION OF WHISTLEBLOWERS

SECTION 24. *Confidentiality.* SEIU will make all reasonable efforts to keep confidential the identity of any person(s) raising an ethics concern, inquiry, report or complaint under the Code unless disclosure is authorized by the complainant or is required for SEIU to carry out its fiduciary or legal duties. SEIU will also treat

communications concerning ethics complaints or concerns with as much confidentiality and discretion as possible, provided that it remains able to conduct a complete and fair investigation, carry out its fiduciary and legal duties, and review its operations as necessary.

SECTION 25. *No Retaliation.* SEIU encourages all officers and employees to bring ethics concerns and complaints that the Code has been violated to the attention of the Union, as set forth more fully in PART F above.

- (a) SEIU expressly prohibits retaliation against covered individuals and members for:
 - (1) Making good faith complaints, reports or inquiries pursuant to this Code;
 - (2) Opposing any practice prohibited by the Code;
 - (3) Providing evidence, testimony or information relative to, or otherwise cooperating with, any investigation or enforcement process of the Code; and
 - (4) Otherwise participating in the enforcement process set forth in PART F above.
- (b) In particular, SEIU will not tolerate any form of retaliation against Affiliate Ethics Liaisons for performing their responsibilities.
- (c) Any act of alleged retaliation should be reported to the SEIU Ethics Ombudsperson or the Affiliate Ethics Liaison immediately and will be responded to promptly.