

CONSTITUTION AND BY LAWS
OF THE
HUNTINGTON HOSPITAL NURSES ASSOCIATION
2019

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PREAMBLE

It is recognized that almost every important improvement in the working conditions of Hospital Nursing Professionals was accomplished by the efforts of organized labor organizations. However, the past has shown that such labor organizations can offer only a limited contribution, disregarding either by design or error, the status and professional condition of hospital nurses in this country. Therefore, we as nursing professionals for Huntington Hospital, have organized the Huntington Hospital Nurses Association, Inc., and do hereby adopt the following Constitution and By Laws for its guidance and development.

ARTICLE 1

Name, Location and Purpose.

Section 1. The name of the Organization is the Huntington Hospital Nurses Association.

Section 2. The location of the principal office of the Organization shall be in the County of Suffolk, and State of New York.

Section 3. The Association is organized for the purpose and with the objects of:

- (A) To educate and to cooperate in every movement which tends to benefit the Association and thus the common good. To impress upon our membership, employees and the public, that professional nurses in this country must be organized for the advantage of all concerned. To teach our membership the advantages, benefits, responsibilities and importance of their positions, as relates to both the nursing community and the public good.
- (B) To create and perfect a professional labor organization in conformity with the highest standards of nursing and of our American citizenship, and

- (C) To seek to improve the nursing profession by increasing the efficiency of the service, and by instilling confidence, good will and understanding between our membership and employer, and which will further encourage cooperation and fair dealing between both parties, so as to secure for our membership improved wages, hours, working conditions, benefits and other economic advantages, through organization, negotiation, and collective bargaining, and
- (D) To advance our standing in both the labor movement and the national nursing community through all lawful means and methods, and
- (E) To safeguard, advance and promote the principles of collective bargaining, the rights of nurses, as well as to engage in cultural, civic, legislative, political, fraternal, educational, benevolent, social and other activities which further the interests of the Association and its membership directly or indirectly, and
- (F) To protect and preserve the Association as an institution and to perform its legal and contractual obligations. To receive, manage, expend and use the funds and property of the Association, to carry out the duties and to achieve the objectives

set forth in this Constitution and By Laws, and such additional purposes not inconsistent therewith, as well as further the interests of the Association and its membership, directly or indirectly, and

- (G) It is also recognized that the problems which the Association may be forced to deal with are not necessarily limited to organizational problems or collective bargaining, but may encompass a broad spectrum of economic, social, legislative, informational and professional objectives, and
- (H) To assert that the participation of this Association, individually and in concert with other organizations, in the pursuit and attainment of the objectives set forth herein, are for the sole benefit of Huntington Hospital Nurses Association and its membership.

ARTICLE II

Structure of the Association

Section 1. The Association shall be composed of a Board of Directors and Unit Representatives who shall be elected by members of the Association during their terms in office.

Section 2. The Board of Directors shall serve as the officers of the Association.

ARTICLE III Board of Directors

Section 1. The properties and affairs of the Association shall be managed and controlled by its Board of Directors, each of whom shall be elected by members of this Association in good standing.

Section 2. Subject to the statutes of the State of New York, to the provisions of the Certificate of Incorporation and the Constitution and By-laws of this Association, the Board of Directors shall have, in addition to the power and authority expressly conferred upon them by these By-Laws the right, power and authority to exercise all such powers and to do all such acts and things as may be exercised or done by the Association.

Section 3. Newly elected Directors shall meet with the hold-over Directors for the purpose of organization transition within thirty (30) days of the date of election.

Section 4. Regular meetings of the Board of Directors shall be held not less often than every month unless cancelled by the President to conduct urgent business of the Association.

Section 5. Special meetings of the Board of Directors may be called by the President or by any two (2) members of the Board of Directors on three (3) days' notice to each Director either personally, by mail or electronically. Such Special Meeting of the Board of Directors at which a majority of the Directors are present shall be valid as if called regularly.

Section 6. The meetings of the Board of Directors shall be held in Suffolk County, New York, at the office of the Association unless another address is given in the notice calling such meeting; but the board may hold its meetings at any place other than as above stated and may at any such meeting, transact any and all business which may be before it.

Section 7. Notice of regular meetings shall be mailed, personally delivered or sent electronically to each Director at his/her last known address by the Secretary at least five (5) days prior to the date of the said meeting.

Section 8. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting. If a quorum is present and the meeting duly called to order the validity of the acts of the meeting shall not be affected by failure or refusal of any member to vote or by any member leaving such meeting before adjournment.

Section 9. At all Board of Directors Meetings, each member of the Board of Directors present at such meeting shall be entitled to one (1) vote.

Section 10. All resolutions shall become effective upon a majority vote of all Directors present at a meeting properly constituted. The Presiding Officer of the Board of Directors may vote on any question before the Board as any other member and in the event of a tie, the Presiding Officer will vote if he/she had not already voted. If, in the event of a tie, the Presiding Officer has voted previously, then the motion will fail.

Section 11. The Secretary of the Board shall maintain a Directors Register Book and each Director upon entry of any meeting of the Board shall immediately sign the said Register Book upon the page bearing the date of such meeting. Said Directors Register Book shall be

preserved and shall be held in the office of the Secretary of the Board of Directors. It shall be open for inspection by any Director at every meeting of the Board of Directors.

Section 12. The Secretary of the Board of Directors shall record the minutes of every meeting of the Board of Directors in the corporate records within sixty (60) days after adjournment of said meeting.

Section 13. The Board of Directors shall have the power to appoint and provide compensation for competent agents or attorneys necessary to represent the members in all conferences with their employers or representatives of their employers, or to assist the Board of Directors in preparation of agreements to be made with the employers, or to enforce such agreements when necessary, and at such other time as the Board of Directors request aid in the necessary and proper protection of the rights of members in this Association.

Section 14. The Board of Directors may borrow money or property and secure such loan by pledging or mortgaging the property of this Association when such a loan shall be necessary for the furtherance of the objectives of the Association, provided that such a loan may be made

only after approved by a majority of the Board of Directors at a regular or special meeting of said Association.

Section 15. The Board of Directors shall have the power to cause the Association to become affiliated with any other organization or association, provided that this Association may never surrender the regulation or control of its internal affairs, nor surrender its corporate rights to another union, association, or corporation.

Section 16. The Board of Directors may take, hold, purchase, sell, or convey, pledge, or mortgage such real or personal property necessary for the purposes of this Association. All property so taken or purchased shall be taken or purchased in the name of this Association.

Section 17. This Association may sue or be sued in its own name. The President or Secretary of the Board of Directors shall be the proper agent for the acceptance of service of process. Individual members of this Association shall not be liable for any debts of this Association and none of the private property of any member shall be subject to the payment of its debts to any extent whatsoever.

Section 18. The Board of Directors shall have the power to interpret these By-Laws or the certificate of incorporation or constitution of this Association and their interpretation is final.

ARTICLE IV

Officers of the Association

Section 1. The Officers of the Association shall be a President, First Vice President, Second Vice President, Secretary and Treasurer.

Section 2. The President shall be the Chief Executive Officer of the Association. He/she shall preside at all meetings of the Association and of the Board of Directors. He/she shall see that the By-Laws, rules, regulations and Constitution of the Association are enforced and shall perform all duties that may be prescribed from time to time by the Board of Directors. He/she shall, with the Secretary, sign all written contracts and obligations of the Association which have been approved by the Board of Directors. He/she shall by and with the consent of the Board of Directors appoint all committees as the Board of Directors may authorize. He/she shall be ex-officio member of all standing committees. He/she shall act as a spokesperson and representative of the Association whenever a statement by the Association shall be deemed advisable.

Section 3. The First Vice-President shall have the power and shall perform the duties of the President during his/her absence or inability, as well as to perform other duties as delegated

by the President. He/she shall perform such other duties as may be prescribed from time to time by the Board of Directors. He/she shall act as Chairperson of the Auditing Committee and shall call an audit of the records and funds, and shall read the report of the Audit Committee at the following meeting of the Board of Directors.

Section 4. The Second Vice-President shall have the power and shall perform the duties of the President during the absence or inability of the President and First Vice-President, as well as to perform other duties as delegated by the President. He/she shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 5. The Secretary shall keep a record of the proceedings and attendance of the meetings of the Association and of the Board of Directors. He/she shall perform such other duties as may be prescribed from time to time by the Board of Directors. He/she shall submit all records and documents to the proper officers or committees for inspection when so ordered by the Board of Directors. He/she shall notify in proper time all Directors of meetings of the

Board and notify in proper time all members of the Association of all meetings of the Association.

Section 6. The Treasurer shall receive all funds and property of the Association and keep a record thereof. He/she shall make monthly reports to the Board of Directors stating the number of members enrolled in the Association and the status of payment of dues, assessments, fines, or penalties. He/she shall submit his/her records and documents for inspection and audit upon order of the Board of Directors and he/she shall turn over his/her records and documents to the Audit Committee following the close of each quarter. He/she shall act as a member of the Audit Committee. He/she shall receive and disburse the monies of the Association. He/she shall deposit all monies in the name of the Association in such bank as may be designated by the Board of Directors and shall disburse the funds of the Association upon the order of the President after approval by the Board of Directors. He/she shall make a report from time to time as required by the Board of Directors. He/she shall turn over the records and documents to the Audit Committee following the close of each quarter. He/she shall, with the President, sign all

contracts and obligations of the Association which may have been approved by the Board of Directors.

Section 7. The Treasurer and any other officers of the Association with access to Association funds shall be required to give surety bonds in such amount and with such sureties as the Board of Directors shall direct and approve, cost of said bonds to be paid by the Association.

Section 8. Any officer, employee, agent, or representative elected or appointed by the Board of Directors or any of its committees may be removed by the Board of Directors, at any time for cause, provided that Charges have been filed and a hearing held. Such removal shall be effective upon a two-thirds (2/3) vote of all the Board of Directors in a secret vote.

Section 9. Any officer absent without acceptable cause from three successive meetings shall by that fact be removed from office and the President shall declare the office vacant.

Section 10. If the office of any Director becomes vacant by reason of death, resignation, disqualification, or inability to act, the remaining Directors may, by a majority vote of all remaining Directors, appoint a successor who shall hold office for the unexpired term and until his/her successor shall have been elected.

ARTICLE V

Unit Representatives

Section 1. Each nursing unit of Huntington Hospital shall elect a unit representative to represent their respective unit. Nursing units may elect one (1) additional representative for every ten (10) members on the unit.

Section 2. Unit representatives shall be elected by the individual members of each nursing unit for a one (1) year term of office commencing in the month of February.

Section 3. Elections for nursing unit representatives shall be conducted by a member of the Board of Directors as designated by the President.

Section 4. Unit representatives shall represent their individual unit consistent with the existing Collective Bargaining Agreement and By-Laws of the Association and shall report directly to the Board of Directors of the Association.

ARTICLE VI

Committees

Section 1. The Association shall have standing committees, the members of which are to be appointed by the President and confirmed by the Board of Directors. Each committee shall have such number of members as may from time to time be fixed by the Board of Directors, and all members of committees shall hold office at the discretion of the Board. All committees shall act under the general direction of the Board of Directors, and when called upon to do so shall issue a full report to the Board of Directors.

Section 2. The Board of Directors may from time to time, establish such other committees with such powers and duties as they may from time to time, prescribe.

Section 3. The Audit Committee shall audit the records, documents and funds of the Association. They shall audit accounts of vacated offices within seven (7) days after vacated. They shall make a written, signed report to the Board of Directors at the meeting following each audit.

ARTICLE VII

Meetings of the Association

Section 1. Board of Directors meetings shall be held monthly at a time and place set by the Board.

Section 2. A majority of the Board of Directors is necessary to constitute a quorum at meetings of the Board and a majority of all Directors is necessary to pass an affirmative vote of the Board.

Section 3. Meetings of the Board of Directors and Unit Representatives shall be held four (4) times per year in the months of March, June, September and December.

Section 4. General membership meetings of the association shall be held four (4) times per year on the second Tuesday of the months of January, April, July and October. The President may call for a special membership meeting for urgent business as he/she deems necessary upon at least 72 hours' notice.

Section 5. Ten percent of the members of the Association in good standing shall constitute a quorum at general membership meetings and a majority vote of all members present is necessary to carry a vote of the membership.

Section 6. Absentee and proxy votes shall not be permitted.

ARTICLE VIII

Elections

Section 1. The Board of Directors shall be elected at an Association meeting scheduled by the Board for three (3) year terms. Members of the Association in good standing, including the Association officers, shall be eligible candidates to run for such offices. All members of the Association in good standing shall have the right to vote in person as herein elsewhere provided. All elections shall be held under the regulations provided and adopted by a three (3) member election committee that shall be selected by the Board of Directors prior to the January General Membership Meetings. Nominations of officers shall be made at the April General Membership Meetings. Elections shall take place no less than thirty (30) and no more than forty-five (45) days following nominations. Ballots shall be counted by the election committee immediately following the election and newly elected officers will take office immediately. All voting shall be by sealed secret ballot. A plurality of all valid votes cast shall be necessary to elect a Director. All contests or questions in regard to the conduct of elections or results thereof shall be

determined by the election committee. All records pertaining to elections, including ballots, must be preserved by the Secretary for one (1) year after the election.

Section 2. The compensation if any of all elective officers shall be fixed by the Board of Directors.

ARTICLE IX

The Tribunal of Arbitration

Section 1. The Association shall create, when the need arises, a Tribunal of Arbitration (which shall be done within thirty (30) days of a claim by a grievant). Each Tribunal shall consist of three (3) Arbitrators: two (2) of whom shall be appointed by the President and one (1) shall be chosen by the grievant (all of whom shall be members of the Association in good standing).

Section 2. The Tribunal of Arbitration shall hear and decide all disputes and grievances that may arise within the Association. All decisions shall be by secret majority vote of the Arbitrators. Members and the Association shall be bound by the decision of the Arbitrators.

Section 3. Grievances, claims or disputes filed with the Tribunal of Arbitration shall be presented in writing within the Statute of Limitations specified in Section 4. The Tribunal of Arbitration shall hear the grievances, claim or dispute and make its decision to the aggrieved member.

Section 4. No member shall resort to any Court of Law or Equity to settle any dispute or grievance arising between them and the Association's member, Officer or Director of this Association until they have first exhausted all of the remedies afforded by the By-Laws and regulations of this Association. Any member in good standing initiating any grievance, claim or dispute for presentation to the Tribunal of Arbitration shall do so in writing within thirty (30) days from the date on which the grievance, claim or dispute arose, or it shall become invalid. No member shall resort to any Court to decide any dispute which has been adjudicated in the manner herein provided.

ARTICLE X

Rules of Procedure

Section 1. The regular order of business at all meetings of the Association, or of the Board of Directors shall be as follows:

1. Meeting is called to order by the President.
2. Introduction of visitors.
3. Distribution and adoption of the minutes of previous meetings.
4. Report of Officers.
5. Report of Standing Committees.
6. Report of Special Committees.
7. Reading and disposition of communications.
8. Distribution and adoption of financial report.
9. Unfinished business to be considered.
10. New business to be considered.
 - 10a. Elections when in order.

10b. Installation of officers when in order.

11. Adjournment.

Section 2. Robert's Rules of Order shall be the authority on all questions of parliamentary law and proceedings when it does not conflict with the Certificate of Incorporation, Constitution, By Laws or an established law or rule of this Association.

ARTICLE XI

Amendments

Section 1. The Certificate of Incorporation may be amended by two-thirds (2/3) vote of the membership of this Association present at a general membership meeting. Ten percent (10%) of members in good standing shall constitute a quorum at such meeting.

Section 2. A proposed amendment to the Certificate of Incorporation shall be printed in the notice sent to all the members of the Association which notice shall fix the time and place of a meeting to be held to vote upon the proposed amendments. When the vote is taken at the meeting of the membership, if two-thirds (2/3) of the membership ratify the proposed

amendment, the Board of Directors shall then order the proper application be made to the State of New York for such amendment.

Section 3. The Constitution and By-Laws of the Association may be amended, modified, altered, repealed or a new Constitution and By-Laws adopted at any regular or special meeting of the general membership by a two-thirds (2/3) vote of all members present at said meeting, provided that no such change shall be made unless notice thereof shall be included in the notice of the meeting. Ten percent (10%) of members in good standing shall constitute a quorum at said meeting.

ARTICLE XII

Membership

Section 1. Registered Nurses employed by Huntington Hospital in any position represented by HHNA pursuant to Article 1 (Agreement Scope) of the collective bargaining agreement are eligible to be a member in this Association. Employees will be eligible to become retired members if they were in good standing at the time of separation. Retired members shall only receive those rights and benefits as specifically described herein, or as otherwise approved by the Board of Directors. Retired members are not required to pay dues and are not permitted to vote. Retired members may be appointed or elected to the Board of Directors, in which case the retired member/Director may vote and is entitled to all rights, benefits and privileges as other Board members.

Section 2. All active members who come within the above classifications shall be subject to the jurisdiction of the Association and the Association shall be their official representative, and exclusive bargaining agent.

Section 3. Active members shall be considered in “good standing” if:

A. Their dues are current, and

B. They have attended a minimum of two (2) membership meetings in the prior year if they are in full-time or part-time positions, or have attended a minimum of one membership meeting in the prior year if in a per-diem position.

Section 4. Active members who are not in good standing will not be permitted to vote on any matter, or receive any of the rights, privileges or benefits of Association membership until they have satisfied the requirements in Section 3 of this Article.

ARTICLE XIII

Dues, Fees,—Assessments & Fines

Section 1. Each member shall pay to the Treasurer of the Association all dues, fees, assessments, and fines properly levied. All dues will be paid by wage check off. The dues of the Association shall be three quarters of one percent (0.75%) of a staff nurse's base pay for all members except for per diems whose dues shall be thirty (\$30.00) dollars per month, unless amended pursuant to the provisions of these By-Laws.

Section 2. In the event that expenses of the Association require additional income to properly function as such, a special assessment may be levied against each member. Said assessment shall be collected by the Treasurer within thirty (30) days after levy of assessment.

Section 3. Members of the Board of Directors shall be exempt from the payment of dues during his/her tenure of office in the Association.

Section 4. An initiation fee of \$360 shall be paid to the Treasurer through six (6) monthly payments of sixty (\$60) dollars each. The Board of Directors may adjust the total and monthly amounts of the initiation fee as needed in the best interest of the Association.

ARTICLE XIV

Strikes

Section 1. No strike against the Hospital can be authorized by the Association except by two-thirds (2/3) vote of the Board of Directors and confirmed by a majority vote of the members present at the next Membership Meeting following the vote of the Board of Directors. The ballots shall be tallied by a committee of three (3) members selected by the President.