

BYLAWS OF THE UNITED TECHNICAL EMPLOYEES ASSOCIATION, INC.

A DIVISION OF MICHIGAN PUBLIC EMPLOYEES,
SERVICE EMPLOYEES INTERNATIONAL UNION LOCAL 517M

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PREAMBLE

We, the technical employees of the State of Michigan, hereby establish an Association to encourage, preserve and to promote the general welfare of the technical employees in all ways compatible with the public interest. We encourage the maintenance of the highest standards of employee conduct in governmental affairs and in all ways render the most effective service to the people of the State of Michigan.

ARTICLE I - NAME

(Revised 03/22/01)

This organization shall be known as the "UNITED TECHNICAL EMPLOYEES ASSOCIATION, INC.", A DIVISION OF MICHIGAN PUBLIC EMPLOYEES, SERVICE EMPLOYEES INTERNATIONAL UNION, LOCAL 517M. It will hereinafter be called the Association.

ARTICLE II - OBJECTIVES

Section 1

The objectives of the Association shall be to promote the organization of technical employees in general, and in particular to promote the welfare of the membership and to provide a voice in the determination of the terms and conditions of employment. We are committed to the process of collective bargaining and fulfilling the Association's representational obligations.

Section 2

This Association is not organized for profit and all income shall be used for defraying the expenses incurred in obtaining the stated objectives, either singularly or collectively.

ARTICLE III - MEMBERSHIP

Section 1

All employees of the State of Michigan possessing Civil Service classification eligible for inclusion in the unit represented by the Association shall be eligible for membership in the Association.

Section 2

Non-Discrimination Clause - Members shall not be discriminated against, nor shall an application for membership be rejected because of race, creed, color, sex, religion, national origin, ancestry, age, sexual preference, gender expression, sexual orientation, citizenship status, disability, marital status, height, weight, or political partisanship.

Section 3

Application for membership or fair share service fee status shall be made on forms furnished by the Association and submitted to the union office. The payment of dues or service fees, without formal application for membership, shall not constitute membership.

Section 4

Each member shall initially be assigned to an internal organizational group called a Chapter which is composed of employees residing in the same geographic area. Individual membership shall be limited to one Chapter. Chapter membership may be transferred to any Chapter by a member's application to the union office.

Section 5

Only dues paying voting members shall have the right to hold office. The following are voting rights of the dues paying voting members and fair share service fee payers. A majority of the votes cast shall be necessary for approval or rejection of the matter voted upon.

- A. Each dues paying voting member and fair share service fee payers shall have one vote in the following matters pertaining to the business of this Association:
 - 1) Ratification of the Bargaining Unit Contract, between the Employer and the Association.
 - 2) Decision to strike, if lawful.
 - 3) Other issues deemed appropriate by the Board.

- B. Dues paying voting members shall have one vote in the following matters pertaining to the business of this Association:
 - 1) The election of Association officers. An unopposed candidate for an Association office shall be declared elected to that office.
 - 2) Other issues deemed appropriate by the Board.

Section 6

Membership in this Association may be terminated or suspended for any of the following reasons:

- A. Failure to pay membership dues or fees, except during involuntary breaks in service.
- B. Resignation of an employee-member from State Service.
- C. Resignation from the Association at times and under conditions permitted under the applicable collective bargaining agreement.
- D. Termination of employment from State Service; However, after termination, membership shall continue, without dues obligation, during the time period in which the Association is processing any grievance(s) contesting such termination.
- E. Death.
- F. Dismissal from the Association by a two-thirds vote of the Board at a duly convened meeting, after a just cause hearing, for action found to have been contrary and detrimental to the principles of the Association. The just cause hearing shall be preceded by not less than 10 (ten) days notice to the member.
- G. A transfer, reassignment, or promotion to another bargaining unit not represented by the Association.
- H. Name removed from State Layoff Recall lists.

Section 7

A membership terminated for a cause specified in Section 6 (B) or 6 (C) may be reinstated by acceptance of an application from the employee. A membership forfeited under Section 6 (A) may be reinstated upon payment of dues or fees for the full current year and acceptance of application by the Board.

Section 8

Membership which was terminated under Section 6 (F) may be restored by a two-thirds vote of the Board.

Section 9

Any retired State employee may retain nonvoting membership in the Association upon payment of a Ten Dollar annual fee.

ARTICLE IV - ADMINISTRATION

(Revised 6/16/06)

Section 1 (Board of Directors)

The Association shall be governed by a Board of Directors (hereinafter the Board), which shall consist of the elected Executive Officers and the President of each Chapter. Each Board member shall have one vote; a Chapter President may not hold Association elected office simultaneously with Chapter Presidency, and shall resign upon installment into Executive Office.

Section 2 (Executive Officers/Executive Board)

The Executive Officers shall be: President, Vice President, and Secretary /Treasurer.

The Executive Board shall consist of the Executive Officers and, as a nonvoting member, the executive Administrator.

Section 3 (Committees)

Standing Committees shall be: Grievance and Negotiating. Special Committees may be appointed or removed by the Board within its sole discretion. No member shall serve as chairperson of more than one standing committee.

Section 4 (Chapters)

Membership in the Association shall be facilitated through Chapters. The Chapters shall be governed by the Association Bylaws.

ARTICLE V - FINANCE

(Revised 03/22/01)

Section 1

The fiscal year shall be from July 1 to June 30 inclusive.

Section 2

The biweekly dues paid by the membership shall be as set by the United Technical Employees Association Board of Directors.

Section 3

Members' dues and fair share representation fees must be paid through the payroll deduction plan.

ARTICLE VI - BOARD OF DIRECTORS

(Revised 6/15/06)

Section 1

The Board of Directors of this Association shall be composed of the Executive Officers and the President of each Chapter.

Section 2

A member of the board of directors may be removed from office.

- A. If a Member of the Board is absent from three meetings in succession, unless otherwise excused by the President, his/her office shall be declared vacant.
- B. Removal of a Board Member may be done only at a duly convened Board meeting. When removal of a board member is contemplated, the association secretary shall give said member at least ten (10) days notice of the board meeting at which removal of the member will be considered.
- C. A Member of the Board may be removed from office only by a two-thirds vote of those Board members present and voting, excluding the member being removed. Reasons for removal may include the following:
 - 1) Nonpayment of membership dues.

- 2) Failure to act in accordance with the policies, procedures, and/or directives of the Board of Directors or in the best interest of this Association.

Section 3

The duties of the Board of Directors shall include but not be limited to the following:

- A. Transact the business of the Association at regularly scheduled or special meetings.
- B. Authorize the disbursement of general operational funds.
- C. Receive and review the reports, recommendations, and activities of all Committees and Chapters, and take any appropriate actions.
- D. Provide for an Annual Audit.
- E. Determine the date for the Board Meetings.
- F. Review and evaluate the Chapter structure of this Association.
- G. Determine which members and/or employees shall be bonded and the amount of bond for each.
- H. Be empowered to execute agreements on behalf of the Association, subject to limitations in Section 4.
- I. Supervise the affairs of the Association and develop measures for its growth and prosperity.
- J. Confirm the President's nominations for Chairpersons of Standing and Special Committees, members of the Negotiating Committee and any additional representatives to the SEIU Local 517M Executive Board.
- K. Determine the duties and areas of jurisdiction of UTEA committees.
- L. Recommend dues changes and special assessments as needed. Special assessments must be approved by two-thirds (2/3) of the Board. Special assessments may not be levied or used for normal operating expenses.
- M. Authorize statewide emergency elections upon agreement of at least two-thirds (2/3) majority, shown by a recorded roll call vote, of a quorum of the Board. Emergency elections are those conducted in urgent response to unanticipated outside events where election results must be tabulated and reported in less than twenty-one days.
- N. Adopt and modify as necessary policies on the appointment, conduct, and removal of stewards.
- O. Any other duties or obligations required or allowed by State of Michigan law to reasonably effectuate the goals and purposes of the Association.

Section 4

The Board shall make no financial commitments which would obligate the assets of this Association beyond the anticipated period of exclusive representation of the unit, without specific direction from a vote of the membership.

Section 5

Members of the Board of Directors are prohibited from holding concurrent executive office in SEIU LOCAL 517M.

ARTICLE VII - EXECUTIVE OFFICERS/EXECUTIVE BOARD

(Revised (6/15/06))

Section 1

Election of Executive Officers shall be held the first Monday in October of each election year.

Section 2

Members shall be given written notice of the election at least thirty (30) days prior to ballots being distributed. Notices shall state date, time, manner and place, and purpose of the election.

Section 3

In the event of a vacancy in the Office of the President, the Vice President shall become President. In the event of a vacancy in the other Association Offices, the Board shall appoint by a two-thirds vote, a member to fill such vacancy. Said appointment endures until the office is filled by the next statewide election.

Section 4

All Officers shall perform the duties prescribed by these Bylaws, the Board of Directors, and the parliamentary authority adopted by this Association.

A. The President shall:

- 1) Be Chairperson and preside at all meetings of the Executive Board, State Board, and Special Meetings.
- 2) Nominate, subject to confirmation by the Board, Chairpersons of all Committees.
- 3) Nominate subject to confirmation by the Board, members of the Negotiating Committee.
- 4) Serve as a member of the Negotiating Committee, Primary Negotiating Team, and ex officio member of all other committees.
- 5) Have general oversight of all Association activities.
- 6) Assume the duties of the Treasurer in his/her absence.
- 7) Serve as a member of the Executive Board of the Michigan Public Employees, Service Employees International Union, Local 517M.
- 8) The President shall count as a quorum member in all Board and Executive Board Meetings.

B. The Vice President shall:

- 1) Function at the request of or in the absence of the President.
- 2) Serve as a member of the Grievance Committee.
- 3) At the request of the President, be an ex officio member and attend meetings of any other Committee. If the Vice President is unable to attend, the President may appoint another Executive Officer to attend.
- 4) Assume the duties of the Secretary in his/her absence.
- 5) Have general knowledge of an Association business and activity.
- 6) Serve as a member of the executive board of the Michigan Public Employees Service Employees International Union Local 517M.

C. The Secretary/Treasurer shall:

- 1) Establish and maintain a central file for the Association.
- 2) Record and prepare for distribution the minutes of the business meetings.
- 3) Assist the President in the formulation and distribution of the agenda for meetings.

- 4) Arrange to distribute the meeting agenda(s) and minutes to the voting members at least 7 days prior to the next regularly scheduled business meeting.
- 5) Release announcements as directed by the Board.
- 6)
 - a. Upon direction of a two-thirds majority vote of the Board, release "the ballots in sealed containers" to persons designated by the Board. Ballots shall not otherwise be released from sealed containers or from the central file.
 - b. May destroy said "ballots in sealed containers" after having held them in the central file for more than one year, and having received no contrary direction from the Board.
- 7) Have general knowledge of all Association business and activity.
- 8) Be custodian of all funds of the Association.
- 9) Maintain and review current records of all income and disbursement(s) and prepare written reports as required.
- 10) Review records for annual audit.
- 11) Designate by written authority filed with the Board of Directors, those members and/or employees bonded to sign checks.
- 12) Review accounting procedures.
- 13) Function at the request or absence of both the president and vice president.
- 14) Have general knowledge of all Association business and activity.
- 15) Serve as a member of the executive board of the Michigan Public Employees Service Employees International Union, Local 517M.

Section 5

The business of the Association between Board meetings shall be directed by an Executive Board consisting of the President, Vice President, Secretary/Treasurer, and as a nonvoting member, the Executive Administrator.

- A. A quorum of the Executive Board shall give direction for the conducting of business, for statements of policy, and for authorization of committee actions between regular Board of Directors meetings.
- B. A quorum of the Executive Board shall be a majority of its members.
- C. The actions taken by the Executive Board shall be subject to Board of Director's confirmation or rejection.
- D. Action by the Executive Board shall not justify cancellation of any regular Association Board meeting or in any way circumvent Article VI, Section 3 of these Bylaws.

The UTEA will have as many seats on the SEIU Local 517M Executive Board as determined in the SEIU 517M Constitution and By-Laws and the merger agreement. The appointments shall be as follows: The State President, the State Vice President, and the State Secretary/Treasurer.

ARTICLE VIII - COMMITTEES

(Revised 2/20/03)

Committees shall formulate their own Standard Operating Guidelines within the scope of these Bylaws, subject to Board approval. The Standard Operating Guidelines shall contain an Authority Statement, a Purpose Statement, a Structure Statement, and an Operating Procedure. Terms of appointment for Committee Chairpersons shall be at the pleasure of the President. Committees

are merely a part of the internal organizational structure intended to enhance input and communications and are not a separate entity, legal or otherwise.

It shall be the responsibility of the Board to review committee Standard Operating Guidelines and amend them from time to time as the need arises. Committee Chairpersons will submit reports to the Board as required. Committee Chairpersons, except for the Negotiating Committee, shall select committee members who are not seated on more than one other standing committee.

ARTICLE IX - CHAPTERS

(Revised 4/21/05)

Section 1

For election purposes Chapters shall be defined as groupings of members within designated geographical areas.

For election purposes Chapters are defined as follows:

Chapter 1 - All of the following counties: Gogebic, Iron, Ontonogan, Houghton, Keweenaw, Baraga, Marquette, Dickinson, and Menominee.

Chapter 2 - All of the following counties: Alger, Delta, Schoolcraft, Luce, Mackinac, and Chippewa.

Chapter 3 - All of the following counties: Charlevoix, Antrim, Leelanau, Benzie, Grand Traverse, Kalkaska, Manistee, Wexford, Missaukee, Mason, Lake, Osceola, and Clare.

Chapter 4 - All of the following counties: Emmet, Cheboygan, Presque Isle, Otsego, Montmorency, Alpena, Crawford, Oscoda, Alcona, Roscommon, Ogemaw, and Iosco.

Chapter 5 - All of the following counties: Oceana, Newaygo, Mecosta, Isabella, Muskegon, Ottawa, Kent, Montcalm, Ionia, and Gratiot.

Chapter 6 - All of the following counties: Gladwin, Arenac, Midland, Bay, Saginaw, Tuscola, Huron, Sanilac, Lapeer, and Genesee. Also, Shiawassee county except for the communities of Perry, Morrice, Shaftsbury, and Laingsburg.

Chapter 7 - All of the following counties: Allegan, Barry, Van Buren, Kalamazoo, Calhoun, Berrien, Cass, St. Joseph, and Branch.

Chapter 8 - All of the following counties: Hillsdale, Lenawee, Monroe, Washtenaw, Jackson, and Livingston.

Chapter 9 - All of Clinton county. Also, the communities of Perry, Morrice, Shaftsbury, and Laingsburg in Shiawassee county. Also, all of Lansing mail zip codes #48906 and #48912.

Chapter 10 - All of Eaton county. Also, all of Lansing mail zip codes #48915 and #48917.

Chapter 11 - All of Lansing mail zip codes #48901, #48933, and all of #48910 and #48911, except the portions falling into the Chapter 12 boundary description.

Chapter 12 - The portion of Ingham county as follows: the easterly portion, from Coolidge/Pine Tree Roads to the East county-line and the southerly portion from Willoughby Road to the South county-line.

Chapter 13 - All of the counties of Oakland, Macomb, and St. Clair.

Chapter 14 - All of Wayne County.

Section 2

For membership informational meetings chapters shall be defined as groupings of members within designated geographical areas or designated work areas. For membership informational meetings chapters shall be defined as follows:

Chapter 1 - All of the following counties: Gogebic, Iron, Ontonogan, Houghton, Keweenaw, Baraga, Marquette, Dickinson, and Menominee.

Chapter 2 - All of the following counties: Alger, Delta, Schoolcraft, Luce, Mackinac, and Chippewa.

Chapter 3 - All of the following counties: Charlevoix, Antrim, Leelanau, Benzie, Grand Traverse, Kalkaska, Manistee, Wexford, Missaukee, Mason, Lake, Osceola, and Clare.

Chapter 4 - All of the following counties: Emmet, Cheboygan, Presque Isle, Otsego, Montmorency, Alpena, Crawford, Oscoda, Alcona, Roscommon, Ogemaw, and Iosco.

Chapter 5 - All of the following counties: Oceana, Newaygo, Mecosta, Isabella, Muskegon, Ottawa, Kent, Montcalm, Ionia, and Gratiot.

Chapter 6 - All of the following counties: Gladwin, Arenac, Midland, Bay, Saginaw, Tuscola, Huron, Sanilac, Lapeer, and Genesee. Also, Shiawassee county except for the communities of Perry, Morrice, Shaftsbury, and Laingsburg.

Chapter 7 - All of the following counties: Allegan, Barry, Van Buren, Kalamazoo, Calhoun, Berrien, Cass, St. Joseph, and Branch.

Chapter 8 - All of the following counties: Hillsdale, Lenawee, Monroe, Washtenaw, Jackson, and Livingston.

Chapter 9 - All of Clinton county. Also, the communities of Perry, Morrice, Shaftsbury, and Laingsburg in Shiawassee county. Also, all of Lansing mail zip codes #48906 and #48912.

Chapter 10 - Lansing-Secondary Complex (SEIU Chapter 12)

Chapter 11 - Lansing MDOT Design (SEIU Chapter 11)

Chapter 12 - Lansing Agricultural Laboratory (SEIU Chapter 18)

Chapter 13 - All of the counties of Oakland, Macomb and St. Clair (SEIU Chapter 19)

Chapter 14 - All of Wayne County (SEIU Chapter 20)

Section 3

Chapters are not separate entities, legal or otherwise, but merely a part of the internal organizational structure intended to facilitate administration of Association functions and activities.

- A. Chapter officers shall be President and Vice President. The term of office shall be three years, commencing November 1, 2006.
- B. Chapter President duties shall include:
 - 1) Preside at all meetings of the chapter.
 - 2) Represent the chapter at UTEA Board meetings.
 - 3) In the absence of the chapter president and vice president at a meeting, the chapter president may appoint a designee to attend the meeting. The designee will have a voice, but not a vote unless they are an elected officer. An elected officer will constitute the chapter president or vice president.
- C. Chapter Vice Presidents duties shall include:
 - 1) Act in place of the President during his/her absence or upon request of the President.
 - 2) Become President, for the remainder of the term, in the event of a vacancy in the office of President.

Section 4

No Chapter, its officers, or spokesperson can commit the Association to enter into contracts, incur debts or enter into other legal transactions which affect or may obligate the Association, without the sanction of the Board of Directors or persons expressly authorized by the Board of Directors.

Section 5

The following are Chapter responsibilities:

- A. Chapters shall hold regular meetings of the membership, as needed, with a minimum of two per calendar year. The time and place of such meetings shall be determined by the Chapter President. Chapter meetings may be held at the same time and place as Local 517M meetings as arranged by the Local 517M Governor. Meetings shall also be held upon petition signed by at least ten Chapter members.
- B. The Chapter shall follow directives of the Board of Directors or their designee.
- C. Submit to the Secretary of the Board of Directors the names and addresses of all elected Officers following their election or appointment.
- D. Should a Chapter Officer be elected to an Executive office he/she must resign the Chapter Office.

Section 6

If a vacancy occurs in a Chapter Office, the Chapter President shall appoint an interim officer until the next regular election. If the Chapter is unable to fill the vacant position, the Association President may appoint an interim Chapter Officer, upon approval of the Board of Directors, until such time as an election can be held.

Section 7

A Chapter's activities and business may be placed under the direct supervision of the Board of Directors, or persons designated by it, by a two-thirds vote of the Board of Directors, for failure of

the Chapter and/or its officers to act in the best interests of the Association, its Board of Directors, or the Chapter, or failure to comply with these Bylaws or the policies of the Association.

- A. The above action may be rescinded by a two-thirds vote of the Board of Directors.
- B. A Chapter subject to the above action shall be notified in writing of the reason(s) for such action and may appeal to the Board of Directors within 30 days notice of such action. Appeals must be sent by certified mail to the Association President. Any appeal shall be heard by the Board of Directors at their next regularly scheduled meeting. The decision of the Board of Directors on said appeal shall be final and binding.

ARTICLE X - MEETINGS

(Revised 12/13/18)

Section 1

The rules contained in Robert's Rules of Order shall serve as a guide at meetings of this Association unless they are inconsistent with the Association's Bylaws.

Every effort will be made to hold meetings and social gatherings sponsored by the Association in barrier free locations, if geographically and economically feasible.

Section 2

At least four regular meetings of the Board shall be scheduled at the first meeting in the fiscal year. Of the four Board meetings scheduled each year one shall be designated the annual meeting. Board meetings may be held via conference call. No more than two or consecutive board meetings may be held by conference call.

- A. Additional regular board meetings may be scheduled by the president, executive board or the Board. Reminder notices of regular meetings shall be communicated to the board and committee chairpersons by the secretary or his/her designee, at least seven working days prior to the meeting date.
- B. The president and/or the executive board may reschedule or cancel a meeting when necessary.
 - 1) If ten or more working days remain before the scheduled meeting date, a written notice of rescheduling must be mailed to board members and committee chairpersons.
 - 2) When less than ten working days remain before the scheduled meeting date, the board members and committee chairpersons shall be notified via telephone, or electronic means.
- C. Two thirds of the board membership of which at least two shall be executive officers, shall constitute a quorum.

Section 3

Special Meetings of the Board of Directors may be called to conduct Special Business and may be called by:

- A. The President, giving as much notice as possible to the Board of Directors.
- B. A majority vote of the Board of Directors at a duly convened Regular Board Meeting, giving as much notice as possible to the Board of Directors.

- C. A petition signed by a majority of the members of the Board of Directors. Such petition shall state the matter for action and shall be presented to the Association Secretary/Treasurer, who shall verify the signatures. Upon verification, the Secretary/Treasurer shall present the petition to the President who shall then call for the meeting. Verification and the call for the meeting shall be done within three days of the receipt of the petition.

The Agenda for Special Meetings of the Board of Directors shall be limited to the subject matter for action for which the meeting is called. Notification of the meeting and the Agenda will be communicated to each member of the Board of Directors at least seven days prior to the meeting. The date of the special meeting shall not be set more than twenty one days from the date of the President's call for the meeting.

Any Special Board Meeting may be conducted by telephone conference call or electronic means.

Section 4

Committees shall meet as frequently, and at such times and places, as the committee chairperson or a simple majority of the committee shall direct. Notices of such meetings shall be given seven days in advance, whenever possible, by the committee chairperson or such other person as designated. A simple majority of each committee shall constitute a quorum.

**ARTICLE XI - ELECTIONS
EXECUTIVE OFFICERS AND CHAPTER OFFICERS**

Section 1

The terms of office for Executive officers and Chapter officers shall be three (3) years. The elected terms began as follows: 2003 - Executive Secretary/Treasurer; 2004 - Executive President; 2005 - Executive Vice President.

The Chapter officers shall be President and Vice President. The term of office for Chapter officers shall be three years commencing November 1, 2006.

Section 2

Election of Executive Officers and Chapter Officers shall be held the first Monday in October of each election year. Chapter Officers and Executive Officers thereby elected shall take office on November 1 thereafter.

Section 3

Nominations and elections for Executive Officers and Chapter Officers may be made through mailings or electronic means through the Union office.

Section 4

Members shall be given written notice of the election at least thirty (30) days prior to ballots being distributed. Notices shall state date, time, manner and place, and purpose of the election.

Section 5

- A. Nominations for officers shall be reviewed by the Election/Tally Committee according to the SEIU 517M Executive Board Policy. This committee shall review and report nominees to the Secretary/Treasurer of the Union. All nominees shall have been members of the Union at least twelve (12) continuous months preceding the election ballot count date.
- B. No person who has been convicted of a felony as defined in Section 504 of the Landrum-Griffin Act (or an indictable offense in Canada), shall in accordance with the provisions of applicable law, be eligible to hold office in this union.
- C. There shall be no provisions for write in nominees.
- D. Elections services shall be provided using the SEIU Local 517M Executive Board Policy.
- E. The Secretary/Treasurer of the Union shall be responsible for the conduct of the Election and shall arrange for printing, distributing, collecting and tabulating of ballots and announcing the results thereof to the Executive Board and Members as expeditiously as possible.
- F. The Election of Officers shall be by mailed secret ballot, or an alternate method as approved by the Executive Board, to all voting members. Ballots shall be available at least (15) days prior to the date of counting. Any candidate for office may have an observer present at the counting of the ballots. The candidate receiving the most votes for any office shall be elected to the office.
- G. In the event of a tie, a run-off election shall be held for that office. The ballot for the run-off election will contain only the names of the candidates involved in the tie. The run-off election will be held within (15) calendar days after the local election, unless the local has, as part of the original election notice, informed the membership that a run-off, if one is needed, will be held on a particular day, time and place. If following the tie vote, one candidate withdraws his or her name, there would be no run-off election.

The Technical Division Board of Directors shall have jurisdiction over any conflict or challenge arising from election in individual bargaining units

ARTICLE XII-INDEMNIFICATION

Section 1

The Association has the power to indemnify a person who is a party or who is threatened to be made party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, other than an action by or in the right of the Association, by reason of the fact that the person is or was a member of the Board of Directors, a Chapter Officer, State Officer, Steward, Committee Member, Employee or Agent (hereinafter referred to as the "indemnitee") serving at the request of, or pursuant to the approval of the Board of Directors, against expenses, including attorney's fees, judgments, penalties, fines, and amounts paid in settlement, actually incurred by the persons in connection with the action, suit or proceeding. Provided, however, that said indemnification shall not exceed the smaller of the following two amounts:

- A. \$10,000.00 or
- B. 20% of the Association's cash, savings account, checking accounts and certificates of deposit or other assets less all liabilities.

However, cases may be reviewed on an individual basis for deviation from (A) or (B) (above) based on the financial condition of the Association and specific facts and circumstances leading to the action which resulted in the indemnification being sought.

Section 2

Indemnification as described herein shall be paid only in the event that the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interest of the Association or its members and in respect to any criminal action or proceeding if the person had reasonable cause to believe that the conduct was not unlawful. Said indemnification shall be made upon determination that indemnification is proper in the circumstances because the person has met the applicable standard of conduct set forth herein. This determination shall be made in any of the following ways:

- A. By a majority vote of a quorum of the Board consisting of Directors who were not parties to the action, suit, or proceeding.
- B. If the quorum described in subdivision (A) is not obtainable, then by a majority vote of a committee of directors who are not parties to the action. The committee shall consist of not less than three directors who were not parties to the action, suit, or proceeding. This committee shall be appointed by the Board of Directors.
- C. By independent legal counsel in a written opinion which attorney shall be selected by the Board of Directors.

Section 3

The Association shall pay or reimburse the reasonable expenses incurred by the indemnitee who is a party or threatened to be made a party to an action, suit, or proceeding if all of the following apply:

- A. The indemnitee forwards to the Association within ninety days of receipt, a copy of any bill, statement, invoice or other notice of expense for which indemnification is requested.
- B. The indemnitee furnishes the Association a written statement which indicates why he or she has met the applicable standard of conduct set forth above.
- C. The indemnitee furnishes the Association a written note, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct.
- D. A determination is made that the facts then known to those making the determination would not preclude indemnification under this policy or the Michigan Non-Profit Corporation Act.
- E. The note shall be an unlimited general obligation of the person on whose behalf advances are made but need not be collateralized.
- F. A determination is made that the indemnitee met the standard of conduct set forth above.

Upon receipt of a written statement by the Association, the Association shall have sixty days upon which to make a determination that the indemnitee(s) is or is not entitled to indemnification. Upon making a determination that the indemnitee is entitled to indemnification, the Association shall have up to forty-five days to pay in full the claim for indemnification. If a claim for indemnification is not paid in full by the Association within the forty five days allowed, the indemnitee who submitted the claim may at any time thereafter bring suit against the Association to recover the unpaid amount of the claim. If successful in whole or in part in any

such suit or in a suit brought by the Association to recover advances, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such claim. In any action brought by the indemnitee to enforce a right under this policy it shall be a defense that, and in any action brought by the Association to recover advances the Association shall be entitled to recover such advances if; the indemnitee has not met the applicable standard of conduct set forth.

ARTICLE XIII- MANDATORY INTRA-UNION APPEAL PROCEDURE

The Board of Directors shall establish an intra-union appeal procedure which shall allow for any appeals pertaining to compliance or alleged violations of these Bylaws or other matters. Where these Bylaws provide for a special appeal procedure or process for specific types of matters, that procedure or process must be followed. With respect to any and all compliance issues or alleged violation(s) of the Bylaws which do not have specific appeal procedures or processes herein, members and fair share fee payers, where applicable, shall be required to exhaust the intra-union appeal procedure established by the Board of Directors.

No benefit or right from these Bylaws shall be legally enforceable unless the member has first exhausted the intra-union appeal procedures as established by the Board of Directors and amended from time to time.

ARTICLE XIV - AMENDMENTS

(Revised 11/6/97)

Section 1

Amendments to the Association Bylaws may be proposed by:

- A. A petition bearing the signatures of not less than fifty members, presented to the Board.
- B. A motion to amend, approved by a majority vote of the Board.

Section 2

The Board shall be empowered to amend the Association Bylaws by an affirmative vote of two-thirds. All proposed amendments shall be published and distributed to Board Members at least seven days prior to the Board meeting at which they are to be acted upon.

Section 3

The membership shall be notified of all changes in the Association Bylaws.